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COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III, SECRETARY OF STATE
ANNUAL REPORT

RECORD # 0004510

DUE JUNE 30, 2000

(4) FILING FEE

\$4.00

(1) EXACT CORPORATE NAME AND CURRENT PRINCIPAL OFFICE ADDRESS

BLUEGRASS COOPERATIVE INSURANCE COMPANY
9201 BUNSEN PKWY., P.O. BOX 20700
LOUISVILLE, KY 402203793

(5) STATE OR COUNTRY OF INCORPORATION

KY

APR 21 2000

(2) THE PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO

[Empty box for principal office address change]

(6) DATE OF INCORPORATION OR DATE AUTHORIZED TO TRANSACT BUSINESS

09/19/1900

(3) CURRENT REGISTERED AGENT AND REGISTERED OFFICE ADDRESS

Changes made to the registered agent or registered office cannot be made on this form.
Complete (7) to request a form to be mailed or download form from web site

BRADLEY R. SMITH
9201 BUNSEN PKWY.
LOUISVILLE, KY 40220

(7) MAIL A STATEMENT OF CHANGE OF AGENT OR OFFICE TO

[Empty box for mailing statement of change of agent or office to]

(8) PRINCIPAL OFFICERS If the corporation has previously filed an annual report, verify the names & titles of officers listed below. Please note any additions to or changes in the principal officers and give the address for each person listed. If (8) is blank, type or print the names & business addresses of the current principal officers. If sole officer, please note.

Executive	President	William R Sprague	9201 Bunsen Pkwy., Louisville, KY 40220
	Vice President	Roger Simpson	9201 Bunsen Pkwy., Louisville, KY 40220
	Secretary	David S Beck	9201 Bunsen Pkwy., Louisville, KY 40220
	Treasurer	Cindy Matherly	9201 Bunsen Pkwy., Louisville, KY 40220

(9) DIRECTORS Type or print the names and business addresses of the corporation's directors. No listing of directors is verification that the corporation has dispensed with directors. Nonprofit corporations must list three (3) or more directors.

SEE ATTACHED	
Name	Address
Name	Address
Name	Address
Name	Address

I VERIFY THAT INFORMATION IN THIS ANNUAL REPORT IS CURRENT AS OF THE DATE THIS REPORT IS EXECUTED.

Cindy Matherly TITLE Treasurer DATED 4/25/00
Signature of Officer or Chairman of the Board

ANNUAL REPORT - KENTUCKY SECRETARY OF STATE'S OFFICE

JOHN Y. BROWN III, SECRETARY OF STATE

BLUEGRASS COOPERATIVE INSURANCE COMPANY

9201 Bunsen Parkway, PO Box 20700

Louisville, KY 40250-0700

APR 26 2000

BOARD OF DIRECTORS - 2000

Gail Dobson	9201 Bunsen Parkway, Louisville, KY 40220
Daniel F. Ebelhar	9201 Bunsen Parkway, Louisville, KY 40220
William Sprague	9201 Bunsen Parkway, Louisville, KY 40220
Sam Moore	9201 Bunsen Parkway, Louisville, KY 40220
Neil Allen	9201 Bunsen Parkway, Louisville, KY 40220
James R. Mahan	9201 Bunsen Parkway, Louisville, KY 40220
Robert Reed Bush	9201 Bunsen Parkway, Louisville, KY 40220
Randall J. Morgan	9201 Bunsen Parkway, Louisville, KY 40220
Mark Haney	9201 Bunsen Parkway, Louisville, KY 40220
William S. West	9201 Bunsen Parkway, Louisville, KY 40220
Glen R. McCormack	9201 Bunsen Parkway, Louisville, KY 40220
Marshall Coyle	9201 Bunsen Parkway, Louisville, KY 40220
Charlie Bengé	9201 Bunsen Parkway, Louisville, KY 40220

92-008.MEM