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SUMMIT LIFE CORP
Form 10QSB
August 01, 2001

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-QSB

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
For the period ended June 30, 2001

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission File Number 000-25253

SUMMIT LIFE CORPORATION

(Exact name of registrant as specified in its charter)

OKLAHOMA

73-1448244

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
identification No.)

3021 Epperly Dr., P.O. Box 15808, Oklahoma City, Oklahoma 73155

(Address of principal executive offices)

(405) 677-0781

(Issuer's telephone number)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No
--- ---

The number of shares outstanding of the Issuer's Common Stock, \$.01 par value, as of July 30, 2001 was 2,448,805.

Transitional Small Business Disclosure Format (check one): Yes No X

FORM 10-QSB

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Summit Life Corporation and Subsidiaries

Consolidated Balance Sheets

ASSETS

| | June 30, 2001 ----- (Unaudited) | December 31, 2000 ----- |
|--------------------------------------|--|-------------------------------|
| INVESTMENTS | | |
| Debt securities-held to maturity | \$ 328,075 | \$ 328,075 |
| Debt securities-available for sale | 2,482,137 | 2,426,607 |
| Equity securities-trading | 212,424 | 113,643 |
| Equity securities-available for sale | 12,500 | 8,915 |
| Equity securities-other | 66,788 | 63,663 |
| Mortgages | 716,175 | 734,220 |
| Notes receivable | 200,624 | 207,658 |
| Short-term investments | 0 | 0 |
| Policy loans | 32,823 | 33,382 |
| Investment in limited partnerships | 58,122 | 57,300 |

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| | | |
|---|--------------|--------------|
| | ----- | ----- |
| | 4,109,668 | 3,973,463 |
| CASH AND CASH EQUIVALENTS | 1,535,080 | 1,436,338 |
| RECEIVABLES | | |
| Accrued investment income | 42,707 | 41,984 |
| Advances to affiliates | 10,300 | 9,928 |
| | ----- | ----- |
| | 53,007 | 51,912 |
| PROPERTY AND EQUIPMENT-AT COST | | |
| Building and improvements | 129,419 | 129,419 |
| Furniture and equipment | 116,570 | 116,570 |
| Automobiles | 22,015 | 22,015 |
| | ----- | ----- |
| | 268,004 | 268,004 |
| Less accumulated depreciation | (116,478) | (102,638) |
| | ----- | ----- |
| | 151,526 | 165,366 |
| Land | 56,000 | 56,000 |
| | ----- | ----- |
| | 207,526 | 221,366 |
| OTHER ASSETS | | |
| Cost in excess of net assets of businesses acquired, less accumulated amortization | 37,500 | 40,000 |
| Deferred policy acquisition costs | 49,527 | 57,527 |
| Value of purchased insurance business | 286,851 | 321,851 |
| Deferred income taxes | 37,241 | 37,241 |
| Other | 32,659 | 22,984 |
| | ----- | ----- |
| | 443,778 | 479,603 |
| | ----- | ----- |
| | \$ 6,349,059 | \$ 6,162,682 |
| | ===== | ===== |

The accompanying notes are an integral part of these interim financial statements

Summit Life Corporation and Subsidiaries

Consolidated Balance Sheets

LIABILITIES AND STOCKHOLDERS' EQUITY

| | |
|------------------|----------------------|
| June 30, 2001 | December 31, 2000 |
| ----- | ----- |
| (Unaudited) | |

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LIABILITIES

| | | |
|--|--------------|--------------|
| Policy reserves and policyholder funds | \$ 4,829,773 | \$ 4,708,295 |
| Unpaid claims | 18,779 | 175,951 |
| Accounts payable | 82,066 | 39,458 |
| Accrued liabilities | 13,549 | 15,424 |
| Notes payable | 313,065 | 248,254 |
| Other liabilities | 0 | 0 |
| | ----- | ----- |
| | 5,257,232 | 5,187,382 |

STOCKHOLDERS' EQUITY

| | | |
|--|--------------|--------------|
| Common stock, \$.01 par value | 24,678 | 22,676 |
| Preferred stock, series A, \$.001 par value, stated at liquidation value | 500,000 | 500,000 |
| Preferred stock, series B, \$1.00 par value | 350,000 | 350,000 |
| Preferred stock, series B subscribed | 650,000 | 650,000 |
| Additional paid-in capital | 3,121,794 | 2,923,596 |
| Common stock of parent held by subsidiary | (95,000) | (95,000) |
| Accumulated other comprehensive income (loss) | | |
| Unrealized appreciation (depreciation) of available for sale securities | 12,820 | (19,882) |
| Accumulated deficit | (2,822,465) | (2,706,090) |
| Less preferred stock subscriptions receivable | (650,000) | (650,000) |
| | ----- | ----- |
| | 1,091,827 | 975,300 |
| | ----- | ----- |
| | \$ 6,349,059 | \$ 6,162,682 |
| | ===== | ===== |

The accompanying notes are an integral part of these interim financial statements

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Summit Life Corporation and Subsidiaries
Consolidated Statements of Operation
(Unaudited)

| | Three Months Ended June 30, | | |
|---|--------------------------------|-----------|-------|
| | 2001 | 2000 | 2000 |
| | ----- | ----- | ----- |
| Revenues | | | |
| Insurance premiums | \$ 177,170 | \$ 43,488 | \$ 2 |
| Reinsurance premium ceded | (6,923) | (10,881) | (|
| | ----- | ----- | ----- |
| Net premium income | 170,247 | 32,607 | 2 |
| Investment activity | | | |
| Investment income | 276,191 | 90,083 | 3 |
| Net realized gains on sale of available for sale securities | 517 | 4,808 | (|
| Net losses on trading securities | (17,431) | -- | (|

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| | | | |
|---|-----------|------------|---------|
| Other | 9,522 | 91,750 | ----- |
| | 439,046 | 219,248 | ----- |
| Benefits, losses and expenses | | | |
| Policy benefits | 22,211 | 26,883 | |
| Change in policy reserves | 189,697 | 38,790 | |
| Interest expense | 5,375 | 4,678 | |
| Taxes, licenses and fees | 3,600 | 4,683 | |
| Depreciation and amortization | 28,528 | 12,301 | |
| General, administrative and other operating expenses | 130,069 | 120,539 | |
| | ----- | ----- | ----- |
| | 379,480 | 207,874 | ----- |
| | ----- | ----- | ----- |
| Earnings (Loss) before income taxes | 59,566 | 11,374 | |
| Income tax provision | -- | -- | |
| | ----- | ----- | ----- |
| NET EARNINGS (LOSS) | \$ 59,566 | \$ 11,374 | \$ () |
| Preferred Stock Dividend Requirement | 12,500 | 12,500 | |
| | ----- | ----- | ----- |
| NET EARNINGS (LOSS) APPLICABLE TO COMMON SHARES | \$ 47,066 | \$ (1,126) | \$ (1) |
| | ===== | ===== | ===== |
| Earnings (Loss) per common share - Basic and diluted | \$ 0.02 | \$ 0.00 | \$ () |
| | ===== | ===== | ===== |
| Weighted average outstanding common shares, basic and diluted | 2,259,605 | 2,248,605 | 2,2 |
| | ===== | ===== | ===== |

The accompanying notes are an integral part of these interim financial statements

Summit Life Corporation and Subsidiaries
Consolidated Statement of Stockholders' Equity
Six Months Ended June 30, 2001
(Unaudited)

Common Stock

Preferred Stock "

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| | Total | Shares Issued | Par Value | Shares Out- standing | Liq at Va |
|--------------------------------|--|---|-----------------------------------|---|---------------------|
| Balance at January 1, 2001 | \$ 975,300 | 2,267,605 | \$ 22,676 | 5,000 | \$ 5 |
| Issuance of common stock | 200,200 | 200,200 | 2,002 | -- | |
| Dividends on preferred stock | (25,000) | -- | -- | -- | |
| Issuance of Series B preferred | -- | -- | -- | -- | |
| Comprehensive income | | | | | |
| Net income (loss) | (91,375) | -- | -- | -- | |
| Other comprehensive inc | | | | | |
| Unrealized gain on investments | 32,702 | -- | -- | -- | |
| Comprehensive inc.(loss) | (58,673) | | | | |
| Balance at June 30, 2001 | \$ 1,091,827 | 2,467,805 | \$ 24,678 | 5,000 | \$ 5 |
| | Common Stock of Additional Paid-in Capital | Accumulated Other Parent Held by Subsidiary | Comprehensive Income (Loss) | Preferred Preferred stock subscribed | st subcr rece |
| Balance at January 1, 2001 | \$ 2,923,596 | \$ (95,000) | \$ (19,882) | \$ 650,000 | \$ (|
| Issuance of common stock | 198,198 | -- | -- | -- | |
| Dividends on preferred stock | -- | -- | -- | -- | |
| Issuance of Series B preferred | -- | -- | -- | -- | |
| Comprehensive income | | | | | |
| Net income (loss) | -- | -- | -- | -- | |
| Other comprehensive inc | | | | | |
| Unrealized gain on investments | -- | -- | 32,702 | -- | |
| Comprehensive inc.(loss) | | | | | |
| Balance at June 30, 2001 | \$ 3,121,794 | \$ (95,000) | \$ 12,820 | \$ 650,000 | \$ (|

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The accompanying notes are an integral part of these interim financial statements

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Summit Life Corporation and Subsidiaries
 Condensed Consolidated Statement of Cash Flows
 (Unaudited)

| | Six Months Ended June 30, | |
|--|------------------------------|--------------|
| | 2001 | 2000 |
| | ----- | ----- |
| Increase (Decrease) in Cash and Cash Equivalents | | |
| Net cash provided by (used in) operating activities | \$ (70,722) | \$ (167,400) |
| Net cash provided by (used in) investing activities | (5,359) | 1,803,225 |
| Net cash provided by (used in) financing activities | 174,823 | (316,617) |
| | ----- | ----- |
| NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | 98,742 | 1,319,208 |
| Cash and cash equivalents at the beginning of the period | 1,436,338 | 935,746 |
| | ----- | ----- |
| Cash and cash equivalents at the end of the period | \$ 1,535,080 | \$ 2,254,954 |
| | ===== | ===== |

The accompanying notes are an integral part of these interim financial statements

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NOTE A - BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three month and six month periods ended June 30, 2001 are not necessarily indicative of the results that may be expected for the year ended December 31, 2001. For further information, refer to the consolidated annual financial statements and footnotes thereto for the year ended December 31, 2000.

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Item 2. Management's Discussion and Analysis or Plan of Operation.

This Report includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical facts included in this Report, including, without limitation, statements regarding the Company's future financial position, business strategy, budgets, projected costs and plans and objectives of Management for future operations, are forward-looking statements. In addition, forward-looking statements generally can be identified by the use of forward-looking terminology such as "may," "will," "expect," "intend," "estimate," "anticipate" or "believe" or the negative thereof or variations thereon or similar terminology. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. Such statements are based upon numerous assumptions about future conditions which may ultimately prove to be inaccurate and actual events and results may materially differ from anticipated results described in such statements. Important factors that could cause actual results to differ materially from the Company's expectations ("cautionary statements") include the risks inherent generally in the insurance and financial services industries, the impact of competition and product pricing, changing market conditions, the risks disclosed in the Company's Annual Report on Form 10-KSB for the Year Ended December 31, 2000 under "ITEM 6--Management's Discussion and Analysis or Plan of Operation," as well as the risks disclosed in this Report. All subsequent written and oral forward-looking statements attributable to the Company, or persons acting on its behalf, are expressly qualified in their entirety by these cautionary statements. The Company assumes no duty to update or revise its forward-looking statements based on changes in internal estimates or expectations or otherwise. As a result, the reader is cautioned not to place reliance on these forward-looking statements.

General

The Company's primary focus is its life insurance operations.

Recent Events

On August 1, 2001, the Company's wholly owned subsidiary, Great Midwest Life Insurance Company ("Great Midwest"), acquired through an assumption

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reinsurance agreement 100% of the inforce life insurance business of Presidential Life Insurance Company of Dallas, Texas, for a net cash purchase price of approximately \$165,000. The acquired business consists primarily of individual life insurance business with policy reserves and annual premium of approximately \$780,000 and \$120,000, respectively.

Results of Operations

Three Months Ended June 30, 2001 Compared to Three Months ended June 30, 2000

Revenue. Total revenues increased 100% from \$219,248 to \$439,046 for the three months ended June 30, 2000 and June 30, 2001, respectively. Revenues attributable to life insurance increased 422% from \$32,607 to \$170,247 for the three months ended June 30, 2001, compared to the same period ended June 30, 2000. The increase was due primarily to the continued sale of insurance contracts.

Investment income increased 206% from \$90,083 for the three months ended June 30, 2000 to \$276,191 for the three months ended June 30, 2001, primarily as a result of the sale of a communications tower lease for \$186,000.

Net losses on trading securities of \$17,431 were reported for June 30, 2001. The Company began trading securities in the fourth quarter of 2000 and is required to report unrealized gains and losses in operations. The realized gain or loss for each trading security may differ materially depending on the date of sale, the underlying performance of the represented company and other market conditions.

Other income decreased from \$91,750 for the three months ended June 30, 2000 to \$9,522 for the three months ended June 30, 2001. A one time gain of \$67,592 from the sale of real estate was recognized in the second quarter of 2000.

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Costs and Expenses. Total expenses increased 82% from \$207,874 to \$379,480 for the three months ended June 30, 2000 and 2001, respectively. Such increase was primarily attributable to reserve increases associated with the new business written by the Company.

Policy benefits decreased slightly from \$26,883 to \$22,211 for the comparable periods. Policy reserves increased \$150,907 for the comparable periods. Depreciation and amortization increased from \$12,301 to \$28,528 for the three months ended March 31, 2000 and 2001, respectively, as the Company continued to amortize the block of business acquired with Great Midwest Life Insurance Company. General expenses increased 8% from \$120,539 to \$130,069 for the comparable periods.

Income/Loss. The Company reported net income for the three months ended June 30, 2001 of \$47,066, compared to a net loss for the three months ended June 30, 2000 of \$1,126. The Company continued to increase revenues from life insurance and held operating costs steady during the quarter.

The Company reported net income per share of \$0.02 per share for the three months ended June 31, 2001, compared to a net loss of \$0.00 per share for the three months ended June 30, 2000.

Six Months Ended June 30, 2001 Compared to Six Months ended June 30, 2000

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Revenue. Total revenues increased 30% from \$382,052 to \$496,368 for the six months ended June 30, 2000 and June 30, 2001, respectively. Revenues attributable to life insurance increased 227% from \$61,878 to \$202,265 for the six months ended June 30, 2001, compared to the same period ended June 30, 2000. The increase was due primarily to the continued sale of insurance products.

Investment income increased 84% from \$193,588 for the six months ended June 30, 2000 to \$356,289 for the three months ended June 30, 2001, primarily as a result of the sale of a communications tower lease for \$186,000.

Net losses on trading securities of \$73,862 were reported for the period ended June 30, 2001. The Company began trading securities in the fourth quarter of 2000 and is required to report unrealized gains and losses in operations. The realized gain or loss for each trading security may differ materially depending on the date of sale, the underlying performance of the represented company and other market conditions.

Other income decreased from \$97,055 for the six months ended June 30, 2000 to \$18,506 for the six months ended June 30, 2001. A one time gain of \$67,592 from the sale of real estate was recognized in the second quarter of 2000.

Costs and Expenses. Total expenses increased 25% from \$469,003 to \$587,743 for the six months ended June 30, 2000 and 2001, respectively. Such increase was primarily attributable to reserve increases associated with the new business written by the Company.

Policy benefits decreased from \$60,550 to \$57,900 for the comparable periods. Policy reserves increased \$133,949 for the comparable periods. Depreciation and amortization increased from \$30,367 to \$57,485 for the six months ended June 30, 2000 and 2001, respectively, as the Company continued to amortize the block of business acquired with Great Midwest Life Insurance Company. General expenses decreased 13% from \$257,165 to \$223,169 for the comparable periods as a result of management cost containment programs.

Loss. The Company reported a net loss for the six months ended June 30, 2001 of \$91,375, compared to a net loss for the six months ended June 30, 2000 of \$86,951. The Company continued to increase revenues from life insurance and held operating costs steady during the quarter.

The Company reported a net loss per share of \$0.05 per share for the six months ended June 31, 2001, compared to a net loss of \$0.05 per share for the three months ended June 30, 2000.

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Liquidity and Capital Resources

Total assets were \$6,349,059 at June 30, 2001, compared to \$6,162,682 at December 31, 2000, an increase of 3.0%. The increase was due to the receipt of new annuity deposits.

Total liabilities (primarily insurance reserves for future policyholder benefits) were \$5,257,232 at June 30, 2001, compared to \$5,187,382 at December 31, 2000, an increase of 1%. The increase was due primarily to new annuity deposits.

Total stockholders' equity was \$1,091,827 at June 30, 2001, compared to

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\$975,300 at December 31, 2001, an increase of 12%. The increase was attributable to the sale of 200,200 shares of the Company's common stock, sold pursuant to a public offering of the Company's stock.

The principal requirements for liquidity in connection with the Company's operations are its contractual obligations to policyholders and annuitants. The Company's contractual obligations include payments of surrender benefits, contract withdrawals, policy loans and claims under outstanding insurance policies and annuities. Payment of surrender benefits is a function of "persistency," which is the extent to which insurance policies are maintained by the policyholder. Policyholders sometimes do not pay premiums, thus causing their policies to lapse, or policyholders may choose to surrender their policies for their cash surrender value. If actual experience of a policy or block of policies is different from the initial or acquisition date assumptions, a gain or loss could result. Depending on the nature of the underlying policy, a lapse or surrender may result in surrender charge revenue or surrender benefit expense. Such amounts may be less than, or greater than, unamortized acquisition expenses and/or the related policy reserves; accordingly, current period earnings may either increase or decrease. Additionally, policy lapses and surrenders may result in lost future revenues and profits associated with those policies that are lapsed or surrendered.

Although the Company currently has a \$200,000 bank line of credit, it funds most of its activity directly from cash flow from operations and cash flow from financing activities, which includes deposits to policyholders' account balances. The line of credit extends to July 2002, with amounts borrowed thereunder bearing interest at prime plus .5%. At June 30, 2001 and as of the date of this Report, \$200,000 was outstanding under the line of credit.

On January 13, 1999, the Company acquired 100% of the outstanding common stock of Great Midwest Life Insurance Company, a Texas-chartered life insurance company. The total cost of the acquisition was approximately \$939,000. Of the purchase price, cash of \$607,000 was paid to seven of eight stockholders with the eighth stockholder receiving a promissory note for a principal amount of \$332,000, payable in three equal annual installments at an annual interest rate of 6% on the unpaid principal balance. The Company partially funded the cash portion of the purchase price with a \$350,000 loan from a bank. The loan accrued interest at an index rate plus .5%, payable monthly, and originally matured on July 9, 1999, at which time the Company paid \$100,000 of the principal amount owed and renewed the balance for a six-month term maturing January 9, 2000. The balance of the loan was paid December 31, 1999 using operating cash flow and the proceeds from the sale of Benefit Capital Life Insurance Company, a wholly owned subsidiary of the Company. In addition, during the three months ended June 30, 2001, the Company paid the last of the three installments on the promissory note held by a former stockholder of Great Midwest.

The Company has made and intends to make substantial expenditures in connection with its subsidiary's acquisition and marketing programs. Historically, the Company has funded these expenditures from cash flow from operations.

The Company believes that the liquidity resulting from the sale of its common stock, together with anticipated cash from continuing operations, should be sufficient to fund its operations and to make required payments under its credit facility and the annual 10% dividend on the Series A Preferred Stock, for at least the next 12 months. The Company may not, however, generate sufficient

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cash flow for these purposes or to repay the note at maturity. The Company's ability to fund its operations and to make scheduled principal and interest payments will depend on its future performance, which, to a certain extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond its control.

Item 4. Submission of Matters to Vote of Security Holders

The Company held its annual stockholders' meeting on May 10, 2001. Two proposals were voted on by the Company's stockholders: 1) election of directors, and 2) ratification of the appointment of Grant Thornton LLP as independent auditors. All proposals were approved by a majority of the votes cast at the meeting as follows:

- (a) Two directors were elected to serve a three-year term.

James L. Smith and M. Dean Brown were each elected as a Class 2 director for a term expiring at the 2004 annual meeting:

| | |
|---------------------------------|---------------------------------|
| James L. Brown: | M. Dean Brown: |
| 1,812,377 shares voted in favor | 1,812,377 shares voted in favor |
| 857 shares withheld | 857 shares withheld |

Charles L. Smith and Thomas D. Sanders, who are Class 1 directors with terms expiring at the 2002 annual meeting, and Gary L. Ellis, a Class 3 director whose term expires at the 2003 annual meeting, were not up for reelection and continued on as directors.

- (b) Ratification of the appointment of Grant Thornton LLP as independent auditors:

| | |
|-----------|-----------|
| In favor: | 1,053,911 |
| Against: | 753,117 |
| Abstain: | 6,206 |

Item 6. Exhibits and Reports on Form 8-K

- (a) Exhibits

| Exhibit Number ----- | Name of Exhibit ----- |
|----------------------------|---|
| 3.1 | First Amended and Restated Certificate of Incorporation (filed as Exhibit 3.1 to the Company's Registration Statement on Form SB-2, file number 333-65097 and incorporated herein by reference) |
| 3.2 | First Amended and Restated Bylaws (filed as Exhibit 3.2 to the Company's Registration Statement on Form SB-2, file number 333-65097 and incorporated herein by reference) |
| 4.1 | Specimen Certificate of the common stock (filed as Exhibit 4.1 to the Company's Registration Statement on Form SB-2, file number 333-65097 and incorporated herein by reference) |

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- 4.2 See Articles V and X of the Company's Certificate of Incorporation and Article VI of the Company's Bylaws (filed as Exhibit 4.2 to the Company's Registration Statement on Form SB-2, file number 333-65097 and incorporated herein by reference)

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| Exhibit Number ----- | Name of Exhibit ----- |
|----------------------------|--|
| 4.3 | Form of Promotional Shares Lock-In Agreement (filed as Exhibit 4.3 to the Company's Registration Statement on Form SB-2, file number 333-65097 and incorporated herein by reference) |
| 4.4 | Specimen Certificate of the Series A Preferred Stock (filed as Exhibit 4.1 to the Company's Quarterly Report on Form 10-QSB for the Quarter ended June 30, 1999 and incorporated herein by reference) |
| 4.5 | Certificate of Designation of Series A Preferred Stock (filed as Exhibit 4.2 to the Company's Quarterly Report on Form 10-QSB for the Quarter ended June 30, 1999 and incorporated herein by reference) |
| 4.6 | Certificate of Designation of Series B Convertible Preferred Stock (filed as Exhibit 4.1 to the Company's Quarterly Report on Form 10-QSB for the Quarter ended September 30, 2000 and incorporated herein by reference) |
| (b) | Reports on Form 8-K: none. |

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SIGNATURES

In accordance with the requirements of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SUMMIT LIFE CORPORATION
an Oklahoma corporation

Date: July 30, 2001

/s/Charles L. Smith

Charles L. Smith
President and Chief Operating Officer

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Date: July 30, 2001

/s/Quinton L. Hiebert

Quinton L. Hiebert
Vice-President and Chief Financial Officer

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INDEX TO EXHIBITS

| Exhibit Number ----- | Name of Exhibit ----- |
|----------------------------|---|
| 3.1 | First Amended and Restated Certificate of Incorporation (filed as Exhibit 3.1 to the Company's Registration Statement on Form SB-2, file number 333-65097 and incorporated herein by reference) |
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| 4.3 | Form of Promotional Shares Lock-In Agreement (filed as Exhibit 4.3 to the Company's Registration Statement on Form SB-2, file number 333-65097 and incorporated herein by reference) |
| 4.4 | Specimen Certificate of the Series A Preferred Stock (filed as Exhibit 4.1 to the Company's Quarterly Report on Form 10-QSB for the Quarter ended June 30, 1999 and incorporated herein by reference) |
| 4.5 | Certificate of Designation of Series A Preferred Stock (filed as Exhibit 4.2 to the Company's Quarterly Report on Form 10-QSB for the Quarter ended June 30, 1999 and incorporated herein by reference) |
| 4.6 | Certificate of Designation of Series B Convertible Preferred Stock (filed as Exhibit 4.1 to the Company's Quarterly Report on Form 10-QSB for the Quarter ended September 30, 2000 and incorporated herein by reference) |

