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### FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

### FORM D

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden
hours per response.....16.00

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC US	E ONLY
Prefix	Serial
DATE RE	CEIVED
1	1

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  Flexible Premium Variable Life Insurance Policy	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment	ULOE
A. BASIC IDENTIFICATION DATA	02063441
1. Enter the information requested about the issuer	02003771
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)	
Allmerica Financial Life Insurance and Annuity Company	
Address of Executive Offices (Number and Street, City, State, Zip Code) 440 Lincoln St. Worcester, MA 01653	Telephone Number (Including Area Code) (508) 855-1000
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)  Same	Telephone Number (Including Area Code)  Same  PROCESS
Brief Description of Business	1
Insurance and Financial Services Company	NOV <sub>1</sub> 9 200
Type of Business Organization    Corporation   limited partnership, already formed   other (p.   business trust   limited partnership, to be formed	lease specify: RECEIVED THOMSON FINANCIAL
Month Year  Actual or Estimated Date of Incorporation or Organization: 01 67 X Actual Estim  Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  CN for Canada; FN for other foreign jurisdiction)	
GENERAL INSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D o 77d(6).	r Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given be which it is due, on the date it was mailed by United States registered or certified mail to that address.	
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 205	49.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually photocopies of the manually signed copy or bear typed or printed signatures.	signed. Any copies not manually signed must be
Information Required: A new filing must contain all information requested. Amendments need only report hereto, the information requested in Part C, and any material changes from the information previously supplied to be filed with the SEC.	G, , G
Filing Fee: There is no federal filing fee.	
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sa ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the S are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for accompany this form. This notice shall be filed in the appropriate states in accordance with state law. this notice and must be completed.	ecurities Administrator in each state where sales the exemption, a fee in the proper amount shall
ATTENTION —	

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the

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filing of a federal notice.

#### A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Beneficial Owner Check Box(es) that Apply: Promoter X Executive Officer X Director General and/or Managing Partner See Attached List Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer General and/or Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Promoter Check Box(es) that Apply: Beneficial Owner Director Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: General and/or Promoter Beneficial Owner Executive Officer Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Promoter Director General and/or Check Box(es) that Apply: Beneficial Owner Executive Officer Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Beneficial Owner Executive Officer General and/or Promoter Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

## Officers and Directors

## Allmerica Financial Life Insurance and Annuity Company

Director	Title	Start Date
Bruce C. Anderson	Director	04/10/1996
Mark R. Colborn	Director	03/31/2000
J. Kendall Huber	Director	04/01/2000
Mark A. Hug	Director	10/26/2001
John P. Kavanaugh	Director	08/01/1996
Edward J. Parry III	Director	11/20/1996
Richard M. Reilly	Director	11/27/1990
Robert P. Restrepo, Jr.	Director	05/13/1998
Gregory D. Tranter	Director	09/18/2000
Officer	Title	Start Date
James B. Adelman	Group Counsel	12/08/2000
John J. Danello	Group Counsel	06/08/2001
Philip G. Alston	Assistant Vice President	04/01/1999
Bruce C. Anderson	Vice President	12/08/2000
Abigail M. Armstrong	Assistant Secretary	06/01/1999
	Counsel	08/24/1994
Jennifer F. Bailey	Assistant Vice President	10/13/2000
Michael W. Barnes	Assistant Vice President	10/13/2000
Warren E. Barnes	Vice President	10/01/1998
	Corporate Controller	10/01/1998
James E. Bellner	Vice President	04/12/1995
John G. Bonvouloir	Vice President	12/06/2001
Todd L. Bousquet	Vice President	04/01/1999
Samuel M. Bowden	Vice President	04/01/1999
Reginald D. Bowen	Vice President	09/06/2002
George M. Boyd	Assistant Vice President	12/01/1999
Alan R. Boyer	Vice President	05/02/1991
John E. Brabazon	Vice President	01/21/2002
Pamela M. Brown	Assistant Vice President	04/02/2002
Paul F. Brueggeman	Assistant Vice President	10/13/2000
Bernard J. Buonanno Jr.	Vice President	04/04/1996
Bridget M. Byron	Assistant Vice President	10/13/2000
William J. Cahill Jr.	Assistant Vice President	10/01/1998
William S. Camm St.	Counsel	10/01/1998
Eric J. Capellari	Assistant Treasurer	04/02/2001
Celeste C. Cardin	Vice President	04/12/1995
Benson Chau	Assistant Treasurer	04/09/1997
Michele M. Cleary	Vice President	01/23/2001
Mark R. Colborn	Vice President	07/02/1992
Catherine Z. Collins	Assistant Vice President	06/06/2002
Cumorino 2. Commo	Counsel	06/06/2002
Marc P. Cournoyer	Assistant Vice President	10/01/1998
mare 1. Courney of	Associate Actuary	10/01/1998
Charles F. Cronin	Counsel	06/06/2002
Charles I. Cromm	Assistant Vice President	12/01/1999
	Secretary	07/01/2000
Laura A. Cronin	Assistant Treasurer	12/08/2000
Anne M. Daly	Vice President	03/16/2000
Lee D. Davidson	Assistant Vice President	11/20/1996
Catherine M. Dohring	Vice President	04/02/2001
John C. Donlon	Assistant Vice President	12/01/1999
Joint C. Dollion	Assistant vice Hesident	12/01/17/7

### Officers and Directors

John C. Donohae			
Claudia J. Eskels	John C. Donohue	Assistant Treasurer	10/01/1998
Paul T. Engeriser         Vice President         10/19/1998           William K. Fain         Assistant Vice President         10/01/1998           Patrick D. Ferrer         Vice President         10/01/1998           Franklin D. Figueiredo         Assistant Vice President         11/15/2001           Kevin G. Finneran         Assistant Vice President         07/23/1998           James F. Ford         Assistant Vice President         12/11/2000           McIvin B. Grossman         Vice President         10/01/1995           Thomas E. Hardy         Vice President         10/01/1998           Thomas E. Hardy         Vice President         10/13/2000           Tom Hawkinson         Vice President         10/13/2000           Donna H. Hirrons         Assistant Vice President         10/13/2000           J. Rendall Huber         Vice President         04/01/2000           J. Rendall Huber         Vice President         04/01/2000           Mark A. Hug         Chief Executive Officer         12/06/2001           Scott C. Hyney         Assistant Vice President         11/20/20/20           Neil L. Jacobson         Assistant Vice President         10/19/19/20           Alan F. Joachim         Assistant Vice President         06/08/2001           John J. Joyee Jr.			
William K. Fain         Assistant Vice President         1001/1998           Patakik D. Ferrer         Vice President         1001/1998           Franklin D. Figueiredo         Assistant Vice President         0723/1998           James F. Ford         Assistant Vice President         0723/1998           Philip L. Gazzo         Vice President         12/11/200           Melvin B. Grosman         Vice President         10/11/1998           Thomas E. Hardy         Vice President         10/11/1998           Tom Hawkinson         Vice President         10/11/1998           Donna H. Hirons         Assistant Vice President         10/13/2000           Elizabeh S. Howe         Vice President         10/13/2000           J. Kendall Huber         Vice President         04/01/2000           J. Kendall Huber         Vice President         04/01/2000           Mark A. Hug         Chief Executive Officer         12/06/2001           Scott C. Hyney         Assistant Secretary         06/06/2002           Scott C. Hyney         Assistant Vice President         07/31/2002           Scott C. Hyney         Assistant Vice President         07/31/2002           Jame J. Jacchim         Assistant Vice President         06/01/1999           John J. Joyce Jr.         Vi			
Patrick D. Ferrer         Vice President         1001/1998           Franklin D. Figueiredo         Assistant Vice President         0723/1998           James F. Ford         Assistant Vice President         0723/1998           Jamis F. Ford         Assistant Vice President         1071/12000           Melvin B. Grossman         Vice President         1071/12900           Thomas E. Hardy         Vice President         1071/1998           Tom Hawkinson         Vice President         1071/1998           Dona H. Hirons         Assistant Vice President         1071/1900           Elizabeth S. Howe         Vice President         0471/12000           J. Kendall Huber         Vice President         0471/12000           Assistant Secretary         0606/2002           Mark A. Hug         Chief Executive Officer         12706/2001           Scott C. Hyney         Assistant Vice President         11720/1996           Scott C. Hyney         Assistant Vice President         071/12002           Alan F. Joachim         Assistant Vice President         070/11/2002           Alan F. Joachim         Assistant Vice President         070/11/2002           John J. Yoe Jr.         Vice President         060/08/2001           John J. Karane         Assistant Vice President			
Franklin D. Figueiredo   Assistant Vice President   0772/31/998   James F. Ford   Assistant Vice President   0772/31/998   James F. Ford   Assistant Vice President   0772/31/998   James F. Ford   Assistant Vice President   1271/2000   Melvin B. Grosman   Vice President   0472/1995   Melvin B. Grosman   Vice President   0472/2000   Melvin B. Grosman   Vice President   0470/12000   Assistant Vice President   0470/12000   Melvin B. Grosman   Melvin B. Grosman   0470/12000   Me	/ · • • • • • • • • • • • • • • • • • •		
Kevin G. Finneran			
James F. Ford         Assistant Vice President         12/11/2008           Philip L. Gazzo         Vice President         12/11/2008           Melvin B. Grossman         Vice President         04/12/1995           Tom Hawkinson         Vice President         10/01/1998           Donna H. Hirons         Assistant Vice President         10/13/2000           Elizabeth S. Howe         Vice President         04/01/2000           J. Kendall Huber         Vice President         04/01/2000           General Counsel         04/01/2000           Assistant Secretary         06/06/2002           Mark A. Hug         Chief Executive Officer         12/06/2001           Scott C. Hyney         Assistant Vice President         11/20/1996           Neil L. Jacobson         Assistant Vice President         07/31/2002           Alan F. Joachim         Assistant Vice President         04/01/1999           John J. Joyce Jr.         Vice President         06/08/2001           Counsel         Counsel         06/08/2001           John P. Karanaugh         Chief Investment Officer         06/02/1985           Paul T. Kane         Assistant Vice President         01/01/1992           John P. Kearney         Vice President         01/01/1992           Mart	<del>-</del>		
Philip L. Gazzo			
Melvin B. Grossman			
Thomas E. Hardy         Vice President         04/12/1995           Tom Hawkinson         Vice President         10/01/1998           Donna H. Hirons         Assistant Vice President         10/13/2000           Elizabeth S. Howe         Vice President         04/01/2000           J. Kendall Huber         Vice President         04/01/2000           General Counsel         04/01/2000           Assistant Secretary         06/06/2002           Mark A. Hug         Chief Executive Officer         12/06/2001           Scott C. Hyney         Assistant Vice President         11/20/1906           Neil L. Jacobson         Assistant Vice President         10/01/1908           James B. Johnson         Assistant Vice President         0/01/1909           John J. Joyce Jr.         Vice President         06/08/2001           Counsel         0.50/21/1985           Paul T. Kane         Assistant Vice President         06/08/2001           John P. Kavanaugh         Chief Investment Officer         08/01/1996           John P. Karney         Vice President         04/02/2001           John P. Karney         Vice President         04/02/2001           Michael R. Klisares         Vice President         04/02/2001           Michael R. Klisares <t< td=""><td>_</td><td></td><td></td></t<>	_		
Tom Hawkinson			
Donna H. Hirons         Assistant Vice President         10/13/2000           J. Kendall Huber         Vice President         04/01/2000           J. Kendall Huber         Vice President         04/01/2000           Assistant Secretary         06/06/2002           Mark A. Hug         Chief Executive Officer         12/06/2001           President         11/20/2000           Scott C. Hyney         Assistant Vice President         11/20/1906           Neil L. Jacobson         Assistant Vice President         07/31/2002           Alan F. Joachim         Assistant Vice President         04/01/1999           James B. Johnson         Assistant Vice President         04/01/1999           John J. Joyce Jr.         Vice President         06/08/2001           Counsel         05/02/1985           Paul T. Kane         Assistant Vice President         06/02/1999           John P. Kavanaugh         Chief Investment Officer         08/01/1996           John P. Kearney         Vice President         01/01/1992           Patricia W. Kelley         Assistant Vice President         04/02/2001           Michael R. Klisares         Vice President         04/01/1999           Marta Kushnir, MD         Wice President         04/01/1998           Michael F. Lann	· · · · · · · · · · · · · · · · · · ·		
Elizabeth S. Howe		Vice President	
J. Kendall Huber		Assistant Vice President	
General Counsel	Elizabeth S. Howe	Vice President	
Mark A. Hug         Assistant Secretary         06/06/2002           Mark A. Hug         Chief Executive Officer         12/06/2001           Scott C. Hyney         Assistant Vice President         11/20/1996           Neil L. Jacobson         Assistant Vice President         07/31/2002           Alan F. Joachim         Assistant Vice President         10/01/1998           James B. Johnson         Assistant Vice President         04/01/1999           John J. Joyce Jr.         Vice President         06/08/2001           Counsel         05/02/1985           Paul T. Kane         Assistant Vice President         06/02/1999           John P. Kavanaugh         Chief Investment Officer         08/01/1996           Vice President         07/23/1998           Patricia W. Kelley         Assistant Vice President         07/23/1998           Marta Klisares         Vice President         04/02/2001           Michael R. Klisares         Vice President         04/01/1999           Alice B. LaVigne         Vice President         01/23/2001           Rene J. Labonte         Vice President         01/23/2001           Michael F. Lannigan         Assistant Treasurer         12/08/2000           Cheryl M. Lapriore         Vice President         04/12/1995	J. Kendall Huber	Vice President	
Mark A. Hug         Chief Executive Officer President         12/06/2001           Scott C. Hyney         Assistant Vice President         11/20/1906           Neil L. Jacobson         Assistant Vice President         07/31/2002           Alan F. Joachim         Assistant Vice President         10/01/1998           James B. Johnson         Assistant Vice President         06/08/2001           John J. Joyce Jr.         Vice President         06/08/2001           Counsel         05/02/1985           Paul T. Kane         Assistant Vice President         06/02/1999           John P. Kavanaugh         Chief Investment Officer         08/01/1996           John P. Kearney         Vice President         01/01/1992           Patricia W. Kelley         Assistant Vice President         04/02/2001           Michael R. Klisares         Vice President         04/01/1999           Marta Kushnir, MD         Vice President         04/01/1999           Alice B. LaVigne         Vice President         04/01/1999           Alice B. LaVigne         Vice President         01/23/2001           Rene J. Labonte         Vice President         01/23/2001           Cheryl M. Lapriore         Vice President         09/06/2002           Van G. Leichter         Vice President			
President   12/06/2001		Assistant Secretary	06/06/2002
Scott C. Hyney         Assistant Vice President         11/20/1996           Neil L. Jacobson         Assistant Vice President         07/31/2002           James B. Johnson         Assistant Vice President         04/01/1999           James B. Johnson         Assistant Vice President         06/08/2001           John J. Joyce Jr.         Vice President         05/02/1985           Paul T. Kane         Assistant Vice President         06/02/1999           John P. Kavanaugh         Chief Investment Officer         08/01/1996           Vice President         01/01/1992           John P. Kearney         Vice President         01/01/1998           Patricia W. Kelley         Assistant Vice President         04/02/2001           Michael R. Klisares         Vice President         04/01/1999           Marta Kushnir, MD         Vice President         01/01/1998           Alice B. LaVigne         Vice President         01/23/2001           Rene J. Labonte         Vice President         01/23/2001           Rene J. Labonte         Vice President         01/01/1998           Michael F. Lannigan         Assistant Treasurer         12/08/2000           Cheryl M. Lapriore         Vice President         09/06/2002           Van G. Leichter         Vice President	Mark A. Hug	Chief Executive Officer	
Neil L. Jacobson         Assistant Vice President         107/31/2002           Alan F. Joachim         Assistant Vice President         10/01/1998           James B. Johnson         Assistant Vice President         04/01/1999           John J. Joyce Jr.         Vice President         06/08/2001           Counsel         05/02/1985           Paul T. Kane         Assistant Vice President         08/01/1996           John P. Kavanaugh         Chief Investment Officer         08/01/1996           Vice President         01/01/1992           John P. Kearney         Vice President         07/23/1998           Patricia W. Kelley         Assistant Vice President         04/02/2001           Michael R. Klisares         Vice President         04/01/1999           Marta Kushnir, MD         Vice President         04/01/1998           Marta Kushnir, MD         Vice President         04/01/1998           Alice B. LaVigne         Vice President         01/03/2001           Rene J. Labonte         Vice President         01/03/2001           Rene J. Labonte         Vice President         09/06/2002           Cheryl M. Lapriore         Vice President         09/06/2002           Van G. Leichter         Vice President         09/06/2002           L		President	12/06/2001
Alan F. Joachim         Assistant Vice President         10/01/1998           James B. Johnson         Assistant Vice President         04/01/1999           John J. Joyce Jr.         Vice President         06/08/2001           Counsel         05/02/1985           Paul T. Kane         Assistant Vice President         06/02/1999           John P. Kavanaugh         Chief Investment Officer         01/01/1999           John P. Kearney         Vice President         01/01/1999           John P. Kearney         Vice President         07/23/1998           Patricia W. Kelley         Assistant Vice President         04/02/2001           Michael R. Klisares         Vice President         04/01/1999           Marta Kushnir, MD         Vice President         04/01/1999           Alice B. La Vigne         Vice President         01/23/2001           Rene J. Labonte         Vice President         10/01/1998           Michael F. Lannigan         Assistant Treasurer         12/08/2000           Cheryl M. Lapriore         Vice President         04/12/1995           Linda C. Levyne         Vice President         04/12/1995           Linda C. Levyne         Vice President         07/23/1998           Richard J. Litchfield         Assistant Vice President         04/	Scott C. Hyney		11/20/1996
James B. Johnson         Assistant Vice President         04/01/1999           John J. Joyce Jr.         Vice President         06/08/2001           Paul T. Kane         Assistant Vice President         06/02/1999           John P. Kavanaugh         Chief Investment Officer         08/01/1996           John P. Kearney         Vice President         01/01/1992           John P. Kearney         Vice President         04/02/2001           Michael R. Klisares         Vice President         04/02/2001           Michael R. Klisares         Vice President         04/01/1998           Marta Kushnir, MD         Vice President         04/01/1998           Alice B. LaVigne         Vice President         04/01/1999           Alice B. LaVigne         Vice President         01/23/2001           Rene J. Labonte         Vice President         10/01/1998           Michael F. Lannigan         Assistant Treasurer         12/08/2000           Cheryl M. Lapriore         Vice President         09/06/2002           Van G. Leichter         Vice President         09/06/2002           Van G. Leichter         Vice President         09/06/2002           Linda C. Levyne         Vice President         09/06/2002           Edward F. Londergan         Assistant Vice President </td <td>Neil L. Jacobson</td> <td>Assistant Vice President</td> <td></td>	Neil L. Jacobson	Assistant Vice President	
John J. Joyce Jr.	Alan F. Joachim	Assistant Vice President	10/01/1998
Paul T. Kane	James B. Johnson	Assistant Vice President	*
Paul T. Kane         Assistant Vice President         06/02/1999           John P. Kavanaugh         Chief Investment Officer Vice President         08/01/1996           John P. Kearney         Vice President         01/01/1992           Patricia W. Kelley         Assistant Vice President         04/02/2001           Michael R. Klisares         Vice President         04/01/1998           Marta Kushnir, MD         Vice President         04/01/1999           Alice B. LaVigne         Vice President         04/01/1999           Alice B. Lavigne         Vice President         01/23/2001           Rene J. Labonte         Vice President         10/01/1998           Michael F. Lannigan         Assistant Treasurer         12/08/2000           Cheryl M. Laptiore         Vice President         09/06/2002           Van G. Leichter         Vice President         09/06/2002           Linda C. Levyne         Vice President         10/01/1998           Thomas J. Liro         Assistant Vice President         07/23/1998           Richard J. Litchfield         Assistant Vice President         07/23/1998           Robert W. Luther         Assistant Vice President         04/12/1995           Joseph W. MacDougall Jr.         Vice President         05/19/1983           John R.	John J. Joyce Jr.	Vice President	06/08/2001
John P. Kavanaugh         Chief Investment Officer Vice President         08/01/1996           John P. Kearney         Vice President         01/01/1992           John P. Kearney         Vice President         07/23/1998           Patricia W. Kelley         Assistant Vice President         04/02/2001           Michael R. Klisares         Vice President         04/01/1998           Marta Kushnir, MD         Vice President         04/01/1999           Alice B. LaVigne         Vice President         01/23/2001           Rene J. Labonte         Vice President         10/01/1998           Michael F. Lannigan         Assistant Treasurer         12/08/2000           Cheryl M. Lapriore         Vice President         09/06/2002           Van G. Leichter         Vice President         09/06/2002           Van G. Leichter         Vice President         09/10/1998           Thomas J. Liro         Assistant Vice President         07/23/1998           Richard J. Litchfield         Assistant Vice President         07/23/1998           Robert W. Luther         Assistant Vice President         04/12/1995           Joseph W. MacDougall Jr.         Vice President         05/19/1983           John R. Macphee         Vice President         05/19/1986           Barbara B. Maie		Counsel	05/02/1985
Vice President   01/01/1992	Paul T. Kane	Assistant Vice President	06/02/1999
John P. Kearney         Vice President         07/23/1998           Patricia W. Kelley         Assistant Vice President         04/02/2001           Michael R. Klisares         Vice President         10/01/1998           Marta Kushnir, MD         Vice President         04/01/1999           Alice B. LaVigne         Vice President         01/23/2001           Rene J. Labonte         Vice President         10/01/1998           Michael F. Lannigan         Assistant Treasurer         12/08/2000           Cheryl M. Lapriore         Vice President         09/06/2002           Van G. Leichter         Vice President         09/06/2002           Richard J. Litrofield         Assistant Vice President         09/06/2002           Robert W. Luther         Assistant Vice President         04/12/1995           Joseph W. MacDougall Jr.         Vice President <td>John P. Kavanaugh</td> <td>Chief Investment Officer</td> <td>08/01/1996</td>	John P. Kavanaugh	Chief Investment Officer	08/01/1996
Patricia W. Kelley         Assistant Vice President         04/02/2001           Michael R. Klisares         Vice President         10/01/1998           Marta Kushnir, MD         Vice President         04/01/1999           Alice B. LaVigne         Vice President         01/23/2001           Rene J. Labonte         Vice President         10/01/1998           Michael F. Lannigan         Assistant Treasurer         12/08/2000           Cheryl M. Lapriore         Vice President         09/06/2002           Van G. Leichter         Vice President         04/12/1995           Linda C. Levyne         Vice President         10/01/1998           Thomas J. Liro         Assistant Vice President         07/23/1998           Richard J. Litchfield         Assistant Treasurer         10/01/1998           Edward F. Londergan         Assistant Vice President         04/12/1995           Robert W. Luther         Assistant Vice President         04/12/1995           Joseph W. MacDougall Jr.         Vice President         04/12/1995           John R. Macphee         Vice President         10/30/1986           Associate General Counsel         10/30/1986           Associate General Counsel         09/12/1996           Daniel Mastrototaro         Vice President         09/12/19	_	Vice President	01/01/1992
Michael R. Klisares         Vice President         10/01/1998           Marta Kushnir, MD         Vice President         04/01/1999           Alice B. LaVigne         Vice President         01/23/2001           Rene J. Labonte         Vice President         10/01/1998           Michael F. Lannigan         Assistant Treasurer         12/08/2000           Cheryl M. Lapriore         Vice President         09/06/2002           Van G. Leichter         Vice President         04/12/1995           Linda C. Levyne         Vice President         10/01/1998           Thomas J. Liro         Assistant Vice President         07/23/1998           Richard J. Litchfield         Assistant Treasurer         10/01/1998           Edward F. Londergan         Assistant Vice President         04/12/1995           Robert W. Luther         Assistant Vice President         04/12/1995           Joseph W. MacDougall Jr.         Vice President         10/30/1986           Associate General Counsel         10/30/1986           Associate General Counsel         10/30/1986           Associate General Counsel         05/19/1983           John R. Macphee         Vice President         09/12/1996           Daniel Mastrototaro         Vice President         09/12/1996	John P. Kearney	Vice President	07/23/1998
Marta Kushnir, MD         Vice President Medical Director         04/01/1999 Medical Director           Alice B. LaVigne         Vice President         01/23/2001 Rene J. Labonte           Nichael F. Lannigan         Assistant Treasurer         12/08/2000 Cheryl M. Lapriore           Vice President         09/06/2002 Van G. Leichter         Vice President           Van G. Leichter         Vice President         04/12/1995 Linda C. Levyne           Linda C. Levyne         Vice President         10/01/1998 Richard J. Liro           Richard J. Litchfield         Assistant Vice President         07/23/1998 Richard J. Litchfield           Robert W. Luther         Assistant Vice President         04/12/1995 Associate General Counsel           Joseph W. MacDougall Jr.         Vice President         10/30/1986 Associate General Counsel           John R. Macphee         Vice President         05/19/1983 Os/19/1998 Daniel Mastrototaro           John R. Macphee         Vice President         09/12/1996 Os/19/1998 Os/19/19/1998 Os/19/1998 Os/19	Patricia W. Kelley	Assistant Vice President	04/02/2001
Medical Director   04/01/1999	Michael R. Klisares	Vice President	10/01/1998
Alice B. LaVigne         Vice President         01/23/2001           Rene J. Labonte         Vice President         10/01/1998           Michael F. Lannigan         Assistant Treasurer         12/08/2000           Cheryl M. Lapriore         Vice President         09/06/2002           Van G. Leichter         Vice President         04/12/1995           Linda C. Levyne         Vice President         10/01/1998           Thomas J. Liro         Assistant Vice President         07/23/1998           Richard J. Litchfield         Assistant Treasurer         10/01/1998           Edward F. Londergan         Assistant Vice President         04/12/1995           Robert W. Luther         Assistant Vice President         04/12/1995           Joseph W. MacDougall Jr.         Vice President         10/30/1986           Associate General Counsel         10/30/1986           Associate General Counsel         10/30/1986           Associate General Counsel         05/19/1983           John R. Macphee         Vice President         09/12/1996           Barbara B. Maietta         Vice President         09/12/1996           Daniel Mastrototaro         Vice President         00/13/2000           Mark C. McGivney         Treasurer         03/31/2000           Vic	Marta Kushnir, MD	Vice President	04/01/1999
Rene J. Labonte       Vice President       10/01/1998         Michael F. Lannigan       Assistant Treasurer       12/08/2000         Cheryl M. Lapriore       Vice President       09/06/2002         Van G. Leichter       Vice President       04/12/1995         Linda C. Levyne       Vice President       10/01/1998         Thomas J. Liro       Assistant Vice President       07/23/1998         Richard J. Litchfield       Assistant Treasurer       10/01/1998         Edward F. Londergan       Assistant Vice President       04/12/1995         Robert W. Luther       Assistant Vice President       04/12/1995         Joseph W. MacDougall Jr.       Vice President       10/30/1986         Associate General Counsel       10/30/1986         Associate General Counsel       10/30/1988         John R. Macphee       Vice President       05/19/1983         John R. Macphee       Vice President       09/12/1996         Daniel Mastrototaro       Vice President       00/13/2000         Mark C. McGivney       Treasurer       03/31/2000         Vice President       06/06/2002         Robert B. Meitzer       Vice President       10/01/1998         Ellen M. Milne       Assistant Vice President       10/13/2000 <td></td> <td>Medical Director</td> <td>04/01/1999</td>		Medical Director	04/01/1999
Michael F. Lannigan       Assistant Treasurer       12/08/2000         Cheryl M. Lapriore       Vice President       09/06/2002         Van G. Leichter       Vice President       04/12/1995         Linda C. Levyne       Vice President       10/01/1998         Thomas J. Liro       Assistant Vice President       07/23/1998         Richard J. Litchfield       Assistant Treasurer       10/01/1998         Edward F. Londergan       Assistant Vice President       04/12/1995         Robert W. Luther       Assistant Vice President       04/12/1995         Joseph W. MacDougall Jr.       Vice President       10/30/1986         Associate General Counsel       10/30/1986         Assistant Secretary       05/19/1983         John R. Macphee       Vice President       09/12/1998         Barbara B. Maietta       Vice President       09/12/1996         Daniel Mastrototaro       Vice President       10/13/2000         Mark C. McGivney       Treasurer       03/31/2000         Vice President       06/06/2002         Robert B. Meitzer       Vice President       10/01/1998         Ellen M. Milne       Assistant Vice President       10/13/2000	Alice B. LaVigne	Vice President	01/23/2001
Cheryl M. Lapriore         Vice President         09/06/2002           Van G. Leichter         Vice President         04/12/1995           Linda C. Levyne         Vice President         10/01/1998           Thomas J. Liro         Assistant Vice President         07/23/1998           Richard J. Litchfield         Assistant Treasurer         10/01/1998           Edward F. Londergan         Assistant Vice President         04/12/1995           Robert W. Luther         Assistant Vice President         04/12/1995           Joseph W. MacDougall Jr.         Vice President         10/30/1986           Associate General Counsel         10/30/1986           Assistant Secretary         05/19/1983           John R. Macphee         Vice President         10/01/1998           Barbara B. Maietta         Vice President         09/12/1996           Daniel Mastrototaro         Vice President         10/13/2000           Mark C. McGivney         Treasurer         03/31/2000           Vice President         06/06/2002           Robert B. Meitzer         Vice President         10/01/1998           Ellen M. Milne         Assistant Vice President         10/13/2000	Rene J. Labonte	Vice President	10/01/1998
Cheryl M. Lapriore         Vice President         09/06/2002           Van G. Leichter         Vice President         04/12/1995           Linda C. Levyne         Vice President         10/01/1998           Thomas J. Liro         Assistant Vice President         07/23/1998           Richard J. Litchfield         Assistant Treasurer         10/01/1998           Edward F. Londergan         Assistant Vice President         04/12/1995           Robert W. Luther         Assistant Vice President         04/12/1995           Joseph W. MacDougall Jr.         Vice President         10/30/1986           Associate General Counsel         10/30/1986           Assistant Secretary         05/19/1983           John R. Macphee         Vice President         10/01/1998           Barbara B. Maietta         Vice President         09/12/1996           Daniel Mastrototaro         Vice President         10/13/2000           Mark C. McGivney         Treasurer         03/31/2000           Vice President         06/06/2002           Robert B. Meitzer         Vice President         10/01/1998           Ellen M. Milne         Assistant Vice President         10/13/2000	Michael F. Lannigan	Assistant Treasurer	12/08/2000
Linda C. Levyne         Vice President         10/01/1998           Thomas J. Liro         Assistant Vice President         07/23/1998           Richard J. Litchfield         Assistant Treasurer         10/01/1998           Edward F. Londergan         Assistant Vice President         04/12/1995           Robert W. Luther         Assistant Vice President         04/12/1995           Joseph W. MacDougall Jr.         Vice President         10/30/1986           Associate General Counsel         10/30/1986           Assistant Secretary         05/19/1983           John R. Macphee         Vice President         10/01/1998           Barbara B. Maietta         Vice President         09/12/1996           Daniel Mastrototaro         Vice President         10/13/2000           Mark C. McGivney         Treasurer         03/31/2000           Vice President         06/06/2002           Robert B. Meitzer         Vice President         10/01/1998           Ellen M. Milne         Assistant Vice President         10/13/2000		Vice President	09/06/2002
Thomas J. Liro         Assistant Vice President         07/23/1998           Richard J. Litchfield         Assistant Treasurer         10/01/1998           Edward F. Londergan         Assistant Vice President         04/12/1995           Robert W. Luther         Assistant Vice President         04/12/1995           Joseph W. MacDougall Jr.         Vice President         10/30/1986           Associate General Counsel         10/30/1986           Assistant Secretary         05/19/1983           John R. Macphee         Vice President         10/01/1998           Barbara B. Maietta         Vice President         09/12/1996           Daniel Mastrototaro         Vice President         03/31/2000           Mark C. McGivney         Treasurer         03/31/2000           Wice President         06/06/2002           Robert B. Meitzer         Vice President         10/01/1998           Ellen M. Milne         Assistant Vice President         10/13/2000			04/12/1995
Thomas J. Liro         Assistant Vice President         07/23/1998           Richard J. Litchfield         Assistant Treasurer         10/01/1998           Edward F. Londergan         Assistant Vice President         04/12/1995           Robert W. Luther         Assistant Vice President         04/12/1995           Joseph W. MacDougall Jr.         Vice President         10/30/1986           Associate General Counsel         10/30/1986           Assistant Secretary         05/19/1983           John R. Macphee         Vice President         10/01/1998           Barbara B. Maietta         Vice President         09/12/1996           Daniel Mastrototaro         Vice President         10/13/2000           Mark C. McGivney         Treasurer         03/31/2000           Vice President         06/06/2002           Robert B. Meitzer         Vice President         10/01/1998           Ellen M. Milne         Assistant Vice President         10/13/2000	Linda C. Levyne	Vice President	10/01/1998
Edward F. Londergan         Assistant Vice President         04/12/1995           Robert W. Luther         Assistant Vice President         04/12/1995           Joseph W. MacDougall Jr.         Vice President         10/30/1986           Associate General Counsel         10/30/1986           Assistant Secretary         05/19/1983           John R. Macphee         Vice President         10/01/1998           Barbara B. Maietta         Vice President         09/12/1996           Daniel Mastrototaro         Vice President         10/13/2000           Mark C. McGivney         Treasurer         03/31/2000           Vice President         06/06/2002           Robert B. Meitzer         Vice President         10/01/1998           Ellen M. Milne         Assistant Vice President         10/13/2000		Assistant Vice President	07/23/1998
Robert W. Luther       Assistant Vice President       04/12/1995         Joseph W. MacDougall Jr.       Vice President       10/30/1986         Associate General Counsel       10/30/1986         Assistant Secretary       05/19/1983         John R. Macphee       Vice President       10/01/1998         Barbara B. Maietta       Vice President       09/12/1996         Daniel Mastrototaro       Vice President       10/13/2000         Mark C. McGivney       Treasurer       03/31/2000         Vice President       06/06/2002         Robert B. Meitzer       Vice President       10/01/1998         Ellen M. Milne       Assistant Vice President       10/13/2000	Richard J. Litchfield	Assistant Treasurer	10/01/1998
Joseph W. MacDougall Jr.         Vice President         10/30/1986           Associate General Counsel         10/30/1986           Assistant Secretary         05/19/1983           John R. Macphee         Vice President         10/01/1998           Barbara B. Maietta         Vice President         09/12/1996           Daniel Mastrototaro         Vice President         10/13/2000           Mark C. McGivney         Treasurer         03/31/2000           Vice President         06/06/2002           Robert B. Meitzer         Vice President         10/01/1998           Ellen M. Milne         Assistant Vice President         10/13/2000	Edward F. Londergan	Assistant Vice President	04/12/1995
Associate General Counsel       10/30/1986         Assistant Secretary       05/19/1983         John R. Macphee       Vice President       10/01/1998         Barbara B. Maietta       Vice President       09/12/1996         Daniel Mastrototaro       Vice President       10/13/2000         Mark C. McGivney       Treasurer       03/31/2000         Vice President       06/06/2002         Robert B. Meitzer       Vice President       10/01/1998         Ellen M. Milne       Assistant Vice President       10/13/2000	Robert W. Luther	Assistant Vice President	04/12/1995
Assistant Secretary       05/19/1983         John R. Macphee       Vice President       10/01/1998         Barbara B. Maietta       Vice President       09/12/1996         Daniel Mastrototaro       Vice President       10/13/2000         Mark C. McGivney       Treasurer       03/31/2000         Vice President       06/06/2002         Robert B. Meitzer       Vice President       10/01/1998         Ellen M. Milne       Assistant Vice President       10/13/2000	Joseph W. MacDougail Jr.	Vice President	10/30/1986
John R. Macphee         Vice President         10/01/1998           Barbara B. Maietta         Vice President         09/12/1996           Daniel Mastrototaro         Vice President         10/13/2000           Mark C. McGivney         Treasurer         03/31/2000           Vice President         06/06/2002           Robert B. Meitzer         Vice President         10/01/1998           Ellen M. Milne         Assistant Vice President         10/13/2000		Associate General Counsel	10/30/1986
John R. MacpheeVice President $10/01/1998$ Barbara B. MaiettaVice President $09/12/1996$ Daniel MastrototaroVice President $10/13/2000$ Mark C. McGivneyTreasurer $03/31/2000$ Vice President $06/06/2002$ Robert B. MeitzerVice President $10/01/1998$ Ellen M. MilneAssistant Vice President $10/13/2000$		Assistant Secretary	05/19/1983
Barbara B. Maietta         Vice President         09/12/1996           Daniel Mastrototaro         Vice President         10/13/2000           Mark C. McGivney         Treasurer         03/31/2000           Vice President         06/06/2002           Robert B. Meitzer         Vice President         10/01/1998           Ellen M. Milne         Assistant Vice President         10/13/2000	John R. Macphee	· · · · · · · · · · · · · · · · · · ·	10/01/1998
Daniel Mastrototaro         Vice President         10/13/2000           Mark C. McGivney         Treasurer         03/31/2000           Vice President         06/06/2002           Robert B. Meitzer         Vice President         10/01/1998           Ellen M. Milne         Assistant Vice President         10/13/2000	•	Vice President	09/12/1996
Mark C. McGivney         Treasurer Vice President         03/31/2000 06/06/2002           Robert B. Meitzer         Vice President Vice President         10/01/1998           Ellen M. Milne         Assistant Vice President         10/13/2000			
Vice President06/06/2002Robert B. MeitzerVice President10/01/1998Ellen M. MilneAssistant Vice President10/13/2000			03/31/2000
Robert B. Meitzer Vice President 10/01/1998 Ellen M. Milne Assistant Vice President 10/13/2000			
Ellen M. Milne Assistant Vice President 10/13/2000	Robert B. Meitzer		10/01/1998
			10/13/2000
	William F. Monroe Jr.	Vice President	09/12/1996

### Officers and Directors

Christopher P. Mordarski	Assistant Vice President	07/23/1998
Sujata Mutalik	Statutory Accountant	02/28/1991
Sujuta Watank	Assistant Treasurer	02/28/1991
Jesse H. Nadelman	Vice President	04/02/2001
Margaret L. Norton	Assistant Vice President	07/01/1999
John W. Nunley	Vice President	01/02/1992
K. David Nunley	Vice President	10/13/2000
Beth T. O'Rorke	Vice President	12/06/2001
Larry Opicka	Vice President	10/01/1998
Stephen Parker	Vice President	04/12/1995
Edward J. Parry III	Vice President	04/14/1993
Edward J. 1 arry 111	Chief Financial Officer	12/12/1996
	Assistant Treasurer	03/31/2000
Joseph M. Petty	Assistant Vice President	10/13/2000
Elizabeth B. Phelps	Assistant Vice President	07/23/1998
Nancy R. Piekarczyk	Assistant Vice President	10/13/2000
Thomas A. Pierce Jr.	Assistant Vice Fresident Assistant Secretary	04/13/1983
Thomas A. Tierce Jr.	Assistant Vice President	05/22/1986
	Counsel	05/02/1985
Michael A. Reardon	Vice President	03/31/1999
Richard M. Reilly	Senior Vice President	06/06/2002
Rachel C. Rhodes	Counsel	06/06/2002
Racher C. Rhodes	Assistant Vice President	06/06/2002
Marsha A. Rohrs	Vice President	10/13/2000
Ellen Rosenberg	Assistant Vice President	04/01/1999
Paul G. Schechter	Assistant Vice President	04/02/2001
Robert Scheinerman	Vice President	09/06/2002
James S. Shorris	Vice President	10/22/2001
vamos S. Sherra	Counsel	10/22/2001
Karen E. Smith	Vice President	06/02/1999
Martin A. Snow	Assistant Treasurer	08/31/1999
Sheila B. St. Hilaire	Assistant Vice President	10/10/1996
Chester M. Stanley	Vice President	10/01/1998
Robert J. Swidey	Assistant Treasurer	04/12/1995
Brian R. Swords	Vice President	04/01/1999
Victor J. Tolis	Vice President	09/12/1996
Gregory D. Tranter	Vice President	09/18/2000
Gregory - 1	Chief Information Officer	09/18/2000
John C. Tredinnick	Vice President	10/01/1998
Ann K. Tripp	Vice President	06/24/1994
Margot K. Wallin	Assistant Vice President	07/31/2002
Donald P. Wayman	Assistant Vice President	04/12/1995
Jerome F. Weihs	Vice President	06/28/1991
Stephen C. Yablonski	Assistant Vice President	09/12/1996
r		

					B. 1	NFORMAT	ION ABOU	T OFFERI	NG				je se se
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?										Yes	No X		
	Answer also in Appendix, Column 2, if filing under ULOE.												
What is the minimum investment that will be accepted from any individual?									•••••	\$_1,0	000,000		
3.	Does th	e offering	permit joini	t ownershi	in of a sino	le unit?						Yes	No X
4.		_	ion request		-							Ц	LA.
	If a pers	on to be lis s, list the na		sociated pe roker or de	erson or age ealer. If mo	ent of a brok ore than fiv	cer or deale e (5) persor	r registered is to be list	d with the S ed are asso	EC and/or	he offering. with a state ons of such		l/A
Ful	l Name (l	Last name	first, if indi	ividual)									
Bus	siness or	Residence	Address (N	lumber and	d Street, C	ity, State, Z	Cip Code)			· · · · · · · · · · · · · · · · · · ·			
Nar	ne of Ass	sociated Br	oker or Dea	aler			·····					<u> </u>	
Sta	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	" or check	individual	States)							☐ Al	1 States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL MT	IN NE	IA NV	KS NH	KY NJ	LA NM	ME NY	MD NC	MA ND	MI OH	MN OK	MS OR	MO PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Ful	l Name (l	Last name	first, if indi	vidual)									
Bus	iness or	Residence	Address (N	Number an	d Street, C	ity, State,	Zip Code)		<del></del>				
Nar	ne of Ass	sociated Br	oker or De	aler									
Stat	es in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers		,				
Ota			" or check					••••		•••		☐ Al	1 States
	AL	ĀK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT RI	NE SC	NV SD	NH TN	NJ TX	NM UT	NY VT	NC VA	ND WA	OH WV	OK WI	OR WY	PA PR
Ful			first, if indi		<u> </u>			<u> </u>	<u> </u>				
Bus	iness or	Residence	Address (N	Number an	d Street, C	ity, State, I	Zip Code)						
Nar	ne of Ass	sociated Br	oker or Dea	aler								<u></u>	
Stat	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers			·· <del>···</del>			
(Check "All States" or check individual States)								☐ Al	l States				
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL MT	IN NE	IA NV	KS NH	KY NJ	LA NM	ME NY	MD NC	MA ND	MI OH	MN OK	MS OR	MO PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	:				
	Type of Security		Aggregate ffering Pric		An	nount Already Sold
	Debt	\$	0		\$	0
	Equity	\$_	0		\$	0
	Common Preferred					
	Convertible Securities (including warrants)					0
	Partnership Interests		-			0
	Other (Specify Flexible Premium Variable Life Insurance Policy					000,000
	Total	<u>\$_</u> >	5,000,00	00_	\$ <u>1,</u>	000,000
	Answer also in Appendix, Column 3, if filing under ULOE.					
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Number Investors			Aggregate ollar Amount of Purchases
	Accredited Investors		1		\$	1,000,000
	Non-accredited Investors		0		\$_	0
	Total (for filings under Rule 504 only)		N/A		\$_	N/A
	Answer also in Appendix, Column 4, if filing under ULOE.					
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.					
	Type of Offering		Type of Security		D	ollar Amount Sold
	Rule 505				\$	
	Regulation A				\$_	
	Rule 504			_	\$_	
	Total				\$	
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.					
	Transfer Agent's Fees				\$	0
	Printing and Engraving Costs				\$	0
	Legal Fees				\$	0
	Accounting Fees				\$	0
	Engineering Fees	· · · · · •			\$	0
	Sales Commissions (specify finders' fees separately)				\$	00
	Other Expenses (identify)				\$	0
	Total				\$	0

	C. OFFERING PRICE; NUM	BER OF INVESTORS, EXPENSES AND USE OF	PROC	EEDS		
5.	and total expenses furnished in response to Part C — proceeds to the issuer."  Indicate below the amount of the adjusted gross pro	oceed to the issuer used or proposed to be used for	s r		<u>\$ 1,00</u>	00,000
	each of the purposes shown. If the amount for an check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part	the payments listed must equal the adjusted gross				
			Di	yments to Officers, rectors, & ffiliates		yments to Others
	Salaries and fees		□ \$_	0	_ 🗆 \$	0
	Purchase of real estate		□ \$_	0	_ 🛮 \$	0
	Purchase, rental or leasing and installation of mac and equipment		□ \$_	0	_ [] \$	0
	Construction or leasing of plant buildings and fac-	ilities	□ \$_	0	\$	0
	Acquisition of other businesses (including the val- offering that may be used in exchange for the asse issuer pursuant to a merger)	ts or securities of another	□\$	0	_ [] \$	0
	Repayment of indebtedness				_	0
	Working capital				_	0
	Other (specify): Deposit to Investment Option	ons under Flexible Premium Variable Life	\$_	0	_	1,000,000
	Insurance Policy and premium					_
			□ \$_	0	\$	0
	Column Totals		_ □\$_	0	_	1,000,000
	Total Payments Listed (column totals added)			<b>\$</b> 1	00,000,1	00
1.00		D. FEDERAL SIGNATURE				
sigr	issuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to fur information furnished by the issuer to any non-accu	nish to the U.S. Securities and Exchange Commi	ssion,	upon writte	ile 505, then reques	ne following t of its staff
Issu	er (Print or Type)	Signature	Date	, ,		
Allm	erica Financial Life Insurance & Annuity Co.	Ille to heles	// /	17/0	2	
	ne of Signer (Print or Type) en M. Milne	Title of Signer (Print or Type) Assistant Vice President		-/		

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

1		E. STATE SIGNATURE		
1.	Is any party described in 17 CFR 230.262 presprovisions of such rule?	ently subject to any of the disqualification	Yes	No ⊠
	See A	ppendix, Column 5, for state response.		
2.	The undersigned issuer hereby undertakes to fur D (17 CFR 239.500) at such times as required	rnish to any state administrator of any state in which this notice is fi by state law.	led a no	tice on Form
3.	The undersigned issuer hereby undertakes to foissuer to offerees.	arnish to the state administrators, upon written request, informati	on furn	ished by the
4.	e i	er is familiar with the conditions that must be satisfied to be enti- e in which this notice is filed and understands that the issuer clair ig that these conditions have been satisfied.		
	er has read this notification and knows the contenthorized person.	ts to be true and has duly caused this notice to be signed on its behal	f by the	undersigned
	Print or Type) a Financial Life Insurance & Annuity Co.	Signature Date 11/7/	02	
Name (I	Print or Type)	Title (Print or Type)		<del></del>

Assistant Vice President

#### Instruction:

Ellen M. Milne

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				AI	PPENDIX	566		Prince in		
1	Intend to non-a investor	I to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	investor and rchased in State C-Item 2)		Disqua under St (if yes, explan waiver	5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL	.,									
AK										
AZ										
AR										
CA										
со										
СТ										
DE										
DC										
FL		X	Other	1	1,000,000	0	0		Х	
GA										
НІ										
ID										
IL										
IN										
IA										
KS										
KY										
LA										
ME										
MD										
MA										
MI										
MN							•			
MS										

				APP	ENDIX			Prof. Charles	
1	Intendato non-a	2 to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	4 Finvestor and rchased in State C-Item 2)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МО									
MT									
NE									
NV									
NH									
NJ								,	
NM									
NY				-					
NC									
ND									
ОН		,							
ОК							,		
OR					-				
PA									
RI									
SC								1	
SD									
TN									
TX									
UT									
VT									
VA									
WA									
wv									
WI									

			National and Association	APP	ENDIX								
1	Intencton non-a	2 d to sell accredited	Type of security and aggregate offering price		4  Type of investor and amount purchased in State							under St (if yes, explan	lification ate ULOE , attach ation of
		s in State -Item 1)	offered in state (Part C-Item 1)		amount purchased in State (Part C-Item 2)				waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No				
WY													
PR													