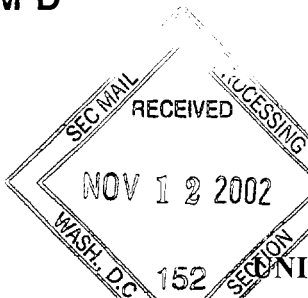


793699

FORM D

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

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



FORM D

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

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

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) ULOE

Type of Filing: New Filing Amendment



A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

First Allmerica Financial Life Insurance 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 (if different from Executive Offices) (Number and Street, City, State, Zip Code)
Same

Telephone Number (Including Area Code)
Same

Brief Description of Business

Insurance and Financial Services Company

PROCESSED

NOV 9 2002

Type of Business Organization

- corporation limited partnership, already formed other (please specify):
 business trust limited partnership, to be formed

THOMSON
FINANCIAL

Actual or Estimated Date of Incorporation or Organization: Month Year *
110 915 Actual Estimated

* Demutualization Date

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) MA

Actual incorporation 03/18/1844

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on 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. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

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 sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

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 predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. 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.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer 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 Director 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: 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)

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)

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)

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)

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)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

Officers and Directors

First Allmerica Financial Life Insurance Company

<u>Director</u>	<u>Title</u>	<u>Start Date</u>
Bruce C. Anderson	Director	04/30/1996
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	04/30/1996
Robert P. Restrepo, Jr.	Director	05/13/1998
Gregory D. Tranter	Director	09/18/2000
<u>Officer</u>	<u>Title</u>	<u>Start Date</u>
James B. Adelman	Group Counsel	12/08/2000
John J. Danello	Group Counsel	06/08/2001
Daniel J. Sullivan	Group Counsel	09/07/2001
Philip G. Alston	Assistant Vice President	04/02/2002
Bruce C. Anderson	Assistant Secretary	12/15/1992
	Vice President	10/16/1984
Diana L. Anderson	Vice President	04/02/2001
	Assistant Treasurer	12/01/1999
Abigail M. Armstrong	Assistant Vice President	10/10/1996
Warren E. Barnes	Vice President	09/12/1996
	Corporate Controller	10/01/1998
James E. Bellner	Vice President	09/12/1996
John G. Bonvouloir	Vice President	12/06/2001
Carol L. Borowski	Vice President	02/22/2002
Todd L. Bousquet	Vice President	05/16/1995
Samuel M. Bowden	Vice President	05/16/1995
Reginald D. Bowen	Vice President	09/06/2002
George M. Boyd	Assistant Vice President	12/01/1999
Alan R. Boyer	Vice President	04/30/1991
John E. Brabazon	Vice President	12/01/1999
Michael F. Buckley	Vice President	10/14/1999
Bernard J. Buonanno Jr.	Assistant Vice President	04/30/1991
William J. Cahill Jr.	Assistant Vice President	10/01/1998
	Counsel	10/01/1998
Eric J. Capellari	Assistant Treasurer	04/02/2001
Celeste C. Cardin	Vice President	02/17/1999
David E. Carlson	Vice President	02/22/2002
Debra T. Casey	Vice President	10/14/1999
	Assistant Corporate Controller	10/14/1999
Benson Chau	Assistant Treasurer	11/20/1996
Michele M. Cleary	Vice President	01/23/2001
Mark R. Colborn	Vice President	06/16/1992
Catherine Z. Collins	Assistant Vice President	10/10/1996
	Counsel	06/06/2002
James E. Connor	Assistant Vice President	07/01/2000
Marc P. Cournoyer	Assistant Vice President	10/01/1998
	Associate Actuary	10/01/1998
Charles F. Cronin	Assistant Vice President	12/01/1999
	Counsel	07/01/2000
	Secretary	07/01/2000
Laura A. Cronin	Assistant Treasurer	12/08/2000

Officers and Directors

Anne M. Daly	Vice President	03/21/2000
Lee D. Davidson	Assistant Vice President	10/18/1994
Catherine M. Dohring	Assistant Vice President	04/02/2001
John C. Donlon	Assistant Vice President	12/01/1999
John C. Donohue	Assistant Treasurer	03/28/1995
John M. Dyer	Assistant Treasurer	12/06/2001
Claudia J. Eckels	Vice President	03/26/1996
Paul T. Engeriser	Vice President	10/19/1998
William K. Fain	Assistant Vice President	10/01/1998
Franklin D. Figueiredo	Assistant Vice President	11/15/2001
Kevin G. Finneran	Assistant Vice President	07/23/1998
David J. Firstenberg	Vice President	02/22/2002
James F. Ford	Assistant Vice President	07/23/1998
Lara A. Forsman	Assistant Vice President	01/21/2002
Philip L. Gazzo	Vice President	12/11/2000
Richard T. Granger	Assistant Vice President	04/30/1991
Thomas E. Hardy	Vice President	10/19/1993
Olga C. Harris	Vice President	02/22/2002
Joseph E. Henry	Assistant Treasurer	08/10/1999
J. Kendall Huber	General Counsel	04/01/2000
	Assistant Secretary	03/21/2000
	Vice President	03/21/2000
Mark A. Hug	Vice President	04/03/2000
Scott C. Hyney	Assistant Vice President	05/16/1995
Alan F. Joachim	Assistant Vice President	05/16/1995
James B. Johnson	Vice President	04/02/2001
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
	Vice President	12/17/1991
Charles O. Kingsbury, Jr.	Vice President	12/02/1997
Richard J. Koller	Assistant Vice President	04/02/2002
Marta Kushnir, MD	Vice President	03/16/1999
	Medical Director	03/16/1999
Alice B. LaVigne	Vice President	01/23/2001
Rene J. Labonte	Vice President	10/01/1998
Michael F. Lannigan	Assistant Treasurer	09/18/2000
Cheryl M. Lapriore	Vice President	09/06/2002
Van G. Leichter	Vice President	10/13/2000
Thomas J. Liro	Assistant Vice President	04/02/2002
Richard J. Litchfield	Assistant Treasurer	05/16/1995
Joseph W. MacDougall Jr.	Vice President	10/21/1986
	Assistant Secretary	04/30/1991
	Associate General Counsel	10/21/1986
Barbara B. Maietta	Vice President	10/13/2000
James F. Malley II	Vice President	09/07/2001
Michael K. Malone	Assistant Vice President	04/09/1998
Lorna M. Mangano	Assistant Vice President	06/06/2002
Daniel Mastrotoaro	Assistant Vice President	01/21/2002
James R. Matheson	Assistant Vice President	06/18/1991
Deborah E. Mathews	Vice President	06/05/1997
John L. McDonough	Assistant Vice President	10/10/1996
Mark C. McGivney	Treasurer	03/31/2000
	Vice President	06/05/1997
Susan A. McVey	Vice President	04/02/2001

Officers and Directors

Renee A. Mikitarian Bradley	Vice President	06/05/1997
William F. Monroe Jr.	Vice President	04/01/1999
Christopher P. Mordarski	Assistant Vice President	07/23/1998
Sujata Mutalik	Assistant Treasurer	02/26/1991
	Vice President	12/06/2001
Jesse H. Nadelman	Vice President	04/02/2001
Margaret L. Norton	Assistant Vice President	07/01/1999
Patricia A. Norton-Gatto	Assistant Vice President	07/01/2000
John W. Nunley	Vice President	12/17/1991
K. David Nunley	Vice President	10/13/2000
Beth T. O'Rorke	Assistant Vice President	12/06/2001
Stephen Parker	Vice President	06/18/1991
Edward J. Parry III	Assistant Treasurer	03/31/2000
	Chief Financial Officer	12/12/1996
	Vice President	02/23/1993
Thomas A. Pierce Jr.	Assistant Vice President	04/16/1985
	Assistant Secretary	04/16/1982
David C. Portney	Vice President	05/16/1995
Michael A. Reardon	Vice President	06/09/1997
Richard M. Reilly	Senior Vice President	12/06/2001
Robert P. Restrepo, Jr.	Vice President	05/13/1998
Rachel C. Rhodes	Counsel	06/06/2002
	Assistant Vice President	06/06/2002
Marsha A. Rohrs	Vice President	10/13/2000
Ellen Rosenberg	Assistant Vice President	02/17/1999
Robert Scheinerman	Vice President	07/01/2000
James S. Shorris	Vice President	10/22/2001
Angela Y. Smith	Assistant Vice President	07/01/2000
Marilyn T. Smith	Vice President	02/22/2002
Martin A. Snow	Assistant Treasurer	08/31/1999
	Assistant Vice President	01/23/2001
Henry P. St. Cyr	Vice President	04/01/1988
Sheila B. St. Hilaire	Assistant Vice President	10/10/1996
Brian P. Stanick	Assistant Treasurer	06/06/2002
Chester M. Stanley	Vice President	07/23/1998
Lorna D. Stearns	Vice President	02/22/2002
Mark H. Stepakoff	Assistant Vice President	10/10/1996
Robert V. Stingle	Vice President	02/22/2002
Robert J. Swidey	Assistant Treasurer	07/24/1995
Brian R. Swords	Vice President	10/02/1997
Gregory D. Tranter	Vice President	09/18/2000
	Chief Information Officer	09/18/2000
Ann K. Tripp	Vice President	06/21/1994
Paul D. Trombley	Vice President	02/22/2002
Donald P. Wayman	Assistant Vice President	04/20/1993
Jerome F. Weihs	Vice President	06/18/1991

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ 1,000,000
3. Does the offering permit joint ownership of a single unit? Yes No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. **N/A**

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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

1. Enter the aggregate offering price of securities included in this offering and the total amount already 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 Offering Price	Amount Already Sold
Debt	\$ 0	\$ 0
Equity	\$ 0	\$ 0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify <u>Flexible Premium Variable Life Insurance Policy</u>)	\$ >5,000,000	\$ 54,293,094
Total	\$ >5,000,000	\$ 54,293,094

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 Dollar Amount of Purchases
Accredited Investors	40	\$ 54,293,094
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	N/A	Type of Security	Dollar 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	<input type="checkbox"/>	\$ 0
Printing and Engraving Costs	<input type="checkbox"/>	\$ 0
Legal Fees	<input type="checkbox"/>	\$ 0
Accounting Fees	<input type="checkbox"/>	\$ 0
Engineering Fees	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ 0
Other Expenses (identify)	<input type="checkbox"/>	\$ 0
Total	<input type="checkbox"/>	\$ 0

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

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the “adjusted gross proceeds to the issuer.”

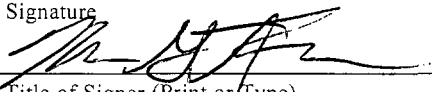
\$ 54,293,094

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Purchase of real estate	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Repayment of indebtedness	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Working capital	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Other (specify): <u>Deposit to Investment Options under Flexible Premium Variable Life</u> <u>Insurance Policy and premium</u>	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 54,293,094
.....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Column Totals	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 54,293,094
Total Payments Listed (column totals added)	<input type="checkbox"/> \$ 54,293,094	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) First Allmerica Financial Life Insurance Co.	Signature 	Date 11/8/02
Name of Signer (Print or Type) Kevin G. Finneran	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.)

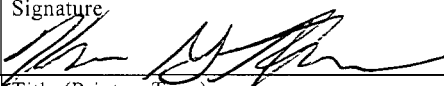
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) First Allmerica Financial Life Insurance Co.	Signature 	Date 11/8/02
Name (Print or Type) Kevin G. Finneran	Title (Print or Type) Assistant Vice President	

Instruction:
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.

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				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									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				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
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY		X	Other	40	54,293,094	0	0		X
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				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
WY									
PR									