

UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT COMPANY ACT OF 1940
Release No.28231 /April 1, 2008

In the Matter of :

PRUCO LIFE INSURANCE COMPANY,
PRUCO LIFE INSURANCE COMPANY OF NEW JERSEY,
PRUCO LIFE FLEXIBLE PREMIUM VARIABLE ANNUITY ACCOUNT,
PRUCO LIFE OF NEW JERSEY FLEXIBLE PREMIUM VARIABLE
ANNUITY ACCOUNT :

AND :

PRUDENTIAL ANNUITIES DISTRIBUTORS, INC. :

c/o The Prudential Insurance Company of America,
751 Broad Street, Newark, NJ 07102,
Attn: C. Christopher Sprague, Esq. :

(812-13437) :

ORDER PURSUANT TO SECTION 6(c) OF THE INVESTMENT COMPANY ACT OF
1940 GRANTING EXEMPTIONS FROM SECTIONS 2(a)(32), 22(c) AND 27(i)(2)(A) OF
THE 1940 ACT AND RULE 22c-1 THEREUNDER

Pruco Life Insurance Company (“Pruco Life”), Pruco Life Insurance Company of New Jersey (“Pruco Life of New Jersey,” and collectively with Pruco Life, the “Insurance Companies”); Pruco Life Flexible Premium Variable Annuity Account (“Pruco Life Account”); Pruco Life of New Jersey Flexible Premium Variable Annuity Account (“Pruco Life of New Jersey Account,” and collectively with Pruco Life Account, the “Accounts”); and Prudential Annuities Distributors, Inc. (“PAD,” and collectively with the Insurance Companies, and the Accounts “Applicants”) filed an application on October 9, 2007, and amended the application on January 7, 2008. Applicants seek an order amending an existing order under Section 6(c) of the Act, exempting them from Section 2(a)(32), 22(c) and 27(i)(2)(A) of the Act and Rule 22c-1 thereunder, to permit, under specified circumstances, the recapture of certain credits previously applied to purchase payments made under (1) the Prudential Premier Variable Annuity X Series (“X Series Contract”), or (2) variable annuity contracts issued by the Insurance Companies in the future that are substantial similar in all material respects to the X Series Contract (“Future Contracts”). Applicants also request that the order extend to (1) any separate account currently existing or established in the future by the Insurance Companies (“Future Account”) to support Future Contracts, and (2) any FINRA member broker-

dealer controlling, controlled by, or under common control with the Insurance Companies, whether existing or created in the future, that serves as a distributor or principal underwriter of the X Series Contract offered through the Accounts or any Future Account.

A notice of the filing of the application was issued on March 4, 2008 (Rel. No. IC-28180). The notice gave interested persons an opportunity to request a hearing and stated that an order granting the application would be issued unless a hearing should be ordered. No request for a hearing has been received, and the Commission has not ordered a hearing.

The matter has been considered, and it is found that the granting of the exemptions is appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the 1940 Act.

Accordingly,

IT IS ORDERED, pursuant to Section 6(c) of the 1940 Act, that the requested exemptions from Sections 2(a)(32), 22(c), and 27(i)(2)(A) of the 1940 Act and Rule 22c-1 thereunder, be, and hereby are, granted, effective forthwith.

For the Commission, by the Division of Investment Management, pursuant to delegated authority.

Florence E. Harmon
Deputy Secretary