

**BEFORE THE COMMISSIONER OF INSURANCE OF
THE STATE OF KANSAS**

In the Matter of the Redomestication)
of IL ANNUITY AND INSURANCE) **Docket No. 2942-R**
COMPANY)

ORDER OF REDOMESTICATION

WHEREAS IL Annuity and Insurance Company (“IL”), a Massachusetts stock insurer admitted as a foreign insurer to do business in Kansas, has applied to transfer its place of domicile from Massachusetts to Kansas pursuant to K.S.A. 40-2,162.

WHEREUPON the Commissioner makes the following

Findings Of Fact And Conclusions Of Law

1. IL has submitted all necessary materials to the Kansas Insurance Department in connection with the proposed redomestication; and
2. The redomestication has been approved by the Office of the Commissioner of Insurance of the Commonwealth of Massachusetts; and
3. The redomestication has been approved by unanimous written consent of the single shareholder of IL pursuant to K.S.A. 40-2,162.

IT IS HEREBY ORDERED effective December 29, 2000, IL shall redomesticate from Massachusetts to become a Kansas domestic stock insurer; and, in conjunction with this order, IL shall be issued an amended certificate of authority, effective December 29, 2000, to be in effect until such certificate is suspended, revoked or terminated by the Commissioner of Insurance of Kansas.

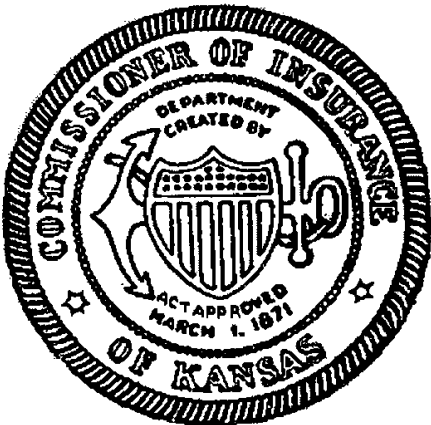
Notice Of Right To Hearing Or Appeal

This Order will become final and effective as of the date issued unless any party requests, in writing, review or hearing within fifteen (15) days of service hereof pursuant to K.S.A. 77-527 or K.S.A. 77-529. Such request must be addressed to:

Kathy Greenlee, General Counsel
Kansas Insurance Department
420 S.W. Ninth Street
Topeka, Kansas 66612

K.S.A. 77-612 provides for judicial review of this final administrative action only after a party seeking judicial review has exhausted all available administrative remedies.

IT IS SO ORDERED THIS 29th DAY OF DECEMBER, 2000, IN THE CITY OF TOPEKA, SHAWNEE COUNTY, KANSAS.



_____/s/ Kathleen Sebelius_____

Kathleen Sebelius

Commissioner of Insurance

BY:

_____/s/ Kathy Greenlee_____

Kathy Greenlee

General Counsel