

UNITED STATES OF AMERICA  
BEFORE THE  
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT COMPANY ACT OF 1940  
Release No. 28373 /September 3, 2008

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In the Matter of \_\_\_\_\_ :

PRUDENTIAL ANNUITIES LIFE ASSURANCE CORPORATION,  
PRUDENTIAL ANNUITIES LIFE ASSURANCE CORPORATION  
VARIABLE ACCOUNT B,

AND

PRUDENTIAL ANNUITIES DISTRIBUTORS, INC. \_\_\_\_\_ :

c/o The Prudential Insurance Company of America,  
751 Broad Street, Newark, NJ 07102-2992,  
Attn: C. Christopher Sprague, Esq. \_\_\_\_\_ :

(812-13532) \_\_\_\_\_ :

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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

Prudential Annuities Life Assurance Corporation (“PALAC”), Prudential Annuities Life Assurance Corporation Variable Account B (“Account”), and Prudential Annuities Distributors, Inc. (“PAD,” and collectively with PALAC, and the Account, the “Applicants”) filed an application on May 7, 2008, and an amended application on July 15, 2008. Applicants seek an order under Section 6(c) of the Investment Company Act of 1940 (the “1940 Act”), exempting them from Section 2(a)(32), 22(c) and 27(i)(2)(A) of the 1940 Act and Rule 22c-1 thereunder, to permit, under specified circumstances, the recapture of credits applied to purchase payments made under the Advanced Series XTra Credit Eight variable annuity contract (“Contract”), as well as other contracts that PALAC may issue in the future through the Account or any other separate account established in the future by PALAC that supports variable annuity contracts that are substantially similar in all material respects to the Contract. Applicants also request that the order extend to any FINRA member broker-dealer controlling, controlled by, or under common control with PALAC, whether existing or created in the future, that serves as a distributor or principal underwriter of the Contract offered through the Account or any Future Account (Broker Dealers). In addition, Applicants request that the order extend to broker-dealers that are FINRA-registered and not affiliated with PALAC or the Broker-Dealers.

A notice of the filing of the application was issued on August 8, 2008 (Rel. No. IC-28354). 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  
Acting Secretary