

UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT COMPANY ACT OF 1940
Release No. IC-28297 / June 6, 2008

In the Matter of :
 :
 :
 PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY, ET AL. :
 280 Trumbull Street :
 Hartford, CT 06103-3509 :
 :
 (812-13455) :

ORDER UNDER SECTION 11 OF THE INVESTMENT COMPANY ACT OF 1940
APPROVING THE TERMS OF AN OFFER OF EXCHANGE

Prudential Retirement Insurance and Annuity Company (“PRIAC”), the PRIAC Variable Contract Account A (the “PRIAC Account”), and Prudential Investment Management Services LLC (“PIMS”) (collectively, the “Applicants”) filed an application on November 29, 2007 and an amended and restated application on May 2, 2008. Applicants requested an order on behalf of PRIAC and any current or future affiliated life insurance company (each an “Insurance Company”), the PRIAC Account and any current or future separate account of an Insurance Company, and PIMS and any current or future broker-dealer affiliated with an Insurance Company serving as principal underwriter of variable annuity contracts issued by an Insurance Company or registered open-end management investment companies advised by an affiliate of an Insurance Company pursuant to Section 11 of the Investment Company Act of 1940 (“1940 Act”) approving the terms of certain offers of exchange between certain variable annuity contract subaccounts and certain registered open-end management investment companies.

A notice of the filing of the application was issued on May 7, 2008 (Investment Company Act Release No. 28263). 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 approval of the terms of certain offers of exchange between certain variable annuity contract subaccounts and certain registered open-end management investment companies 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 11 of the 1940 Act, that the proposed exchange offer of Prudential Retirement Insurance and Annuity Company, et al., (812-13455) be, and hereby is, approved , effective forthwith.

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

Florence E. Harmon
Acting Secretary