
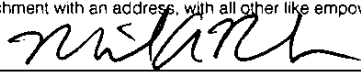


**2007 FOR PROFIT CORPORATION
ANNUAL REPORT**

FILED
Apr 27, 2007 8:00 am
Secretary of State

04-27-2007 90193 049 ***150.00

DOCUMENT # 833743				
1. Entity Name COMMONWEALTH ANNUITY AND LIFE INSURANCE COMPANY				
Principal Place of Business 440 LINCOLN ST. WORCESTER, MA 01653-0001		Mailing Address 440 LINCOLN ST. ATTENTION: CORPORATE SECRETARY WORCESTER, MA 01653-0001		
2. Principal Place of Business - No P.O. Box # 132 Turnpike Road		3. Mailing Address 132 Turnpike Road		
Suite, Apt. #, etc. Suite # 210		Suite, Apt. #, etc. Suite # 210		
City & State Southborough, MA		City & State Southborough, MA		
Zip 01772	Country USA	Zip 01772	Country USA	03162007 Chg-P CR2E034 (12/06)
4. FEI Number 04-6145677		Applied For <input type="checkbox"/> Not Applicable		
5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required		
6. Name and Address of Current Registered Agent			7. Name and Address of New Registered Agent	
CHIEF FINANCIAL OFFICER P O BOX 6200 (32314-6200) 200 E. GAINES ST TALLAHASSEE, FL 32399-0000			Name	
			Street Address (P.O. Box Number is Not Acceptable)	
			City	
			FL	
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.				
SIGNATURE _____ DATE _____ <small>Signature, typed or printed name of registered agent and title if applicable (NOTE Registered Agent signature required when reinstating)</small>				
FILE NOW!!! FEE IS \$150.00 After May 1, 2007 Fee will be \$550.00		9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees		
10. OFFICERS AND DIRECTORS				11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CRO YAMAMURA, ALAN AKIHIRO 85 BROAD ST NEW YORK, NY 10004 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CCO WALLIN, MARGOT K 440 LINCOLN ST WORCESTER, MA 01653 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	CCO Wallin, Margot K 132 Turnpike Road, Suite # 210 Southborough, MA 01772 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CFO FOWLER, JOHN J 85 BROAD ST NEW YORK, NY 10004 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	CFO Pirrello, Michael A 132 Turnpike Road, Suite # 210 Southborough, MA 01772 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	COO HELMUTH VON MOLTKE, NICHOLAS 85 BROAD ST NEW YORK, NY 10004 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D REARDON, MICHAEL A 440 LINCOLN ST WORCESTER, MA 01653 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	D Reardon, Michael A 132 Turnpike Road, Suite # 210 Southborough, MA 01772 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S RAMOS, SAMUEL ONE NEW TORK PLAZA NEW YORK, NY 10004 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.				
SIGNATURE: 		4/25/07	508-460-2400	
<small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</small>		<small>Date</small>	<small>Daytime Phone #</small>	