

813634

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(Address)

(Address)

(City/State/Zip/Phone #)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Roberts SEP 11 2008

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Aviva Life Insurance Company  
(Name of Corporation)

**DOCUMENT NUMBER:** 813634

The enclosed **withdrawal application** and fee are submitted for filing.

Please return all correspondence concerning this  
matter to the following:

Adam Perri, Esq.

(Name of Person)

Dewey & LeBoeuf LLP

(Firm/Company)

125 West 55th Street

(Address)

New York, NY 10019

(City/State and Zip code)

For further information concerning this matter, please call:

Adam Perri

(Name of Person)

at ( 212 ) 424-8121

(Area Code & Daytime Telephone Number)

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF  
AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Aviva Life Insurance Company

(Name of Corporation)

813634

(Document Number of Corporation (if known))

Delaware

(Incorporated Under Laws of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

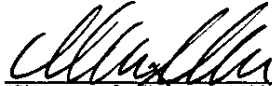
P.O. Box 1555, Mail Stop H-73

(Mailing Address)

Des Moines, IA 50309

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

(Date)

Michael H. Miller

(Typed or printed name of person signing)

Secretary

(Title of person signing)

**FILING FEE \$35**

**Note: We respectfully request an effective date of  
October 1, 2008 for this withdrawal request.**

**EFFECTIVE DATE  
10-1-08**

**FILED  
08 SEP -8 PM 3:06  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA**

# DEWEY & LeBOEUF

Dewey & LeBoeuf LLP  
1301 Avenue of the Americas  
New York, NY 10019-6092

tel +1 212 259 8121  
fax +1 212 649 1187  
aperri@dl.com

September 5, 2008

## **BY FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
Amendment Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: UCAA Corporate Amendment Filing – Withdrawal of Foreign Corporations  
Aviva Life Insurance Company (NAIC #62898) and Indianapolis Life  
Insurance Company (NAIC #64645) due to Merger with and into Aviva Life  
and Annuity Company (NAIC #61689)

To Whom It May Concern:

This Firm represents Aviva Life and Annuity Company, an Iowa insurer ("ALAC"), Indianapolis Life Insurance Company, an Indiana insurer ("ILIC") and Aviva Life Insurance Company, a Delaware insurer ("ALIC"). Each of ALAC, ILIC and ALIC are licensed to transact an insurance business in your good state.

ALAC (f/k/a AmerUs Life Insurance Company), ILIC and ALIC are direct or indirect subsidiaries of Aviva USA Corporation (f/k/a AmerUs Group Co.) ("Aviva USA"), an Iowa stock holding company. Aviva USA is ultimately controlled by Aviva plc, a company organized under the laws of England and Wales. Aviva USA has decided to merge ALIC, ILIC and ALAC in order to achieve business and operational advantages including capital efficiencies and cost savings.

The transaction will be structured as two separate mergers: (1) the merger of ALIC into ALAC (the "ALIC Merger"), and (2) the merger of ILIC into ALAC (the "ILIC Merger"), each of the ALIC and ILIC Mergers to be effective on October 1, 2008. As a result of the ALIC and ILIC Mergers, ALIC and ILIC will merge out of existence.

September 5, 2008

Page 2

On behalf of ALIC and ILIC, as the non-surviving insurers in each of the ALIC and ILIC Mergers, we have enclosed the following: 1) An Application to Withdraw Authority of a Foreign Corporation on behalf of ALIC, along with a check in the amount of \$43.75, consisting of the applicable filing fee and fee for a Certificate of Status; and 2) An Application to Withdraw Authority of a Foreign Corporation on behalf of ILIC, along with a check in the amount of \$43.75, consisting of the applicable filing fee and fee for a Certificate of Status (the "Applications").

As both the ALIC and ILIC Mergers are to be effective October 1, 2008, we respectfully request an effective date of October 1, 2008 for these Applications.

With respect to the Application pertaining to the withdrawal of ALIC, we have included the following evidences of approval of the ALIC Merger from the domiciliary regulators of ALIC and ALAC: (1) a certified copy of the Final Order and Decision dated August 8, 2008 by the Delaware Insurance Commissioner; and (2) a copy of a letter from the Iowa Insurance Division (the "IID") to Aviva USA dated September 5, 2008 stating that the IID has reviewed the ALIC Merger documentation, has no objection to the ALIC Merger, will issue an Order approving the ALIC Merger in the future and will file the Articles of Merger with the Iowa Secretary of State. We will supplement this filing with a certified copy of the Articles of Merger as filed with the Secretaries of State in Delaware and Iowa, and a certified copy of the Order issued by the IID approving the ALIC Merger, when such order is issued.

With respect to the Application pertaining to the withdrawal of ILIC, we have included the following evidences of approval if the ILIC Merger from the domiciliary regulators of ILIC and ALAC: (1) a copy of a letter from the IID to Aviva USA dated September 5, 2008 stating that the IID has reviewed the ILIC Merger documentation, has no objection to the ILIC Merger, will issue an Order approving the ILIC Merger in the future, and will file the Articles of Merger with the Iowa Secretary of State; and (2) a copy of a letter from the Indiana Department of Insurance (the "IN DOI") dated August 29, 2008 to counsel for Aviva USA stating that the IN DOI has reviewed the ILIC Merger documentation, has no objection to the ILIC Merger, and will file the Articles of Merger for the ILIC Merger with the Indiana Secretary of State in the future. We will supplement this filing with a certified copy of the Articles of Merger as filed with the Secretaries of State in Iowa and Indiana, a certified copy of the Order issued by the IID approving the ILIC Merger, and any other evidence of approval issued by the IN DOI when such orders and evidences of approval are available.

We send the Applications now so that they can be placed on file as promptly as possible so that the companies can have sufficient advance time to move forward expeditiously

September 5, 2008

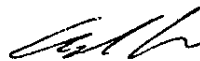
Page 3

with the many formalities, including product filings, that it is necessary to complete before consummating the merger on the planned October 1, 2008 effective date.

We have enclosed with this submission a duplicate copy of this transmittal letter. We would be grateful if you would have the enclosed copy of this letter date-stamped as an acknowledgement of receipt and returned to us in the enclosed, self-addressed, stamped envelope.

We sincerely thank you for your assistance and cooperation in this matter. Should you need any additional information to aid in your review, please do not hesitate to contact me.

Sincerely,



Adam Perri

Enclosures