



Victoria L. Snisko
Senior Legal Assistant

July 11, 2002

VIA OVERNIGHT MAIL

Law & Regulation
Corporate Law

Ms. Susan Payne
Senior Section Administrator
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Redomestication
Provident National Assurance Company
Company #820799

300006459833-4
-07/17/02--01010--006
*****43.75 *****43.75

Dear Ms. Payne:

As you are aware, effective November 7, 2001 the Company was redomesticated to Illinois, and its name was changed to Allstate Assurance Company. The home office address is 3100 Sanders Road, Northbrook, Illinois 60062-7154 and the mailing address is 3075 Sanders Road, Suite H1A, Northbrook, Illinois 60062-7127. The telephone number is (847) 402-5000.

Pursuant to our recent conversations, it is necessary to file paperwork reflecting the redomestication of the Company from Iowa to Tennessee and then file the subsequent paperwork reflecting the redomestication of the Company from Tennessee to Illinois. Accordingly, enclosed are the following documents:

1. Application for Amendment reflecting the change of jurisdiction from Iowa to Tennessee
2. Documentation from the State of Tennessee reflecting approval of redomestication from Iowa to Tennessee
3. Check in the amount of \$43.75 for filing fee in connection with #1 above
4. Application for Amendment reflecting the change of jurisdiction from Tennessee to Illinois
5. Illinois Certificate of Authority reflecting approval of redomestication from Tennessee to Illinois

Please note that I previously transmitted a check to the Florida Department of State in the amount of \$43.75 in connection with #3 above that I did not receive back with the original documents.

I would appreciate your processing said documents, and returning certified copies of said filing to attention. If you need anything further in connection with the redomestication or if you have any questions, do not hesitate to contact me.

Sincerely,

Victoria L. Snisko

Enclosures

Amend
SP
7/17/02

02 JUL 17 AM 10:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Provident National Assurance Company
Name of corporation as it appears on the records of the Department of State.
2. Iowa 3. 10/16/67
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? N/A
5. N/A
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
Tennessee 9/29/78
New Jurisdiction

Kristine Leston
Signature

7/8/02
Date

Kristine E. Leston
Typed or printed name

Assistant Secretary
Title

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUL 17 AM 10:49

FILED

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 06/13/2002
REQUEST NUMBER: 4523-0592A

CHARTER/QUALIFICATION DATE: 09/29/1978
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0057205
JURISDICTION: TENNESSEE

TO:
ALLSTATE INSURANCE CO
%VICTORIA SNISKO
2775 SANDERS RD/A2
NORTHBROOK, IL 60062

REQUESTED BY:
ALLSTATE INSURANCE CO
%VICTORIA SNISKO
2775 SANDERS RD/A2
NORTHBROOK, IL 60062

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"PROVIDENT NATIONAL ASSURANCE COMPANY"

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION						
			NAM	DUR	STK	PRN	OFC	AGT	INC MAL FYC
038 00038	09/29/1978	CHART-PROFIT							
529 01318	03/13/1985	AMEND-CHARTER		X					
2998-0951	04/12/1995	AN RPT/AGENT					X	X	
4154-2226	03/21/2001	AN RPT/AGENT					X	X	X

FOR: REQUEST FOR COPIES

ON DATE: 06/12/02

FEEs

FROM:
ALLSTATE LIFE INSURANCE CO
3100 SANDERS RD

RECEIVED: \$20.00 \$0.00
TOTAL PAYMENT RECEIVED: \$20.00

NORTHBROOK, IL 60062-7154

RECEIPT NUMBER: 00003100491
ACCOUNT NUMBER: 00362266



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

FILED

SEP 29 1978

1 1 3 0 0 0 4

SECRETARY OF STATE

CHAPTER

91

PROVIDENT NATIONAL ASSURANCE COMPANY

PURSUANT TO THE PROVISIONS OF CHAPTER 511 OF THE PUBLIC ACTS OF 1978, NINETIETH LEGISLATURE, SECOND REGULAR SESSION, STATE OF TENNESSEE.

Pursuant to the provisions of Chapter 511 of the Public Acts of 1978, Ninetieth Legislature, Second Regular Session, State of Tennessee, the undersigned corporation elects to become a Tennessee Corporation and subject in all respects to the authorization and jurisdiction thereof:

Part I

1. The name of the corporation is PROVIDENT NATIONAL ASSURANCE COMPANY. The corporation was incorporated under the laws of the State of Iowa on June 28, 1967, but pursuant to the provisions of Chapter 511 of the Public Acts of 1978, Ninetieth Legislature, Second Regular Session, State of Tennessee, the corporation will become a corporation organized for profit under the laws of the State of Tennessee effective September 29, 1978.
2. The duration of the corporation is perpetual.
3. The address of the principal office of the corporation in the State of Tennessee shall be Provident Building, Fountain Square, Chattanooga, Hamilton County.
4. The corporation is for profit.
5. The purposes for which the corporation is organized are:
 - a. To engage in, and to do all things necessary to engage in, the business of life insurance, including fixed dollar and variable benefit life insurance, disability insurance, and accident and health insurance, or any of them, or any combination of them, including the business of reinsurance.
 - b. To engage in and do all things necessary to engage in the general business of life insurance, and coupled therewith the right to grant and sell annuities (including, but not limited

100-1-100

SEP 20 1978

SECRETARY OF STATE

to, variable annuities, to accept and execute all legal trusts which may be confided to it.

c. To enter into agreements to provide administrative services to a person, firm or corporation with respect to legally constituted plans of insurance or indemnity.

d. To carry on such other business as may be necessary, convenient or desirable to accomplish the above purposes, and to do all things incidental thereto which are not forbidden by law or by this Charter.

6. The maximum number of shares which the corporation shall have the authority to issue is one million (1,000,000) shares, with One Dollar (\$1.00) par value. All such shares are to be of one class and shall be designated as Common Stock. Voting of such stock shall be based on one vote per share and voting may be in person or by proxy.

7. The corporation will not commence business until consideration of One Thousand Dollars (\$1,000.00) has been received for the issuance of shares.

Part II

1. The date the original charter was filed by the Secretary of State of the State of Iowa was June 28, 1967.

2. This charter amends the charter of Provident National Assurance Company granted under the provisions of Chapter 491 of the 1966 Code of Iowa and Chapter 508 of said Code and pursuant to the provisions of Chapter 511 of the Public Acts of 1978, Ninetieth Legislature, Second Regular Session, State of Tennessee, adopts this charter granted under the laws of the State of Tennessee.

Dated September 20, 1978.

APPROVED

This 8th day of Sept. 1978

William V. Kelley

The Commissioner of Insurance

STATE OF TENNESSEE

By *John F. Guion*
DIRECTOR OF INSURANCE

PROVIDENT NATIONAL ASSURANCE COMPANY

By *John F. Guion*
John F. Guion, President

FILED
SECRETARY OF STATE
1985 MAR 13 AM 2:42

ARTICLES OF AMENDMENT TO THE CHARTER
OF
PROVIDENT NATIONAL ASSURANCE COMPANY

Pursuant to the provisions of Section 48-303 of the Tennessee General Corporation Act, the undersigned corporation adopts the following articles of amendment to its charter:

- (1) The name of the corporation is:

Provident National Assurance Company

- (2) The amendment adopted is:

Paragraph 6 of the charter is deleted and the following is inserted:

6. The maximum number of shares which the Corporation shall have the authority to issue is one million (1,000,000) shares, with Three Dollars (\$3.00) par value. All such shares are to be of one class and shall be designated as common stock. Voting of such stock shall be based on one vote per share and voting may be in person or by proxy.

- (3) The amendment was duly adopted at a meeting of the shareholders on March 5, 1985.

- (4) The amendment changes the par value of issued shares from one dollar (\$1.00) to (\$3.00). No exchange, reclassification or cancellation of issued shares is involved in this transaction. In order to effect the change the Shareholder authorized a transfer of Two Million Dollars (\$2,000,000) from Gross Paid In and Contributed Surplus to Capital Paid Up.

- (5) The amendment shall be effective upon acceptance by the Secretary of State of the State of Tennessee.

Dated: March 5, 1985

By: Winston W. Walker
Winston W. Walker, President

ATTEST:

By: Michael Gannon
J. Michael Gannon, Secretary

APPROVED
This 11th day of March 1985
John E. Jeff
The Commissioner of Insurance
STATE OF TENNESSEE
By: W. E. Dyer



CORPORATION ANNUAL REPORT
STATE OF TENNESSEE
SECRETARY OF STATE
SUITE 1800, JAMES K. POLK BUILDING
NASHVILLE, TN 37243-0306

2003 0576

2003 0051

FILING FEE - \$10.00; PRIVILEGE TAX - \$10.00; TOTAL AMOUNT DUE - \$20.00

CURRENT FISCAL YEAR CLOSING MONTH:

12

IF DIFFERENT,

CORRECT MONTH IS

THIS REPORT IS DUE ON OR BEFORE

04/01/95

(1) SECRETARY OF STATE CONTROL NUMBER:

0057205

OR FEDERAL EMPLOYER IDENTIFICATION NUMBER:

42-0930962

(2A.) NAME AND MAILING ADDRESS OF CORPORATION:

PROVIDENT NATIONAL ASSURANCE COMPANY
PROVIDENT CO. LAW DE
CHATTANOOGA, TN 37402

(2B.) STATE OR COUNTRY OF INCORPORATION:

TENNESSEE

(2C.) ADD OR CHANGE MAILING ADDRESS:

0 09/29/1978 FOR PROFIT

(3) A. PRINCIPAL ADDRESS INCLUDING CITY, STATE, ZIP CODE:

PROVIDENT BLDG FOUNT, CHATTANOOGA, TN 37402

B. CHANGE OF PRINCIPAL ADDRESS:

STREET

CITY

STATE

RECEIVED
5/11/95 29 AM 10:24
SECRETARY OF STATE
ZIP CODE 44

**** BLOCKS 4A AND 4B MUST BE COMPLETED OR THE ANNUAL REPORT WILL BE RETURNED ****

(4) A. NAME AND BUSINESS ADDRESS, INCLUDING ZIP CODE, OF THE PRESIDENT, SECRETARY, AND OTHER PRINCIPAL OFFICERS.
(ATTACH ADDITIONAL SHEET IF NECESSARY.)

TITLE	NAME	BUSINESS ADDRESS	CITY, STATE, ZIP CODE + 4
PRESIDENT	SEE ATTACHED LIST		
SECRETARY			

B. BOARD OF DIRECTORS (NAMES, BUSINESS ADDRESS INCLUDING ZIP CODE). (ATTACH ADDITIONAL SHEET IF NECESSARY.)

☐ SAME AS ABOVE

☐ NONE

OR LIST BELOW	NAME	BUSINESS ADDRESS	CITY, STATE, ZIP CODE + 4
	SEE ATTACHED LIST		

(5) A. NAME OF REGISTERED AGENT AS APPEARS ON SECRETARY OF STATE RECORDS:

J. MICHAEL GANNON

B. REGISTERED ADDRESS AS APPEARS ON SECRETARY OF STATE RECORDS:

PROVIDENT BLDG, CHATTANOOGA, TN 37402

(6) INDICATE BELOW ANY CHANGES TO THE REGISTERED AGENT NAME AND/OR REGISTERED OFFICE.

(BLOCK 5A AND/OR 5B.) THERE IS AN ADDITIONAL \$10.00 FILING FEE AND \$10.00 PRIVILEGE TAX FOR A TOTAL OF \$20.00 REQUIRED FOR CHANGES MADE TO THIS INFORMATION.

A. CHANGE OF REGISTERED AGENT: Glenn P. Felton

B. CHANGE OF REGISTERED OFFICE:

STREET	CITY	STATE	ZIP CODE + 4	COUNTY
Suite 756, 1 Fountain Sq., Chattanooga	Chattanooga	TN	37402	Hamilton

(7) A. THIS BOX APPLIES ONLY TO NONPROFIT CORPORATIONS. OUR RECORDS REFLECT THAT YOUR NONPROFIT CORPORATION IS A PUBLIC BENEFIT OR A MUTUAL BENEFIT CORPORATION AS INDICATED BELOW:

IF BLANK OR CHANGE, PLEASE CHECK APPROPRIATE BOX:

☐ PUBLIC

☐ MUTUAL

B. IF A TENNESSEE RELIGIOUS CORPORATION, PLEASE CHECK BOX UNLESS OTHERWISE INDICATED.

☐ RELIGIOUS

(8) SIGNATURE

Susan N. Roth

(9) DATE

March 27, 1995

(10) TYPE/PRINT NAME OF SIGNER:

Susan N. Roth

(11) TITLE OF SIGNER

Corporate Secretary

12 13 13 13 13 12
PROVIDENT NATIONAL ASSURANCE COMPANY

DIRECTORS

William Lester Armstrong
1625 Broadway, Suite 780
Denver, Colorado 80202

James Harold Chandler
Provident Life and Accident Insurance Company
1 Fountain Square
Chattanooga, Tennessee 37402

William Bailey Johnson
The Ritz Carlton Hotel Company
Suite 300
3414 Peachtree Road, N. E.
Atlanta, Georgia 30326

Scott Livingston Probasco, Jr.
American National Bank & Trust Co.
P. O. Box 1638
Chattanooga, Tennessee 37401

Burton Erhard Sorensen
Lord Securities Corporation
2 Wall Street
New York, New York 10005

Thomas Ros Watjen
Provident Life and Accident Insurance Company
1 Fountain Square
Chattanooga, Tennessee 37402

2008 0033
PROVIDENT NATIONAL ASSURANCE COMPANY

OFFICERS:

J. Harold Chandler, President
Provident National Assurance Company
1 Fountain Square
Chattanooga, Tennessee 37402

Eugene A. Jones, Vice President, Administration
Provident National Assurance Company
1 Fountain Square
Chattanooga, Tennessee 37402

H. John Boeschen, Regional Vice President
Provident National Assurance Company
1 Fountain Square
Chattanooga, Tennessee 37402

Ronald A. Bohach, Regional Vice President
Provident National Assurance Company
1 Fountain Square
Chattanooga, Tennessee 37402

Donald J. Citrano, Regional Vice President
Provident National Assurance Company
1 Fountain Square
Chattanooga, Tennessee 37402

George A. Shell, Jr., Treasurer
Provident National Assurance Company
1 Fountain Square
Chattanooga, Tennessee 37402

Susan N. Roth, Counsel and Corporate Secretary
Provident National Assurance Company
1 Fountain Square
Chattanooga, Tennessee 37402

Glenn P. Felton, Assistant Secretary
Provident National Assurance Company
1 Fountain Square
Chattanooga, Tennessee 37402

Al Morales, Assistant Secretary
Provident National Assurance Company
1 Fountain Square
Chattanooga, Tennessee 37402

2986 0577

2986 0034

PROVIDENT NATIONAL ASSURANCE COMPANY

OFFICERS:

J. Harold Chandler, President

Frank J. Longo, Vice President and Chief Financial Officer

Richard W. Busby, Vice President and Chief Marketing Officer

Eugene A. Jones, Vice President, Administration

Susan N. Roth, Corporate Secretary

H. John Boesch, Regional Vice President

Ronald A. Bohach, Regional Vice President

Donald J. Citrano, Regional Vice President

George A. Shell, Jr., Treasurer

James L. Crowder, Assistant Secretary

RECEIVED

55 MAR 29 AM 10:21

SMITH
SECRETARY OF STATE

SECRETARY OF STATE

PROVIDENT NATIONAL ASSURANCE COMPANY

DIRECTORS

William Lester Armstrong
1625 Broadway, Suite 780
Denver, Colorado 80202

James Harold Chandler
Provident Life and Accident Insurance Company
1 Fountain Square
Chattanooga, Tennessee 37402

William Bailey Johnson
The Ritz Carlton Hotel Company
Suite 300
3414 Peachtree Road, N. E.
Atlanta, Georgia 30326

Scott Livingston Probasco, Jr.
American National Bank & Trust Co.
P. O. Box 1638
Chattanooga, Tennessee 37401

Burton Erhard Sorensen
Lord Securities Corporation
2 Wall Street
New York, New York 10005

Thomas Ros Watjen
Provident Life and Accident Insurance Company
1 Fountain Square
Chattanooga, Tennessee 37402

RECEIVED

95 MAR 29 AM 10:21

SECRETARY OF STATE

CORPORATION ANNUAL REPORT

Please return completed form to:
TENNESSEE SECRETARY OF STATE
Attn: Annual Report
312 Eighth Ave. N, 6th Floor
William R. Snodgrass Tower
Nashville, TN 37243

Annual Report Filing Fee Due:

\$20, if no changes are made in block #6 to the registered agent/office, or
\$40, if any changes are made in block #6 to the registered agent/office

CURRENT FISCAL YEAR CLOSING MONTH: 12
CORRECT MONTH IS

IF DIFFERENT

THIS REPORT IS DUE ON OR BEFORE 04/01/01

(1) SECRETARY OF STATE CONTROL NUMBER: 0057205

(2A.) NAME AND MAILING ADDRESS OF CORPORATION:

PROVIDENT NATIONAL ASSURANCE COMPANY

1 FOUNTAIN SQUARE

CHATTANOOGA, TN 37402-1307

|||||

D 09/29/1978

FOR PROFIT

(2B.) STATE OR COUNTRY OF INCORPORATION:

TENNESSEE

(2C.) ADD OR CHANGE MAILING ADDRESS:

Provident National Assurance Company
2775 Sanders Road, Suite A-2
Northbrook, Illinois 60062-6127

(3) A. PRINCIPAL ADDRESS INCLUDING CITY, STATE, ZIP CODE:
PROVIDENT BLDG FOUNT, CHATTANOOGA, TN 37402

B. CHANGE OF PRINCIPAL ADDRESS:

STREET

CITY

STATE

ZIP CODE + 4

(4) NAME AND BUSINESS ADDRESS, INCLUDING ZIP CODE, OF THE PRESIDENT, SECRETARY AND OTHER PRINCIPAL OFFICERS.
(ATTACH ADDITIONAL SHEET IF NECESSARY.)

TITLE

NAME

BUSINESS ADDRESS

CITY, STATE, ZIP CODE + 4

PRESIDENT

John R. Hunter

SEE ATTACHMENT "A" FOR

SECRETARY

Michael J. Velotta

COMPLETE LIST OF

PRINCIPAL OFFICERS

(5) BOARD OF DIRECTORS (NAMES, BUSINESS ADDRESS INCLUDING ZIP CODE). (ATTACH ADDITIONAL SHEET IF NECESSARY.)
OR LISTED BELOW: NAME BUSINESS ADDRESS CITY, STATE, ZIP CODE + 4

☐ SAME AS ABOVE☐ NONE

SEE ATTACHMENT "B" FOR LIST OF THE BOARD OF DIRECTORS

(6) A. NAME OF REGISTERED AGENT AS APPEARS ON SECRETARY OF STATE RECORDS:

GLENN P. FELTON

B. REGISTERED ADDRESS AS APPEARS ON SECRETARY OF STATE RECORDS:

SUITE 756, 1 FOUNTAIN SQUARE, CHATTANOOGA, TN 37402

C. INDICATE BELOW ANY CHANGES TO THE REGISTERED AGENT NAME AND/OR REGISTERED OFFICE.

(I). CHANGE OF REGISTERED AGENT: CT Corporation System

(II). CHANGE OF REGISTERED OFFICE:

STREET
530 Gay StreetCITY
KnoxvilleSTATE
TNZIP CODE + 4
37902

COUNTY

(7) A. THIS BOX APPLIES ONLY TO NONPROFIT CORPORATIONS. OUR RECORDS REFLECT THAT YOUR NONPROFIT CORPORATION IS A PUBLIC BENEFIT OR A
MUTUAL BENEFIT CORPORATION AS INDICATED: IF BLANK OR INCORRECT, PLEASE CHECK APPROPRIATE BOX: ☐ PUBLIC ☐ MUTUAL

B. IF A TENNESSEE RELIGIOUS CORPORATION, PLEASE CHECK BOX IF BLANK.

☐ RELIGIOUS

(8) SIGNATURE

Kristine Leston

(9) DATE

March 20, 2001

(10) TYPE PRINT NAME OF SIGNER:

Kristine Leston

(11) TITLE OF SIGNER

Assistant Secretary

** THIS REPORT MUST BE DATED AND SIGNED **



CONTINUED ON BACK

Provident National Assurance Company

OFFICERS

Provident National Assurance Company

March 20, 2001

Attachment "A" to Tennessee Annual Report

Thomas Joseph Wilson, II

Chairman of the Board

First Elected: March 15, 2001

Last Elected: March 15, 2001

Primary Address: Allstate Life Insurance Company
3100 Sanders Road, Suite J5D
Northbrook, IL 60062-7154

John Roger Hunter

President

First Elected: March 15, 2001

Last Elected: March 15, 2001

Primary Address: Allstate Life Insurance Company
3100 Sanders Road, Suite N4A
Northbrook, Illinois 60062-7154

Margaret Gindele Dyer

Senior Vice President

First Elected: February 02, 2001

Last Elected: March 15, 2001

Primary Address: Allstate Life Insurance Company
3100 Sanders Road, Suite N4A
Northbrook, IL 60062-7154

Marla Gay Friedman

Senior Vice President

First Elected: February 02, 2001

Last Elected: March 15, 2001

Primary Address: Allstate Life Insurance Company
3100 Sanders Road, Suite N4A
Northbrook, IL 60062-7154

John Carl Lounds

Senior Vice President

First Elected: February 02, 2001

Last Elected: March 15, 2001

Primary Address: Allstate Life Insurance Company
3100 Sanders Road, Suite J1A
Northbrook, Illinois 60062-7154

John Kevin McCarthy

Senior Vice President

First Elected: February 02, 2001

Last Elected: March 15, 2001

Primary Address: Allstate Life Insurance Company
3100 Sanders Road, Suite N4A
Northbrook, IL 60062-7154

Steven Carl Verney

Senior Vice President

First Elected: February 02, 2001

Last Elected: March 15, 2001

Primary Address: Allstate Life Insurance Company
3100 Sanders Road, Suite M5A
Northbrook, Illinois 60062-7154

1154 2223
Provident National Assurance Company

Karen Cassidy Gardner

Vice President - Tax

First Elected: February 02, 2001

Last Elected: March 15, 2001

Primary Address:

Allstate Insurance Company
3075 Sanders Road, Suite G2B
Northbrook, IL 60062-7127

Janet M. Albers

Vice President, Controller and Treasurer

First Elected: March 15, 2001

Last Elected: March 15, 2001

Primary Address:

Allstate Insurance Company
3075 Sanders Road, Suite H2C
Northbrook, IL 60062-7127

Michael Joseph Velotta

Secretary and General Counsel

First Elected: February 02, 2001

Last Elected: March 15, 2001

Primary Address:

Allstate Life Insurance Company
3100 Sanders Road, Suite J5D
Northbrook, Illinois 60062-7154

Casey Joseph Sylla

Chief Investment Officer

First Elected: February 02, 2001

Last Elected: March 15, 2001

Primary Address:

Allstate Insurance Company
3075 Sanders Road, Suite G6C
Northbrook, IL 60062-7127

Directors, Officers Report

Provident National Assurance Company

March 20, 2001

Attachment "B" to Tennessee Annual Report

DIRECTORS

Margaret Gindele Dyer

Director

First Elected: February 02, 2001

Last Elected: February 02, 2001

Primary Address:

Allstate Life Insurance Company
3100 Sanders Road, Suite N4A
Northbrook, IL 60062-7154

Marla Gay Friedman

Director

First Elected: February 02, 2001

Last Elected: February 02, 2001

Primary Address:

Allstate Life Insurance Company
3100 Sanders Road, Suite N4A
Northbrook, IL 60062-7154

John Carl Lounds

Director

First Elected: February 02, 2001

Last Elected: February 02, 2001

Primary Address:

Allstate Life Insurance Company
3100 Sanders Road, Suite J1A
Northbrook, Illinois 60062-7154

John Kevin McCarthy

Director

First Elected: February 02, 2001

Last Elected: February 02, 2001

Primary Address:

Allstate Life Insurance Company
3100 Sanders Road, Suite N4A
Northbrook, IL 60062-7154

Michael Joseph Velotta

Director

First Elected: February 02, 2001

Last Elected: February 02, 2001

Primary Address:

Allstate Life Insurance Company
3100 Sanders Road, Suite J5D
Northbrook, Illinois 60062-7154

Steven Carl Verney

Director

First Elected: February 02, 2001

Last Elected: February 02, 2001

Primary Address:

Allstate Life Insurance Company
3100 Sanders Road, Suite M5A
Northbrook, Illinois 60062-7154

Thomas Joseph Wilson, II

Director

First Elected: February 02, 2001

Last Elected: February 02, 2001

Primary Address:

Allstate Life Insurance Company
3100 Sanders Road, Suite J5D
Northbrook, IL 60062-7154