STATEMENT OF INTENT TO DISSOLVE

Old Colony Life Insurance Company

BY WRITTEN CONSENT OF SHAREHOLDERS

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-76 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement of intent to dissolve the corporation upon written consent of all of its shareholders:

FIRST: The name of the corporation is Old Colony Life Insurance Company

SECOND: The names and respective addresses of its officers are:

Name	Office	Address
John D. Regan	President	351 Hicks Valley Road, Petaluma, CA 94952
~~Ute Scott-Smith~~	Vice President	2636 Edison Street, Graton, CA 94123
Lynda L. Regan	Treasurer	351 Hicks Valley Road, Petaluma, CA 94952
Caroline O'Meara	Secretary	45 Rico Way, San Francisco, CA 94123
R. Larry Warnock		5136 Antelope Lane, Stone Mountain, GA 30087

THIRD: The names and respective addresses of its directors are:

Name	Address
John D. Regan	351 Hicks Valley Road, Petaluma, CA 94952
Lynda L. Regan	351 Hicks Valley Road, Petaluma, CA 94952
~~David A. Schofield~~	3355 NE Expressway, Suite 211, Atlanta, GA 30341

FOURTH: The following written consent to dissolution of the corporation has been signed by all of the shareholders of the corporation, or signed in their names by their respective attorneys thereunto duly authorized:

(Insert copy of Consent)

WHEREAS, Old Colony Life Insurance Company (the "Company") is a life insurance company incorporated by act of the General Assembly of the State of Rhode Island; and

WHEREAS, the Company is essentially inactive and is not longer writing any life insurance; and

WHEREAS, the Company has reached agreement with the Department of Business Regulations of the State of Rhode Island to permit the Company to dissolve; and

WHEREAS, the shareholder believes that it is in the best interest of the Company to dissolve; and

WHEREAS, pursuant to the provisions of Section 7-1-5 of the General Laws of Rhode Island 1956, as amended (1985 Reenactment), the Company may dissolve by following the procedures contained in the provisions of Chapter 7-1.1 of the General Laws of Rhode Island, 1956, as amended (1985 Reenactment);

NOW, THEREFORE, BE IT RESOLVED, that pursuant to the provisions of Section 7-1.1-76 of the General Laws of Rhode Island, 1956, as amended (1985 Reenactment) the Company be voluntarily dissolved; and

BE IT FURTHER RESOLVED, that any of the president, vice president or secretary of the Company be, and each of them hereby is, authorized and empowered to file a Notice of Intent To Dissolve with the Secretary of State of Rhode Island and to take all steps as shall be necessary to cause the Company to be dissolved in conformance with the Rhode Island Business Corporation Act upon the concurrence of the Director of the Department of Business Regulations; and

BE IT FURTHER RESOLVED, the immediately upon filing of a Notice of Intent to Dissolve as aforesaid, the proper officers of the Company be, and each hereby is, authorized and empowered to take all steps necessary to pay all the Company's debts, liabilities and obligations, or to make adequate provision therefore, and upon the aforesaid, to distribute all of the property and assets of the Company to its shareholders in accordance with their respective rights and interests.

FORM 22A

Dated 04.10.92, 19 Old Colony Life Insurance Company

By [signature]

Its President

and [signature]

Its Secretary

STATE OF ~~RHODE ISLAND~~ California
COUNTY OF Napa } Sc.

At ~~1272~~ 1179 McDowell Blvd, Petaluma, in ~~said county~~ Sonoma County on the 10th day of April 1992, before me personally appeared John D. Regan, who, being by me first duly sworn, declared that he is the president of Old Colony Life Insurance that he signed the foregoing document as such president of the corporation, and that the statements therein contained are true.

OFFICIAL SEAL
K. CHARIS SHERIN
NOTARY PUBLIC-CALIFORNIA
NAPA COUNTY
MY COMM. EXP. FEB. 1, 1993

Charis Sherin
Notary Public

(NOTARIAL SEAL)