

AUG 19 2005

FILED

BEFORE THE DEPARTMENT OF INSURANCE
STATE OF NEBRASKA

IN THE MATTER OF THE)	CAUSE NO.: C-1523
REDOMESTICATION OF PACIFIC)	
LIFE INSURANCE COMPANY FROM)	ORDER APPROVING
CALIFORNIA TO NEBRASKA)	REDOMESTICATION
)	
)	

Pacific Life Insurance Company ("Pacific Life") is a California domestic life and health company and has applied to the Director of Insurance of the State of Nebraska ("Director") for approval to change its domicile from California to Nebraska. After reviewing the filings, correspondence and all pertinent information provided to the Nebraska Department of Insurance, ("Department"), the Director hereby approves the application and finds, concludes and orders as follows:

FINDINGS OF FACT

1. On or about May 25, 2005, Pacific Life filed an application and a plan to redomesticate from California to Nebraska pursuant to Neb.Rev.Stat. §44-161 through §44-164 (redomestication provisions) and the provisions of the Nebraska Business Corporation Act. Said application and plan was supplemented throughout the Department's review process.
2. Pacific Life is a California domiciled insurance company. Pacific Life first received a certificate of authority to transact the business of insurance in the State of Nebraska on August 19, 1936.
3. Pacific Life desires to change its domicile from California to Nebraska and the Board of Directors of Pacific Life has determined that it is in the best interest of Pacific Life and its policyholders, its sole shareholder, Pacific Lifecorp, a Delaware domiciled intermediate stock holding company, and its parent, Pacific Mutual Holding Company, at this time a California

domiciled mutual insurance holding company, to become a domestic company in the State of Nebraska. The redomestication has been approved by Pacific Life's sole shareholder.

4. Pacific Life has filed an application for redomestication with the redomestication of Pacific Life effective on September 1, 2005.

5. Pacific Life has designated 6003 Old Cheney Road, Lincoln, Nebraska 68516 as its registered office. The registered agent at said office is National Registered Agents, Inc.

6. The Board of Directors of Pacific Life has approved this transaction and this application and has caused Pacific Life to file Restated Articles of Incorporation and Bylaws for Pacific Life to effect the transfer of Pacific Life's domicile to Nebraska.

7. Pacific Life has submitted all documents, information and filings required by Nebraska law and the Department, including the application, plan, Restated Articles of Incorporation and Bylaws, and the statutory trust deposit.

CONCLUSIONS OF LAW

1. The State of Nebraska Department of Insurance has jurisdiction over the subject matter and the parties to this transaction.

2. The approval of this application, Restated Articles of Incorporation and Bylaws will not, in any manner, impair the rights, remedies or security of any existing policyholders and will not render Pacific Life's operation hazardous to the public.

3. The application, plan, Restated Articles of Incorporation and Bylaws comply with the applicable Nebraska laws and should be approved.

4. After the redomestication, Pacific Life will meet all requirements for holding a Certificate of Authority as a Nebraska domestic life and health insurer.

5. The application complies with all requirements and Nebraska insurance law and it should be approved.

ORDER

IT IS THEREFORE ORDERED that the application of Pacific Life Insurance Company to transfer its domicile from California to Nebraska is hereby approved. Pacific Life shall file with this Department a copy of the California approval of the redomestication when received.

The Nebraska Department of Insurance will issue Pacific Life a certificate of authority to do the business of insurance as a domestic insurer in the State of Nebraska.

Dated this 19th day of August, 2005.

STATE OF NEBRASKA
DEPARTMENT OF INSURANCE



L. TIM WAGNER
Director of Insurance

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Order Approving Redomestication was sent to David R. Carmichael, Senior Vice President & General Counsel, Pacific Life Insurance Company, 700 Newport Center Drive, Newport Beach, CA 92660 by United States Mail, postage pre-paid on this 19th day of August, 2005.

