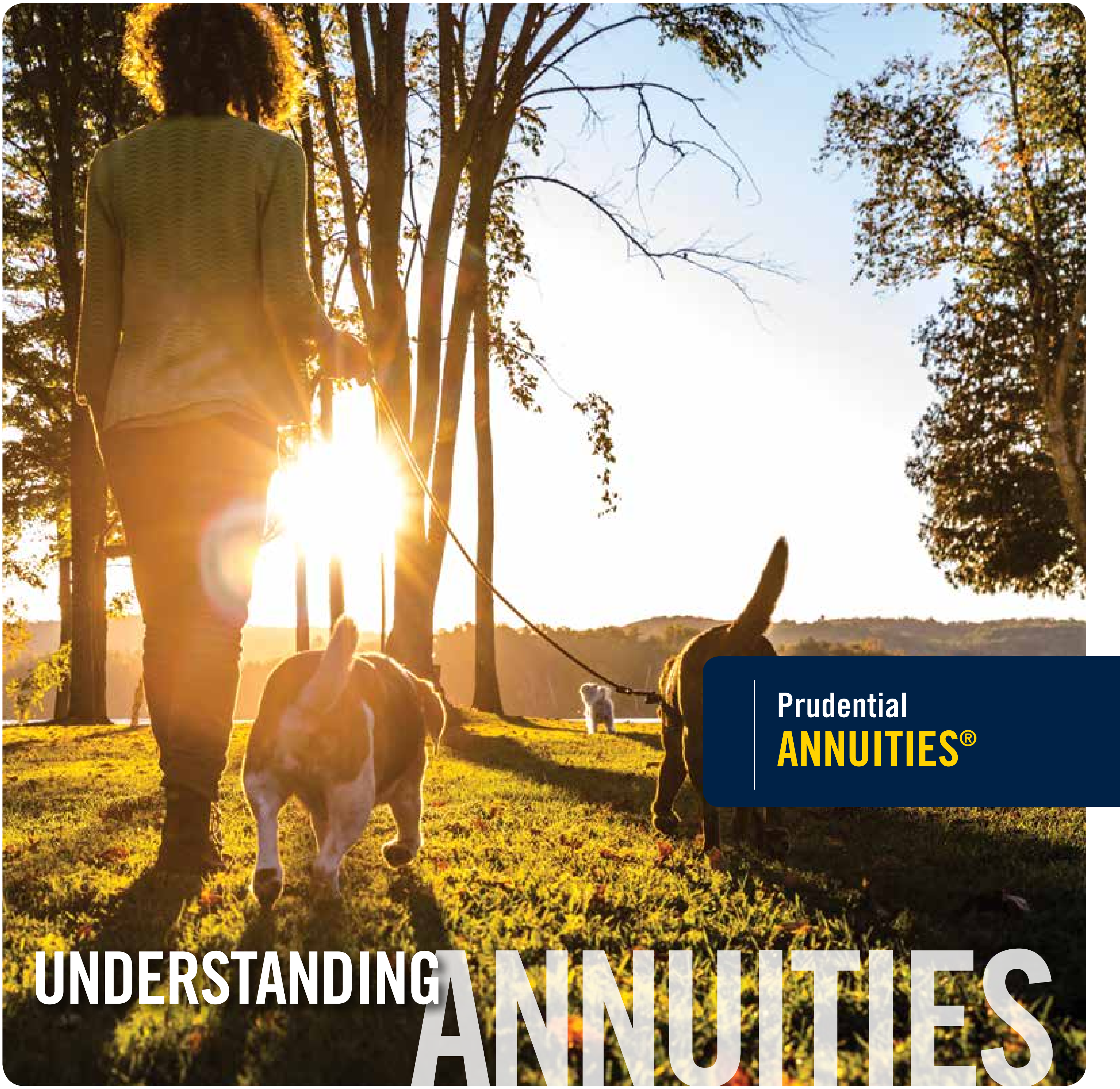

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Prudential
Bring Your Challenges®

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Meeting the challenges of retirement

You may already have a vision of what you would like your retirement to look like. It might include more time with family and friends, traveling, enjoying your hobbies, or volunteering for a cause you're passionate about. But planning for the financial aspects of retirement can seem overwhelming. With the future of Social Security uncertain and traditional employer pension plans disappearing, the burden of saving enough money for retirement is now falling on the shoulders of individuals – you.

The good news is that there are a number of different investments that can help you save enough money to live the retirement lifestyle you've been envisioning. One of those investments is an annuity. This brochure will provide you with some basic information about annuities. Then talk to your financial professional. He or she can help determine whether an annuity would be a suitable addition to your retirement portfolio.

What's an annuity?

- A contract between you and an insurance company that is designed for long-term savings for retirement purposes
- Provides a guaranteed income stream for either a specified period of time or for life
- Earnings grow tax deferred
- Can be purchased with either a single payment or a series of payments (depending on the annuity)
- Can be owned by a single person, or jointly with a spouse or another person
- Any guarantees offered by an annuity are backed by the claims-paying ability of the insurance company that you purchase the annuity from
- Offers death benefits so you can leave a legacy for your loved ones

Types of annuities

Immediate Annuities:

- Usually purchased with a single, lump-sum payment
- Income starts within the first 12 months after purchase
- Often referred to as a SPIA, or Single Premium Income Annuity
- Can offer a wide variety of payout options, including a guaranteed lifetime income option
- Limited or no access to your assets

What is a free-look period?

A specified number of days (frequently 10 days) during which an annuity contract holder may cancel the contract purchase.

Deferred Annuities:

- Payments start more than one year after the date you purchase it
- Consists of two phases: Accumulation Phase (when you are paying into the annuity) and the Income Phase (when you are getting a stream of income in the form of periodic payments). Once your contract enters the income phase, you can not go back to the accumulation phase. We'll talk more about these two phases on pages 4 and 5

TYPES OF DEFERRED ANNUITIES:

Fixed Annuities may be an appropriate way to save for retirement if you're not all that comfortable taking investment risks.

– Guarantee a specified rate of return for a specified period of time or for life

– Depending on the terms of the contract, the issuing insurance company may adjust the rate periodically

– Some annuities also offer a Market Value Adjustment option, which imposes a positive or negative adjustment if you prematurely surrender your fixed annuity

– Generally have lower fees than variable annuities and are considered less volatile

Variable Annuities are designed for investors who are willing to take more risk with their money in exchange for greater growth potential.

– Invest in subaccounts – i.e., investment portfolios. You choose which subaccounts you want your money invested in and how much you want to allocate to each

– Account value will fluctuate based on the performance of the underlying investments (subaccounts) that you have selected

– Frequently offer optional features called living benefits and death benefits

Purchase Credits

A few insurance companies offer variable annuity contracts with a purchase credit feature. These promise to add a purchase credit value to your annuity based on a specified percentage of the initial purchase payments. Variable contracts with purchase credits may have higher fees and expenses and a longer surrender charge period than other similar annuities without a purchase credit.

Fixed Index Annuities are designed for investors who would like to take advantage of some of the potential gains of the stock market, while still having a measure of protection against losses.

– Interest is linked, in part, to growth in an index or benchmark such as the S&P 500

– The contract value will not fall below a specified minimum, regardless of index performance – this is sometimes referred to as a "floor"

– Contract usually has a minimum guaranteed interest rate

There are fees and expenses associated with owning an annuity. Please see page 10 for more information.

How annuities work

The Accumulation Phase

STARTS AS SOON AS YOU MAKE YOUR FIRST PURCHASE PAYMENT

During the accumulation phase:

- A fixed annuity will earn a specified interest rate and generate a guaranteed stream of income at some future date
- A variable annuity guarantees future income, but your account value, and the amount of future income it will generate, will fluctuate based on the performance of the investments (subaccounts) you select
- A fixed index annuity will give you the opportunity to earn interest at a rate that is determined according to a formula based, in part, on a specified equity-based index such as the S&P 500

Taxes on any earnings from your annuity will be deferred until you begin to withdraw funds, so your savings have the potential to grow faster than a currently taxable investment earning a similar return. Please see pages 6 and 7 for more information on the potential tax advantages of annuities.

What is the Account Value?

The sum of all premiums, plus any accumulated interest, minus any withdrawals. Also referred to as the Contract Value.

Withdrawals during the accumulation phase

Generally, an annuity will allow you to take a partial withdrawal of up to 10% of your purchase payments each year without any penalty. But if you withdraw more than 10%, you may be charged a surrender charge, also referred to as a Contingent Deferred Sales Charge or CDSC. Please see page 10 for more complete information on the charges and fees associated with annuities.

Qualified and non-qualified funding of annuities

You can also acquire an annuity as part of an IRA, 401(k) or other tax-advantaged plan, which allows you to save on a pre-tax basis. However, keep in mind that an annuity provides no additional tax benefit if the contract is held in a tax-qualified plan. So you should consider an annuity for an IRA, 401(k), etc., only on the basis of its other benefits, such as lifetime income payments and guaranteed living and death benefit options.

When an annuity is purchased with pre-tax money, such as an IRA rollover, 401(k) or 403(b), it's known as a **qualified annuity**. Qualified money already has tax-deferred status; when invested into an annuity, it can be used to create a guaranteed stream of income payments, provide a death benefit, and provide other optional features available in an annuity. Certain qualified retirement plans permit a deduction for the amount contributed to the plan. Generally, the contributions cannot exceed a maximum percent of taxable income, or a dollar amount, whichever is less.

When an annuity is purchased with after-tax money, such as an inheritance, a bonus or non-qualified deferred compensation, it's known as a **non-qualified annuity**. Both grow tax deferred. However, if the annuity has a qualified tax status, the IRS requires that you begin taking minimum distribution withdrawals at age 70½. For annuities held in a Roth IRA, there are no required minimum distributions (RMDs) during the owner's lifetime.

Consult with your financial professional and a tax advisor if you have any questions about the qualified and non-qualified funding of annuities.

The Distribution Phase

STARTS AS SOON AS YOU START RECEIVING INCOME PAYMENTS

When you're ready to start taking income, work with your financial professional to choose a payout option that best meets your needs. Please note that these options may also be available as Joint, or Spousal, options, and surrender charges may apply.

Withdrawal Options

Systematic Withdrawals: You receive a specific amount on an automated basis at the frequency you select – monthly, quarterly, semi-annually, or annually.

Lump-sum Withdrawals: You can withdraw your money all at once.

Guaranteed Lifetime Income: This option is generally available when you choose an optional income benefit. The income is guaranteed for as long as you live, subject to the terms of the benefit. If you purchase an annuity with a spousal option, the income will last for as long as you and your spouse live.

Annuitization Options

Period Certain: You are guaranteed a specific payment amount for a set period of time, such as 10 years or 30 years. If you pass away before the end of the period, your beneficiary will receive the remainder of the payments for the guaranteed period.

Life Only: Payments continue for as long as you live. When you die, the payments stop, and the insurance company doesn't necessarily have to return the rest of your premium (if there is any remaining) to your heirs, even if you were to pass away after receiving just one payment.

Life with Period Certain: This hybrid payout option means that you receive a guaranteed payout for life that includes a period certain phase; if you pass away during the period certain phase of the account, your beneficiary continues to receive the payment for the remainder of the period. For example, if your annuity has a life with a 10-year period certain payout and you die five years after you begin collecting, the payments continue to your survivor for five more years.

Annuitization

The process of converting an annuity investment into a series of periodic income payments. This means you would turn over control of the money in your account to the insurance company in return for a regular stream of income payments, and your money would no longer have the ability to grow.

Please note that the decision to annuitize is irrevocable and your payout option generally cannot be changed in the future.

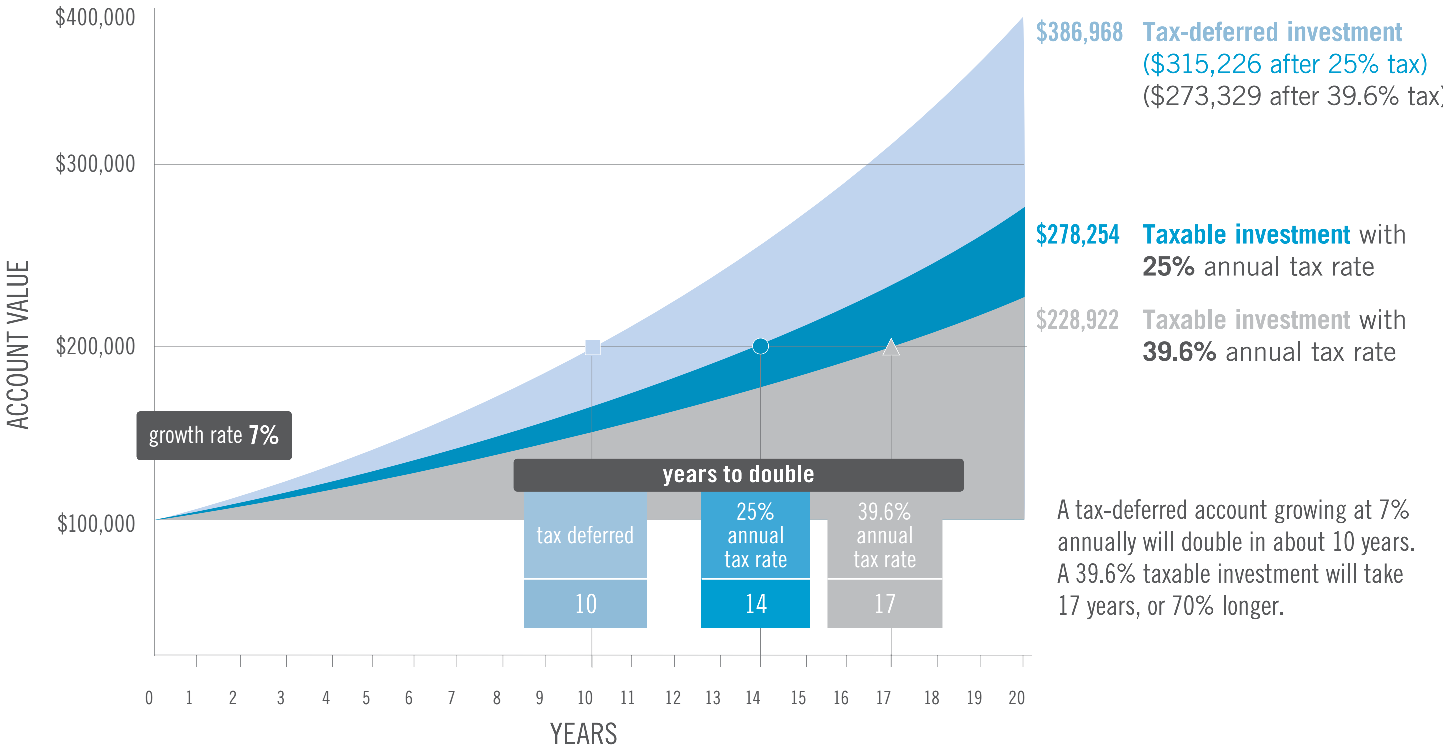
Tax advantages of an annuity

There are two main tax advantages to annuities: tax-deferred growth, and tax-free rebalancing.

Tax-deferred growth

You pay no taxes on any earnings until you actually start to take withdrawals. By not paying annual income tax on any interest you may earn, over time your interest compounds, potentially generating earnings from previous earnings. The chart below shows just how effective tax deferral can be.

Taxes and time



A tax-deferred account growing at 7% annually will double in about 10 years. A 39.6% taxable investment will take 17 years, or 70% longer.

Assumptions: 7% annual growth for all hypothetical accounts. The taxable investments assume taxes are withdrawn at 25% and 39.6% at the end of every year. Tax-deferred accounts are subject to ordinary income tax at the time of withdrawals.

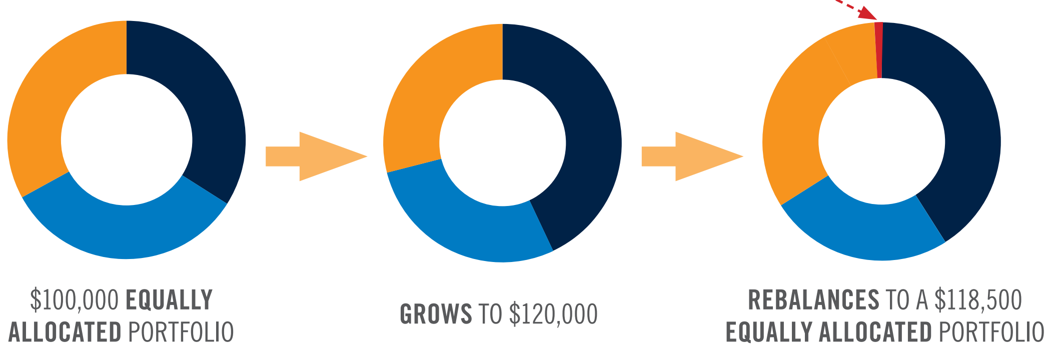
The hypothetical example does not reflect a specific annuity, an actual account value or the performance of any investment. It does not include fees or portfolio expenses which would lower performance.

Tax-free rebalancing

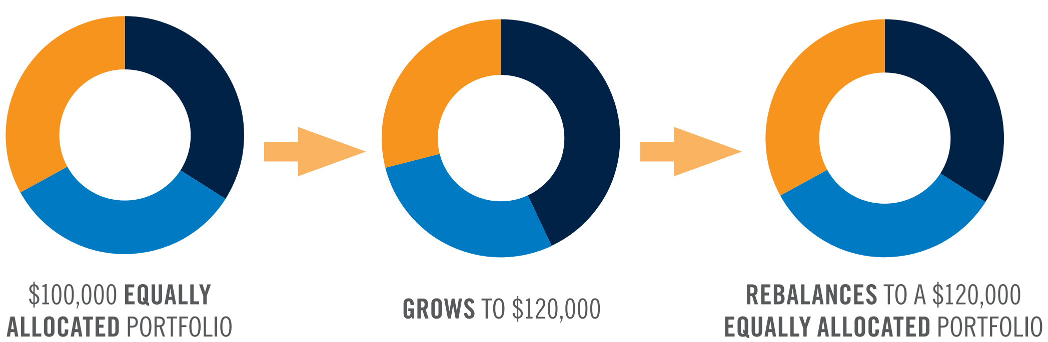
With an annuity, you can change the way you allocate your investments without incurring any current tax liability. That's not the case with taxable investments, where moving your money from one investment to another is treated as a "sale" and any gains are taxed at that time.

Tax-free transfers make it easier and more convenient to revise your investment strategy when you need to, without worrying about losing some of your earnings to taxes. However, because some transfer limits may apply, you'll want to consult with both your financial professional and your tax advisor.

An equally allocated portfolio that grows from $100,000 to $120,000 and is then rebalanced, creating a **$6,000** short-term taxable gain. Assuming a 25% tax rate the investor would owe **$1,500** in taxes.



With an annuity you can rebalance with no tax liablility.



Living benefits

Variable annuities may offer you the opportunity to add an optional Guaranteed Living Benefit* (GLB) to your contract for an additional cost. Living benefits provide future guarantees that may provide value before death. Living benefits may guarantee a minimum future account value, or a minimum future periodic withdrawal amount. Here are several examples:

Guaranteed Flexible Living Benefit

Offers upside market opportunity with downside protection for you and/or your spouse's retirement income. May provide compounded growth on the variable annuity's highest account value at specific intervals, such as on an annual, quarterly or even daily basis. Also guarantees a minimum level of income payments for life.

Guaranteed Minimum Account Balance (GMAB)

This benefit guarantees that your account value will be equal to some percentage (typically 100%) of purchase payments less withdrawals, at a specified future date (i.e., maturity).

Guaranteed Minimum Income Benefit (GMIB)

This benefit allows you to receive lifetime income based on a guaranteed amount and annuity rates specified within the benefit, at or after the specified waiting period. You must choose to annuitize after the benefit waiting period in order to utilize the benefit.

Guaranteed Minimum Withdrawal Benefit (GMWB Non-Lifetime)

Guarantees that you can make withdrawals, subject to a specified maximum per year (any excess above the withdrawal amount under the benefit will reduce the protected annual withdrawal amount), which will equal at least a certain minimum regardless of market performance. You are not entitled to Lifetime Withdrawals under this benefit.

Guaranteed Lifetime Withdrawal Benefit (GMWB Lifetime)

Guarantees that you can make withdrawals, subject to a specified maximum per year, that will equal at least a certain minimum (e.g., premiums paid less withdrawals) or for life. Typically, this benefit has no waiting period.

*Please note that additional terms and conditions may apply, including investment restrictions and automatic transfer programs.

Death benefits

Most annuities offer a basic death benefit for your beneficiaries. This way, if you were to pass away before you annuitize, your loved ones are guaranteed to receive a specific amount – typically at least the total amount of purchase payments, minus any withdrawals.

Many variable annuities also offer optional enhanced death benefits, for an additional fee, that provide additional guarantees for the death benefit amount paid to your beneficiaries.

One advantage to the death benefit in an annuity is that it is typically transferred outside of probate, which can help avoid some of the cost, delay and publicity of probate. However, estate and income taxes may still apply.

Basic Annuity Death Benefit

The basic death benefit under a variable annuity is typically equal to the greater of:

- The sum of all purchase payments (not including any purchase credits) less the sum of all proportional withdrawals (or some annuities offer a dollar-for-dollar reduction)

OR

- The sum of the account value in the subaccounts and the fixed rate options (less the amount of any purchase credits applied within 12 months prior to the date of death). Please note that purchase credits are not recaptured in all states and different companies have different recapture policies

The basic death benefit under a fixed annuity typically is:

- Equal to 100% of the contract's account value – less any withdrawals and surrender charges

Medically related surrenders

Surrenders may be available without a surrender charge if the annuitant (contract owner) becomes terminally ill or is confined to a medical care facility for over 90 days. Medically related surrenders are available where permitted by law and are subject to the provisions in the annuity.

Work with your financial professional

Because there are so many different living and death benefit options available today, all backed by the claims-paying ability of the issuing company, it's important that you work closely with your financial professional to see which ones might be right for you. Complete information is contained in the product's prospectus or supporting sales material. You should read these documents carefully before choosing to purchase an annuity with an optional benefit.

Please note that withdrawals can reduce the living benefit, death benefit, and account value.

Fees and expenses

There are several possible fees and expenses associated with owning an annuity. These charges are designed to cover the costs of selling, administering and providing benefits under the contract.

Before you purchase a variable annuity, your financial professional will give you a copy of the product prospectus which details how much you'll be paying for all the benefits and guarantees. The prospectus is a legal document that the insurance company is required to file with the U.S. Securities and Exchange Commission (SEC), and includes detailed information about a variable annuity contract and its investment options.

For a fixed annuity, the annuity's supporting sales materials should include these costs, along with other information about the annuity and its features. When the issuing company sets the interest rate to be credited to a fixed annuity contract, it usually considers not only the prevailing market rates, but also the costs of issuing and maintaining the annuity contract. Generally, fixed annuity expenses cover sales commissions, statements and customer service.

Annuity fees and expenses may include the following:

Annual maintenance fee

This is charged as a flat fee and/or as a percentage of your account value. The account value (sometimes also referred to as the contract value) is the sum of all premiums, increased by accumulated interest, minus the amount of any gross withdrawals.

Mortality & Expense (M&E) risk charge

This is a percentage of the daily net assets of the investments that make up your variable annuity. It compensates the insurance company for providing the insurance benefits offered in the contract.

Administrative fees

For a variable annuity, this fee is charged as a percentage of the daily net assets of your subaccounts (investments) and is charged in part to cover administrative costs associated with providing the annuity benefits. These include preparation of the contract and prospectus, confirmation statements, annual account statements and annual reports, and legal and accounting fees as well as other related expenses.

Underlying fund expenses

These are the fees and expenses associated with a variable annuity's subaccounts. Each subaccount incurs total annual operating expenses made up of an investment management fee, any distribution and service fees, and other expenses that may apply.

Surrender charges – also known as Contingent Deferred Sales Charges (CDSC)

If you withdraw money from an annuity within a specified period after a purchase payment or issue date, the insurance company will usually assess a surrender charge, which is generally a percentage of the purchase payment being withdrawn that declines gradually over a period of several years. Some contracts may allow you to withdraw part of your account value each year – 10%, for example – without paying a surrender charge. The applicability of surrender charges depends on the type of annuity you choose.

Other fees and charges

Certain guarantees offered by some variable annuities, such as an optional living benefit or optional death benefit, usually have additional fees and expenses.

These charges will reduce the annuity's account value. You should ask your financial professional to explain all charges that apply to the annuity and any optional features you're considering.

Things to consider before purchasing an annuity

It's important to be an informed consumer and learn as much as you can about the specific annuity you're considering and compare its benefits and costs to those of other retirement products. Please also review the materials provided by your financial advisor, as they contain important information about the annuity's risks, fees and expenses, as well as the payout options, availability of living and death benefits, and more.

Be sure you've considered the following questions before you purchase an annuity:

- Are you taking full advantage of all your other tax-deferred opportunities, such as 401(k)s, 403(b)s and IRAs?
- What is the stability and financial strength of the issuing company – will they be there when I need them?
- Will you use the annuity to save for retirement or a similar long-term goal?
- What are your investment objectives, risk tolerance, and investment time horizon?
- Will the annuity help address your retirement income needs?
- Are you investing in the annuity through a retirement plan or IRA? If so, are there features and benefits in the annuity contract, other than tax deferral, that make an annuity purchase appropriate?
- Do you understand the features, risks and conditions of the annuity?
- Do you understand all of the annuity's fees and expenses?
- Do you intend to keep your money in the annuity long enough to avoid paying any surrender charges if you withdraw money?

In addition, it's a good idea to consult with your tax advisor about the tax consequences of purchasing an annuity:

- Distributions are generally taxed as ordinary income and do not get the benefit of the lower tax rates received by certain capital gains and dividends under current tax laws
- Lump-sum withdrawals are subject to the largest tax liability, whereas a systematic withdrawal program lets the rest of your annuity's value continue to grow tax-deferred
- Withdrawals and distributions of taxable amounts, if made prior to age 59½, may be subject to an additional 10% federal income tax penalty in addition to your normal income tax
- Annuitized payments are considered part taxable income and part return on investment
- For tax purposes, withdrawals are deemed to be investment gains out first followed by a return of principal
- Death benefits may incur income tax or estate tax liabilities for your heirs

Your retirement can be an exciting time with many possibilities. Talk to your financial professional to see if an annuity can help you plan for a more fulfilling and secure future.

Investors should consider the features of the contract and the underlying portfolios' investment objectives, policies, management, risks, charges and expenses carefully before investing. This and other important information is contained in the prospectus, which can be obtained from your financial professional. Please read the prospectus carefully before investing.

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Prudential Annuities and its distributors and representatives do not provide tax, accounting, or legal advice. Please consult your own attorney or accountant.

A variable annuity is a long-term investment designed for retirement purposes. Investment returns and the principal value of an investment will fluctuate so that an investor's units, when redeemed, may be worth more or less than the original investment. Withdrawals or surrenders may be subject to contingent deferred sales charges. Withdrawals and distributions of taxable amounts are subject to ordinary income tax and, if made prior to age 59½, may be subject to an additional 10% federal income tax penalty, sometimes referred to as an additional income tax. Withdrawals reduce the account value and the living and death benefits.

Your needs and suitability of annuity products and benefits should be carefully considered before investing.

The benefit payment obligations arising under the annuity contract guarantees, rider guarantees, or optional benefits and any fixed account crediting rates or annuity payout rates are backed by the claims-paying ability of the issuing insurance company. Those payments and the responsibility to make them are not the obligations of the third party broker/dealer from which this annuity is purchased or any of its affiliates. They are also not obligations of any affiliates of the issuing insurance company. None of them guarantees the claims-paying ability of the issuing insurance company. All guarantees, including optional benefits, do not apply to the underlying investment options.

Optional benefits have certain investment, holding period, liquidity and withdrawal limitations and restrictions. Optional living and death benefits may not be available in every state and may not be elected in conjunction with certain optional benefits. The fees are in addition to fees and charges associated with the basic annuity.

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