UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

X QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the period ended June 30, 1997

OR

_ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 333-18117-01

PRUCO LIFE INSURANCE COMPANY OF NEW JERSEY
(Exact name of Registrant as specified in its charter)

NEW JERSEY	22-2426091
(State or other jurisdiction, incorporation or organization)	(IRS Employer Identification No.)

213 WASHINGTON STREET, NEWARK, NEW JERSEY 07102
(Address of principal executive offices) (Zip Code)

(201) 802-3780
(Registrant's Telephone Number, including area code)

Securities registered pursuant to Section 12(b) of the Act: NONE
Securities registered pursuant to Section 12(g) of the Act: NONE

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES X NO

State the aggregate market value of the voting stock held by non-affiliates of the registrant: NONE

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of June 30, 1997. Common stock, par value of $5 per share: 400,000 shares outstanding

PRUCO LIFE INSURANCE COMPANY OF NEW JERSEY

INDEX TO FINANCIAL STATEMENTS

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PRUCO LIFE INSURANCE COMPANY OF NEW JERSEY
STATEMENTS OF FINANCIAL POSITION
JUNE 30, 1997 (UNAUDITED) AND DECEMBER 31, 1996

<CAPTION>

	JUNE 30, 1997	DECEMBER 31, 1996
	(000'S)	
<S>	<C>	<C>
ASSETS		
Fixed maturities		
Available for sale	$ 543,458	$ 555,898
Policy loans	120,238	113,918
Short term investments	5,000	17,002
Total invested assets	668,696	686,818
Cash	4,902	3,928
Deferred policy acquisition costs	105,284	106,965
Premiums due	360	401
Accrued investment income	13,663	12,908
Receivable from affiliates	175	--
Other assets	33,947	1,335
Separate Account assets	986,828	883,261
TOTAL ASSETS	$1,813,855	$1,695,616
LIABILITIES AND STOCKHOLDER'S EQUITY		
LIABILITIES		

Future policy benefits and other policyholders' liabilities	$ 104,211	$ 100,663
Policyholders' account balances	373,223	375,448
Federal income tax payable	6,899	1,970
Deferred federal income tax payable	24,527	24,175
Payable to affiliate	6,778	6,059
Other liabilities	12,493	11,990
Separate Account liabilities	983,964	880,065
TOTAL LIABILITIES	1,512,095	1,400,370
CONTINGENCIES		
STOCKHOLDER'S EQUITY		
Common Stock, $5 par value; 400,000 shares, authorized; issued and outstanding at June 30, 1997 and December 31, 1996	2,000	2,000
Paid-in-capital	125,000	125,000
Net unrealized investment (losses) gains	(570)	2,032
Retained earnings	175,330	166,214
TOTAL STOCKHOLDER'S EQUITY	301,760	295,246
TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY	$1,813,855	$1,695,616

</TABLE>

SEE NOTES TO THE FINANCIAL STATEMENTS

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PRUCO LIFE INSURANCE COMPANY OF NEW JERSEY
STATEMENTS OF OPERATIONS
THREE AND SIX MONTHS ENDED JUNE 30, 1997 AND 1996
(UNAUDITED)

<CAPTION>

	SIX MONTHS ENDED JUNE 30,		THREE MONTHS ENDED JUNE 30,	
	1997	1996	1997	1996
	(000'S)			
<S>	<C>	<C>	<C>	<C>
REVENUES				
Premiums	$ 390	$ 852	$ 130	$ 496
Policy charges and fee income	26,791	27,270	12,641	12,543
Net investment income	21,476	21,463	10,303	10,876
Realized investment gains (losses)	446	106	117	(841)
Other income	1,928	2,007	1,512	1,113
TOTAL REVENUES	51,031	51,698	24,703	24,187
BENEFITS AND EXPENSES				
Policyholders' benefits	15,334	13,417	(2,898)	5,586
Interest credited to policyholders' account balances	9,485	9,893	4,705	5,338
Other operating costs and expenses	12,083	10,552	4,359	6,783
TOTAL BENEFITS AND EXPENSES	36,902	33,862	6,166	17,707
INCOME BEFORE INCOME TAX PROVISION	14,129	17,836	18,537	6,480
Income tax provision	5,013	6,242	6,427	2,268
NET INCOME	$ 9,116	$11,594	$12,110	$ 4,212

</TABLE>

SEE NOTES TO THE FINANCIAL STATEMENTS

PRUCO LIFE INSURANCE COMPANY OF NEW JERSEY
STATEMENTS OF CHANGES IN EQUITY
JUNE 30, 1997 (UNAUDITED) AND DECEMBER 31, 1996

	COMMON STOCK	PAID-IN-CAPITAL	NET UNREALIZED INVESTMENT (LOSSES)GAINS	RETAINED EARNINGS	TOTAL STOCKHOLDER'S EQUITY
BALANCE, JANUARY 1, 1996	$2,000	$125,000	$6,588	$134,427	$268,015
Net income	--	--	--	31,787	31,787
Change in net unrealized investment (losses) gains during year	--	--	(4,556)	--	(4,556)
BALANCE, DECEMBER 31, 1996	2,000	125,000	2,032	166,214	295,246
Net income	--	--	--	9,116	9,116
Change in net unrealized investment (losses) gains during period	--	--	(2,602)	--	(2,602)
BALANCE, JUNE 30, 1997	$2,000	$125,000	$ (570)	$175,330	$301,760

SEE NOTES TO THE FINANCIAL STATEMENTS

PRUCO LIFE INSURANCE COMPANY OF NEW JERSEY
STATEMENTS OF CASH FLOWS
SIX MONTHS ENDED JUNE 30, 1997 AND 1996
(UNAUDITED)

	SIX MONTHS ENDED JUNE 30, 1997	SIX MONTHS ENDED JUNE 30, 1996
	(000'S)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 9,116	$ 11,594
Adjustments to reconcile net income to net cash from operating activities:		

Increase in future policy benefits and other policyholders' liabilities	3,548	4,855
General account policy fee income	(2,912)	(2,902)
Interest credited to policyholders' account balances	9,485	9,893
Net decrease (increase) in Separate Accounts	332	(1,035)
Net realized investment gains	(446)	(106)
Policy loans	(6,320)	(7,287)
Amortization and other non-cash items	(45)	5,002
Change in:		
Accrued investment income	(755)	(261)
Premiums due	41	(39)
Receivable from affiliates	(175)	2,460
Deferred policy acquisition costs	1,681	(4,469)
Other assets	(32,612)	178
Payable to affiliate	719	(3,023)
Federal income tax payable	4,929	6,021
Deferred federal income tax payable	352	2,184
Other liabilities	503	46,963
CASH FLOWS FROM OPERATING ACTIVITIES	(12,559)	70,028
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from the sale/maturity of:		
Fixed maturities:		
Available for sale	392,572	584,415
Payments for the purchase of:		
Fixed maturities:		
Available for sale	(382,243)	(619,171)
Net payments of short term investments	12,002	(26,112)
CASH FLOWS FROM INVESTING ACTIVITIES	22,331	(60,868)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Policyholders' account balances:		
Deposits	43,261	8,940
Withdrawals (net of transfers to/from separate accounts)	(52,059)	(18,085)
CASH FLOWS FROM FINANCING ACTIVITIES	(8,798)	(9,145)
Net increase in Cash	974	15
Cash, beginning of year	3,928	--
CASH, END OF PERIOD	$ 4,902	$ 15

</TABLE>

SEE NOTES TO THE FINANCIAL STATEMENTS

NOTES TO THE FINANCIAL STATEMENTS OF
PRUCO LIFE INSURANCE COMPANY OF NEW JERSEY
JUNE 30, 1997
(UNAUDITED)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND PRINCIPLES

A. GENERAL

Pruco Life Insurance Company of New Jersey (the Company), a stock life insurance company domiciled in the state of New Jersey, is an indirect subsidiary of The Prudential Insurance Company of America (Prudential), a mutual life insurance company, and a direct subsidiary of Pruco Life Insurance Company (Pruco Life), a stock life insurance company domiciled in the state of Arizona. The Company markets individual life insurance and deferred annuities through Prudential's sales force.

B. BASIS OF PRESENTATION

The accompanying unaudited financial statements of the Company have been prepared in accordance with the instructions to Form 10-Q and do not include all of the other information and disclosures required by generally accepted accounting principles. These statements should be read in conjunction with the financial statements and notes thereto for the year ended December 31, 1996 included in the Company's Annual Report on Form 10K for that year.

The accompanying financial statements have not been audited by independent accountants in accordance with generally accepted auditing standards, but in the opinion of management such financial statements include all adjustments, consisting only of normal recurring accruals, necessary to summarize fairly the Company's financial position and results of operations. The results of operations for the six months ended June 30, 1997 may not be indicative of the results that may be expected for the year ending December 31, 1997.

2. CONTINGENCIES

Several actions have been brought against the Company on behalf of those persons who purchased life insurance policies based on complaints about sales practices engaged in by Prudential, the Company and agents appointed by Prudential and the Company. Prudential has agreed to indemnify the Company for any and all losses resulting from such litigation.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Pruco Life Insurance Company of New Jersey (the Company) is a stock life insurance company organized in 1982 under the laws of the state of New Jersey. The Company is an indirect subsidiary of The Prudential Insurance Company of America (Prudential), and a direct subsidiary of Pruco Life Insurance Company (Pruco Life). Pruco Life is a stock life insurance company domiciled in the state of Arizona. The Company markets individual insurance and annuities through Prudential's sales force.

The Company's assets were $1.8 billion at June 30, 1997 compared to $1.7 billion at December 31, 1996. The Company recorded net income of $9.1 million for the period ended June 30, 1997, a decrease of $2.5 million in comparison to the $11.6 million earned in the same period in 1996.

1. RESULTS OF OPERATIONS

1997 versus 1996

Premiums decreased by $.5 million to $.4 million for the six months ended June 30, 1997 from $.9 for the same period in 1996. This decrease is primarily attributable to the loss of annuity premiums. As annuity products mature, the policy becomes non-premium paying and converts to a pay out status.

Realized investment gains increased by $.3 million from $.1 million for the period ended June 30,1996 to $.4 million for the same period in 1997. This increase is a result of current market conditions.

Policyholders' benefits for the period ended June 30, 1997 were $15.3 million compared to $13.4 million for the same period in 1996. This increase of $1.9 million is attributable to increased mortality costs associated with the aging book of business.

Other operating costs and expenses increased $1.5 million from $10.6 million for the six months ended June 30, 1996 to $12.1 million for the same period in 1997. This is primarily due to an increase in costs associated with increased sales activity of Discovery Preferred and Discovery Select products, along with technological advancements made in annuity processing, customer service, and product development areas.

2. LIQUIDITY

For an insurance company, cash needs, for the purpose of paying current benefits, making policy loans, and paying expenses, are met primarily from premiums and investment income. Benefits and expenses incurred for the six months ended June 30, 1997, and 1996, were $36.9 million, and $33.9 million, respectively. Cash flows are anticipated to be sufficient to meet the Company's liquidity needs for the foreseeable future.

3. CAPITAL RESOURCES

The primary components of the Company's total assets of $1.8 billion at June 30, 1997 are as follows (as a percentage of total assets): fixed income securities 30.0%, separate account assets (fixed income and equity securities) 54.4%, policy loans 6.6%, and other assets 9.0%.

PART II

ITEM 1 LEGAL PROCEEDING

Pruco Life Insurance Company of New Jersey is not involved in any litigation that is expected to have a material effect.

ITEM 2 CHANGES IN SECURITIES

Not Applicable

ITEM 3 DEFAULTS UPON SENIOR SECURITIES

Not Applicable

ITEM 4 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Not Applicable

ITEM 5 OTHER INFORMATION

Not Applicable

ITEM 6 EXHIBITS AND REPORTS ON FORM 8-K

(a) (1) and (2) financial Statements of registrant are listed on pages 3-6 hereof and are filed as part of this Report.

(a) (3) Exhibits

Regulation S-K

2. Not Applicable

3. Documents Incorporated by Reference

(i) The Articles of Incorporation of Pruco Life Insurance Company of New Jersey, as amended March 11, 1983 are incorporated herein by reference to Post-Effective Amendment No. 26 to Form S-6, Registration No. 2-89780, filed April 28, 1997 on behalf of the Pruco Life Insurance Company of New Jersey; (ii) Bylaws of Pruco Life Insurance Company of New Jersey, as amended May 5, 1997 are appended to this form in accordance with EDGAR instructions.

4. Exhibits

Market-Value Adjustment Annuity Contract, incorporated by reference to Registrant's Form S-1 Registration Statement, Registration No. 33-18053, filed December 17, 1996.

10. None.

11. Not Applicable.

15. Not Applicable.

18. None.

19. Not Applicable.

20. Not Applicable.

22. None.

23. None.

24. Not Applicable.

25. Not Applicable.

27. Exhibit 27, Financial Data Schedule appended to this form in accordance

with EDGAR instructions.

99. None

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf of the undersigned, thereunto duly authorized.

PRUCO LIFE INSURANCE COMPANY OF NEW JERSEY
(Registrant)

SIGNATURE	TITLE	DATE
/s/ ESTHER H. MILNES Esther H. Milnes	President and Director	August 14, 1997
/s/ LINDA S. DOUGHERTY Linda S. Dougherty	Vice President and Comptroller and Chief Accounting Officer	August 14, 1997

EXHIBIT INDEX

Exhibit No.	
3(ii)	By-Laws of Pruco Life Insurance Company of New Jersey, May 5, 1997
27	Financial Data Schedule

EXHIBIT 3(ii)

BY-LAWS

OF

PRUCO LIFE INSURANCE COMPANY OF NEW JERSEY

MAY 5, 1997

ARTICLE I

MEETINGS OF SHAREHOLDERS

SECTION 1. ANNUAL MEETING. The annual meeting of the shareholders of the corporation shall be held at such time as may from time to time be fixed by the Board of Directors, at an hour to be named in the notice or waiver of notice of the meeting for the election of directors and for the transaction of such other business as may properly come before the meeting. If the date of the annual meeting falls upon a legal holiday, the meeting shall be held on the next succeeding business day. The meeting shall be held at such place, either within or without the State of New Jersey, as the Board of Directors shall determine. In the event the Board of Directors does not determine otherwise, the annual meeting of shareholders shall be held at the office of the corporation in Newark, New Jersey.

SECTION 2. VOTING. Each shareholder shall be entitled to one vote, in person, or by proxy, for each share entitled to vote held by such shareholder. No proxy shall be voted after eleven months from its date unless such proxy provides for a longer period, but in no

event shall a proxy by valid after three years from the date of execution. Upon the demand of any shareholder made before the voting begins, the vote for directors shall be by ballot. All elections for directors shall be decided by plurality vote; all other questions shall be decided by majority vote except as otherwise provided by law or the Certificate of Incorporation.

A complete list of the shareholders entitled to vote at a shareholders' meeting or any adjournment, arranged in alphabetical order, with the address of each, and the number of shares held by each, shall be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any shareholder who is present.

SECTION 3. QUORUM. Except as otherwise required by law, by the Certificate of Incorporation or by the By-Laws, the presence, in person or by proxy, of shareholders holding a majority of the shares of the corporation entitled to vote shall constitute a quorum at all meetings of the shareholders. In case a quorum shall not be present at any meeting, a majority in interest of the shareholders entitled to vote thereat, present in person or by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the requisite number of shares entitled to vote shall be present. At any such adjourned meeting at which the requisite number of shares entitled to vote shall be represented, any business may be transacted which might have been transacted at the meeting as originally noticed.

SECTION 4. SPECIAL MEETINGS. Special meetings of the shareholders for any purpose or purposes may be called by the President or the Chairman of the Board of Directors, if one be elected, or by resolution of the Board of Directors, and may be held at such place, within or without the State of New Jersey, as shall be fixed by the Board and stated in the notice or waiver of notice of the meeting. If no other place is so fixed, such meetings may be held at the office of the corporation in Newark, New Jersey.

SECTION 5. NOTICE OF MEETINGS. Written notice, stating the place, date, time and purpose or purposes of the meeting, shall be given to each shareholder entitled to vote thereat, either personally or by mail, not less than ten nor more than sixty days before the date of the meeting.

SECTION 6. ACTION WITHOUT MEETING. Any action required or permitted to be taken at a meeting of shareholders by law or the Certificate of Incorporation or the By-Laws, may be taken without a meeting if all the shareholders entitled to vote thereon consent thereto in writing.

ARTICLE II

DIRECTORS

SECTION 1. NUMBER AND TERM. The Board of Directors shall have not less than seven nor more than thirteen members. The directors shall be elected at the annual meeting of shareholders. Each director shall be elected to hold office until the next succeeding annual meeting and, subject to law and the By-Laws, shall hold office for the term for which elected and until his successor shall be elected and shall qualify. Directors need not be shareholders.

SECTION 2. RESIGNATIONS. Any director, member of a Committee or other officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time of its receipt by the corporation or at such subsequent time as shall be specified therein.

SECTION 3. VACANCIES. If the office of any director, member of a Committee or other officer becomes vacant, the remaining directors in office, though less than a quorum, by a majority vote may elect or appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term and until his successor shall be duly chosen.

SECTION 4. INCREASE OF NUMBER. In case of any increase in the number of directors, the additional directors may be chosen by vote by the Board of Directors at any meeting of the Board, or by vote of the shareholders at an annual or special meeting of the shareholders, and shall hold office until the next annual election and until their successors

shall be elected and shall qualify.

SECTION 5. POWERS. The Board of Directors shall exercise all the powers of the corporation except such as are conferred upon or reserved to the shareholders by law, by the Certificate of Incorporation or by the By-Laws.

SECTION 6. COMMITTEES. The Board of Directors may, by resolution or resolutions adopted by a majority of the entire Board, appoint an Executive Committee and one or more other Committees, each Committee to consist of three or more directors of the corporation. The Executive Committee shall have and may exercise in the intervals between meetings of the Board of Directors all the authority of the Board not delegated to other Committees or reserved to the Board either by virtue of the By-Laws or otherwise, provided that no committee, including the Executive Committee, shall

(a) make, alter or repeal any By-Laws of the corporation;

(b) elect or appoint any director, or remove any officer or director;

(c) submit to shareholders any action that requires shareholders' approval; or

(d) amend or repeal any resolution theretofore adopted by the Board which by its terms is amendable or repealable only by the Board.

At each meeting of any Committee there shall be present to constitute a quorum for the transaction of business at least one-third of the members but in no event less than three

members. The vote of a majority of the members present at a meeting of any Committee at the time of the vote, if a quorum is present at such time, shall be the act of such Committee. All action of each Committee shall be reported to the Board and shall, except in cases in which the rights of third parties would be affected, be subject to the direction of the Board.

SECTION 7. MEETINGS. The newly elected directors may hold their first meeting for the purpose of organization and the transaction of business, if a quorum be present, immediately after the annual meeting of shareholders; or the time and place of such meeting may be fixed by consent in writing of all the directors.

The President, the Chairman of the Board, if one be elected, or a Vice President may, and at the request of two directors shall, call a special meeting of the Board of Directors, at least two days notice of which shall be given in person or by mail, telegraph, telephone or cable. Regular meetings of the Board of Directors may be held without notice at such times and places as the Board may determine by prior resolution.

SECTION 8. QUORUM. A majority of the directors but no less than five shall constitute a quorum for the transaction of business.

SECTION 9. ACTION WITHOUT MEETING. Any action required or permitted to be taken pursuant to authorization voted at any meeting of the Board of Directors, or of any

Committee thereof, may be taken without a meeting if, prior or subsequent to such action a written consent thereto is signed by all members of the Board or of such Committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or Committee.

SECTION 10. CONFERENCE TELEPHONE MEETINGS. Any or all directors may participate in a meeting of the Board or any Committee thereof, as the case may be, by means of a conference telephone or any means of communication by which all persons participating in the meeting are able to hear each other. Participation by such means shall constitute presence in person at such meeting.

ARTICLE III

OFFICERS

SECTION 1. OFFICERS. The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, a Comptroller and a Treasurer, all of whom shall be elected by the Board of Directors and who shall hold office, subject to the By-Laws, until their successors are elected and qualified. In addition, the Board of Directors may elect a

Chairman of the Board and such Assistant Secretaries, Assistant Treasurers and Assistant Comptrollers as the Board may deem advisable. None of the officers of the corporation, other than the Chairman of the Board of Directors, if one be elected, need be directors. The officers shall be elected at the organization meeting of the Board and may be elected at other times. One person may hold two or more offices, except that the offices of President and Secretary or Assistant Secretary may not be held by the same person. Vacancies occurring among the officers shall be filled by the directors. Any officer may be removed by the Board of Directors, with or without cause at any time.

SECTION 2. OTHER OFFICERS AND AGENTS. The Board of Directors may appoint such other officers and agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

SECTION 3. CHAIRMAN OF THE BOARD OF DIRECTORS. The Chairman of the Board of Directors, if one be elected, shall preside at all meetings of the Board of Directors. He shall also perform such other duties and have such other powers as may be prescribed or assigned to him from time to time by the Board of Directors or the By-Laws.

SECTION 4. PRESIDENT. The President shall be the chief executive officer of the corporation. He shall exercise all the powers and perform all the duties usual to such office

and shall preside at all meetings of the shareholders if present thereat and, in the absence or non-election of the Chairman of the Board, at all meetings of the Board of Directors. Subject to the Board of Directors, the President shall have general supervision of the business of the corporation. The President may execute any contract, agreement or instrument, not prohibited by law, the Certificate of Incorporation or the By-Laws, necessary for the conduct of the business of the corporation. He shall also perform such other duties and have such other powers as may be prescribed or assigned to him from time to time by the Board of Directors or the By-Laws.

SECTION 5. VICE PRESIDENT. The Vice President or, if more than one, the Vice Presidents in the order established by the Board of Directors shall, in the absence or incapacity of the President, exercise all the powers and perform the duties of the President. The Vice Presidents shall also perform such other duties and have such other powers as may be prescribed or assigned to them, respectively, from time to time by the President, the Board of Directors or the By-Laws. Any Vice President may, in the discretion of the Board, be designated as "executive", "senior" or by any succeeding ordinal number or by departmental or functional classification.

SECTION 6. SECRETARY. The Secretary shall exercise all the powers and perform all the duties usual to such office, including keeping the minutes of the meetings

of the Board of Directors and of the shareholders, having custody of the seal of the corporation and affixing the seal to documents when authorized to do so. He shall also perform such other duties and have such other powers as may be prescribed or assigned to him from time to time by the President, the Board of Directors or the By-Laws.

SECTION 7. COMPTROLLER. The Comptroller shall exercise all the powers and perform all the duties usual to such office, including supervising the accounts of the corporation, having supervision over and responsibility for the books, records, accounting and system of accounting and auditing in each office of the corporation. He shall also perform such other duties and have such other powers as may be prescribed or assigned to him from time to time by the President, the Board of Directors or the By-Laws.

SECTION 8. TREASURER. The Treasurer shall exercise all the powers and perform all the duties usual to that office, including having the care and custody of the funds and securities of the corporation and depositing the same with such depositaries as the Board may designate. The Treasurer shall also perform such other duties and have such other powers as may be prescribed or assigned to him from time to time by the President, the Board of Directors or the By-Laws.

SECTION 9. ASSISTANT SECRETARY. Each Assistant Secretary shall have the power to execute on behalf of the corporation such instruments as may be required to be

executed by the Secretary and to affix the seal of the corporation to corporate instruments and to attest the same, except as otherwise provided by law or the By-Laws. Each Assistant Secretary shall also perform such other duties and have such other powers as may be prescribed or assigned to him from time to time by the President, the Board of Directors or the By-Laws.

SECTION 10. ASSISTANT COMPTROLLERS AND ASSISTANT TREASURERS. Assistant Comptrollers and Assistant Treasurers, if any, shall be elected and shall have the such powers and shall perform such duties as shall be assigned to them, respectively, by the President, the Board of Directors or the By-Laws.

ARTICLE IV

MISCELLANEOUS

SECTION 1. CERTIFICATES. The shares of the corporation shall be represented by certificates signed by, or in the name of the corporation by, the Chairman of the Board or the President or a Vice President and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary.

SECTION 2. LOST CERTIFICATES. No certificate representing shares of the

corporation shall be issued in place of any certificate alleged to have been lost, stolen or destroyed except on prior approval in each case of the Board of Directors or such officer or officers as the Board from time to time may designate and on submission to the corporation of satisfactory evidence of such loss, theft or destruction and, unless otherwise ordered by the Board of Directors, on delivery to the corporation of a bond of indemnity, in such form and amount or unlimited as to amount as the Board from time to time may prescribe, against any loss or claim in respect or by reason of such lost, stolen or destroyed certificate, or the issuance of a new certificate in lieu thereof.

SECTION 3. REGISTRATION OF TRANSFERS. Transfers of shares shall be registered upon the books of the corporation by the registered holder in person or by attorney, duly authorized, and on surrender of the certificate or certificates for such shares, properly assigned for transfer.

SECTION 4. SEAL. The corporate seal shall be circular in form and shall contain the name of the corporation around the circumference and "New Jersey

1981" in the center.

SECTION 5. FISCAL YEAR. The fiscal year of the corporation shall be a calendar year.

SECTION 6. CHECKS, ETC. All checks, drafts or orders for the payment of money shall be signed by such officer or officers or agent or agents, and in such manner, as shall be determined from time to time by the Board of Directors.

SECTION 7. NOTICE AND WAIVER OF NOTICE. Whenever any notice is required by these By-Laws to be given, personal notice is not meant unless expressly so stated. Any notice required to be given under the provisions of these By-Laws may be waived by any person entitled thereto.

ARTICLE V

INDEMNIFICATION

The corporation shall indemnify each corporate agent (as defined in Section 14A:3-5 of the New Jersey Business Corporation Act) against his expenses (including reasonable costs, disbursements and counsel fees) and his liabilities (including amounts paid or incurred in satisfaction of settlements, judgments, fines and penalties) in connection with any proceeding

(as defined in said Section), including any proceeding by or in the right of the corporation to procure a judgment in its favor, involving the corporate agent by reason of his being or having been such a corporate agent, if, as and to the full extent authorized by law. Any such indemnification shall not exclude any other rights to which any corporate agent may be entitled under the Certificate of Incorporation, By-Laws, agreement, vote of shareholders, or otherwise.

ARTICLE VI

CONFLICTING INTERESTS

No director, officer or employee of the Corporation at Manager level or higher shall have any position with or a substantial interest in any other enterprise operated for profit, (other than The Prudential Insurance Company of America or any direct or indirect subsidiary thereof) the existence of which would conflict or might reasonably be supposed to conflict with the proper performance or his or her Corporate responsibilities, or, which might tend to affect his or her independence of judgment with respect to transactions between the Corporation and such other enterprise.

If a director or any such officer or employee has a position with or substantial interest

in another such enterprise, which, when acquired, did not create such an actual or apparent conflict of interest, he or she shall make timely disclosure of such position or interest to the Board of Directors when he or she learns that there is an impending transaction between such enterprise and the Corporation or The Prudential Insurance Company of America or any subsidiary or affiliate of either the Corporation or Prudential that might create such an actual or apparent conflict.

The Board of Directors, which may act through an appropriate committee or sub-committee, shall adopt such regulations and procedures as shall from time to time appear to it sufficient to secure compliance with the above policy.

ARTICLE VII

AMENDMENTS

The By-Laws may be altered or repealed and new By-Laws may be made by vote of the shareholders at any meeting of the shareholders. The Board of Directors may also alter

or repeal the By-Laws and make new By-Laws at any meeting of the Board of Directors; provided, however, that any By-Laws made by the Board of Directors may be altered or repealed, and new By-Laws made, by the shareholders.

WARNING: THE EDGAR SYSTEM ENCOUNTERED ERROR(S) WHILE PROCESSING THIS SCHEDULE.

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EXHIBIT 27

FINANCIAL DATA SCHEDULE
ARTICLE 7 OF REGULATION S-X
PRUCO LIFE INSURANCE COMPANY OF NEW JERSEY

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