
FILE NO. 333-121811

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 5

TO

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ALLSTATE LIFE INSURANCE COMPANY
(Exact Name of Registrant)

ILLINOIS
(State or Other Jurisdiction of
Incorporation or Organization)

36-2554642
(I.R.S. Employer
Identification Number)

3100 SANDERS ROAD
NORTHBROOK, ILLINOIS 60062
847/402-5000

(Address and Phone Number of Principal Executive Office)

MICHAEL J. VELOTTA
SENIOR VICE PRESIDENT, SECRETARY AND GENERAL COUNSEL
ALLSTATE LIFE INSURANCE COMPANY
3100 SANDERS ROAD, SUITE J5B
NORTHBROOK, ILLINOIS 60062
847/402-5000

(Name, Complete Address and Telephone Number of Agent for Service)

COPIES TO:

ALLEN REED, ESQUIRE
ALLSTATE LIFE INSURANCE COMPANY
3100 SANDERS ROAD
SUITE J5B
NORTHBROOK, IL 60062

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box: /X/

Explanatory Note

Registrant is filing this post-effective amendment ("Amendment") to add a corrected Exhibit 24(b) to the registration statement. The Exhibit 24(b) replaces the Exhibit 24(b) filed in Post-Effective Amendment No. 4 to the registration statement on April 19, 2007 ("Post-Effective Amendment No. 4"). The prospectus describing the Contract filed in Post-Effective Amendment No. 4 is incorporated herein by reference. The Amendment is not intended to amend or delete any part of the registration statement, except as specifically noted herein.

PART II
INFORMATION NOT REQUIRED IN THE PROSPECTUS

Part II is hereby amended to replace the Exhibit 24(b) filed in Post-Effective Amendment No. 4 with the following:

ITEM 16. EXHIBITS.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Township of Northfield, State of Illinois, on the 25th day of April, 2007.

ALLSTATE LIFE INSURANCE COMPANY
(REGISTRANT)

By: /s/MICHAEL J. VELOTTA

Michael J. Velotta
Senior Vice President, Secretary
and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated and on the 25th day of April, 2007.

*/DAVID A. BIRD ----- David A. Bird	Director and Senior Vice President
*/MICHAEL B. BOYLE ----- Michael B. Bolye	Director and Vice President
*/DANNY L. HALE ----- Danny L. Hale	Director
*/JAMES E. HOHMANN ----- James E. Hohmann	Director, President and Chief Executive Officer (Principal Executive Officer)
*/JOHN C. LOUNDS ----- John C. Lounds	Director and Senior Vice President
*/SAMUEL H. PILCH ----- Samuel H. Pilch	Controller and Group Vice President (Principal Accounting Officer)
*/JOHN C. PINTOZZI ----- John C. Pintozzi	Director, Senior Vice President and Chief Financial Officer (Principal Financial Officer)
*/GEORGE E. RUEBENSON ----- George E. Ruebenson	Director
*/ERIC A. SIMONSON ----- Eric A. Simonson	Director, Senior Vice President and Chief Investment Officer
*/KEVIN R. SLAWIN ----- Kevin R. Slawin	Director and Senior Vice President
/s/MICHAEL J. VELOTTA ----- Michael J. Velotta	Director, Senior Vice President, General Counsel and Secretary
*/DOUGLAS B. WELCH ----- Douglas B. Welch	Director and Senior Vice President
*/THOMAS J. WILSON II -----	Director and Chairman of the Board

Thomas J. Wilson II

*/ By Michael J. Velotta, pursuant to Powers of Attorney previously filed.

EXHIBIT LIST

Exhibit No. Description

(24)(b) Powers of Attorney for Michael B. Boyle, James E. Hohmann, George E. Ruebenson and Thomas J. Wilson II

POWER OF ATTORNEY
WITH RESPECT TO
ALLSTATE LIFE INSURANCE COMPANY
(REGISTRANT)

The undersigned director of Allstate Life Insurance Company constitutes and appoints Michael J. Velotta and John C. Pintozzi, and each of them (with full power to each of them to act alone) as his true and lawful attorney-in-fact and agent, in any and all capacities, to sign the following registration statements: File Nos. 333-123847, 333-105331, 333-132994, 333-102319, 333-121811 and 333-100068 of Allstate Life Insurance Company, and any amendments thereto, and to file the same, with exhibits and other documents in connection therewith, with the Securities and Exchange Commission or any other regulatory authority as may be necessary or desirable. I hereby ratify and confirm each and every act that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. My subsequent disability or incapacity shall not affect this Power of Attorney.

April 25, 2007

/s/ JAMES E. HOHMANN

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James E. Hohmann
Director, President and Chief Executive Officer

POWER OF ATTORNEY
WITH RESPECT TO
ALLSTATE LIFE INSURANCE COMPANY
(REGISTRANT)

The undersigned director of Allstate Life Insurance Company constitutes and appoints James E. Hohmann and Michael J. Velotta, and each of them (with full power to each of them to act alone) as his true and lawful attorney-in-fact and agent, in any and all capacities, to sign the following registration statements: File Nos. 333-123847, 333-105331, 333-132994, 333-102319, 333-121811 and 333-100068 of Allstate Life Insurance Company, and any amendments thereto, and to file the same, with exhibits and other documents in connection therewith, with the Securities and Exchange Commission or any other regulatory authority as may be necessary or desirable. I hereby ratify and confirm each and every act that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. My subsequent disability or incapacity shall not affect this Power of Attorney.

April 25, 2007

/s/ THOMAS J. WILSON

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Thomas J. Wilson
Director and Chairman of the Board

POWER OF ATTORNEY

WITH RESPECT TO

ALLSTATE LIFE INSURANCE COMPANY
(REGISTRANT)

The undersigned director of Allstate Life Insurance Company constitutes and appoints James E. Hohmann and Michael J. Velotta, and each of them (with full power to each of them to act alone) as his true and lawful attorney-in-fact and agent, in any and all capacities, to sign the following registration statements: File Nos. 333-123847, 333-105331, 333-132994, 333-102319, 333-121811 and 333-100068 of Allstate Life Insurance Company, and any amendments thereto, and to file the same, with exhibits and other documents in connection therewith, with the Securities and Exchange Commission or any other regulatory authority as may be necessary or desirable. I hereby ratify and confirm each and every act that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. My subsequent disability or incapacity shall not affect this Power of Attorney.

April 25, 2007

/s/ MICHAEL B. BOYLE

Michael B. Boyle
Director and Vice President

POWER OF ATTORNEY
WITH RESPECT TO
ALLSTATE LIFE INSURANCE COMPANY
(REGISTRANT)

The undersigned director of Allstate Life Insurance Company constitutes and appoints James E. Hohmann and Michael J. Velotta, and each of them (with full power to each of them to act alone) as his true and lawful attorney-in-fact and agent, in any and all capacities, to sign the following registration statements: File Nos. 333-123847, 333-105331, 333-132994, 333-102319, 333-121811 and 333-100068 of Allstate Life Insurance Company, and any amendments thereto, and to file the same, with exhibits and other documents in connection therewith, with the Securities and Exchange Commission or any other regulatory authority as may be necessary or desirable. I hereby ratify and confirm each and every act that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. My subsequent disability or incapacity shall not affect this Power of Attorney.

April 25, 2007

/s/ GEORGE E. RUEBENSON

George E. Ruebenson
Director