

FORM D

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

1086479

OMB APPROVAL table with OMB Number 3235-0076, Expires April 30, 2008, and estimated average burden of 16.00 hours per response.



05062962

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY table with fields for Prefix, Serial, and DATE RECEIVED.

Name of Offering ( ) check if this is an amendment and name has changed, and indicate change.)

Private Placement variable Life Insurance

Filing Under (Check box(es) that apply): ( ) Rule 504 ( ) Rule 505 (x) Rule 506 ( ) Section 4(6) ( ) ULOE

Type of Filing: ( ) New Filing (x) Amendment

PROCESSED

AUG 05 2005

THOMSON FINANCIAL

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ( ) check if this is an amendment and name has changed, and indicate change.)

General American Life Insurance Company

Address of Executive Offices (Number and Street, City, State, Zip Code)

13045 Tesson Ferry Road, St. Louis, MO 63128

Telephone Number (Including Area Code)

617/578-2710

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business

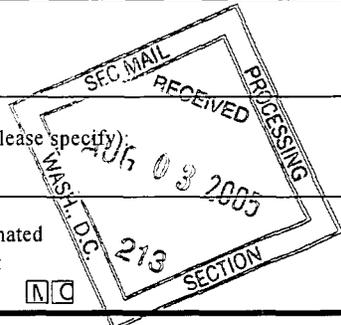
Provider of insurance and financial services

Type of Business Organization

- (x) corporation ( ) limited partnership, already formed ( ) other (please specify) ( ) business trust ( ) limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 06 Year 33 (x) Actual ( ) Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: NC for Canada; FN for other foreign jurisdiction)



GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Metropolitan Life Insurance Company

Business or Residence Address (Number and Street, City, State, Zip Code)

200 Park Avenue, New York, NY 10166

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

GenAmerica Financial Corporation

Business or Residence Address (Number and Street, City, State, Zip Code)

13045 Tesson Ferry Road, St. Louis, MO 63128

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

See attached Page 2A

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

See attached page 2A

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

General American Life Insurance Company  
13045 Tesson Ferry Road  
St. Louis, MO 63128

Name and Principal Business Address	Positions /Offices with General American
Lisa M Weber ***	Chairman, President and Chief Executive Officer
Michael K. Farrell ****	Director
Leland C. Launer, Jr. *****	Director
James L. Lipscomb ***	Director
Hugh C. McHaffie *****	Director
Catherine A. Rein ***	Director
Stanley J. Talbi ***	Director
Michael J. Vietri *****	Director
William J. Wheeler ***	Director
Anthony J. Williamson ***	Director, Senior Vice President and Treasurer
James P. Bossert ****	Vice President and Chief Financial Officer
Kevin S. Finnegan ***	Vice President and Associate General Counsel
Daniel D. Jordan *****	Vice President and Secretary
William C. Lane *	Vice President and Associate General Counsel
Jerome M. Mueller *	Senior Vice President
John E. Petersen *	Senior Vice President
Joseph J. Prochaska, Jr. ***	Senior Vice President and Chief Accounting Officer
A. Greig Woodring **	Executive Vice President, Reinsurance and President and Chief Executive Officer of Reinsurance Group of America

The principal business address:

\* General American Life, 13045 Tesson Ferry Road, St. Louis, Missouri 63128

\*\* RGA, 1370 Timberlake Manor Parkway, Chesterfield, Missouri 63017

\*\*\* Metropolitan Life Insurance Company, One MetLife Plaza, 27-01 Queens Plaza North, Long Island City, NY 11101

\*\*\*\* Metropolitan Life Insurance Company, 10 Park Avenue, Morristown, NJ 07962

\*\*\*\*\* Metropolitan Life Insurance Company, 501 Boylston Street, Boston, MA 02116

\*\*\*\*\* Metropolitan Life Insurance Company, 501 Route 22, Bridgewater, NJ 08807

\*\*\*\*\* Metropolitan Life Insurance Company, 177 South Commons Drive, Suite 1A, Aurora, IL 60504

a/o 7/15/05

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? .....  Yes  No  
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? ..... \$ 150,000.00
3. Does the offering permit joint ownership of a single unit? .....  Yes  No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

See attached page 3A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

<input checked="" type="checkbox"/> AL	<input checked="" type="checkbox"/> AK	<input checked="" type="checkbox"/> AZ	<input checked="" type="checkbox"/> AR	<input checked="" type="checkbox"/> CA	<input checked="" type="checkbox"/> CO	<input checked="" type="checkbox"/> CT	<input checked="" type="checkbox"/> DE	<input checked="" type="checkbox"/> DC	<input checked="" type="checkbox"/> FL	<input checked="" type="checkbox"/> GA	<input checked="" type="checkbox"/> HI	<input checked="" type="checkbox"/> ID
<input checked="" type="checkbox"/> IL	<input checked="" type="checkbox"/> IN	<input checked="" type="checkbox"/> IA	<input checked="" type="checkbox"/> KS	<input checked="" type="checkbox"/> KY	<input checked="" type="checkbox"/> LA	<input checked="" type="checkbox"/> ME	<input checked="" type="checkbox"/> MD	<input checked="" type="checkbox"/> MA	<input checked="" type="checkbox"/> MI	<input checked="" type="checkbox"/> MN	<input checked="" type="checkbox"/> MS	<input checked="" type="checkbox"/> MO
<input checked="" type="checkbox"/> MT	<input checked="" type="checkbox"/> NE	<input checked="" type="checkbox"/> NV	<input checked="" type="checkbox"/> NH	<input checked="" type="checkbox"/> NJ	<input checked="" type="checkbox"/> NM	<input checked="" type="checkbox"/> NY	<input checked="" type="checkbox"/> NC	<input checked="" type="checkbox"/> ND	<input checked="" type="checkbox"/> OH	<input checked="" type="checkbox"/> OK	<input checked="" type="checkbox"/> OR	<input checked="" type="checkbox"/> PA
<input checked="" type="checkbox"/> RI	<input checked="" type="checkbox"/> SC	<input checked="" type="checkbox"/> SD	<input checked="" type="checkbox"/> TN	<input checked="" type="checkbox"/> TX	<input checked="" type="checkbox"/> UT	<input checked="" type="checkbox"/> VT	<input checked="" type="checkbox"/> VA	<input checked="" type="checkbox"/> WA	<input checked="" type="checkbox"/> WV	<input checked="" type="checkbox"/> WI	<input checked="" type="checkbox"/> WY	<input checked="" type="checkbox"/> BR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Page 3A

<u>Agent Name and Address</u>	<u>Sale States</u>	<u>Broker Dealer</u>
Gary Block Mid American Group 2130 Arch Street, 3 <sup>rd</sup> floor Philadelphia, PA 19103	SD	MAG Financial 2130 Arch Street, 3 <sup>rd</sup> floor Philadelphia, PA 19103
Carl Feen 38 Trumbull Avenue New Haven, CT 06510	CT	Lifemark Securities Tobey Office Parkey 40 Office Park Way Pittsford, NY 14534
Glenn Fishman Fishman and Associates 445 Central Ave, Suite 201 Cedarhurst, NY 11516	FL	Securites America 7100 West Center Rd, Suite 500 Omaha, NE 68106
David Freeley Westport Financial Services 100 Grandview Road, Suite 404 Braintree, MA 02184	MA	M Holdings 1125 Couch Street NW, Suite 900 Portland, OR 97209
Jennifer Hamilton McCauley BHJ, LLC 267 Fifth Avenue, Suite 301 New York, NY 10016	NY, SD	Woodbury Securities 500 Bielenburg Drive Woodbury, MN 55125
Terri Holbrook Thomas Weisel Partners One Montgomery Street, Suite 3700 San Francisco, CA 94104	CT	Thomas Weisel Partners One Montgomery Street, Suite 3700 San Francisco, CA 94104
George Kosmos, Jr. 1001 Fourth Avenue Plaza, Suite 3800 Seattle WA 98154	IL	Walnut Street Securities 13045 Tesson Ferry Road St. Louis, MO 63128
Ricky Novick MetLife Scher Financial Group 250 W. 34 <sup>th</sup> Street, Ste 409 New York, NY 10019	AK	Metropolitan Life Insurance Company One MetLife Plaza 27-01 Queens Plaza North Long Island City, NY 11101

Don Petrie Petrie & Associates 16161 Ventura Blvd., Suite 425 Encino, CA 91436	CA	Ameritas Investment Corp. 5900 O Street Lincoln, NE 68510
Ted Shapses Metropolitan Life Insurance Co. One MetLife Plaza 27-01 Queens Plaza North Long Island City, NY 11101	AK	Metropolitan Life Insurance Company One MetLife Plaza 27-01 Queens Plaza North Long Island City, NY 11101
Gary Sitzmann Sitzmann, Morris, Lavis, Inc. One Kaiser Plaza, Suite 101 Oakland, CA 94612	FL	M. Holdings Securities 205 SE Spokane St. Portland, OR 97202
Phil Spalding Jefferson Pilot Securities Corp. One Granite Plaza Concord, NH 03301	CT	Jefferson Pilot Securities Corp. One Granite Plaza Concord, NH 03301
Dan Wakin Broyhill Asset Management 800 Golfview park Lenoir, NC 28645	NC	Synergy Investment Group 1660 Dale Earnhart Blvd. Kannapolis, NC 28083
Frederick Wertlieb 6 Ratitan Road Oakland, NJ 07436	CT	Jefferson Pilot Securities Corp. One Granite Plaza Concord, NH 03301
John Whitmore NFP Securities 1250 Capital of Texas Hwy S. #2-125 Austin, TX 78746	MA	NFP Securities 1250 Capital of Texas Hwy S. #2-125 Austin, TX 78746
Eric Wittnmeyer Aon Securities 200 East Randolph Street Chicago, IL 60601	IL	Aon Securities 200 East Randolph Street Chicago, IL 60601
Neil Wolfson Walnut Street Securities 13045 Tesson Ferry Road St. Louis, MO 63128	AK	Walnut Street Securities 13045 Tesson Ferry Road St. Louis, MO 63128

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

July 2004-  
July 2005  
Total Premium  
Collected\*

Type of Security	Aggregate Offering Price **	Amount Already Sold
Debt .....	\$ _____	\$ _____
Equity .....	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other (Specify <u>Variable Life Insurance Policy</u> ) .....	\$ <u>Unlimited</u>	\$ 43,623,795.91
Total .....	\$ 0.00	\$ 43,623,795.91

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases*
Accredited Investors .....	10	\$ 43,623,795.91
Non-accredited Investors .....	_____	\$ _____
Total (for filings under Rule 504 only) .....	10	\$ 43,623,795.91

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ _____
Regulation A .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
Total .....	_____	\$ 0.00

4 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ _____
Legal Fees .....	<input type="checkbox"/>	\$ _____
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____ .....	<input type="checkbox"/>	\$ _____
Total .....	<input type="checkbox"/>	\$ 0.00

\* includes additional premiums collected on policies issued before July, 2004.

\*\* Issuer is in the business of offering variable life products and not a limited offering. Issuer does not have an aggregate offering price for the product, and expenses vary depending on the amount of securities sold.

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” ..... \$ 0.00

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above. N/A\* ..

* Issuer is in the business of offering variable life products and not a limited offering. Issuer does not have an aggregate offering price for the product, and expenses vary depending on the amount of securities sold.	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals .....	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Total Payments Listed (column totals added) .....	<input type="checkbox"/> \$ <u>0.00</u>	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) General American Life Insurance Company	Signature 	Date 8/2/05
Name of Signer (Print or Type) Michael R. Baltrus	Title of Signer (Print or Type) Vice President and Actuary	

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? .....  Yes  No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Name (Print or Type)	Title (Print or Type)	

*Instruction:*

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

**APPENDIX**

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK		<input checked="" type="checkbox"/>	Variable Life	5	\$374,250.00*				
AZ									
AR									
CA		<input checked="" type="checkbox"/>	Variable Life	4	\$7,485,285.*				
CO									
CT									
DE									
DC									
FL		<input checked="" type="checkbox"/>	Variable Life	3	\$3,623,428.*				
GA		<input checked="" type="checkbox"/>	Variable Life	1	\$195,000.0*				
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									

\* Amount includes additional premiums collected on policies issued before July, 2004.

**APPENDIX**

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD		<b>x</b>	Variable Life	3	\$31,945,831*				
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									

\* Amount include additional premiums collected on policies issued before July, 2004.

**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY	<input type="text"/>	<input type="text"/>						<input type="text"/>	<input type="text"/>
PR	<input type="text"/>	<input type="text"/>						<input type="text"/>	<input type="text"/>