

# SECURITIES AND EXCHANGE COMMISSION

## FORM 497

Definitive materials filed under paragraph (a), (b), (c), (d), (e) or (f) of Securities Act Rule 497

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### FILER

#### **GE LIFE & ANNUITY ASSURANCE CO II**

CIK: **804286** | IRS No.: **540283385** | State of Incorpor.: **VA** | Fiscal Year End: **1231**  
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Mailing Address  
*P. O. BOX 27601*  
*RICHMOND VA 23261-7601*

Business Address  
*6610 WEST BROAD ST*  
*P O BOX 2761-7601*  
*RICHMOND VA 23230*  
*804-2896815*

SUPPLEMENT DATED AUGUST 12, 2004 TO  
PROSPECTUS DATED APRIL 30, 2004 FOR  
FLEXIBLE PREMIUM SINGLE LIFE AND JOINT AND LAST  
SURVIVOR VARIABLE LIFE INSURANCE POLICIES

ISSUED BY

GE LIFE AND ANNUITY ASSURANCE COMPANY

THROUGH ITS

GE LIFE & ANNUITY SEPARATE ACCOUNT II

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

#### The Portfolios

Effective July 26, 2004, the name of the Merrill Lynch Variable Series Funds, Inc.--Merrill Lynch Small Cap Value V.I. Fund was changed to Merrill Lynch Variable Series Funds, Inc.--Merrill Lynch Value Opportunities V.I. Fund. Accordingly, all references in the prospectus to the "Merrill Lynch Small Cap Value V.I. Fund" will be changed to "Merrill Lynch Value Opportunities V.I. Fund (formerly, Merrill Lynch Small Cap Value V.I. Fund)."

Please refer to the prospectus and any prospectus supplements for the Merrill Lynch Variable Series Funds, Inc.--Merrill Lynch Value Opportunities V.I. Fund (formerly, Merrill Lynch Small Cap Value V.I. Fund) for additional information.

#### Portfolio Expenses

Effective August 1, 2004, the advisory fee for the Greenwich Street Series Fund--Salomon Brothers Variable Aggressive Growth Fund, which is calculated daily and paid monthly, was reduced from 0.75% of the Portfolio's average daily net assets to a fee calculated in accordance with a breakpoint schedule, which has a maximum advisory fee rate of 0.60%. Accordingly, the portfolio expenses for the Greenwich Street Series Fund--Salomon Brothers Variable Aggressive Growth Fund--Class II, which are disclosed in the Appendix to the prospectus, are revised as follows:

| Management Fees | 12b-1 Fees | Administrative Expenses | Other Expenses | Total Underlying Portfolio Expenses |
|-----------------|------------|-------------------------|----------------|-------------------------------------|
| 0.60%           | 0.25%      | 0.20%                   | 0.44%          | 1.49%                               |

Please refer to the prospectus and any prospectus supplements for the Greenwich

Street Series Fund --Salomon Brothers Variable Aggressive Growth Fund--Class II  
for additional information.