

# SECURITIES AND EXCHANGE COMMISSION

## FORM 497

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

Filing Date: **2012-04-30**  
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### FILER

#### **GENERAL AMERICAN SEPARATE ACCOUNT ELEVEN**

CIK:[806004](#) | IRS No.: [430285930](#) | State of Incorporation: **MO** | Fiscal Year End: **1231**  
Type: **497** | Act: **33** | File No.: [033-48550](#) | Film No.: [12791954](#)

#### Mailing Address

*GENERAL AMERICAN LIFE  
INSURANCE  
13045 TESSON FERRY  
ROAD  
ST LOUIS MO 63128*

#### Business Address

*13045 TESSON FERRY  
ROAD  
ST LOUIS MO 63128  
3144440649*

GENERAL AMERICAN LIFE INSURANCE COMPANY

Variable Life Insurance Policy  
(Destiny)

Supplement dated April 30, 2012  
to the Prospectus dated May 1, 2004

Flexible Premium  
Variable Life Insurance Policies  
(Variable Universal Life/Executive Benefit)

Supplement dated April 30, 2012  
to the Prospectuses dated May 1, 2002

Flexible Premium Joint and Last Survivor  
Variable Life Insurance Policy

Supplement dated April 30, 2012  
to the Prospectus dated May 1, 2002

Flexible Premium Variable Life Insurance Policies  
(VUL 95/VUL 100/VGSP/Russell VUL)

Supplement dated April 30, 2012  
to the Prospectuses dated May 1, 2000

This supplement updates certain information contained in the last full prospectus for each of the above-referenced variable life insurance policies, as annually and periodically supplemented. You should read and retain this supplement. We will send you an additional copy of the last full prospectus for your policy, without charge, on request. These policies are no longer available for sale.

General American Life Insurance Company is an indirect wholly-owned subsidiary of Metropolitan Life Insurance Company ("MetLife"). MetLife is a wholly-owned subsidiary of MetLife, Inc., a publicly-traded company. General American's Home Office is 13045 Tesson Ferry Road, St. Louis, Missouri 63128.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE POLICIES OR DETERMINED IF THIS SUPPLEMENT IS ACCURATE OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE SECURITIES AND EXCHANGE COMMISSION MAINTAINS A WEB SITE THAT CONTAINS MATERIAL INCORPORATED BY REFERENCE AND OTHER INFORMATION REGARDING REGISTRANTS THAT FILE ELECTRONICALLY WITH THE SECURITIES AND EXCHANGE COMMISSION. THE ADDRESS OF THE SITE IS [HTTP://WWW.SEC.GOV](http://www.sec.gov).

THE UNDERLYING FUND PROSPECTUSES MAY BE OBTAINED BY CALLING 1-800-638-9294.

WE DO NOT GUARANTEE HOW ANY OF THE DIVISIONS OR FUNDS WILL PERFORM. THE POLICIES AND THE FUNDS ARE NOT DEPOSITS OR OBLIGATIONS OF, OR GUARANTEED OR ENDORSED BY, ANY FINANCIAL INSTITUTION AND ARE NOT FEDERALLY INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION, THE FEDERAL RESERVE BOARD OR ANY OTHER GOVERNMENT AGENCY.

The Financial Industry Regulatory Authority ("FINRA") provides background information about broker-dealers and their registered representatives through FINRA BrokerCheck. You may contact the FINRA BrokerCheck Hotline at 1-800-289-9999, or log on to [www.finra.org](http://www.finra.org). An investor brochure that includes information describing FINRA BrokerCheck is available through the Hotline or on-line.

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THE COMPANY

General American is principally engaged in writing individual life insurance policies and annuity contracts. It is admitted to do business in 49 states, the District of Columbia, Puerto Rico, and in four Canadian provinces. The principal offices (Home Office) of General American are located at 13045 Tesson Ferry Road, St. Louis, Missouri 63128. The Administrative Office for various Policy transactions is as follows:

<TABLE>

<S> Premium Payments	<C> General American P.O. Box 790201 St. Louis, MO 63179-0201
Payment Inquires and Correspondence	General American P.O. Box 355 Warwick, RI 02887-0355
Beneficiary and Ownership Changes	General American P.O. Box 357 Warwick, RI 02887-0356
Surrenders, Loans, Withdrawals and Division Transfers	General American P.O. Box 356 Warwick, RI 02887-0356
Death Claims	General American P.O. Box 356 Warwick, RI 02887-0356
All Telephone Transactions and Inquiries	(800) 638-9294

</TABLE>

You may request an account transfer or reallocation of future premiums by written request (which may be telecopied) to our Administrative Office, by telephoning us, or over the Internet. To request a transfer or reallocation by telephone, you should contact your registered representative, or contact us at (800) 638-9294. To request a transfer or reallocation over the Internet, you may log on to our website at [www.genamerica.com](http://www.genamerica.com). We use reasonable procedures to confirm that instructions communicated by telephone, facsimile or Internet are genuine. Any telephone, facsimile or Internet instructions that we reasonably believe to be genuine will be your responsibility, including losses arising from any errors in the communication of instructions. However, because telephone and Internet transactions may be available to anyone who provides certain information about you and your Policy, you should protect that information. We may not be able to verify that you are the person providing telephone or Internet instructions, or that you have authorized any such person to act for you.

Telephone, facsimile, and computer systems (including the Internet) may not always be available. Any telephone, facsimile, or computer system, whether it is yours, your service provider's, your registered representative's, or ours, can experience outages or slowdowns for a variety of reasons. These outages or slowdowns may delay or prevent our processing of your request. Although we have taken precautions to help our systems handle heavy use, we cannot promise complete reliability under all circumstances. If you are experiencing problems, you should make your request by writing to our Administrative Office.

If you send premium payments or transaction requests to an address other than the one we have designated for receipt of such payments or requests, we may return the premium payment to you, or there may be a delay in applying the payment or transaction to your Policy.

#### THE SEPARATE ACCOUNT

The separate account consists of divisions, each of which corresponds to an underlying Fund. Each division may either make money or lose money. Therefore if you invest in a division of the separate account, you may either make money or lose money, depending on the investment experience of that division. There is no guaranteed rate of return in the separate account.

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The following chart shows the Funds that are available under the policy along with the name of the investment adviser, sub-adviser (where applicable) and investment objective of each Fund. The Funds have different investment goals and strategies. You should review the prospectus of each Fund, or seek professional guidance in determining which Fund(s) best meet your objectives.

NOTE: THE RUSSELL INVESTMENT FUNDS ARE NOT AVAILABLE TO DESTINY OR EXECUTIVE BENEFIT POLICIES. FOR ALL OTHER POLICIES, THE RUSSELL INVESTMENT FUNDS ARE ONLY AVAILABLE FOR POLICIES WITH AN ISSUE DATE PRIOR TO JANUARY 1, 2000.

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AMERICAN FUNDS INSURANCE SERIES(R) FUND	SUB-ADVISER	ADVISER: CAPITAL RESEARCH AND MANAGEMENT COMPANY INVESTMENT OBJECTIVE
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<S>	<C>	<C>
American Funds Global Small Capitalization Fund	N/A	Long-term growth of capital.
American Funds Growth Fund	N/A	Growth of capital.
American Funds Growth-Income Fund	N/A	Long-term growth of capital and income.
FIDELITY(R) VARIABLE INSURANCE PRODUCTS FUND	SUB-ADVISER	ADVISER: FIDELITY MANAGEMENT & RESEARCH COMPANY INVESTMENT OBJECTIVE
Equity-Income Portfolio	FMR Co., Inc.	Reasonable income. The fund will also consider the potential for capital appreciation. The fund's goal is to achieve a yield which exceeds the composite yield of securities comprising the S&P 500(R) Index.
Mid Cap Portfolio	FMR Co., Inc.	Long-term growth of capital.
JPMORGAN INSURANCE TRUST FUND	SUB-ADVISER	ADVISER: J.P. MORGAN INVESTMENT MANAGEMENT INC. INVESTMENT OBJECTIVE
JPMorgan Insurance Trust Core Bond Portfolio	N/A	To maximize total return by investing primarily in a diversified portfolio of intermediate- and long-term debt securities.
JPMorgan Insurance Trust Small Cap Core Portfolio	N/A	Capital growth over the long term.
MET INVESTORS SERIES TRUST FUND	SUB-ADVISER	ADVISER: METLIFE ADVISERS, LLC INVESTMENT OBJECTIVE
Clarion Global Real Estate Portfolio	CBRE Clarion Securities LLC (formerly ING Clarion Real Estate Securities LLC)	Total return through investment in real estate securities, emphasizing both capital appreciation and current income.
Harris Oakmark International Portfolio	Harris Associates L.P.	Long-term capital appreciation.
Invesco Small Cap Growth Portfolio	Invesco Advisers, Inc.	Long-term growth of capital.
Lazard Mid Cap Portfolio	Lazard Asset Management LLC	Long-term growth of capital.
Legg Mason ClearBridge Aggressive Growth Portfolio	ClearBridge Advisors, LLC	Capital appreciation.
Lord Abbett Bond Debenture Portfolio	Lord, Abbett & Co. LLC	High current income and the opportunity for capital appreciation to produce a high total return.

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Lord Abbett Mid Cap Value Portfolio	Lord, Abbett & Co. LLC	Capital appreciation through investments, primarily in equity securities, which are believed to be undervalued in the marketplace.
MFS(R) Research International Portfolio	Massachusetts Financial Services Company	Capital appreciation
Morgan Stanley Mid Cap Growth Portfolio	Morgan Stanley Investment Management Inc.	Capital appreciation.

PIMCO Total Return Portfolio	Pacific Investment Management Company LLC	Maximum total return, consistent with the preservation of capital and prudent investment management.
RCM Technology Portfolio	RCM Capital Management LLC	Capital appreciation; no consideration is given to income.
T. Rowe Price Large Cap Value Portfolio	T. Rowe Price Associates, Inc.	Long-term capital appreciation by investing in common stocks believed to be undervalued. Income is a secondary objective.
T. Rowe Price Mid Cap Growth Portfolio	T. Rowe Price Associates, Inc.	Long-term growth of capital.
METROPOLITAN SERIES FUND FUND ----	SUB-ADVISER -----	ADVISER: METLIFE ADVISERS, LLC INVESTMENT OBJECTIVE -----
Baillie Gifford International Stock Portfolio (formerly Artio International Stock Portfolio)	Baillie Gifford Overseas Limited/1/	Long-term growth of capital.
Barclays Capital Aggregate Bond Index Portfolio	MetLife Investment Advisors Company, LLC	To track the performance of the Barclays U.S. Aggregate Bond Index.
BlackRock Aggressive Growth Portfolio	BlackRock Advisors, LLC	Maximum capital appreciation.
BlackRock Bond Income Portfolio	BlackRock Advisors, LLC	A competitive total return primarily from investing in fixed-income securities.
BlackRock Diversified Portfolio	BlackRock Advisors, LLC	High total return while attempting to limit investment risk and preserve capital.
BlackRock Large Cap Value Portfolio	BlackRock Advisors, LLC	Long-term growth of capital.
BlackRock Legacy Large Cap Growth Portfolio	BlackRock Advisors, LLC	Long-term growth of capital.
BlackRock Money Market Portfolio/2/	BlackRock Advisors, LLC	A high level of current income consistent with preservation of capital.
Davis Venture Value Portfolio	Davis Selected Advisers, L.P./3/	Growth of capital.
Met/Artisan Mid Cap Value Portfolio	Artisan Partners Limited Partnership	Long-term capital growth.
MetLife Mid Cap Stock Index Portfolio	MetLife Investment Advisors Company, LLC	To track the performance of the Standard & Poor's MidCap 400(R) Composite Stock Price Index.
MetLife Stock Index Portfolio </TABLE>	MetLife Investment Advisors Company, LLC	To track the performance of the Standard & Poor's 500(R) Composite Stock Price Index.

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METROPOLITAN SERIES FUND FUND ----	SUB-ADVISER -----	ADVISER: METLIFE ADVISERS, LLC INVESTMENT OBJECTIVE -----
<S>	<C>	<C>
MFS(R) Total Return Portfolio	Massachusetts Financial Services Company	Favorable total return through investment in a diversified portfolio.
MFS(R) Value Portfolio	Massachusetts Financial Services Company	Capital appreciation.
MSCI EAFE(R) Index Portfolio (formerly Morgan Stanley EAFE(R) Index Portfolio)	MetLife Investment Advisors Company, LLC	To track the performance of the MSCI EAFE(R) Index.

Neuberger Berman Genesis Portfolio	Neuberger Berman Management LLC	High total return, consisting principally of capital appreciation.
Russell 2000(R) Index Portfolio	MetLife Investment Advisors Company, LLC	To track the performance of the Russell 2000(R) Index.
T. Rowe Price Large Cap Growth Portfolio	T. Rowe Price Associates, Inc.	Long-term growth of capital and, secondarily, dividend income.
T. Rowe Price Small Cap Growth Portfolio	T. Rowe Price Associates, Inc.	Long-term capital growth.
Van Eck Global Natural Resources Portfolio	Van Eck Associates Corporation	Long-term capital appreciation with income as a secondary consideration.
Western Asset Management U.S. Government Portfolio	Western Asset Management Company	To maximize total return consistent with preservation of capital and maintenance of liquidity.

RUSSELL INVESTMENT FUNDS FUND	SUB-ADVISER	ADVISER: RUSSELL INVESTMENT MANAGEMENT COMPANY	INVESTMENT OBJECTIVE
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Aggressive Equity Fund	N/A		To provide long term capital growth.
Core Bond Fund	N/A		To provide current income, and as a secondary objective, capital appreciation.
Multi-Style Equity Fund	N/A		To provide long term capital growth.
Non-U.S. Fund	N/A		To provide long term capital growth.
VAN ECK VIP TRUST FUND	SUB-ADVISER	ADVISER: VAN ECK ASSOCIATES CORPORATION	INVESTMENT OBJECTIVE
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Van Eck VIP Emerging Markets Fund	N/A		Long-term capital appreciation by investing primarily in equity securities in emerging markets around the world.

</TABLE>

/1/Prior to February 1, 2012, Artio Global Management LLC was the sub-adviser to the Portfolio.

/2/An investment in the BlackRock Money Market Portfolio is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Although the Portfolio seeks to preserve the value of your investment at \$100 per share, it is possible to lose money by investing in the Portfolio. During extended periods of low interest rates, the yields of the Division investing in the BlackRock Money Market Portfolio may become extremely low and possibly negative.

/3/Davis Selected Advisers, L.P. may also delegate any of its responsibilities to Davis Selected Advisers--NY, Inc., a wholly-owned subsidiary.

FOR MORE INFORMATION REGARDING THE FUNDS AND THEIR INVESTMENT ADVISERS AND SUB-ADVISERS, SEE THE FUND PROSPECTUSES AND THEIR STATEMENTS OF ADDITIONAL INFORMATION, WHICH YOU CAN OBTAIN BY CALLING 1-800-638-9294.

#### OTHER FUNDS AND SHARE CLASSES

Some of the Funds offer various classes of shares, each of which has a different level of expenses. The prospectuses for the Funds may provide information for share classes that are not available through the Policy. When you consult the prospectus for any Fund, you should be careful to refer to only the information regarding the class of shares that is available through the Policy. For the JPMorgan Insurance Trust, we offer Class 1 shares; for Fidelity Variable Insurance Products and the Van Eck VIP Trust, we offer Initial Class shares; for the Metropolitan Series Fund, Inc., we offer Class A shares; for the Met Investors Series Trust, we offer Class A shares; and for the American Funds Insurance Series, we offer Class 2 shares.

#### CHARGES AND DEDUCTIONS

Charges will be deducted in connection with the Policy to compensate the Company for providing the insurance benefits set forth in the Policy and any

additional benefits added by rider, administering the Policies, incurring expenses in distributing the Policies, and assuming certain risks in connection with the Policy. We may profit from one or more of the charges deducted under the Policy, including the cost of insurance charge. We may use these profits for any corporate purpose.

The following table shows the minimum and maximum total operating expenses charged by the Funds for the fiscal year ended December 31, 2011. Expenses of the Funds may be higher or lower in the future. Certain Funds may impose a redemption fee in the future. More detail concerning each Fund's fees and expenses is contained in the table that follows and in the prospectus for each Fund.

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	MINIMUM	MAXIMUM
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<S>	<C>	<C>
TOTAL ANNUAL FUND OPERATING EXPENSES (expenses that are deducted from Fund assets, including management fees, distribution and/or service (12b-1) fees, and other expenses).....	0.27%	1.26%

The following table describes the annual operating expenses for each Fund for the year ended December 31, 2011, before and after any applicable contractual fee waivers and expense reimbursements.

ANNUAL FUND OPERATING EXPENSES (AS A PERCENTAGE OF AVERAGE NET ASSETS)

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	MANAGEMENT FEE	DISTRIBUTION AND/OR SERVICE (12B-1) FEES	OTHER EXPENSES	ACQUIRED FUND FEES AND EXPENSES	TOTAL ANNUAL OPERATING EXPENSES	CONTRACTUAL FEE WAIVER AND/OR REIMBURSEMENT	NET TOTAL ANNUAL OPERATING EXPENSES
	-----	-----	-----	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
AMERICAN FUNDS INSURANCE							
SERIES(R) -- CLASS 2							
American Funds Global Small Capitalization Fund.....	0.70%	0.25%	0.04%	--	0.99%	--	0.99%
American Funds Growth Fund.....	0.32%	0.25%	0.02%	--	0.59%	--	0.59%
American Funds Growth-Income Fund.....	0.27%	0.25%	0.01%	--	0.53%	--	0.53%
FIDELITY(R) VARIABLE INSURANCE							
PRODUCTS -- INITIAL CLASS							
Equity-Income Portfolio.....	0.46%	--	0.10%	--	0.56%	--	0.56%
Mid Cap Portfolio.....	0.56%	--	0.10%	--	0.66%	--	0.66%
JPMORGAN INSURANCE TRUST -- CLASS I							
JPMorgan Insurance Trust Core Bond Portfolio.....	0.40%	--	0.22%	--	0.62%	0.02%	0.60%
JPMorgan Insurance Trust Small Cap Core Portfolio.....	0.65%	--	0.39%	0.01%	1.05%	0.01%	1.04%

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	MANAGEMENT FEE	DISTRIBUTION AND/OR SERVICE (12B-1) FEES	OTHER EXPENSES	ACQUIRED FUND FEES AND EXPENSES	TOTAL ANNUAL OPERATING EXPENSES	CONTRACTUAL FEE WAIVER AND/OR REIMBURSEMENT	NET TOTAL ANNUAL OPERATING EXPENSES
	-----	-----	-----	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
MET INVESTORS SERIES TRUST -- CLASS A							
Clarion Global Real Estate Portfolio.....	0.61%	--	0.06%	--	0.67%	--	0.67%
Harris Oakmark International Portfolio...	0.77%	--	0.08%	--	0.85%	0.02%	0.83%
Invesco Small Cap Growth Portfolio.....	0.85%	--	0.03%	--	0.88%	0.02%	0.86%
Lazard Mid Cap Portfolio.....	0.69%	--	0.06%	--	0.75%	--	0.75%
Legg Mason ClearBridge Aggressive Growth Portfolio.....	0.62%	--	0.03%	--	0.65%	--	0.65%
Lord Abbett Bond Debenture Portfolio.....	0.50%	--	0.04%	--	0.54%	--	0.54%
Lord Abbett Mid Cap Value Portfolio.....	0.67%	--	0.06%	--	0.73%	0.02%	0.71%

MFS(R) Research International Portfolio..	0.68%	--	0.09%	--	0.77%	0.06%	0.71%
Morgan Stanley Mid Cap Growth Portfolio.....	0.65%	--	0.07%	--	0.72%	0.01%	0.71%
PIMCO Total Return Portfolio.....	0.48%	--	0.03%	--	0.51%	--	0.51%
RCM Technology Portfolio.....	0.88%	--	0.07%	--	0.95%	--	0.95%
T. Rowe Price Large Cap Value Portfolio..	0.57%	--	0.02%	--	0.59%	--	0.59%
T. Rowe Price Mid Cap Growth Portfolio...	0.75%	--	0.03%	--	0.78%	--	0.78%
METROPOLITAN SERIES FUND -- CLASS A							
Baillie Gifford International Stock Portfolio.....	0.83%	--	0.12%	--	0.95%	0.10%	0.85%
Barclays Capital Aggregate Bond Index Portfolio.....	0.25%	--	0.03%	--	0.28%	0.01%	0.27%
BlackRock Aggressive Growth Portfolio....	0.73%	--	0.04%	--	0.77%	--	0.77%
BlackRock Bond Income Portfolio.....	0.34%	--	0.03%	--	0.37%	0.01%	0.36%
BlackRock Diversified Portfolio.....	0.46%	--	0.05%	--	0.51%	--	0.51%
BlackRock Large Cap Value Portfolio.....	0.63%	--	0.03%	--	0.66%	0.03%	0.63%
BlackRock Legacy Large Cap Growth Portfolio.....	0.71%	--	0.02%	--	0.73%	0.01%	0.72%
BlackRock Money Market Portfolio.....	0.33%	--	0.02%	--	0.35%	0.01%	0.34%
Davis Venture Value Portfolio.....	0.70%	--	0.03%	--	0.73%	0.05%	0.68%
Jennison Growth Portfolio.....	0.62%	--	0.02%	--	0.64%	0.07%	0.57%
Met/Artisan Mid Cap Value Portfolio.....	0.81%	--	0.03%	--	0.84%	--	0.84%
MetLife Mid Cap Stock Index Portfolio....	0.25%	--	0.05%	0.02%	0.32%	0.00%	0.32%
MetLife Stock Index Portfolio.....	0.25%	--	0.02%	--	0.27%	0.01%	0.26%
MFS(R) Total Return Portfolio.....	0.54%	--	0.05%	--	0.59%	--	0.59%
MFS(R) Value Portfolio.....	0.70%	--	0.03%	--	0.73%	0.13%	0.60%
MSCI EAFE(R) Index Portfolio.....	0.30%	--	0.11%	0.01%	0.42%	0.00%	0.42%
Neuberger Berman Genesis Portfolio.....	0.82%	--	0.04%	--	0.86%	0.01%	0.85%
Russell 2000(R) Index Portfolio.....	0.25%	--	0.06%	0.08%	0.39%	0.00%	0.39%
T. Rowe Price Large Cap Growth Portfolio.....	0.60%	--	0.04%	--	0.64%	0.01%	0.63%
T. Rowe Price Small Cap Growth Portfolio.....	0.49%	--	0.06%	--	0.55%	--	0.55%
Van Eck Global Natural Resources Portfolio.....	0.78%	--	0.04%	0.02%	0.84%	--	0.84%
Western Asset Management U.S. Government Portfolio.....	0.47%	--	0.02%	--	0.49%	0.01%	0.48%

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<TABLE>  
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	DISTRIBUTION AND/OR SERVICE (12B-1) FEE			ACQUIRED FUND FEES AND EXPENSES	TOTAL ANNUAL OPERATING EXPENSES	CONTRACTUAL FEE WAIVER AND/OR EXPENSE REIMBURSEMENT	NET TOTAL ANNUAL OPERATING EXPENSES
	MANAGEMENT FEE	SERVICE (12B-1) FEES	OTHER EXPENSES				
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
RUSSELL INVESTMENT FUNDS							
Aggressive Equity Fund.....	0.90%	--	0.18%	--	1.08%	0.05%	1.03%
Core Bond Fund.....	0.55%	--	0.18%	--	0.73%	0.05%	0.68%
Multi-Style Equity Fund.....	0.73%	--	0.12%	--	0.85%	--	0.85%
Non-U.S. Fund.....	0.90%	--	0.20%	--	1.10%	0.05%	1.05%
VAN ECK VIP TRUST -- INITIAL CLASS							
Van Eck VIP Emerging Markets Fund..	1.00%	--	0.26%	--	1.26%	0.00%	1.26%

The Net Total Annual Operating Expenses shown in the table reflect contractual arrangements currently in effect under which the investment advisers of certain Funds have agreed to waive fees and/or pay expenses of the Funds until at least April 30, 2013. In the table, "0.00%" in the Contractual Fee Waiver and/or Expense Reimbursement column indicates that there is a contractual arrangement in effect for that Fund, but the expenses of the Fund are below the level that would trigger the waiver or reimbursement. The Net Total Annual Operating Expenses shown do not reflect voluntary waiver or expense reimbursement arrangements or arrangements that terminate prior to April 30, 2013. The Funds provided the information on their expenses, and we have not independently verified the information.

#### POLICY RIGHTS

#### TRANSFERS

The following paragraphs in this section have been revised.



The Funds may have adopted their own policies and procedures with respect to market timing transactions in their respective shares, and we reserve the right to enforce these policies and procedures. For example, the Funds may assess a redemption fee (which we reserve the right to collect) on shares held for a relatively short period. The prospectuses for the Funds describe any such policies and procedures, which may be more or less restrictive than the policies and procedures we have adopted. Although we may not have the contractual authority or the operational capacity to apply the market timing policies and procedures of the Funds, we have entered into a written agreement, as required by SEC regulation, with each Fund or its principal underwriter that obligates us to provide to the Fund promptly upon request certain information about the trading activity of individual owners, and to execute instructions from the Fund to restrict or prohibit further purchases or transfers by specific owners who violate the frequent trading policies established by the Fund.

In addition, owners and other persons with interests in the Policies should be aware that the purchase and redemption orders received by the Funds generally are "omnibus" orders from intermediaries such as retirement plans or separate accounts funding variable insurance contracts. The omnibus orders reflect the aggregation and netting of multiple orders from individual owners of variable insurance contracts and/or individual retirement plan participants. The omnibus nature of these orders may limit the Funds in their ability to apply their market timing policies and procedures. In addition, the other insurance companies and/or retirement plans may have different policies and procedures or may not have any such policies and procedures because of contractual limitations. For these reasons, we cannot guarantee that the Funds (and thus owners) will not be harmed by transfer activity relating to other insurance companies and/or retirement plans that may invest in the Funds. If a Fund believes that an omnibus order reflects one or more transfer requests from owners engaged in disruptive trading activity, the Fund may reject the entire omnibus order.

In accordance with applicable law, we reserve the right to modify or terminate the transfer privilege at any time. We also reserve the right to defer or restrict the transfer privilege at any time that we are unable to purchase or redeem shares of any of the Funds, including any refusal or restriction on purchases or redemptions of their

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shares as a result of their own policies and procedures on market timing and disruptive trading activities (even if an entire omnibus order is rejected due to the market timing or disruptive trading activity of a single owner). You should read the Fund prospectuses for more details.

#### SEPARATE ACCOUNT CHARGES

We will waive the following amount of the Mortality and Expense Risk Charge: the amount, if any, equal to the underlying fund expenses that are in excess of 0.68% for the Division investing in the Jennison Growth Portfolio, and that are in excess of 0.88% for the Division investing in the MFS Research International Portfolio.

#### THE GENERAL ACCOUNT

#### TRANSFERS, SURRENDERS, PARTIAL WITHDRAWALS AND POLICY LOANS

The following is added to this section:

Although we are not currently limiting transfers from the General Account to the greater of 25% of the Policy's Cash Surrender Value in the General Account or the previous Policy Year's Maximum Amount, it is important to note that if we impose this limit, it could take a number of years to fully transfer a current balance from the General Account to the Divisions of the Separate Account. You should keep this in mind when considering whether an allocation of Cash Value to the General Account is consistent with your risk tolerance and time horizon.

#### FEDERAL TAX MATTERS

#### INTRODUCTION

The following summary provides a general description of the Federal income tax considerations associated with the Policy and does not purport to be complete or to cover all situations. The summary does not address state, local or foreign tax issues related to the Policy. This discussion is not intended as tax advice. Counsel or other competent tax advisers should be consulted for

more complete information. This discussion is based upon General American's understanding of the present Federal income tax laws as they are currently interpreted by the Internal Revenue Service. No representation is made as to the likelihood of continuation of the present Federal income tax laws or of the current interpretations by the Internal Revenue Service.

IRS CIRCULAR 230 NOTICE: The tax information contained herein is not intended to (and cannot) be used by anyone to avoid IRS penalties. It is intended to support the sale of the Policy. The Policy Owner should seek tax advice based on the Policy Owner's particular circumstances from an independent tax adviser.

#### TAX STATUS OF THE POLICY

In order to qualify as a life insurance contract for Federal income tax purposes and to receive the tax treatment normally accorded life insurance contracts under Federal tax law, a Policy must satisfy certain requirements which are set forth in the Internal Revenue Code. Guidance as to how these requirements are to be applied is limited, in particular, with respect to joint and last survivor life insurance policies. Nevertheless, we believe that the Policies should satisfy the applicable requirements. However, the rules are not entirely clear with respect to Policies issued on a substandard or guaranteed issue basis. We may take appropriate steps to bring the Policy into compliance with applicable requirements, and we reserve the right to restrict Policy transactions in order to do so. The insurance proceeds payable on the death of the insured will never be less than the minimum amount required for the Policy to be treated as life insurance under section 7702 of the Internal Revenue Code, as in effect on the date the Policy was issued.

In some circumstances, owners of variable contracts who retain excessive control over the investment of the underlying separate account assets may be treated as the owners of those assets. Although published guidance in this area does not address certain aspects of the Policies, we believe that the Owner of a Policy should not be treated as the owner of the Separate Account assets. We reserve the right to modify the Policies to bring them into

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conformity with applicable standards should such modification be necessary to prevent Owners of the Policies from being treated as the owners of the underlying Separate Account assets.

In addition, the Code requires that the investments of the Separate Account be "adequately diversified" in order for the Policies to be treated as life insurance contracts for Federal income tax purposes. It is intended that the Separate Account, through the Eligible Funds, will satisfy these diversification requirements. If Eligible Fund shares are sold directly to either non-qualified plans or to tax-qualified retirement plans that later lose their tax qualified status, there may be adverse consequences under the diversification rules.

The following discussion assumes that the Policy will qualify as a life insurance contract for Federal income tax purposes.

**TAX TREATMENT OF POLICY BENEFITS.** In general, the proceeds and Cash Value increases of a Policy should be treated in a manner consistent with a fixed-benefit life insurance policy for Federal income tax purposes. Thus, the death benefit under the Policy should be excludable from the gross income of the Beneficiary to the extent provided in under Section 101 of the Code. In the case of employer-owned life insurance as defined in Section 101(j), the amount of the death benefit excludable from gross income is limited to premiums paid unless the Policy falls within certain specified exceptions and a notice and consent requirement is satisfied before the Policy is issued. Certain specified exceptions are based on the status of an employee as highly compensated or recently employed. There are also exceptions for Policy proceeds paid to an employee's heirs. These exceptions only apply if proper notice is given to the insured employee and consent is received from the insured employee before the issuance of the Policy. These rules apply to Policies issued August 18, 2006 and later and also apply to policies issued before August 18, 2006 after a material increase in the death benefit or other material change. An IRS reporting requirement applies to employer-owned life insurance subject to these rules. Because these rules are complex and will affect the tax treatment of death benefits, it is advisable to consult tax counsel. The death benefit will also be taxable in the case of a transfer-for-value unless certain exceptions apply.

Many changes or transactions involving a Policy may have tax consequences, depending on the circumstances. Such changes include, but are not limited to, the exchange of the Policy, a change of the Policy's Face Amount, a Policy

Loan, an additional premium payment, a Policy lapse with an outstanding Policy Loan, a partial withdrawal, or a surrender of the Policy. The transfer of the Policy or designation of a Beneficiary may have Federal, state, and/or local transfer and inheritance tax consequences, including the imposition of gift, estate, and generation-skipping transfer taxes. For example, the transfer of the Policy to, or the designation as a Beneficiary of, or the payment of proceeds to, a person who is assigned to a generation which is two or more generations below the generation assignment of the Owner may have generation skipping transfer tax consequences under Federal tax law. The individual situation of each Owner or Beneficiary will determine the extent, if any, to which Federal, state, and local transfer and inheritance taxes may be imposed and how ownership or receipt of Policy proceeds will be treated for purposes of Federal, state and local estate, inheritance, generation skipping and other taxes.

A Policy may also be used in various arrangements, including non-qualified deferred compensation or salary continuation plans, split dollar insurance plans, executive bonus plans, retiree medical benefit plans and others. The tax consequences of such plans may vary depending on the particular facts and circumstances of each individual arrangement. Therefore, if you are contemplating the use of a Policy in any arrangement the value of which depends in part on its tax consequences, you should be sure to consult a qualified tax adviser regarding the tax attributes of the particular arrangement.

Generally, the Owner will not be deemed to be in constructive receipt of the Policy's Cash Value, including increments thereof, under the Policy until there is a distribution. Under a complete surrender or lapse of any Policy, if the amount received plus the amount of outstanding Indebtedness exceeds the total investments in the Policy, the excess will generally be treated as ordinary income subject to tax. The tax consequences of other distributions from, and Policy Loans taken from or secured by, a Policy depend upon whether the Policy is classified as a "modified endowment contract".

MODIFIED ENDOWMENT CONTRACTS. A policy may be treated as a modified endowment contract depending upon the amount of premiums paid in relation to the death benefit provided under such Policy. The premium limitation rules for determining whether a Policy is a modified endowment contract are extremely complex. In

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general, however, a Policy will be a modified endowment contract if the accumulated premiums paid at any time during the first seven Policy Years exceed the sum of the net level premiums which would have been paid on or before such time if the Policy provided for paid-up future benefits after the payment of seven level annual premiums.

In addition, if a Policy is "materially changed" it may cause such Policy to be treated as a modified endowment contract. The material change rules for determining whether a Policy is a modified endowment contract are also extremely complex. In general, however, the determination of whether a Policy will be a modified endowment contract after a material change generally depends upon the relationship among the death benefit at the time of such change, the Cash Value at the time of the change and the additional premiums paid in the seven Policy Years starting with the date on which the material change occurs.

Moreover, a life insurance contract received in exchange for a life insurance contract classified as a modified endowment contract will also be treated as a modified endowment contract. A reduction in a Policy's benefits may also cause such Policy to become a modified endowment contract.

Accordingly, a prospective Owner should contact a competent tax adviser before purchasing a Policy to determine the circumstances under which the Policy would be a modified endowment contract. In addition, an Owner should contact a competent tax adviser before paying any additional premiums or making any other change to, including an exchange of, a Policy to determine whether such premium or change would cause the Policy (or the new Policy in the case of an exchange) to be treated as a modified endowment contract.

NOTE: MOST DESTINY POLICIES WERE MODIFIED ENDOWMENT CONTACTS FROM THE DATE OF ISSUE, THEREFORE, DISTRIBUTIONS FROM MOST DESTINY POLICIES ARE TAXED AS FOLLOWS:

DISTRIBUTIONS FROM POLICIES CLASSIFIED AS MODIFIED ENDOWMENT CONTRACT. Policies classified as modified endowment contracts will be subject to the following tax rules: First, all distributions, including distributions upon surrender, from such a Policy are treated as ordinary income subject to tax up to the amount equal to the excess (if any) of the Cash Value immediately before the distribution over the investment in the Policy (described below) at such time. Second, Policy Loans taken from, or secured by, such a Policy, as

well as due but unpaid interest thereon, are treated as distributions from such a Policy and taxed accordingly. Third, a 10 percent additional income tax is imposed on the portion of any distribution from, or Policy Loan taken from or secured by, such a Policy that is included in income, except where the distribution or Policy Loan (a) is made on or after the Owner attains age 59 1/2, (b) is attributable to the Owner's becoming disabled, or (c) is part of a series of substantially equal periodic payments for the life (or life expectancy) of the Owner or the joint lives (or joint life expectancies) of the Owner and the Owner's Beneficiary. The foregoing exceptions to the 10 percent additional income tax will generally not apply to a corporate Policy Owner.

**DISTRIBUTIONS FROM POLICIES NOT CLASSIFIED AS MODIFIED ENDOWMENT CONTRACT.** Distributions from Policies not classified as a modified endowment contracts are generally treated as first recovering the investment in the Policy (described below) and then, only after the return of all such investment in the Policy, as distributing taxable income. An exception to this general rule occurs in the case of a decrease in the Policy's death benefit (possibly including a partial withdrawal) or any other change that reduces benefits under the Policy in the first 15 years after the Policy is issued and that results in cash distribution to the Owner in order for the Policy to continue complying with the Section 7702 definitional limits. Such a cash distribution will be taxed in whole or in part as ordinary income (to the extent of any gain in the Policy) under rules prescribed in Section 7702.

Policy Loans from, or secured by, a Policy that is not a modified endowment contract should generally not be treated as distributions. Instead, such loans should generally be treated as indebtedness of the Owner. However, because the tax consequences associated with Policy Loans are not always clear, in particular, with respect to Policy Loans outstanding after the tenth Policy year, you should consult a tax adviser prior to taking any Policy Loan.

Upon a complete surrender or lapse of a Policy that is not a modified endowment contract, if the amount received plus the amount of indebtedness exceeds the total investment in the Policy, the excess will generally be treated as ordinary income subject to tax.

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Neither distributions (including distributions upon surrender or lapse) nor Policy Loans from, or secured by, a Policy that is not a modified endowment contract are subject to the 10 percent additional income tax.

If a Policy which is not a modified endowment contract subsequently becomes a modified endowment contract, then any distribution made from the Policy within two years prior to the date of such change in status may become taxable.

**POLICY LOANS.** Generally, interest paid on any loan under a life insurance Policy is not deductible. AN OWNER SHOULD CONSULT A COMPETENT TAX ADVISER IF THE DEDUCTIBILITY OF LOAN INTEREST IS A CONSIDERATION IN THE PURCHASE OF A POLICY. If a Policy Loan is outstanding when a Policy is canceled or lapses, the amount of the outstanding Indebtedness will be added to the amount distributed and will be taxed accordingly.

**INVESTMENT IN THE POLICY.** Investment in the Policy means (i) the aggregate amount of any premiums or other consideration paid for a Policy, minus (ii) the aggregate amount received under the Policy which is excluded from gross income of the Owner (except that the amount of any Policy Loan from, or secured by, a Policy that is a modified endowment contract, to the extent such amount is excluded from gross income, will be disregarded), plus (iii) the amount of any Policy Loan from, or secured by, a Policy that is a modified endowment contract to the extent that such amount is included in the gross income of the Owner.

**MULTIPLE POLICES.** All modified endowment contracts that are issued by the Company (or its affiliates) to the same Owner during any calendar year are treated as one modified endowment contract for purposes of determining the amount includible in gross income under Section 72(e) of the Code.

**LIFE INSURANCE PURCHASES BY NONRESIDENT ALIENS AND FOREIGN CORPORATIONS.** Policy Owners that are not U.S. citizens or residents will generally be subject to U.S. Federal withholding tax on taxable distributions from life insurance policies at a 30% rate, unless a lower treaty rate applies. In addition, Policy Owners may be subject to state and/or municipal taxes and taxes that may be imposed by the Policy Owner's country of citizenship or residence.

**WITHHOLDING.** To the extent that Policy distributions are taxable, they are generally subject to withholding for the recipient's Federal income tax liability. Recipients can generally elect, however, not to have tax withheld from distributions.

ESTATE, GIFT AND GENERATION-SKIPPING TRANSFER TAXES. The transfer of the Policy or the designation of a beneficiary may have Federal, state, and/or local transfer and inheritance tax consequences, including the imposition of gift, estate, and generation-skipping transfer taxes. When the insured dies, the death proceeds will generally be includable in the Policy Owner's estate for purposes of the Federal estate tax if the Policy Owner was the insured, retained incidents of ownership at death, or made a gift transfer of the Policy within 3 years of death. If the Policy Owner was not the insured, the fair market value of the Policy would be included in the Policy Owner's estate upon the Policy Owner's death.

Moreover, under certain circumstances, the Internal Revenue Code may impose a "generation-skipping transfer tax" when all or part of a life insurance policy is transferred to, or a death benefit is paid to, an individual two or more generations younger than the Policy Owner. Regulations issued under the Internal Revenue Code may require us to deduct the tax from your Policy, or from any applicable payment, and pay it directly to the IRS.

Qualified tax advisers should be consulted concerning the estate and gift tax consequences of Policy ownership and distributions under Federal, state and local law. The individual situation of each Policy Owner or beneficiary will determine the extent, if any, to which Federal, state, and local transfer and inheritance taxes may be imposed and how ownership or receipt of Policy proceeds will be treated for purposes of Federal, state and local estate, inheritance, generation-skipping and other taxes.

Under previous law, the estate tax applicable exclusion gradually rose to \$3.5 million per person in 2009 and was repealed in 2010 with a modified carryover basis for heirs. The Tax Relief, Unemployment Insurance Reauthorization, and Job Creation Act of 2010 (the "2010 Act") has reinstated the estate and generation-skipping transfer taxes through the end of 2012 with lower top rates and larger exemptions. The 2010 Act raises the applicable exclusion amount to \$5,000,000. The top tax rate is set at 35%. A special irrevocable election was provided for estates of decedents who died in 2010. These estates may generally choose between the reinstated estate tax and the carryover basis rules which were in effect in 2010.

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It is not known if Congress will make the temporary changes of the 2010 Act permanent, enact permanent repeal of the estate and the generation-skipping transfer taxes or otherwise modify the estate tax or generation-skipping transfer tax rules for years after 2012. Absent Congressional action, the law governing estate, gift and generation-skipping transfer taxes will revert on January 1, 2013 to the law that was in place on June 7, 2001.

The complexity of the tax law, along with uncertainty as to how it might be modified in coming years, underscores the importance of seeking guidance from a qualified adviser to help ensure that your estate plan adequately addresses your needs and those of your beneficiaries under all possible scenarios.

CONTINUATION OF POLICY BEYOND ATTAINED AGE 100. The tax consequences of continuing the Policy beyond the Insured's Attained Age 100 birthday are unclear. You should consult a tax adviser if you intend to keep the Policy in force beyond the Insured's Attained Age 100.

GUIDANCE ON SPLIT DOLLAR PLANS. The IRS has issued guidance on split dollar insurance plans. A tax adviser should be consulted with respect to this guidance if your Policy is, or may become, subject to a split dollar insurance plan. If your Policy is part of an equity split dollar arrangement taxed under the economic benefit regime, there is a risk that some portion of the Policy cash value may be taxed prior to any Policy distribution.

In addition, the Sarbanes-Oxley Act of 2002 (the "Act") which was signed into law on July 30, 2002, prohibits, with exceptions, publicly-traded companies, including non-U.S. companies that have securities listed on U.S. exchanges, from extending, directly or indirectly or through a subsidiary, many types of personal loans to their directors or executive officers. It is possible that this prohibition may be interpreted to apply to split-dollar life insurance arrangements for directors and executive officers of such companies, since such arrangements can arguably be viewed as involving a loan from the employer for at least some purposes.

Any affected business contemplating the payment of a premium on an existing Policy or the purchase of new Policy in connection with a split-dollar life insurance arrangement should consult legal counsel.

Split dollar insurance plans that provide deferred compensation may be

subject to recently enacted rules governing deferred compensation arrangements. Failure to adhere to these rules will result in adverse tax consequences. A tax adviser should be consulted with respect to such plans.

ALTERNATIVE MINIMUM TAX. There may also be an indirect tax upon the income in the Policy or the proceeds of a Policy under the Federal corporate alternative minimum tax, if the Owner is subject to that tax.

PUERTO RICO. We believe that Policies subject to Puerto Rican tax law will generally receive treatment similar, with certain modifications, to that described above. Among other differences, Policies governed by Puerto Rican tax law are not currently subject to the rules described above regarding Modified Endowment Contracts. You should consult your tax adviser with respect to Puerto Rican tax law governing the Policies.

POSSIBLE TAX LAW CHANGES. Although the likelihood of legislative changes is uncertain, there is always the possibility that the tax treatment of the Policy could change by legislation or otherwise. Consult a tax adviser with respect to legislative developments and their effect on the Policy.

FOREIGN TAX CREDITS. To the extent permitted under Federal tax law, we may claim the benefit of certain foreign tax credits attributable to taxes paid by certain Eligible Funds to foreign jurisdictions.

POSSIBLE CHARGE FOR TAXES. At the present time, the Company makes no charge to the Separate Account for any Federal, state, or local taxes (as opposed to Premium Tax Charges which are deducted from premium payments) that it incurs which may be attributable to such Separate Account or to the Policies. The Company, however, reserves the right in the future to make a charge for any such tax or other economic burden resulting from the application of the tax laws that it determines to be properly attributable to the Separate Account or to the Policies.

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#### MANAGEMENT

The directors and executive officers of General American Life Insurance Company and their principal business experience are:

#### DIRECTORS OF GENERAL AMERICAN

<TABLE>

<CAPTION>

NAME AND PRINCIPAL BUSINESS ADDRESS

PRINCIPAL BUSINESS EXPERIENCE

<C>

<S>

Michael K. Farrell/(2)/	Chairman of the Board, President and Chief Executive Officer of General American since 2009 and Executive Vice President of Metropolitan Life Insurance Company since 2005. Formerly Director of General American 2004-2009.
Peter M. Carlson/(1)/	Director, Executive Vice President and Chief Accounting Officer of General American since 2009 and Executive Vice President and Chief Accounting Officer of Metropolitan Life Insurance Company since 2009. Formerly Executive Vice President and Corporate Controller of Wachovia Corporation 2006-2009.
Paul G. Cellupica/(1)/	Director of General American since 2011 and Chief Counsel of Metropolitan Life since 2004.
Todd B. Katz/(3)/	Director of General American since 2009 and Executive Vice President of Metropolitan Life Insurance Company since 2010. Formerly Senior Vice President of Metropolitan Life Insurance Company 2005-2009.
Paul A. LaPiana/(4)/	Director of General American since 2010 and Senior Vice President of Metropolitan Life since 2008. Formerly Director (Officer) of Metropolitan Life 2003-2008.
Maria R. Morris/(1)/	Director of General American since 2009 and Executive Vice President, Technology and Operations of Metropolitan Life Insurance Company since 2008. Formerly Executive Vice President of Metropolitan Life 2005-2008.
Eric T. Steigerwalt/(3)/	Director of General American since 2007 and Executive Vice President and Chief Financial Officer of Metropolitan Life Insurance Company since 2011. Formerly Senior Vice President and Treasurer of General American 2007-2009 and Executive Vice President 2010-2011, Senior Vice President and Treasurer 2007-2009 of Metropolitan Life.

Stanley J. Talbi/(1)/

Director of General American since 2002 and Executive Vice President of Metropolitan Life Insurance Company since 2005.

</TABLE>

EXECUTIVE OFFICERS OF GENERAL AMERICAN OTHER THAN DIRECTORS

<TABLE>

<CAPTION>

NAME AND PRINCIPAL BUSINESS ADDRESS

PRINCIPAL BUSINESS EXPERIENCE

<C>

<S>

Anne M. Belden/(7)/

Vice President--Finance of General American since 2010 and Assistant Vice President and Actuary of Metropolitan Life Insurance Company since 2010. Formerly Actuary of Metropolitan Life Insurance Company 2004-2010.

William D. Cammarata/(5)/

Senior Vice President of General American since 2007 and Senior Vice President, Financial Operations of Metropolitan Life Insurance Company since 2007. Formerly Assistant Secretary of General American 2002-2007 and Vice President and Deputy Controller of Metropolitan Life 1991-2007.

Marlene B. Debel/(1)/

Senior Vice President and Treasurer of General American since 2011 and Senior Vice President and Treasurer of Metropolitan Life Insurance Company since 2011. Formerly Global Head of Liquidity Risk Management and Rating Agency Relations of Bank of America 2009-2011 and Assistant Treasurer and Head of Corporate Finance and Liquidity Risk Management of Merrill Lynch & Co., Inc. 1989-2008 (Merrill Lynch was acquired by Bank of America in January of 2009).

Robin Lenna/(6)/

Executive Vice President of General American since 2011 and Executive Vice President of Metropolitan Life Insurance Company since 2010. Formerly Senior Vice President of Metropolitan Life Insurance Company 2004-2010.

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(1)/The principal business address is 1095 Avenue of the Americas, New York, NY 10036.

(2)/The principal business address is 10 Park Avenue, Morristown, NJ 07962.

(3)/The principal business address is 501 Route 22, Bridgewater, NJ 08807

(4)/The principal business address is 5 Park Plaza, Suite 1900, Irvine, CA 92614

(5)/The principal business address is 18210 Crane Nest Drive, Tampa, FL 33647

(6)/The principal business address is 200 Park Avenue, 12/th/ floor, New York, NY 10166

(7)/The principal business address is 1 MetLife Plaza, 27-01 Queens Plaza North, Long Island, NY 11101

RESTRICTIONS ON FINANCIAL TRANSACTIONS

Applicable laws designed to counter terrorism and prevent money laundering might, in certain circumstances, require us to reject a premium payment and/or block or "freeze" your Policy. If these laws apply in a particular situation, we would not be allowed to process any request for withdrawals, surrenders, loans or death benefits, make transfers or continue making payments under your death benefit option until instructions are received from the appropriate regulator. We also may be required to provide additional information about you or your Policy to government regulators.

LEGAL PROCEEDINGS

In the ordinary course of business, General American, similar to other life insurance companies, is involved in lawsuits (including class action lawsuits), arbitrations and other legal proceedings. Also, from time to time, state and federal regulators or other officials conduct formal and informal examinations or undertake other actions dealing with various aspects of the financial services and insurance industries. In some legal proceedings involving insurers, substantial damages have been sought and/or material settlement payments have been made. It is not possible to predict with certainty the ultimate outcome of any pending legal proceeding or regulatory action. However, General American does not believe any such action or proceeding will have a material adverse effect upon the Separate Account or upon the ability of MetLife Investors Distribution Company to perform its contract with the Separate Account or of General American to meet its obligations under the Contracts.

FINANCIAL STATEMENTS

The financial statements of General American which are included in this prospectus supplement should be distinguished from the financial statements of the Separate Account, which are also included in this prospectus supplement, and should be considered only as bearing on the ability of General American to meet its obligations under the Policy. They should not be considered as bearing on the investment performance of the assets held in the Separate Account.