

SECURITIES AND EXCHANGE COMMISSION

FORM 497

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FILER

**METLIFE OF CT FUND UL FOR VARIABLE LIFE  
INSURANCE**

CIK:[737026](#) | IRS No.: **060566090** | State of Incorporation: **CT** | Fiscal Year End: **1231**  
Type: **497** | Act: **33** | File No.: [333-152219](#) | Film No.: **12794843**

Mailing Address

*METLIFE INSURANCE  
COMPANY OF  
CONNECTICUT  
1300 HALL BOULEVARD  
BLOOMFIELD CT 06002-2910*

Business Address

*METLIFE INSURANCE  
COMPANY OF  
CONNECTICUT  
1300 HALL BOULEVARD  
BLOOMFIELD CT 06002-2910  
860-656-3000*

MARKETLIFE/SM/  
FLEXIBLE PREMIUM VARIABLE LIFE INSURANCE POLICIES

APRIL 30, 2012 PROSPECTUS SUPPLEMENT

ISSUED TO INDIVIDUALS BY:  
METLIFE INSURANCE COMPANY OF CONNECTICUT -- METLIFE OF CT FUND UL FOR VARIABLE  
LIFE INSURANCE

This prospectus supplement updates certain information contained in your last prospectus dated May 2, 2005, as annually and periodically supplemented, for MarketLife/SM/, a flexible premium variable life insurance policy issued by MetLife Insurance Company of Connecticut. MetLife Insurance Company of Connecticut is referred to in this prospectus supplement as the Company. Please keep this prospectus supplement for future reference. The Company no longer offers the Policies to new purchasers. It does continue to accept additional premium payments from existing policy owners.

You can build Cash Value by investing in a variety of INVESTMENT OPTIONS, which, in turn, invest in professionally managed Mutual Funds (THE "FUNDS," listed below). The value of your Policy will vary based on the performance of the Funds you select. The following Funds are available (please see "The Funds" for additional Funds that may be available depending on when you purchased your Policy):

FIDELITY(R) VARIABLE INSURANCE PRODUCTS -- INITIAL CLASS  
Equity-Income Portfolio  
High Income Portfolio  
FRANKLIN TEMPLETON VARIABLE INSURANCE PRODUCTS TRUST -- CLASS 1  
Templeton Global Bond Securities Fund  
JANUS ASPEN SERIES -- SERVICE SHARES  
Enterprise Portfolio  
LEGG MASON PARTNERS VARIABLE EQUITY TRUST -- CLASS I  
Legg Mason ClearBridge Variable Fundamental All Cap Value Portfolio  
Legg Mason ClearBridge Variable Large Cap Growth Portfolio  
LEGG MASON PARTNERS VARIABLE INCOME TRUST  
Legg Mason Western Asset Variable High Income Portfolio  
MET INVESTORS SERIES TRUST  
Invesco Small Cap Growth Portfolio -- Class A  
Janus Forty Portfolio -- Class A  
Loomis Sayles Global Markets Portfolio -- Class A  
MetLife Aggressive Strategy Portfolio -- Class B  
MFS(R) Research International Portfolio -- Class B

PIMCO Inflation Protected Bond Portfolio -- Class A  
Pioneer Fund Portfolio -- Class A  
Pioneer Strategic Income Portfolio -- Class A  
RCM Technology Portfolio -- Class B

METROPOLITAN SERIES FUND

BlackRock Diversified Portfolio -- Class A  
BlackRock Legacy Large Cap Growth Portfolio -- Class A  
BlackRock Money Market Portfolio -- Class A

Jennison Growth Portfolio -- Class A

MetLife Conservative Allocation Portfolio -- Class B  
MetLife Conservative to Moderate Allocation Portfolio -- Class B  
MetLife Moderate Allocation Portfolio -- Class B  
MetLife Moderate to Aggressive Allocation Portfolio -- Class B  
MetLife Stock Index Portfolio -- Class A  
MFS(R) Total Return Portfolio -- Class F  
MFS(R) Value Portfolio -- Class A

MSCI EAFE(R) Index Portfolio -- Class A

Oppenheimer Global Equity Portfolio -- Class A  
Russell 2000(R) Index Portfolio -- Class A

VANGUARD VARIABLE INSURANCE FUND

Mid-Cap Index Portfolio  
 Total Stock Market Index Portfolio

Certain Funds may have been subject to a merger or name change. Please see "Additional Information Regarding the Funds" for more information.

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.

FUND CHARGES AND EXPENSES

The next two tables describe the Fund charges and expenses that you will indirectly pay periodically during the time that you own the Policy. The Investment Options purchase shares of the Funds at net asset value. The net asset value already reflects the deduction of each Fund's Total Operating Expenses. Therefore you are indirectly bearing the costs of Fund expenses.

The first table below shows the minimum and maximum fees and expenses, as a percentage of average daily net assets, charged by any of the Funds as of December 31, 2011. Certain Funds may impose a redemption fee in the future. The second table shows each Fund's fees and expenses, as a percentage of average daily net assets, as of December 31, 2011, unless otherwise noted. This information was provided by the Funds and we have not independently verified it. More detail concerning each Fund's fees and expenses is contained in the prospectus for each Fund. Current prospectuses for the Fund can be obtained by calling 1-800-334-4298.

MINIMUM AND MAXIMUM TOTAL ANNUAL FUND OPERATING EXPENSES

<TABLE>  
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	MINIMUM	MAXIMUM
	-----	-----
<S>	<C>	<C>
TOTAL ANNUAL FUND OPERATING EXPENSES (expenses that are deducted from Underlying Fund assets, including management fees, distribution and/or service (12b-1) fees, and other expenses).....	0.18%	1.20%

</TABLE>

FUND FEES AND EXPENSES  
 (AS A PERCENTAGE OF AVERAGE DAILY NET ASSETS)

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FUND	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>
FIDELITY (R) VARIABLE INSURANCE PRODUCTS -- INITIAL CLASS							
Equity-Income Portfolio.	0.46%	--	0.10%	--	0.56%	--	0.56%
High Income Portfolio...	0.57%	--	0.12%	--	0.69%	--	0.69%
FRANKLIN TEMPLETON VARIABLE INSURANCE							

PRODUCTS TRUST --							
CLASS 1							
Templeton Global Bond Securities Fund.....	0.46%	--	0.10%	--	0.56%	--	0.56%
JANUS ASPEN SERIES -- SERVICE SHARES							
Enterprise Portfolio....	0.64%	0.25%	0.05%	--	0.94%	--	0.94%
LEGG MASON PARTNERS VARIABLE EQUITY TRUST -- CLASS I							
Legg Mason ClearBridge Variable Fundamental All Cap Value Portfolio.....	0.75%	--	0.06%	--	0.81%	0.00%	0.81%
Legg Mason ClearBridge Variable Large Cap Growth Portfolio.....	0.75%	--	0.11%	--	0.86%	0.00%	0.86%
Legg Mason ClearBridge Variable Large Cap Value Portfolio+.....	0.65%	--	0.08%	--	0.73%	0.00%	0.73%
LEGG MASON PARTNERS VARIABLE INCOME TRUST							
Legg Mason Western Asset Variable High Income Portfolio.....	0.60%	--	0.08%	--	0.68%	0.00%	0.68%
MET INVESTORS SERIES TRUST							
Invesco Small Cap Growth Portfolio -- Class A.....	0.85%	--	0.03%	--	0.88%	0.02%	0.86%
Janus Forty Portfolio -- Class A.....	0.63%	--	0.03%	--	0.66%	0.01%	0.65%

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FUND	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>
Loomis Sayles Global Markets Portfolio -- Class A.....	0.70%	--	0.10%	--	0.80%	--	0.80%
MetLife Aggressive Strategy Portfolio -- Class B.....	0.09%	0.25%	0.01%	0.75%	1.10%	0.00%	1.10%
MFS(R) Research International Portfolio -- Class B...	0.68%	0.25%	0.09%	--	1.02%	0.06%	0.96%
PIMCO Inflation Protected Bond Portfolio -- Class A.....	0.47%	--	0.04%	--	0.51%	--	0.51%
Pioneer Fund Portfolio -- Class A.....	0.64%	--	0.05%	--	0.69%	0.01%	0.68%
Pioneer Strategic Income Portfolio -- Class A.....	0.58%	--	0.06%	--	0.64%	--	0.64%
RCM Technology Portfolio -- Class B...	0.88%	0.25%	0.07%	--	1.20%	--	1.20%
METROPOLITAN SERIES FUND							
Barclays Capital Aggregate Bond Index Portfolio -- Class A+..	0.25%	--	0.03%	--	0.28%	0.01%	0.27%
BlackRock Diversified Portfolio -- Class A...	0.46%	--	0.05%	--	0.51%	--	0.51%
BlackRock Legacy Large							

Cap Growth Portfolio							
-- Class A.....	0.71%	--	0.02%	--	0.73%	0.01%	0.72%
BlackRock Money Market							
Portfolio -- Class A...	0.33%	--	0.02%	--	0.35%	0.01%	0.34%
Jennison Growth							
Portfolio -- Class A...	0.62%	--	0.02%	--	0.64%	0.07%	0.57%
MetLife Conservative							
Allocation Portfolio							
-- Class B.....	0.09%	0.25%	0.02%	0.53%	0.89%	0.01%	0.88%
MetLife Conservative							
to Moderate							
Allocation Portfolio							
-- Class B.....	0.07%	0.25%	0.01%	0.58%	0.91%	0.00%	0.91%
MetLife Moderate							
Allocation Portfolio							
-- Class B.....	0.06%	0.25%	--	0.64%	0.95%	0.00%	0.95%
MetLife Moderate to							
Aggressive Allocation							
Portfolio -- Class B...	0.06%	0.25%	0.01%	0.69%	1.01%	0.00%	1.01%
MetLife Stock Index							
Portfolio -- Class A...	0.25%	--	0.02%	--	0.27%	0.01%	0.26%
MFS(R) Total Return							
Portfolio -- Class F...	0.54%	0.20%	0.05%	--	0.79%	--	0.79%
MFS(R) Value Portfolio							
-- Class A.....	0.70%	--	0.03%	--	0.73%	0.13%	0.60%
MSCI EAFE(R) Index							
Portfolio -- Class A...	0.30%	--	0.11%	0.01%	0.42%	0.00%	0.42%
Oppenheimer Global							
Equity Portfolio --							
Class A.....	0.52%	--	0.10%	--	0.62%	--	0.62%
Russell 2000(R) Index							
Portfolio -- Class A...	0.25%	--	0.06%	0.08%	0.39%	0.00%	0.39%
Western Asset							
Management U.S.							
Government Portfolio							
-- Class A.....	0.47%	--	0.02%	--	0.49%	0.01%	0.48%
VANGUARD VARIABLE							
INSURANCE FUND							
Mid-Cap Index Portfolio.	0.22%	--	0.04%	--	0.26%	--	0.26%
Total Stock Market							
Index Portfolio.....	--	--	--	0.18%	0.18%	--	0.18%

</TABLE>

+ Not available under all Policies. Availability depends on Policy issue date.

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

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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.

Certain Funds that have "Acquired Fund Fees and Expenses" are "fund of funds." Each "fund of funds" invests substantially all of its assets in other portfolios. Because the Fund invests in other underlying portfolios, the Fund will bear its pro rata portion of the operating expenses of the underlying portfolios in which it invests, including the management fee. See the underlying fund prospectus for more information.

THE FUNDS

<TABLE>  
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FUNDING OPTION	INVESTMENT OBJECTIVE	INVESTMENT ADVISER/SUBADVISER
<S>	<C>	<C>
FIDELITY(R) VARIABLE INSURANCE PRODUCTS -- INITIAL CLASS Equity-Income Portfolio	Seeks 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 on the securities comprising the S&P 500(R) Index.	Fidelity Management & Research Company Subadviser: FMR Co., Inc.
High Income Portfolio	Seeks a high level of current income, while also considering growth of capital.	Fidelity Management & Research Company Subadviser: FMR Co., Inc.
FRANKLIN TEMPLETON VARIABLE INSURANCE PRODUCTS TRUST -- CLASS 1 Templeton Global Bond Securities Fund	Seeks high current income, consistent with preservation of capital, with capital appreciation as a secondary consideration.	Franklin Advisers, Inc.
JANUS ASPEN SERIES -- SERVICE SHARES Enterprise Portfolio	Seeks long-term growth of capital.	Janus Capital Management LLC
LEGG MASON PARTNERS VARIABLE EQUITY TRUST -- CLASS I Legg Mason ClearBridge Variable Fundamental All Cap Value Portfolio	Seeks long-term capital growth. Current income is a secondary consideration.	Legg Mason Partners Fund Advisor, LLC Subadviser: ClearBridge Advisors, LLC
Legg Mason ClearBridge Variable Large Cap Growth Portfolio	Seeks long-term growth of capital.	Legg Mason Partners Fund Advisor, LLC Subadviser: ClearBridge Advisors, LLC
Legg Mason ClearBridge Variable Large Cap Value Portfolio+	Seeks long-term growth of capital. Current income is a secondary objective.	Legg Mason Partners Fund Advisor, LLC Subadviser: ClearBridge Advisors, LLC

</TABLE>

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FUNDING OPTION	INVESTMENT OBJECTIVE	INVESTMENT ADVISER/SUBADVISER
<S>	<C>	<C>
LEGG MASON PARTNERS VARIABLE INCOME TRUST Legg Mason Western Asset Variable High Income Portfolio	Seeks high current income as its primary objective and capital appreciation as its secondary objective.	Legg Mason Partners Fund Advisor, LLC Subadvisers: Western Asset Management Company; Western Asset Management Company Limited
MET INVESTORS SERIES TRUST Invesco Small Cap Growth Portfolio -- Class A Janus Forty Portfolio -- Class A	Seeks long-term growth of capital. Seeks capital appreciation.	MetLife Advisers, LLC Subadviser: Invesco Advisers, Inc. MetLife Advisers, LLC Subadviser: Janus Capital Management LLC
Loomis Sayles Global Markets Portfolio -- Class A	Seeks high total investment return through a combination of capital appreciation and income.	MetLife Advisers, LLC Subadviser: Loomis, Sayles & Company, L.P.
MetLife Aggressive Strategy Portfolio -- Class B	Seeks growth of capital.	MetLife Advisers, LLC

MFS(R) Research International Portfolio -- Class B	Seeks capital appreciation.	MetLife Advisers, LLC Subadviser: Massachusetts Financial Services Company
PIMCO Inflation Protected Bond Portfolio -- Class A	Seeks maximum real return, consistent with preservation of capital and prudent investment management.	MetLife Advisers, LLC Subadviser: Pacific Investment Management Company LLC
Pioneer Fund Portfolio -- Class A	Seeks reasonable income and capital growth.	MetLife Advisers, LLC Subadviser: Pioneer Investment Management, Inc.
Pioneer Strategic Income Portfolio -- Class A	Seeks a high level of current income.	MetLife Advisers, LLC Subadviser: Pioneer Investment Management, Inc.
RCM Technology Portfolio -- Class B	Seeks capital appreciation; no consideration is given to income.	MetLife Advisers, LLC Subadviser: RCM Capital Management LLC
METROPOLITAN SERIES FUND		
Barclays Capital Aggregate Bond Index Portfolio -- Class A+	Seeks to track the performance of the Barclays U.S. Aggregate Bond Index.	MetLife Advisers, LLC Subadviser: MetLife Investment Advisors Company, LLC
BlackRock Diversified Portfolio -- Class A	Seeks high total return while attempting to limit investment risk and preserve capital.	MetLife Advisers, LLC Subadviser: BlackRock Advisors, LLC
BlackRock Legacy Large Cap Growth Portfolio -- Class A	Seeks long-term growth of capital.	MetLife Advisers, LLC Subadviser: BlackRock Advisors, LLC
BlackRock Money Market Portfolio -- Class A	Seeks a high level of current income consistent with preservation of capital.	MetLife Advisers, LLC Subadviser: BlackRock Advisors, LLC
Jennison Growth Portfolio -- Class A	Seeks long-term growth of capital.	MetLife Advisers, LLC Subadviser: Jennison Associates LLC
MetLife Conservative Allocation Portfolio -- Class B	Seeks a high level of current income, with growth of capital as a secondary objective.	MetLife Advisers, LLC

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<TABLE>  
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FUNDING OPTION	INVESTMENT OBJECTIVE	INVESTMENT ADVISER/SUBADVISER
<S>	<C>	<C>
MetLife Conservative to Moderate Allocation Portfolio -- Class B	Seeks high total return in the form of income and growth of capital, with a greater emphasis on income.	MetLife Advisers, LLC
MetLife Moderate Allocation Portfolio -- Class B	Seeks a balance between a high level of current income and growth of capital, with a greater emphasis on growth of capital.	MetLife Advisers, LLC
MetLife Moderate to Aggressive Allocation Portfolio -- Class B	Seeks growth of capital.	MetLife Advisers, LLC
MetLife Stock Index Portfolio -- Class A	Seeks to track the performance of the Standard & Poor's 500(R) Composite Stock Price Index.	MetLife Advisers, LLC Subadviser: MetLife Investment Advisors Company, LLC
MFS(R) Total Return Portfolio -- Class F	Seeks a favorable total return through investment in a diversified portfolio.	MetLife Advisers, LLC Subadviser: Massachusetts Financial Services Company
MFS(R) Value Portfolio -- Class A	Seeks capital appreciation.	MetLife Advisers, LLC Subadviser: Massachusetts Financial Services Company
MSCI EAFE(R) Index Portfolio -- Class A	Seeks to track the performance of the MSCI EAFE(R) Index.	MetLife Advisers, LLC Subadviser: MetLife Investment Advisors Company, LLC
Oppenheimer Global Equity Portfolio -- Class A	Seeks capital appreciation.	MetLife Advisers, LLC Subadviser: OppenheimerFunds, Inc.
Russell 2000(R) Index Portfolio -- Class A	Seeks to track the performance of the Russell 2000(R) Index.	MetLife Advisers, LLC Subadviser: MetLife Investment Advisors Company, LLC
Western Asset Management U.S. Government Portfolio -- Class A	Seeks to maximize total return consistent with preservation of capital and maintenance of liquidity.	MetLife Advisers, LLC Subadviser: Western Asset Management Company

VANGUARD VARIABLE INSURANCE  
FUND

Mid-Cap Index Portfolio	Seeks to track the performance of a benchmark index that measures the investment return of mid-capitalization stocks.	The Vanguard Group, Inc.
Total Stock Market Index Portfolio	Seeks to track the performance of a benchmark index that measures the investment return of the overall stock market.	The Vanguard Group, Inc.

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+ Not available under all Policies. Availability depends on Policy issue date.

ADDITIONAL INFORMATION REGARDING FUNDS

Certain Funds were subject to a name change or a merger. The chart below identifies the former name and new name of each of these Funds, and where applicable, the former name and new name of the trust of which the Fund is a part.

FUND NAME CHANGE

FORMER FUND NAME	NEW FUND NAME
METROPOLITAN SERIES FUND, INC. Morgan Stanley EAFE(R) Index Portfolio - Class A	METROPOLITAN SERIES FUND MSCI EAFE(R) Index Portfolio - Class A

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The following Former Fund was merged with and into the New Fund, and was reorganized into a new trust.

FUND MERGER

FORMER FUND/TRUST	NEW FUND/TRUST
MET INVESTORS SERIES TRUST Oppenheimer Capital Appreciation Portfolio -- Class A	METROPOLITAN SERIES FUND Jennison Growth Portfolio -- Class A

CHARGES AGAINST THE SEPARATE ACCOUNT

We are waiving 0.15% of the Mortality and Expense Risk Charge for the Investment Option investing in the Western Asset Management U.S. Government Portfolio of the Metropolitan Series Fund. We are also waiving the following amounts of Mortality and Expense Risk Charge: an amount equal to the Fund expenses that are in excess of 0.65% for the Investment Option investing in the PIMCO Inflation Protected Bond Portfolio (Class A) of the Met Investors Series Trust; an amount equal to the Fund expenses that are in excess of 0.85% for the Investment Option investing in the Loomis Sayles Global Markets Portfolio (Class A) of the Met Investors Series Trust; an amount equal to the Fund expenses that are in excess of 0.64% for the Investment Option investing in the Jennison Growth Portfolio (Class A), and an amount equal to the Fund expenses that are in excess of 1.22% for the Investment Option investing in the RCM Technology Portfolio -- Class B.



## TRANSFERS

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We have modified the following paragraphs in the "MARKET TIMING/EXCESSIVE TRADING" section:

### MARKET TIMING/EXCESSIVE TRADING

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, 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 Policy 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, Policy 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 products. The omnibus orders reflect the aggregation and netting of multiple orders from individual owners of variable insurance products 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 Policy 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 Policy 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 as a result of any of the Funds, including any refusal or restriction on purchases or redemptions of their 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 policy owner.)

You should read the Fund prospectuses for more details.

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## FEDERAL TAX CONSIDERATIONS

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The effect of federal income taxes on the economic benefits provided under the Policy depends on a variety of factors, including but not limited to, the tax status of the Policy Owner and the tax treatment of the Policy (whether it is a Modified Endowment Contract). This tax treatment is highly complex. The following SUMMARY PROVIDES A GENERAL DESCRIPTION OF THE MATERIAL FEDERAL TAX CONSEQUENCES to the Policy owner and Beneficiary of buying, holding and exchanging rights under the Policy. This discussion is only a brief general summary and does not purport to be complete or cover all situations and is not intended as tax or legal advice. This discussion is based upon the Company's understanding of the federal income tax laws as currently interpreted by the U.S. Treasury ("Treasury") and the Internal Revenue Service (IRS). The Company

cannot guarantee that those laws or interpretations will remain unchanged.

IT SHOULD BE UNDERSTOOD THAT THIS IS NOT AN EXHAUSTIVE DISCUSSION OF ALL TAX QUESTIONS THAT MIGHT ARISE UNDER THE POLICIES. NO ATTEMPT HAS BEEN MADE TO ADDRESS ANY FEDERAL ESTATE TAX, FOREIGN OR STATE AND LOCAL TAX CONSIDERATIONS THAT MAY ARISE IN CONNECTION WITH A POLICY. FOR COMPLETE INFORMATION, A QUALIFIED TAX OR LEGAL ADVISER SHOULD BE CONSULTED.

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. You should seek tax advice based on your particular circumstances from an independent tax adviser.

#### POTENTIAL BENEFITS OF LIFE INSURANCE

A life insurance contract, including the Policy, is a unique financial instrument that along with providing protection for premature death, also provides a number of potential tax advantages including:

- . INCOME TAX-FREE DEATH BENEFITS (e.g., the Death Benefit under the Policy, including the portion attributable to the increase in value based on the Investment Options, may pass to your Beneficiary free of income taxes if the requirements of IRC Section 101 are satisfied.)
- . INCOME TAX-FREE GROWTH OF POLICY CASH VALUES (e.g., within the Policy, any increase in value based on the Investment Options may be tax-deferred until withdrawn -- including tax-free transfers among the Investment Options, and as mentioned above, will not be subject to federal income taxes if paid as a Death Benefit.)
- . INCOME TAX-FREE ACCESS TO CASH VALUE THROUGH LOANS AND/OR WITHDRAWALS (e.g., under certain circumstances, such as where you adhere to certain premium limits, a Policy Owner may access cash from the Policy through a withdrawal, up to the tax basis, or a loan without facing tax consequences.)

Whether and how these benefits may be utilized is largely governed by IRC Sections 7702, 7702A, 817 and 101. These federal tax laws were passed to ensure that the tax advantages of life insurance are not abused.

In sum, these federal tax laws, among numerous other things, establish the following:

- . A definition of a life insurance contract
- . Diversification requirements for separate account assets
- . Limitations on policy owner's control over the assets in a separate account
- . Guidelines to determine the maximum amount of premium that may be paid into a policy
- . Limitations on withdrawals from a policy
- . Qualification testing for all life insurance policies that have cash value features.

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#### TAX STATUS OF THE POLICY

##### DEFINITION OF LIFE INSURANCE

In order for this Policy to offer some or all of the tax advantages described above, it must meet the definition of a life insurance contract under SECTION 7702 OF THE IRC. Complying with either the cash value accumulation test or the guideline premium test set forth in IRC Section 7702 will satisfy this definition. This Policy uses the guideline premium test. Guidance as to how IRC Section 7702 and the guideline premium test are to be applied, however, is limited. If a Policy were determined not to be a life insurance contract for

purposes of IRC Section 7702, such Policy would not provide the tax advantages normally described above.

The Company believes that it is reasonable to conclude that the Policy meets the IRC Section 7702 definition of a life insurance contract. The Company reserves the right to make changes in the Policy if such changes are deemed necessary to attempt to assure its qualification as a life insurance contract for tax purposes. The death benefit under a Policy 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.

#### DIVERSIFICATION

In addition to meeting the definition of a life insurance contract in IRC Section 7702 of the IRC, to qualify as life insurance for federal income tax purposes, separate account investments (or the investments of a Fund, the shares of which are owned by separate accounts of insurance companies) underlying the Policy must also be "adequately diversified" pursuant to SECTION 817(H) of the IRC. If fund shares are sold directly to tax-qualified retirement plans that later lose their tax-qualified status, or to non-qualified plans, there could be adverse consequences under the diversification rules.

The Separate Account, through the funds, intends to comply with these requirements. Although the Company does not control the funds, the Company intends to monitor the investments of the mutual funds to ensure compliance with these diversification requirements.

#### INVESTOR CONTROL

In certain circumstances, owners of variable life insurance contracts may be considered the owners, for federal income tax purposes, of the assets of the separate accounts used to support their policy or contract rather than the insurance company. In those circumstances, a proportionate share of the income and gains from the separate account assets would be includable in the variable contract owner's gross income each year.

The IRS has stated in published rulings that a variable contract owner will be considered the owner of separate account assets IF THE CONTRACT OWNER POSSESSES INCIDENTS OF OWNERSHIP IN THOSE SEPARATE ACCOUNT ASSETS, such as the ability to exercise investment control over the assets. While we believe that the Policy does not give the Policy Owner investment control over the separate account assets, we reserve the right to modify the Policy as necessary to prevent a Policy Owner from being treated as the owner of the separate account assets supporting the Policy.

#### TAX TREATMENT OF POLICY BENEFITS

The remaining tax discussion assumes that the Policy qualifies as a life insurance contract for federal income tax purposes.

#### IN GENERAL

The Company believes that the DEATH BENEFIT UNDER THE POLICY WILL BE EXCLUDABLE FROM THE GROSS INCOME OF THE BENEFICIARY under IRC Section 101(a)(1); unless the Policy has been transferred for value and no exception to the transfer for value rules set forth in the IRC Section 101(a)(2) applies.

In the case of employer-owned life insurance as defined in IRC Section 101(j), the amount 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.

In addition, the Policy Owner will generally not be deemed to be in constructive receipt of the Cash Value, including increments thereof, until there is a distribution. (See discussion of "Modified Endowment Contracts" below.) Depending on the circumstances, the exchange of one life insurance policy for another, a change in the policy's face amount, a change in the policy's death benefit option, a payment of an increased level of premiums, a policy loan, a partial or full surrender, a lapse with outstanding indebtedness, a change in ownership, or an assignment of the policy may have federal income tax consequences. Furthermore, such actions may have Federal gift and estate, as well as state and local tax consequences that will depend upon the financial situation and other circumstances of each owner or beneficiary. You should consult your tax or legal adviser for further advice on all tax issues.

THE TAX CONSEQUENCES OF DISTRIBUTION FROM, AND LOANS TAKEN FROM OR SECURED BY, A POLICY DEPEND ON WHETHER THE POLICY IS CLASSIFIED AS A "MODIFIED ENDOWMENT CONTRACT."

#### MODIFIED ENDOWMENT CONTRACTS

Special tax considerations apply to "Modified Endowment Contracts" (MEC). A MEC is defined under tax law as ANY POLICY THAT SATISFIES THE PRESENT DEFINITION OF A LIFE INSURANCE CONTRACT UNDER IRC SECTION 7702 BUT WHICH FAILS TO SATISFY A 7-PAY TEST SET FORTH IN IRC SECTION 7702A. A contract fails to satisfy the 7-pay test if the cumulative amount of premiums paid under the contract at any time during the first seven contract years exceeds the sum of the net level premiums that would have been paid on or before such time had the contract provided for paid-up future benefits after the payment of seven level annual premiums. If a material change in the contract occurs either during the first seven contract years, or later, a new seven-year testing period is begun to determine whether the policy constitutes a MEC. A decrease to the stated amount of the Policy may cause a re-test under the 7-pay test and could cause your Policy to become a MEC.

Any POLICY ISSUED IN EXCHANGE FOR A MEC will be subject to the tax treatment accorded to MECs. However, in general any policy received in exchange for a life insurance contract that is not a MEC will generally not be treated as a MEC if the face amount of the policy is greater than or equal to the death benefit of the policy being exchanged. The payment of any premiums at the time of or after the exchange may, however, cause the policy to become a MEC.

LOANS AND PARTIAL WITHDRAWALS from, as well as collateral assignments of, policies that are MECs will be treated as distributions to the policy owner for tax purposes. All pre-death distributions (including loans, partial withdrawals and collateral assignments) from MECs will be included in gross income on an income-first basis to the extent of any income in the policy (the contract value less the policy owner's investment in the policy) immediately before the distribution.

The law also imposes an additional 10% TAX ON PRE-DEATH DISTRIBUTIONS (including loans, collateral assignments, partial withdrawals and complete surrenders) FROM MECs to the extent they are included in income, unless a specific exception to the penalty applies. The penalty does not apply to amounts which are distributed on or after the date on which the taxpayer attains age 59 1/2, because the taxpayer is disabled, or as substantially equal periodic payments over the taxpayer's life (or life expectancy) or over the joint lives (or joint life expectancies) of the taxpayer and his or her beneficiary. The foregoing exceptions generally do not apply to corporate Policy owners.

If a Policy becomes a MEC, distributions that occur during the contract year will be taxed as distributions from a MEC. In addition, distributions from a Policy within two years before it becomes a MEC will be taxed in this manner. This means that a distribution made from a Policy that is not a MEC (and therefore not taxable at the time of the distribution) could later become taxable as a distribution from a MEC if due to subsequent changes to the Policy, it later becomes a MEC.

For purposes of applying the MEC rules, all MECs that are issued by the Company (or its affiliates) to the same owner during any calendar year will be treated as one MEC contract for purposes of determining the amount includable in the owner's gross income at the time of a distribution from any such contract.

The death benefit of a modified endowment contract remains excludable from the gross income of the beneficiary to the extent described above in "Tax Treatment of Policy Benefits." Furthermore, no part of the investment growth of the cash value of a MEC is includable in the gross income of the owner unless the contract matures, is distributed or partially surrendered, is pledged, collaterally assigned, or borrowed against, or otherwise terminates with income in the contract prior to death. A full surrender of a MEC after age 59 1/2 will have the same tax consequences as life insurance policies generally as described above in "Tax Treatment of Policy Benefits."

Due to the complexity of the MEC tax rules, a policy owner should consult a qualified tax or legal adviser as to the potential MEC consequences before taking any actions with respect to the Policy.

#### DISTRIBUTIONS FROM POLICIES NOT CLASSIFIED AS MODIFIED ENDOWMENT CONTRACTS

Distributions from a policy that is not classified as a modified endowment contract 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 cases of a partial surrender, a decrease in the face amount, or any other change that reduces benefits under the policy in the first 15 years after the policy is issued where, as a result of that action, a cash distribution to the owner is made by the Company in order for the policy to continue complying with the IRC Section 7702 definitional limits. In that case, such 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 IRC Section 7702.

Loans from, or secured by, a policy that is not a MEC are generally not treated as taxable distributions. Instead, such loans are generally treated as indebtedness of the owner. However, the tax consequences of some Policy loans are uncertain. You should consult a tax or legal adviser as to those consequences. Upon a complete surrender or lapse of a policy that is not a MEC, or when benefits are paid at such a policy's maturity date, if the amount received plus the amount of indebtedness discharged exceeds the total investment in the policy, the excess generally will be treated as ordinary income subject to tax.

Finally, neither distributions (including distributions upon surrender or lapse) nor loans from or secured by, a policy that is not a MEC, are subject to the 10 percent additional tax previously referred to above regardless of when they are made. Certain changes to the policy may cause the policy to become a MEC. Therefore, a policy owner should consult a tax or legal advisor before effecting any change to a policy that is not a modified endowment contract.

#### TREATMENT OF LOAN INTEREST

If there is any borrowing under which the Policy is pledged as security or otherwise serves as collateral, the interest paid on loans will generally not be tax deductible. Ownership of the Policy by a corporation, trust or other non-natural person could jeopardize some (or all) of such entity's interest deduction even where such entity's indebtedness is in no way connected to the Policy, unless the insured is an employee, officer, director or 20% owner.

#### INVESTMENT IN THE POLICY

Investment in the policy generally includes the aggregate amount of premiums or other consideration paid for the policy, reduced by non-taxable distributions.

#### BUSINESS USES OF POLICY

Businesses can use the Policies in various arrangements, including nonqualified deferred compensation or salary continuance plans, split dollar insurance plans, executive bonus plans, tax exempt and nonexempt welfare benefit plans, retiree medical benefit plans and others. The tax consequences of such plans may vary depending on the particular facts and circumstances. In the case of a

business owned Policy, the provisions of IRC Section 101(j) may limit the amount of the Death Benefit excludable from gross income unless a specified exception applies and a

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notice and consent requirement is satisfied, as discussed above. If you are purchasing the Policy for any arrangement the value of which depends in part on its tax consequences, you should consult a qualified tax or legal adviser. In recent years, moreover, Congress has adopted new rules relating to life insurance owned by businesses and the IRS has issued new guidelines on split dollar arrangements. Furthermore there have been recent proposals to restrict the tax advantages of corporate owned life insurance that are currently under considerations by Congress. Any business contemplating the purchase of a new Policy or a change in an existing Policy should consult a tax or legal adviser.

#### TAX CREDITS AND DEDUCTIONS

The Company may be entitled to certain tax benefits related to the assets of the Separate Account. These tax benefits, which may include foreign tax credits and corporate dividend received deductions, are not passed back to the Separate Account or to Policy Owners since the Company is the owner of the assets from which the tax benefits are derived.

#### OTHER TAX CONSIDERATIONS

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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.

Under previous law, the estate tax applicable exclusion gradually rose to \$3.5 million per person in 2009 and the estate tax 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 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.

It is not known if Congress will make the temporary changes of the 2010 Act permanent, enact permanent repeal of the estate and 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 the 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.

#### INSURABLE INTEREST

The Policy Owner must have an insurable interest in the life of the Insured in order for the Policy to be valid under applicable state law and for the Policy to be treated as a life insurance policy for federal income tax purposes. State

laws on this subject vary widely, but typically require that the Policy Owner have a lawful and substantial economic interest in the continued life of the person insured, which interest must exist at the time the insurance is procured, but not necessarily at the time of the Insured's death. If no recognized insurable interest exists in a given situation, the Policy may be deemed void as against public policy under the state law and not entitled to treatment as a life insurance contract for federal income tax purposes. It is the responsibility of the Policy Owner, not the life insurance carrier, to determine the existence of insurable interest in the life of the Insured under applicable state law.

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#### THE COMPANY'S INCOME TAXES

The Company is taxed as a life insurance company under federal income tax law. Presently, the Company does not expect to incur any income tax on the earnings or the realized capital gains retained to meet the Company's obligations under the Policy. Based on these expectations, no charge is being made currently to the income of the Separate Account for federal income taxes that may be attributable to the Separate Account. However, the Company may assess a charge against the Investment Options for federal income taxes in the event that the Company incurs income or other tax liability attributable to the Separate Account under future tax law.

Under present laws, the Company may incur state and local taxes in certain states. At present, these taxes are not significant. If there is a material change in applicable state or local tax laws, charges may be made for such taxes (including such taxes), if any, attributable to the Separate Account.

#### ALTERNATIVE MINIMUM TAX

Please consult your tax or legal adviser for alternative minimum tax rules as they may impact your Policy.

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