

**Indicative Key Economic Terms  
for Coinsurance Agreement Between Life Insurance Company and Reinsurance Company**

The following summarizes the key economic terms of the proposed transaction.

Ceding Company

Life Insurance Company

Reinsurer

Reinsurance Company

Subject Business

All Universal Life policies in force with issue years from 1980 – 1990.

Effective Date

[May 1, 2009]

Basis of Reinsurance

75% coinsurance

Initial Reinsurance Premium

US statutory net reserves as of the Effective Date

Initial Ceding Commission

[\$35 million]

Net Asset Transfer

Initial Reinsurance Premium less the Initial Ceding Commission which is paid by the Ceding Company, payable in cash via wire transfer.

Ongoing Expense Allowance

75% of administrative fee of \$50 per policy per annum, increasing 2% per year for inflation

75% of fee for premium taxes and commissions of 7% per policy.

Fees and Expenses

Each party will pay its own respective costs and expenses related to the transaction contemplated hereby.

Governing Law

This Proposal shall be governed by and construed in accordance with the laws of the state of Connecticut, without giving effect to its principles of conflicts of law.

Confidentiality

Neither party shall disclose the existence or terms of this Proposal to any third party except for its employees, representatives and advisors who are participating in the evaluation of the Proposal and the Reinsurance.

This document does not constitute an offer to acquire the Subject Business or to enter into any other transaction. A binding commitment with respect to any such transaction between us will result only from the mutual execution and delivery of definitive agreements and related documents and will be subject to the conditions expressed therein.