



**EMPIRE GENERAL
LIFE ASSURANCE CORPORATION**

Post Office Box 310 / Shawnee Mission, Kansas 66201 / 913-897-9733

M E M O R A N D U M

To: All Brokerage General Agents

Date: November 17, 2006

Subject: CONVERSION OF EMPIRE GENERAL POLICIES AFTER MERGER

Empire General will complete the statutory merger with Protective Life at the end of this year. Following the merger, all Empire General policies will become Protective Life policies and future policy benefits will be provided by Protective. This includes the conversion/change of plan provision.

In order to complete a post-merger conversion of an EG policy the following guidelines will apply:

- **Product availability:** After the merger, policyholders may convert to Protective Life permanent products. These products are the same products that are available for Protective Life conversions. These items are subject to change and you will be notified as changes occur. Additional details will be provided.
- **If you have a Protective Life contract:** You will submit conversion business in the same manner as you would for your Protective conversions. You will contract the agent, if not already contracted with Protective, in the normal manner subject to the agent contracting guidelines and conditions you currently use.
- **If you do not have a Protective Life contract:** You may qualify for a “limited” Protective Life general agent contract. This contract will allow you to do only Empire General conversion business with Protective. If you wish to pursue contracting with Protective to do more business than this “limited” contract allows, you will be referred to Protective for normal contracting qualifications and procedures. This limited contract (including agents) does not participate in any Protective producer benefits, bonuses or incentives.
 - 1) You will be able to contract agents to do conversions with Protective. The agent contract will also be a “limited” producer agreement. Normal Protective agent qualifications will apply. If the agent already has a Protective contract, you can contract the agent for the conversion(s) without concern of the existing contract. *Should, the agent wish to write new Protective business, it would have to be done through the non-limited contract they currently hold.*
 - 2) The commission schedule will be fixed for both the General Agent and agent. The schedule(s) will be provided with the contracting material. There are only the two levels therefore, no sub-GAs or other compensation levels.
 - 3) These guidelines and commissions as well as product availability and procedures are subject to change. Changes and additional information will be communicated as needed.

Please contact Doug Huls (West Coast Life, Kansas Office) at 800-688-3518 or doug.huls@wclife.com with questions or to discuss this special Protective Life contracting.