



**PRIVATE PLACEMENT VARIABLE
UNIVERSAL LIFE INSURANCE**



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- INVESTMENT FLEXIBILITY
- INCOME TAX FREE INVESTMENT RETURNS
- ESTATE TAX PLANNING OPTIMIZATION
- ACCESS TO ACCOUNT VALUES
- ASSET PROTECTION
- LOW FRICTION COSTS

Evergreen policies provide the most efficient combination of investment flexibility together with tax advantages which are only available through life insurance



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INTRODUCTION

Evergreen Life Limited ("Evergreen Life") is a Bermuda life insurance company that provides Private Placement Variable Universal Life Insurance ("PPVUL") to high net worth individuals. Evergreen Life was formed to provide policyholders with the following:

- Tax-free long-term investment growth
- Maximum investment flexibility
- Ability to access cash
- Low costs for a PPVUL policy
- Highest degree of asset protection.

Evergreen Life policies are compliant with U.S. tax rules and are, therefore, fully entitled to the preferential tax treatment that life insurance enjoys in the U.S. Evergreen policies are available only to qualified high net worth clients who are professionally advised.

PPVUL Overview

PPVUL is a specialized type of life insurance designed to build cash value for the owners and/or beneficiaries of the policy. PPVUL allows policyholders to invest the cash account of their life insurance policy in their choice of one or more investment alternatives. A portion of the premium pays for the cost of insurance (minimum amount required for tax compliance) with the remaining cash (after expenses) being available for investment.

PPVUL (in common with all life insurance) receives special tax advantages under the U.S. Internal Revenue Code. These benefits include:

- Tax-free accumulation of investment earnings
- Death benefit which is not subject to income tax
- Net death benefit which is not subject to estate tax
- Ability to allow for tax-free withdrawals in certain circumstances
- Ability to allow for tax-free loans where a policy is not a MEC.



ADVANTAGES OF A BERMUDA OFFSHORE PPVUL POLICY

Domestic U.S. insurance companies are subject to regulation at both the state and federal level. For a PPVUL product, this can be extremely cumbersome and costly, resulting in higher friction costs. In contrast, policies issued by a Bermuda company are able to offer the following advantages:

Investment Flexibility

Bermuda carriers are able to provide policyholders with a great degree of flexibility in respect of both permitted investments as well as investment managers. U.S. state laws and regulations, which may limit investment choices, have no application in respect of insurance policies issued by a Bermuda insurance company.

Choice of Wealth Manager

Investment managers are able to be selected at policy inception. Policyholders are free to choose their own investment advisor who can assist with initial allocations and reallocations from among the wide range of investment choices that are available under the policy.

Bermuda's Highly Evolved Segregated Account Law

Bermuda is internationally recognized as an exceptionally stable and well developed insurance jurisdiction. In addition, Bermuda has a highly evolved and proven segregated account law which protects Segregated Accounts from any claims against the insurance company. Each Segregated Account is legally distinct from funds owned by the insurance company and is consequently totally protected from any potential creditors of that company.

Lower Friction Costs

By locating an insurance company in Bermuda, the extraneous compliance costs are reduced. U.S. state premium taxes and federal excise taxes are not applicable. These translate into lower costs of insurance.

Asset Protection Benefits

Life insurance products can play a valuable role in asset protection planning.



EVERGREEN PPVUL ("Evergreen")

Evergreen Overview

Evergreen offers clients the ability to select highly specialized and individualized asset management within a framework which is superior to the more limited choices generally available in publicly offered "retail" variable universal life products. Evergreen policies allow the cash value to be placed in a wide variety of investments including equities and fixed income. In addition, these investment choices also include hedge funds and other alternative assets, which often employ strategies that could result in adverse tax consequences to an investor. Evergreen is structured in a manner such that the investments will not be subject to those possible adverse tax consequences. Evergreen Life is a Bermuda-based insurance company and as such issues offshore policies. Consequently, Evergreen Life is able to offer highly cost effective policies combined with significant investment flexibility and maximum asset protection. The expenses and fees charged by Evergreen Life are exceedingly low when compared to the significant potential tax savings.

How Evergreen Works

In general, a policy requires an initial premium of at least \$1 million (which may be funded either as a one-time payment or as a series of payments over 5 years). The maximum policy premium is subject to various factors including the age and health of the proposed insured (who will be required to undergo a medical examination).

As demonstrated in the chart on the next page, policyholders pay premiums in exchange for the benefits of the Evergreen policy. The premiums fund the components of the policy, which are:

- Life Insurance Coverage
- Investments into Segregated Accounts
- Administrative and Other Charges.

The Death Benefit of the policy is comprised of the following two elements:

- (a) The Life Policy benefit (Insurance component) and
- (b) Investments in the Segregated Accounts (Investment component).

All Evergreen policies comply with U.S. tax and regulatory requirements (Internal Revenue Code sections 7702 and 817(h), as well as the MEC provisions). Evergreen is a customized policy which provides maximum flexibility.

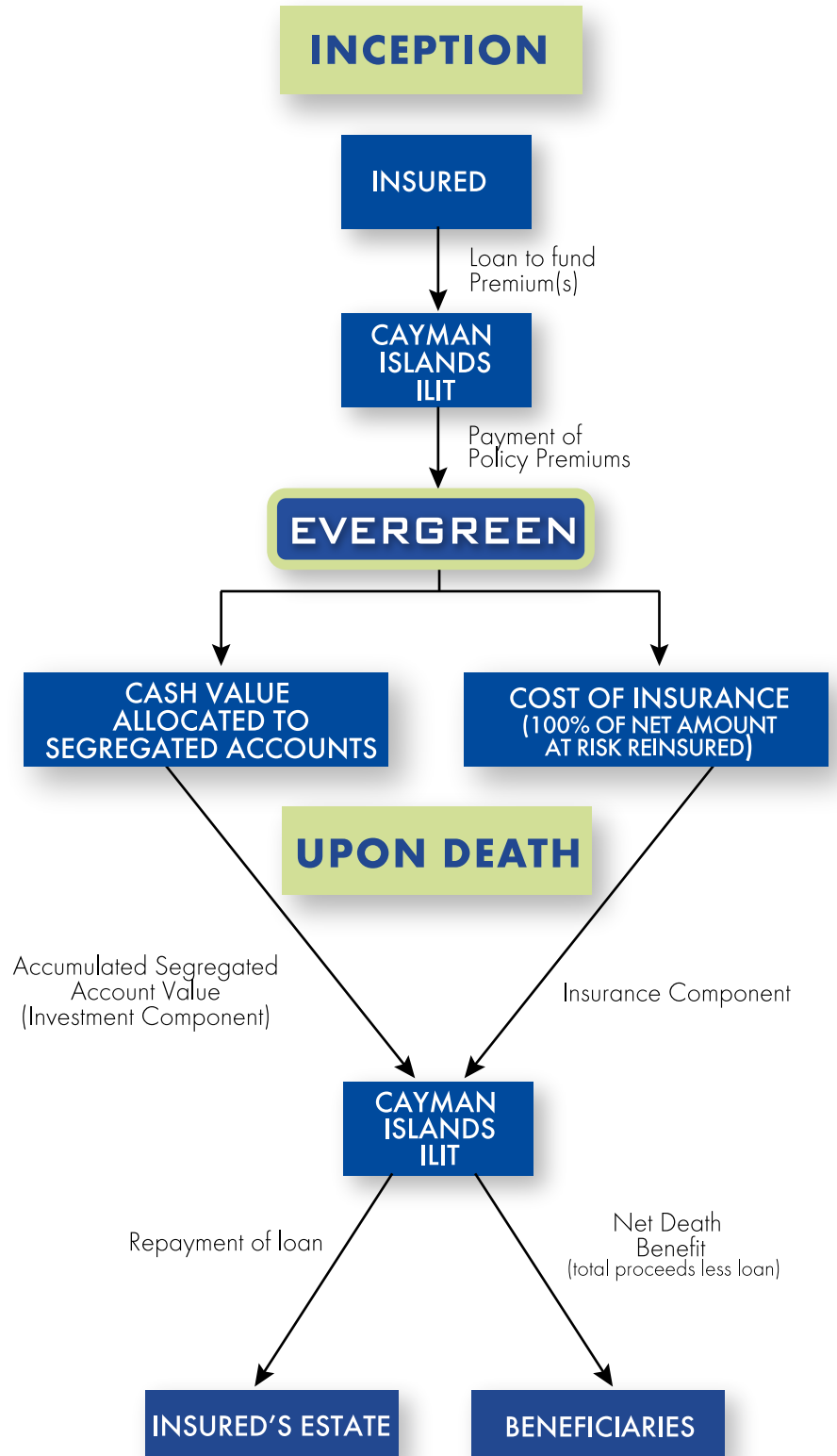
OVERVIEW OF EVERGREEN

The insured establishes an offshore irrevocable life insurance trust (the "ILIT") in the Cayman Islands and nominates the beneficiaries.

The ILIT applies for and purchases a life insurance policy on the life of the insured, from Evergreen Life ("Evergreen").

The ILIT will have a trustee, which will make the policy elections.

The ILIT is structured to facilitate optimal estate planning and allows the transaction to be consistent with any existing estate plan.



SAMPLE EVERGREEN ILLUSTRATIONS

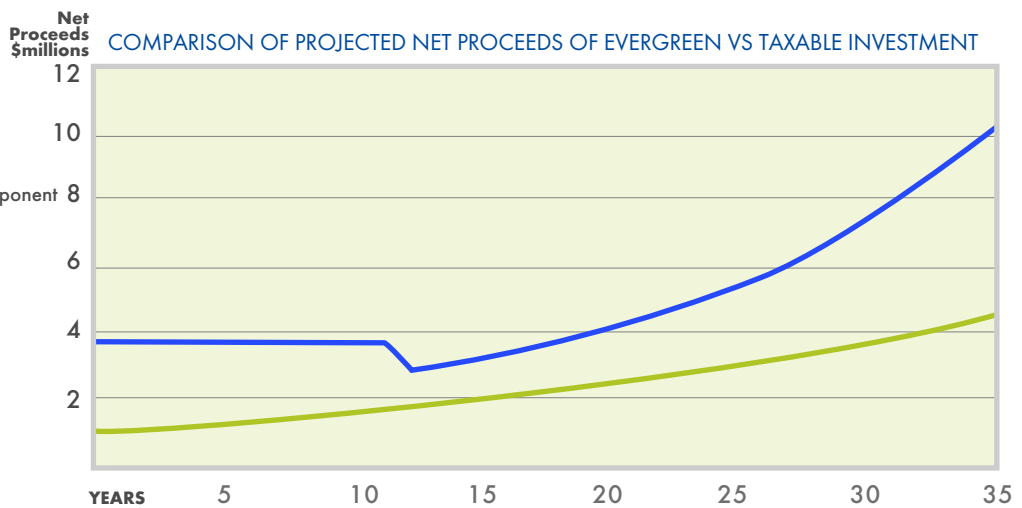
As the following charts illustrate, an Evergreen policy is able to provide significant tax advantages for high net worth clients. The examples show the substantial difference between the potential growth of a \$1 million investment without an Evergreen policy when compared to a \$1 million premium payment in an Evergreen policy. In fact, the Evergreen policy with an 8% per annum return is equivalent to having to earn a 13% per annum return on the taxable investments.

SINGLE LIFE

50 YEAR OLD MALE

Assumptions:

- 50 year old male, non-smoker
- \$1,000,000 single premium
- 8% annual rate of return on Investment Component
- 45% tax rate (combined Fed. & State)



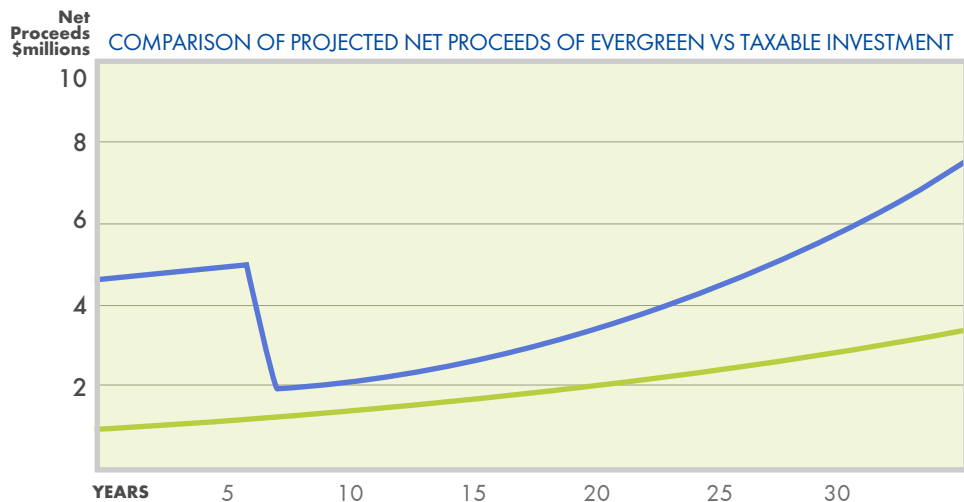
Evergreen Policy
Taxable Investment (no Evergreen policy)

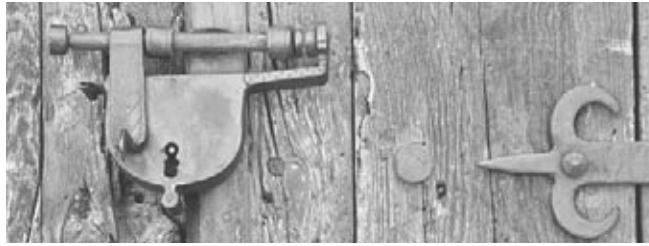
SURVIVORSHIP

65 YR. OLD MALE & 62 YR OLD FEMALE

Assumptions:

- Joint Life: 65 year old Male, non-smoker & 62 year old Female, non-smoker
- \$1,000,000 single premium
- 8% annual rate of return on Investment Component
- 45% tax rate (combined Fed. & State)
- Switch from Option B to Option A in year 6, consistent with Internal Revenue Code Section 7702 in order to reduce friction costs





HOW AN INVESTMENT IN AN EVERGREEN POLICY IS PROTECTED

Evergreen has been specifically constructed to ensure policyholders have maximum protection against the credit risk of Evergreen Life and its reinsurers. Safeguards have been put in place to fully protect policy premiums, cash value and policy benefits. Investments in the Segregated Accounts are never subject to the creditors of Evergreen Life. Each policy is protected from all other policies. This is achieved primarily through the following:

- Evergreen Life's use of Segregated Accounts to hold assets constituting the cash value
- The fact that the reinsurance proceeds are paid directly into the Segregated Accounts
- Evergreen Life's own Private Act in Bermuda, which provides additional legal protections to policyholders.

Segregated Accounts

Every policyholder directs his/her cash value account into one or more Segregated Accounts. Each Segregated Account engages the services of a professional money manager. Under Bermuda law, segregated accounts have the same insulation of liability as do U.S. insured Segregated Accounts within the U.S. and are fully protected from Evergreen Life's creditors. Segregated Accounts are held solely for the benefit of the policyholder.

Reinsurance

Most life insurance companies generally purchase their own form of insurance (called reinsurance) which covers all or part of the life insurance component on a policy. Evergreen Life always purchases reinsurance on 100% of the insurance component of each policy. This reinsurance is obtained from industry-leading rated reinsurance companies. In the U.S., reinsurance proceeds are paid to the insurance companies' general account which, in turn, could become subject to the claims of creditors. Evergreen Life has eliminated this risk by structuring itself so that all reinsurance proceeds are processed through a segregated account, thereby totally shielding policyholders from any exposure to a potential claim by a creditor of Evergreen Life.

Private Act

On the specific application of Evergreen Life, the Bermuda Parliament passed a Private Act (called "The Evergreen Life Limited Act 2008"), which gives an extra layer of protection for policyholders. This Act enabled Evergreen Life to enhance Bermuda's Segregated Account Laws so as to provide increased security for its policyholders. The Act was used to augment the treatment of reinsurance proceeds, by legislating and thereby ensuring that a potential liquidator of Evergreen Life is legally bound to recognize the nature of the Segregated Accounts (whereby the assets of an account are held securely and solely for the benefit of the policyholder and may never become comingled with any funds of the insurer).

RISKS AND DISCLAIMERS



Potential policyholders should work closely with their financial, legal and other advisers to structure their policy to best meet their estate planning needs.

This brochure has been prepared solely for the purpose of educating specific individuals about the benefits of variable universal life insurance (“VUL”) and offshore VUL. No part of this brochure may be reproduced or used for any other reason. By accepting this brochure, the recipient agrees not to divulge its content to any other person, except with the written consent of Evergreen Life Limited.

The hypothetical investment rates used in the sample illustrations are for information purposes only and should not be deemed a representation of past or future investment results. Actual rates of return may be more or less than those shown and will depend upon a number of factors, including the segregated accounts selected.

Actual Cash Values and the Death Benefit of a particular policy also depend upon a number of factors: Death Benefit Option in effect, the amount and timing of premium payments, actual rates of return of the selected segregated accounts, the actual charges deducted which are dependent upon the insured’s particular circumstances, loans and partial surrenders. There is no representation, expressed or implied, that the results described herein will be applicable to any one individual.

This information does not constitute an offer to sell or a solicitation to buy a VUL policy in any jurisdiction.

REQUIREMENTS FOR TAKING OUT AN EVERGREEN POLICY

The Proposed Insured must qualify under Evergreen Life's underwriting preconditions and will be required to:

- Complete a questionnaire in order to submit certain relevant information, including medical and personal information
- Undergo a medical examination
- Produce any medical records which may be requested.

CONTACT INFORMATION

For further information, visit the Evergreen website at www.evergreen.bm

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