

State: Arkansas **Filing Company:** Great-West Life & Annuity Insurance Company
TOI/Sub-TOI: L06I Individual Life - Variable/L06I.002 Single Life - Flexible Premium
Product Name: J355 & J500
Project Name/Number: J355 & J500 M&E/J355 & J500 M&E

Filing at a Glance

Company: Great-West Life & Annuity Insurance Company
Product Name: J355 & J500
State: Arkansas
TOI: L06I Individual Life - Variable
Sub-TOI: L06I.002 Single Life - Flexible Premium
Filing Type: Form
Date Submitted: 07/25/2012
SERFF Tr Num: GRWE-128597181
SERFF Status: Closed-Approved-Closed
State Tr Num:
State Status: Approved-Closed
Co Tr Num: J801SA

Implementation
Date Requested:
Author(s): Tanya Gonzales, Derek Smith
Reviewer(s): Linda Bird (primary)
Disposition Date: 08/01/2012
Disposition Status: Approved-Closed
Implementation Date:

State Filing Description:

State: Arkansas **Filing Company:** Great-West Life & Annuity Insurance Company
TOI/Sub-TOI: L06I Individual Life - Variable/L06I.002 Single Life - Flexible Premium
Product Name: J355 & J500
Project Name/Number: J355 & J500 M&E/J355 & J500 M&E

General Information

Project Name: J355 & J500 M&E Status of Filing in Domicile: Not Filed
 Project Number: J355 & J500 M&E Date Approved in Domicile:
 Requested Filing Mode: Review & Approval Domicile Status Comments: Exempt in state of domicile.
 Explanation for Combination/Other: Market Type: Individual
 Submission Type: New Submission Individual Market Type:
 Overall Rate Impact: Filing Status Changed: 08/01/2012
 State Status Changed: 08/01/2012
 Deemer Date: Created By: Derek Smith
 Submitted By: Derek Smith Corresponding Filing Tracking Number:

Filing Description:
 Individual Life Submission
 Policy Endorsement, Form J801

Company and Contact

Filing Contact Information

Derek Smith , Compliance Analyst drek@gwl.com
 8515 E. Orchard Rd. 303-737-2749 [Phone]
 Greenwood Village, CO 80110

Filing Company Information

Great-West Life & Annuity Insurance Company CoCode: 68322 State of Domicile: Colorado
 8515 East Orchard Road Group Code: 769 Company Type:
 Greenwood Village, CO 80111 Group Name: State ID Number:
 (303) 737-3992 ext. [Phone] FEIN Number: 84-0467907

Filing Fees

Fee Required? Yes
 Fee Amount: \$50.00
 Retaliatory? No
 Fee Explanation: 1 Endorsement x \$50.00=\$50.00
 Per Company: No

Company	Amount	Date Processed	Transaction #
Great-West Life & Annuity Insurance Company	\$50.00	07/25/2012	61168614

SERFF Tracking #:

GRWE-128597181

State Tracking #:**Company Tracking #:**

J801SA

State:

Arkansas

Filing Company:

Great-West Life & Annuity Insurance Company

TOI/Sub-TOI:

L061 Individual Life - Variable/L061.002 Single Life - Flexible Premium

Product Name:

J355 & J500

Project Name/Number:

J355 & J500 M&E/J355 & J500 M&E

Correspondence Summary

Dispositions

Status	Created By	Created On	Date Submitted
Approved-Closed	Linda Bird	08/01/2012	08/01/2012

Amendments

Schedule	Schedule Item Name	Created By	Created On	Date Submitted
Supporting Document	Cover Letter	Derek Smith	07/26/2012	07/26/2012
Form	Policy Endorsement	Derek Smith	07/26/2012	07/26/2012
Supporting Document	Flesch Certification	Derek Smith	07/26/2012	07/26/2012
Supporting Document	Cover Letter	Derek Smith	07/26/2012	07/26/2012

SERFF Tracking #:

GRWE-128597181

State Tracking #:**Company Tracking #:**

J801SA

State:

Arkansas

Filing Company:

Great-West Life & Annuity Insurance Company

TOI/Sub-TOI:

L061 Individual Life - Variable/L061.002 Single Life - Flexible Premium

Product Name:

J355 & J500

Project Name/Number:

J355 & J500 M&E/J355 & J500 M&E

Disposition

Disposition Date: 08/01/2012

Implementation Date:

Status: Approved-Closed

Comment:

Rate data does NOT apply to filing.

Schedule	Schedule Item	Schedule Item Status	Public Access
Supporting Document (revised)	Flesch Certification		Yes
Supporting Document	Flesch Certification		Yes
Supporting Document	Application		No
Supporting Document	Life & Annuity - Acturial Memo		No
Supporting Document (revised)	Cover Letter		Yes
Supporting Document	Cover Letter		Yes
Supporting Document	Cover Letter		Yes
Form (revised)	Policy Endorsement		Yes
Form	Policy Endorsement		Yes

SERFF Tracking #:

GRWE-128597181

State Tracking #:

Company Tracking #:

J801SA

State:

Arkansas

Filing Company:

Great-West Life & Annuity Insurance Company

TOI/Sub-TOI:

L061 Individual Life - Variable/L061.002 Single Life - Flexible Premium

Product Name:

J355 & J500

Project Name/Number:

J355 & J500 M&E/J355 & J500 M&E

Amendment Letter

Submitted Date: 07/26/2012

Comments:

Cover Letter attachment has been corrected.

Changed Items:

Supporting Document Schedule Item Changes:

User Added -Name: Cover Letter

Comment:

AR letter.pdf

Submitted Date: 07/26/2012

Comments:

We have revised the documents attached to this filing to keep policy provisions consistent.

Changed Items:

Form Schedule Item Changes:

Form Schedule Item Changes:

Form Number	Form Type	Form Name	Action	Form Action Other	Previous Filing #	Replaced Form #	Readability Score	Attachments
J801sa	Certificate Amendment, Insert Page, Endorsement or Rider	Policy Endorsement	Initial					J801sa Policy Endorsement.pdf

SERFF Tracking #:

GRWE-128597181

State Tracking #:

Company Tracking #:

J801SA

State:

Arkansas

Filing Company:

Great-West Life & Annuity Insurance Company

TOI/Sub-TOI:

L061 Individual Life - Variable/L061.002 Single Life - Flexible Premium

Product Name:

J355 & J500

Project Name/Number:

J355 & J500 M&E/J355 & J500 M&E

Supporting Document Schedule Item Changes:

Satisfied -Name: Flesch Certification

Comment:

AR Cert of Compliance.pdf

User Added -Name: Cover Letter

Comment:

J801sa Policy Endorsement.pdf

State: Arkansas **Filing Company:** Great-West Life & Annuity Insurance Company
TOI/Sub-TOI: L061 Individual Life - Variable/L061.002 Single Life - Flexible Premium
Product Name: J355 & J500
Project Name/Number: J355 & J500 M&E/J355 & J500 M&E

Post Submission Update Request Submitted On 07/26/2012

Status: Submitted
Created By: Derek Smith

General Information:

Field Name	Requested Change	Prior Value
Product Name	J355	J355 & J500
Project Name	J355 M&E	J355 & J500 M&E
Project Number	J355 M&E	J355 & J500 M&E
Explanation for Combination/Other		
Corresponding Filing Tracking Number		

State: Arkansas **Filing Company:** Great-West Life & Annuity Insurance Company
TOI/Sub-TOI: L06I Individual Life - Variable/L06I.002 Single Life - Flexible Premium
Product Name: J355 & J500
Project Name/Number: J355 & J500 M&E/J355 & J500 M&E

Form Schedule

Lead Form Number: J801

Item No.	Schedule Item Status	Form Number	Form Type	Form Name	Action/Action Specific Data	Readability Score	Attachments
1		J801sa	CERA	Policy Endorsement	Initial:		J801sa Policy Endorsement.pdf

Form Type Legend:

ADV	Advertising	AEF	Application/Enrollment Form
CER	Certificate	CERA	Certificate Amendment, Insert Page, Endorsement or Rider
DDP	Data/Declaration Pages	FND	Funding Agreement (Annuity, Individual and Group)
MTX	Matrix	NOC	Notice of Coverage
OTH	Other	OUT	Outline of Coverage
PJK	Policy Jacket	POL	Policy/Contract/Fraternal Certificate
POLA	Policy/Contract/Fraternal Certificate: Amendment, Insert Page, Endorsement or Rider	SCH	Schedule Pages

Great-West Life & Annuity Insurance Company

A Stock Company
{8515 East Orchard Road Greenwood Village, CO 80111}

POLICY ENDORSEMENT

THIS ENDORSEMENT IS ISSUED BY GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY AS PART OF THE FLEXIBLE PREMIUM VARIABLE UNIVERSAL LIFE POLICY TO WHICH IT IS ATTACHED. ALL PROVISIONS OF THE POLICY THAT DO NOT CONFLICT WITH THE ENDORSEMENT APPLY TO THIS ENDORSEMENT. WHERE THERE IS ANY CONFLICT BETWEEN THE ENDORSEMENT PROVISIONS AND THE POLICY PROVISIONS OR ANY OTHER ENDORSEMENT, THE PROVISIONS OF THIS ENDORSEMENT PREVAIL.

SUB-ACCOUNT VALUE

The Sub-Account Value is the total dollar amount of all accumulation units under each of the Owner's Sub-Accounts excluding the Fixed Account. Initially, the value of each Accumulation Unit was set at \$10.00. Each Sub-Account's Value is equal to the sum of:

- the value of the Sub-Account at the last Valuation Date;
- any Premium, less Expense Charges deducted from Premiums received during the current Valuation Period which is allocated to the Sub-Account;
- any loan repayment amount;
- all values transferred to the Sub-Account; and
- any net investment return allocated to the Sub-Account.

MINUS the following:

- all values transferred to another Sub-Account and the Loan Account Value taken from the Sub-Account during the current Valuation Period;
- all partial withdrawals from the Sub-Account during the current Valuation Period.
- an amount representing the Mortality and Expense risk charge deducted from each Investment Division on a daily basis, equal to an annual rate as a percentage of the daily net asset value of each Investment Division. The actual mortality and expense charge is determined by the company, but may not exceed the annual guaranteed maximum Mortality and Expense charge of .90%

In addition, whenever a Valuation Period includes the monthly anniversary day, value of the Sub-Account at the end of such period is reduced by the portion of the cost of insurance charges allocated to the Sub-Account and any other investment charges specified on Page 1.

The Sub-Account Value is expected to change from Valuation Period to Valuation Period, reflecting the investment experience of the selected Investment Division(s) as well as the deductions for charges.

Premiums which the Owner allocates to an Investment Division are used to purchase accumulation units in the Investment Division(s) the Owner selects. The number of accumulation units to be credited will be determined by dividing the portion of each Premium allocated to or amount transferred to the Investment Division by the value of an Accumulation Unit determined at the end of the Valuation Period during which the Premium was received or the amount was transferred to the Investment Division. In the case of the initial Premium, accumulation units for that payment will be credited to the Sub-Account Value. In the case of any subsequent Premium, accumulation units for that payment will be credited at the end of the Valuation Period during which we receive the Premium. The value of an Accumulation Unit for each Investment Division for a Valuation Period is established at the end of each Valuation Period and is calculated by multiplying the value of that unit at the end of the prior Valuation Period by the Investment Division's net investment factor for the Valuation Period.

NET INVESTMENT FACTOR

The net investment factor for any Investment Division for any Valuation Period is determined by dividing (a) by (b):

(a) is the net result of:

- (i) the net asset value held in the Investment Division determined as of the end of the current Valuation Period; plus
 - (ii) the amount of any dividend (or, if applicable, capital gain distributions) on assets held in the Investment Division if the "ex-dividend" date occurs during the current Valuation Period; minus or plus
 - (iii) a charge or credit for any taxes incurred by or reserved for in the Investment Division, which is determined by the Company to have resulted from the investment operations of the Investment Division.
- (b) is the net result of:
- (i) the net asset value held in the Investment Division determined as of the end of the immediately preceding Valuation Period; minus or plus
 - (ii) the charge or credit for any taxes incurred by or reserved for in the Investment Division for the immediately preceding Valuation Period.

The net investment factor may be greater than, less than, or equal to one. Therefore, the accumulation unit value may increase, decrease or remain unchanged.

The net asset value includes a deduction for an investment advisory fee. This fee compensates the investment adviser for services provided to the Underlying Fund. The fee may differ between Underlying Funds and may be renegotiated each year.

The effective date of this Endorsement is the Effective Date of the policy to which it is attached.

Signed for Great-West Life & Annuity Insurance Company on the Issue Date of the policy (unless a different date is shown here).



[
[Mitchell T. G. Graye]
[President and Chief Executive Officer]

SERFF Tracking #:

GRWE-128597181

State Tracking #:

Company Tracking #:

J801SA

State:

Arkansas

Filing Company:

Great-West Life & Annuity Insurance Company

TOI/Sub-TOI:

L061 Individual Life - Variable/L061.002 Single Life - Flexible Premium

Product Name:

J355 & J500

Project Name/Number:

J355 & J500 M&E/J355 & J500 M&E

Supporting Document Schedules

		Item Status:	Status Date:
Satisfied - Item:	Flesch Certification		
Comments:			
Attachment(s):			
AR Cert of Compliance.pdf			

		Item Status:	Status Date:
Bypassed - Item:	Application		
Bypass Reason:	N/A - Endorsement filing.		
Comments:			

		Item Status:	Status Date:
Satisfied - Item:	Cover Letter		
Comments:			
Attachment(s):			
AR letter.pdf			

**STATE OF ARKANSAS
INSURANCE DEPARTMENT**

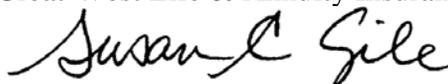
CERTIFICATE OF COMPLIANCE

RE: POLICY ENDORSEMENT, Form J801sa

We hereby certify that the guidelines established in Arkansas Rule and Regulation 19 have been reviewed and the forms designated above comply with these guidelines.

We hereby certify that the above policy forms meet the minimum Flesch Reading Ease Test score requirements.

Great-West Life & Annuity Insurance Company



Susan Gile
Vice President, Individual Markets Operation

July 26, 2012

Date



8515 East Orchard Road
Greenwood Village, CO 80111 Tel. (303) 737-3000
Address mail to: P.O. Box 1700, Denver, CO 80201
www.gwla.com

July 26, 2012

Arkansas Department of Insurance
1200 West Third Street
Little Rock, AR 72201-1904

NAIC #769-68322

RE: **Individual Life Submission**
Policy Endorsement, Form J801sa

Great-West Life & Annuity Insurance Company respectfully submits for approval, the above-referenced Endorsement for your review and approval. This Endorsement is to be used with our Flexible Premium Variable Universal Life Policy, form J355rev2sa approved in your state on June 20, 2011 under SERFF filing number GRWE-127198133. This policy is offered exclusively to our business-owned life insurance market. This form is new and does not replace any previously approved form.

This Endorsement will be offered to all new and existing policyholders effective October 1, 2012.

The principle purpose of this Endorsement is to move the Mortality and Expense charge from the Net Investment provision into the Sub-Account provision. This change is made solely for the policyholders benefit allowing them to more explicitly identify the charge. In addition, the Sub-Account Value provision been corrected to mirror the initial premium investment during the Free Look Period found on the front cover.

We reserve the right at any time to make non-material changes to this form, including (but not limited to) paper stock, type face (but not font size) and page layout made necessary by unavoidable changes.

Please feel free to contact the undersigned should you have any further questions about this filing or require any additional information.

Sincerely,

A handwritten signature in black ink that reads "Tanya D. Gonzales". The signature is fluid and cursive.

Tanya D. Gonzales
Manager, Individual Markets
(FAX) 303-737-5829
(PHONE) 800-537-2033, extension 75829
E-MAIL: Tanya.gonzales@gwl.com

State: Arkansas **Filing Company:** Great-West Life & Annuity Insurance Company
TOI/Sub-TOI: L061 Individual Life - Variable/L061.002 Single Life - Flexible Premium
Product Name: J355 & J500
Project Name/Number: J355 & J500 M&E/J355 & J500 M&E

Superseded Schedule Items

Please note that all items on the following pages are items, which have been replaced by a newer version. The newest version is located with the appropriate schedule on previous pages. These items are in date order with most recent first.

Creation Date	Schedule	Schedule Item Name	Replacement Creation Date	Attached Document(s)
07/26/2012	Supporting Document	Cover Letter	07/26/2012	J801sa Policy Endorsement.pdf (Superseded)
07/25/2012	Form	Policy Endorsement	07/26/2012	J801 Policy Endorsement.pdf (Superseded)
07/25/2012	Supporting Document	Flesch Certification	07/26/2012	AR Cert of Compliance.pdf (Superseded)
07/25/2012	Supporting Document	Cover Letter	07/26/2012	AR letter.pdf (Superseded)

Great-West Life & Annuity Insurance Company

A Stock Company
{8515 East Orchard Road Greenwood Village, CO 80111}

POLICY ENDORSEMENT

THIS ENDORSEMENT IS ISSUED BY GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY AS PART OF THE FLEXIBLE PREMIUM VARIABLE UNIVERSAL LIFE POLICY TO WHICH IT IS ATTACHED. ALL PROVISIONS OF THE POLICY THAT DO NOT CONFLICT WITH THE ENDORSEMENT APPLY TO THIS ENDORSEMENT. WHERE THERE IS ANY CONFLICT BETWEEN THE ENDORSEMENT PROVISIONS AND THE POLICY PROVISIONS OR ANY OTHER ENDORSEMENT, THE PROVISIONS OF THIS ENDORSEMENT PREVAIL.

SUB-ACCOUNT VALUE

The Sub-Account Value is the total dollar amount of all accumulation units under each of the Owner's Sub-Accounts excluding the Fixed Account. Initially, the value of each Accumulation Unit was set at \$10.00. Each Sub-Account's Value is equal to the sum of:

- the value of the Sub-Account at the last Valuation Date;
- any Premium, less Expense Charges deducted from Premiums received during the current Valuation Period which is allocated to the Sub-Account;
- any loan repayment amount;
- all values transferred to the Sub-Account; and
- any net investment return allocated to the Sub-Account.

MINUS the following:

- all values transferred to another Sub-Account and the Loan Account Value taken from the Sub-Account during the current Valuation Period;
- all partial withdrawals from the Sub-Account during the current Valuation Period.
- an amount representing the Mortality and Expense risk charge deducted from each Investment Division on a daily basis, equal to an annual rate as a percentage of the daily net asset value of each Investment Division. The actual mortality and expense charge is determined by the company, but may not exceed the annual guaranteed maximum Mortality and Expense charge of .90%

In addition, whenever a Valuation Period includes the monthly anniversary day, value of the Sub-Account at the end of such period is reduced by the portion of the cost of insurance charges allocated to the Sub-Account and any other investment charges specified on Page 1.

The Sub-Account Value is expected to change from Valuation Period to Valuation Period, reflecting the investment experience of the selected Investment Division(s) as well as the deductions for charges.

Premiums which the Owner allocates to an Investment Division are used to purchase accumulation units in the Investment Division(s) the Owner selects. The number of accumulation units to be credited will be determined by dividing the portion of each Premium allocated to or amount transferred to the Investment Division by the value of an Accumulation Unit determined at the end of the Valuation Period during which the Premium was received or the amount was transferred to the Investment Division. In the case of the initial Premium, accumulation units for that payment will be credited to the Sub-Account Value. In the case of any subsequent Premium, accumulation units for that payment will be credited at the end of the Valuation Period during which we receive the Premium. The value of an Accumulation Unit for each Investment Division for a Valuation Period is established at the end of each Valuation Period and is calculated by multiplying the value of that unit at the end of the prior Valuation Period by the Investment Division's net investment factor for the Valuation Period.

NET INVESTMENT FACTOR

The net investment factor for any Investment Division for any Valuation Period is determined by dividing (a) by (b):

(a) is the net result of:

- (i) the net asset value held in the Investment Division determined as of the end of the current Valuation Period; plus
 - (ii) the amount of any dividend (or, if applicable, capital gain distributions) on assets held in the Investment Division if the "ex-dividend" date occurs during the current Valuation Period; minus or plus
 - (iii) a charge or credit for any taxes incurred by or reserved for in the Investment Division, which is determined by the Company to have resulted from the investment operations of the Investment Division.
- (b) is the net result of:
- (i) the net asset value held in the Investment Division determined as of the end of the immediately preceding Valuation Period; minus or plus
 - (ii) the charge or credit for any taxes incurred by or reserved for in the Investment Division for the immediately preceding Valuation Period.

The net investment factor may be greater than, less than, or equal to one. Therefore, the accumulation unit value may increase, decrease or remain unchanged.

The net asset value includes a deduction for an investment advisory fee. This fee compensates the investment adviser for services provided to the Underlying Fund. The fee may differ between Underlying Funds and may be renegotiated each year.

The effective date of this Endorsement is the Effective Date of the policy to which it is attached.

Signed for Great-West Life & Annuity Insurance Company on the Issue Date of the policy (unless a different date is shown here).



[
[Mitchell T. G. Graye]
[President and Chief Executive Officer]

Great-West Life & Annuity Insurance Company

A Stock Company
{8515 East Orchard Road Greenwood Village, CO 80111}

POLICY ENDORSEMENT

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- all values transferred to the Sub-Account; and
- any net investment return allocated to the Sub-Account.

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 - (iii) a charge or credit for any taxes incurred by or reserved for in the Investment Division, which is determined by the Company to have resulted from the investment operations of the Investment Division.
- (b) is the net result of:
- (i) the net asset value held in the Investment Division determined as of the end of the immediately preceding Valuation Period; minus or plus
 - (ii) the charge or credit for any taxes incurred by or reserved for in the Investment Division for the immediately preceding Valuation Period.

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The effective date of this Endorsement is the Effective Date of the policy to which it is attached.

Signed for Great-West Life & Annuity Insurance Company on the Issue Date of the policy (unless a different date is shown here).



[Mitchell T. G. Graye]
[President and Chief Executive Officer]

**STATE OF ARKANSAS
INSURANCE DEPARTMENT**

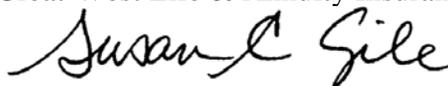
CERTIFICATE OF COMPLIANCE

RE: POLICY ENDORSEMENT, Form J801

We hereby certify that the guidelines established in Arkansas Rule and Regulation 19 have been reviewed and the forms designated above comply with these guidelines.

We hereby certify that the above policy forms meet the minimum Flesch Reading Ease Test score requirements.

Great-West Life & Annuity Insurance Company



Susan Gile
Vice President, Individual Markets Operation

July 25, 2012

Date



8515 East Orchard Road
Greenwood Village, CO 80111 Tel. (303) 737-3000
Address mail to: P.O. Box 1700, Denver, CO 80201
www.gwla.com

July 25, 2012

Arkansas Department of Insurance
1200 West Third Street
Little Rock, AR 72201-1904

NAIC #769-68322

RE: **Individual Life Submission**
Policy Endorsement, Form J801

Great-West Life & Annuity Insurance Company respectfully submits for approval, the above-referenced Endorsement for your review and approval. This Endorsement is to be used with our Flexible Premium Variable Universal Life Policies. Form J355rev2sa approved in your state on June 20, 2011 under SERFF filing number GRWE-127198133 and form J500r1-CSO approved in your state on June 4, 2008 under SERFF filing number GRWE-125682167. This policy is offered exclusively to our business-owned life insurance market. This form is new and does not replace any previously approved form.

This Endorsement will be offered to all new and existing policyholders effective October 1, 2012.

The principle purpose of this Endorsement is to move the Mortality and Expense charge from the Net Investment provision into the Sub-Account provision. This change is made solely for the policyholders benefit allowing them to more explicitly identify the charge.

We reserve the right at any time to make non-material changes to this form, including (but not limited to) paper stock, type face (but not font size) and page layout made necessary by unavoidable changes.

Please feel free to contact the undersigned should you have any further questions about this filing or require any additional information.

Sincerely,

A handwritten signature in black ink that reads "Tanya D. Gonzales". The signature is written in a cursive, flowing style.

Tanya D. Gonzales
Manager, Individual Markets
(FAX) 303-737-5829
(PHONE) 800-537-2033, extension 75829
E-MAIL: Tanya.gonzales@gwl.com