AMENDMENT TO ARTICLE VI OF MERGER AGREEMENT DATED MAY 14, 1958, BETWEEN THE ESTATE LIFE INSURANCE COMPANY OF AMERICA and CAROLINA GENERAL LIFE INSURANCE COMPANY.

Based on the settlement of a suit pending against Carolina General Life Insurance Company, the Boards of Directors of The Estate Life Insurance Company of America and Carolina General Insurance Company do hereby approve and recommend to their respective stockholders that subject Merger Agreement be accepted with ratio of stock exchange being 1.23 shares of the stock of The Estate Life Insurance Company of America for one share of the stock of Carolina General Life Insurance Company.

CAROLINA GENERAL LIFE INSURANCE COMPANY

By: _____
Its President

ATTEST _____
Its Secretary

THE ESTATE LIFE INSURANCE COMPANY OF AMERICA

_____
Its President

ATTEST _____
Its Secretary

(Continued on next page)