Dear Agent:

We are pleased to inform you that the merger of Western National Life Insurance Company (WNL) — the Texas-domiciled life insurance company that issues our fixed annuities in all states except New York — into its sister company, American General Life Insurance Company (AGL), effective December 31, 2012, is on track. We have refreshed our Questions and Answers below to provide you with additional information about the merger.

Questions and Answers

1. **Why is the company making this change?**

   At Western National, our goal is to provide competitive products and high-quality customer service, backed by the strength of innovative, industry-leading companies.

   In keeping with that goal, we are excited about our decision to consolidate seven of the AIG Life and Retirement (formerly SunAmerica Financial Group [SAFG]) life insurance legal entities into one. As a part of that consolidation, Western National Life Insurance Company will be merged into American General Life Insurance Company with a targeted year-end effective date.

   Each of these companies is extremely strong in terms of statutory capital and surplus. In addition, each of the companies — like WNL — is a dominant competitor in the markets it serves. By bringing these companies together into one legal entity, we can provide products, services, and guarantees to your customers that are supported by one of the larger, stronger and more diversified life insurance companies in the industry.

   Based on a hypothetical combination of their balance sheets at December 31, 2011, the merged entity would have over $140 billion in assets and over $11 billion in capital and surplus. The book of business will be balanced and extremely diversified, including life insurance, fixed annuities, variable annuities, retail immediate income annuities, structured settlement annuities, group benefits, accident and health and other specialty products. Our financial strength and diversification will help enhance our staying power through the most difficult of economic and market environments.
2. **Which legal entities will be merged into American General Life Insurance Company?**

The following companies will be consolidated:

+ American General Assurance Company
+ American General Life and Accident Insurance Company
+ American General Life Insurance Company of Delaware
+ SunAmerica Annuity and Life Assurance Company
+ SunAmerica Life Insurance Company
+ Western National Life Insurance Company

3. **Will the Western National brand continue to be a national presence?**

After the merger, American General Life Insurance Company will be the issuing insurance company, but we will continue to use our Western National brand for our marketing endeavors including our website. Western National Life Insurance Company was one of the first insurance companies to develop fixed annuity products specifically for sale through banks. We are the number one provider of fixed annuities in this market, and have maintained our leadership for 16 consecutive years by offering innovative products and valued services to help Americans achieve their financial goals.* This focus will not change as a result of the merger. As well, our Western National leadership team will remain committed to meeting the needs of your firm, and to providing the service excellence you are accustomed to receiving.

4. **Are the agencies’ financial strength ratings for AGL the same as for WNL?**

Yes, both companies currently hold the same ratings from the four major rating agencies.

5. **Will agents need new appointments or new agent/agency codes?**

No. New paperwork will not be required for this change. The appointments will be transferred from WNL to AGL effective January 1, 2013. There will be no changes to the agent or agency codes.

6. **Will the product CUSIP numbers change?**

No, there will be no change to the CUSIP numbers. However, we will slightly change the product name on the CUSIP, due to the removal of any “WNL” references. We will provide a list of the new product names in a future communication.

7. **Will the existing phone number of locations change?**

No, there are no changes to the contact numbers for any of your Western National teams. You will continue to contact the Western National teams for fixed annuity support. And of course you can call Internal Wholesaling at 1-888-237-4210.

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* Source: As reflected in Kehrer-LIMRA Reports for years 1996 through 2011. Sales from First SunAmerica Life Insurance Company (FSA) have been included in this number from 2002 through 2011. Sales from The United States Life Insurance Company in the City of New York (US Life) have been included since 2012 due to the merger of FSA into US Life.
8. What does this mean for the contract holders?

There will be no changes for existing WNL contract holders. All existing contract holders will receive a notification letter informing them of the merger and a copy of the Merger Endorsement. The mailings to the existing contract holders will begin January 7, 2013.

Beginning January 1, 2013, all issued contracts will include the Merger Endorsement until such time as contract forms are updated to reflect American General Life Insurance Company as the issuer.

9. Will the existing WNL website be available after the merger into AGL?

Yes, our website at WesternNational.com will be available, and will include information regarding the merger.

10. How will I receive the updated forms and marketing materials?

The home office application and administrative forms will be updated with the AGL name. Beginning March 24, 2013, we will post the updated and approved forms on our website. Additionally, we will send out a field communication to your back office requesting supply orders for the new materials prior to the launch date.

The marketing materials will be printed with the new insurance company name and Western National logo. You may continue to utilize materials until the updated versions are available.

11. Is there a “grace period” during which you will accept forms or materials that still reflect Western National Life Insurance Company?

Our goal is to have the majority of our materials rebranded by March 24, 2013, but in the event you are utilizing Western National Life Insurance Company materials or forms, we will not reject or place any business as not in good order for this reason.

12. When does this change take effect?

The merger will be effective at year-end. We will begin using the AGL name on January 1, 2013, although many of our marketing materials and other forms may continue to reflect WNL until March 2013, when the transition will be fully complete.

13. Where do I go for more information?

As always, agents should contact the Internal Wholesaling Department at 1-888-237-4210 or you may also access this information on our website at WesternNational.com.