

Substitution	Replaced fund/sub-adviser	Substituted fund/sub-adviser
Five .....	Putnam VT Vista Fund (Putnam) .....	Equity Growth Account (Morgan Stanley)

10. The investment objective of LargeCap Growth Account ("LargeCap Growth") is to seek long-term growth of capital. It invests primarily in equity securities of growth companies. Under normal market conditions, LargeCap Growth invests at least 80% of its assets in equity securities of companies with large market capitalizations (those with market capitalizations similar to companies in the Russell 1000 Growth Index) at the time of purchase. (The market capitalization of companies included in the Russell 1000 Growth Index as of June 30, 2003, ranged approximately from \$1.3 billion to \$310 billion.) The Account may invest up to 25% of its assets in securities of foreign companies. The investment objective of LargeCap Growth Equity Account ("LCGE") is to seek long-term growth of capital. It invests primarily in common stocks of U.S. companies, with a focus on growth stocks. Under normal market conditions, LCGE invests at least 80% of its assets in common stocks of companies with large market capitalizations (those with market capitalizations similar to companies in the Russell 1000 Growth Index) at the time of purchase. LCGE may invest up to 25% of its assets in securities of foreign issuers. Applicants believe that the substitution will serve the interests of the owners of the contracts because it will permit them to continue to pursue their current investment objective (long-term growth of capital) through investments in the same kinds of securities while paying a lower advisory fee and lower overall expense ratio.

11. The investment objective of Blue Chip Account ("BC Account") is to seek long-term growth of capital. BC Account invests primarily by investing in common stocks of well-established large capitalization companies. Under normal market conditions, BC Account invests at least 80% of its assets in common stocks of companies with large market capitalizations (similar to companies in the S&P 500 Index) at the time of purchase. Blue chip companies have market capitalizations of at least \$1 billion. BC Account may invest up to 20% of its Account assets in foreign securities. The investment objective of LargeCap Stock Index Account ("LCSI") is to seek long-term growth of capital. Under normal market conditions, LCSI invests at least 80% of its assets in

common stocks of companies that compose the S&P 500 Index, an unmanaged index of 500 common stocks chosen to reflect the industries of the U.S. economy. Applicants believe that the substitution will serve the interest of owners of the contracts because it will provide those owners with an investment option that is comparable in terms of pursuing long-term investment goals and has a lower expense ratio.

12. The investment objective of MidCap Growth Equity Account ("MCGE") is to seek long-term growth of capital by investing primarily in medium capitalization U.S. companies with strong earnings growth potential. Under normal market conditions, MCGE invests at least 80% of its assets in common stocks of companies with medium market capitalizations (those with market capitalizations similar to companies in the Russell MidCap Growth Index) at the time of purchase. (The market capitalization of companies included in the Russell MidCap Growth Index as of June 30, 2003 ranged approximately from \$1.3 billion to \$10.8 billion.) MCGE may invest up to 10% of its assets in securities of foreign issuers. The investment objective of MidCap Growth Account ("MidCap Growth") is to seek long-term growth of capital. Under normal market conditions, MidCap Growth invests at least 80% of its assets in common stocks of companies with medium market capitalizations (those with market capitalizations similar to companies in the Russell MidCap Growth Index) at the time of purchase. MidCap Growth may invest up to 10% of its assets in securities of foreign issuers. Applicants believe that the substitution will serve the interests of owners of the contracts because it will provide those owners with an investment option that is comparable in terms of pursuing long-term investment goals and has a lower expense ratio.

13. The investment objective of Putnam VT Global Asset Allocation Fund ("Putnam GAAF") is to seek a high level of long-term total return consistent with preservation of capital. Putnam GAAF invests in a wide variety of equity and fixed-income securities of both U.S. and foreign issuers of any size. Putnam GAAF invests in growth and value stocks of domestic and foreign corporations and in domestic and

foreign fixed income securities. The investment objective of Asset Allocation Account ("AAA") is to generate a total investment return consistent with preservation of capital. AAA invests in a wide variety of equity and fixed-income securities of both U.S. and foreign issuers of any size. AAA invests in growth and value stocks of domestic and foreign corporations and in domestic fixed-income securities and may invest in foreign fixed-income securities. Applicants believe that the substitution will serve the interest of owners of the contracts because it will provide those owners with an investment option that is comparable in terms of pursuing long-term investment goals and has a lower expense ratio.

14. The investment objective of Putnam VT Vista Fund ("Vista") is to seek capital appreciation. Vista invests mainly in common stocks of U.S. companies, with a focus on growth stocks. Vista invests mainly in mid-sized companies. The Fund uses the Russell MidCap Growth Index for comparison purposes. The investment objective of Equity Growth Account ("Equity Growth") is to provide long-term capital appreciation by investing primarily in equity securities. Equity Growth seeks to maximize long-term capital appreciation by investing primarily in growth-oriented equity securities of U.S. and, to a limited extent, foreign companies that are listed on U.S. exchanges or traded in U.S. markets. It invests at least 80% of its assets in equity securities and invests primarily in companies with market capitalizations of \$10 billion or more. Although Equity Growth may invest up to 25% of its assets in investments in foreign companies that are traded in foreign markets, it is considered to be a domestic stock fund and, therefore, will generally limit its foreign stock holdings to 10% of its assets and generally invests only in securities of foreign companies that are traded in the U.S. Applicants represent that the substitution will serve the interest of owners of the contracts because it will provide those owners with an investment option that is comparable in terms of pursuing long-term investment goals and has a lower expense ratio.

15. The annual operating expenses of each replaced fund and each substituting fund as a percentage of average daily net assets are as follows: