



Protective ProSaver[®] Secure II

Fixed Annuity





Retire on your terms.

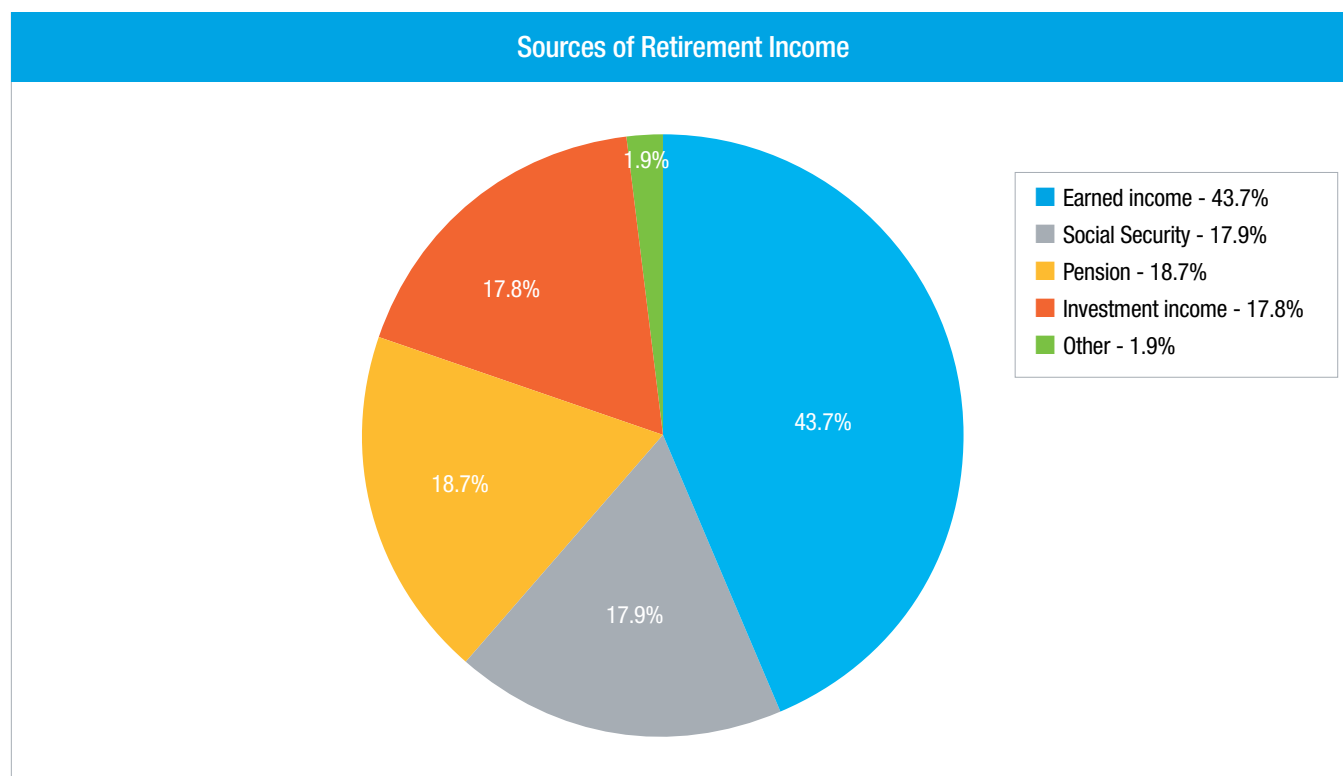
Low risk. Guaranteed growth. Lifetime income. These are just a few things people generally associate with fixed annuities. Precisely because fixed annuities provide a consistent rate of return, they may help mitigate the effects of inflation and are particularly well-suited for growing retirement savings.

No matter how you intend to experience your retirement, you will essentially need to fund a comfortable lifestyle, grow your assets and protect your loved ones. You'll also need income for as long as you live.

The information contained in this brochure, along with the guidance of your financial advisor, can help you learn more about how fixed annuities may be used as part of a customized financial strategy to protect your financial goals for tomorrow so that you can embrace today.

Funding your retirement

If you're like many of today's retirees, traditional sources of retirement income, such as employer sponsored pension plans and Social Security benefits, will only fund a portion of your retirement. In fact, over reliance on Social Security as part of your financial retirement plan could compromise achieving your retirement income needs. You will likely need to bridge this gap to live the comfortable retirement you desire.



Pension includes all defined benefit and defined contribution plans. Estimates are not guaranteed. © 2012 Morningstar. All Rights Reserved. 3/1/2012

Fixed annuity benefits

Whether you are retired now, retiring soon or retiring years from now, there's likely a fixed annuity that can help secure your personal financial future. In simple terms, a fixed annuity is a contract between you and a life insurance company, and it is one of the few investments that can provide a stream of payments for life with little to no market risk.

Fixed annuities allow you to invest a certain amount of money now with the agreement you will receive later all of your investment plus interest at a fixed rate. You then create a reliable stream of payments, while the remaining balance continues to grow at the specified fixed rate of return.

Fixed annuities offer a combination of investment and insurance benefits, such as:

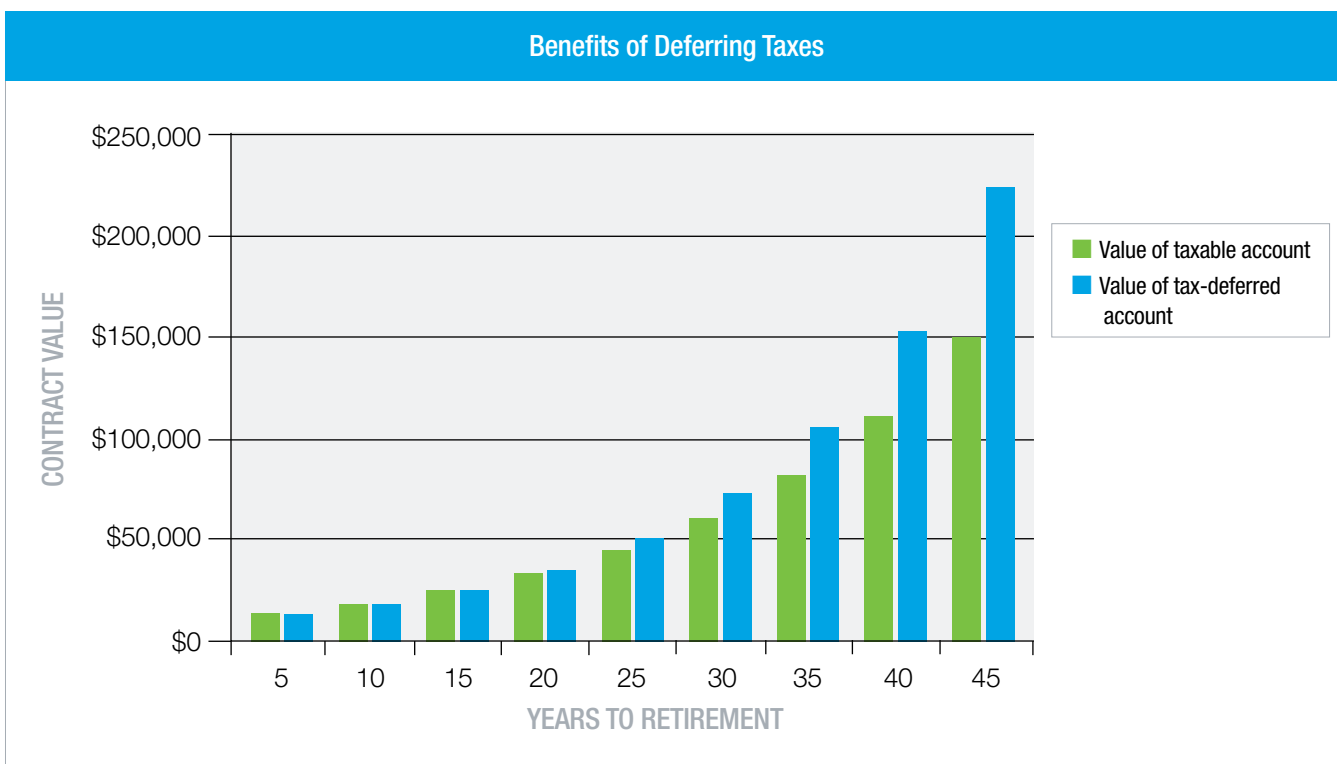
- *Tax-deferred growth at a fixed rate*
- *Access to your money*
- *Variety of interest rate guaranteed periods*
- *Choice of annuity income payment options, including income for life*
- *Estate planning benefits*

Some also offer enhancements, such as principal return protection and terminal illness, nursing home and unemployment surrender charge waivers.

The power of tax-deferred investing

Tax deferral is the process of delaying taxes on your accumulated earnings until they are withdrawn. Since the gain in a fixed annuity isn't taxed until it's withdrawn, it accumulates at a faster rate or compounds. Compounding means your earnings become part of your contract value, and they, in return, contribute to future gains. In the early years of accumulation, the benefits of compounding may not be that significant, but as the years go by, the long-term boost to your total return can be substantial.

Additionally, fixed annuities can help you control when you'll pay taxes on the gain in your contract. You have the ability to choose when you'll withdraw money from the contract, so you may be able to determine when the taxation of your gain occurs. Since deferred fixed annuities work best for long-term planning, it is likely that interest withdrawals from the contract will not be made until future years, when you may be in a lower tax bracket, such as during retirement.



Hypothetical value of \$10,000 invested in stocks. This example is for an investor in the 28% bracket using the 2011 tax code. Assumes an 8% annual total return. Estimates are not guaranteed. This is for illustrative purposes only and not indicative of any investment. © 2012 Morningstar. All Rights Reserved. 3/1/2012

Fixed annuities in tax-qualified plans

Because an IRA or workplace savings plan already provides tax-deferred growth of earnings, using a tax-deferred fixed annuity within those accounts does not offer any additional tax deferral; however, there are other features and benefits a fixed annuity can provide in this type of arrangement, such as payments for life and a death benefit.

There may be costs associated, so you need to determine if the benefits of owning a fixed annuity within a tax-advantaged plan are worthwhile. Please consult a qualified tax and/or financial advisor regarding the use of a fixed annuity contract within a qualified plan or in connection with other employee benefit plans or arrangements.



Designing your retirement income

One of the primary benefits of using a fixed annuity as part of your retirement strategy is creating a stream of payments. Protective Life fixed annuities offer the flexibility to create the retirement income you need.

Annuity income payments

The first option for creating a stream of payments from your fixed annuity is to annuitize your contract. When you annuitize, your fixed annuity contract value is exchanged for a stream of guaranteed income payments. There is no fee for annuitizing your contract.

You choose when to annuitize, or begin your annuity income payments, and for how long. This may be over your lifetime or over the joint lifetime of you and your spouse.

Annuity income payment options are available for single or joint life:

- *Lifetime income*
- *Specific term (certain period)*
- *Lifetime income with a specific term (certain period)*
- *Lifetime income with a cash refund*
- *Lifetime income with an installment refund (principal refund)*

There are certain requirements for when annuity income payments can and should begin without penalty. Please see the specific **Fixed Annuity Product Profile** and contract for more information.

For non-qualified annuities, a portion of each annuity payment generally is considered to be a return of your investment, which is not taxed. The remaining portion of the payment consists of earnings and is taxable as ordinary income. After you have recovered your investment, all of your annuity payments will be taxable.

Access to your money

If you are looking for more flexibility than is available with annuitization, you may consider making systematic withdrawals. Fixed annuities typically allow, without penalty, a certain amount to be withdrawn from either the contract value or from the earned interest. Many times these withdrawals can be automatically setup to occur monthly, quarterly, semi-annually or annually.

Withdrawals reduce the annuity's remaining death benefit, contract value, cash surrender value and future earnings. Withdrawals may be subject to income tax and, if taken prior to age 59½, an additional 10% IRS tax penalty may apply. More frequent withdrawals may reduce earnings more than annual withdrawals.

Protection for loved ones

Providing a legacy to your beneficiaries is likely an important part of your financial strategy for retirement. You need to know they will be provided for should something happen to you. A fixed annuity offers you estate planning benefits that can help you more efficiently transfer your assets to your beneficiaries by avoiding the delay, cost and publicity of probate. These benefits can help you protect a lasting legacy for your loved ones. For more complete information, please see the specific **Fixed Annuity Product Profile** and contract.

We are Protective Life

When you purchase a fixed annuity for retirement, you begin a long-standing relationship with the issuing life insurance company. For more than 100 years, our mission has remained boldly alive in our name. We are Protective Life.

Our mission is to help customers find the financial security they so desperately need, enabling them to protect tomorrow and embrace today. It's a liberating feeling – one experienced when focus is allowed to return to those things that enrich our lives the most.

At the heart of our Company's business philosophy are four adopted values. Each equally shapes our identity and guides us in all that we do.

Do the Right Thing: Character is doing the right thing, even when no one is looking. We have a collective responsibility to do what's right by our customers to ensure their financial needs are met today and tomorrow.

Serve People: To help our customers protect tomorrow and embrace today, we must put their financial needs first and take the time to truly understand the challenges they face in life.

Build Trust: Hard won but easily lost, earning the trust of our customers is just as imperative as keeping it for a lifetime. Do the right thing and serve people, and do it with sincerity and transparency.

Simplify Everything: From product design to choice and delivery to service support, our goal is to make doing business easier by making it as simple as possible. We educate customers using relatable concepts and terms to address their specific financial needs. It's our belief that an informed customer is an empowered one.

1907

Governor William Dorsey Jelks founds Protective Life Insurance Company, as Theodore Roosevelt begins his seventh year as U.S. President.

1909

Protective Life pays its first death claim.

1932

Protective Life celebrates its Silver Anniversary, with over \$65 million of insurance in force.

1957

Protective Life celebrates 50 years, with insurance in force approaching \$1 billion.

1983

Acquires Protective Life and Annuity Insurance Company.

1997

West Coast Life is acquired, solidifying Protective's national presence.

2002

John D. Johns becomes CEO of Protective Life.

2006

Chase Insurance Group is acquired, representing Protective's largest acquisition to date.

2007

Protective Life celebrates its 100th Anniversary. Insurance in force surpasses \$252 billion.

2009

Protective achieves record consolidated statutory capital level in a historically challenging financial environment.

2011

The combined United Investors Life and Liberty Life acquisitions increase policies in force by 50%.

Protective Life has more than \$425 billion of coverage in force to date.*

*As of 12/31/11

The strength of our promise

We take comfort in our strengths. We rely on more than a century's worth of experience to fulfill the obligations and uphold the promises made to our customers. The strength of our promise is backed by the financial stability and long-term performance of our Company. Protective Life carries high ratings from independent rating organizations who assign ratings measuring financial strength or claims-paying abilities. They consider factors such as overall operating performance, asset quality, financial flexibility, and capitalization.

Protective Life has insurer financial strength ratings

A+ (Superior, 2nd highest of 15 ratings) from A.M. Best

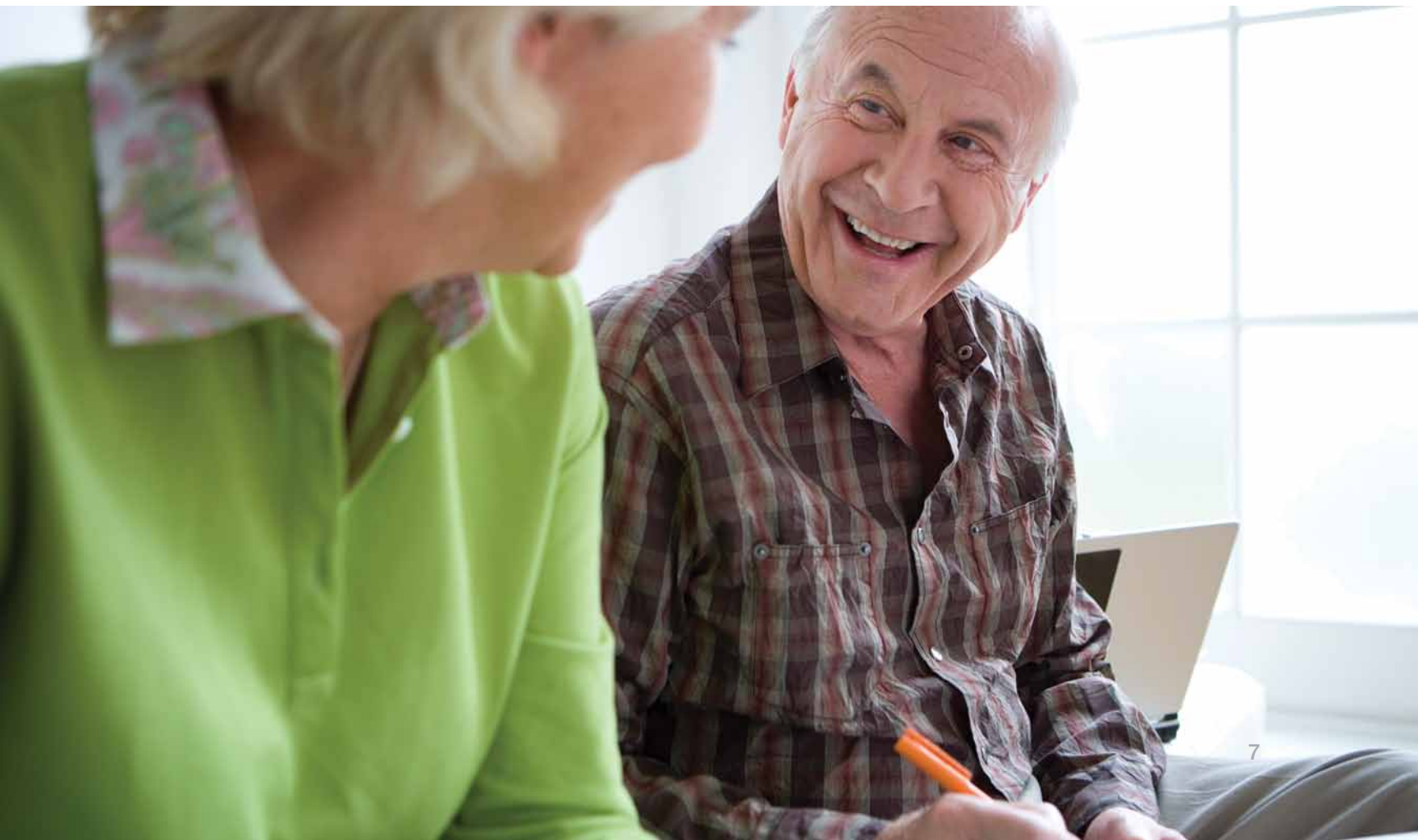
AA- (Very Strong, 4th highest of 21 ratings) from Standard & Poor's

A (Strong, 6th highest of 22 ratings) from Fitch

Ratings do not reflect the investment experience or financial strength of any sub account. These ratings are current as of May 22, 2012, are subject to change and do not apply to products or their performance. Please visit www.protective.com for more current information.

Our tradition of financial strength and strong growth has allowed us to touch so many lives and help protect tomorrow. We continually strive to provide innovative, valuable, affordable products that are simple to understand and easy to acquire. We serve with integrity and honesty, treating each of our customers the way we would like to be treated.

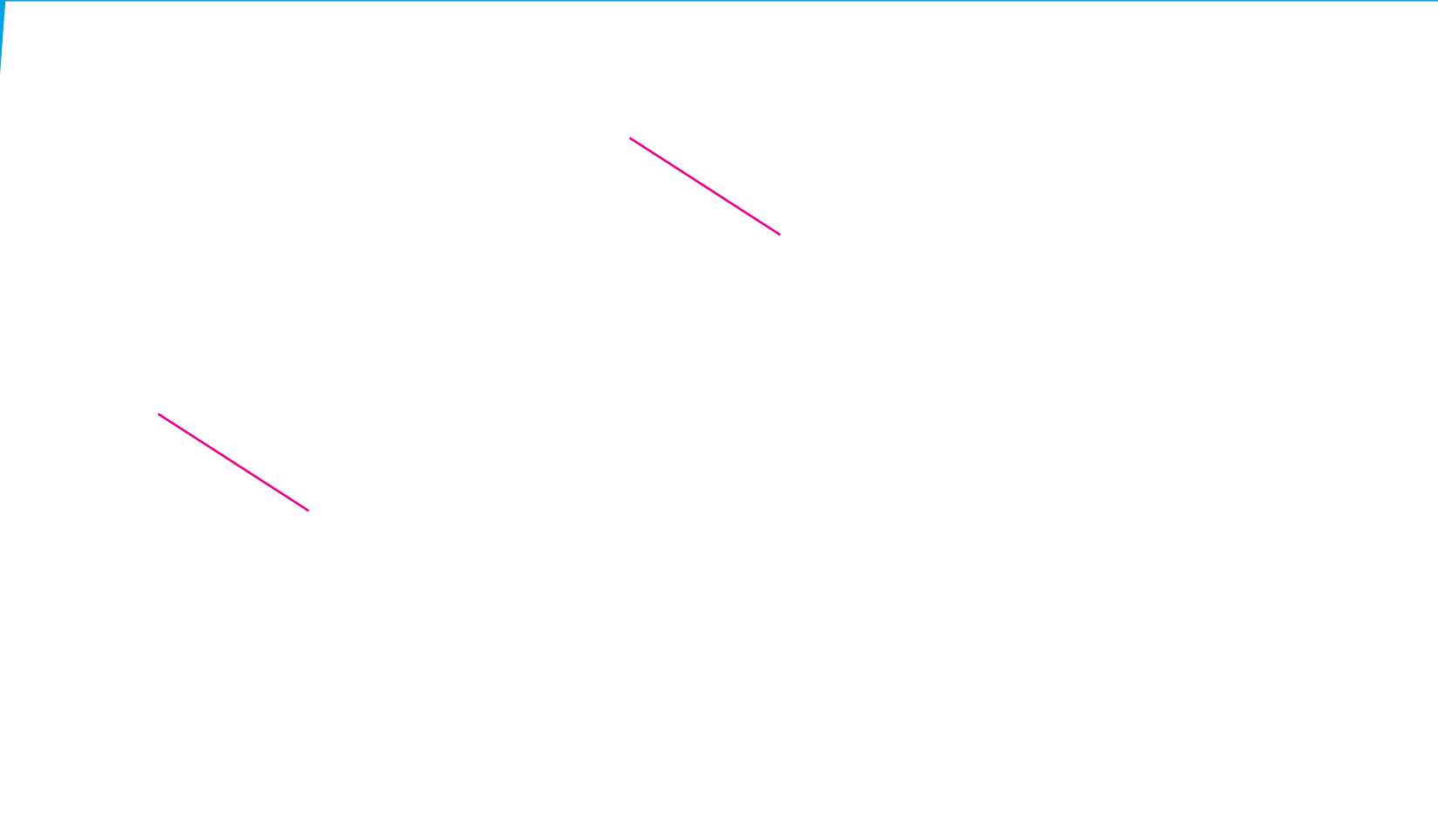
We offer more than just products. We offer solutions— solutions to help meet the many financial challenges we all face in life. Simplified products, valuable educational resources and over 100 years of service experience together empower our customers to take charge of their lives and embrace all that the day has to offer.



Retire on your terms.

As you prepare for your retirement it's important to ensure that you have the options needed to customize a personal financial plan and meet your individual needs – along with assurance that the companies you work with will be there to see you through your entire retirement. Talk to your financial advisor today to learn more about how you can utilize a Protective Life fixed annuity to tailor your unique retirement solution, so you can experience retirement on your terms.

**Protect Tomorrow.
Embrace Today.™**



Neither Protective Life nor its representatives offer legal or tax advice. Purchasers should consult with their legal or tax advisor regarding their individual situations before making any tax-related decisions.

Annuities are long-term insurance contracts intended for retirement planning.

Protective Life refers to Protective Life Insurance Company (PLICO) and its affiliates, including Protective Life & Annuity Insurance Company (PLAICO). Annuities are issued by PLICO in all states except New York and in New York by PLAICO. Both companies are located in Birmingham, AL. Each company is solely responsible for the financial obligations accruing under the products it issues. Product guarantees are backed by the financial strength and claims-paying ability of the issuing company.

The Protective ProSaver Secure II Fixed Annuity is a fixed, limited flexible-premium deferred annuity contract issued by Protective Life Insurance Company (Birmingham, AL) under policy form series P-3270 (PLICO) and A-3270 (PLAICO) and state variations thereof. Product availability and features may vary by state. Limits may apply. Forms vary by state.



www.protective.com

Not a Deposit	Not Insured by Any Federal Government Agency
No Bank Guarantee	Not FDIC Insured