



1116 West Riverside Avenue  
Spokane, Washington 99201

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
To be held April 25, 2008

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To Our Stockholders:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of NORTH COAST LIFE INSURANCE COMPANY will be held at the Spokane Club, Spokane, Washington, on Friday, April 25, 2008, at 10:30 o'clock A.M. in the Gourmet Room (fourth floor), for the following purposes:

- (1) To elect four Directors, two to be elected by the common stockholders and two by the preferred stockholders; and
- (2) To receive reports of the officers relative to the Company's progress and financial condition for 2007 and projections for 2008; and
- (3) To consider and act upon any matters incidental to the foregoing purposes and upon other matters which may properly come before the meeting.

More detailed information with respect to the above proposals is set forth in the accompanying Proxy Statement.

The By-Laws of the Company fix the close of business on March 14, 2008, as the record date for the determination of stockholders entitled to notice of and to vote at the meeting or any adjournment thereof.

All stockholders who find it convenient to do so are cordially invited and urged to attend the meeting in person. Luncheon will be served and stockholders will be guests of the Company.

*Stockholders who cannot be present in person at the meeting are urged to promptly sign, date and mail the enclosed form of proxy to the Company in the enclosed self-addressed and stamped envelope. If you later find that you can attend the meeting in person, you can revoke your proxy at such meeting and cast your vote in person.*

By order of the Board of Directors given at Spokane, Washington, this 25th day of March, 2008.

Assistant Secretary



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#### PROXY STATEMENT

Your Proxy in the form enclosed is solicited by the management of North Coast Life Insurance Company for use at the Annual Meeting of Stockholders to be held April 25, 2008, and any adjournments thereof. The cost of solicitation will be paid by the Company. Shares represented by proxies properly signed and returned will be voted at the meeting. The proxy may be revoked at any time before it is voted.

The Company has outstanding 651,983 shares of common stock entitled to vote at the meeting. Each share of common stock outstanding is entitled to one vote, but shares may be cumulatively voted in the election of Directors. Holders of the 362,691 shares of the preferred stock will vote for the election of two persons to represent them on the Board of Directors and common stockholders do not vote for these two Directors. A separate proxy card has been prepared for the preferred stockholders. Only stockholders of record at the close of business on March 14, 2008, are entitled to vote.

A copy of the Annual Report to Stockholders with the balance sheet and operating statement of the Company for 2007 is being enclosed with this mailing.

#### ELECTION OF DIRECTORS

The Proxy will be voted for the election of the nominees named in the following table, and in the event that any of the nominees refuse or are unable to serve, the Proxy will be voted in accordance with the best judgment of the person or persons acting thereunder. Under the By-Laws there are three classes of Directors serving for different periods of time. At the Annual Meeting in 2005, Gavin J. Cooley, William C. Fix and Robin L. Johnston were elected for terms of office expiring at the Annual Meeting in 2008. Messrs. Cooley and Fix are being renominated for terms of office expiring at the Annual Meeting in 2011. Mrs. Johnston is leaving the Company and the Board on April 30, 2008, to return to public accounting. She is a CPA.

Being renominated as Directors to represent the preferred stockholders are Nicholas R. Knapton and Paul S. Schultz. Mr. Knapton, who is an attorney and also a Certified Public Accountant, is with the accounting firm of McDirmid, Mikkelsen & Secrest in Spokane. Mr. Schultz oversees the raising and wide distribution of plants grown in his family's greenhouses and also owns an apiary. These Directors serve annual terms and are not a part of the classes of Directors who represent the common stockholders

except for Mr. Knapton. The preferred stockholders, voting separately as a class, have the right to elect two Directors to the Company's Board of Directors so long as at least 50% in principal amount of such stock remains outstanding. Such Directors, like each of the Company's other Directors, are required under Washington corporate law to act in the best interest of all shareholders and not merely in the best interest of the holders of the Series A Preferred stock. Except as to matters affecting the preferred stock and as otherwise expressly required by applicable law, holders of the shares of the Series A Preferred stock are not entitled to vote on any other matters on which shareholders have the right to vote. Holders of Series A Preferred stock are not entitled to cumulative voting rights. Mr. Knapton, who holds both common and preferred stock, was elected to the Board at a meeting of the Executive and Finance Committees on December 14, 2001, and represents both the common and preferred stockholders. While he holds a regular term on the Board which expires in 2009, he also has been elected annually by the preferred stockholders to be one of their representatives and serves in a dual capacity. Mr. Schultz, who personally and beneficially holds both preferred and common stock, was elected to the Board as a representative of the preferred stockholders on October 27, 2006, to fill a vacancy caused by the resignation of David A. Taisey.

On August 14, 2007, Director David M. Ogden resigned from the Board because of the commitment of time involved.

If for any reason any nominee is not a candidate when the election occurs, it is intended that the proxy will be voted for the election of the other nominees and may be voted for any substitute nominee. However, the management does not expect substitutions to occur.

Continuing Directors are listed in the following table under the caption "Directors Continuing in Office."

NOMINEES AS DIRECTORS TO BE  
VOTED ON BY COMMON STOCKHOLDERS

Name	Principal Occupation or Employment	Director Since	Term Expires	Shares Beneficially Owned 12/31/07	
				Common	Preferred
Gavin J. Cooley	Chief Financial Officer, City of Spokane; Former Treasurer, North Coast Life 1990-2003	2000	2008	----	----
William C. Fix	President, William C. Fix Investments, Spokane	1982	2008	2,600	----

NOMINEES AS DIRECTORS TO BE  
VOTED ON BY PREFERRED STOCKHOLDERS

Name	Principal Occupation or Employment	Director Since	Term Expires	Shares Beneficially Owned 12/31/07	
				Common	Preferred
Nicholas R. Knapton	Attorney and Certified Public Accountant, McDirmid, Mikkelsen & Secrest, Spokane. <small>*(Includes 68,000 preferred shares directly held.)</small>	2001	2008	25,000	113,000*
Paul S. Schultz	Operations Manager, Blumengarten, Inc., Owner, Schultz Apiaries, Greenacares, WA <small>*(Includes 4,752 preferred shares directly held)</small>	2006	2008	200	9,552*

DIRECTORS CONTINUING IN OFFICE

Name	Principal Occupation or Employment	Director Since	Term Expires	Shares Beneficially Owned 12/31/07	
				Common	Preferred
Ronald D. Andrews	Andrews Orchards, Mead, WA	1994	2010	1,000	----
Nicholas R. Knapton	Attorney and Certified Public Accountant, McDirmid, Mikkelsen & Secrest, Spokane. <small>*(Includes 68,000 preferred shares directly held.)</small>	2001	2009	25,000	113,000*
Douglas H. Ogden	Executive Vice President, General Counsel and Program Officer, The Energy Foundation, San Francisco <small>*(Includes 14,000 common shares owned of record by minor children of Mr. Ogden.)</small>	1998	2010	37,000*	----
Robert J. Ogden	President, North Coast Life <small>*(Includes 22,650 common shares owned of record by minor children of Mr. Ogden.)</small>	1990	2009	56,175*	----
C. Robert Ogden	Chairman of the Board, North Coast Life; President, R. J. Martin Mortgage Co. <small>*(Includes 346,127 common shares owned of record by R. J. Martin Mortgage Co., which Mr. Ogden and his family controls, and 62,077 common shares owned by West 1116 Riverside Ave. Partners of which Mr. Ogden is Managing Partner. Also includes 7,410 preferred shares owned of record by R. J. Martin Mortgage Co.)</small>	1965	2010	435,839*	11,320*

#### REMUNERATION OF OFFICERS

The five highest-paid officers of the Company in 2007 included C. Robert Ogden, Chairman of the Board; Robert J. Ogden, President; Robin L. Johnston, Treasurer; Clifford D. Kutsch, Secretary; and David E. Thrans, Assistant Vice President. Messrs. C. R. Ogden and R. J. Ogden each received remuneration exceeding \$100,000 during 2007. Aggregate 2007 remuneration (salaries plus benefits) for all officers (thirteen people) was \$1,038,518. Directors eliminated their fees for each meeting attended.

The Company has a 401(k) retirement plan for its employees.

#### INTEREST IN MATERIAL TRANSACTIONS

No Director has any known pecuniary interest, direct or indirect, in any matters to be acted upon at the meeting other than election to office, nor in any material transaction in 2007 nor in any contemplated transaction.

#### REPORTS OF OFFICERS

Stockholders will hear reports from management concerning the operation and financial condition of the Company in 2007 and projections for 2008 operations, and reference is made to the Annual Report to Stockholders forwarded with this proxy statement.

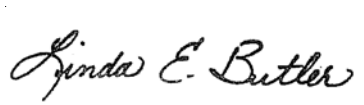
Stockholders will be asked to ratify the actions of the Board of Directors during the year.

#### OTHER MATTERS THAT MAY COME BEFORE THE MEETING

The management knows of no other business which will be brought before the meeting other than the items mentioned above. However, if any other matters shall properly come before the meeting, it is the intention of the person or persons named in the enclosed proxy form to vote such proxy in accordance with their best judgment with respect thereto.

#### NORTH COAST LIFE INSURANCE COMPANY

Spokane, Washington  
March 25, 2008



*Assistant Secretary*