IN THE MATTER OF
BANKERS LIFE & CASUALTY COMPANY
REGULATORY SETTLEMENT AGREEMENT

INTRO:

This Regulatory Settlement Agreement ("Agreement") is entered into as of this 16th day of November 2012 ("Execution Date"), by and among Bankers Life and Casualty Company ("Bankers"), the Commissioner of the Indiana Department of Insurance, the Commissioner of the Pennsylvania Insurance Department, the Director of the Illinois Department of Insurance, the Commissioner of the Texas Department of Insurance, and the Commissioner of the Florida Office of Insurance Regulation, (collectively the "Lead Regulators"), and the insurance regulators who adopted the 2008 Conseco Senior ("Conseco")/Bankers settlement ("Participating Regulators"). The Lead Regulators and Participating Regulators are collectively referred to herein as "Signatory Regulators".

WHEREAS, on March 30, 2008, Conseco and Bankers entered into a Regulatory Settlement Agreement ("2008 Settlement") with the Lead Regulators and 38 other Participating Regulators;

WHEREAS, under the terms of the 2008 Settlement, Conseco Senior and Bankers agreed to adopt and comply with all Recommendations as set forth in the 2007 Examination Reports and to implement Corrective Action Plans;

WHEREAS, the 2008 Settlement provided that, not sooner than 18 months after its effective date, the Lead Regulators would conduct a Re-examination of Bankers.

A Re-examination of Bankers was in fact commenced on February 8, 2010 with an experience period covering March 31, 2008 through December 31, 2009 ("Bankers Re-examination") [1];

WHEREAS, as a result of the Bankers Re-examination, it was determined that Bankers failed to come into full and timely compliance with respect to Recommendations 12, 13, 15 and 16 of the 2007 Exam Report;

WHEREAS, Bankers neither admits nor denies the regulatory findings and desires to enter into this Agreement in order to promote regulatory efficiency, and avoid disruption to insureds, and are willing and desirous to resolve all multistate areas of regulatory concern.

AGREEMENTS:

The Parties hereto, intending to be legally bound, hereby agree:

1. In full and final settlement and resolution of the regulatory findings set forth in the Re- Examination Report, Bankers agrees to pay a) a fine in the amount of $3.2 million to be allocated among Signatory Regulators using the same percentages of distribution as was used in the 2008 Settlement; and b) an additional $800,000 to be evenly distributed to the Lead Regulators for resources expended relating to the Bankers Re-examination and associated costs.

2. The fine and fees under paragraph 1, above, shall be payable within twenty (20) business days of notification to Bankers from the Lead States of the amounts due to each Signatory Regulator.

[1] There were extended experience periods (January 1 through June 30, 2010) with regard to Recommendations 6, 8, 9, and 12 and for Recommendation No. 4 (September 27 through November 15, 2010).

3. If Bankers willfully and materially breaches the terms of the Agreement, then the Lead States are not limited to the penalties, sanctions or other remedies provided for in this Agreement.

4. This Agreement resolves all the concerns addressed by the Bankers' Re-examination to date, including any alleged violations of laws and regulations or administrative orders issued by the Signatory Regulators relating to the Re-examination.

5. This Agreement shall be binding on and inure to the benefit of the Signatory Regulators and Bankers and their respective legal representatives, successors and assigns.

6. Each Signatory Regulator hereby gives express assurance that this Agreement is enforceable by its terms under the applicable laws, regulations and judicial rulings in its respective state and that the Signatory Regulator, on behalf of his/her respective state, has the authority to enter into this Agreement and bind that party now and in the future. By execution of this Agreement with Bankers, each Signatory Regulator acknowledges that he/she has reviewed and agrees with the terms and conditions as set forth herein.

7. This Agreement sets forth the entire agreement among the parties with respect to its subject matter and supersedes all prior agreements, arrangements or understandings (whether in written or oral form) between Bankers and the Signatory Regulators.

8. Nothing in this Agreement or any of its terms and conditions shall be interpreted to alter in any way the contractual terms of any insurance policy or health benefit plan issued or acquired either by Bankers or by the parties to such insurance contract.

9. In addition to payments required hereunder, Bankers agrees to pay the reasonable expenses incurred by the Lead Regulators for their travel and incidental expenses, if any, associated with the implementation of the provisions of this Agreement, including the expenses

of conducting or attending any meetings, presentations, or discussions with Bankers or other Lead Regulators, shall be the responsibility of Bankers. This provision is in addition to expenses and costs already imposed upon Bankers pursuant to paragraph 8, above. Such expenses shall be payable to the Lead Regulators within thirty (30) calendar days of the presentation of valid receipts.

10. This Agreement may be signed in multiple counterparts, each of which shall constitute a duplicate original, but which taken together shall constitute but one and the same instrument.

11. In the event that any portion of this Agreement is held invalid under any particular state's law as it is relevant to a Signatory Regulator, such invalid portion shall be deemed to be severed only in that state and all remaining provisions of this Agreement shall be given full force and effect and shall not in any way be affected thereby.

12. Bankers waives any and all rights to notice, hearing and appeal respecting the Re-examination Report and this Agreement under the applicable laws of the states represented by the Signatory Regulators.

BANKERS LIFE AND
CASUALTY COMPANY

BY: _____

Scott Perry

ITS: President

_____

DATED November 16, 2012

FLORIDA OFFICE OF
INSURANCE REGULATION

BY: _____
,COMMISSIONER

[DATE]

INDIANA DEPARTMENT OF
INSURANCE

BY: _____
,COMMISSIONER

[DATE]

ILLINOIS DEPARTMENT OF INSURANCE

BY: _____
,DIRECTOR

[DATE]

PENNSYLVANIA INSURANCE DEPARTMENT

BY: _____
Michael F. Consedine, COMMISSIONER

[DATE] 11/19/12

TEXAS DEPARTMENT OF INSURANCE

BY: _____
,COMMISSIONER

[DATE]

FLORIDA OFFICE OF
INSURANCE REGULATION

BY: _____
,COMMISSIONER

[DATE] November 19, 2012

INDIANA DEPARTMENT OF
INSURANCE

BY: _____
,COMMISSIONER

[DATE]

ILLINOIS DEPARTMENT OF INSURANCE

BY: _____
,DIRECTOR

[DATE]

PENNSYLVANIA INSURANCE DEPARTMENT

BY: _____
Michael F. Consedine, COMMISSIONER

[DATE]

TEXAS DEPARTMENT OF INSURANCE

BY: _____
,COMMISSIONER

[DATE]

FLORIDA OFFICE OF
INSURANCE REGULATION

BY: _____
,COMMISSIONER

[DATE]

INDIANA DEPARTMENT OF
INSURANCE

BY: _____
,COMMISSIONER

[DATE]

ILLINOIS DEPARTMENT OF INSURANCE

BY: _____
Andrew Boron ,DIRECTOR

[DATE] November 19, 2012

PENNSYLVANIA INSURANCE DEPARTMENT

BY: _____
Michael F. Consedine, COMMISSIONER

[DATE]

TEXAS DEPARTMENT OF INSURANCE

BY: _____
,COMMISSIONER

[DATE]

FLORIDA OFFICE OF
INSURANCE REGULATION

BY: _____
,COMMISSIONER

[DATE]

INDIANA DEPARTMENT OF
INSURANCE

BY: Stephen W. Robertson
Stephen W. Robertson ,COMMISSIONER
[DATE] 11-19-12

ILLINOIS DEPARTMENT OF INSURANCE

BY: _____
,DIRECTOR

[DATE]

PENNSYLVANIA INSURANCE DEPARTMENT

BY: _____
Michael F. Consedine, COMMISSIONER

[DATE]

TEXAS DEPARTMENT OF INSURANCE

BY: _____
,COMMISSIONER

[DATE]

2056

FLORIDA OFFICE OF
INSURANCE REGULATION

BY: _____
,COMMISSIONER

[DATE]

INDIANA DEPARTMENT OF
INSURANCE

BY: _____
,COMMISSIONER

[DATE]

ILLINOIS DEPARTMENT OF INSURANCE

BY: _____
,DIRECTOR

[DATE]

PENNSYLVANIA INSURANCE DEPARTMENT

BY: _____
Michael F. Consedine, COMMISSIONER

[DATE]

TEXAS DEPARTMENT OF INSURANCE

BY: Eleanor Kitzman
,COMMISSIONER

[DATE]

CONFIDENTIAL/REGUALTORY ONLY

AGREEMENT OF PARTICIPATION
Anthem Insurance Companies (Group Code 671) and Affiliates
COLLABORATIVE ACTION

On behalf of **the Delaware Department of Insurance**
[Jurisdiction and Regulatory Agency]

I hereby adopt, agree, and approve the participation of my state in the above named Collaborative Action. In support of this action, the **State of Delaware Department of Insurance** agrees:

- To assist the coordinated action with resources or interpretation of the participating state's laws. A Participating State may be asked to provide staff or other resources to assist in the Collaborative Action.
- To report any particular issues the state would like to have included in the review.
- To inform the Managing Lead State of any state-specific issues the state would like to reserve from the Collaborative Action and settlement.
- To timely respond to inquiries, requests for information, or other requests for guidance from the Managing Lead State.
- To refrain from individual regulatory actions during the Collaborative Action timeframe unless the state first contacts the Managing Lead State to determine if the state issue can be resolved by or incorporated into the Collaborative Action.
- To maintain confidentiality and abide by the terms of the NAIC Master Information Sharing and Confidentiality Agreement.
- To review and consider the proposed resolution of the Collaborative Action when presented by the Lead States.
- To inform the Managing Lead State of state statutes or regulations that authorize Collaborative Actions and examinations.

Additional participating state-specific information relative to this Collaborative Action:

_____

_____

_____

Printed Name of Regulatory Agency: **Delaware Department of Insurance**

BY: _____
[Signature]

Printed name of executing regulatory official: **Karen Weldin Stewart, CIR-ML**

Title: **Insurance Commissioner**

Name of Department contact for this Action (if different): **Linda Nemes & Dave Lonchar**
Contact Phone: **(302) 674-7373; (302) 674-7334** Contact Email: linda.nemes@state.de.us; dave.lonchar@state.de.us

DATE: **March 23, 2015**