

DEPARTMENT OF INSURANCE, FINANCIAL INSTITUTIONS AND PROFESSIONAL REGISTRATION

P.O. Box 690, Jefferson City, Mo. 65102-0690

In Re:)
Lincoln Memorial Life Insurance Company.) Case No. 08-0429339C

CONSENT ORDER

NOW, THEREFORE, Director Douglas M. Ommen of the Department of Insurance, Financial Institutions and Professional Registration (“Department”), with the consent of the Insurance Market Regulation Division and Lincoln Memorial Life Insurance Company, issues the following stipulations and order:

STIPULATIONS

1. Douglas M. Ommen is the Director of the Department of Insurance, Financial Institutions, and Professional Registration (“Director”). The Director has the duty to administer the insurance laws of the state of Missouri, including Chapters 374 and 375, RSMo, which includes the supervision and regulation of insurers granted a certificate of authority to operate and conduct business in the state of Missouri.

2. The Insurance Market Regulation Division (“Division”) of the Department protects the interests of Missouri’s insurance buying consumers by ensuring companies are conducting business in compliance with applicable state statutes and regulations.

3. Lincoln Memorial Life Insurance Company (“Lincoln Memorial”) is an insurance company organized pursuant to the laws of the state of Texas and transacting insurance business in the state of Missouri pursuant to a Certificate of Authority issued by the Director.

4. The Director is authorized to issue this Consent Order, which is in the public interest, pursuant to § 374.046.15 RSMo (Supp. 2007).

5. The parties have agreed to resolve this matter.

6. Lincoln Memorial, without admitting to the allegations raised by the Division in the Statement of Charges filed on April 30, 2007 and properly served upon Lincoln Memorial, stipulates and agrees to waive any rights that it may have to a hearing before the Director and any rights to seek judicial review or other challenge or contest of the terms and conditions of this Order and forever releases and holds harmless the Department, the Director and his agents, and the Insurance Market Regulation Division from any and all liability and claims arising out of, pertaining to or relating to this matter.

7. Each signatory to this Consent Order certifies by signing that he or she is fully authorized, in his or her own capacity, or by the named party he or she represents, to accept the terms and provisions of this Consent Order in their entirety, and agrees, in his or her personal or representational capacity, to be bound by the terms of this Consent Order.

8. Lincoln Memorial acknowledges that failure to comply with this Order is grounds to suspend or revoke its Certificate of Authority, that the Director is authorized to enforce this Order, and that should Lincoln Memorial fail to comply with the orders set forth herein, the Director or his successors, without any limitation, may initiate any action and seek any relief as authorized by law.

ORDER

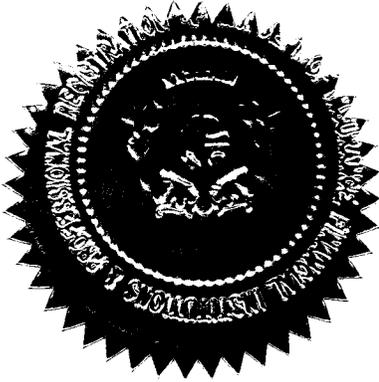
IT IS NOW, THEREFORE, ORDERED that Lincoln Memorial Life Insurance Company shall immediately:

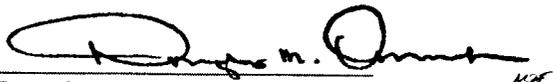
- a. Reverse the replacement (including conversion, surrender or lapse) of all whole life insurance policies; and
- b. Reverse all policy loans that were made against the whole life insurance policies.

IT IS FURTHER ORDERED that until such time as all orders herein have been effectuated, Lincoln Memorial Life Insurance Company shall work with the Insurance Market Regulation Division in the following respects:

- a. Continue to provide the Division full and complete access to all records, electronic and otherwise, in order to effectuate the orders herein; and
- b. Report to the Division's designee, at the designee's request, the progress toward effectuating the orders herein until full compliance has been achieved.

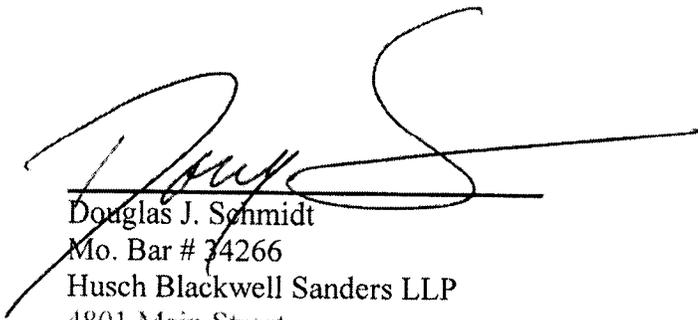
IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of
my office in Jefferson City, Missouri, this 9th day of May, 2008.




Douglas M. Ommen, Director

CONSENT AND WAIVER OF HEARING

The undersigned persons understand and acknowledge that Lincoln Memorial Life Insurance Company has the right to a hearing, but that it, through its representatives, has waived its rights to any and all hearings and all rights to appeal this Order, and has consented to the issuance of this Order.



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5/9/08
Date

Attorney for Insurance Market Regulation Division