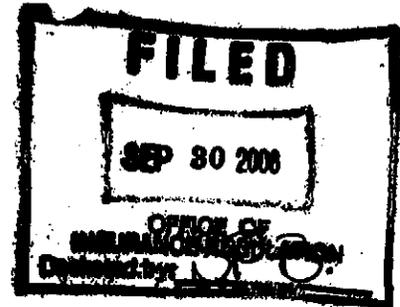




OFFICE OF INSURANCE REGULATION

KEVIN M. McCARTY
COMMISSIONER



IN THE MATTER OF:

SHENANDOAH LIFE INSURANCE COMPANY

CASE NO.: 96438-08

2007 Market Conduct Examination

CONSENT ORDER

THIS CAUSE came on for consideration upon the agreement between SHENANDOAH LIFE INSURANCE COMPANY (hereinafter referred to as "SHENANDOAH") and the OFFICE OF INSURANCE REGULATION (hereinafter referred to as the "OFFICE"). Following a complete review of the entire record, and upon consideration thereof, and being otherwise fully advised in the premises, the OFFICE hereby finds as follows:

1. The OFFICE has jurisdiction over the subject matter of, and parties to, this proceeding.
2. SHENANDOAH is a foreign insurer authorized to transact insurance business in Florida and is subject to the jurisdiction and regulation of the OFFICE pursuant to the Florida Insurance Code.
3. The OFFICE conducted a target market conduct examination of SHENANDOAH pursuant to Section 624.3161, Florida Statutes. As a result of such target market conduct examination, the OFFICE has determined that SHENANDOAH has knowingly violated the following provision of the Florida Insurance Code:

a. Section 626.9541(1)(dd), Florida Statutes – An insurer may not refuse life insurance to; refuse to continue the life insurance of; or limit the amount, extent, or kind of life insurance coverage available to an individual based solely on the individual's past or future lawful foreign travel plans.

4. SHENANDOAH expressly waives a hearing in this matter, the making of Findings of Fact and Conclusions of Law by the OFFICE, and all further and other proceedings herein to which the parties may be entitled by law or rules of the OFFICE. SHENANDOAH hereby knowingly and voluntarily waives all rights to challenge or to contest this Order, in any forum now or in the future available to it, including the right to any administrative proceeding, circuit or federal court action, or any appeal.

5. SHENANDOAH agrees that upon the execution of this Consent Order, it shall be subject to the following terms and conditions:

a. SHENANDOAH shall pay an administrative penalty of Sixty Thousand Dollars (\$60,000) and administrative costs of Three Thousand Dollars (\$3,000) on or before the thirtieth (30th) day after this Consent Order is executed.

b. SHENANDOAH shall, within thirty (30) days of the execution of this Consent Order, provide to the OFFICE a certification signed by an officer of the Company that the corrective action outlined in the examination report has been completed.

6. SHENANDOAH is hereby placed on notice of the requirements of the above referenced sections of law and rules, and agrees that any future violations of these sections or rules by SHENANDOAH may be deemed willful, subjecting SHENANDOAH to appropriate penalties.

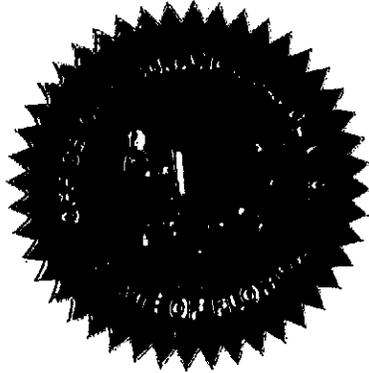
7. SHENANDOAH agrees that the failure to adhere to one or more of the terms and conditions of this Order shall constitute a violation of a lawful order of the OFFICE and shall subject SHENANDOAH to such administrative action as the OFFICE may deem appropriate.

8. Except as noted above, each party to this action shall bear its own costs and attorney's fees.

THEREFORE, the agreement between SHENANDOAH and the OFFICE, the terms and conditions of which are set forth above, is APPROVED.

FURTHER, all terms and conditions above are hereby ORDERED.

DONE AND ORDERED this 30TH day of SEPTEMBER, 2008



KEVIN M. McCARTY
Commissioner
Office of Insurance Regulation

By execution hereof, SHENANDOAH LIFE INSURANCE COMPANY consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions, and shall be bound by all provisions herein. The undersigned represents that he or she has the authority to bind SHENANDOAH LIFE INSURANCE COMPANY to the terms and conditions of this Consent Order.

SHENANDOAH LIFE INSURANCE COMPANY

By: _____
Title: Vice President, General Counsel, and Secretary
Date: September 11, 2008

Corporate Seal

Commonwealth
STATE OF Virginia
City
COUNTY OF Roanoke

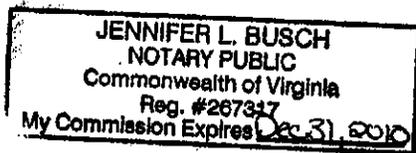
The foregoing instrument was acknowledged before me this 11th day of September 2008,

by Kathleen Marie Kronau as Vice President, General Counsel, and Secretary
(Name of person) (Type of authority.... e.g. officer, trustee attorney in fact)

for Shenandoah Life Insurance Company
(Company name)

Personally Known X or Produced Identification _____
Type of Identification Produced _____

[NOTARIAL SEAL]



Jennifer L. Busch
(Signature of the Notary)
Jennifer L. Busch
(Print, Type or Stamp Commissioned Name of Notary)

My Commission Expires:
December 31, 2010

COPIES FURNISHED TO:

MR. ROBERT CLARK, PRESIDENT
Shenandoah Life Insurance Company
2301 Brambleton Ave., SW
Roanoke, VA 24015

JIM BENNETT, DIRECTOR
Florida Office of Insurance Regulation
Market Investigations
200 East Gaines Street, Room 216E
Tallahassee, Florida 32399

JESSICA POARCH, ASSISTANT GENERAL COUNSEL
Florida Office of Insurance Regulation
Legal Services Office
200 East Gaines Street, Suite 646E
Larson Building
Tallahassee, FL 32399-4206