

**FIRST AMENDMENT TO PROFESSIONAL SERVICES AGREEMENT BETWEEN
CONTINENTAL AMERICAN INSURANCE COMPANY
AND
STATE OF DELAWARE**

THIS AMENDMENT is effective as of May 1, 2018 and is made a part of the Professional Services Agreement dated July 1, 2015 (the "Agreement") between the State of Delaware, Office of Management and Budget (the "State") and Continental American Insurance Company (the "Contractor"), a South Carolina corporation (collectively the "Parties").

WHEREAS, State and Contractor entered into the Agreement pursuant to which Contractor agreed to perform Services as indicated in Section 1.1 of the Agreement;

WHEREAS, the State has moved the Statewide Benefits Office, which is the State office that administers the Agreement, from the Office of Management and Budget to the Department of Human Resources;

WHEREAS, the Parties desire to amend the Agreement as indicated in this First Amendment; and

WHEREAS, each Party represents and warrants to the other that it has the full right, power and authority to enter into this First Amendment.

NOW, THEREFORE, in consideration of the foregoing, and in reliance on the mutual promises and obligations contained herein, the Parties hereby agree as follows:

1. Section 2.1 of the Agreement is amended to add at the end of the existing text the following sentence: "The State elects to exercise its first option for a one-year extension from July 1, 2018 to June 30, 2019."

2. Section 3 of the Agreement is amended to add a new Section 3.8 reading as follows:

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3. All other terms and conditions of the Agreement as amended shall remain in full force and effect, and all Capitalized terms not otherwise defined in this Amendment shall have the meanings given to them in the Agreement.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be duly executed, effective as of the day and year first above written.

CONTINENTAL AMERICAN INSURANCE COMPANY

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By

Name: Joseph L. Nichols

Title: SVP Chief Actuary, US

Date: 7/11/18

STATE OF DELAWARE - DEPARTMENT OF HUMAN RESOURCES

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By

Name: BRENDA L. LAKEMAN

Title: DIRECTOR, STATEWIDE BENEFITS
+ INSURANCE COVERAGE

Date: 4/30/18