

CONSECO, INC.

CHARTER OF THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

Purpose

The purpose of the Executive Committee is to assist the Board of Directors in handling matters which, in the opinion of the chairman of the board, should not be postponed until the next scheduled meeting of the Board of Directors.

Membership

The Executive Committee shall consist of at least two members of the board of directors.

Structure and Operation

The Board of Directors shall designate one member of the Executive Committee as its chairperson. A majority of the Executive Committee members shall constitute a quorum for the transaction of business. The Executive Committee may act only upon approval of a majority of members of the Committee. The Executive Committee shall meet upon the call of the chairman of the Committee. The action of the Executive Committee at a meeting at which a quorum is present shall be the act of the Committee. The Executive Committee may act in writing by the unanimous consent of its members.

The Executive Committee shall meet at such times as it deems necessary to fulfill its responsibilities. The Executive Committee shall have the resources and authority that are necessary and appropriate to discharge its responsibilities, including the authority to retain counsel and other experts or consultants. The Committee shall have the sole authority to approve the fees and other terms of retention with respect to such advisers. The Executive Committee shall report on its activities at the meeting of the Board of Directors following any meeting(s) of the Executive Committee and make such recommendations and findings as it deems appropriate.

Duties and Responsibilities

Subject to the requirements of applicable law, including the Company's certificate of incorporation and bylaws, the Executive Committee shall have the authority to exercise, to the extent determined necessary or appropriate by the Executive Committee, all the authority of the Board of Directors in the management of the business and affairs of the Company during the intervals between board meetings.

Miscellaneous

This Executive Committee Charter is not intended to change or augment the obligations of the Company or its Directors or management under the federal securities laws or to create new standards for determining whether directors or management have fulfilled their duties, including fiduciary duties under applicable law. The Executive Committee will review and reassess the adequacy of this Charter annually and recommend any changes to the Board of Directors for approval.