

WHEREAS, on March 13, 2019, the Court certified the breach of contract claim in the above-captioned action to proceed as a class action against Defendant Voya Retirement Insurance and Annuity Company (“Voya”) on behalf of a class consisting of all owners of universal life (including variable universal life) insurance policies issued by Aetna Life and Annuity Company (“Aetna”) that were subject to the cost of insurance rate increase announced in 2016 (the “Class”),¹ and appointed Susman Godfrey LLP as class counsel (“Class Counsel”) pursuant to Federal Rule of Civil Procedure 23(g);

WHEREAS, the Court further ordered on March 13, 2019 that Class Counsel “shall submit a proposed form of notice to class members and a proposed plan for distributing notice” within twenty-one (21) days;

WHEREAS, pursuant to the March 13, 2019 order and Federal Rule of Civil Procedure 23(c), Class Counsel has moved the Court for an Order approving the proposed form and content of the notices to be disseminated to the Class, as well as the proposed manner for disseminating notice;

WHEREAS, Voya does not oppose this motion;

WHEREAS, the Court has reviewed the proposed notices submitted by Class Counsel, as well as the accompanying motion, supporting documents, and declarations describing the form and manner of notice, and has found good cause for entering the following Order.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Court approves the form and contents of the Short-Form Notice and Long-Form Notices (collectively, the “Notices”) attached as Exhibits A and B, respectively, to the

¹ Excluded from the Class are Voya and Defendant Lincoln Life & Annuity Company of New York, their officers and directors, members of their immediate families, and the heirs, successors or assigns of any of the foregoing.

Declaration of Jennifer M. Keough, filed on April 3, 2019 at Docket No. 120. The Notices shall be amended prior to mailing to update the placeholders (identified by brackets) currently in the Notices.

2. The proposed form and content of the Notices meet the requirements of Federal Rule of Civil Procedure 23(c)(2)(B) because they “clearly and concisely state in plain, easily understood language: (i) the nature of the action; (ii) the definition of the class certified; (iii) the class claims, issues, or defenses; (iv) that a class member may enter an appearance through an attorney if the member so desires; (v) that the court will exclude from the class any member who requests exclusion; (vi) the time and manner for requesting exclusion; and (vii) the binding effect of a class judgment on members under Rule 23(c)(3).” The form and content of the notices, as well as the manner of dissemination described below, therefore meet the requirements of Rule 23 and due process, constitute the best notice practicable under the circumstances, and shall constitute due and sufficient notice to all persons and entities entitled thereto.

3. The Court approves the retention of JND Legal Administration LLC (“JND”) as the Notice Administrator.

4. By no later than thirty (30) days after the entry of this Order, Voya must complete production to Class Counsel of a list of Class Members and their last known addresses.

5. Within twenty-one (21) days of receiving a final list of Class members from Voya (the “Notice Date”), JND shall cause the Short-Form Notice attached as Exhibit A to the aforementioned Keough Declaration to be mailed, by first-class mail, postage prepaid, to all Class Members included on the list of Class members from Voya. Prior to mailing, JND will update the addresses using the National Change of Address database. JND will re-mail any Short-Form Notices returned by the United State Postal Service with a forwarding address.

6. JND shall simultaneously cause of copy of the Long-Form Notice attached as Exhibit B to the aforementioned Keough Declaration to be posted on the website designed for this lawsuit, from which Class members may download copies of the Long-Form Notice.

7. JND will establish and maintain an automated toll-free number that Class Members may call to obtain information about the litigation.

8. Class Members will be legally bound by all Court orders and judgments made in this class action and will not be able to maintain a separate lawsuit against Voya for the same legal claims that are the subject of this lawsuit.

9. Class Members who wish to be excluded from the Class must send a letter to JND requesting exclusion from the *Hanks v. The Lincoln Life & Annuity Company of New York and Voya Retirement Insurance and Annuity Company* class action, with his, her, or its name, address, telephone number, email address and signature, and must identify the Voya insurance policy or policies to be excluded. A Class Member with multiple Voya policies included in the Class may request to exclude some policies while participating in the Class with respect to other policies. The exclusion request must be postmarked no later than forty-five (45) days after the Notice Date (the "Exclusion Deadline").

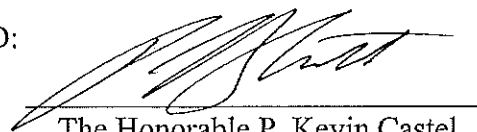
10. Class Counsel shall file with the Court proof of mailing of the Short-Form Notice and proof of website posting for the Long-Form Notice within fourteen (14) days of the Notice Date.

11. This Order may be modified by the Court upon motion by either or both parties, for good cause shown.

DATED:

4-23-19

SO ORDERED:



The Honorable P. Kevin Castel
United States District Judge

CERTIFICATE OF SERVICE

This is to certify that a true and correct copy of the foregoing instrument has been served on the following counsel, this April 3, 2019.

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*Attorneys for Voya Retirement Insurance and Annuity Company,
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/s/ Nicholas N. Spear
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