

PROXY FORM

KNOW ALL MEN BY THESE PRESENTS:

_____, a stockholder of record of PRUDENTIAL GUARANTEE AND ASSURANCE, INC (the "Corporation") hereby appoint:

MR./MS. _____

Or in his absence, the Chairman of the meeting, as its proxy to represent it and vote all the shares registered in its name in the books of the Corporation at the annual stockholders' meeting scheduled on _____ and any adjournments or further postponements thereof, and more particularly to vote upon matters set out in the notice and agenda for the meeting scheduled on said date and on such other matters as may come before the meeting.

In witness whereof, this Proxy has been signed this _____ day of _____, 2017.

Stockholder

By:

Signed in the presence of:

Name:

Name: