

Dated _____, 2011

Please sign exactly as name appears below. When ownership is by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by authorized person.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY, USING THE ENCLOSED ENVELOPE.

Signature

Signature, if owned jointly

**CONTINENTAL ASSURANCE COMPANY SEPARATE ACCOUNT (B)
PROXY SOLICITED BY THE COMMITTEE FOR THE ANNUAL MEETING OF PARTICIPANTS, APRIL 21, 2011**

Michael P. Coffey, Dennis R. Hemme, and Meghan K. Johnson or any of them (the "Proxies"), with full power of substitution, are hereby authorized to represent the Participant and cast the votes of the Participant as fully as the Participant could do if personally present at the 2011 Annual Meeting of Participants of Continental Assurance Company Separate Account (B) to be held in Room 208N, 333 South Wabash Avenue, Chicago, Illinois at 10:00 A.M. Chicago Time on April 21, 2011 and at any and all adjournments thereof, upon the following matters:

1. ELECTION OF COMMITTEE MEMBERS

- FOR all nominees listed below
(except as marked to the contrary below) WITHHOLD AUTHORITY
to vote for all nominees listed below

R. Fox, D. Hemme, P. Nielsen and P. Wrenn

(INSTRUCTION: To withhold authority to vote for one or more of the individual nominees, write the nominee's name on the line provided below)

2. TO APPROVE THE CONTINUATION OF THE SECOND RESTATED AND AMENDED INVESTMENT ADVISORY AGREEMENT WITH CONTINENTAL ASSURANCE COMPANY

- FOR AGAINST ABSTAIN

3. TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR CONTINENTAL ASSURANCE COMPANY SEPARATE ACCOUNT (B)

- FOR AGAINST ABSTAIN

4. In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE PARTICIPANT. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR PROPOSALS 1, 2 and 3.

IF YOU HAVE RECENTLY RETURNED YOUR SIGNED PROXY PLEASE IGNORE THIS NOTICE.

March 25, 2011

To The Participants in

Continental Assurance Company Separate Account (B)

To date, a signed proxy card has not been received from you for the Annual Meeting of Participants to be held on April 21, 2011. As it is important that as many Participants as possible cast their votes, a duplicate proxy notice has been printed on the reverse side and a return envelope has been enclosed.

If you would like a duplicate copy of the proxy statement, please call (800) 351-3001.

Lynne Gugenheim

Secretary

Continental Assurance Company

Separate Account (B)