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December 14, 2012

DELIVERY VIA FED EX AND EMAIL

RECEIVED

The Honorable Mike Kreidler
Commissioner of Insurance
Insurance 5000 Building
5000 Capitol Blvd., SE
Tumwater, WA 98501
(360) 725-7211

DEC 17 2012

**INSURANCE COMMISSIONER
COMPANY SUPERVISION**

Attn: Mr. Ron Pastuch

Re: Form A Statement Regarding the Acquisition of Control of Western United Life Assurance Company ("WULA") by Central United Life Insurance Company ("Applicant")

Dear Commissioner Kreidler:

Pursuant to RCW 48.31B.005 *et seq.* (2012), we file for approval, on behalf of our client, Central United Life Insurance Company ("Applicant"), a Arkansas domiciled life insurance company, an original copy and one copy of the Form A Statement with an Executive Summary and related exhibits for our proposal to buy all of the issued and outstanding stock of WULA. A copy of those documents will also be transmitted electronically.

Global Life Holdings, LLC ("Sellers"), a Delaware Limited Liability Company, owns 100% of the voting securities of WULA. Applicant proposes to purchase all of the stock from Sellers in a cash for stock transaction, subject to the Washington Department of Insurance approval.

This Form A Statement contains confidential and/or proprietary information, and strategies that are not otherwise available to the public and that, if disclosed, could cause substantial injury to the competitive position of the Applicant. Accordingly, the Applicant respectfully requests that the Department treat this filing and related exhibits as confidential to the extent consistent with Washington law.

In addition, the biographical affidavits submitted with the Form A are being submitted to the Department in confidence and contain information that is not otherwise available to the public, are subject to financial privacy and individual privacy protections, and should be afforded confidential treatment. All such information is being provided with the express understanding that the confidentiality of such information will be safeguarded and protected pursuant to all provisions of law.

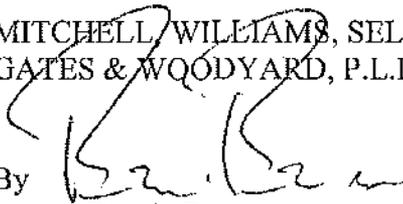
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We appreciate your review and anticipated approval of this Form A, and we look forward to working with the Department throughout the process. Should you have any questions or concerns, do not hesitate to call me at (512) 480-5100 or email Bburner@mwlaw.com.

Sincerely,

MITCHELL WILLIAMS, SELIG,
GATES & WOODYARD, P.L.L.C.

By



Burnie Burner

Enclosures

Cc: David Harris
John McGettigan
Daniel George

ACQUISITION OF WESTERN UNITED LIFE ASSURANCE COMPANY

BY

CENTRAL UNITED LIFE INSURANCE COMPANY

EXECUTIVE SUMMARY

The attached Form A seeks approval of the acquisition of Western United Life Assurance Company ("WULA") by Central United Life Insurance Company ("CUL").

CUL is domiciled in Arkansas and is a member of the holding company group led by Harris Insurance Holdings, LLC, a Texas limited liability company with its home office in Houston, Texas.

If approved, the acquisition will be accomplished through a Stock Purchase Agreement in which CUL will acquire all of the issued and outstanding shares of WULA from the current owner, Global Life Holdings, LLC ("Global"). The purchase price is \$30M to be paid in cash at closing. Also at closing, Global will repay WULA the existing \$8.3M subordinated note, adding \$8.3M to WULA's policyholder surplus.

Immediately after closing, CUL will contribute to WULA all of the issued and outstanding stock of Investors Consolidated Insurance Company ("ICIC"), a New Hampshire company. This contribution will increase the policyholder surplus of WULA by the surplus of ICIC which was \$7.3M as of September 30, 2012.

The cash to consummate the transaction is all internally generated by CUL.

The current officers and directors of WULA will be replaced by individuals currently involved in the successful operation of CUL and its affiliates. The majority of the current management of WULA and its other employees will be retained.

There are no plans to move the company from its current locations; however, certain administrative functions will be consolidated with the operations of the other insurance companies in the group in Houston upon the Department's approval of the appropriate Administrative Services Agreement.

The Business Plan is for WULA to continue its current annuity business with a gradual expansion into additional states.

FORM A

**STATEMENT REGARDING
THE ACQUISITION OF CONTROL OF**

WESTERN UNITED LIFE ASSURANCE COMPANY
Washington Domestic Insurer to be Acquired

BY

CENTRAL UNITED LIFE INSURANCE COMPANY
Arkansas Domestic Insurer
("Applicant")

Filed with the Insurance Department of Washington

Date: December 14, 2012

All notices and correspondence concerning this
statement should be addressed to:

Daniel George
Central United Life Insurance Company
10777 Northwest Freeway
Houston, TX 77092
Phone: (713) 529-0045
Fax: (713) 529-9425

With copy to counsel:

Mitchell Williams
P.O. Box 2212
Austin, TX 78768-2212
Attention: Burnie Burner
Phone: (512) 480-5100
Fax: (512) 322-0301

ITEM 1. INSURER AND METHOD OF ACQUISITION

- (a) **Name and Address of Domestic Insurer.** The domestic insurer to which this application relates is Western United Life Assurance Company (“Insurer”). Insurer's registered address is 929 W Sprague, Spokane, WA 99210.
- (b) **Method of Acquisition of Control.** Applicant proposes to obtain control of Insurer pursuant to the Stock Purchase Agreement between and among Insurer and Applicant attached as **Exhibit A**, whereby 100% of the authorized capital stock of the Insurer, consisting of 5,000,000 shares of common stock, par value \$1 per share, of which 2,400,000 shares are issued and outstanding and 15,000,000 shares of preferred stock of which none is issued and outstanding (the “Shares”) will be purchased by Applicant from Insurer.

ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANT

- (a) The name and principal office of the Applicant is located at:

Central United Life Insurance Company
10777 Northwest Freeway
Houston, TX 77092
- (b) Applicant is an Arkansas life insurance company organized and licensed in 1965. Applicant has conducted the business of insurance continuously since that time and plans to do so in the future.
- (c) The organizational charts, attached as **Exhibit B**, reflect the identities and relationships among the Applicant and its affiliates, before and after this transaction.

ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANT

- (a) **Name and business address.** Control of Applicant is maintained through Harris Insurance Holdings, Inc., a Texas Corporation, by David Harris, an individual Texas resident, as 93.3% owner of Harris Insurance Holdings, Inc., which owns 100% of Applicant. The names and business address of Applicant's directors, executive officers, and owners of 10% or more of the voting securities of the applicant are as follows:

Name	Position	Business Address
David Harris	Ultimate Controlling Person; Chairman of the Board	10777 Northwest Freeway Houston, TX 77092
Daniel George	President and Treasurer; Director	10777 Northwest Freeway Houston, TX 77092
Mary Lou Rainey	Secretary; Director	10777 Northwest Freeway Houston, TX 77092
Kent Lamb	Chief Financial Officer; Director	10777 Northwest Freeway Houston, TX 77092

John McGettigan	Senior Vice President and General Counsel; Director	10777 Northwest Freeway Houston, TX 77092
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Proposed officers and directors of the Insurer are:

Name	Position	Business Address
David Harris	Ultimate Controlling Person; Chairman of the Board	10777 Northwest Freeway Houston, TX 77092
Daniel George	President and Treasurer; Director	10777 Northwest Freeway Houston, TX 77092
Mary Lou Rainey	Secretary; Director	10777 Northwest Freeway Houston, TX 77092
Kent Lamb	Chief Financial Officer; Director	10777 Northwest Freeway Houston, TX 77092
John McGettigan	Senior Vice President and General Counsel; Director	10777 Northwest Freeway Houston, TX 77092

- (b)-(d) Biographical affidavits for each current officer and director of Applicant and each proposed officer and director of the Insurer are attached as **Exhibits C - G**. The attached affidavits contain information responsive to all Item 3 inquiries.

ITEM 4. NATURE, SOURCE, AND AMOUNT OF CONSIDERATION

- (a) This is a cash transaction. The funds used in effecting the acquisition of control will be internally generated funds of the Applicant. Details of the consideration to be paid by Applicant are set out in Article 2 of the Stock Purchase Agreement attached hereto as **Exhibit A**. Applicant proposes to purchase the Shares for cash in the amount of \$30,000,000.00 as of the date of Closing, determined under the terms of the Stock Purchase Agreement.
- (b) The Seller, Global Life Holdings, LLC ("Seller"), a Delaware Limited Liability Company, entertained numerous bidders for the Insurer. The Seller provided financial and other information about the Insurer to these bidders, including an external actuarial appraisal of the life business. The Applicant used this information, along with its own analysis of the risks associated with the Insurer, to develop a proposed acquisition price. After reviewing all of the bids and additional negotiations between the Seller and the Applicant, the parties reached a tentative agreement on the acquisition price (and nature). The parties then entered into an exclusivity agreement to allow the Applicant to thoroughly review the Insurer's books and records and validate its pricing assumptions. Once this due diligence process was completed the parties were able to finalize the agreement.
- (c) Not applicable.

ITEM 5. FUTURE PLANS FOR INSURER

- (a) The current plans are to continue the operations of Insurer under administration by Applicant. Projections for the next three (3) years by quarter for Insurer are attached as **Exhibit H**. The Applicant intends to contribute the stock of a sister company, Investors Consolidated Insurance Company, a New Hampshire company, to the Insurer as soon as practical after the closing of transaction. These two companies may merge in the future.

ITEM 6. VOTING SECURITIES TO BE ACQUIRED

- (a) The number of issued and outstanding voting securities of Insurer that Applicant will acquire is all 2,400,000 of the shares of common stock, with par value of \$1.00 per share, issued and outstanding at Closing. At the date of Closing, this will constitute one hundred percent (100%) of the issued and outstanding stock of Insurer.

ITEM 7. OWNERSHIP OF VOTING SECURITIES

- (a) Applicant will own one hundred percent (100%) of the Shares at Closing. Upon approval by the Washington Insurance Department, and the closing of the Transaction, Applicant will own one hundred percent (100%) of the Shares. Other than as set forth in this Application (and exhibits attached hereto) neither the Applicant, its affiliates, nor any person listed in Item 3 beneficially owns or has a right to acquire beneficial ownership of any class of voting securities of the Insurer.

ITEM 8. CONTRACTS, AGREEMENTS, OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES OF THE INSURER

- (a) There are no contracts with respect to the voting securities of Insurer other than the Stock Purchase Agreement. Other than as set forth in this Application (and exhibits attached hereto) neither the Applicant, its affiliates, nor any person listed in Item 3 has any contract, arrangement or understanding with respect to any voting security of the Insurer, including but not limited to transfer of any of the securities, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or guarantees of profits, division of losses or profits, or the giving or withholding of proxies.

ITEM 9. RECENT PURCHASES OF VOTING SECURITIES

- (a) During the twelve (12) calendar months preceding the filing of this Application, neither the Applicant, its affiliates, nor any person listed in Item 3 has purchased any voting securities of the Insurer.

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE

- (a) During the twelve (12) calendar months preceding the filing of this Application, neither the Applicant, its affiliates, nor any person listed in Item 3 has made any recommendations to purchase any voting security of the Insurer.

ITEM 11. AGREEMENTS WITH BROKER-DEALERS

- (a) Neither Applicant nor any of its affiliates has any oral or written agreement with any broker dealer specifically regarding this acquisition.

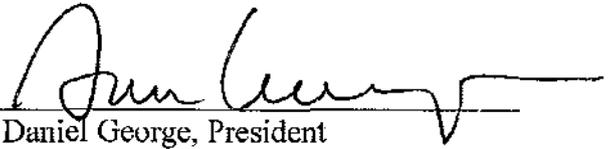
ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS

- (a) Exhibit A - Stock Purchase Agreement
- Exhibit B - Organizational Charts of Applicant (before and after transaction)
- Exhibit C - Biographical Affidavit for David Harris (**CONFIDENTIAL**)
- Exhibit D - Biographical Affidavit for Daniel George (**CONFIDENTIAL**)
- Exhibit E - Biographical Affidavit for Mary Lou Rainey (**CONFIDENTIAL**)
- Exhibit F - Biographical Affidavit for Kent Lamb (**CONFIDENTIAL**)
- Exhibit G - Biographical Affidavit for John McGettigan (**CONFIDENTIAL**)
- Exhibit H - Pro Formas (three (3) years, by quarter) (**CONFIDENTIAL**)
- Exhibit I - Harris Insurance Holdings, Inc. financial statements (**CONFIDENTIAL**)
- Exhibit J - 2007, 2008, 2009, 2010, and 2011 Annual Statements and September 30, 2012 Quarterly Statement for Applicant

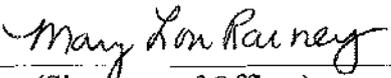
ITEM 13. SIGNATURE AND CERTIFICATION

Pursuant to the requirements of section 4, chapter 462, Laws of 1993 Daniel George has caused this application to be duly signed on its behalf in the City of Austin and State of Texas on the day of 14 December, 2012.

(SEAL) _____
Central United Life Insurance Company

BY 
Daniel George, President

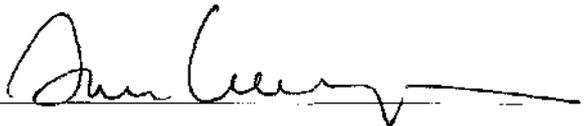
Attest:


(Signature of Officer)

Secretary
(Title)

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated December 14, 2012, for and on behalf of Central United Life Insurance Company; that he is the President of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

(Signature) 

(Type or print name beneath) DANIEL GEORGE