Uniform Certificate of Authority Application
QUESTIONNAIRE

Directions: Each "Yes" or "No" question is to be answered by marking an "X" in the appropriate space. All questions should be answered. If an applicant denotes a question as "Not Applicable" (N/A) an explanation must be provided. Other answers and additional explanations or details may be provided in writing attached to the questionnaire. Please complete this form and file it with the company's application for a Certificate of Authority.

1. I hold the position(s) of **President and Treasurer** with the applicant.

2. A. Has the applicant transferred or encumbered any portion of its assets or business, or has its outstanding capital stock been directly or indirectly pledged?
   Yes ____ No __X__

   B. Has the applicant merged or consolidated with any other company within the last five Years?
   Yes ____ No __X__

   If the answer to either question is yes, provide the details in writing and attach to the Questionnaire.

3. Is applicant presently negotiating for or inviting negotiations for any transaction described above?
   Yes __X__ No ____

   If yes, provide the details in writing and attach to the Questionnaire.
   The acquisition of Western United Life Assurance Company ("WULA") by Central United Life Insurance Company ("CULIC") was approved by Arkansas on March 14, 2013 and Washington on March 21, 2013. The transaction was closed on March 29, 2013, after receipt of the order approving the transaction from the Washington Office of the Insurance Commissioner.

   Pursuant to the Stock Purchase Agreement and the Form A, immediately after the closing of the purchase of WULA, CULIC contributed 100% of the issued and outstanding shares of its New Hampshire subsidiary, Investors Consolidated Insurance Company ("ICIC") to WULA on April 1, 2013, making ICIC a wholly owned subsidiary of WULA. ICIC is now a wholly owned subsidiary of WULA. Subject to the approval of this primary application for redomestication, WULA will merge into ICIC with ICIC being the survivor ("Surviving Company").

4. Has the applicant ever changed its name?
   Yes ____ No __X__

   If Yes, attach copies of the instruments effecting such transaction certified by the Secretary over corporate seal as a true copy of the originals, including any official state regulatory approvals and filing data.

5. A. Has the applicant undergone a change of management or control since the date of its latest annual statement filed in support of this application?
   Yes __X__ No ____

   B. Does the applicant contemplate a change in management or any transaction that would normally result in a change of management within the reasonably foreseeable future?
   Yes ____ No __X__

   If the answer to either question is yes, provide the details in writing and attach to the Questionnaire.
   See the answer to question 3 above.

6. Is applicant owned or controlled by a holding corporation?
   Yes __X__ No ____

A. If yes, attach and make a part hereof an affidavit by an executive officer of the applicant who knows the facts listing the principal owners (10% or more of the outstanding shares) of such holding corporation by name and residence address, business occupation and business affiliations.
A copy of the affidavit is attached hereto as Exhibit 6A.

7. Is applicant owned, operated or controlled, directly or indirectly, by any other state, or province, district, territory or nation or any governmental subdivision or agency?
Yes ____ No __X__

If yes, provide the details in writing and attach to the Questionnaire

8. A. Has the applicant's certificate of authority to do business in any state been suspended or revoked within the last ten years?
Yes ____ No __X __

B. Has its application for admission to any state been denied within the last ten years?
Yes ____ No __X__

If the answer to either question is yes, provide the details in writing and attach to the Questionnaire.

9. Has any person who is presently an officer or director of applicant been convicted on, or pleaded guilty or nolo contendere to, an indictment or information in any jurisdiction charging a felony for theft, larceny or mail fraud or, of violating any corporate securities statute or any insurance statute?
Yes ____ No __X__

If yes, provide the details in writing and attach to the Questionnaire.

10. Is applicant presently engaged in a dispute with any state of federal regulatory agency?
Yes ____ No __X__

If yes, provide the details in writing and attach to the Questionnaire.

11. Is applicant a plaintiff or defendant in any legal action other than one arising out of policy claims?
Yes ____ No __X__

If yes, provide a summary of each case and an estimate of company's probable liability, if any, and attach to the Questionnaire.

12. Does the applicant purchase investment securities through any investment banking or brokerage house or firm from whom any of applicant's officers, directors, trustees, investment committee members or controlling stockholders receive a commission on such purchases?
Yes____ No __X__

If yes, provide the details in writing and attach to the Questionnaire.

13. Is applicant a

A. Bank,
Yes ____ No __X__

B. Bank holding company, subsidiary or affiliate
Yes ____ No __X__

C. Financial holding company
Yes ____ No __X__

D. Other financial institution
Yes ____ No __X__

If yes, identify the bank(s), bank holding company(ies) or financial institution and the affiliation of the applicant. Provide the details in writing and attach to the Questionnaire.

14. Has the applicant, within 18 months last preceding the date of this affidavit, done any of the following?

A. Made a loan to an entity owned or controlled directly or through a holding corporation by one or more of applicant's officers, directors, trustees or investment committee members, or to any such person?
Yes____ No __X__

B. Sold or transferred any of its assets or property, real or personal, to any such entity or person?
Yes____ No __X__

C. Had its outstanding capital stock directly or indirectly pledged for the debt of an affiliate?
Yes _____ No __X__

D. Purchased securities, assets or property of any kind from an entity owned or controlled by one or more of applicant's officers, directors, trustees, or any persons who have authority in the management of applicant's funds (including a controlling stockholder)?
Yes ____ No__X__

If the answer to any of the last four questions is affirmative, did any officer, director, trustee or any person who had authority in the management of applicant's funds (including a controlling stockholder) receive any money or valuable thing for negotiating, procuring, recommending or aiding in such transaction?
Yes ____ No ____ Not **Applicable.**

If yes, provide the details in writing and attach to the Questionnaire.

15. Attach an **organizational depiction** (in the format of a flow chart) showing the various executive management and directors offices and related material functions that require internal control oversight of the applicant, with the name and official title of those responsible for those offices/functions and the portions of the organization they oversee. Material functions should include, but are not limited, to underwriting, claims adjustment/payments, premium accounting, claims accounting, marketing, financial reporting, and investment management. Note any executive or key staff that have access to funds or bank accounts. Submit a **map or narrative** explaining where offices are geographically located and the approximate number of employees at each location.
The organizational chart including locations and control responsibilities as a key on the second page is attached hereto as Exhibit 15. ICIC has no employees and no separate facilities. The Surviving Company will have the organization reflected on Exhibit 15.

A. Designate any common facilities and/or any of the above functions that are shared with affiliates.
CULIC entered into an intercompany service agreement with ICIC. This existing agreement will be terminated and the Surviving Company will enter into a new intercompany service agreement with CULIC. CULIC will provide financial/accounting, IT services, marketing support and other services as necessary for the Surviving Company pursuant to the new intercompany services agreement attached hereto as Exhibit 15A.

B. Designate any of the above office/functions that are delegated to third parties;
None of the above functions are delegated to third parties.

C. Attach copies of signed agreements for office functions delegated to either affiliates or third parties.
CULIC will enter into a new intercompany service agreement with the Surviving Company attached hereto as Exhibit 15A. CULIC also has intercompany service agreements with Manhattan Life Insurance Company and Family Life Insurance Company, attached hereto as Exhibit 22.

D. As applicable, attach a separate chart reflecting any other management positions (if different than what was noted above) that exercise control over insurance operations in other jurisdiction where the applicant company is seeking admission.
Not Applicable.

E. Attach any similar information that was submitted to lenders or investment partners.
Not Applicable.

16. Provide a detailed description of the applicant's sales techniques. The description should include:

A. Information regarding recruitment and training of sales representatives.
Agents and brokers are recruited by personal contact from one of two salaried Regional Sales Directors or the President. Sales representatives are trained on product knowledge, suitability, and AML through mandatory training programs on the ICIC website. The Surviving Company will continue these practices.

B. Identification as to whether the applicant will be a direct writer or will use agents, brokers or a combination thereof.
ICIC uses agents and brokers and will not write product directly. The Surviving Company will continue this practice.

C. Explanation of the compensation and control to be provided by the applicant to its agents, brokers or sales personnel.
All agents and brokers are paid on a commission basis. Sales Representatives who do not adhere to ICIC guidelines have their contracts terminated. The Surviving Company will continue this practice.

D. Sample copies of any agreements entered into between the applicant and its agents or brokers.
The surviving company will use the attached form agency agreement attached as Exhibit 16D.

E. If the applicant will use a specific agency or managing general agent, identification of the agency or managing general agent and a copy of the agreement for this arrangement.
ICIC does not currently use a Managing General Agency or Independent Marketing Organization. All sales are made through agents or brokers. The Surviving Company may use MGAs or IMOs in the future but its distribution method is not geared toward those organizations.

F. Sample contract forms of all types used and remuneration schedule, including those for general agents, if any.
The surviving company will use the attached sample commission schedule attached as Exhibit 16F.

17. For each state in which the applicant is filing explain:

A. The product lines currently sold or planned by the applicant,
ICIC currently markets life, accident, and health business in Washington and will expand its writings once redomesticated to Washington to fixed annuities upon merging with WULA.

B. Specialty line or lines currently sold and planned,
None.

C. Captive business,
None.

D. The applicant's marketing plan, including a description of the financial, corporate or other connections productive of insurance,
ICIC will stop writing new business and the Surviving Company will pursue WULA's marketing plan as generally described in the business plan attached hereto as Exhibit 17D.

E. The applicant's current and expected competition (both regionally and nationally) and
According to the American Council of Life Insurers Fact Book tabulations of National Association of Insurance Commissioners data, there were nine (9) life insurers in Washington in 2011. In 2011, 876 life insurers were domiciled in the United States, and another nineteen (19) were domiciled in U.S. territories. In 2011, direct premium receipts of life insurers for life, health and annuities totaled $669,276 million. In Washington, the total was $10,531 million.

F. How each state in which admission has been requested fits into the marketing plan. General description of the classes to be transacted is not an adequate response. For example, if the applicant plans to market credit life and disability products tailored for use by credit unions, simply stating that it will transact credit life and disability is inadequate.
ICIC currently markets life, accident, and health business and will expand its writings once redomesticated to Washington to fixed annuities upon merging with WULA.

18. If a parent, subsidiary and/or affiliated insurer is admitted for the classes of insurance requested in the pending application, please differentiate the products and/or markets of the applicant from those of the admitted insurer(s).
Central United Life Insurance Company; Manhattan Life Insurance Company; Western United Life Assurance Company; Investors Consolidated Insurance Company and Family Life Insurance Company are admitted in Washington for the classes of insurance requested in this application. This application is being submitted for the purposes of redomestication and is not an application for licensure.

19. Provide a detailed description of the advertising that will be used by the applicant to market its products in each state. Include a detailed explanation as to how the applicant will develop, purchase, control and supervise its advertising.
ICIC does not currently use advertising to market its products and the Surviving Company does not intend to start using advertising in Washington.

20. For each State, explain in detail the following:

A. How the applicant's policies will be underwritten, including the issuance of policies and endorsements,
New applications are underwritten by a highly qualified manager, for required regulations, completeness and suitability requirements.

B. How policies will be cancelled,
The Surviving Company would require a signed notification from the policy owner. The policy would be cancelled within 7 to 10 business days.

C. How premiums and other funds will be handled and
Premiums and funds are handled in the Contract Accounting Department, and processed the day they are received.

D. How personnel will be trained, supervised, and compensated.
ICIC, and now the Surviving Company, has highly trained long term personnel, who train and supervision all current and new employees. All employees are paid by salary.

21. Explain in detail how the applicant will adjust and pay claims.

A. Describe how you will train, supervise and compensate the personnel handling claims adjusting and claims payment.
Claims, withdrawals, surrenders, and death payouts are paid by trained salaried personnel. New employees are trained by highly trained long term personnel.

B. Provide detailed information as to how and by whom claim reserves will be set and modified.
Claim reserves will be set by Lewis & Ellis, the appointed actuary for the surviving company in accordance with the relevant statutory and actuarial requirements. The main line of the surviving company is annuities, which do not typically generate claim reserves.

C. Does applicant pay any representative given discretion as to the settlement or adjustment of claims whether in direct negotiation with the claimant or in supervision of the person negotiating, a compensation which is in any way contingent upon the amount of settlement of such claims?
Yes ____ No __X__

22. Is applicant a member of a group of companies that shares any of the following?

A. Common facilities with another company or companies
Yes __X__ No ____

B. Services (e.g. accounting personnel for financial statement preparation)
Yes __X__ No ____

C. Or, is a party to a tax allocation agreement in common with another company
Yes __X__ No _____

If the answer to any of the above is Yes, explain the division of costs between participants. If costs are pro-rated, what is the basis for division? Attach a copy of relevant contracts and include a summary of any attached contract.
CULIC has intercompany service agreements with Manhattan Life Insurance Company, Family Life Insurance Company, and Investors Consolidated Insurance Company. The existing agreement with ICIC will be terminated pursuant to the response to Question 15A. A summary and copies of the agreements are attached hereto as Exhibit 22.

23. Does applicant have any reinsurance contracts which contracts that in effect provide that applicant will reimburse or indemnify the Reinsurer for losses payable there under?
Yes _____ No__X__

If yes, provide the details in writing and attach to the Questionnaire.

24. Does any salaried employee or officer, exclusive of a director, presently have in force a license as an insurance broker issued by the Washington Department of Insurance?
(Name of Application State)
Yes ____ No __X__

If yes, please identify his/her license and position held with applicant.

25. Does applicant have outstanding unexercised stock options?
Yes ____ No __X__

A. If so, to whom and in what number of shares?

B. If options are outstanding for a number of shares greater than 10% of the number of shares presently issued and outstanding, a copy of the option form and of the plan pursuant to which they were granted are attached.

26. Are any of the applicant's policies being sold in connection with a mutual fund or investment in securities?
Yes ____No __X__ Not Applicable ____

If Yes, supply details including all sales literature which refers to the insurance and mutual fund or other investment literature that refers to the insurance and mutual fund or other investment plan connection.

27. If applicant is applying for authority to write Variable Annuities, provide the following:
Not Applicable.

a) Copy(ies) of any third party management or service contracts
b) Commission schedules
c) Five-year sales and expense projections
d) A statement from the insurer's actuary describing reserving procedures including the mortality and expense risks which the insurer will bear under the contract
e) Statement of the investment policy of the separate account

f) Copy of the variable annuity prospectus as filed with the SEC unless the separate account is not required to file a registration under the federal securities law
g) Copies of the variable annuity laws and regulations of the state of domicile
h) Copy(ies) of the variable annuity contract(s) and application(s)
i) A description of any investment advisory services contemplated relating to Separate Accounts
j) Board of Directors resolution authorizing the creation of the separate account

28. If applicant is applying for authority to write Variable Life Insurance, provide the following:
Not Applicable.

a) Copy(ies) of variable life policy(ies) the company intends to issue
b) Name and experience of person(s) or firm(s) proposed to supply consulting, investments, administrative, custodial or distribution services to the company
c) Disclose whether each investment advisor i) is registered under the Investment Advisers Act of 1940, or ii) is an investment manager under the Employee Retirement Income Security Act of 1974, or iii) whether the insurer will annually file required information and statements concerning each investment advisor as required by its domiciliary state
d) Copy of the variable life prospectus as filed with the SEC unless the separate account is not required to file a registration under the federal securities law
e) Statement of the investment policy of any separate account, and the procedures for changing such policy
f) Copies of the variable life insurance laws and regulations of the state of domicile
g) A statement from the insurer's actuary describing reserving procedures including the mortality and expense risks which the insurer will bear under the contract
h) Standards of suitability or conduct regarding sales to policyholders
i) Statement specifying the standards of conduct with respect to the purchase or sale of investments of separate accounts (i.e. Board resolution)
j) Board of Directors resolution authorizing the creation of the separate account

29. If applicant is applying for authority to write Life Insurance, has applicant at any time in any jurisdiction while operating under its present management, or at any time within the last five years irrespective of changes in management, taught or permitted its agents to sell insurance by using any of the following devices, or representations resembling any of the following:

A "Centers of influence" and "advisory board,"
Yes____ No__X__

B. A charter or founder's policy,
Yes____ No__X__

C. A profit sharing plan,
Yes____ No__X__

D. Only a limited number of a certain policies will be sold in any given geographical area;
Yes____ No__X__

E. "Profits" will accrue or be derived from mortality savings, lapses and surrenders, investment earnings, savings in administration;
Yes____ No__X__

F. A printed list of several large American or Canadian insurers showing the dollar amounts of "savings", "profits" or "earnings" they have made in such categories.
Yes____ No__X__

If the answer to any of the above is yes, supply a complete set of all sales material including the sales manual, all company instructional material, brochures, illustrations, diagrams, literature, "canned" sales talks, copies of the policies which are no longer in use, list of states where such methods were used and the date (by year) when they were used, the approximate amount of insurance originally written in each state on each policy form thusly sold, the amount currently in force, and the lapse ratio on each form year by year and cumulatively in gross to the present date.

30. Does the company pay, directly or indirectly, any commission to any officer, director, actuary, medical director or any other physician charged with the duty of examining risks or applications?
Yes_____ No __X__ Not Applicable _____

If yes, provide the details in writing and attach to the Questionnaire.

The following questions are to be completed only if the company is redomesticating to another state.

31. Does the company have any permitted practices allowed by its current state of domicile?
Yes__X ___ No _____ Not Applicable _____

If yes, provide the details in writing and attach a copy of the state of domicile's approval to the Questionnaire.

ICIC has a permitted practice relating to reserves on an old block of life business. The September 30, 2013 amount is $383,717. ICIC intends to let the permitted practice expire upon redomestication/merger.

32. Does the company's current state of domicile prescribe any practices of the company that are not in accordance with?
a. Laws, regulations or bulletins of proposed state of domicile;
Yes_____ No __X ___ Not Applicable _____

If yes, provide the details in writing and attach to the Questionnaire.

b. Reserving requirements of proposed state of domicile; or
Yes_____ No __X ___ Not Applicable _____

If yes, provide the details in writing and attach to the Questionnaire.

c. NAIC guidelines
Yes_____ No __X ___ Not Applicable _____

If yes, provide the details in writing and attach to the Questionnaire.

33. Will the company's investments comply with the investment laws, regulations or bulletins of the proposed state of domicile?
Yes__X ___ No _____ Not Applicable _____

If no, provide the details in writing and attach to the Questionnaire.

34. Does the company have any outstanding surplus notes?
Yes_____ No ___X __ Not Applicable _____

If yes, provide the details in writing and attach to the Questionnaire and attach copy(ies) of the surplus notes reflecting the state of domicile's approval.