

AMENDED FORM B

INSURANCE HOLDING COMPANY
SYSTEM REGISTRATION STATEMENT

Filed with the Arkansas Department of Insurance
by
CENTRAL UNITED LIFE INSURANCE COMPANY
On behalf of the Following Insurance Company

Central United Life Insurance Company
425 West Capitol Avenue
Suite 1800
Little Rock, AR 72201
(713) 529-0045

Date: June 11, 2012

Name, Title, Address and Telephone Number of Individual to Whom Notices and
Correspondence Concerning this Statement Should be Addressed:

Dan George, President
Central United Life Insurance Company
Wortham Tower, Suite 500
2727 Allen Parkway
Houston, Texas 77019
(713) 821-6475

**UNANIMOUS WRITTEN CONSENT OF THE
BOARD OF DIRECTORS OF
CENTRAL UNITED LIFE INSURANCE COMPANY**

June 11, 2012

The undersigned, constituting all of the members of the Board of Directors (the "**Board**") of Central United Life Insurance Company, an Arkansas corporation (the "**Company**"), do hereby execute this unanimous consent for the purpose of adopting the following resolution to have the same force and effect as if adopted by a unanimous vote of all the directors of the Company at a meeting duly called and held for the purpose to adopt such resolution.

WHEREAS, this Board of Directors has examined the Company's balance sheet and an analysis of surplus for the year ended December 31, 2011, and other materials, including reports of management of the Company that show capital and surplus as regards policyholders as of December 31, 2011 of \$56,565,023 and net gain from operations for the year 2011 of \$3,899,673 which statements were prepared by officers and employees of the corporation and which appear, in the judgment of this Board of Directors, to be consistent with data furnished to the Board from time to time in the past, and which have been relied upon in good faith by the members of this Board of Directors; and

WHEREAS, based upon such information and data contained in such financial statements and reports, this Board of Directors finds that the Company has sufficient unrestricted surplus profits arising from its business, after reserving there from the lawful reserve on all unexpired risks and all other debts due and payable, or to become due and payable, by the Company, to declare and pay a cash dividend in the amount of Five Hundred Thousand Dollars and no cents (\$500,000.00) on its shares of Common Stock, payable on June 28, 2012; and

WHEREAS, this Board of Directors has determined that the Company is not insolvent and that the payment of such cash dividend would not render the Company insolvent or violate any restrictions contained in the Company's surplus as regards policyholders shall be reasonable in relation to its outstanding liabilities and adequate to its financial needs and that the other dividends declared during the previous twelve-month period, shall not constitute an "extraordinary dividend" within the meaning of 23-63-515 (c), (d), (e), and (f) of the Arkansas Insurance Code.

NOW, THEREFORE, BE IT RESOLVED THAT, this Board of Directors declares a cash dividend in the amount of FIVE HUNDRED THOUSAND DOLLARS and no cents (\$500,000.00) on the Company's Common Stock, no par value per share, payable June 28, 2012 to be paid out of the accumulated unrestricted earned surplus of the Company.

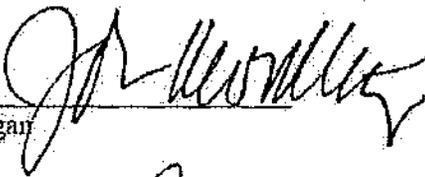
IN WITNESS WHEREOF, the undersigned Directors have executed this unanimous written consent this 11th day of June, 2012.



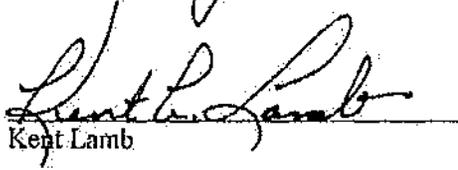
David Harris



Dan George



John McGettigan



Kent Lamb



Mary Lou Rainey

ITEM 1. Identity and Control of Registrant

The "Registrant" is the Central United Life Insurance Company whose home offices are located at:

425 West Capitol Avenue, Suite 1800
Little Rock, AR 72201

The executive offices of the Registrant are located at:

Wortham Tower
2727 Allen Parkway, Suite 500
Houston, Texas 77019

On January 21, 1994, the Registrant implemented a Plan of Reorganization which was approved by the Texas Commissioner of Insurance in Official Order No. 93-0600 dated January 21, 1994, pursuant to which all of the business of Registrant's former parent, Life of America, was reinsured and assumed by Registrant under a bulk assumption reinsurance agreement. Life of America assigned all of its assets and properties to Registrant. On November 4, 1994, the Texas Commissioner of Insurance issued Official Order No. 94-1182, approving the dissolution of Life of America Insurance Company.

On May 8, 2006, the Texas Commissioner of Insurance issued Official Order No. 06-0439 and approved the Registrant's application to redomesticate and to amend its Certificate of Authority to change its home office from Houston, Texas to Little Rock, Arkansas.

Of the 100 shares outstanding as of December 31, 2006, 100 or 100% are owned by Harris Insurance Holdings, Inc. ("HIHF")

ITEM 2. Organization Chart

See Revised Organization Chart dated 12/31/11 attached as Exhibit 1.

ITEM 3. Ultimate Controlling Person

- (a) The ultimate controlling person of Registrant is David W. Harris.
- (b) The home office address of David W. Harris is:

Wortham Tower
2727 Allen Parkway, Suite 500
Houston, Texas 77019

- (c) The principal executive office address of David Harris is:

Wortham Tower
2727 Allen Parkway, Suite 500

Houston, Texas 77019

- (d) David Harris is an individual.
- (e) The principal business of David W. Harris is the ownership and management of Registrant and other insurance companies.
- (f) There are no other individuals or entities who own more than 10% or more of any class of voting security.
- (g) There is no court proceeding looking toward a reorganization or liquidation pending.

ITEM 4. Biographical Information

David W. Harris is Chairman of the Board of Central United Life Insurance Company. He has served as Chairman since 1993. Mr. Harris served as Chairman of the Board of Life of America Insurance Company from 1988 to 1993 and Chairman of the Board of Peoples Life Insurance Company from 1980 to 1988. He has not been convicted of any crimes.

Teresa Moro and Todd Hayden were elected to serve as Vice Presidents on June 6, 2011 and Lee Ann Blakey was elected to serve as Chief Operating Officer. Their biographical affidavits are already on file at the Arkansas Department of Insurance. Deborah Tatro, formerly a Vice President, left the company on January 18, 2012.

ITEM 5. Transactions, Relationships and Agreements

(1) Loans, Other Investments or Purchases, Sales or Exchanges of Securities of the Affiliates by the Registrant or of the Registrant by its Affiliates.

None.

(2) Purchases, Sales, or Exchanges of Assets

Manhattan Life Insurance Company paid Central United Life Insurance Company \$328,798 in management fees in 2011.

Investors Consolidated Life Insurance Company paid Central United Life Insurance Company \$253,122 in management fees in 2011.

Family Life Insurance Company paid Central United Life Insurance Company \$2,435,708 in management fees in 2011.

Central United Life Insurance Company purchased a building at 10777 Northwest Freeway, Houston, Texas for \$6,850,000 to house its administrative offices beginning June 1, 2012 due to a Right of Way acquisition by the Texas Department of Transportation of its building located at 10700 Northwest Freeway, Houston, Texas. The closing of the 10700 Northwest Freeway, Houston, Texas building is pending and the agreed upon purchase price is \$5,227,706.

(3) Transactions Not In the Ordinary Course of Business

There were no transactions not in the ordinary course of business.

(4) Guarantees or Undertaking for the Benefit of an Affiliate Which Result in an Actual Contingent Exposure of the Registrant's Assets to Liability, Other Than Insurance Contracts Entered into the Ordinary Course of Registrant's Business

There were none.

(5) All Management Service Contracts and All Cost Sharing Arrangements:

An amendment to the Intracompany Service Agreement between Central United Life Insurance Company and Investors Consolidated Insurance Company was effective as of January 1, 2008 and it was not objected to by the Arkansas Department of Insurance by their letter of February 19, 2009.

Central United Life Insurance Company furnishes Investors Consolidated Insurance Company administrative services which includes personnel, facilities and other services which are necessary or which are reasonably required by Investors Consolidated Insurance Company in the effective and efficient operation of its business and operations, including but not limited to policy underwriting, administration, policyholder service and claims services for the issuance, renewal and administration of insurance policies and contracts issued or reinsured by Investors Consolidated Insurance Company ; administration and oversight of marketing and sales activities, including reinsurance operations; all accounting services necessary to maintain the books and records of Investors Consolidated Insurance Company and the representation of Investors Consolidated before insurance regulatory authorities.

An Intracompany Service Agreement between Central United Life Insurance Company and Manhattan Life Insurance Company was entered into as of February 4, 2000 and was later approved by the Texas Department of Insurance.

Central United Life Insurance Company furnishes Manhattan Life Insurance Company administrative services which includes personnel, facilities and other services which are necessary or which are reasonably required by Manhattan Life Insurance Company in the effective and efficient operation of its business and operations, including but not limited to policy underwriting, administration, policyholder service and claims services for the issuance, renewal and administration of insurance policies and contracts issued or reinsured by Manhattan Life Insurance Company ; administration and oversight of marketing and sales activities, including reinsurance operations; all accounting services necessary to maintain the books and records of Manhattan Life Insurance Company and the representation of Manhattan Life Insurance Company before insurance regulatory authorities.

This agreement was submitted to the Arkansas Department of Insurance with the company's Amended Form B filed on 9/14/06. The Arkansas Department of Insurance did not find any objections to them.

An Intracompany Service Agreement between Central United Life Insurance Company and Family Life Insurance Company was entered into as of April 1, 2007 and it was approved by the Texas Department of Insurance in June 2007. It was not objected to by the Arkansas Department of Insurance.

Central United Life Insurance Company furnishes Family Life Insurance Company administrative services which includes personnel, facilities and other services which are necessary or which are reasonably required by Family Life Insurance Company in the effective and efficient operation of its business and operations, including but not limited to policy underwriting, administration, policyholder service and claims services for the issuance, renewal and administration of insurance policies and contracts issued or reinsured by Family Life Insurance Company ; administration and oversight of marketing and sales activities, including reinsurance operations; all accounting services necessary to maintain the books and records of Family Life Insurance Company and the representation of Family Life Insurance Company before insurance regulatory authorities.

(6) All Reinsurance Agreements

In November, 2011, Central United Life Insurance Company entered into an assumption reinsurance agreement with American Community Mutual Insurance Company, a Michigan mutual insurance company in rehabilitation, whereby Central United Life Insurance Company assumed approximately 30 critical illness policies in Michigan. As part of the transaction, Central United Life Insurance Company applied for and was granted a Michigan Certificate of Authority.

(7) All Dividends and other Distributions to Shareholders

Registrant made distributions and paid dividends on its Common Stock during 2011 and 2012 as follows:

DATE DECLARED	SERIES	DIVIDEND AMOUNT
4/8/11	Common	\$500,000
6/3/11	Common	\$250,000
3/2/12	Common	\$500,000
6/11/12	Common	\$500,000

(8) Consolidated Tax Allocation Agreement

A Tax Allocation Agreement is in effect amongst the Registrant and Harris Holdings, Inc., Investors Consolidated Insurance Company, and Worksite Solutions, Inc.

(9) Pledge of Registrant's Stock and/or of the stock of any subsidiary or controlling affiliate, for a loan made to any member of the insurance holding company system.

There is no pledge of Registrant's stock and/or of any of the stock of any subsidiary or controlling affiliate, for a loan made to any member of the insurance holding company system.

ITEM 6. Litigation and Administrative Proceedings

There are no lawsuits pending to which the ultimate controlling person is a party.

- (a) There were no criminal prosecutions or administrative proceedings by any government agency or authority which may be relevant to the trustworthiness of any party hereto.
- (b) There are no proceedings which may have a material effect upon the solvency or capital structure of the ultimate holding company.

ITEM 7. Statement Regarding Plan or Series of Transactions

Transactions entered into since the filing of the prior registration statement are not part of a plan or series of like transactions, the purpose of which is to avoid statutory threshold amounts and the review that might otherwise occur.

ITEM 8. Financial Statements and Exhibits

Exhibit 1. Revised Organization Chart dated 12/31/11.

ITEM 9. Form C

Exhibit 2. Form C is attached hereto.

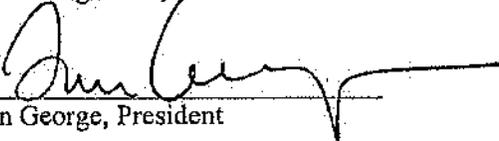
ITEM 10. Signature and Certification

Signature

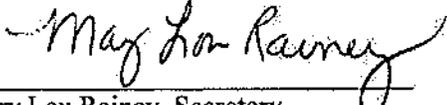
Pursuant to the requirements of Ark. Code Ann Section 23-63-514, Central United Life Insurance Company has caused this registration statement to be duly signed on its behalf in the City of Houston and the State of Texas on this ~~11th~~ ^{11th} day of June, 2012.

CENTRAL UNITED LIFE INSURANCE COMPANY
(Name of Registrant)

(SEAL)

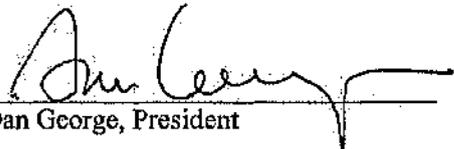
By: 
Dan George, President

Attest:


Mary Lou Rainey, Secretary

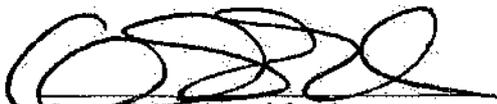
Certification

The undersigned deposes and says that he has duly executed the attached amended registration statement dated June 11, 2012 for and on behalf of the Central United Life Insurance Company and 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.



Dan George, President

Sworn and subscribed before me on this the 12 day of June 2012, to certify which witness my hand and seal of office.



Notary Public in and for the
State of Texas

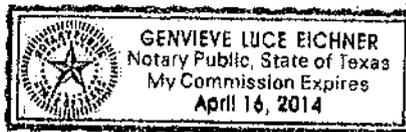


EXHIBIT 1

DULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

**MANHATTAN INSURANCE GROUP
Organization Chart
03/31/2012**

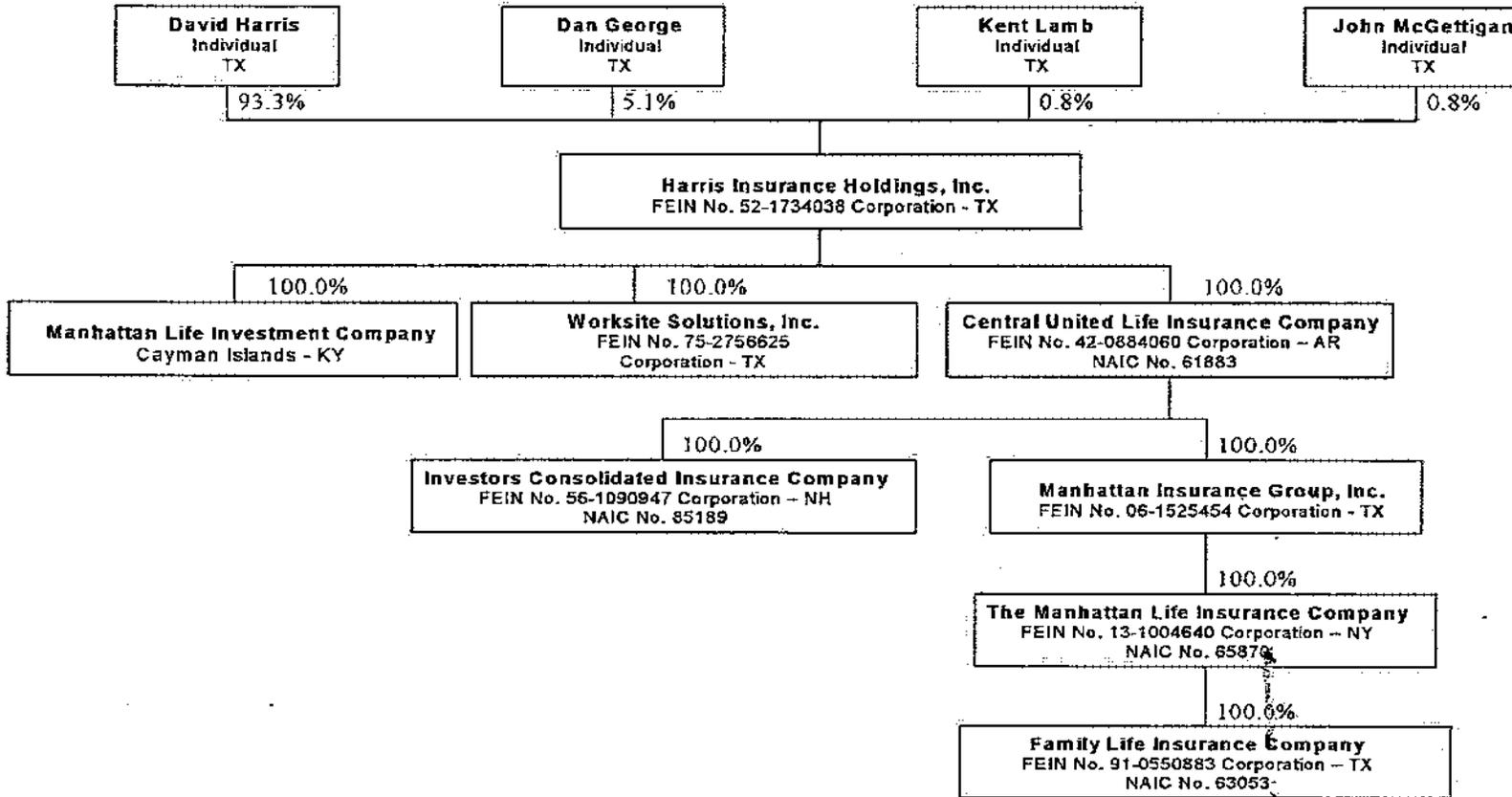


EXHIBIT 2

Amended Form C

SUMMARY OF REGISTRATION STATEMENT

Filed with the Insurance Department of the State of Arkansas

By

Central United Life Insurance Company
425 West Capitol Avenue
Suite 1800
Little Rock, Arkansas 72201

June 11, 2012

Name, Title, Address and Telephone Number of Individual
To Whom Notices and Correspondence Concerning
This Statement Should Be Addressed:

Dan George
President
Central United Life Insurance Company
2727 Allen Parkway, Suite 500
Wortham Tower
Houston, Texas 77019
713 821-6475

There have been no material changes to the prior year's registration statement other than the following:

The payment of the following dividends occurred thus far in 2012.

DATE DECLARED	SERIES	DIVIDEND AMOUNT
3/02/12	Common	\$500,000
6/11/12	Common	\$500,000

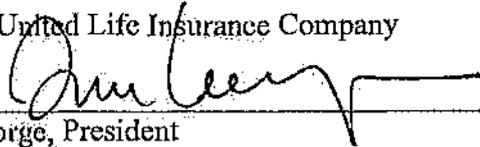
Transactions entered into by the Registrant since the filing of its annual statement for the prior year are not part of any plan or series of transactions whose purpose is to avoid statutory threshold amounts and the review that otherwise might otherwise occur.

SIGNATURE

Pursuant to the requirements of Ark. Code Ann. Section 23-63-514, the Registrant has caused this summary of registration statement to be duly signed on its behalf in the City of Houston and State of Texas on the 11th day of June, 2012.

(SEAL)

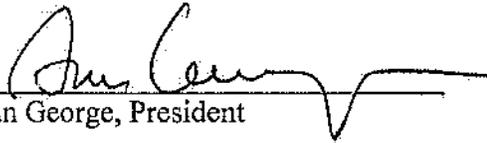
Central United Life Insurance Company

BY: 
Dan George, President

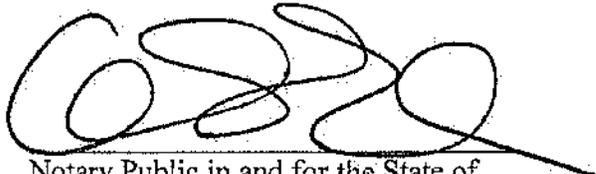
Attest: 
Mary Lou Rainey, Secretary

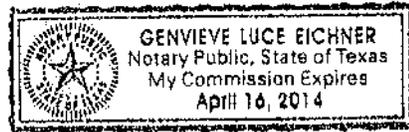
Certification

The undersigned deposes and says that he has duly executed the attached summary of registration statement dated June 11, 2012 on behalf half 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 contents thereof, and that the facts therein set forth are true to the best of his knowledge.


Dan George, President

Sworn and subscribed before me this the 12 day of June, 2012.


Notary Public in and for the State of
Texas



CENTRAL UNITED LIFE INSURANCE COMPANY

2727 ALLEN PARKWAY
5TH FLOOR, SUITE 500
HOUSTON, TX 77019

250

DATE 6-7-2012

32-61
1110

PAY TO THE ORDER OF Arkansas Insurance Department \$ 50⁰⁰

fifty dollars & 00/100 DOLLARS



Bank One, NA
Dallas, Texas 75201
www.bankone.com

FOR Filing FEE

[Signature]

L.D.