

## TABLE OF CONTENTS

### Investors Consolidated Insurance Company and Western United Life Assurance Company Merger Application

1. An Agreement and Plan of Merger
2. Articles of Merger
3. Resolutions
  - a. ICIC Shareholder Resolution
  - b. ICIC Board of Directors Resolution
  - c. WULA Shareholder Resolution
  - d. WULA Board of Directors Resolution
4. Affidavits Relating to RCW 48.31.010(1)(C)
  - a. Affidavit of Investors Consolidated Insurance Company
  - b. Affidavit of Western United Life Assurance Company
5. Organizational Charts
  - a. Current Organizational Chart
  - b. Proposed Organizational Chart
6. Pro Forma Balance Sheet
7. Financial Information
8. Business Plan
9. Filing Fees

### Washington UCAA Primary Application for Redomestication

1. Item One                      Application Form
  - a. Primary Application Checklist ✓
  - b. UCAA Primary Application ✓
  - c. Lines of Insurance ✓
2. Item Two                      Filing Fee ✓ *2/10*
3. Item Three                      Minimum Capital and Surplus Requirements ✓
4. Item Four                      Statutory Deposit Requirements ✓
5. Item Five                      Name Approval ✓

- 6. Item Six                      Plan of Operation
  - a. Questionnaire
    - i. Exhibit 6a      Affidavit of Dan George ✓
    - ii. Exhibit 15      Management Organization Chart ✓
    - iii. Exhibit 15a    Intracompany Service Agreement CUL-WULA
    - iv. Exhibit 16d    Sample General Agent's Contract
    - v. Exhibit 16f     Commission Schedule
    - vi. Exhibit 17d    ICIC Business Plan
    - vii. Exhibit 22    Intercompany Service Agreement CUL-ICIC
    - viii. Exhibit 22   Intracompany Service Agreement CUL-FLIC
    - ix. Exhibit 22    Intracompany Service Agreement CUL-MLIC
  - b. ICIC Pro Forma ✓
  - c. ICIC Business Plan
- 7. Item Seven                  ICIC 2012 Form B ✓
  - a. Amendment 1 to 2012 Form B ✓
- 8. Item Eight                  Statutory Membership Requirements ✓
- 9. Item Nine                    Statement Regarding SEC Filings or GAAP Financial Statements ✓
- 10. Item Ten                    Debt-to-Equity Ratio Statement ✓
  - a. HHHI Balance Sheet
- 11. Item Eleven      Custody Agreement ✓
  - a. Amended and Restated Custody Agreement ✓
- 12. Item Twelve                Public Records Package
  - a. Articles of Incorporation ✓
    - i. Current Certified ICIC Articles of Incorporation ✓
    - ii. Proposed Amended and Restated Articles of Incorporation ✓
  - b. Bylaws ✓
    - i. Current Certified ICIC Bylaws ✓
    - ii. Proposed Amended and Restated Bylaws ✓
  - c. Financial Statements
    - i. 2012 Annual Financial Statement ✓
    - ii. NAIC Annual Statement 2012, Investment Pages ✓
    - iii. NAIC Annual Statement 2012, Management Discussion and Analysis ✓

- iv. NAIC Annual Statement 2012, Other Pages
- v. NAIC Annual Statement 2012, Statement Pages
- vi. March 2013 Quarterly Financial Statement
- vii. June 2013 Quarterly Financial Statement
- d. Independent Audit Report ✓
- 13. Item Thirteen            NAIC Biographical Affidavits
  - a. Daniel James George Biographical Affidavit            December 6, 2012
  - b. Daniel James George Background Investigation Narrative
  - c. David Warren Harris Biographical Affidavit            December 6, 2012
  - d. David Warren Harris Background Investigation Narrative
  - e. Kent William Lamb Biographical Affidavit            December 6, 2012
  - f. Kent William Lam Background Investigation Narrative
  - g. John Egan McGettigan Biographical Affidavit            June 18, 2013
  - h. John Egan McGettigan Background Investigation Narrative
  - i. Teresa Salley Moro Biographical Affidavit            October 11, 2013
- 14. Item Fourteen            State Specific Information
- 15. Item Fifteen            ICIC Annual Financial Statements
  - a. 2010 Financial Statement
  - b. 2011 Financial Statement
  - c. Certificate of Valuation
- 16. Item Sixteen            Quarterly Statements            (See 12c) ✓
- 17. Item Seventeen            Risk Based Capital Report ✓
- 18. Item Eighteen            Independent CPA Audit Report            (See 12d)
- 19. Item Nineteen            Examination Report ✓
- 20. Item Twenty            Certificate of Compliance ✓

**Legend**

CUL	Central United Life Insurance Company
ICIC	Investors Consolidated Insurance Company
WULA	Western United Life Assurance Company
FLIC	Family Life Insurance Company
MLIC	Manhattan Life Insurance Company

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**AGREEMENT AND PLAN OF MERGER**  
**OF**  
**WESTERN UNITED LIFE ASSURANCE COMPANY**  
**AND**  
**INVESTORS CONSOLIDATED INSURANCE COMPANY**

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**THIS AGREEMENT AND PLAN OF MERGER** (the "Agreement") is entered into between **Western United Life Assurance Company** ("WULA"), a Washington stock life insurance company, and **Investors Consolidated Insurance Company** ("ICIC"), a Washington stock life insurance company. WULA and ICIC are affiliates of Harris Insurance Holdings, Inc. ("HIHI"), an insurance holding company domiciled in the State of Texas.

The parties desire that WULA and ICIC be merged into a single corporation in accordance with the Agreement, the Washington Insurance Code and the Washington Business Corporation Act, with ICIC being the sole surviving entity. The transactions contemplated by and described in the Agreement are referred to as the "Merger," and shall be effective as set forth in Article 1.4.

WULA is authorized to issue Five Million (5,000,000) shares of common stock at par value of One Dollar (\$1.00) of which Two Million Four Hundred Thousand (2,400,000) shares are issued and outstanding at this time. WULA is authorized to issue Fifteen Million (15,000,000) shares of preferred stock at par value of One Cent (\$0.01) of which no shares are issued and outstanding at this time. Central United Life Insurance Company, an Arkansas stock life insurance company, which is wholly-owned subsidiary of HIHI, owns 100% of the issued and outstanding shares of WULA.

ICIC is authorized to issue Five Million (5,000,000) shares of common stock at par value of One Dollar (\$1.00) of which Two Million Five Hundred Thousand (2,500,000) shares are issued and outstanding at this time. ICIC is authorized to issue One Million (1,000,000) shares of preferred stock at par value of One Cent (\$1.00) of which no shares are issued and outstanding at this time. WULA owns 100% of the issued and outstanding shares of ICIC.

**ARTICLE 1.**  
**THE TRANSACTIONS**

Subject to the terms and conditions of the Agreement, the Merger shall be carried out in the following manner:

**1.1 Eligibility for Merger.** WULA and ICIC are eligible for merger under the merger provisions of the Washington Insurance Code and the Washington Business Corporation Act. The

*Plan of Merger*  
*Western United Life Assurance Company into*  
*Investors Consolidated Insurance Company*  
*Execution Version*

Boards of Directors of both WULA and ICIC have unanimously approved the Agreement. In addition, the sole shareholder of WULA and the sole shareholder of ICIC have approved the Agreement. The parties have satisfied all regulatory requirements.

**1.2 Surviving Company.** WULA shall be merged with and into ICIC by the filing of the Articles of Merger with the Washington State Office of the Insurance Commissioner and the Washington Secretary of State in accordance with the laws of that state. At the effective time of the Merger, these companies shall become a single company, and the survivor shall be **Investors Consolidated Insurance Company** (the "Surviving Company"). The Surviving Company shall have all the rights, privileges, immunities, and powers, and shall be subject to all the duties, obligations and liabilities, of an insurance company organized under the laws of the State of Washington. All policies and obligations of WULA shall be assumed by the Surviving Company on the same terms as if the policies were still being carried by WULA. All property of WULA shall immediately become vested as the property of the Surviving Company.

**1.3 Effect of the Merger.** From and after the effective time of the Merger, the effect of the Merger upon each of WULA and ICIC and the Surviving Company shall be as provided under the Washington Insurance Code and the Washington Business Corporation Act.

**1.4 Effective Date.** The effective date of the Merger shall be 12:01 a.m. Central Standard Time on \_\_\_\_\_, 2013, or such later time and date as may be provided by law, subject to the prior approval of the Washington State Office of the Insurance Commissioner.

**1.5 Additional Actions.** If, at any time after the effective date of the Merger, the Surviving Company shall determine that any further assignments or assurances or any other acts are necessary or desirable to vest, perfect, or confirm or record or otherwise, in the Surviving Company its rights, title or interest in, to, or under any other rights, properties or assets of either of WULA and ICIC acquired or to be acquired by the Surviving Company, as a result of, or in connection with, the Merger, or to otherwise carry out the purposes of the Agreement, then WULA and ICIC and their respective officers and directors shall be deemed to have granted to the Surviving Company an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary and proper to vest, perfect, and confirm title to and possession of such rights, properties or assets in the Surviving Company, and are fully authorized in the name of each of WULA and ICIC to take any and all action as may be contemplated by the Agreement.

**1.6 Corporate Attributes.** Immediately after the effective date of the Merger, the Surviving Company shall have the following attributes until they are subsequently changed in the manner provided by the Washington Business Corporation Act.

(a) Name. The name of the Surviving Company after the merger shall be changed to "**Western United Life Assurance Company.**"

(b) Articles of Incorporation. The Articles of Incorporation of the Surviving Company shall be the Articles of Incorporation of ICIC as in effect as of the effective date of the Merger.

(c) Bylaws. The Bylaws of the Surviving Company shall be the Bylaws of ICIC as in effect as of the effective date of the Merger.

(d) Directors. The individuals serving as directors of ICIC immediately prior to the effective date shall continue in office, until his or her successors are duly elected and qualified, as the directors of the Surviving Company.

(e) Officers. The individuals serving as officers of ICIC immediately prior to the effective date shall continue in office, until his or her successors are duly elected and qualified, as the officers of the Surviving Company.

(f) Tax Identification Number. The Employer Tax Identification Number of the Surviving Company shall be the Employer Tax Number of ICIC immediately prior to the effective date of the Merger, pursuant to Internal Revenue Service Code §368(a)(1)(f).

(g) Taxes. The Surviving Company shall assume and be responsible for the payment of all fees and taxes of WULA due to the Internal Revenue Service, or any other state or federal authority. Should there be outstanding tax liability owed by ICIC, the Surviving Company shall assume and pay same.

**1.7 Cancellation of All Issued and Outstanding Shares of WULA.** On the effective date, without any action on the part of the holder of WULA's shares, and by virtue of the Merger, all issued and outstanding common stock of WULA will be cancelled and shall cease to exist.

## **ARTICLE 2. AMENDMENT**

Subject to applicable law, the Agreement may be amended, modified, or supplemented by the written agreement of each of the parties at any time prior to the effective date of the Merger.

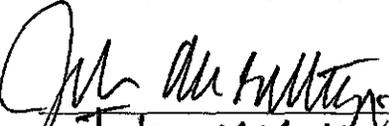
## **ARTICLE 3. MISCELLANEOUS**

**3.1 Counterparts.** The Agreement may be executed in one or more counterparts, each of which shall constitute one and the same instrument.

**3.2 Headings, Etc.** The Article headings and section headings contained in the Agreement are inserted for convenience only and shall not affect in any way the meaning or interpretation of the Agreement.

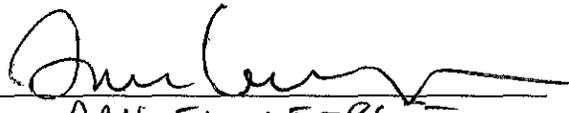
IN WITNESS WHEREOF, the undersigned parties hereto have duly executed the Agreement.

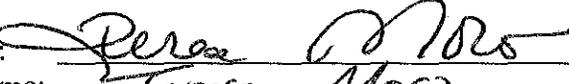
**WESTERN UNITED LIFE ASSURANCE COMPANY**

By:   
Name: John McGath  
Title: Senior Vice President & General Counsel

By:   
Name: KENT W. LAMB  
Title: CFO

**INVESTORS CONSOLIDATED INSURANCE COMPANY**

By:   
Name: DANIEL GEORGE  
Title: PRESIDENT

By:   
Name: Teresa Moro  
Title: Vice President

THE STATE OF Texas

COUNTY OF Harris

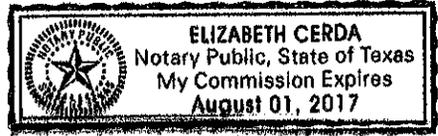
§  
§  
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John Mcbettigan

Before me, the undersigned authority, on this day personally appeared \_\_\_\_\_, known to me to be the Senior Vice President of **Western United Life Assurance Company**, a Washington stock life insurance company, who, after being placed on his oath, stated that the preceding agreement is true and correct to the best of his knowledge as to the factual statements contained therein.

Sworn to and subscribed before me on this 15<sup>th</sup> day of October, 2013, to certify which witness my hand and seal of office.

E. Cerda  
Notary Public in and for the State of Texas



STATE OF TEXAS

§  
§  
§

COUNTY OF HARRIS

Before me, the undersigned authority, on this day personally appeared Daniel J. George, known to me to be the President of **Investors Consolidated Insurance Company**, a Washington stock life insurance company, who, after being placed on his oath, stated that the preceding agreement is true and correct to the best of his knowledge as to the factual statements contained therein.

Sworn to and subscribed before me on this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, to certify which witness my hand and seal of office.

\_\_\_\_\_  
Notary Public in and for the State of Texas



**ARTICLES OF MERGER**

**OF**

**WESTERN UNITED LIFE ASSURANCE COMPANY,**

**A Washington Insurance Company,**

**(the "Nonsurviving Company")**

**AND**

**INVESTORS CONSOLIDATED INSURANCE COMPANY,**

**A Washington Insurance Company,**

**(the "Surviving Company")**

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Pursuant to the provisions of the Washington Insurance Code and the Washington Business Corporation Act, the undersigned corporations certify the following Articles of Merger adopted for the purpose of effecting a merger in accordance with the provisions of the Washington Insurance Code and the Washington Business Corporation Act.

**ARTICLE 1.**

The name of each of the undersigned corporations and other entity or entities that are a party to the Agreement and Plan of Merger or that are to be created by the Agreement and Plan of Merger, the type of such corporation or other entity and the laws under which such corporation or other entity are organized are:

<u>Name of Corporation/Entity</u>	<u>Type of Entity</u>	<u>State</u>
<b>Western United Life Assurance Company</b> ("Nonsurviving Company")	Stock Insurance Company	Washington
<b>Investors Consolidated Insurance Company</b> ("Surviving Company")	Stock Insurance Company	Washington

The Surviving Company and the Nonsurviving Company are domiciled and licensed to do business in Washington.

**ARTICLE 2.**

The name of the insurance company surviving the merger is Investors Consolidated Insurance Company (the "Surviving Company"). The name of the Surviving Company will be changed to Western United Life Assurance Company upon completion of the merger.

**ARTICLE 3.**

The name of the nonsurviving insurance company is Western United Life Assurance Company (the "Nonsurviving Company").

**ARTICLE 4.**

An Agreement and Plan of Merger was approved and adopted in accordance with the provisions of the Washington Insurance Code and the Washington Business Corporation Act, providing for the merger of Nonsurviving Company into Surviving Company and resulting in Surviving Company being the only surviving corporation after the merger. The Agreement and Plan of Merger is set forth in full in Exhibit A attached hereto and made a part hereof.

**ARTICLE 5.**

An executed copy of the Agreement and Plan of Merger is on file at 2727 Allen Parkway, Wortham Tower, Suite 500, Houston, Texas 77019, which is the primary location of the books and records of Surviving Company and a copy of the Agreement and Plan of Merger will be furnished by Surviving Company, on written request and without cost, to any shareholder of each domestic corporation that is a party to or created by the Agreement and Plan of Merger and to any creditor or obligee of the parties to the merger at the time of the merger if such obligation is then outstanding.

**ARTICLE 6.**

No amendments to the articles of incorporation of Surviving Company are to be effected by the merger.

**ARTICLE 7.**

As to each of the undersigned corporations, the approval of whose shareholders is required, the number of shares, all of the same class and equal in all respects, entitled to vote on the Agreement and Plan of Merger are as follows:

	<u>Designation of Voting Group</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>
Surviving Company	Common Stock	2,500,000	2,500,000
Nonsurviving Company	Common Stock	2,400,000	2,400,000

**ARTICLE 8.**

Pursuant to RCW 23B.11.030, the Board of Directors of the Surviving Company, acting by unanimous written consent dated to be effective as of October 14, 2013, adopted resolutions approving the Agreement and Plan of Merger, directing that it be submitted to a vote of the sole shareholder of the Surviving Company entitled to vote in respect thereof, authorizing the execution of the Agreement and Plan of Merger by the officers of the Surviving Company for and on its behalf, and directing the officers to take all necessary action to complete the merger. A unanimous written consent dated to be effective as of October 14, 2013, was signed by the sole shareholder of the Surviving Company, holding 100% of its issued and outstanding shares of capital stock, duly approved and adopted the Agreement and Plan of Merger.

**ARTICLE 9.**

Pursuant to RCW 23B.11.030, the Board of Directors of the Nonsurviving Company, acting by unanimous written consent dated to be effective as of October 14, 2013, adopted resolutions approving the Agreement and Plan of Merger, directing that it be submitted to a vote of the sole shareholder of the Nonsurviving Company entitled to vote in respect thereof, authorizing the execution of the Agreement and Plan of Merger by the officers of the Nonsurviving Company for and on its behalf, and directing the officers to take all necessary action to complete the merger. A unanimous written consent dated to be effective as of October 14, 2013, was signed by the sole shareholder of the Nonsurviving Company, holding 100% of its issued and outstanding shares of capital stock, duly approved and adopted the Agreement and Plan of Merger.

**ARTICLE 10.**

As to each of the undersigned corporations, the approval of whose shareholders is required, ~~the number of shares, all of the same class and equal in all respects, voted for and against the~~ Agreement and Plan of Merger, respectively as follows:

	<u>Total Voted For</u>	<u>Total Voted Against</u>
Surviving Company	2,500,000	0
Nonsurviving Company	2,400,000	0

**ARTICLE 11.**

The manner of the adoption of the Agreement and Plan of Merger and the vote by which it was adopted constitute full legal compliance with the provisions of the Washington insurance laws, all other applicable laws, and the Articles of Incorporation and Bylaws of the Surviving Company.

**ARTICLE 12.**

The aggregate number of shares, which the Surviving Company has authority to issue as a result of the merger is Ten Million (10,000,000) shares of common stock at par value of One Dollar (\$1.00) of which Two Million Five Hundred Thousand (2,500,000) shares are issued and outstanding at this time. The Surviving Company will have no preferred stock, authorized, issued or outstanding.

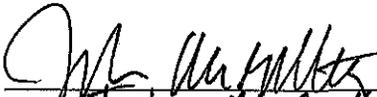
**ARTICLE 13.**

The effective date of the merger shall be 12:01 a.m. Central Standard Time on \_\_\_\_\_, 2013, or such later time and date as may be provided by law, subject to the prior approval of the Washington State Office of the Insurance Commissioner.

Dated: \_\_\_\_\_, 2013.

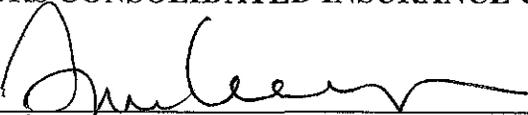
*Signatures on next page.*

**WESTERN UNITED LIFE ASSURANCE COMPANY**

By:   
Name: John McGowan  
Title: Senior Vice President & General Counsel

By:   
Name: Kenneth W. Lamb  
Title: CEO

**INVESTORS CONSOLIDATED INSURANCE COMPANY**

By:   
Name: AMIEL GEORGE  
Title: PRESIDENT

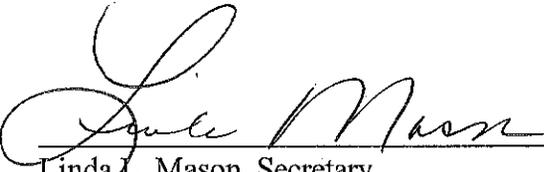
By:   
Name: Teresa Moro  
Title: Vice President



**SECRETARY'S CERTIFICATE**

The undersigned, the duly elected Secretary of Western United Life Assurance Company, hereby certifies that the attached resolutions are exact copies of those which were approved by the sole shareholder of Investors Consolidated Insurance Company by unanimous written consent to action in lieu of a meeting effective October 14<sup>th</sup>, 2013.

Dated: October 14, 2013.

By:   
Linda L. Mason, Secretary

**RESOLUTIONS BY UNANIMOUS CONSENT  
IN LIEU OF A  
SPECIAL MEETING OF  
THE SOLE SHAREHOLDER OF**

**INVESTORS CONSOLIDATED INSURANCE COMPANY**

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The undersigned, being the Sole Shareholder of Investors Consolidated Insurance Company, a New Hampshire life insurance company (the "Corporation"), hereby consents to, approves of, and adopts the following preambles and resolutions to the same extent and with the same force and effect as if adopted at a special meeting of the Sole Shareholder of the Corporation duly called and held to act upon matters:

**WHEREAS**, it is deemed advisable and in the best interests of the Corporation to change the domicile of the Corporation from New Hampshire to Washington, and in completing the redomestication to amend the Articles of Incorporation and the Bylaws of the Corporation, and upon approval of the redomestication, to merge the Corporation with its parent, Western United Life Assurance Company ("WULA"), a Washington stock life insurance company, with the Corporation being the survivor, and with its name changed to Western United Life Assurance Company; and

**WHEREAS**, to complete the redomestication, the proposed Amended and Restated Articles of Incorporation of the Corporation in the form attached hereto as Exhibit A, have been presented to the Sole Shareholder for approval; and

**WHEREAS**, to complete the redomestication, the proposed Amended and Restated Bylaws, revised to comply with Washington law, and otherwise updated in the form attached hereto as Exhibit B, have been presented to and approved by the Board; and

**WHEREAS**, the proposed Agreement and Plan of Merger, a copy of which is attached as Exhibit C and fully incorporated herein, has been approved by the Board of Directors and is presented to the Sole Shareholder for approval, providing for the merger of WULA into the Corporation; and

**WHEREAS**, the Sole Shareholder has determined that it is in the best interest of the Corporation that the Agreement and Plan of Merger be approved and that WULA merge into the Corporation pursuant to the Agreement and Plan of Merger, and with its name changed to Western United Life Assurance Company;

**NOW, THEREFORE, IT IS:**

**RESOLVED**, that the Amended and Restated Articles of Incorporation attached as Exhibit A are approved, and will become effective upon approval of the redomestication by the Washington State Office of the Insurance Commissioner.

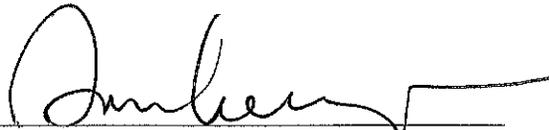
**RESOLVED**, that the Amended and Restated Bylaws, attached as Exhibit B, be, and hereby are, adopted as the Bylaws of the Corporation, and will become effective upon approval of the redomestication by the Washington State Office of the Insurance Commissioner.

**RESOLVED**, that the proposed Agreement and Plan of Merger, attached as Exhibit C, be and hereby is approved.

**IT IS FURTHER RESOLVED**, that the Board of Directors of the Corporation be, and hereby are authorized and directed to have the Amended and Restated Articles of Incorporation and Agreement and Plan of Merger executed, and to have the Amended and Restated Bylaws adopted, and are authorized to take such other actions as may be required to complete the redomestication of the Corporation from the State of New Hampshire to the State of Washington, to merge the Corporation with WULA, to change the Corporation's name to Western United Life Assurance Company, to pay such filing fees, and to take any and all such action as they deem reasonably necessary, including any required modification or amendment of the Corporation's organizational documents.

DATED: October 14, 2013.

**WESTERN UNITED LIFE ASSURANCE COMPANY**



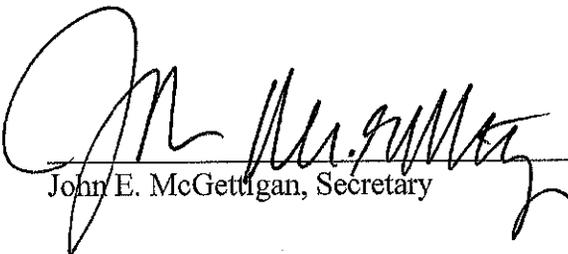
**Daniel J. George, CEO and Treasurer**

**BEING THE SOLE SHAREHOLDER OF THE CORPORATION.**

**SECRETARY'S CERTIFICATE**

The undersigned, the duly elected Secretary of Investors Consolidated Insurance Company, hereby certifies that the attached resolutions are exact copies of those which were approved by the Board of Directors of Investors Consolidated Insurance Company by unanimous written consent to action in lieu of a meeting effective October 14, 2013.

Dated: October 14, 2013.

By:   
John E. McGettigan, Secretary

**RESOLUTIONS BY UNANIMOUS CONSENT  
IN LIEU OF A  
SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF**

**INVESTORS CONSOLIDATED INSURANCE COMPANY**

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The undersigned, being all of the Board of Directors of Investors Consolidated Insurance Company (the "Board"), a New Hampshire life insurance company (the "Corporation"), consent to, approve of and adopt the following preambles and resolutions to the same extent and with the same force and effect as if adopted at a special meeting of the Board of Directors of the Corporation duly called and held to act upon matters:

**WHEREAS**, it is deemed advisable and in the best interests of the Corporation to change the domicile of the Corporation from New Hampshire to Washington, and in completing the redomestication to amend the Articles of Incorporation and the Bylaws of the Corporation, and upon approval of the redomestication, to merge the Corporation with its parent, Western United Life Assurance Company ("WULA"), a Washington stock life insurance company, with the Corporation being the survivor, and with its name changed to Western United Life Assurance Company; and

**WHEREAS**, to complete the redomestication, the proposed Amended and Restated Articles of Incorporation of the Corporation in the form attached hereto as Exhibit A, have been presented to the Board; and

**WHEREAS**, to complete the redomestication, the proposed Amended and Restated Bylaws, revised to comply with Washington law, and otherwise updated in the form attached hereto as Exhibit B, have been presented to the Board; and

**WHEREAS**, the proposed Agreement and Plan of Merger, a copy of which is attached as Exhibit C and fully incorporated herein, has been presented to the Board, providing for the merger of WULA into the Corporation; and

**WHEREAS**, the Board has determined that it is in the best interest of the Corporation that the Agreement and Plan of Merger be approved and that WULA merge into the Corporation pursuant to the Agreement and Plan of Merger, and with its name changed to Western United Life Assurance Company;

**NOW, THEREFORE, IT IS:**

**RESOLVED**, that the Amended and Restated Articles of Incorporation attached as Exhibit A are approved, shall be presented to the Sole Shareholder for approval, and will become effective upon approval of the redomestication by the Washington State Office of the Insurance Commissioner.

*Execution Version*

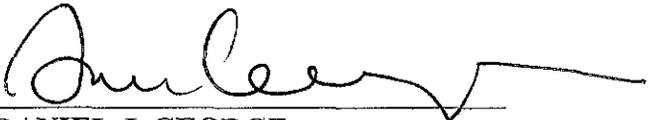
**RESOLVED**, that the Amended and Restated Bylaws, attached as Exhibit B, be, and hereby are, adopted as the Bylaws of the Corporation, and will become effective upon approval of the redomestication by the Washington State Office of the Insurance Commissioner.

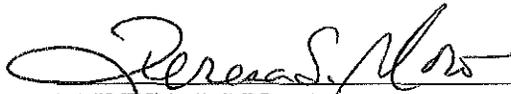
**RESOLVED**, that the proposed Agreement and Plan of Merger, attached as Exhibit C, be and hereby is approved, and shall be presented to the Sole Shareholder for approval.

**RESOLVED**, that the officers of the Corporation be, and hereby are authorized and directed to file the Amended and Restated Articles of Incorporation, the Amended and Restated Bylaws, and the Articles of Merger, any and all documents and amendments thereto which the officers in their sole judgment deem necessary, advisable or appropriate to effect the redomestication of the Corporation from the State of New Hampshire to the State of Washington, to merge the Corporation with WULA, to change the Corporation's name to Western United Life Assurance Company, to pay such filing fees, and to take any and all such action as they, or any one of them, deem necessary to file said documents.

Dated: October 14, 2013.

  
\_\_\_\_\_  
DAVID W. HARRIS

  
\_\_\_\_\_  
DANIEL J. GEORGE

  
\_\_\_\_\_  
TERESA S. MORO

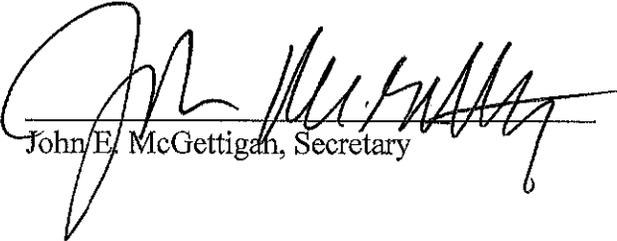
**BEING ALL OF THE DIRECTORS OF THE CORPORATION.**

**SECRETARY'S CERTIFICATE**

The undersigned, the duly elected Secretary of Central United Life Insurance Company, hereby certifies that the attached resolutions are exact copies of those which were approved by the sole shareholder of Western United Life Assurance Company by unanimous written consent to action in lieu of a meeting effective October 14, 2013.

Dated: October 14, 2013.

By:

  
\_\_\_\_\_  
John E. McGettigan, Secretary

**RESOLUTIONS  
IN LIEU OF A SPECIAL MEETING OF  
THE SOLE SHAREHOLDER  
OF**

**WESTERN UNITED LIFE ASSURANCE COMPANY**

---

The undersigned being the Sole Shareholder of **Western United Life Assurance Company** (the "Corporation"), a Washington stock life insurance company, hereby consents to, approves of, and adopts the following preambles and resolutions to the same extent and with the same force and effect as if adopted at a special meeting of the Sole Shareholder of the Corporation duly called and held to act upon matters:

**WHEREAS**, it is deemed advisable and in the best interests of the Corporation to merge the Corporation into its subsidiary, Investors Consolidated Insurance Company ("ICIC"), a Washington stock life insurance company, with ICIC being the survivor; and

**WHEREAS**, the proposed Agreement and Plan of Merger, a copy of which is attached as Exhibit A and fully incorporated herein, has been approved by the Board of Directors and is presented to the Sole Shareholder for approval, providing for the merger of the Corporation into ICIC; and

**WHEREAS**, the Sole Shareholder has determined that it is in the best interest of the Corporation that the Agreement and Plan of Merger be approved and that the Corporation merge into ICIC pursuant to the Agreement and Plan of Merger;

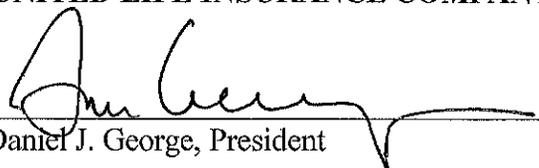
**NOW, THEREFORE, IT IS:**

**RESOLVED**, that the proposed Agreement and Plan of Merger, a copy of which is attached as Exhibit A and fully incorporated herein, be and hereby is approved.

**IT IS FURTHER RESOLVED**, that the Board of Directors of the Corporation be, and hereby are authorized and directed to have the Agreement and Plan of Merger executed, and are authorized to take such other actions as may be required to merge the Corporation into ICIC, to pay such filing fees, and to take any and all such action as they deem reasonably necessary.

Dated: October 14, 2013.

**CENTRAL UNITED LIFE INSURANCE COMPANY**

By:   
Daniel J. George, President

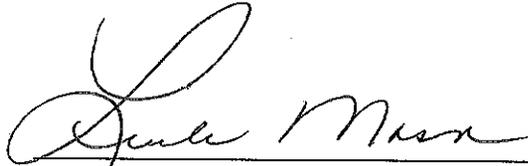
**BEING THE SOLE SHAREHOLDER OF THE CORPORATION.**

*Shareholder Resolutions  
Western United Life Assurance Company  
Execution Version*

**SECRETARY'S CERTIFICATE**

The undersigned, the duly elected Secretary of Western United Life Assurance Company, hereby certifies that the attached resolutions are exact copies of those which were approved by the Board of Directors of Western United Life Assurance Company by unanimous written consent to action in lieu of a meeting effective October 14, 2013.

Dated: October 14, 2013.

By:   
Linda L. Mason, Secretary

**RESOLUTIONS  
IN LIEU OF A SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF**

**WESTERN UNITED LIFE ASSURANCE COMPANY**

---

---

The undersigned being all of the Directors of **Western United Life Assurance Company** (the "Board"), a Washington stock life insurance company (the "Corporation"), consent to, approve of and adopt the following preambles and resolutions to the same extent and with the same force and effect as if adopted at a special meeting of the Board of Directors of the Corporation duly called and held to act upon matters:

**WHEREAS**, it is deemed advisable and in the best interests of the Corporation to merge the Corporation into its subsidiary, Investors Consolidated Insurance Company ("ICIC"), a Washington stock life insurance company, with ICIC being the survivor; and

**WHEREAS**, the proposed Agreement and Plan of Merger, a copy of which is attached as Exhibit A and fully incorporated herein, has been presented to the Board, providing for the merger of the Corporation into ICIC; and

**WHEREAS**, the Board has determined that it is in the best interest of the Corporation that the Agreement and Plan of Merger be approved and that the Corporation merge into ICIC pursuant to the Agreement and Plan of Merger;

**NOW, THEREFORE, IT IS:**

**RESOLVED**, that the proposed Agreement and Plan of Merger, attached as Exhibit A, be and hereby is approved, and shall be presented to the Sole Shareholder for approval.

**RESOLVED**, that the officers of the Corporation be, and hereby are authorized and directed to file the Articles of Merger, any and all documents and amendments thereto which the officers in their sole judgment deem necessary, advisable or appropriate to merge the Corporation into ICIC, to pay such filing fees, and to take any and all such action as they, or any one of them, deem necessary to file said documents.

**RESOLVED**, that the officers of the Corporation be and hereby are authorized and instructed to take such actions and execute such instruments as are necessary and appropriate to give full force and effect to the foregoing resolutions and such actions are hereby ratified and confirmed; including but not limited to the execution of the Agreement and Plan of Merger by any officer of the Company.

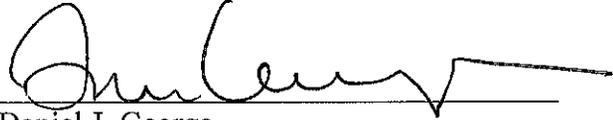
*Directors Resolutions  
Western United Life Assurance Company  
Execution Version*

*Signatures on following page.*

**Dated:** October 14, 2013.



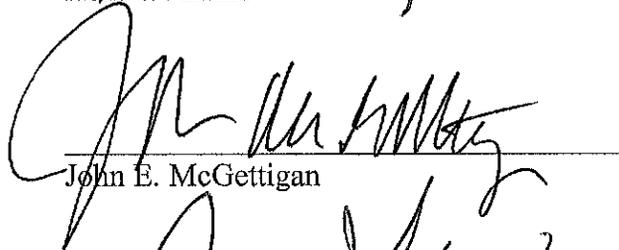
David W. Harris



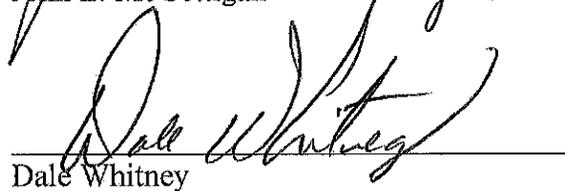
Daniel J. George



Kent W. Lamb



John E. McGettigan



Dale Whitney



Teresa S. Moro

**BEING ALL OF THE DIRECTORS OF THE CORPORATION.**

*Directors Resolutions  
Western United Life Assurance Company  
Execution Version*



**AFFIDAVIT OF INVESTORS CONSOLIDATED INSURANCE COMPANY**

**THE STATE OF TEXAS     §**  
**§**  
**COUNTY OF HARRIS     §**

BEFORE ME, the undersigned authority, on this day personally appeared Mr. Daniel J. George who after being by me duly sworn upon oath deposes and states:

1. My name is Daniel J. George. I reside in Houston, Texas. I am over the age of eighteen, and I am competent to make this affidavit. The statements of fact set forth herein are true and correct and are within my personal knowledge.
2. I am the President and Treasurer of Investors Consolidated Insurance Company, a Washington domiciled life insurer ("ICIC"), and I am authorized to execute this affidavit on behalf of ICIC.
3. ICIC wishes to merge with and into its parent, Western United Life Assurance Company, a Washington domiciled life insurer (the "Merger").
4. In accordance with RCW section 48.31.010(1)(c), no director, officer, member or subscriber of any insurer party to the Merger shall receive any fee, commission, other compensation, or other valuable consideration whatsoever for any manner aiding, promoting, or assisting the Merger.

FURTHER AFFIANT SAYETH NOT.

DATED this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Daniel J. George, President and Treasurer  
Investors Consolidated Insurance Company

**THE STATE OF TEXAS     §**  
**§**  
**COUNTY OF HARRIS     §**

BEFORE ME, the undersigned authority, on this day personally appeared Daniel J. George known to me to be the President and Treasurer of Investors Consolidated Insurance Company whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

SWORN TO AND SUBSCRIBED BEFORE ME on \_\_\_\_\_, 20\_\_ to certify which witness my hand and seal of office.

[SEAL]

\_\_\_\_\_  
Notary Public in and for State of Texas

*Execution Version*

**AFFIDAVIT OF WESTERN UNITED LIFE ASSURANCE COMPANY**

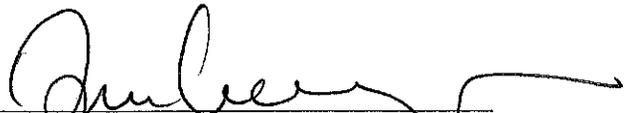
**THE STATE OF TEXAS**     §  
  §  
**COUNTY OF HARRIS**     §

BEFORE ME, the undersigned authority, on this day personally appeared Mr. Daniel J. George who after being by me duly sworn upon oath deposes and states:

1. My name is Daniel J. George. I reside in Houston, Texas. I am over the age of eighteen, and I am competent to make this affidavit. The statements of fact set forth herein are true and correct and are within my personal knowledge.
2. I am the Chief Executive Officer and Treasurer of Western United Life Assurance Company, a Washington domiciled life insurer ("WULA"), and I am authorized to execute this affidavit on behalf of WULA.
3. WULA wishes to merge with and into its subsidiary, Investors Consolidated Life Insurance Company, a Washington domiciled life insurer (the "Merger").
4. In accordance with RCW section 48.31.010(1)(c), no director, officer, member or subscriber of any insurer party to the Merger shall receive any fee, commission, other compensation, or other valuable consideration whatsoever for any manner aiding, promoting, or assisting the Merger.

FURTHER AFFIANT SAYETH NOT.

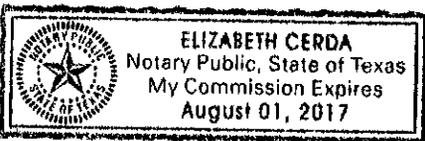
DATED this 15<sup>th</sup> day of October, 2013.

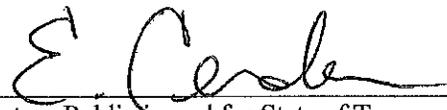
  
 Daniel J. George, CEO and Treasurer  
 Western United Life Assurance Company

**THE STATE OF TEXAS**     §  
  §  
**COUNTY OF HARRIS**     §

BEFORE ME, the undersigned authority, on this day personally appeared Daniel J. George known to me to be the CEO and Treasurer of Western United Life Assurance Company whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

SWORN TO AND SUBSCRIBED BEFORE ME on October 15, 2013 to certify which witness my hand and seal of office.

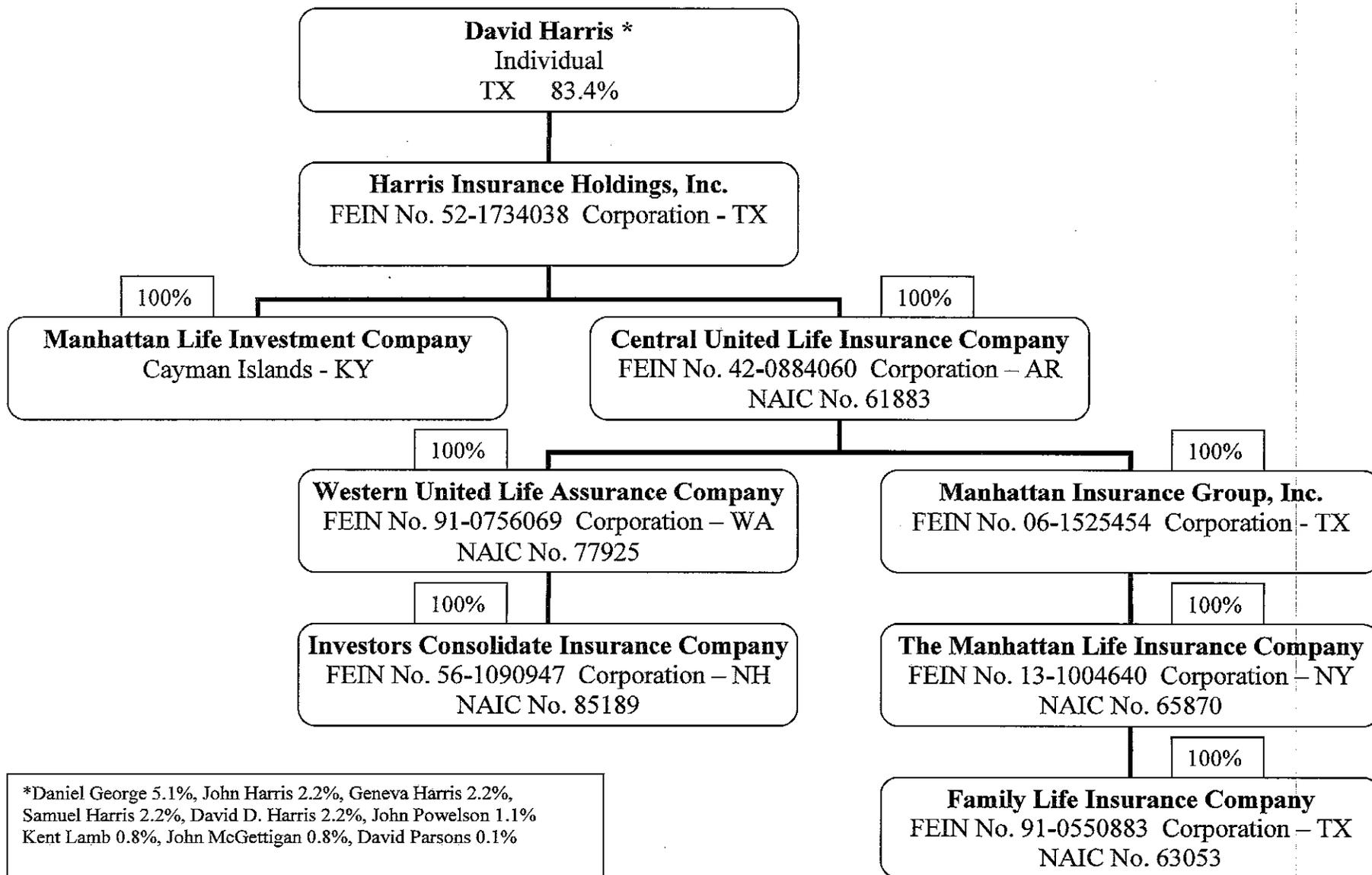
[SEAL] 

  
 Notary Public in and for State of Texas

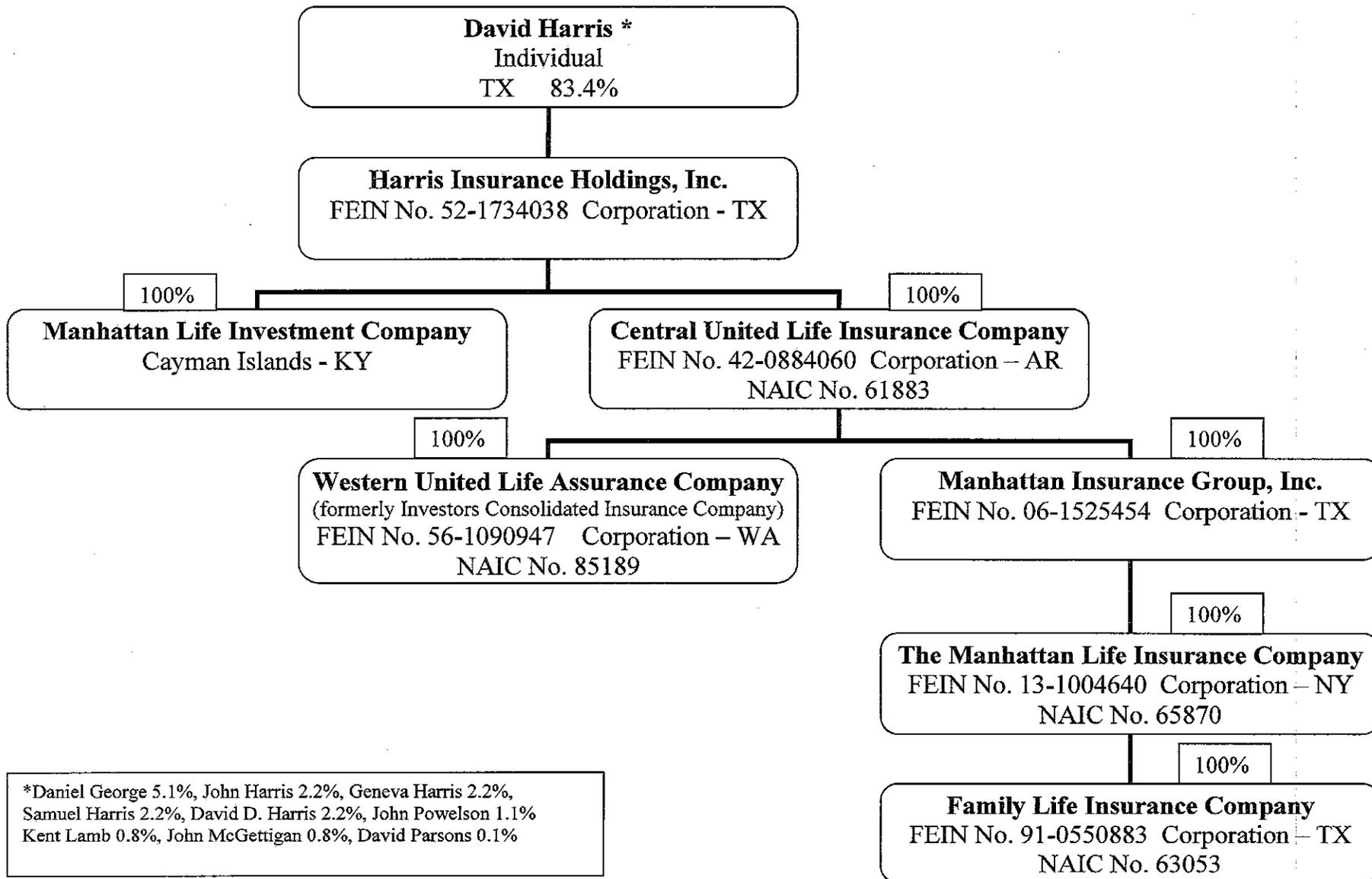
*Execution Version*



**MANHATTAN INSURANCE GROUP**  
**Current Organization Chart**  
**09/30/2013**



**MANHATTAN INSURANCE GROUP**  
**Proposed Organization Chart**  
**(with merger of WULA into ICIC)**





**UCAA Proforma Financial Statements**  
Life & Health Insurer

**UNIFORM CERTIFICATE OF  
AUTHORITY APPLICATION**

**Instructions**

1. Enter the Company Name below
2. Enter the first full year of the proformas (start with 1st full year of operation).
3. Select the states to be completed for proformas by clicking the check boxes on the right and then click on the "Create Selected State Worksheets" button below.
4. Complete all sections of the proforma statements contained on each tab below.
5. Note that several tabs contain worksheets for 3 years of data. Be sure to complete all years of data.
6. Do not "Cut" and "Paste" cells in the worksheets. Use "Copy" and "Paste" instead.

Enter the Company Name:

WJLA - IC Merged

Year 1: 2013

Year 2: 2014

Year 3: 2015

- |  |   |
|--|---|
| <input type="checkbox"/> AK Alaska               | <input type="checkbox"/> MT Montana             |
| <input type="checkbox"/> AL Alabama              | <input type="checkbox"/> NC North Carolina      |
| <input type="checkbox"/> AR Arkansas             | <input type="checkbox"/> ND North Dakota        |
| <input type="checkbox"/> AS American Samoa       | <input type="checkbox"/> NE Nebraska            |
| <input type="checkbox"/> AZ Arizona              | <input type="checkbox"/> NH New Hampshire       |
| <input type="checkbox"/> CA California           | <input type="checkbox"/> NJ New Jersey          |
| <input type="checkbox"/> CO Colorado             | <input type="checkbox"/> NM New Mexico          |
| <input type="checkbox"/> CT Connecticut          | <input type="checkbox"/> NV Nevada              |
| <input type="checkbox"/> DC District of Columbia | <input type="checkbox"/> NY New York            |
| <input type="checkbox"/> DE Delaware             | <input type="checkbox"/> OH Ohio                |
| <input type="checkbox"/> FL Florida              | <input type="checkbox"/> OK Oklahoma            |
| <input type="checkbox"/> GA Georgia              | <input type="checkbox"/> OR Oregon              |
| <input type="checkbox"/> GU Guam                 | <input type="checkbox"/> PA Pennsylvania        |
| <input type="checkbox"/> HI Hawaii               | <input type="checkbox"/> PR Puerto Rico         |
| <input type="checkbox"/> IA Iowa                 | <input type="checkbox"/> RI Rhode Island        |
| <input type="checkbox"/> ID Idaho                | <input type="checkbox"/> SC South Carolina      |
| <input type="checkbox"/> IL Illinois             | <input type="checkbox"/> SD South Dakota        |
| <input type="checkbox"/> IN Indiana              | <input type="checkbox"/> TN Tennessee           |
| <input type="checkbox"/> KS Kansas               | <input type="checkbox"/> TX Texas               |
| <input type="checkbox"/> KY Kentucky             | <input type="checkbox"/> UT Utah                |
| <input type="checkbox"/> LA Louisiana            | <input type="checkbox"/> VA Virginia            |
| <input type="checkbox"/> MA Massachusetts        | <input type="checkbox"/> VI U.S. Virgin Islands |
| <input type="checkbox"/> MD Maryland             | <input type="checkbox"/> VT Vermont             |
| <input type="checkbox"/> ME Maine                | <input type="checkbox"/> WA Washington          |
| <input type="checkbox"/> MI Michigan             | <input type="checkbox"/> WI Wisconsin           |
| <input type="checkbox"/> MN Minnesota            | <input type="checkbox"/> WV West Virginia       |
| <input type="checkbox"/> MO Missouri             | <input type="checkbox"/> WY Wyoming             |
| <input type="checkbox"/> MS Mississippi          |   |

If states were added to this spreadsheet in error:

1. Select the states to be deleted by clicking the check boxes on the right.
2. Click on the "Delete Selected State Worksheets" button above.

Company Name: WOLA + IC Merged  
(Life, Accident, and Health Insurance Company)  
Pro Forma Statutory Balance Sheet (Nationwide)  
(In Thousands)

	2013	2014	2015
<b>Admitted Assets</b>			
1. Bonds	790,058	872,648	962,200
2. Stock	11,943	11,943	11,943
3. Real Estate/Mortgage Investments	15,912	15,912	15,912
4. Affiliated Investments	-	-	-
5. Affiliated Receivables	-	-	-
6. Cash/Cash Equivalents	22,053	21,265	20,000
7. Separate Account Assets	-	-	-
8. All Other Assets	24,459	23,897	23,800
9. Total Assets	<u>864,425</u>	<u>945,665</u>	<u>1,033,855</u>
<b>Liabilities</b>			
10. Losses (Unpaid Claims for Life & Health Policies)	-	-	-
11. Reserve for Life Policies	684,437	780,397	880,000
12. Reserve for Accident and Health Policies	-	-	-
13. Ceded Reinsurance Payable	102,172	86,681	70,000
14. Payable to Parents, Subsidiaries & Affiliates	-	-	-
15. All Other Liabilities	14,613	11,533	11,694
16. Asset Valuation Reserve(AVR)	2,161	2,161	2,161
17. Separate Account Liabilities	-	-	-
18. Total Liabilities(10+11+12+13+14+15+16+17)	<u>803,383</u>	<u>880,772</u>	<u>963,855</u>
<b>Capital and Surplus</b>			
19. Capital Stock	2,400	2,400	2,400
20. Gross Paid In and Contributed Surplus	40,585	40,585	40,585
21. Surplus Notes	-	-	-
22. Unassigned Surplus	18,057	21,908	27,015
23. Other Items(elaborate)	-	-	-
24. Total Capital and Surplus(19+20+21+22+23)	<u>61,042</u>	<u>64,893</u>	<u>70,000</u>
<b>Risk-Based Capital Analysis</b>			
25. Authorized Control Level Risk-Based Capital	\$ 10,493	\$ 11,641	\$ 12,000
26. Calculated Risk-Based Capital (24/25)	581.7%	557.5%	583.3%

Company Name: WULA + IC Merged  
(Life, Accident, and Health Insurance Company)  
Pro Forma Statutory Profit & Loss Statement (Nationwide)  
(in Thousands)

	2013	2014	2015
1. Net Premiums (All Business)	160,680	209,687	250,000
2. Net Investment Income	42,029	41,997	42,000
3. Reinsurance Ceding Commissions	5,358	367	367
4. Miscellaneous Income	5,105	4,108	4,000
5. Total (1+2+3+4)	<u>213,172</u>	<u>256,159</u>	<u>296,367</u>
6. Death Benefits	-	-	-
7. Matured Endowments	-	-	-
8. Annuity Benefits	12,574	6,897	6,000
9. Accident and Health Policy Benefits	-	-	-
10. Surrender Benefits and Other Fund Withdrawals	84,504	127,368	157,875
11. Group Conversions	-	-	-
12. Interest on Policy and Contract Funds	800	800	800
13. Commissions on Premiums and Annuity Considerations - Direct Business	5,302	7,460	8,750
14. Commissions and Expense Allowances on Reinsurance Assumed	-	-	-
15. Increase in Aggregate Reserves	84,727	95,960	100,442
16. Net Transfer (to) or from Separate Accounts Net of Reinsurance	-	-	-
17. Other Expenses *	12,715	10,700	12,500
18. Total Expenses (sum 6-17)	<u>200,622</u>	<u>249,185</u>	<u>286,367</u>
19. Net Gain (Loss) from Operations Before Dividends and Federal Income Taxes(5-17)	12,550	6,974	10,000
20. Federal Income Taxes	-	-	-
21. Net Realized Capital Gains (Losses)	(1,570)	(2,387)	(2,000)
22. Less Capital Gains Tax	-	-	-
23. Net Income((19-20)+(21-22))	<u>10,980</u>	<u>4,587</u>	<u>8,000</u>
24. Prior YE Surplus	32915	61042	64893
25. Net Income	10,980	4,587	8,000
26. Capital Increases	7455	0	0
27. Other Increases (Decreases)	9692	(736)	(2,893)
28. Dividends to Stockholders	0	-	-
29. YE Surplus	<u>61,042</u>	<u>64,893</u>	<u>70,000</u>

\*Itemize in Assumptions

Company Name: WULA + IC Merged  
(Life, Accident, and Health Insurance Company)  
Pro Forma Statutory Cash Flow Statement  
(In Thousands)

	2013	2014	2015
<b>Cash From Operations</b>			
1. Premiums Collected Net of Reinsurance	180,880	209,687	250,000
2. Benefits Paid	97,878	135,065	164,675
3. Underwriting Expenses Paid	17,645	18,150	21,250
4. Total Cash From Underwriting(1-2-3)	<u>45,157</u>	<u>56,452</u>	<u>64,075</u>
5. Net Investment Income	28,056	29,533	30,000
6. Other Income	478	367	367
7. Dividends to Policyholders	-	-	-
8. Federal and Foreign Income Taxes (Paid) Recovered	-	-	-
9. Net Cash From Operations(4+5+6-7+8)	<u>73,701</u>	<u>86,362</u>	<u>94,442</u>
<b>Cash From Investments</b>			
10. Net Cash from Investments	<u>(89,037)</u>	<u>(81,641)</u>	<u>(94,000)</u>
<b>Cash From Financing and Misc Sources</b>			
11. Capital and paid in Surplus	7,455	-	-
12. Surplus Notes	-	-	-
13. Borrowed Funds	-	-	-
14. Dividends	-	-	-
15. Other Cash Provided (Applied)	4,574	(5,508)	(1,707)
16. Net Cash from Financing and Misc Sources (11+12+13-14+15)	<u>12,029</u>	<u>(5,508)</u>	<u>(1,707)</u>
17. Net Change in Cash, Cash Equivalents and Short-Term Investments(9+10+16)	<u>(3,307)</u>	<u>(788)</u>	<u>(1,265)</u>

Nationwide

Year 1

2013

Company Name: WULA + IC Merged  
(Life, Accident, and Health Insurance Company)  
Planned Premium Volume by Line of Business  
(Amounts in Whole Dollars)

Description	Direct Premiums	Assumed Premiums	Ceded Premiums	Net Premiums
1. Ordinary Life Insurance				
2. Ordinary Individual Annuities	160,680,000			160,680,000
3. Credit Life (Group and Individual)				
4. Group Life Insurance				
5. Group Annuities				
6. Credit Accident and Health (Group and Individual)				
7. Other Accident and Health				
8. Aggregate of All Other Lines of Business				
9. Deposit Type Contracts				
10. Total	160,680,000	-	-	160,680,000

Nationwide  
Year 2

2014

Company Name: WULA + IC Merged  
(Life, Accident, and Health Insurance Company)  
Planned Premium Volume by Line of Business (Nationwide)

Description	Direct Premiums	Assumed Premiums	Ceded Premiums	Net Premiums
1. Ordinary Life Insurance				
2. Ordinary Individual Annuities	209,687,000			209,687,000
3. Credit Life (Group and Individual)				
4. Group Life Insurance				
5. Group Annuities				
6. Credit Accident and Health (Group and Individual)				
7. Other Accident and Health				
8. Aggregate of All Other Lines of Business				
9. Deposit Type Contracts				
10. Total	209,687,000	-	-	209,687,000

Nationwide  
Year 3

2015

Company Name: WULA + IC Merged  
(Life, Accident, and Health Insurance Company)  
Planned Premium Volume by Line of Business (Nationwide)

Description	Direct Premiums	Assumed Premiums	Ceded Premiums	Net Premiums
1. Ordinary Life Insurance				
2. Ordinary Individual Annuities	250,000,000			250,000,000
3. Credit Life (Group and Individual)				
4. Group Life Insurance				
5. Group Annuities				
6. Credit Accident and Health (Group and Individual)				
7. Other Accident and Health				
8. Aggregate of All Other Lines of Business				
9. Deposit Type Contracts				
10. Total	250,000,000	-	-	250,000,000

Nationwide  
Year 1

Company Name: WULA + IC Merged  
(Life, Accident and Health Insurance Company)  
Analysis of Operations by Line of Business  
(In Thousands)

	Life Insurance	Ordinary Individual Annuities	Supplementary Contracts	Credit Life (Group and Individual)	Group-Term Life Insurance (B)	Accident and Health Credit (Group and Individual)	Other	Agencies of All Other Lines Business
1. Net Premiums (All Business)	160,880	(50,880)	-	-	-	-	0	-
2. Net Investment Income	42,029	42,029	-	-	-	-	0	-
3. Refund and Ceding Commissions	5,958	5,958	-	-	-	-	-	-
4. Miscellaneous Income	5,105	5,105	-	-	-	-	-	-
5. Total Revenue (1+2+3+4)	213,972	213,972	-	-	-	-	-	-
6. Death Benefits	-	-	-	-	-	-	-	-
7. Assured Endowments	-	-	-	-	-	-	-	-
8. Annuity Benefits	12,574	12,574	-	-	-	-	-	-
9. Accident and Health Policy Benefits	-	-	-	-	-	-	-	-
10. Surrender Benefits and Other Fund Withdrawals	84,504	84,504	-	-	-	-	-	-
11. Group Commissions	800	800	-	-	-	-	-	-
12. Interest on Policy and Contract Funds	5,302	5,302	-	-	-	-	-	-
13. Commissions on Premiums and Annuity Distributions - Direct Business	97,442	97,442	-	-	-	-	-	-
14. Commissions and Expense Allowances on Reinsurance Assumed	-	-	-	-	-	-	-	-
15. Other Expenses	200,822	200,822	-	-	-	-	-	-
16. Total Expenses (sum of 6-15)	200,822	200,822	-	-	-	-	-	-
17. Net Transfer (to) or from Separate Accounts: Net of Reinsurance	-	-	-	-	-	-	-	-
18. Net Gain (Loss) from Operations Before Child and Federal Income Taxes (6-16-17)	13,650	13,650	-	-	-	-	-	-
19. Federal Income Taxes	(1,570)	(1,570)	-	-	-	-	-	-
20. Net Realized Capital Gains (Losses)	-	-	-	-	-	-	-	-
21. Less Capital Gains Tax	-	-	-	-	-	-	-	-
22. Net Income (18-19+20-21)	10,980	10,980	-	-	-	-	-	-
23. Stockholder Dividends	-	-	-	-	-	-	-	-

**Nationwide  
Year 2**

**Company Name: WULA + IC Merged  
(Life, Accident and Health Insurance Company)  
Analysis of Operations by Line of Business  
(In Thousands)**

	Ordinary		Group Life (Group Term/Individual)	Life Insurance (S)	Accident and Health	Other	Total
	Individual Policies	Supplementary Policies					
Total	269,587	41,957	41,957				
1. Net Premiums (Net Business)	357	357					
2. Net Investment Income	4,108	4,108					
3. Reinsurance Ceding Commissions	265,159	265,159					
4. Miscellaneous Income							
5. Total (1+2+3+4)							
6. Death Benefits	-	-	-	-	-	-	-
7. Return of Premiums	6,987	6,987					
8. Annuity Benefits	-	-					
9. Accident and Health Policy Benefits	127,368	127,368					
10. Surrender Benefits and Other Fund Withdrawals	-	-					
11. Group Conversions	800	800					
12. Interest on Policy and Contract Funds	7,450	7,450					
13. Commissions on Premiums and Annuity Commissions - Direct Business							
14. Communications and Expense Allowances on Reinsurance Assured	105,250	105,250					
15. Other Expenses	249,185	249,185					
16. Total Expenses (sum of 15)							
17. Net Transfer (to) or from Separate Accounts Net of Reinsurance							
18. Net Gain (Loss) from Operations Before Dividends and Federal Income Taxes	5,574	5,574					
19. Federal Income Taxes							
20. Net Realized Capital Gains (Losses)	(2,387)	(2,387)					
21. Less: Capital Gains Tax							
22. Net Income (18-19)-(20-21)	4,587	4,587					
23. Shareholder Dividends							



7

**Washington Merger Application  
Financial Information for Merging Companies**

Investors Consolidated Insurance Company's financial information was submitted pursuant to the requirements of its Washington Primary Application for Redomestication. Western United Life Assurance Company is a Washington domestic life insurance company and its financial information is on file with the Washington State Office of the Insurance Commissioner.

8

**Washington Merger Application  
Business Plan**

The Business Plan was submitted pursuant to the requirements of Investor Consolidated Insurance Company's Washington Primary Application for Redomestication.



**Washington Merger Application  
Filing Fees**

According to the Washington State Office of the Insurance Commissioner there is no action required on behalf of Investors Consolidated Insurance Company ("ICIC") regarding filing fees before the filing of this merger application. ICIC acknowledges that the company will comply with any filing fee requirements upon request by the Washington State Office of the Insurance Commissioner.