

MIKE KREIDLER
STATE INSURANCE COMMISSIONER

STATE OF WASHINGTON



OFFICE OF
INSURANCE COMMISSIONER

Phone (360) 725-7000
www.insurance.wa.gov

FILED

2013 DEC 24 A 9:27

Hearings Unit, DIC
Patricia D. Petersen
Chief Hearing Officer

December 24, 2013

Patricia Petersen, Chief Hearing Officer
Office of the Insurance Commissioner
Hearings Unit
P.O. Box 40255
Olympia, WA 98504-0255
5000 Capitol Blvd.
Tumwater, WA 98501

Re: Request for Merger Application of Western United Life Assurance Company, NAIC #77925, with and into Investors Consolidated Insurance Company, NAIC # 85189

Dear Ms. Petersen:

Attached please find the request for merger application and associated supplementary documents of Western United Life Assurance Company ("WULA") with and into Investors Consolidated Insurance Company ("ICIC").

This request for merger between WULA and ICIC is part of the business plan where ICIC would redomesticate from New Hampshire to Washington and then immediately following the redomestication, WULA will merge into ICIC with ICIC being the surviving company. ICIC will then be renamed Western United Life Assurance Company.

The Company Supervision division is satisfied that the request for merger application is complete and requests that a hearing be scheduled in this matter in conjunction with the hearing for the redomestication of ICIC. Ms. Robin Aronson, OIC Staff Attorney, is assigned to this case.

If you have any questions, please call me at 360-725-7211 or Ms. Aronson at 360-725-7181.

Sincerely,

A handwritten signature in cursive script that reads "Ronald J. Pastuch".

Ronald J. Pastuch, CPA
Holding Company Manager
Company Supervision Division

CC: Robin Aronson, Bill Michels, Burnie Burner

MITCHELL WILLIAMS

Burnie Burner
Direct Dial: 512-480-5118
E-mail: bburner@mwillaw.com

106 East Sixth Street, Suite 300
Austin, TX 78701-3861
Telephone: 512-480-5100
Fax: 512-322-0301

October 24, 2013

DELIVERY VIA FED EX AND EMAIL

Mr. Mike Kreidler
Insurance Commissioner
Washington State Office of the Insurance Commissioner
302 Sid Snyder Ave. SW, Suite 200
Olympia, WA 98504

Re: Investors Consolidated Insurance Company ("ICIC") redomestication and merger
with Western United Life Assurance Company ("WULA")

Attention: Gayle Pasero, CPCU, Company Licensing Manager
Ron Pastuch, Holding Company Manager

Dear Gayle and Ron:

First let me thank both of you for all of your assistance in preparing for the redomestication of ICIC and the merger of WULA into ICIC.

As we have discussed, the purpose of this letter is to seek approval for ICIC, a wholly owned subsidiary of WULA, to redomesticate from New Hampshire to Washington and then immediately following the redomestication, for WULA to merge into ICIC with ICIC being the survivor. ICIC will be renamed Western United Life Assurance Company.

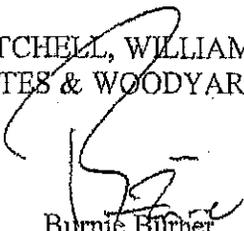
Enclosed please find the completed UCAA Primary Application for the redomestication and the merger application documents with the required information we discussed. We will provide any additional information that might be required to secure the necessary approvals.

Should you have any questions, please do not hesitate to contact me or K.C. Barner, and thank you again for your assistance.

Sincerely,

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

By:


Burnie Burner

cc: David Harris
Daniel George
Dale Whitney
John McGettigan

Pastuch, Ron (OIC)

From: K.C. Barner [kbarner@mwlaw.com]
Sent: Thursday, October 24, 2013 3:40 PM
To: Pastuch, Ron (OIC)
Cc: Pasero, Gayle (OIC); Burnie Burner
Subject: ICIC and WULA Merger Application Documents 102413
Attachments: ICIC and WULA Washington Merger Application Portfolio 102413 (2).PDF

Hello Ron,

It was nice speaking with you yesterday and we appreciate your help with this matter. Attached are the ICIC and WULA merger application documents we are sending to you today and that should arrive in your office tomorrow. Please let us know if you have any questions or require any further information to review and complete this application.

Due to size limitations, the ICIC redomestication application will follow this email and will be separated into three emails addressed to Gayle.

Thank you,
K.C. Barner

MITCHELL | WILLIAMS

K.C. Barner

T 512.480.5116 | F 512.322.0301

kbarner@mwlaw.com | MitchellWilliamsLaw.com

106 East Sixth Street | Ste. 300 | Austin, TX 78701

Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C.

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No. 500444

Certificate of Authority

STATE OF WASHINGTON
INSURANCE COMMISSIONER
OLYMPIA

THIS IS TO CERTIFY, That

INVESTORS CONSOLIDATED INSURANCE COMPANY
Concord, New Hampshire

organized under the laws of NEW HAMPSHIRE, presented satisfactory evidence of compliance with the Insurance Code of the State of Washington and is therefore granted this Certificate of Authority, authorizing the company, subject to all provisions of this Certificate, to transact the following classes of insurance:

Life
Disability

as such classes are now or may hereafter be defined in the Revised Code of Washington.

THIS CERTIFICATE is expressly conditioned upon the holder being and remaining in full compliance with, and not in violation of, all of the applicable laws and lawful requirements made under authority of the laws of the State of Washington.

THIS CERTIFICATE will be automatically revoked upon failure to annually apply for renewal or pay the statutory fee for renewal.

THIS CERTIFICATE IS NOT TRANSFERABLE WITHOUT THE PRIOR WRITTEN CONSENT OF THE COMMISSIONER.

*IN WITNESS WHEREOF, effective as of the 16th day
of November, 2009, I have hereunto set my hand
and caused my official seal to be affixed this 30th day of
December, 2009.*



[Handwritten Signature]
Insurance Commissioner

[Handwritten Signature]
Chief Deputy Insurance Commissioner

Nº 924

Certificate of Authority

STATE OF WASHINGTON
INSURANCE COMMISSIONER
OLYMPIA

THIS IS TO CERTIFY, That, pursuant to the Insurance Code of the State of Washington,

WESTERN UNITED LIFE ASSURANCE COMPANY (name change eff. 12/2/80)
~~WESTERN LIFE ASSURANCE COMPANY~~

of SPOKANE
WAKINA, WASHINGTON, organized under the
laws of WASHINGTON, having presented satisfactory evidence
of compliance, this Certificate of Authority is hereby granted, authorizing the company to
transact the following classes of insurance:

LIFE INSURANCE

DISABILITY (added 4-29-80)

subject to all provisions of this Certificate as such classes are now or may hereafter be defined
in the Insurance Laws of the State of Washington.

THIS CERTIFICATE is expressly conditioned upon the holder hereof now and hereafter
being in full compliance with all, and not in violation of any, of the applicable laws and lawful
requirements made under authority of the laws of the State of Washington as long as such laws
or requirements are in effect and applicable, and as such laws and requirements now are, or
may hereafter be changed or amended.

IN WITNESS WHEREOF, effective as of the 11th day
of June, 1983, I have hereunto set my hand
and caused my official seal to be affixed this 11th day of
June, 1983.

91370


Insurance Commissioner

By _____
Chief Deputy