

JAN 09 2014

FILED



BEFORE THE DEPARTMENT OF INSURANCE
STATE OF NEBRASKA

IN THE MATTER OF THE)
MERCER OF ACACIA LIFE)
INSURANCE COMPANY, a)
District of Columbia Domestic Stock)
Life and Health Insurer, with and)
into AMERITAS LIFE)
INSURANCE CORP., a Nebraska)
Domestic Stock Life and Health)
Insurer.)

ORDER
APPROVING MERGER

CAUSE NO. C-2058

Pursuant to Neb. Rev. Stat. § 44-224.04, Acacia Life Insurance Company (“Acacia Life”), a District of Columbia domiciled insurer, and Ameritas Life Insurance Corp. (“Ameritas Life”), a Nebraska domestic stock life and health insurer, have filed an Application for Approval of Merger to merge Acacia Life with and into Ameritas Life.

After review of the filings, correspondence, and information provided to the Nebraska Department of Insurance (“Department”), the Director hereby approves the merger, and assigns, concludes, and orders as follows:

FINDINGS OF FACT

1. On December 5, 2013, Acacia Life and Ameritas Life applied to the Director of Insurance for approval of the merger. The Department’s review of the proposed merger is made pursuant to Neb. Rev. Stat. § 44-224.04.

2. Acacia Life is a District of Columbia domiciled life and health insurer initially licensed in the State of Nebraska on May 9, 1996. Acacia Life is a wholly owned subsidiary of Ameritas Life and, as such, there is no change of control involved with this merger.

3. Ameritas Life is a Nebraska domiciled life and health insurer initially licensed in the State of Nebraska on January 1, 1997. Ameritas Holding Company is the sole shareholder of Ameritas Life.

4. Under the proposed merger of Acacia Life with and into Ameritas Life, the separate existence of Acacia Life will cease and Ameritas Life will be the surviving insurer, assuming and carrying out all responsibilities of Acacia Life with respect to the policies of insurance currently outstanding. Title to all of Acacia Life's property and assets shall be vested in Ameritas Life and Ameritas Life shall likewise assume all of Acacia Life's outstanding liabilities on the same terms as if the policies were still being carried by Acacia Life.

5. The Board of Directors and sole shareholder of Acacia Life approved the merger on December 5, 2013.

6. The Board of Directors and sole shareholder of Ameritas Life approved the merger on December 5, 2013.

7. The proposed effective date of the merger is July 1, 2014.

CONCLUSIONS OF LAW

1. The Department of Insurance has jurisdiction over the subject matter and parties to this proceeding as authorized under Neb. Rev. Stat. § 44-224.04.

2. Acacia Life and Ameritas Life filed the required documents with the Department including an Agreement and Plan of Merger; the merger filing fee; a resolution adopted by the Board of Directors and sole shareholder of Acacia Life approving the merger; a resolution adopted by the Board of Directors and sole shareholder of Ameritas Life approving the merger; and Articles of Merger.

3. On the basis of the information filed with the Department, there is sufficient reason to believe the interests of the policyholders of Acacia Life and Ameritas Life will be protected under the proposed merger.

ORDER

IT IS THEREFORE ORDERED, there being no evidence to indicate that the merger of Acacia Life into Ameritas Life is contrary to law or to the best interest of the policyholders of the insurers, the proposed merger is hereby approved. Acacia Life shall surrender its Certificate of Authority on the effective date of the merger. Ameritas Life shall file an amended holding company registration statement within fifteen (15) days after the effective date of the merger. Ameritas Life shall notify the Department of the date the Articles of Merger are filed with the Nebraska Secretary of State's Office showing the effective date of the merger.

Dated this 9 day of January 2014.

STATE OF NEBRASKA
DEPARTMENT OF INSURANCE



BRUCE R. RAMGE
Director of Insurance

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above Order Approving Merger was served upon Ameritas Life by mailing a copy of same to Robert G. Lange, Vice President, General Counsel and Assistant Secretary, Ameritas Life Insurance Corp., 5900 O Street, Lincoln, NE 68510, on this 10 day of January, 2014, by U.S. Mail, postage prepaid.



Victoria D. Morehead