

JAN 09 2014

FILED

BEFORE THE DEPARTMENT OF INSURANCE
STATE OF NEBRASKA

IN THE MATTER OF THE)
MERCER OF THE UNION)
CENTRAL LIFE INSURANCE)
COMPANY, a Nebraska 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-2059

Pursuant to Neb. Rev. Stat. § 44-224.04, The Union Central Life Insurance Company (“Union Central”) and Ameritas Life Insurance Corp. (“Ameritas Life”), both Nebraska domestic stock life and health insurers, have filed an Application for Approval of Merger to merge Union Central 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 6, 2013, Union Central 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. Union Central is a Nebraska domiciled life and health insurer initially licensed in the State of Nebraska on January 1, 1980. Union Central 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 Union Central with and into Ameritas Life, the separate existence of Union Central will cease and Ameritas Life will be the surviving insurer, assuming and carrying out all responsibilities of Union Central with respect to the policies of insurance currently outstanding. Title to all of Union Central's property and assets shall be vested in Ameritas Life and Ameritas Life shall likewise assume all of Union Central's outstanding liabilities on the same terms as if the policies were still being carried by Union Central.

5. The Board of Directors and sole shareholder of Union Central 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. Union Central 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 Union Central 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 Union Central 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 Union Central into Ameritas Life is contrary to law or to the best interest of the policyholders of the insurers, the proposed merger is hereby approved. Union Central 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