

SEP 19 2016

BEFORE THE DEPARTMENT OF INSURANCE
STATE OF NEBRASKA

FILED

IN THE MATTER OF THE MERGER)	CAUSE NO.: C-2252
OF GREAT PLAINS LIFE ASSURANCE)	ORDER
COMPANY, a South Dakota domiciled stock)	APPROVING MERGER
insurer, with and into AMERICAN LIFE &)	
SECURITY CORP., a Nebraska domiciled stock)	
insurer.)	

Pursuant to Neb. Rev. Stat. § 44-224.04, American Life & Security Corp. (“ALS”) has filed for Approval of Merger to merge Great Plains Life Assurance Company (“Great Plains”), a South Dakota domiciled life and health insurer, with and into ALS, a Nebraska domiciled life and health insurer.

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 or about September 1, 2016, ALS 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. ALS is a Nebraska domestic life and health stock insurer. ALS was incorporated as a Nebraska domestic life and health insurer on May 7, 2009 and received its initial certificate of authority on September 1, 2009. Old Reliance Insurance Company was an Arizona domiciled life and health insurer which first received its certificate of authority to conduct business in Nebraska on December 12, 1988. On August 3, 2011, ALS merged with and into Old Reliance Insurance Company. Following the merger, Old Reliance Insurance Company was renamed

American Life and Security Corp. ALS a wholly owned subsidiary of Midwest Holding Inc., a Nebraska holding corporation.

3. Great Plains is a South Dakota domestic life and health stock insurer not currently licensed to do business in Nebraska. Great Plains is a wholly owned subsidiary of ALS.

4. Under the proposed merger Great Plains will merge with and into ALS, the separate existence of Great Plains will cease and ALS will be the surviving insurer possessing all of the rights, privileges, powers, franchises and interests, and being subject to all of the restrictions, disabilities, duties, debts and liabilities of Great Plains. All policies and obligations of Great Plains shall be assumed by ALS on the same terms as if the policies were still being carried by Great Plains.

5. The Board of Directors and sole shareholder of Great Plains each approved the merger on July 12, 2016.

6. The Board of Directors and sole shareholder of ALS approved the merger on July 12, 2016.

7. The merger is proposed to become effective upon filing of the Articles of Merger any other necessary documents with the Nebraska Secretary of State.

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. ALS 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 of Great Plains and its sole shareholder, ALS, approving the merger; a resolution adopted by the

Board of Directors of ALS and its sole shareholder, Midwest Holding, Inc., 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 Great Plains and ALS will be protected under the proposed merger.

ORDER

IT IS THEREFORE ORDERED, there being no evidence to indicate that the merger of Great Plains with and into ALS is contrary to law or to the best interest of the policyholders of the insurers, the proposed merger is hereby approved. ALS 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 19 day of September, 2016.

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 American Life & Security Corp. by mailing a copy of same to its attorney, Lawrence Harr, Lamson, Dugan and Murray, LLP, 10306 Regency Pkwy Dr, Omaha, NE 68114 on this 20 day of September, 2016 by U.S. Mail, postage prepaid.

