

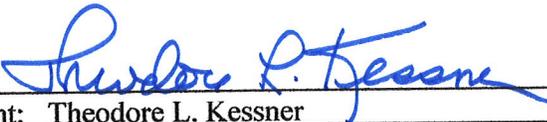
**ARTICLES OF DISSOLUTION
OF
THE PROTECTIVE NATIONAL INSURANCE COMPANY OF OMAHA**

The undersigned, Special Deputy Liquidator of **THE PROTECTIVE NATIONAL INSURANCE COMPANY OF OMAHA**, a Nebraska insurance corporation, hereby memorializes the dissolution of the Company and states:

1. The name of the Company is **THE PROTECTIVE NATIONAL INSURANCE COMPANY OF OMAHA**.
2. On February 12, 2004, the District Court of Lancaster County, Nebraska (the "Liquidation Court") entered an Order of Liquidation, Declaration of Insolvency and Injunction (the "Order of Liquidation") in Case No. CI04-502, for the Company pursuant to the provisions of the Insurers Supervision, Rehabilitation, and Liquidation Act, *Neb. Rev. Stat. § 44-4801 et seq.* (the "Act").
3. Pursuant to the provisions of § 44-4821 of the Act and the Order of Liquidation, the undersigned was appointed as the Special Deputy Liquidator of the Company (the "Special Deputy Liquidator").
4. All of the liquidation activities involving the Company have been completed and, upon information and belief, there are no suits pending against the Company.
5. Effective June 20, 2012, the Liquidation Court entered a Closing Order which, in part, dissolved the corporate existence of the Company pursuant to applicable Nebraska laws. A certified copy of the Closing Order is attached hereto as Exhibit "A."

Dated: June 20, 2012.

**THE PROTECTIVE NATIONAL INSURANCE
COMPANY OF OMAHA,**

By: 
Print: Theodore L. Kessner
Title: Special Deputy Liquidator

IN THE DISTRICT COURT OF LANCASTER COUNTY, NEBRASKA

L. TIM WAGNER, DIRECTOR OF)
INSURANCE OF THE STATE OF)
NEBRASKA,)
)
Petitioner,)
)
v.)
)
THE PROTECTIVE NATIONAL)
INSURANCE COMPANY OF OMAHA,)
)
Respondent.)

Case No. CI 04-502

CLOSING ORDER

APPROVING
SPECIAL DEPUTY LIQUIDATOR'S
REPORT NO. 28
AND APPLICATION

THE MATTERS for determination by the Court on June 20, 2012, are those matters set forth in Report No. 28 and Application filed herein. The Court finds that notice of the hearing on this matter was timely provided to all parties of record. Present are Bruce Ramage (Director of Insurance and Statutory Liquidator), Christine Neighbors (Deputy Director of Insurance and General Counsel), Theodore L. Kessner (Special Deputy Liquidator), and William R. Kutilek (legal counsel for the Liquidator).

Based upon the testimony presented and being duly advised, the Court finds that Report No. 28 of the Special Deputy Liquidator should be accepted, and the Special Deputy Liquidator's Application should be granted.

IT IS THEREFORE ORDERED that Report No. 28 of the Special Deputy Liquidator and all attachments, including the activity report dated May 31, 2012, are accepted and approved by the Court as being within the powers and duties of the Liquidator and the provisions of the Nebraska Insurers Supervision, Rehabilitation and Liquidation Act.



LANCASTER COUNTY
2012 JUN 20 PM 2 17
CLERK OF THE
DISTRICT COURT



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IT IS FURTHER ORDERED that all creditors, policyholders, equityholders, officers, directors and all other persons or entities of any type or nature are hereby permanently enjoined from bringing, asserting or otherwise pursuing any claim, suit, demand, offset, proceeding, or other legal process of any kind or nature against The Protective National Insurance Company of Omaha, the Director of Insurance as statutory Liquidator, the Special Deputy Liquidator, and their designees, agents, attorneys and other representatives with respect to these liquidation proceedings.

IT IS FURTHER ORDERED that the corporate existence of The Protective National Insurance Company of Omaha is hereby dissolved pursuant to *Neb. Rev. Stat. § 44-4820(1)* and all obligations of the company shall end as of the date of this Closing Order.

IT IS FURTHER ORDERED that Protective National's liquidation estate is hereby closed and the liquidation proceedings are hereby terminated without prejudice pursuant to *Neb. Rev. Stat. § 44-4846*.

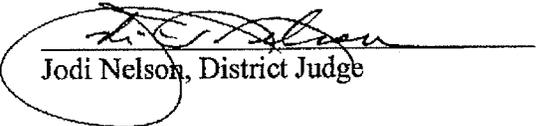
IT IS FURTHER ORDERED that Bruce R. Ramge, Director of Insurance of the State of Nebraska, in his capacity as Liquidator, and his Special Deputy Liquidator, and their respective agents, attorneys, assistants, predecessors, successors and other representatives, are hereby discharged from all liability and responsibility relating to the administration of the Protective National liquidation estate.

IT IS FURTHER ORDERED that all documents and records with respect to Protective National and these Liquidation Proceedings shall be transferred into the custody of the Nebraska Department of Insurance not later than October 15, 2012, to be stored and subsequently destroyed in accordance with the Department's document retention and destruction policies, as may be amended from time to time.

IT IS FURTHER ORDERED that this Court shall retain jurisdiction over this matter for the purpose of reopening these proceedings pursuant to *Neb. Rev. Stat. § 44-4847* and granting such other and further relief as the interests of the policyholders and creditors of Protective National, or the public, may require.

Dated: June 20, 2012.

BY THE COURT:


Jodi Nelson, District Judge

Prepared and Submitted By:
William R. Kutilek (21505)
CROSBY GUENZEL LLP
Federal Trust Building
134 South 13th Street, Suite 400
Lincoln, NE 68508
(402) 434-7300

SUZANNE M. KIRKLAND
CLERK of the DISTRICT COURT
LANCASTER COUNTY
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Lincoln, Nebraska 68508-2810
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IN THE DISTRICT COURT OF LANCASTER COUNTY, NEBRASKA

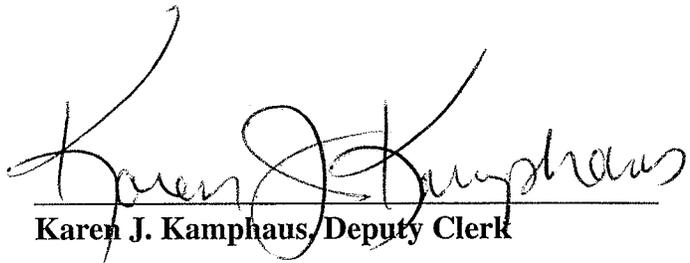
--CERTIFICATE--

I, **Karen J. Kamphaus**, Deputy Clerk of the District Court of Lancaster County, Nebraska, do hereby certify that the foregoing is/are a full and correct copy/copies of the original instrument(s) duly filed and of record in this Court. This Certificate, which bears the seal of the District Court of Lancaster County, State of Nebraska, USA, was signed on

JUN 26 2012



By:



Karen J. Kamphaus, Deputy Clerk

STATE OF NEBRASKA ♦ SECRETARY OF STATE'S OFFICE
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Secretary of State

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JUDY JOBMAN
Deputy Secretary of State

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June 26, 2012

ACKNOWLEDGEMENT OF FILING

The document(s) listed below were filed with the Nebraska Secretary of State's Office, Corporation Division. A label has been affixed to each filing signifying the filing stamp for the Nebraska Secretary of State's Office, Corporation Division. This filing label indicates the date and time of the filing and also references a document number that can be used to reference this filing in the future.

Please remember it is your responsibility to notify the Secretary of State's office of any change(s) in the information you filed.

ACKNOWLEDGEMENT OF FILING FEES RECEIVED

| Action/Service | Company/Entity Name | Fee Received |
|-------------------------|---|--------------|
| Articles of Dissolution | PROTECTIVE NATIONAL INSURANCE COMPANY OF OMAHA | 45.00 |
| Per Page Charge | PROTECTIVE NATIONAL INSURANCE COMPANY OF OMAHA | 25.00 |
| | Total Fees Received | \$70.00 |

Jody
Filing Officer