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January 7, 2013

VIA EMAIL AND OVERNIGHT DELIVERY

Mr. Ronald J. Pastuch
Holding Company Manager
Washington State Office of Insurance Commissioner
Insurance 5000 Building
5000 Capitol Blvd., SE
Tumwater, WA 98501
(360) 725-7211

RECEIVED

JAN 09 2013

INSURANCE COMMISSIONER
COMPANY REGISTRATION

RE: Form A filing dated December 14, 2012
Proposed Acquisition of Control of Western United Life Assurance Company
Response to Request for Information No. 1

Dear Mr. Pastuch:

In response to your request for additional information related to the above reference Form A and on behalf of our client, Central United Life Insurance Company (CULIC), we offer the following responses to your requests as they appear in your letter of December 28, 2012. We will deliver this response and the exhibits by overnight delivery, and for your convenience, I have emailed you an electronic version of this response in pdf format.

1. Item 3 - Please provide a description of the holding company system that the applicant is a related party.

CULIC is a wholly owned subsidiary of Harris Insurance Holdings, Inc., which is controlled by David Harris. CULIC wholly owns Investors Consolidated Insurance Company (NH). CULIC also wholly owns Manhattan Insurance Group, Inc. (MIG), a Texas holding company. MIG wholly owns The Manhattan Life Insurance Company (NY) which in turn wholly owns Family Life Insurance Company (TX). MIG also owns Manhattan Life Investment Company (Cayman Islands) which is dormant. An organizational chart of the entire group is attached as Exhibit A.

2. Item 12 - signed jurat pages.

The signed jurat pages are attached as Exhibit B.

3. Item 12 - audited financial statements for CULIC from 2007 to 2011.

Copies of the audited financial statements are attached as Exhibit C.

4. Please provide a copy of the latest Form B annual registration statement filed with CULIC's domiciliary state. Please include the audited financial statement filed as an attachment with the Form B (if it is not the CULIC audited financial statement for #3 above.)

The Form B annual registration statement filed with Arkansas, CULIC's domiciliary state, is attached as Exhibit D. This exhibit includes any amendments to the Form B statement filed during 2012. The audited financial statements are attached as Exhibit C.

5. Please provide a copy of any amendments to the Form B during 2012.

Included in response to Item 4 above.

6. Please provide a description of the intercompany agreements between CULIC and its affiliates. Please also indicate which agreements CULIC would be proposing WULA to join after the acquisition.

CULIC has intercompany service agreements with Investors Consolidated Insurance Company, Manhattan Life Insurance Company and Family Life Insurance Company. Subject to approval by your department and the Arkansas Department of Insurance, CULIC will enter into an intercompany service agreement with WULA post-acquisition. The intercompany agreement between CULIC and Family Life is attached as an example in Exhibit E.

There are two tax-sharing agreements within the group of companies. WULA will not be a party to either existing tax sharing agreements for a period of at least five years.

All intercompany agreements have been subject to review and/or approval by the appropriate insurance regulators as required by law.

7. Please provide a copy of the 2011 statutory examination report by the Arkansas Department of Insurance.

The 2011 statutory examination report has not been issued by the Arkansas Department of Insurance. The 2006 statutory examination report issued by the Arkansas Department of Insurance is attached as Exhibit F.

8. Please describe the active lines of business which CULIC is now writing in Washington.

CULIC does not actively write business in Washington. Family Life writes universal life and term life business in Washington. WULA will provide an important addition to a marketing operation which wrote over 30,000 life and health insurance policies in 30 states in 2012.

9. Please describe how CULIC would operate WULA's annuity department since it appears CULIC has very little experience in that line of business:

CULIC plans to operate the annuity business as a stand-alone unit utilizing the facilities and the expertise and experience of WULA staff. The company will retain ownership of the home office building in Spokane and allow the sale listing to expire. CULIC views WULA's role as critical to the continued marketing of the products and to the success of the company.

CULIC and its affiliates currently administer 1,015 annuity policies on 71 different policy forms in 30 states. In addition, CULIC's affiliate Manhattan Life has administered the WULA interest sensitive products since the acquisition of that book years ago. These products are more complicated than annuities as they include significant mortality benefits as well as interest sensitive account balances on behalf of the insureds.

10. Please provide the name of the third party verification firm that will verify the information of the filed biographical affidavits.

General Information Services, Inc. is the third party verification firm that will verify the information of the filed biographical affidavits. The contact for General Information Services, Inc. is Ms. Debra Levine. Ms. Levine's contact information is as follows:

Debra Levine
Manager, Special Projects
General Information Services, Inc.
dlevine@geninfo.com
office: 800.369.3640 ext. 4015
fax: 803.932.3431

Mr. Ronald J. Pastuch
January 7, 2013
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We appreciate your attention to this Form A and remain available to provide any additional information you may require to complete your review and approval of this application.

Sincerely,

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

By


Burnie Burner

BB:dc
Enclosures

cc: David Harris
Dan George
John McGettigan
Kent Lamb
Ark Monroe

STATE OF WASHINGTON

MIKE KREIDLER
STATE INSURANCE COMMISSIONER

Phone: (360) 725-7000
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OFFICE OF
INSURANCE COMMISSIONER

Please Reply to: PO Box 40256
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Fax: (360) 586-2022

December 28, 2012

BURNIE BURNER
MITCHELL WILLIAMS
106 EAST SIXTH STREET, SUITE 300
AUSTIN, TX 78701-3661

Re: Form A Filing dated December 14, 2012 – Proposed Acquisition of Control of Western United Life Assurance Company ("WULA")

Dear Mr. Burner:

We are continuing our review of the above Form A filing received on December 17, 2012, from Central United Life Insurance Company ("CULIC"). The OIC review is on hold until we receive your response to this letter. Please respond in the order as presented in this letter.

The Form A filing does not include the following items as required by RCW 48.31B.015. Please submit these items as referenced below:

1. Item 3 – Please provide a description of the holding company system that the applicant is a related party.
2. Item 12 – Please provide a signed jurat page for each of the Annual Statements and 2012 3rd quarterly financial statement submitted as exhibits. We will attach those pages to its respective financial statements.
3. Item 12 – Please provide the audited financial statements for CULIC from 2007 to 2011.

We also request the following items for discussion to be submitted in the order to obtain a better understanding about CULIC, its affiliates and its business. Please submit these items as referenced below:

4. Please provide a copy of the latest Form B annual registration statement filed with CULIC's domiciliary state. Please include the audited financial statement filed as an attachment with the Form B (if it is not the CULIC audited financial statement for #4 above.)
5. Please provide a copy of any amendment(s) to the Form B statement filed during 2012 that are not included in the latest annual registration statement.

6. Please provide a description of the intercompany agreements between CULIC and its affiliates. Please also indicate which agreements CULIC would be proposing WULA to join after the acquisition.
7. Please provide a copy of the 2011 statutory examination report by the Arkansas Department of Insurance.
8. Please describe the active lines of business which CULIC is now writing in Washington.
9. Please describe how CULIC would operate WULA's annuity department since it appears CULIC has very little experience in that line of business.
10. Please provide the name of the third party verification firm that will verify the information of the filed biographical affidavits.

As to this filing, please be advised the filing is incomplete and therefore the filing is tolled. Our review will commence when we receive the response to this letter.

If you have any questions, please feel free to contact me at (360) 725-7211.

Yours truly,



RONALD J. PASTUCH, CPA
Holding Company Manager
Company Supervision Division
E-Mail: RonP@oic.wa.gov

Cc: James T. Odiome, CPA, JD, Company Supervision Division

Daniel George, President, CULIC