

BEFORE THE INSURANCE COMMISSIONER OF THE
STATE OF OKLAHOMA

FILED

JAN 22 2013

IN RE: Form A: No Change in Control Reorganization)
of Control Person of Domestic Insurer)
UNIVERSAL FIDELITY LIFE INSURANCE)
COMPANY)

INSURANCE COMMISSIONER
OKLAHOMA

Case No. 13-0010 -TRN

ORDER GRANTING NO CHANGE IN CONTROL FORM A

The State of Oklahoma, ex rel. John D. Doak, Insurance Commissioner, having reviewed the captioned request for exemption pursuant to 36 O.S. § 1653(F) involving Oklahoma domestic insurer Universal Fidelity Life Insurance Company (“Domestic Company”) finds and orders:

JURISDICTION

1. John D. Doak is the Insurance Commissioner of the State of Oklahoma and, as such, is charged with the duty of administering and enforcing all provisions of the Oklahoma Insurance Code, 36 O.S. §§ 101 et seq., in particular the Oklahoma Insurance Holding Company Act, 36 O.S. §§ 1661 through 1662.

2. Specifically, the Insurance Commissioner has jurisdiction of domestic Form A requests for exemption under 36 O.S. § 1653(E) of the Oklahoma Insurance Holding Company Act, which authorizes the Insurance Commissioner to waive the hearing and approval process of an acquisition where the Insurance Commissioner finds that the transaction is exempt because it is not made or entered into for the purpose and does not have the effect of changing or influencing the control of a domestic insurer, or otherwise is not encompassed within the purposes of 36 O.S. § 1653(E).

3. The Domestic Insurer is an insurer domiciled in the State of Oklahoma and authorized to transact life, accident and health insurance business under Certificate of Authority Number 8456 (NAIC CoCode 70122).

FINDINGS OF FACT

1. On January 7, 2013, a Form A Statement Regarding the Acquisition of Control of the Domestic Company was submitted to the Oklahoma Insurance Department ("the Department"). The Domestic Company is part of an insurance holding company system. Presently, the immediate parent of the Domestic Company is Universal Fidelity Holding Company, Inc. ("Holding Company"), an Oklahoma holding company. The stock of Holding Company is held as follows: Steven R. Hague-Common Stock, 3,333 shares, 33.33% ownership; and C. Brent Haggard- held by Seneca International, Ltd. - Common Stock, 6,666 shares, 66.66% ownership. The two shareholders of Holding Company wish to merge Holding Company into the subsidiary Domestic Company, thereby eliminating Holding Company as an entity within the holding company system organizational chart. Merging Holding Company into the Domestic Company will leave the two shareholders, Steven Riley Hague and C. Brent Haggard (through Seneca International, Ltd.) as the two sole shareholders of the Domestic Company, instead of the two sole shareholders of the Holding Company.

2. The merger and collapse of the Holding Company will result in a technical change of control of the Domestic Company, but this change will not have any affect on the business operations, management, net worth or financial status of the Domestic Company. Nor will it materially change the control persons of the Domestic Company.

CONCLUSIONS OF LAW

1. The Insurance Commissioner has jurisdiction of Form A requests for exemption under 36 O.S. § 1653(E) of the Oklahoma Insurance Holding Company Act which authorizes the Insurance Commissioner to waive the hearing and approval process of an acquisition where the Insurance Commissioner finds that the transaction should be exempt because it is not made or entered into for the purpose and does not have the effect of changing or influencing the control of a domestic insurer or otherwise is not comprehended within the purposes of 36 O. S. § 1653(E).

2. The Insurance Commissioner further finds and makes a conclusion of law that, based on the information and the documentation presented and filed with the Insurance Department, the transaction as described and outlined in the Form A submission and the Findings of Fact above is not made or entered into for the purpose and does not have the result of changing or influencing control of the Domestic Company.

ORDER

IT IS THEREFORE ORDERED that, based on the foregoing, the application and request for an exemption pursuant to 36 O.S. § 1653(E) as described in Applicant's No Change in Control Form A filings and documents presented **IS HEREBY APPROVED** without hearing.

WITNESS My Hand and Official Seal this 22 day of January, 2013.





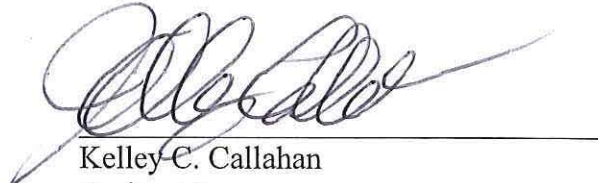
PAUL WILKENING
Chief Deputy Insurance Commissioner
Oklahoma Insurance Department

CERTIFICATE OF MAILING

I, Kelley C. Callahan, hereby certify that a true and correct copy of the above foregoing Order Granting No Change in Control Form A was mailed postage prepaid with return receipt requested on this 2nd day of January, 2013 to:

J. Angela Ables, Esq.
Kerr, Irvine, Rhodes & Ables
201 Robert S. Kerr Ave, Suite 600
Oklahoma City, Oklahoma

And that a copy was delivered to the Oklahoma Insurance Department Financial and Examination Division.



Kelley C. Callahan
Senior Attorney

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Kerr, Irvine, Rhodes & Ables
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PS Form 3800, January 2001

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1. Article Addressed to:

J. Angela Ables, Esq.
Kerr, Irvine, Rhodes & Ables
201 Robert S. Kerr, Suite 600
OKC, Ok 73102-4267
sms/13-0010-TRN/ Order

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102595-02-M-1540