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LONDON  
A MULTINATIONAL  
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October 3, 2005

Honorable Ann Womer Benjamin  
Director  
The Ohio Department of Insurance  
2100 Stella Court  
Columbus, Ohio 43125  
**Attention:** Stephen J. Vamos, III, Esq.

Re: Plan of Reorganization of The Union Central Life Insurance Company  
under Sections 3913.25 to 3913.38 of the Ohio Revised Code

Dear Director Womer Benjamin:

This letter is in furtherance of the letter dated September 30, 2005 to you from David Westerbeck notifying you, pursuant to Section 3913.27(D)(1) of the Ohio Revised Code, that the policyholders of Union Central approved the proposed Plan of Reorganization and the transactions contemplated thereby at the special meeting of the policyholders of Union Central held on September 30, 2005 (the "Special Meeting"). The purpose of this letter is to provide the Ohio Department of Insurance with the following documents in connection with the Special Meeting:

1. Copy of Secretary's Certificate of Union Central dated September 30, 2005 certifying the list of all policyholders of Union Central eligible to vote at the Special Meeting.
2. Copy of attested oath of William Sheldon, Account Administrator of D.F. King & Co., Inc. and the inspector of the Special Meeting.
3. Copy of Certificate and Report of D. F. King & Co., Inc. dated September 30, 2005 regarding policyholders voting at the Special Meeting.
4. Copy of attestation reports of Ernst & Young LLP, the independent accountants, both dated September 6, 2005.

Honorable Ann Womer Benjamin  
October 3, 2005  
Page 2

5. Copy of Union Central Proxy Committee Ballot dated September 30, 2005.

In addition, we have enclosed herewith a copy of the Official Ballot at the special member meeting of Ameritas Acacia Mutual Holding Company held September 29, 2005.

Thank you very much for your assistance with this matter. We look forward to hearing from you.

Sincerely,



Lei Yu

cc: David Westerbeck, The Union Central Life Insurance Company ✓  
Randall M. Walters, Jones Day

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**EXHIBIT 1**

**SECRETARY'S CERTIFICATE****THE UNION CENTRAL LIFE INSURANCE COMPANY**

I, the undersigned, being the duly elected, qualified, and acting Executive Vice President, General Counsel and Secretary of **THE UNION CENTRAL LIFE INSURANCE COMPANY**, an Ohio mutual insurance company ("Union Central"), do hereby certify in connection with the Special Meeting of Union Central Policyholders on September 30, 2005 (the "Special Meeting"), that:

1. Attached hereto as Exhibit A is a true and correct copy of a list of all policyholders of Union Central eligible to vote at the Special Meeting; and

2. Attached hereto as Exhibit B is a true and correct copy of the certificate of D.F. King & Co., Inc. certifying that the Policyholder Information Booklet, the Supplement to the Policyholder Information Booklet and accompanying materials were mailed not later than August 25, 2005 to policyholders of Union Central eligible to vote at the Special Meeting.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate as of the 30th day of September, 2005.



David F. Westerbeck,  
Executive Vice President, General Counsel  
and Secretary

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**EXHIBIT 2**

OATH

State of Ohio  
County of Hamilton

I, William Sheldon, Account Administrator of D.F. King & Co., Inc., do solemnly swear that I will faithfully execute the duties of inspector at the special meeting of policyholders of The Union Central Life Insurance Company, to be held this 30<sup>th</sup> day of September 2005, with strict impartiality and according to the best of my availability.

By: William Sheldon  
Name: William Sheldon  
Title: Account Administrator,  
D.F. King & Co.

Sworn to before me this 30<sup>th</sup> day of September 2005.

By: John F. Labmeier  
Name: JOHN F. LABMEIER  
Title: Notary Public

JOHN F. LABMEIER, Attorney at Law  
NOTARY PUBLIC - STATE OF OHIO  
My Commission has no expiration  
date. Expires 12/31/06



**EXHIBIT 3**

**CERTIFICATE AND REPORT**  
**of**  
**D.F. KING & CO., INC.**  
**WITH RESPECT TO MAILING OF MATERIALS AND TABULATION OF VOTES**  
**FOR THE SPECIAL MEETING OF THE UNION CENTRAL LIFE INSURANCE COMPANY**  
**ON SEPTEMBER 30, 2005**

In connection with the preparation and mailing of materials, the collection and inspection of proxies, and the tabulation of votes for the Special Meeting of The Union Central Life Insurance Company ("Union Central") on September 30, 2005, the undersigned hereby certifies to Union Central that:

1. The Policyholder Information Booklet and accompanying materials (the "Initial Policyholder Materials"), each dated July 21, 2005, were mailed not later than July 28, 2005 to those persons identified by Union Central as policyholders eligible to vote at the Special Meeting originally scheduled for September 1, 2005.
2. The Supplement to the Policyholder Information Booklet, the blue-striped proxy card and other accompanying materials (together with the Initial Policyholder Materials, the "Policyholder Materials"), each dated August 22, 2005, were mailed not later than August 25, 2005 to those persons identified by Union Central as policyholders eligible to vote at the Special Meeting, rescheduled for September 30, 2005 (the "Special Meeting").
3. The process for receiving proxies by mail, telephone and Internet operated properly and without interruption during the entire period commencing on August 25 and ending at the time polls for voting are closed at the Special Meeting (the "Proxy Submission Period").
4. All proxies received during the Proxy Submission Period have been inspected by D.F. King & Co., Inc.; all proxies that are in proper form and eligible to be voted at the Special Meeting ("Valid Proxies") have been tabulated in accordance with the directions set forth on such proxies and the following results have been delivered to the Union Central Proxy Committee at or prior to the Special Meeting:

- (a) Authority to vote "For" the Proposal (as defined in the Policyholder Materials): 27,895 votes
- (b) Authority to vote "Against" the Proposal: 5,468
- (c) Withhold Authority to vote for the following Union Central designees:
  - James M. Anderson: 16
  - Michael S. Cambron: 85
  - Richard H. Finan: 80
  - Michael A. Fisher: 16

John H. Jacobs: 103

Francis V. Mastrianna, Ph. D.: 11

Thomas E. Petry: 12

Larry R. Pike: 19

Myrtis H. Powell, Ph. D. : 12

Dudley S. Taft: 19

John M. Tew, Jr., M.D. : 14

5. A quorum being present, I, as duly appointed inspector and tabulator for voting at the Special Meeting, canvassed and received (i) the votes by ballot of the Union Central policyholders who voted in person at the Special Meeting and (ii) the votes of the Union Central Proxy Committee authorized to vote in accordance with the directions set forth on the Valid Proxies.

6. The results of the vote are as follows:

- (a) Authority to vote "For" the Proposal: 27,900 or, 83.61%, of the total votes received
- (b) Authority to vote "Against" the Proposal: 5,468
- (c) Withhold Authority to vote for the following Union Central designees:

James M. Anderson: 16

Michael S. Cambron: 85

Richard H. Finan: 80

Michael A. Fisher: 16

John H. Jacobs: 103

Francis V. Mastrianna, Ph. D.: 11

Thomas E. Petry: 12

Larry R. Pike: 19

Myrtis H. Powell, Ph. D. : 12

Dudley S. Taft: 19

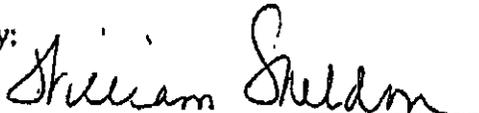
John M. Tew, Jr., M.D. : 14

7. I am authorized to execute this certificate on behalf of D.F. King & Co., Inc.

IN WITNESS WHEREOF, the undersigned has signed his name to this certificate this 30<sup>th</sup> day of September, 2005.

D.F. KING & CO., INC.

By:

A handwritten signature in cursive script that reads "William Sheldon". The signature is written in dark ink and is positioned above a horizontal line.

Name: William Sheldon

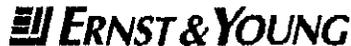
Title: Account Administrator

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**EXHIBIT 4**



■ Ernst & Young LLP  
1900 Scripps Center  
312 Walnut Street  
Cincinnati, Ohio 45202

■ Phone: (513) 612-1400  
www.ey.com

### Report of Independent Accountants

The Board of Directors  
The Union Central Life Insurance Company

We have examined the accompanying Schedule of Voting Eligible Policyholders (the "Schedule") of The Union Central Life Insurance Company ("Union Central") as of June 19, 2005. Union Central's management is responsible for the Schedule of Voting Eligible Policyholders and determination of voting eligible policyholders of The Union Central Life Insurance Company. Our responsibility is to express an opinion based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence supporting the Schedule and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion.

In our opinion, the Schedule referred to above presents fairly, in all material respects, the voting eligible policyholders of The Union Central Life Insurance Company, as of June 19, 2005 in conformity with the criteria used by Union Central, which are described in the Note to Schedule of Voting Eligible Policyholders.

This report is intended solely for the information and use of Union Central and state regulatory authorities and is not intended to be and should not be used by anyone other than those specified parties.

Yours very truly,

*Ernst & Young LLP*

September 6, 2005

**The Union Central Life Insurance Company****Schedule of Voting Eligible Policyholders**

Voting eligible policyholders as of June 19, 2005 were as follows:

Individual Policyholders	198,301
Multiple Policyholders	1,911
ESP Policyholders	2,229
Other Policyholders	<u>3,342</u>
Total voting eligible policyholders	205,783

*See accompanying Note to Schedule of Voting Eligible Policyholders for the criteria for identifying voting eligible policyholders.*

## **The Union Central Life Insurance Company**

### **Note to Schedule of Voting Eligible Policyholders**

The Union Central Life Insurance Company (the "Company") is proposing to reorganize pursuant to the terms of the merger agreement approved by the Board of Directors on January 28, 2005 (the "Plan"). In connection with the Plan, the Company proposes to reorganize into one mutual holding company, called UNIFI by combining Ameritas Acacia and the Company. A special meeting will be held on September 1, 2005, for voting eligible policyholders to vote on the combination. Persons who, on the basis of the records of the Company, are deemed to be policyholders of the Company and who are eligible to vote at meetings of the policyholders are entitled to vote at the special meeting. Voting eligible policyholders are only those Union Central Policyholders who, on the basis of the records at Union Central, meet the eligibility requirements under the Ohio Revised Code, the Articles of Incorporation and Code Regulations of Union Central. Only policyholders who meet the following requirements are eligible to vote at the Special Meeting:

- The Union Central Policyholder is the owner of a life or disability insurance policy with a coverage (annual benefit in the case of a disability policy) of at least \$1,000; or
- The Union Central Policyholder is the owner of an annuity contract (or a certificate holder under group retirement annuity contracts) or pure endowment contract that requires the payment of \$100 or more annually; and
- In such case, the insurance policy or annuity contract has been in force for at least one year, as of August 31, 2005, prior to the date of the Special Meeting, which is currently scheduled for September 1, 2005.



■ Ernst & Young LLP  
1900 Scripps Center  
312 Walnut Street  
Cincinnati, Ohio 45202

■ Phone: (513) 612-1400  
www.ey.com

## Report of Independent Accountants

The Board of Directors  
The Union Central Life Insurance Company

We have examined the accompanying Schedule of New and Terminated Voting Eligible Policyholders (the "Schedule") of The Union Central Life Insurance Company ("Union Central") as of August 14, 2005. Union Central's management is responsible for the Schedule of New and Terminated Voting Eligible Policyholders and determination of new and terminated voting eligible policyholders of The Union Central Life Insurance Company. Our responsibility is to express an opinion based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence supporting the Schedule and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion.

In our opinion, the Schedule referred to above presents fairly, in all material respects, the policyholders of The Union Central Life Insurance Company who will become eligible policyholders from September 1, 2005 to September 29, 2005 and terminated eligible policyholders of The Union Central Life Insurance Company who terminated their policies from June 20, 2005 to August 14, 2005 in conformity with the criteria used by Union Central, which are described in the Note to Schedule of New and Terminated Voting Eligible Policyholders.

This report is intended solely for the information and use of Union Central and state regulatory authorities and is not intended to be and should not be used by anyone other than those specified parties.

Yours very truly,

*Ernst & Young LLP*

September 6, 2005

**The Union Central Life Insurance Company****Schedule of New and Terminated Voting Eligible Policyholders**

**New voting eligible policyholders from September 1, 2005 to September 29, 2005:**

	New
Individual Policyholders	1,099
Multiple Policyholders	17
ESP Policyholders	27
Other Policyholders	82
	<hr/>
<b>Total new eligible policyholders</b>	<b>1,225</b>

**Terminated voting eligible policyholders from June 20, 2005 to August 14, 2005:**

	Terminated
Individual Policyholders	1,318
Multiple Policyholders	4
ESP Policyholders	42
Other Policyholders	67
	<hr/>
<b>Total terminated eligible policyholders</b>	<b>1,431</b>

*See accompanying Note to Schedule of New and Terminated Voting Eligible Policyholders for the criteria for identifying voting eligible policyholders.*

**The Union Central Life Insurance Company**  
**Note to Schedule of New and Terminated Voting Eligible Policyholders**

The Union Central Life Insurance Company (the "Company") is proposing to reorganize pursuant to the terms of the merger agreement approved by the Board of Directors on January 28, 2005 (the "Plan"). Pursuant to the Plan, the Company proposes to reorganize into one mutual holding company, called UNIFI by combining Ameritas Acacia and the Company. A special meeting was originally to be held on September 1, 2005, for voting eligible policyholders to vote on the combination. The meeting was rescheduled for September 30, 2005.

Persons who, on the basis of the records of the Company, are deemed to be policyholders of the Company and who are eligible to vote at meetings of the policyholders are entitled to vote at the special meeting. Voting eligible policyholders are only those Union Central Policyholders who, on the basis of the records at Union Central, meet the eligibility requirements under the Ohio Revised Code, the Articles of Incorporation and Code Regulations of Union Central. Only policyholders who meet the following requirements are eligible to vote at the Special Meeting:

- The Union Central Policyholder is the owner of a life or disability insurance policy with a coverage (annual benefit in the case of a disability policy) of at least \$1,000; or
- The Union Central Policyholder is the owner of an annuity contract (or a certificate holder under group retirement annuity contracts) or pure endowment contract that requires the payment of \$100 or more annually; and
- In each such case, the insurance policy or annuity contract has been in force for at least one year prior to the date of the Special Meeting.

For the new eligible voting policyholders the Company used the criteria above and identified the insurance policies and annuity contracts with an in force date from September 1, 2004 to September 29, 2004.

For the terminated eligible voting policyholders the Company used the criteria above and identified the policies that were terminated from June 20, 2005 to August 14, 2005.

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**EXHIBIT 5**

**PROXY COMMITTEE BALLOT**

We, the undersigned holders of 33,363 proxies, hereby cast 27,895 votes FOR and 5,468 votes AGAINST the following proposal ("Proposal"):

To approve the Plan of Reorganization of The Union Central Life Insurance Company ("Union Central") pursuant to provisions of Section 3913.25 through 3913.38 of the Ohio Revised Code and the transactions contemplated thereby, including the formation of Union Central Mutual Holding Company ("UCMHC") as a mutual insurance holding company, the conversion of Union Central from an Ohio mutual life insurance company to an Ohio stock life insurance company, which will become a wholly-owned subsidiary of UCMHC, the adoption of the Amended and Restated Articles of Incorporation and Code of Regulations of Union Central as a stock life insurance company, the merger of UCMHC with and into Ameritas Acacia Mutual Holding Company (which will be renamed UNIFI Mutual Holding Company) and the designation of the Union Central designees to initially serve as directors of UNIFI Mutual Holding Company and their initial terms of office, all as more fully described in the Policyholder Information Booklet and the supplement to the Policyholder Information Booklet.

Of the votes we have cast FOR the Proposal, we withhold those number of votes FOR the below listed Union Central designees as follows:

Union Central Designee

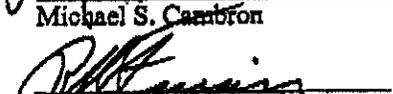
Number of Votes Withheld

See Attachment "A"

Signed:

  
 \_\_\_\_\_  
 John H. Jacobs

  
 \_\_\_\_\_  
 Michael S. Cambron

  
 \_\_\_\_\_  
 Richard H. Finan

9/30/05  
 Date

9/30/05  
 Date

9/30/05  
 Date

**Attachment "A"**

**Withhold Authority to vote for the following Union Central designees:**

**James M. Anderson: 16**

**Michael S. Cambron: 85**

**Richard H. Finan: 80**

**Michael A. Fisher: 16**

**John H. Jacobs: 103**

**Francis V. Mastrianna, Ph. D.: 11**

**Thomas E. Petry: 12**

**Larry R. Pike: 19**

**Myrtis H. Powell, Ph. D. : 12**

**Dudley S. Taft: 19**

**John M. Tew, Jr., M.D. : 14**



**EXHIBIT 6**

**OFFICIAL BALLOT**  
**at**  
**SPECIAL MEMBERS MEETING**  
**of**  
**AMERITAS ACACIA MUTUAL HOLDING COMPANY**  
**held**

September 29, 2005

The Board of Directors has adopted the Plan of Merger and Amendments to the Articles of Incorporation and the Director of the Nebraska Department of Insurance, has approved the Plan of Merger and Amendments to the Articles of Incorporation.

The undersigned, duly appointed and acting as proxy for each member whose signature and policy number appears on their proxy duly filed with the Secretary and hereby made a part of this ballot by reference, hereby casts the following votes for the following proposals:

1. To consider and vote upon a proposal to approve and adopt the Agreement and Plan of Merger between Ameritas Acacia Mutual Holding Company (AAMHC) and The Union Central Life Insurance Company (Union Central) dated January 28, 2005, providing for the merger of Union Central with and into AAMHC, and the transactions contemplated thereby.
2. To consider and vote upon a proposal to approve and adopt the Amendments to the Articles of Incorporation of Ameritas Acacia Mutual Holding Company providing for (i) the change of name of the surviving company to "UNIFI Mutual Holding Company," and (ii) the inclusion of Union Central's members as members of UNIFI Mutual Holding Company.
3. To consider and vote upon a proposal to designate the current directors of Ameritas Acacia and Union Central to initially serve as directors of UNIFI Mutual Holding Company for initial terms of office as set forth in the Members Information Statement.
4. To transact such other business, if any, as may properly come before the Special Meeting.

VOTE FOR: 28,806

VOTE AGAINST: 2,961

PROXY  
  
 \_\_\_\_\_  
 Donald R. Stading

  
 \_\_\_\_\_  
 JoAnn M. Martin

AMERITAS ACACIA MUTUAL HOLDING COMPANY

SPECIAL MEMBERS MEETING

THURSDAY, SEPTEMBER 29, 2005

CERTIFICATE AND REPORT OF D. F. KING & CO., INC. WITH RESPECT TO THE  
TABULATION OF VOTING INSTRUCTIONS FROM AMERITAS ACACIA MUTUAL  
HOLDING COMPANY MEMBERS

I, the undersigned, for and on behalf of D. F. King & Co., Inc., duly appointed tabulator of voting instructions for the Special Meeting of Members, DO HEREBY CERTIFY:

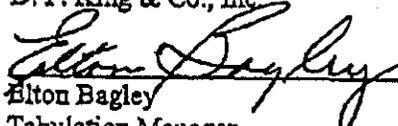
- A. That I inspected the voting instructions submitted by Ameritas Acacia Members to be voted at the Ameritas Acacia Special Members Meeting and found the same to be in proper form.
- B. That D.F. King & Co., Inc. did receive the proxy votes of the Ameritas Acacia Members with respect to the following:
1. To consider and vote upon a proposal to approve and adopt the Agreement and Plan of Merger between Ameritas Acacia Mutual Holding Company (AAMHC) and The Union Central Life Insurance Company (Union Central) dated January 28, 2005, providing for the merger of Union Central with and into AAMHC, and the transactions contemplated thereby.
  2. To consider and vote upon a proposal to approve and adopt the Amendments to the Articles of Incorporation of Ameritas Acacia Mutual Holding Company providing for (i) the change of name of the surviving company to "UNIFI Mutual Holding Company," and (ii) the inclusion of Union Central's members as members of UNIFI Mutual Holding Company.
  3. To consider and vote upon a proposal to designate the current directors of Ameritas Acacia and Union Central to initially serve as directors of UNIFI Mutual Holding Company for initial terms of office as set forth in the Members Information Statement.
  4. To transact such other business, if any, as may properly come before the Rescheduled Special Meeting.

FOR 28,806 AGAINST 2,961

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 27th day of September, 2005.

D. F. King & Co., Inc.

By:

  
Elton Bagley  
Tabulation Manager