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July 25, 2005

VIA FEDERAL EXPRESS

Steve Vamos
Office of Legal Services
The Ohio Department of Insurance
2100 Stella Court
Columbus, Ohio 43215-1067

Re: Plan of Reorganization of The Union Central Life Insurance Company

Dear Mr. Vamos:

As you requested, please find enclosed one original set and two copies of the duly executed corporate organizational documents in connection with the conversion of The Union Central Life Insurance Company ("Union Central") into an Ohio stock life insurance company, which will upon the conversion become a wholly-owned subsidiary of the Union Central Mutual Holding Company ("Union Central MHC"). The conversion and subsequent merger of Union Central MHC with Ameritas Acacia Mutual Holding Company is being effected pursuant to the terms of the Plan of Reorganization of Union Central filed with the Ohio Department of Insurance. The corporate organizational documents enclosed herewith are:

1. Amended and Restated Articles of Incorporation of Union Central;
2. Amended and Restated Code of Regulation of Union Central;
3. Articles of Incorporation of Union Central MHC;
4. Code of Regulations of Union Central MHC; and
5. Certificate of the Secretary of Union Central certifying that the above enumerated items were approved by the Board of Directors of Union Central on July 20, 2005.

If you have any questions or require any further information, please do not hesitate to contact me.

Very truly yours,

A handwritten signature in black ink, appearing to read "Paul Chen", with a long, sweeping horizontal line extending to the right.

Paul Chen

Enclosures

cc: Denise Skingle, Jones Day
David Westerbeck, Union Central
Theodore LaPier
Cynthia Shoss

EXHIBIT E

Form of Amended and Restated Articles of Incorporation of the Company

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

THE UNION CENTRAL LIFE INSURANCE COMPANY

FIRST. The name of the Corporation shall be The Union Central Life Insurance Company.

SECOND. These Amended and Restated Articles of Incorporation amend the existing Amended Articles of Incorporation and restate them in their entirety pursuant to a Plan of Reorganization adopted by the Corporation under Sections 3913.25 to 3913.38 of the Ohio Revised Code whereby the Corporation, incorporated under the laws of the State of Ohio on _____, will hereafter continue its corporate existence as a stock life insurance company within a mutual insurance holding company structure.

THIRD. The principal office and place of business of this Corporation shall be located in the County of Hamilton and State of Ohio, but it may establish other offices or places of business in the State of Ohio or elsewhere.

FOURTH. The business to be undertaken by and the objects and purposes of this Corporation shall be to insure the lives of persons in and out of the State of Ohio, to insure against accident to persons or sickness, temporary or permanent physical disability, to take all risks in connection with or pertaining to such insurances, to grant, purchase and dispose of annuities providing for fixed or variable benefits, or both, to set up and operate separate accounts, to carry on all of said business under either the participating or non-participating plan, or both, and do any and all other acts either permitted or not prohibited under the laws of the State of Ohio for a stock life insurance corporation.

FIFTH. The number of shares which the Corporation is authorized to have outstanding is 1,000 shares and all of which shares shall be common shares with a par value of \$0.01 each. At all times, a majority of the voting stock of the Corporation shall be owned by a mutual insurance holding company or all of the voting stock of the Corporation shall be owned by an intermediate holding company in compliance with the laws of the State of Ohio relating to mutual insurance holding companies. If a majority of the Corporation's voting stock is owned directly by a mutual insurance holding company, the Corporation shall not issue shares of stock, in addition to the shares issued pursuant to the reorganization plan under which the Corporation was reorganized, without the prior approval of the mutual insurance holding company as its majority shareholder. The prior approval of the mutual insurance holding company must be evidenced by a resolution of its Board of Directors of the Corporation (the "Board") prior to the issuance of the additional shares.

SIXTH. The Corporation, pursuant to authorization of the Board and without action by shareholders of the Corporation, may acquire, hold, sell and dispose of shares of any class of stock, bonds, debentures, notes, script, warrants, obligations, evidences of indebtedness or other securities of the Corporation (or any other corporation) in such manner, upon such terms and in such amounts as the Board may determine. In addition to the foregoing powers, the Board shall have the authority to adopt amendments to the articles determining, in whole in part, the express terms, within the limits set forth in chapter 1701 of the Ohio Revised Code, of any class of shares before the issuance of any shares of that class, or of one or more series within a class before the issuance of any shares of that series. The shareholders of the Corporation shall have no preemptive rights and specifically shall not have the right to purchase shares which are offered or sold for cash of the same class to purchase such shares in proportion to the respective shares of such class.

SEVENTH. The corporate powers of the Corporation shall be exercised by and its business and affairs shall be under the control of a Board of eleven (11) directors unless this number is changed by the vote of at least two-thirds (2/3) of the directors in office. The directors may increase the number to not more than fifteen (15) persons and may decrease the number to not less than nine (9) persons. Any Director's Office created by the directors by reason of an increase in their number may be filled by action of a majority of the directors in office. No reduction in the number of directors shall of itself have the effect of shortening the term of any incumbent director. Not more than five (5) directors may be officers of the Corporation. The directors shall be elected at the annual meeting of the shareholders by the shareholders of the Corporation entitled to vote thereon and shall serve until their successors are elected and qualified. The Board shall have the authority to fill any vacancy in the Board for the unexpired term.

EIGHTH. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. The Board may elect or appoint other officers with appropriate titles. Officers shall be elected by the Board at its first meeting held in each calendar year and shall hold their respective offices for one year or until their successors are elected and qualified. Any officer may be removed or suspended at any time without cause and without notice by an affirmative vote of the majority of the whole Board. Any two offices except the offices of President and Vice President may be filled by the same person. Vacancies shall be filled by the Board. The Board may elect a Chairman of the Board if it so desires, otherwise the President shall serve as Chairman of the Board.

NINTH. The Corporation shall, to the fullest extent permitted by the provisions of the Ohio Revised Code, as the same may be amended and supplemented, indemnify and hold harmless any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, member, manager, or agent of another corporation, domestic or foreign, nonprofit or for profit, a limited liability company, or a partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified hereunder may be entitled and this indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

TENTH. The power to alter, amend or repeal the Code of Regulations of this Corporation shall be vested in the Board.

Pursuant to the Resolution of the Board authorizing the filing of these proposed Amended and Restated Articles of Incorporation of the Corporation and pursuant to Section 3913.26(G)(4) of the Ohio Revised Code, the undersigned Chairman of the Board, President and Chief Executive Officer and the undersigned Secretary of the Corporation have signed their names to these proposed Amended and Restated Articles of Incorporation on this _____ day of _____, 2005.

John Jacobs
Chairman of the Board, President and
Chief Executive Officer

David F. Westerbeck
Secretary



EXHIBIT F
Form of Amended and Restated Code of Regulations of the Company

**AMENDED AND RESTATED
CODE OF REGULATIONS**

OF

THE UNION CENTRAL LIFE INSURANCE COMPANY

ARTICLE I.

SHAREHOLDERS' MEETINGS

Section 1.01. Annual Meeting. The annual meeting of shareholders shall be held at the time and place fixed in the Corporation's Articles of Incorporation. Special meetings of the shareholders may be held upon call by the affirmative vote of a majority of the Board of Directors of the Corporation (the "Board").

Section 1.02. Proxies. Shareholders may vote in person or by proxy.

Section 1.03. Notice. Notice of shareholders' meetings shall be given to each shareholder by personal delivery to such shareholder or depositing it in the mail addressed to such shareholder as its address appears on the books of the Corporation not less than thirty days and no more than 60 days prior to the date of the meeting.

Section 1.04. Quorum. The shareholders of record owning a majority of the outstanding shares of common stock of the Corporation, present in person or by proxy at any shareholders meeting duly convened, shall constitute a quorum and the votes of a majority thereof (assuming a quorum is present) shall be sufficient to take any action that might properly be taken at a meeting of shareholders.

Section 1.05. Nominations. At its meeting in February of each year, the Board shall nominate qualified persons for election as directors to fill vacancies created by the expiration of terms of office, of those directors whose terms expire at the annual meeting of shareholders to be held that year. Any vacancy in such list of nominees that is caused by death, resignation or removal may be filled by the Board at any time prior to such meeting of shareholders. In filling vacancies in the Board, as authorized by the Corporation's Articles of Incorporation, the Board shall not elect any person who has attained his 72nd birthday before the date of such election.

ARTICLE II.

BOARD OF DIRECTORS

Section 2.01. Meetings. The Board shall hold four (4) regular meetings per calendar year on the third Friday of each February, May, August and November, or at such other date or dates as it may fix. The Chief Executive Officer may convene a special meeting of the Board at any time and shall be required so to do at the request of the Executive Committee or of any five members of the Board. A majority of the directors then in office shall constitute a quorum of the Board for the transaction of business. The act of a majority of directors present at a meeting at which a quorum is present is an act of the Board.

Section 2.02. Notices. Notice of any meeting of the Board shall be given to each director by personal delivery to him or by depositing it in the mail addressed to him as his address appears on the books of the Corporation not less than four days prior to the date of the meeting, but such notice may be waived by any director in writing.

Section 2.03. Insurance Operations. The Board shall adopt such plans of insurance, rates of premiums and regulations on the subject of insurance as it may deem proper.

The Board shall provide from the funds of the Corporation:

FIRST

To pay the necessary expenses of conducting the business of the Corporation, and all approved policy claims. The compensation of each officer and employee whose name and compensation are required to be reported in any schedule to the Corporation's Annual Statement shall be recommended to the Board by the Chief Executive Officer or by a salary committee selected by the Board and shall be fixed by the Board. The compensation of all other officers and employees shall be fixed by the Chief Executive Officer.

SECOND

To establish and perpetuate the Reserve Funds required by law.

THIRD

To establish and perpetuate Surplus Funds in such amounts as may, in the judgment of the Board, be necessary for the security of the Corporation.

FOURTH

From the profits arising from the business of the Corporation, after the provisions have been made as provided by, this Article, the Board shall declare annually a dividend to the participating policyholders, according to the kind and class of each policy, which shall be applied according to the terms and conditions of the policy.

ARTICLE III.

EXECUTIVE COMMITTEE

Section 3.01. Executive Committee. A majority of the whole Board may adopt a resolution designating an Executive Committee of not less than five nor more than eight directors who shall hold their offices at the pleasure of the Board, which Executive Committee shall have and exercise during the interim between the meetings of the Board all of the authority of the Board in the management of the Corporation. The Board, or the Executive Committee during the interim between the meetings of the Board, may appoint such other committees as the business of the Corporation may require. The Board shall designate the Chairman and may designate a Vice Chairman of the Executive Committee. The Secretary of the Corporation shall be the Secretary of the Executive Committee.

Section 3.02. Meetings. The Executive Committee shall meet regularly upon such days as it may select, but the Chairman of the Executive Committee, if deemed desirable, may cancel any such regular meeting. The Committee shall also meet at any other time at the call of the Chief Executive Officer. A majority of the Executive Committee shall constitute a quorum. Any director may be designated by the Chief Executive Officer or by the members of the Executive Committee present at any meeting to serve on the Executive Committee at that meeting. The Executive Committee shall keep a record of its transactions and report them at the regular meetings of the Board.

ARTICLE IV.

DUTIES OF THE OFFICERS

Section 4.01. Chief Executive Officer. The Board shall elect a President and may elect a Chairman of the Board. It shall assign the duties to be performed by each and shall designate one of them to be Chief Executive Officer (who may also be President and/or Chairman of the Board). The Chief Executive Officer shall have general supervision and control of the business of the Corporation and shall assign the duties of all other officers and all employees, each of whom shall act under his direction.

Section 4.02. Chairman. If the Board elects a Chairman of the Board, the Chairman of the Board shall preside at meetings of the Board, act as a consultant to the Chief Executive Officer and perform such other duties as may be assigned to him by the Board.

Section 4.03. Vice Presidents. The Vice Presidents, under the direction of the Chief Executive Officer, shall assist in the management of the Corporation and perform such duties as may be assigned to them.

The President and Chairman shall act for each other in the absence of one of them, and in the event both are absent at the same time, the Chief Executive Officer shall designate a Vice President to act for him; otherwise, the Vice Presidents in the order in which they are listed for election at the most recent election of officers of the Corporation, and in their absence the Secretary, shall act in his place and perform the duties of his office.

Section 4.04. Secretary. The Secretary shall keep the minutes of meetings of shareholders and of the Board and of Committees and record them in books kept for that purpose; shall keep all corporate records and archives and shall perform such other duties as may be assigned to him.

Section 4.05. Treasurer. The Treasurer shall perform the usual duties of such office and such other duties as may be assigned to him or her.

ARTICLE V.

EXECUTION OF INSTRUMENTS

Section 5.01. Instruments. The President, the Chairman, any Vice President, any Second Vice President, the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer, shall have authority to execute in the name of and on behalf of the Corporation all deeds, mortgages, powers of attorney, waivers of service, leases, contracts, bonds, full or partial assignments and releases of mortgages, deeds of trust, vendors' liens, judgments tax certificates, certificates of purchase or other securities, and any and all other instruments that are necessary or proper to be executed in the transaction of the Corporation's business, and to affix the Corporation's seal thereto when necessary. The Board may authorize other officers and non-officer employees to execute instruments and to affix the Corporation's seal thereto.

ARTICLE VI.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 6.01. Indemnification. The Corporation shall, to the fullest extent permitted by the provisions of the Ohio Revised Code, as the same may be amended and supplemented, indemnify and hold harmless any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, member, manager, or agent of another corporation, domestic or foreign, nonprofit or for profit, a limited liability company, or a partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified hereunder may be entitled and this indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VII.

CAPITAL STOCK

Section 7.01. Certificates of Stock, Uncertificated Shares. The shares of the Corporation shall be represented by certificates, provided that the Board may provide by resolution or resolutions that some or all of any or all classes or series of the stock of the Corporation shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until each certificate is surrendered to the Corporation. Notwithstanding the adoption of such a resolution by the Board, every holder of stock in the Corporation represented by certificates and upon request every holder of uncertificated shares shall be entitled to have a certificate signed by, or in the name of the Corporation, by the President or a Vice President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary, representing the number of shares registered in certificate form. Such certificate shall be in such form as the Board may determine, to the extent consistent with applicable law, the Articles of Incorporation and this Code of Regulations.

Section 7.02. Signatures; Facsimile. All signatures on the certificate referred to in Section 7.01 of these By-Laws may be in facsimile, engraved, or printed in form, to the extent permitted by law. In case any officer, transfer agent or registrar who has signed, or whose facsimile, engraved or printed signature has been placed upon a certificate shall have ceased to be

such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he or she were such officer, transfer agent or registrar at the date of issue.

Section 7.03. Lost, Stolen or Destroyed Certificates. The Board may direct that a new certificate be issued in place of any certificate theretofore issued by the Corporation alleged to have been lost, stolen or destroyed, upon delivery to the Board of an affidavit of the owner or owners of such certificate, setting forth such allegation. The Board may require the owner of such lost, stolen or destroyed certificate, or his or her legal representative, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of any such new certificate.

Section 7.04. Transfer of Stock. Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares, duly endorsed or accompanied by appropriate evidence of succession, assignment or authority to transfer, the Corporation shall issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon the books. Within a reasonable time after the transfer of uncertificated stock, the Corporation shall send to the registered owner thereof a written notice containing the information required to be set forth or stated on certificates pursuant to division (A) of section 1701.25 of the Ohio Revised Code. Subject to the provisions of the Articles of Incorporation and this Code of Regulations, the Board may prescribe such additional rules and regulations as it may deem appropriate relating to the issue, transfer and registration of shares of the Corporation.

Section 7.05. Registered Shareholders. Prior to due surrender of a certificate for registration of transfer, the Corporation may treat the registered owner as the person exclusively entitled to receive dividends and other distributions, to vote, to receive notice and otherwise to exercise all the rights and powers of the owner of the shares represented by such certificate, and the Corporation shall not be bound to recognize any equitable or legal claim to or interest in such shares on the part of any other person, whether or not the Corporation shall have notice of such claim or interests. Whenever any transfer of shares shall be made for collateral security, and not absolutely, it shall be so expressed in the entry of the transfer if, when the certificates are presented to the Corporation for transfer or uncertificated shares are requested to be transferred, both the transferor and transferee request the Corporation to do so.

ARTICLE VIII.

AMENDMENT

Section 8.01. Amendment. These Code of Regulations may be amended at any regular or special meeting of the Board by a majority of all the directors or in a writing signed by all the directors, provided, however, that the Board may not amend or alter Article VI or this Section 8.01 of these Code of Regulations, and such Article and Section may be amended or altered only by the affirmative vote of two-thirds of the Corporation's shareholders present and voting at any annual or special meeting of shareholders.

Pursuant to the Resolution of the Board authorizing the filing of these proposed Amended and Restated Code of Regulations of the Corporation and pursuant to Section 3913.26(G)(4) of the Ohio Revised Code, the undersigned Chairman of the Board, President and Chief Executive Officer and the undersigned Secretary of the Corporation have signed their names to these proposed Amended and Restated Code of Regulations on this _____ day of _____, 2005.

John Jacobs
Chairman of the Board, President and
Chief Executive Officer

David F. Westerbeck
Secretary

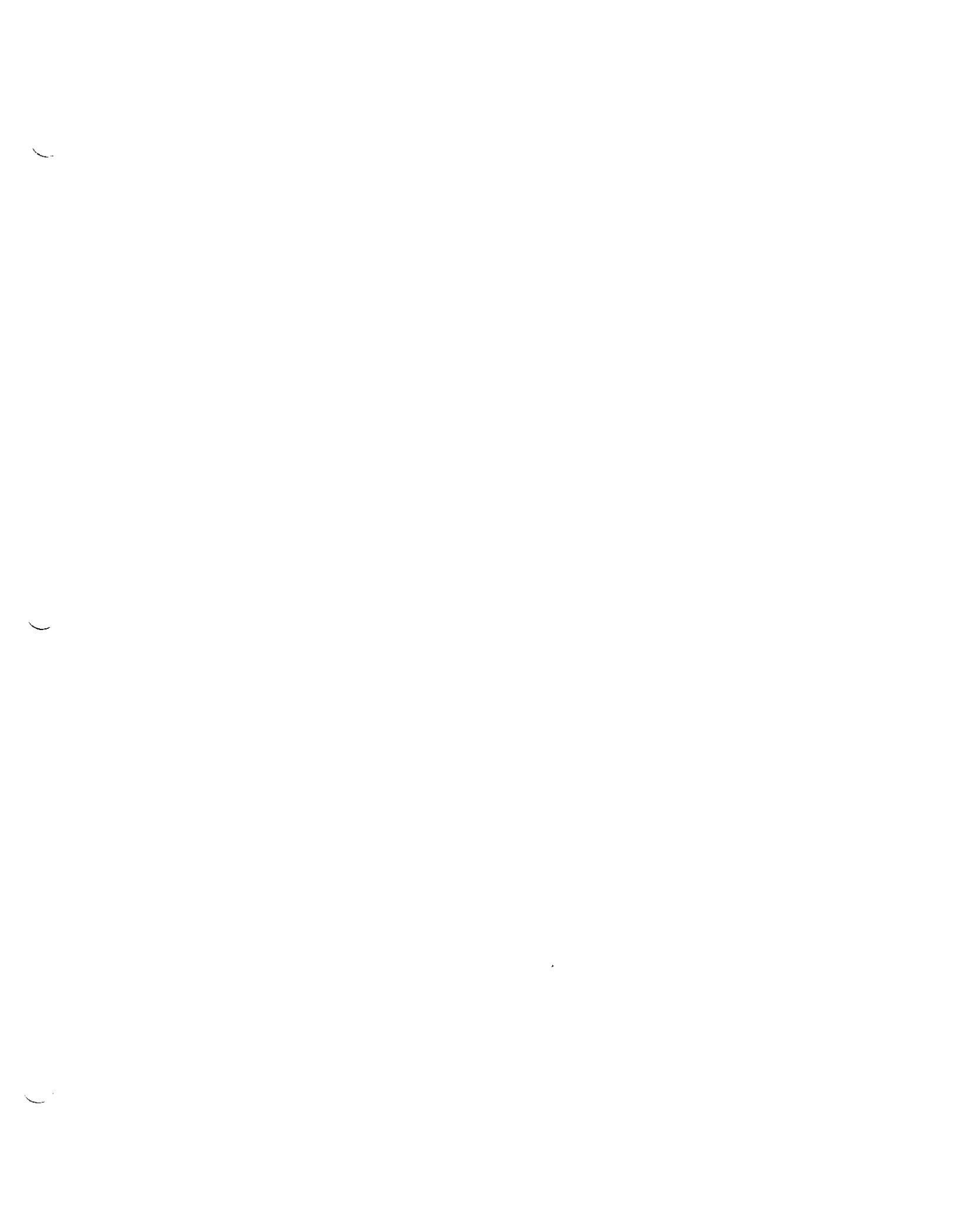


EXHIBIT G
Form of Articles of Incorporation of Union Central MHC

ARTICLES OF INCORPORATION

OF

UNION CENTRAL MUTUAL HOLDING COMPANY

FIRST. The name of the Corporation shall be Union Central Mutual Holding Company.

SECOND. The principal office and place of business of the Corporation shall be located in the County of Hamilton and State of Ohio, but the Corporation may establish other offices or places of business in the State of Ohio or elsewhere.

THIRD. The Corporation is formed for the purpose of owning a majority of the voting power of The Union Central Life Insurance Company ("Union Central Life"), which has converted from an Ohio mutual life insurance company to an Ohio stock insurance company pursuant to a Plan of Reorganization, dated as of July 20, 2005 (the "Plan"), either directly or through one or more intermediate holding companies as permitted by the laws of the State of Ohio, and doing any and all other acts either permitted or not prohibited under the laws of the State of Ohio for a mutual insurance holding company.

FOURTH. The Corporation shall have no capital stock but shall conduct its business as a mutual insurance holding company. In keeping with and to the extent provided by the applicable provisions of Sections 3913.25 to 3913.38 of the Ohio Revised Code as in effect or as may be amended from time to time, or in accordance with any successor provisions thereto: (1) the Corporation shall be deemed to be an insurer subject to the provisions of the Ohio Revised Code relating to the examination, supervision, rehabilitation or liquidation of insurers; (2) the assets of the Corporation shall be deemed to be assets of Union Central Life for purposes of satisfying the claims of policyholders of Union Central Life in any proceedings by the Superintendent of Insurance of the State of Ohio involving the supervision, liquidation or rehabilitation of Union Central Life; (3) the Corporation may not be dissolved or liquidated without complying with the provisions of Ohio law relating to the dissolution or liquidation of insurers, and the Corporation shall be deemed to be an Ohio domestic insurer for such purposes; and (4) the Corporation shall be subject to the jurisdiction of the Superintendent of Insurance of the State of Ohio in order to insure that the interests of policyholders of Union Central Life are protected.

FIFTH. Section 1. Each policyholder of Union Central Life shall be a member of the Corporation (each, a "Member"). The term "policyholder" as used herein shall be deemed to mean the person insured under an individual policy of life insurance, the person to whom any annuity or pure endowment is presently or prospectively payable by the terms of an individual annuity or pure endowment contract, except where the policy or contract declare some other person to be the owner or holder thereof, in which case such owner or policyholder shall be deemed the policyholder, and except in cases of assignment as hereinafter provided. In the case of any individual policy or contract insuring two or more persons jointly, the persons insured, or in case the policy or contract declares two or more persons to be the owner, the persons so declared to be the owner shall be deemed one policyholder for the purposes hereof. In case any such policy or contract shall have been assigned by an assignment on its face to an assignee other than Union Central Life, and such assignment shall be filed at the principal office of Union Central Life, then such assignee shall be deemed a policyholder within the meaning hereof, but for the purpose of determining voting rights such assignment shall not be effective until thirty days after it shall have been filed with Union Central Life. Except as provided herein an assignee of a policy or contract shall not be deemed to be a policyholder within the meaning hereof.

Section 2. Each policyholder insured in at least \$1,000 or holder of an annuity which at normal date of maturity requires the payment of \$100 or more annually and whose insurance or contract of annuity shall then be in force and which has been in force for at least one year prior to a policyholders' meeting, shall be entitled to one vote only irrespective of the number of policies or contracts held by him or the amount thereof, but said voting qualifications shall be subject to any change or amendment as may be prescribed by the laws of the State of Ohio. The employer shall be the qualified voter in the case of each group insurance master policy and holders of certificates issued under group insurance master policies shall not be qualified to vote. The same rule shall apply to group annuities and the holders of certificates issued thereunder.

Section 3. Membership shall automatically follow, and shall not be severable from, the policy or contract issued by Union Central Life pursuant to which Membership is conferred (the "Related Policy"). Membership shall automatically terminate when a Member no longer owns a Related Policy, whether by reason of the absolute assignment or transfer of ownership of the Related Policy, termination of the Related Policy or otherwise. Membership, or any rights appertaining thereto or derived therefrom, shall not be transferable in any manner whatsoever, including transfer by operation of law, except as the ownership of the Related Policy is recorded as transferred on the books and records of Union Central Life. Membership, or any rights appertaining thereto or derived therefrom, shall not be separate from the Related Policy, nor subject to attachment, execution or levy, nor subject to a lien, mortgage, security interest nor in any manner used as collateral or otherwise hypothecated. The Corporation may not assess Members for any of the costs, expenses or liabilities of the Corporation whenever and however incurred or for any other reason whatsoever.

SIXTH. Section 1. The Corporation shall not pay dividends or make other distributions or payments of income or profits to Members, except as provided herein, permitted under Section 1701.33 of the Revised Code and approved by the Superintendent of Insurance of the State of Ohio. Nothing herein shall be deemed to limit the payment of policyholder dividends by Union Central Life pursuant to any insurance policy issued by Union Central Life.

Section 2. Subject to Article Fourth hereof, in the event of the dissolution or liquidation of the Corporation, the surplus of cash or property of the Corporation remaining after payment of all liabilities of the Corporation shall be distributed to the Members at the time of such dissolution or liquidation in the same manner and in the same proportions as would be determined and made under the provisions of Ohio law applicable to distributions to policyholders upon the dissolution or liquidation of a domestic mutual life insurance company.

SEVENTH. Section 1. The corporate powers of the Corporation shall be exercised by, and the business and affairs of the Corporation shall be under the control of, a Board of Directors ("Board") comprised of 3 (three) natural persons.

Section 2. The directors shall be Members of the Corporation and at least eighteen years of age. At least three of the directors shall be persons who do not simultaneously serve as directors of, and who are not officers or employees of, any other corporation (an "Affiliated Corporation") which is a member of the insurance holding company system of which the Corporation is a member as defined in Section 3901.32 of the Ohio Revised Code. A majority of the directors shall be persons who are not officers or employees of the Corporation or of any Affiliated Corporation. Vacancies shall be filled by the Board. Other qualifications, if any, of the directors shall be as prescribed by the laws of Ohio.

Section 3. The directors (other than those named below in Section 5) shall be elected by the Members entitled to vote, either in person or by proxy, at an annual meeting to be held at the principal office of the Corporation on the [day] in [month] of each year at [time] prevailing local time or at such other time and place within or without the State of Ohio as may be set forth in an advance written notice to Members conforming with the requirements of Ohio law. All special meetings of Members shall be held at such time and place within or without the State of Ohio as may be set forth in an advance written notice to Members conforming to the requirements of Ohio law. Each director shall be elected for a term expiring at the next ensuing annual meeting of Members.

Section 4. No director may be removed from office other than for incapacity or for cause, except upon the vote of at least two-thirds of the Members present in person or by proxy at the annual meeting of Members or at a special meeting of Members called for the purpose of electing or removing directors.

Section 5. The initial directors of the Corporation shall be those persons specified below:

John H. Jacobs
Lawrence R. Pike
Dudley S. Taft

EIGHTH. The Corporation shall, to the fullest extent permitted by the provisions of the Ohio Revised Code, as the same may be amended and supplemented, indemnify and hold harmless any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, member, manager, or agent of another corporation, domestic or foreign, nonprofit or for profit, a limited liability company, or a partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and

reasonably incurred by him in connection with such action, suit, or proceeding. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified hereunder may be entitled and this indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

NINTH. These Articles of Incorporation may be amended from time to time in any manner which may now or hereafter be permitted by the Ohio Revised Code at any annual or special meeting of the Members by the affirmative vote of two-thirds of the Members present and voting at the meeting.

Pursuant to the Resolution of the Board of Directors of The Union Central Life Insurance Company authorizing the filing of these proposed Articles of Incorporation for Union Central Mutual Holding Company (the proposed mutual insurance holding company), and pursuant to Section 3913.26(G)(4) of the Ohio Revised Code, the undersigned Chairman of the Board, President and Chief Executive Officer and the undersigned Secretary of The Union Central Life Insurance Company have signed their names to these proposed Articles of Incorporation on this _____ day of _____, 2005.

John Jacobs
Chairman of the Board, President and
Chief Executive Officer

David F. Westerbeck
Secretary



EXHIBIT H
Form of Code of Regulations of Union Central MHC

CODE OF REGULATIONS

OF

UNION CENTRAL MUTUAL HOLDING COMPANY

ARTICLE I

MEMBERS

Section 1.1 Annual and Special Meetings. The annual meeting of Members shall be held at the principal office of the Corporation in the City of Cincinnati, Ohio on the date fixed in the Corporation's Articles of Incorporation, or at such other time and place within or without the state of Ohio as may be set forth in advance written notice to Members meeting the requirements of Ohio law. Special meetings of Members may be held upon call by the Chairman of the Board or by a majority of the directors. The Chairman of the Board shall preside as Chairman at the meetings of Members.

Section 1.2 Members. Members are entitled to vote as provide in the Corporation's Articles of Incorporation.

Section 1.3 Proxy. Members may vote in person or by proxy.

Section 1.4 Notice of Annual and Special Meetings. (a) Notice of the annual meetings shall be given to all Members entitled to vote by printing the notice thereof on each policy issued by The Union Central Life Insurance Company ("Union Central Life"). References in such policies to meetings of Members of Union Central Life, from and after the conversion of Union Central Life to a stock life insurance company owned by the Corporation as a mutual insurance holding company, shall be deemed to refer to meetings of Members of the Corporation. No other notice shall be required to be given to any Member. Any notice prescribed above may also be given to a Member by printing the same on any premium notice or premium receipt issued to such Member. Such annual meeting may be adjourned to another time or place, and no notice as to such adjourned meeting need be given if the time and the place to which it is adjourned are fixed and announced at such meeting.

(b) Notice of a special meeting shall be given by publication at least once a week for four consecutive weeks in a newspaper published and of largest circulation in the Ohio counties of Cuyahoga, Franklin, Hamilton, and Lucas, in the county in the State of Ohio in which Union Central Life has its principal office, and in the state capital of each state of the United States in which the Corporation maintains an office or agency for the solicitation of insurance, with the first of such four consecutive notices to be published not less than thirty nor more than ninety days prior to the date of the meeting. In addition, the Corporation may, but shall not be required to, give further notice of a special meeting to some, but not all, of the Members by personal delivery or by mail not less than thirty nor more than ninety days before the date of the meeting to any Member entitled to notice of the meeting by or at the direction of the Board of Directors. If the notice is mailed to any Member, such notice shall be addressed to the Member at his address as it appears on the records of the Corporation or Union Central Life. The notice of a special meeting, whether given by publication, personal delivery, or mail, shall state the time, place (within or without the State of Ohio), and purpose or purposes of the meeting. No business shall be transacted at any such special meeting except that stated in the notice thereof. Special meetings shall be held at the home office of the Corporation, unless otherwise provided by action of the Board of Directors. Such special meetings may be adjourned to another time and place, and no notice as to such adjourned meeting need be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 1.5 Quorum. Those Members entitled to vote who are present in person or by proxy at a meeting of Members shall constitute a quorum for the transaction of business.

Section 1.6 Nominations to Board. The Board shall nominate persons who are or will become Members for election as directors to serve for terms commencing at the following annual meeting of the Members. Nominations shall be made at least sixty days before the date of the annual meeting of the Members at which the persons nominated are to be voted upon, except that a vacancy in the list of nominees caused by the death, resignation or removal of a nominee may be filled at any time prior to such annual meeting of the Members.

Section 1.7 Other Nominations. Other nominations for election to the Board for terms commencing at an annual meeting of Members may be made by petition containing the signatures of not less than five thousand Members entitled to vote at such election. Each such nominee shall be or become a Member of the Corporation. Such petition shall be filed with the Secretary of the Corporation at its principal office not later than one hundred twenty days before the date of the annual meeting of Members at which the persons therein nominated are to be voted upon. Each petition shall be accompanied by a statement giving the name, residence and business address, and the qualifications, including business and professional affiliations, of each nominee, and a written acceptance of the nomination filed for each nominee. In order that the Members may be informed adequately about the persons so nominated, the Corporation shall send by first-class United States mail to each Member entitled to vote at the next annual meeting of Members the information furnished by the candidates as required by the preceding sentence. Such notice shall be mailed not less than sixty days before the date of the annual meeting at which the election is to be held. All costs incidental to preparing and mailing said notice and information shall be borne by the candidate. The Board shall at the same time furnish to Members similar information about the persons nominated by the Board.

Section 1.8 Inspectors of Election. At all meetings for the election of directors the Chairman shall appoint two inspectors of election who shall have the powers and perform the duties provided by the Ohio Revised Code for inspectors of elections, provided that no person who is a candidate for the office of director shall be appointed as an inspector.

ARTICLE II

DIRECTORS

Section 2.1 Vacancies. Vacancies in the Board shall be filled by a majority vote of the remaining directors. In the event of the expiration of the term of any director concurrent with the director's resignation or termination as an officer of the Corporation, a vacancy shall be deemed to exist in the class of which the director was a member.

Section 2.2 Notice and Call of Meetings. The Board shall hold regular meetings not less frequently than quarterly on dates and at times fixed by the Board. The Chief Executive Officer, the Executive Committee or a majority of the members of the Board may convene special meetings of the Board at any time. Notice of any meeting of the Board shall be given to each director not less than five days prior to the date of the meeting by delivery to the director or by depositing it in the mail addressed to the director at the director's address appearing on the books of the Corporation, but such notice may be waived by any director in writing. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting. Meetings of the directors or of committees of the directors may be held through the use of any form of communications equipment if all persons participating can hear each other person participating. Participation in such a meeting shall constitute presence at the meeting.

Section 2.3 Quorum. A majority of the directors then in office shall constitute a quorum for a meeting of the directors. The act of a majority of the directors present at a meeting at which a quorum is present is the act of the Board.

Section 2.4 Compensation. The compensation of the Chairman of the Board, the Chief Executive Officer and the President shall be fixed by the Board. All other salaries may either be fixed by the Board of Directors or the Executive Committee or be fixed in accordance with such regulations or orders as the Board of Directors or the Executive Committee shall prescribe.

ARTICLE III

COMMITTEES

Section 3.1 Committees. The Board may establish any other committees as the Board may deem advisable, subject to the provisions of the Ohio Revised Code.

ARTICLE IV

OFFICERS

Section 4.1 Designation. The officers of the Corporation shall consist of a Chairman of the Board, a Chief Executive Officer, a President, who shall be a member of the Board, one or more Vice Presidents, a Secretary, a Treasurer, a Comptroller, an Auditor and such other officers as the Board of Directors from time to time may determine.

Section 4.2 Term. Officers shall hold office for such period of time as the Board of Directors may designate.

Section 4.3 Removal and Vacancies. The Board may remove or suspend any officer without cause and without notice. Vacancies may be filled by the Board at any time.

Section 8.02. Multiple Offices. Any two offices may be held simultaneously by the same person, except that the Chairman, Chief Executive Officer or President may not simultaneously serve as a Vice President.

ARTICLE V

DUTIES OF OFFICERS

Section 5.1 Chairman of the Board. The Chairman of the Board of Directors shall preside at all meetings of the Board and perform such other duties as may be delegated to him from time to time by the Board.

Section 5.2 Chief Executive Officer. The Chief Executive Officer shall be the chief executive officer of the Corporation. He shall have general supervision and control of the business of the Corporation. All other officers shall act under his direction and he may assign or distribute duties or authority among officers and employees. The Chief Executive Officer may designate the officer who shall act in his place in his absence.

Section 5.3 President. The President shall be the chief operating officer of the Corporation. He shall have general and active management of the business of the Corporation as determined by the Chief Executive Officer.

Section 5.4 Vice Presidents. The Vice Presidents, under the direction of the Chief Executive Officer, shall assist in the management of the Corporation and shall perform such duties as may be assigned to them.

Section 5.5 Secretary. The Secretary shall keep the minutes of the meetings of the Board and of Members. He shall perform such other duties as may be assigned to him.

Section 5.6 Treasurer. The Treasurer shall perform the usual duties of such office and such other duties as may be assigned to him.

Section 5.7 Comptroller. The Comptroller shall perform the usual duties of such office and such other duties as may be assigned to him.

Section 5.8 Auditor. The Auditor shall perform the usual duties of such office and such other duties as may be assigned to him.

ARTICLE VI

MERGER AND CONSOLIDATION

Section 6.1 Merger and Consolidation. The Corporation shall merge with and into Ameritas Acacia Holding Company pursuant to the Plan of Reorganization of Union Central Life Insurance Company, dated as of _____, 2005, assuming that the conditions precedent to such merger set forth in such plan are satisfied or waived.

ARTICLE VII

AMENDMENT

Section 7.1 Amendment. These Regulations may be amended at any regular or special meeting of the Board of Directors by a majority of all the directors or in a writing signed by all the directors, provided, however, that the Board of Directors may not amend or alter Article VIII or this Section 7.1 of these Regulations, and such Article may be amended or altered only by the affirmative vote of two-thirds of the Members present and voting at any annual or special meeting of Members.

ARTICLE VIII

INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the provisions of the Ohio Revised Code, as the same may be amended and supplemented, indemnify and hold harmless any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee, member, manager, or agent of another corporation, domestic or foreign, nonprofit or for profit, a limited liability company, or a partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified hereunder may be entitled and this indemnification shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. Any action, suit or proceeding to determine a claim for indemnification under this Article may be maintained by the person claiming such indemnification, or by the Corporation, in the Court of Common Pleas of Hamilton County, Ohio. The Corporation and (by claiming such indemnification) each such person consent to the exercise of jurisdiction over its or his person by the Court of Common Pleas of Hamilton County, Ohio in any such action, suit or proceeding.

ARTICLE IX

MISCELLANEOUS

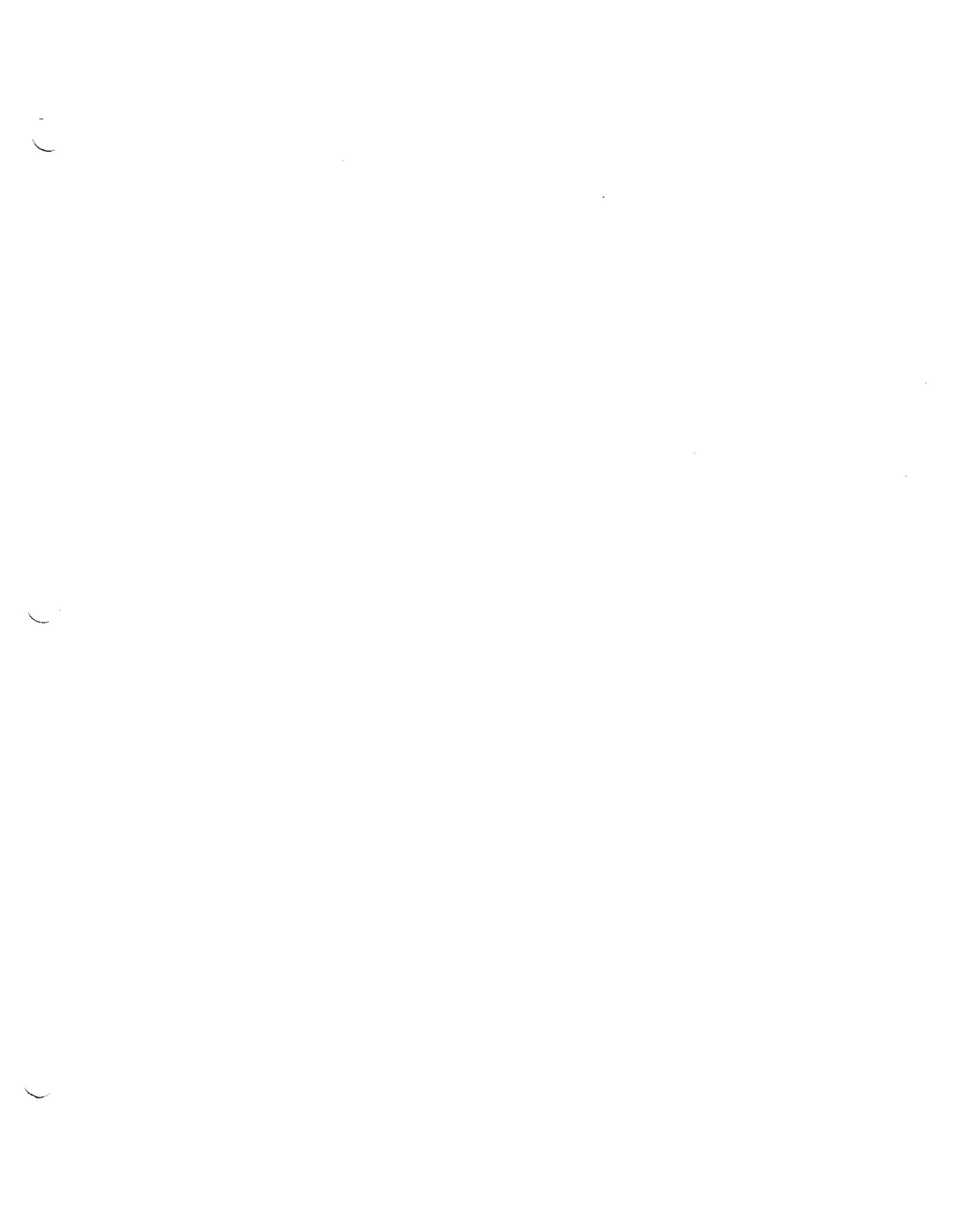
Section 9.1 Gender. Any title or name used herein which may be viewed as gender specific (such as "Chairman"), shall be deemed to include, and may be referred to in, its gender neutral or opposite gender form (such as "Chairperson", "Chair" or "Chairwoman") as the Board or officeholder may deem appropriate.

Section 9.2 Compensation. Directors and members of the Executive Committee and other committees shall be entitled to such compensation and to such reimbursement or allowance for the expense of attending meetings of the Board or its committees as may be determined by the Board, or otherwise prescribed.

Pursuant to the Resolution of the Board authorizing the filing of these proposed Code of Regulations of the Corporation and pursuant to Section 3913.26(G)(4) of the Ohio Revised Code, the undersigned Chairman of the Board, President and Chief Executive Officer and the undersigned Secretary of the Corporation have signed their names to these proposed Code of Regulations on this _____ day of _____, 2005.

John Jacobs
Chairman of the Board, President and
Chief Executive Officer

David F. Westerbeck
Secretary



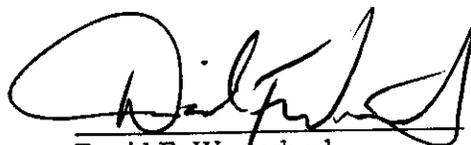
CERTIFICATION

STATE OF OHIO)
)
COUNTY OF HAMILTON)

I, David F. Westerbeck, Secretary of The Union Central Life Insurance Company (the "Company"), hereby certify that the documents listed below and attached hereto, which are subject to the approval of the Ohio Department of Insurance pursuant to Sections 3913.25 through 3913.38 of the Ohio Revised Code, and the execution and delivery thereof on behalf of the Company, were duly authorized and approved by the Board of Directors of The Union Central Life Insurance Company by resolutions adopted at a special meeting held on July 20, 2005:

- (i) Amended and Restated Articles of Incorporation of The Union Central Life Insurance Company
- (ii) Amended and Restated Code of Regulations of The Union Central Life Insurance Company
- (iii) Articles of Incorporation of Union Central Mutual Holding Company
- (iv) Code of Regulations of Union Central Mutual Holding Company

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the Company, this 21st day of July, 2005, in Cincinnati, Ohio.



David F. Westerbeck
Secretary

(Seal)