

**BEFORE THE COMMISSIONER OF COMMERCE AND INSURANCE
OF THE STATE OF TENNESSEE**

IN THE MATTER OF:)
)
THE MERGER OF) **No.: 10-025**
CITIZEN'S ACCIDENT AND HEALTH INSURANCE COMPANY)
WITH AND INTO)
PROTECTIVE LIFE INSURANCE COMPANY)

ORDER APPROVING PLAN OF MERGER

On the 19th day of May, 2010, a hearing was held before the Commissioner of Commerce and Insurance (hereinafter referred to as "Commissioner") to consider the Agreement and Plan of Merger filed by Protective Life Insurance Company, to merge Citizen's Accident and Health Insurance Company, an Arizona domiciled insurance company, with and into Protective Life Insurance Company, a Tennessee domiciled insurance company. Larry Knight, Assistant Commissioner for Insurance, heard the matter.

These Findings of Fact and Conclusions of Law issue as a result of such filing:

FINDINGS OF FACT

1. Protective Life Insurance Company (hereinafter referred to as "Protective") is a Tennessee domestic insurance company duly authorized to transact insurance business in Tennessee. Protective's principal place of business is 1620 Westgate Circle, Suite 200, Brentwood, Tennessee 37027-8035.

2. Citizen's Accident and Health Insurance Company (hereinafter referred to as "Citizen's") is an Arizona domestic insurance company. Citizen's statutory home office is 2999 North 44th Street, Suite 250, Phoenix, AZ 85018.

3. Citizen's is a wholly-owned subsidiary of Protective, and Protective is a wholly-owned subsidiary of Protective Life Corporation, a corporation organized under the laws of the State of Delaware (hereinafter referred to as "Protective Life").

4. The proposed plan of merger, as filed with the Department of Commerce and Insurance (hereinafter referred to as "Department"), calls for Citizen's to merge with and into Protective, with Protective being the surviving entity.

5. On and after the effective date of the merger, Protective will continue to be a wholly-owned subsidiary of Protective Life and will continue to operate as a Tennessee insurance company and be subject to and governed by the laws of the State of Tennessee as such.

6. The constituent companies have filed with the Commissioner all of the materials contemplated and required for the proposed acquisition by Tenn. Code Ann. § 56-10-104.

7. The plan of merger will not tend to affect adversely the financial stability, management, general capacity, or intention to continue the safe and prudent transaction of insurance business of Protective, the Tennessee domestic insurance company which is a party to the plan.

8. The fulfillment of the plan of merger will not affect either the contractual obligations of Protective, the Tennessee domestic insurance company which is a party to the plan, to its policyholders, or the ability or tendency of Protective to render service to its policyholders in the future.

9. The terms and conditions of the plan or merger are consistent with law and are fair and reasonable.

CONCLUSIONS OF LAW

10. Tenn. Code Ann. § 56-10-104(c) provides the commissioner shall approve any plan of merger filed under Title 56, Chapter 10, after a public hearing thereon, the commissioner finds that:

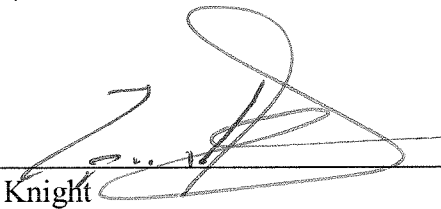
- (A) The plan of merger will not tend to affect adversely the financial stability, management, general capacity or intention to continue the safe and prudent transaction of insurance business any domestic insurance company which is a party to the plan;
- (B) The fulfillment of the plan of merger will not affect either the contractual obligations of any domestic insurance company which is a party to the plan to its policyholders, or the ability or tendency of such company to render service to its policyholders in the future; and
- (C) The terms and conditions of the plan of merger are consistent with law and are fair and reasonable.

11. Applying the standards delineated in Tenn. Code Ann. § 56-10-104(c)(1)-(3) to the proposed transaction, as established by the filing made in this matter, the Findings of Fact contained herein, and the record taken as a whole, the proposed transactions meets the statutory standards for approval by the Commissioner.

ORDER

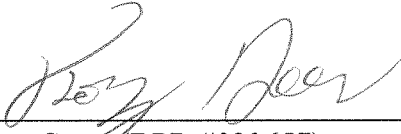
Accordingly, based upon the above Findings of Fact and Conclusions of Law, it is hereby **ORDERED** that the plan of merger filed by Protective Life Insurance Company to merge Citizen's Accident and Health Insurance Company with and into Protective Life Insurance Company is **APPROVED**.

ENTERED this the 19 day of may, 2010.



Larry Knight
Assistant Commissioner for Insurance
State of Tennessee
Department of Commerce and Insurance

APPROVED FOR ENTRY:



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