

In the Matter of the Acquisition of Control
of Southern Life and Health Insurance Company
by C. Brent Haggard and Universal Fidelity Life Insurance Company

List of Exhibits – Case No. 20-C43728

- Ex. 1 List of Exhibits in the Matter of the Acquisition of Control of Southern Life and Health Insurance Company by C. Brent Haggard and Universal Fidelity Life Insurance Company (Case No. 20-C43728)
- Ex. 2 Cover letter to the Form A from Jed A. Roher, Husch Blackwell LLP, to Amy Malm, OCI, dated August 4, 2020
- Ex. 3 Form A "Statement Regarding the Acquisition of Control or Merger with a Domestic Insurer" dated August 4, 2020 by Universal Fidelity Life Insurance Company
- Ex. 4 Exhibit A – Part 1 – Stock Purchase Agreement dated July 9, 2020 by and between Honor Capital Corp. and Universal Fidelity Life Insurance Company **[CONFIDENTIAL]**
- Ex. 5 Exhibit A – Part 1 – Stock Purchase Agreement dated July 9, 2020 by and between Honor Capital Corp. and Universal Fidelity Life Insurance Company **[REDACTED]**
- Ex. 6 Exhibit A – Part 2 – Disclosure Schedules to the Stock Purchase Agreement **[CONFIDENTIAL]**
- Ex. 7 Exhibit A – Part 2 – Disclosure Schedules to the Stock Purchase Agreement **[REDACTED]**
- Ex. 8 Exhibit B - Organizational Chart of Universal Fidelity Life Insurance Company
- Ex. 9 Exhibit C - Biographical Affidavits of directors and officers of Universal Fidelity Life Insurance Company, including those for C. Brent Haggard, Brian L. Baxter, Kyle D. Conrad, Jodi M. Cooper, Lorene A. Hay, Penney L. Stewart, and Steven E. Taylor **[CONFIDENTIAL]**
- Ex. 10 Exhibit D – Part 1 – Current Articles of Incorporation of Southern Life and Health Insurance Company
- Ex. 11 Exhibit D – Part 2 – Current Bylaws of Southern Life and Health Insurance Company
- Ex. 12 Exhibit E - Three-Year Financial Projection for Southern Life and Health Insurance Company **[CONFIDENTIAL]**

- Ex. 13 Exhibit F – Post-Acquisition Business Plan for Southern Life and Health Insurance Company prepared by Universal Fidelity Life Insurance Company [**CONFIDENTIAL**]
- Ex. 14 Exhibit G - Memorandum Agreement between Universal Fidelity Life Insurance Company and Fletcher Financial Inc. [**CONFIDENTIAL**]
- Ex. 15 Exhibit G - Memorandum Agreement between Universal Fidelity Life Insurance Company and Fletcher Financial Inc. [**REDACTED**]
- Ex. 16 Exhibit H – Part 1 – Statutory Basis Audited Financial Statements of Universal Fidelity Life Insurance Company as of December 31, 2015 and 2014
- Ex. 17 Exhibit H – Part 2 – Statutory Basis Audited Financial Statements of Universal Fidelity Life Insurance Company as of December 31, 2016 and 2015
- Ex. 18 Exhibit H – Part 3 – Statutory Basis Audited Financial Statements of Universal Fidelity Life Insurance Company as of December 31, 2017 and 2016
- Ex. 19 Exhibit H – Part 4A – Statutory Basis Audited Financial Statements of Universal Fidelity Life Insurance Company as of December 31, 2018 and 2017
- Ex. 20 Exhibit H – Part 4B – Continuation of Notes to Financial Statements for the Statutory Basis Audited Financial Statements of Universal Fidelity Life Insurance Company as of December 31, 2018 and 2017
- Ex. 21 Exhibit H – Part 4C – Schedule of Selected Statutory Basis Financial Data for the Statutory Basis Audited Financial Statements of Universal Fidelity Life Insurance Company as of December 31, 2018 and 2017
- Ex. 22 Exhibit H – Part 5 – Statutory Basis Audited Financial Statements of Universal Fidelity Life Insurance Company as of December 31, 2019 and 2018
- Ex. 23 Exhibit I - Seller Board Resolutions approving the Stock Purchase
- Ex. 24 Exhibit J - Applicant Board Resolutions approving the Stock Purchase
- Ex. 25 Form D – Prior Notice of a Transaction by Universal Fidelity Life Insurance Company on behalf of Southern Life and Health Insurance Company dated August 4, 2020
- Ex. 26 Ex. A to the Form D – Administration and Services Agreement by and between Southern Life and Health Insurance Company and Universal Fidelity Life Insurance Company [**CONFIDENTIAL**]

- Ex. 27 Ex. A to the Form D – Administration and Services Agreement by and between Southern Life and Health Insurance Company and Universal Fidelity Life Insurance Company **[REDACTED]**
- Ex. 28 Form AA – Consent to Jurisdiction Statement dated August 4, 2020 by Universal Fidelity Life Insurance Company on behalf of Southern Life and Health Insurance Company
- Ex. 29 Letter to C. Brent Haggard, Chairman, President and Chief Executive Officer of Universal Fidelity Life Insurance Company, with a copy to Jed Roher, Husch Blackwell LLP, from Steven J. Junior, OCI, dated September 1, 2020, together with the e-mail conveying the same
- Ex. 30 Letter to Steven J. Junior, OCI, from Jed A. Roher, Husch Blackwell LLP, dated September 10, 2020, in response to the September 1, 2020 inquiry from Steven J. Junior, OCI, with public information described
- Exhibit 30A – E-mail to Steven J. Junior, OCI, from Jed A. Roher, Husch Blackwell LLP, with copies to Amy Malm, C. Brent Haggard, and Kyle Conrad dated September 10, 2020, transmitting information for which confidentiality was not being requested
- Exhibit 30B – Attachment #1A – Post-Acquisition Risk-Based Capital Calculation of Southern Life and Health Insurance Company as if completed on December 31, 2019
- Exhibit 30C – Attachment #1B – Excerpt of Risk-Based Capital Calculation of Southern Life and Health Insurance Company as of December 31, 2019
- Exhibit 30D – Attachment #12 – Revised Administration and Services Agreement by and between Southern Life and Health Insurance Company and Universal Fidelity Life Insurance Company
- Exhibit 30E – E-mail to Steven J. Junior, OCI, from Jed A. Roher, Husch Blackwell LLP, with copies to Amy Malm, C. Brent Haggard, and Kyle Conrad dated September 10, 2020, transmitting information for which confidentiality was requested
- Exhibit 30F – Letter to Steven J. Junior, OCI, from Jed A. Roher, Husch Blackwell LLP, dated September 10, 2020, in response to the September 1, 2020 inquiry from Steven J. Junior, OCI, describing and conveying confidential information **[CONFIDENTIAL]**
- Exhibit 30G – Attachment 6A – Mutual Non-Disclosure, Confidentiality and Proprietary Rights Agreement by and between Southern Life and Health Insurance Company and Universal Fidelity Life Insurance Company dated October 10, 2019 **[CONFIDENTIAL]**
- Exhibit 30H – Attachment 6B – Amendment No. 1 to the Mutual Non-Disclosure, Confidentiality and Proprietary Rights Agreement by and

between Southern Life and Health Insurance Company and Universal Fidelity Life Insurance Company dated May 29, 2020 **[CONFIDENTIAL]**

Exhibit 30I – Attachment #7 – Personal balance sheet as of C. Brent Haggard as of December 31, 2019, with personal attestation as to its accuracy and integrity **[CONFIDENTIAL]**

Exhibit 30J – Attachment #8a – Financial Statements as of December 31, 2019 for CBH Management Services Inc.; Seneca International Ltd.; Universal Fidelity Services LLC; Legend Insurance Agency LLC; and GR Phronesis Inc. **[CONFIDENTIAL]**

Exhibit 30K – Attachment 8d – Financial Statements as of December 31, 2019 for Universal Fidelity Administrators Company **[CONFIDENTIAL]**

Exhibit 30L – Attachment 8e – Financial Statements as of December 31, 2019 for Universal Capital Company LLC **[CONFIDENTIAL]**

Exhibit 30M – E E-mail to Steven J. Junior, OCI, from Jed A. Roher, Husch Blackwell LLP, with copies to Amy Malm, C. Brent Haggard, and Kyle Conrad dated September 10, 2020, transmitting suggested revisions to Stipulation and Order

Exhibit 30N – Redlined Stipulation and Order with suggested revisions

Exhibit 30O – Clean Copy of Stipulation and Order with suggested revisions

- Ex. 31 Notice of Hearing in the Matter of Case No. 20-C43723, including the cover letter thereto
- Ex. 32 E-Mail to C. Brent Haggard, Chairman, President and Chief Executive Officer of Universal Fidelity Life Insurance Company, and Jed Roher, Husch Blackwell LLP, from Steven J. Junior, OCI, dated September 21, 2020, with draft Case Recommendation Memorandum; draft post-acquisition stipulation and order; draft List of Exhibits; draft Waiver for C. Brent Haggard and Universal Fidelity Life Insurance Company; and draft Waiver for Geneve Holdings, Inc., Honor Capital Corp., and Southern Life and Health Insurance Company
- Ex. 33 Response to the September 21, 2020 e-mail from Steven J. Junior, OCI, together with any suggested edits to the draft documents attached thereto
- Ex. 34 OCI Recommendation Memorandum for Case No. 20-C43728
- Ex. 35 Stipulation and Order in the Matter of Southern Life and Health Insurance Company, C. Brent Haggard, and Universal Fidelity Life Insurance Company (Case No. 20-C43728) for execution following the closing of the acquisition of control

Ex. 36 Confidential Addendum to the OCI Recommendation Memorandum for
Case No. 20-C43728 **[CONFIDENTIAL]**