

BEFORE THE INSURANCE COMMISSIONER  
OF THE  
COMMONWEALTH OF PENNSYLVANIA

In Re:	:	Pursuant to Section 2425 of the
	:	Act of 1921, May 17, P.L. 682, No.
Application of GBU Financial Life	:	284, art. XXIV, <u>as amended</u> ,
Request for Approval for the Merger of	:	40 P.S. §991.2425, also known as the
The Hungarian Reformed Federation of	:	Fraternal Benefit Societies Code
America with and into GBU Financial	:	
Life	:	
	:	Order No. ID-RC-11-35

DECISION AND ORDER

AND NOW, on this 12th day of December, 2011, Michael F. Consedine, Insurance Commissioner of the Commonwealth of Pennsylvania (“Commissioner”), hereby makes the following Decision and Order:

Pursuant to the Fraternal Benefit Societies Code and in consideration of the documents, presentations and reports received, as well as other inquiries and studies as permitted by law, the Commissioner hereby makes the following findings of fact:

FINDINGS OF FACT

1. The Hungarian Reformed Federation of America (“HRFA”) is a foreign admitted fraternal society organized under the laws of the District of Columbia, with its principal place of business in Washington, D.C.
2. GBU Financial Life (“GBU”) is a fraternal society organized under the laws of the Commonwealth of Pennsylvania, with its principal place of business in Pittsburgh, Pennsylvania.
3. On November 28, 2011, the Insurance Department of the Commonwealth of Pennsylvania (“Department”) received an initial application (which together with all material received subsequently is hereinafter collectively referenced as “Application”) from GBU for approval to merge with HRFA.
4. As specified in the Application, HRFA will merge with and into GBU, with GBU being the surviving entity.

5. The Application was filed pursuant to and in accordance with Section 2425 of the Fraternal Benefit Societies Code (“Code”), also known as 40 P.S. §991.2425.
6. In accordance with Section 2425(a)(1) of the Code, a certified copy of the written contract of merger is contained in the Application.
7. In accordance with Section 2425(a)(2) of the Code, HRFA and GBU have provided the required financial statements.
8. In accordance with Section 2425(a)(3) of the Code, HRFA and GBU have provided the required certified statements that the merger has been approved by a two-thirds vote of the governing body of each society.
9. In accordance with Section 2425(a)(4) of the Code, HRFA and GBU have provided the required evidence that the text of the contract of merger was provided to all members of each society at least sixty days prior to the action of the supreme governing body of each society.
10. If any of the above Findings of Fact are determined to be Conclusions of Law, they shall be incorporated in the Conclusions of Law as if fully set forth therein.

#### CONCLUSIONS OF LAW

1. Section 2425 of the Code specifies that the Commissioner has jurisdiction over the parties and subject matter of this proceeding.
2. In accordance with Section 2425(b) of the Code, the Commissioner, based on said Application, finds that:
  - a) the Application was properly filed pursuant to and in accordance with the Code,
  - b) the contract is in conformity with the provision of the Code,
  - c) the financial statements are correct, and
  - d) the merger is just and equitable to the members of each society.
3. If any of the above Conclusions of Law are determined to be Findings of Fact, they shall be incorporated in the Findings of Fact as if fully set forth therein.

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ORDER

Upon consideration of the foregoing, the Commissioner hereby makes the following Order:

An approving determination for the merger of The Hungarian Reformed Federation of America with and into GBU Financial Life (“GBU”) as set forth in the Application is hereby granted, subject to this Order and the following conditions:

1. GBU shall file a copy of the final merger documents with the Insurance Department within 5 days of the date of merger.
2. This transaction may be recorded as effective for accounting purpose as of the first day of the calendar quarter in which the merger is consummated.

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Michael F. Consedine  
Insurance Commissioner  
Commonwealth of Pennsylvania