

**ARTICLES OF DISSOLUTION
OF
AMERICAN GROWERS INSURANCE COMPANY**

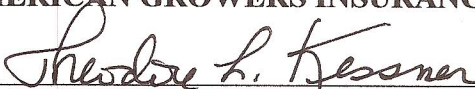
The undersigned, Special Deputy Liquidator of **AMERICAN GROWERS INSURANCE COMPANY**, a Nebraska insurance corporation, ("the Company") hereby memorializes the dissolution of the Company and states:

1. The name of the Company is **AMERICAN GROWERS INSURANCE COMPANY**.
2. On February 28, 2005, the District Court of Lancaster County, Nebraska (the "Liquidation Court") entered an Order of Liquidation, Declaration of Insolvency and Injunction (the "Order of Liquidation") in Case No. CI 05-714 for the Company pursuant to the provisions of the Nebraska Insurers Supervision, Rehabilitation and Liquidation Act, *Neb.Rev.Stat.* 44-4801 et seq. ("the Act").
3. Pursuant to 44-4821 of the Act and the Order of Liquidation, the undersigned was appointed Special Deputy Liquidator of the Company.
4. All of the actions required to liquidate the Company have been completed and there are no suits pending against the Company.
5. On September 24, 2014, the Liquidation Court entered a Discharge Order which, in part, dissolved the corporate existence of the Company pursuant to 44-4820(1) of the Act. A certified copy of the Discharge Order is attached hereto as Exhibit A

Dated September 24, 2014

AMERICAN GROWERS INSURANCE COMPANY

By



Theodore L. Kessner

Special Deputy Liquidator

**STATE OF NEBRASKA
DEPARTMENT OF INSURANCE**

SEP 24 2014

APPROVED

IN THE DISTRICT COURT OF LANCASTER COUNTY, NEBRASKA

STATE OF NEBRASKA, ex rel.)
BRUCE RAMGE,)
DIRECTOR OF INSURANCE OF)
THE STATE OF NEBRASKA,)
)
Petitioner,)
)
vs.)
)
AMERICAN GROWERS)
INSURANCE COMPANY)
(In Liquidation),)
)
Respondent.)

Case No. CI 05-714

**ORDER APPROVING ACTIVITY
REPORT AND TERMINATION OF
LIQUIDATION PROCEEDINGS**

This matter came on for consideration of Application No. 32 of Theodore L. Kessner, Special Deputy Liquidator (“Deputy Liquidator”) of American Growers Insurance Company, In Liquidation (“American Growers”) for an Order approving the Activity Report attached to the Application as Exhibit 81 (the “Activity Report”) and for a Discharge Order pursuant to § 44-4846 of the Nebraska Insurers Supervision, Rehabilitation and Liquidation Act (the “Act”). Present were Theodore L. Kessner (Deputy Liquidator) and Lawrence F. Harr (counsel for the Liquidator).

Based upon the testimony presented and being duly advised, the Court finds that the Activity Report of the Deputy Liquidator should be accepted and the Deputy Liquidator’s Application No. 32 should be granted.


LANCASTER COUNTY
2014 SEP 24 AM 11 14
CLERK OF THE
DISTRICT COURT

IT IS THEREFORE APPROVED, ORDERED, ADJUDGED AND DECREED that:

1. The actions of the Liquidator, Deputy Liquidator, and his predecessor as set forth in reports filed under these proceedings, including the Activity Report, are accepted and approved as being within the powers and duties of the Office of the Liquidator and provisions of the Act.
2. It is further ordered that all creditors, policyholders, equity holders, officers, directors and all other persons or entities of any type or nature are hereby permanently enjoined from bringing, asserting or otherwise pursuing any claim, suit, demand, offset, proceeding, or other legal process of any kind or nature against American Growers, the Director of the Nebraska Department of Insurance as statutory Liquidator, his predecessor, their designees, agents, attorneys or other representatives with respect to these liquidation proceedings.
3. It is further ordered that the corporate existence of American Growers is hereby dissolved pursuant to Neb. Rev. Stat. § 44-4820 (1) and all obligations of the company shall end with the entry of this Order.
4. It is further ordered that American Growers' liquidation estate is hereby closed and the liquidation proceedings are hereby terminated effective with the entry of this Order with the Court retaining jurisdiction to reopen the proceedings pursuant to § 44-4847 of the Act.
5. It is further ordered that Bruce R. Ramage, Director of Insurance of the State of Nebraska, in his capacity as statutory Liquidator, Theodore L. Kessner, Deputy Liquidator, and his predecessor, Paul Adams, their designees, agents, attorneys and representatives, and Allen L. Overcash, Court appointed Referee, are hereby discharged from all liabilities and responsibilities relating to the administration of the American Growers' liquidation estate.

6. It is further ordered that all documents and records with respect to American Growers under these liquidation proceedings shall be transferred into the custody of the Nebraska Department of Insurance not later than June 30, 2015 to be maintained in accordance with the Department's document retention of instruction policies, as amended from time to time.

DATED: September 24, 2014


By the Court
Jodi L. Nelson, District Judge

Prepared and Submitted by:

Lawrence F. Harr #11719
LAMSON, DUGAN and MURRAY, LLP
10306 Regency Parkway Drive
Omaha, NE 68114
(402) 397-7300

TROY L. HAWK
CLERK of the DISTRICT COURT
LANCASTER COUNTY
575 South 10th Street
Lincoln, Nebraska 68508-2810
402-441-7328/FAX 402-441-6190

IN THE DISTRICT COURT OF LANCASTER COUNTY, NEBRASKA

--CERTIFICATE--

I, Troy L. Hawk, Clerk of the District Court of Lancaster County, Nebraska,
do hereby certify that the foregoing is/are a full and correct copy/copies of the original
instrument(s) duly filed and of record in this Court. This Certificate, which bears the
seal of the District Court of Lancaster County, State of Nebraska, USA, was signed on

SEP 24 2013



By: _____

Troy L. Hawk
Troy L. Hawk, Clerk of the District Court