

**BEFORE THE COMMISSIONER OF INSURANCE
OF THE STATE OF KANSAS**

In the Matter of the Redomestication of)
FINANCIAL AMERICAN LIFE) **Docket No. 3235-R**
INSURANCE COMPANY)

ORDER OF REDOMESTICATION

NOW on this 29th day of March, 2004, the above matter comes before the Commissioner of Insurance of the State of Kansas.

Financial American Life Insurance Company (“Financial American”), an Illinois stock insurer admitted as a foreign insurer to do business in Kansas, has applied to transfer its place of domicile from Illinois to Kansas pursuant to K.S.A. 40-2,162.

Financial American is represented by its attorney, Robert B. Sullivan, Esq., Polsinelli, Shalton, Welte. The Kansas Insurance Department is represented by John W. Campbell, General Counsel, and Deletria L. Nash, Staff Attorney. Also appearing for the Kansas Insurance Department are Don Gaskill, Director of the Financial Surveillance Division and Mark Owens, Financial Analyst.

All parties are relying on documentary and contractual representations filed with the Kansas Insurance Department.

WHEREUPON the Commissioner makes the following:

Findings of Fact and Conclusions of Law

1. Financial American has submitted all necessary materials to the Kansas Insurance Department in connection with the proposed redomestication; and

2. The redomestication has been approved by the Office of the Commissioner of Illinois; and

3. The redomestication has been approved by unanimous consent of the sole shareholder of Financial American pursuant to K.S.A. 40-2,162.

IT IS THEREFORE ORDERED BY THE COMMISSIONER OF INSURANCE THAT:

1. The redomestication of Financial American Life Insurance Company from Illinois to Kansas to become a domestic stock insurer is hereby approved pursuant to K.S. A. 40-2,162.

2. In conjunction with this order, Financial American shall be issued an amended certificate of authority to be in effect until such certificate is suspended, revoked or terminated by the Commissioner of Insurance of Kansas.

3. The Commissioner of Insurance retains jurisdiction over the subject matter of this proceeding and over the parties for the purpose of entering such further order or orders as may be deemed proper.

Notice of Right to Hearing or Appeal

Financial American Life Insurance Company is entitled to a hearing pursuant to K.S.A. § 77-537, the Kansas Administrative Procedure Act. If Financial American desires a hearing, the company must file a written request for a hearing with:

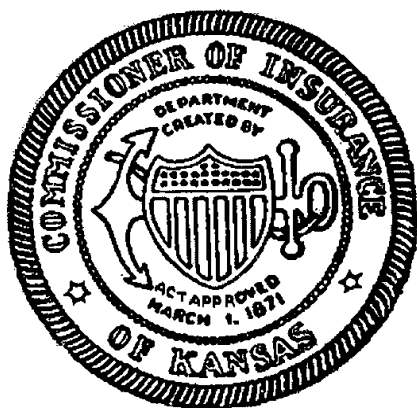
John W. Campbell, General Counsel
Kansas Insurance Department
420 S.W. 9th Street
Topeka, Kansas 66612.

This request must be filed within fifteen (15) days from the date of service of this Order. If Financial American Life Insurance Company requests a hearing, the Kansas Insurance Department will notify the company of the time and place of the hearing and information on the procedures, right of representation, and other rights of parties relating to the conduct of the hearing, before commencement of same.

If a hearing is not requested in the time and manner stated above, this Order shall become effective as a Final Order upon the expiration of time for requesting a hearing, pursuant to K.S.A. § 77-613. In the event that Financial American Life Insurance Company files a petition for judicial review, pursuant to K.S.A. § 77-613(e), the agency officer to be served on behalf of the Kansas Insurance Department is:

John W. Campbell, General Counsel
Kansas Insurance Department
420 S.W. 9th Street
Topeka, Kansas 66612.

**IT IS SO ORDERED THIS 29th DAY OF March, 2004 IN THE CITY OF
TOPEKA, COUNTY OF SHAWNEE, STATE OF KANSAS.**



/s/ Sandy Praeger
Sandy Praeger
Commissioner of Insurance

BY:

/s/ John W. Campbell
John W. Campbell
General Counsel

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Order was served on this the 29th of March, 2004, as follows:

Robert B. Sullivan
Polsineli, Shalton, Welte
6201 College Boulevard
Suite 500
Overland Park, KS 66211-2423

/s/ Deleteria L. Nash _____
Deletria L. Nash
Staff Attorney