

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

**In the Matter of the Proposed)
Acquisition of the Control of)
FIRSTGUARD HEALTH PLAN KANSAS, INC.)**

**By)
SWOPE COMMUNITY ENTERPRISES)**

Docket No. 3215-M

ORDER

NOW on this 26th day of February, 2004, the above matter comes before the Commissioner of Insurance of the State of Kansas upon the filing of a request for an extension to effect the proposed acquisition of the control of FirstGuard Health Plan Kansas, Inc. ("FirstGuard") by Swope Community Enterprises ("Applicant").

FINDINGS OF FACT AND CONCLUSIONS OF LAW

1. The Commissioner of Insurance has jurisdiction over this matter pursuant to K.S.A. 40-3301, et. seq and K.A.R. 40-1-28.
2. Applicant requested approval of the proposed acquisition of the control of FirstGuard.
3. Evidence supported approval of the acquisition.
4. The Commissioner of Insurance approved the proposed acquisition pursuant to K.S.A. 40-3304, provided the acquisition was effected within sixty days of the date of this order.
5. The Commissioner signed the order approving the acquisition on September 29, 2003.

6. On November 20, 2003, the applicant requested an extension of time to effect the proposed acquisition because the Internal Revenue Service ("IRS") had not issued a determination recognizing that the applicant will be exempt from federal income taxation.

7. On November 26, 2003, the Commissioner granted an extension of time to effect the proposed acquisition as requested by the applicant.

8. On February 20, 2004, the applicant requested a second extension of time to effect the proposed acquisition because the IRS has not issued a determination recognizing that the applicant will be exempt from federal income taxation.

**IT IS THEREFORE, BY THE COMMISSIONER OF INSURANCE,
ORDERED THAT:**

1. An extension is hereby granted to Swope Community Enterprises to effect the acquisition of FirstGuard Health Plan Kansas, Inc. is hereby granted, provided the acquisition is effected within ninety days of the date of this order.

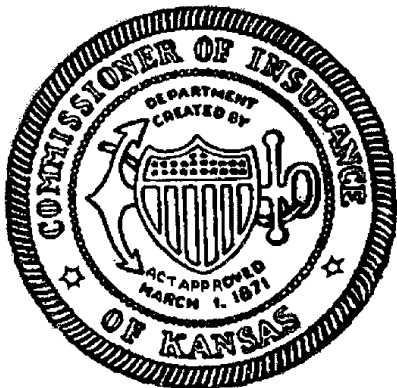
2. The Commissioner of Insurance retains jurisdiction over this matter to issue any and all further Orders deemed appropriate or to take such further action as necessary to dispose of this matter.

NOTICE OF RIGHT TO JUDICIAL REVIEW

You have the right to judicial review in accordance with the provisions set forth in the Act for Judicial Review and Civil Enforcement of Agency Actions (K.S.A. 77-601, et seq., as amended). If you wish to appeal this decision, you must file a petition for judicial review after exhausting all administrative remedies available in

this matter within 30 days. Your written petition for judicial review shall be served upon: Sandy Praeger, Commissioner of Insurance, Kansas Insurance Department, 420 SW 9th Street, Topeka, Kansas 66612-1678.

IT IS SO ORDERED THIS 26th DAY OF FEBRUARY, 2004, IN THE CITY OF TOPEKA, COUNTY OF SHAWNEE, STATE OF KANSAS.



_____/s/ Sandy Praeger_____
Sandy Praeger
Commissioner of Insurance

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

Certificate of Service

I hereby certify that a true and correct copy of the above order was transmitted by U.S. Mail, postage prepaid, on this 26th day of February, 2004 to:

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