

Findings of Fact and Conclusions of Law

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

2. The merger has been approved by unanimous consent of the sole stockholder of Financial Benefit.

IT IS THEREFORE ORDERED BY THE COMMISSIONER OF INSURANCE THAT:

1. The merger of Financial Benefit Life Insurance Company with and into American Investors Insurance Company, Inc. is hereby approved pursuant to K.S.A. 40-309, provided that within sixty days of the date of this order, the merger is effected, and all appropriate documents are properly filed with this Department.

2. In conjunction with this order, the Kansas certificate of authority of Financial Benefit shall be cancelled 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 Benefit Life Insurance Company is entitled to a hearing pursuant to K.S.A. § 77-537, the Kansas Administrative Procedure Act. If Financial Benefit desires a hearing, the company must file a written request for a hearing with:

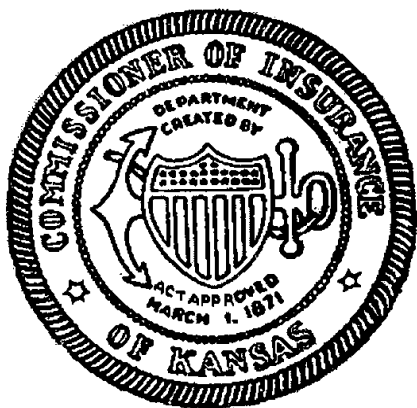
John W. Campbell, General Counsel
Kansas Insurance Department
420 S.W. 9th Street
Topeka, Kansas 66612.

This request must be filed within fifteen (15) days from the date of service of this Order. If Financial Benefit 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 Benefit 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 29thth DAY OF September, 2006 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 day of September, 2006, as follows:

William Sneed
Polsineli, Shalton, Welte, Suelthaus PC
555 Kansas Avenue
Suite 301
Topeka, KS 66603

/s/ Deletria L. Nash

Deletria L. Nash
Staff Attorney