BEFORE THE COMMISSIONER OF INSURANCE OF THE STATE OF KANSAS

In the Matter of the Proposed Exemption)
of) Docket No. 3658-EX
Brooke Brokerage Corporation)
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ORDER

NOW on this 29th day of October, 2007, the above matter comes before the Commissioner of Insurance of the State of Kansas upon the filing of a request for an extension request of Brooke Brokerage Corporation regarding the filing requirements necessary to effect the restructuring of the insurance holding company system of First American Capital Corporation to be accomplished through a change in the ownership of First American Capital Corporation, the entity that is the holding company for First Life America Corporation, a Kansas-domiciled company.

This Summary Order shall become effective as a Final Order, without further notice, upon the expiration of the fifteen (15) day period if no request for hearing is made, pursuant to K.S.A. 77-542.

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. Brooke Brokerage Corporation ("Applicant") requested an Order, pursuant to K.S.A. 40-3304(e), exempting Applicant from the filing and approval requirements of K.S.A. 40-3304(a), as said statute may be construed to apply to the restructuring of the insurance holding company system of First American

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Capital Corporation ("First American"), the entity that was the holding company of First Life American Corporation. The restructuring was to be accomplished through a change in ownership of First American Capital Corporation.

- 3. The Commissioner of Insurance approved the request by Applicant to be exempt from the formal filing and approval requirements of K.S.A. 40-3304(a) as they apply to the reorganization of First American, provided the restructuring was effected within sixty (60) days of the date of the order.
 - 4. The Commissioner signed the order on May 7, 2007.
- 5. On or about June 7, 2007, First American changed its name to Brooke Capital Corporation.
- 6. On October 12, 2007, the Applicant requested that the Kansas Insurance Department extend the deadline to effect the proposed restructuring to December 18, 2007 because all of the pre-closing requirements have not yet been completed.
- 7. Evidence supports approval of the extension of the exemption request.

IT IS THEREFORE ORDERED BY THE COMMISSIONER OF INSURANCE THAT:

1. An extension is hereby granted to the exemption request of the Applicant regarding the filing requirements necessary to affect the restructuring of the insurance holding company system of First American Capital Corporation, provided that the restructuring is effected no later than December 18, 2007.

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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 Rights

You are entitled to a hearing pursuant to K.S.A. 77-537, the Kansas Administrative Procedure Act. If you desire a hearing, you 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 you request a hearing, the Kansas Insurance Department will notify you 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 you file 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. Docket No. 3658-EX

IT IS SO ORDERED THIS __29th__ DAY OF OCTOBER, 2007, 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

Approved and Submitted by:

/s/ Deletria L. Nash
Deletria L. Nash
Assistant General Counsel

Certificate of Service

I hereby certify that a true and correct copy of the foregoing Order was forwarded via first class mail, postage prepaid on the _29th_ day of __October__ 2007 to:

Michael Sell, Counsel Brooke Brokerage Corporation 10950 Grandview Drive, Suite 600 Overland Park, Kansas 66210

/s/ Deletria L. Nash
Deletria L. Nash

Assistant General Counsel