

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

**In the Matter of the Proposed Exemption     )**  
**)**  
**of   ) Docket No. 3764-EX**  
**)**  
**Brooke Corporation                                 )**

**ORDER**

NOW on this   13th   day of December, 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 Corporation regarding the filing requirements necessary to effect the restructuring of the insurance holding company system of Brooke Capital Corporation (fka First American Capital Corporation) to be accomplished through a change in the ownership of Brooke 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 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 Brooke Capital

Corporation, the entity that was the holding company of First Life American Corporation. The restructuring was to be accomplished through a change in ownership of Brooke 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 thirty (30) days of the date of the order.

4. The Commissioner signed the order on November 9, 2007.

5. On December 3, 2007, the Applicant requested that the Kansas Insurance Department extend the deadline to effect the proposed restructuring for six months to accommodate the closing of an Exchange Agreement between Delta Plus, Brooke Corporation, and Brooke Capital Corporation.

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 Brooke Capital Corporation (fka First American Capital Corporation) to be accomplished through a change in the ownership of Brooke Capital Corporation, provided that the restructuring is effected no later than June 6, 2008.

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.

IT IS SO ORDERED THIS 13th DAY OF DECEMBER, 2007, 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

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 13th day of December 2007 to:

Keith E Bouchey  
President/CEO  
Brooke Corporation  
8500 College Blvd.  
Overland Park, KS 66210

Cynthia Weber Scherb  
Brooke Franchise Corporation  
General Counsel  
10950 Grandview Drive, Suite 600  
Overland Park, KS 66210

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