

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

In the Matter of the Proposed Exemption)
)
of)
)
Brooke Corporation)
)

Docket No. 3764-EX

ORDER

NOW on this 28th day of July, 2008, 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.

6. Evidence supports approval of the extension of the exemption request.

7. The Commissioner approved the extension of the exemption request by Applicant on December 13, 2007, provided that the restructuring is effected no later than June 6, 2008.

8. On June 20, 2008, the Applicant requested that the Kansas Insurance Department extend the deadline to effect the proposed restructuring for one year to accommodate the closing of an Exchange Agreement between Delta Plus, Brooke Corporation, and Brooke Capital Corporation.

9. 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 30, 2009.

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 28th DAY OF JULY, 2008, IN THE CITY OF TOPEKA, COUNTY OF SHAWNEE, STATE OF KANSAS.



/s/ Sandy Praeger
Sandy Praeger
Commissioner of Insurance

BY:

/s/ Deletria Nash for
John W. Campbell
General Counsel

Approved and Submitted by:

/s/ Zachary J.C. Anshutz
Zachary J.C. Anshutz
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 28th day of July, 2008 to:

Carl Baranowski
Senior Vice President
General Counsel and
Corporate Secretary
8500 College Blvd.
Overland Park, KS 66210

/s/ Zachary J.C. Anshutz
Zachary J.C. Anshutz
Assistant General Counsel