

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

In the Matter of the Proposed)	
Acquisition of Control of)	
)	
FIRST LIFE AMERICA CORPORATION)	
)	
By)	Docket No. 3943-ACQ
)	
FIRST TRINITY FINANCIAL CORPORATION)	

ORDER

NOW on this 16th day of December 2008, the above matter comes before the Commissioner of Insurance of the State of Kansas upon the filing of a request for an extension of the Order issued on the 17th day of October 2008 approving the Form A.

The Applicant is represented by its attorney, David D. Knoll, and its president, Gregg Zahn. The Kansas Insurance Department ("KID") is represented by its General Counsel, John W. Campbell. Also appearing for KID are John Wine, Staff Attorney; Kenneth G. Abitz, Director, Financial Surveillance Division; and Mark E. Owens, Financial Analyst, Financial Surveillance Division.

Pursuant to the authority granted to the Commissioner pursuant to K.S.A. 40-3301 and 40-3304(d)(1), and in accordance with the Kansas Administrative Procedures Act, K.S.A. 77-501, *et seq.*, the Commissioner hereby asserts the following declarations of public interest and policy, findings of fact, conclusions of law, and orders, as follows:

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.*

2. The evidence previously submitted supports continued approval of the proposed acquisition of control of First Life America by the Applicant.

3. That the parties continue to cooperate with the Special Master, Albert A. Riederer, who now serves as Trustee in Case No. 08-22786-DLS and Case No. 08-22789-DLS in the United States Bankruptcy Court for the District of Kansas, Kansas City Division. The parties anticipate that the acquisition will be closed by January 30, 2009.

4. That allowing the parties until January 30, 2009, to complete the acquisition would be in the public interest.

IT IS THEREFORE ORDERED BY THE COMMISSIONER OF INSURANCE THAT:

1. An extension is hereby granted to complete the acquisition on or before January 30, 2009.

2. 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 Rights

The Applicant is entitled to a hearing pursuant to K.S.A. § 77-537, the Kansas Administrative Procedure Act. If the Applicant desires a hearing, they 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 the Applicant requests a hearing, the Kansas Insurance Department will notify them 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 the Applicant 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 16th DAY OF DECEMBER 2008, 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 forwarded via first class mail, postage prepaid on the 16th day of December 2008 to:

Gregg Zahn
President
First Trinity Financial Corporation
7633 East 63rd Place, Suite 230
Tulsa, Oklahoma 74133

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 /s/ John Wine
John Wine
Counsel
Kansas Insurance Department