

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

In the Matter of the Redomestication of                    )  
**FIRST LIFE AMERICA CORPORATION                    )**                    Docket No. 4033-R

**ORDER OF REDOMESTICATION**

NOW on this \_\_12th\_\_ day of August, 2009, the above-captioned matter comes before the Commissioner of Insurance of the State of Kansas. This Order of Redomestication shall become effective as a Final Order, without further notice, upon the expiration of the fifteen (15) day period if no hearing is requested, pursuant to K.S.A. 77-542.

First Life America Corporation (“First Life”), a Kansas stock insurer, has applied to transfer its place of domicile from Kansas to Oklahoma pursuant to K.S.A. 40-2,162 effective July 31, 2009.

First Life is represented by its attorney Stephen L. McCaleb, Derryberry & Naifeh, LLP. The Kansas Insurance Department (“KID”) is represented by John W. Campbell, General Counsel, and Zachary J.C. Anshutz, Assistant General Counsel. Also appearing for the KID are Kenneth Abitz, Director of the Financial Surveillance Division and Mark Owens, Principal Financial Analyst.

All parties are relying on documentary and contractual representations filed with the KID.

WHEREUPON the Commissioner makes the following:

**Findings of Fact and Conclusions of Law**

1. First Life has submitted all necessary materials to the KID in connection with the proposed redomestication.
2. The redomestication has been approved by the Oklahoma Insurance Department; and

3. The redomestication has been approved by the consent of the stockholders of First Life.

**IT IS THEREFORE ORDERED BY THE COMMISSIONER OF INSURANCE THAT:**

1. The redomestication of First Life is hereby approved pursuant to K.S.A. 40-2,162, provided that the merger is effected within sixty (60) days of the date of this Order.
2. In conjunction with this Order, First Life shall be issued an amended certificate of authority to be in effect until such certificate is suspended, revoked, or terminated by the Commissioner of Insurance of Kansas.
3. The Commissioner retains jurisdiction over this matter for the purpose of entering such Orders as may be deemed necessary and appropriate.

**NOTICE OF RIGHT TO HEARING OR APPEAL**

First Life is entitled to a hearing pursuant to K.S.A. 77-537, the Kansas Administrative Procedure Act. If First Life 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. 9<sup>th</sup> Street  
Topeka, Kansas 66612

This request must be filed within fifteen (15) days from the date of service of this Order. If First Life 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 the same.

If a hearing is not requested in the time and manner stated above, the 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 First Life 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. 9<sup>th</sup> Street  
Topeka, Kansas 66612

**IT IS SO ORDERED THIS   12th   DAY OF AUGUST, 2009 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**

The undersigned hereby certifies that above and foregoing Order of Redomestication was served via the United States Postal Service, first-class postage prepaid, on this \_\_12th\_\_ day of \_\_August\_\_\_\_\_, 2009, addressed to the following:

Mr. Stephen L. McCaleb  
Derryberry & Naifeh, LLP  
4800 North Lincoln Boulevard  
Oklahoma City, Oklahoma 73105-3321

\_ /s/ Zachary J.C. Znshutz \_\_\_\_\_  
Zachary J.C. Anshutz  
Assistant General Counsel