

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

In the Matter of the Proposed)	
Acquisition of Control of)	
)	
FINANCIAL AMERICAN LIFE INSURANCE COMPANY)	
Formerly known as)	
CARDIF LIFE INSURANCE COMPANY)	Docket No. 4216-ACQ
)	
By)	
)	
FINANCIAL AMERICAN HOLDINGS CORPORATION)	

ORDER

NOW on this __12th__ day of January, 2011, 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 1st day of December, 2010 approving the Form A.

The Applicant is represented by its attorney, Diana Chafey of DLA Piper LLP (US). The Kansas Insurance Department ("KID") is represented by its General Counsel, Zachary J.C. Anshutz. Also appearing for the KID are John Dowell, Staff Attorney; Kenneth G. Abitz, Director, Financial Surveillance Division; and Mark E. Owens, Principal 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 Financial American Life Insurance Company by the Applicant.

3. The Applicant has requested an extension of 30 days beyond the 60 day period set forth in the Order until closing the transaction. The parties anticipate that the acquisition will be closed by January 31, 2011.

4. That allowing the parties an additional 30 days 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 March 1, 2011.

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:

Zachary Anshutz, 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:

Zachary Anshutz, General Counsel
Kansas Insurance Department
420 S.W. 9th Street
Topeka, Kansas 66612

IT IS SO ORDERED THIS 12th DAY OF JANUARY, 2011, IN THE CITY OF TOPEKA, COUNTY OF SHAWNEE, STATE OF KANSAS.



 /s/ Sandy Praeger

Sandy Praeger
Commissioner of Insurance

BY:

 /s/ Zachary J.C. Anshutz

Zachary J.C. Anshutz
General Counsel, Kansas Insurance Department

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 __12th__ day of January, 2011 to:

Shaun Fetherston
Director and President
Financial American Holdings Corporation
6120 Powers Ferry Rd NW, Suite 200
Atlanta, GA 30339

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_ /s/ John Dowell _____
John Dowell
Staff Attorney
Kansas Insurance Department