

FINDINGS OF FACT

1. By Application received by the Oklahoma Insurance Department on September 9, 2011, the Company submitted its request for a Form A exemption under 36 O.S. § 1653(E). The Insurance Commissioner requested documentation and information to supplement the Applicant's request on or about October 10, 2011. The Company presented the requested documentation and information on October 12, 2011. The Company did not submit the required fee for consideration of this Form A transaction until on or about November 28, 2011.

2. American Land & Aircraft Title Company is owned 100% by Corporate Financing Group, Inc. ("CFG"). The relevant facts regarding this No Change in Control Form A request are:

- CFG historically has been owned equally (33.33%) by three (3) different entities: Ry-son Oil Corporation, Steve Phipps and Gene Stipe. Ry-son Oil Corporation is owned 100% by Larry Witt.
- On or about April 1, 2003, Gene Stipe was convicted of various felony charges prohibiting him from engaging or participating in the business of insurance in Oklahoma.
- On October 10, 2005, the Oklahoma Insurance Commissioner denied Mr. Stipe's application for Written Consent to Engage in the Business of Insurance under applicable law.
- Subsequently, Mr. Stipe formed an irrevocable trust with his daughter and grandson as the beneficiaries and transferred his ownership of CFG to this trust.
- The transfer was in violation of a CFG Board Resolution dated August 7, 1992, which restricted the sale, transfer or assignment of CFG capital stock.
- In 2007, CFG and Ry-son Oil Corporation entered into litigation to nullify the ownership of both Mr. Stipe and Mr. Phipps.
- Mr. Phipps issued a proxy transferring all of his voting rights in CFG to Ry-son Oil Corporation; therefore, at that point Ry-son Oil controlled 66.67% and Mr. Stipe controlled 33.33% of CFG.

- Effective October 29, 2010, Ry-son Oil Corporation purchased Steve Phipps' interest in CFG out right.
- Effective December 31, 2010, Ry-son Oil Corporation purchased the Gene Stipe Trust interest in CFG.
- As a result, CFG is owned 100% by Ry-son Oil Corporation as of December 31, 2010.
- Ry-son Oil Corporation is still 100% owned by Larry Witt.

3. The direct ownership of the Company has not been changed by these transactions, only the ownership of CFG, the Holding Company of the Applicant. Since the inception of the Holding Company Act's applicability to title insurers, Mr. Witt has always been a control person of the Holding Company, and thus of Applicant, American Land & Aircraft Title Company. Through the transactions described above, he has now become the sole control person of the Holding Company of Applicant, American Land & Aircraft Title Company.

4. Mr. Witt has never been convicted of a felony or misdemeanor involving moral turpitude, dishonesty or breach of trust. There has been no administrative discipline imposed on Mr. Witt during the past ten years. Mr. Witt is consistently compliant with the Holding Company Act.

CONCLUSIONS OF LAW

1. The Insurance Commissioner has jurisdiction of insurer Form A request exemptions under 36 O.S. § 1653(F) of the Oklahoma Insurance Holding Company Act which authorizes the Insurance Commissioner to waive the hearing and approval process of an acquisition where the Insurance Commissioner finds that the transaction should be exempted based on the fact that it is not made or entered into for the purpose and does not have the effect of changing or influencing the control of a domestic insurer, or otherwise is not comprehended within the purposes of 36 O. S. § 1653(E).

2. The Insurance Commissioner further finds and makes a conclusion of law that, based on the information and the documentation presented and filed with the Insurance Commissioner, the transaction as described and outlined by this Application is not made or entered into for the purpose and does not have the effect of changing or influencing control status of a prior control person the Company, Larry Witt, or of any of the companies involved in this No Change of Control Form A.

3. The Applicant understands that the merger is subject to O.S. 36 § 1655 (b) (1).

4. The Applicant understands that should economic events result in foreclosure of financing notes introducing any person or entity associated with a person prohibited from participating or engaging in the business of insurance under 36 O.S. § 401 et seq. and other applicable law, the Applicant must immediately inform the Insurance Commissioner. The Insurance Commissioner may then revisit this matter and take all appropriate regulatory action.

5. Under 36 O.S. § 1658.2, the Insurance Commissioner may impose a fine in the amount of \$200 per day -- up to a total of \$20,000 -- for violations of 36 O.S. §§ 1654 and/or 1655, such as failure to timely report and/or seek approval of transactions of the nature encompassed with the Applicant Company's requests. The Applicant did not formerly seek Insurance Commissioner approval for the transactions which are the subject of this action until September, 2011, when the transactions at issue occurred in December, 2010. Therefore, the Applicant Company is by operation of law subject to the maximum \$20,000 fine. However, because the Applicant exhibited no improper motive in this delay, the Insurance Commissioner will exercise his discretion and waive the fine for past violations in this instance. However, to avoid future penalties the Applicant Company will henceforth strictly comply with the Oklahoma Insurance Code by making all required filings in a timely manner.

ORDER

IT IS THEREFORE ORDERED that, based on the foregoing, the request for and exemption pursuant to 36 O.S. § 1653(E), as described in Applicant's filings and documents presented, IS HEREBY APPROVED without hearing.

IT IS FURTHER ORDERED that no fine will be imposed upon the Applicant for its untimely filings in connection with this matter; however, the Applicant will strictly comply with the Oklahoma Insurance Code by henceforth making all required filings in a timely manner.

WITNESS My Hand and Official Seal this 29 day of November, 2011.



A handwritten signature in black ink, appearing to read "Paul Wilkening", written over a horizontal line.

PAUL WILKENING
Deputy Commissioner of Administration
Oklahoma Insurance Department

CERTIFICATE OF MAILING

I, Kelley C. Callahan, hereby certify that a true and correct copy of the above foregoing Order was mailed postage prepaid with return receipt requested on this 29th day of November, 2011, to:

Larry Witt
American Land & Aircraft Title Company
601 South Husband
Stillwater, OK 74074

and that a copy was delivered to the Oklahoma Insurance Department Financial and Examination Division.

A handwritten signature in black ink, appearing to read 'Kelley Callahan', written over a horizontal line.

Kelley Callahan
Senior Attorney
Oklahoma Insurance Department

U.S. Postal Service
CERTIFIED MAIL RECEIPT
(Domestic Mail Only; No Insurance Coverage Provided)

7001 0320 0004 4250 4837

OFFICIAL USE

Postage \$	
Certified Fee	
Return Receipt Fee (Endorsement Required)	
Restricted Delivery Fee (Endorsement Required)	
Total Postage	

Postmark Here

NOV 20 2011

Sent To: Larry Witt
 American Land & Aircraft Title Company
 601 South Husband
 Stillwater, OK 74074
 sms/11-0974-TRN/Order

PS Form 3800, February 2004

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
<ul style="list-style-type: none"> Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. Print your name and address on the reverse so that we can return the card to you. Attach this card to the back of the mailpiece, or on the front if space permits. 	<p>A. Signature <input checked="" type="checkbox"/> Agent <input type="checkbox"/> Addressee</p> <p>B. Received by (Printed Name) C. Date of Delivery</p> <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes <input type="checkbox"/> No If YES, enter delivery address below:</p>
<p>1. Article Addressed to:</p> <div style="border: 1px solid black; padding: 5px; width: fit-content;"> Larry Witt American Land & Aircraft Title Company 601 South Husband Stillwater, OK 74074 sms/11-0974-TRN/Order </div>	<p>RECEIVED OKLAHOMA INSURANCE DEPARTMENT DEC 05 2011</p> <p>Legal Unit</p>
<p>2. Article Number (Transfer from service label)</p> <p>7001 0320 0004 4250 4837</p>	<p>3. Service Type</p> <p><input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p> <p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>
PS Form 3811, February 2004	Domestic Return Receipt 102595-02-M-1540