

**FILED**

**BEFORE THE INSURANCE COMMISSIONER OF THE  
STATE OF OKLAHOMA**

APR 06 2012

**INSURANCE COMMISSIONER  
OKLAHOMA**

|        |                                |   |                      |
|--------|--------------------------------|---|----------------------|
| IN RE: | Form A: Acquisition of Control | ) |                      |
|        | LEADERS LIFE                   | ) |                      |
|        | INSURANCE COMPANY              | ) | Case No. 11-1027-TRN |
|        | (No Change in Control:         | ) |                      |
|        | Merger of Wholly-Owned         | ) |                      |
|        | Subsidiaries)                  | ) |                      |

**ORDER**

The State of Oklahoma, ex rel. John D. Doak, Insurance Commissioner, having reviewed the captioned request for exemption pursuant to 36 O.S. § 1653(F) involving domestic insurer Leaders Life Insurance Company ("the Company"), finds and orders as follows:

**JURISDICTION**

1. John D. Doak is the Insurance Commissioner of the State of Oklahoma and, as such, is charged with the duty of administering and enforcing all provisions of the Oklahoma Insurance Code, 36 O.S. §§ 101 et seq.

2. More particularly, the Insurance Commissioner has jurisdiction of domestic 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 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).

3. The Company is an insurer authorized to transact life, accident & health insurance business in the State of Oklahoma pursuant to Certificate of Authority Number 4441 (NAIC CoCode 74799).

## **FINDINGS OF FACT**

1. On October 20, 2011, a Form A Statement Regarding the Acquisition of Control of a Domestic Insurer, Leaders Life Insurance Company, by Siegfried Companies, Inc. ("Siegfried") was submitted to the Oklahoma Insurance Department ("the Department"). The transaction described in the Statement is the result of an existing shareholder acquiring and/or owning 48,248 shares in LIC Corporation, the insurer's immediate parent, which constitutes 21.05% of the total outstanding shares of the holding company parent. Mr. Burt Holmes continues to own 23.99% and remains the Ultimate Controlling Party.

2. After review and analysis of the Statement, the Department finds that this Form A qualifies for No Change in Control treatment pursuant to 36 O.S. § 1653(E) (which means a hearing will not be necessary), provided Siegfried meets the following conditions:

a. Siegfried is required to submit third party verifications for its two officers, Harvey Richard Siegfried and Celeste Siegfried Bendel. As of the filing of this Order, this condition was met.

b. Siegfried submitted a request for disclaimer of control of the insurer on or about May 2, 2011, which was denied. The Organizational Chart of the holding company system indicates that Siegfried now owns 21.05% of the total outstanding shares for LIC Corporation, just 2.85% fewer shares than the Company's Ultimate Controlling Person, Mr. Burt B. Holmes (23.9%). Under these circumstances, Siegfried will be required to comply with the Holding Company Act by filing an Annual Registration Statement and Summary (Form B & C).

## **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 in the Form A submission is not made or entered into for the purpose and does not have the effect of changing or influencing control of the Company.

3. The Company and Siegfried understand that the granting of this exemption is subject to fulfillment of the conditions described in the Findings of Fact set out above.

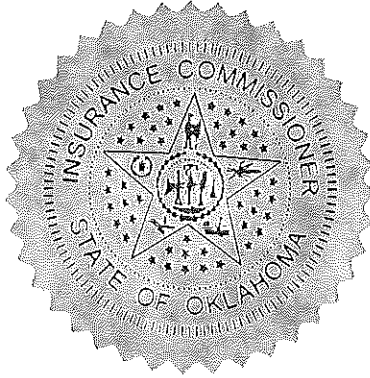
### **ORDER**

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

IT IS FURHER ORDERED that the following conditions shall be fulfilled as conditions to the grant of this request:

- a. Siegfried is required to submit third party verifications for its two officers, Harvey Richard Siegfried and Celeste Siegfried Bendel. As of the filing of this Order, this condition was met.
- b. Siegfried submitted a request for disclaimer of control of the insurer on or about May 2, 2011, which was denied. The Organizational Chart of the holding company system indicates that Siegfried now owns 21.05% of the total outstanding shares for LIC Corporation, just 2.85% fewer shares than the Company's Ultimate Controlling Person, Mr. Burt B. Holmes (23.9%). Under these circumstances, Siegfried will be required to comply with the Holding Company Act by filing an Annual Registration Statement and Summary (Form B & C).

WITNESS My Hand and Official Seal this 6<sup>th</sup> day of April, 2012.



  
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 6<sup>th</sup> day of April, 2012 to:

J. Angela Ables, Esq.  
Kerr, Irvine, Rhodes & Ables, P.C.  
201 Robert S. Kerr Ave., Suite 600  
Oklahoma City, Oklahoma 73102

Cynthia A. Taylor  
Leaders Life Insurance Company  
1350 S. Boulder Avenue, Suite 900  
Tulsa, OK 74110

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

  
Kelley Callahan  
Senior Attorney

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

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**Sent To**  
 J. Angela Ables, Esq.  
 Kerr, Irvine, Rhodes & Ables, P.C.  
 Street, Apt. or PO Box # 201 Robert S. Kerr Ave., Suite 600  
 City, State, ZIP+4 Oklahoma City, Oklahoma 73102  
**sms/11-1027-DIS/Ord**

PS Form 3800, January 2001 See Reverse for Instructions

**SENDER: COMPLETE THIS SECTION**

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1. Article Addressed to:  
 OKLAHOMA INSURANCE DEPARTMENT  
 RECEIVED  
 APR 11 2012  
 Legal Division  
 J. Angela Ables, Esq.  
 Kerr, Irvine, Rhodes & Ables, P.C.  
 201 Robert S. Kerr Ave., Suite 600  
 Oklahoma City, Oklahoma 73102  
**sms/11-1027-DIS/Ord**

**COMPLETE THIS SECTION ON DELIVERY**

A. Signature  Agent  Addressee  
 X *[Signature]*

B. Received by (Printed Name) *JD* C. Date of Delivery *4-11-12*

D. Is delivery address different from item 1?  Yes  
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3. Service Type  
 Certified Mail  Express Mail  
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**Total**

Sent To: Cynthia A. Taylor  
 Leaders Life Insurance Company  
 Street, or PO Box: 1350 S. Boulder Avenue, Suite 900  
 City, State: Tulsa, OK 74110  
 sms/11-1027-DIS/Ord

PS Form 3800, January 2001

See Reverse for Instructions

**SENDER: COMPLETE THIS SECTION**

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OKLAHOMA INSURANCE DEPARTMENT

APR 12 2012

Legal Division

Cynthia A. Taylor  
 Leaders Life Insurance Company  
 1350 S. Boulder Avenue, Suite 900  
 Tulsa, OK 74110  
 sms/11-1027-DIS/Ord

2. Article Number

(Transfer from service label)

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**COMPLETE THIS SECTION ON DELIVERY**

A. Signature

X *Shannon Adams*

- Agent
- Addressee

B. Received by (Printed Name)

Shannon Adams

C. Date of Delivery

- Is delivery address different from item 1? Yes
- No

3. Service Type

- Certified Mail
- Registered
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4. Restricted Delivery? (Extra Fee)

- Yes

PS Form 3811, February 2004

Domestic Return Receipt

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