

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

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OKLAHOMA INSURANCE DEPARTMENT

MAR 09 2012

Legal Division

IN RE: Request for Disclaimer of Affiliation)
By WILLIAM SCHIFMAN Relating to)
ACCESSCARE GENERAL OKLAHOMA)
LLC, a Company Seeking to be a Pre-Paid)
Domestic Oklahoma Dental Insurer)
Case No. 12- 0193-TRN

**CONDITIONAL ORDER DISALLOWING DISCLAIMER OF
INTEREST AND NOTICE OF RIGHT TO BE HEARD**

COMES NOW the State of Oklahoma, ex rel. John D. Doak, Insurance Commissioner, and issues this Conditional Order Disallowing Disclaimer of Interest as to AccessCare General Oklahoma LLC, a prospective Domestic Oklahoma Pre-Paid Dental Insurer ("the Prospective Domestic Insurer"), and the person seeking a disclaimer of interest therein, William Schifman ("Mr. Schifman"), based upon the following:

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. Under 36 O.S. §§ 1651 and 1654 (i), the Insurance Commissioner has the authority to review and allow or disallow requests for disclaimers of interest as a "control person" as that term is defined and used in 36 O.S. § 1651. Under this Section of the Oklahoma Insurance Code, a person or entity is deemed to have presumptive "control" of an Oklahoma domestic insurer if it owns, directly or indirectly, 10% or more of such insurer.

2. The Prospective Domestic Insurer seeks to become an Oklahoma domestic pre-paid dental insurer.

3. The Prospective Domestic Insurer is a wholly-owned subsidiary of HDCI, LCC, and thereby is part of an insurance holding company system.

FINDINGS OF FACT

1. On or about December 15, 2011, Mr. Schiffman submitted a written request with supporting information requesting a disclaimer of control of the Prospective Domestic Insurer. Mr. Schiffman owns 15.5% of the Prospective Domestic Insurer. He is also described as the Managing Director of the Prospective Domestic Insurer.

2. Based on these facts and the requirements of 36 O.S. §§ 1654 (i), Mr. Schiffman meets the presumption of a control person and cannot disclaim such affiliation with the Prospective Domestic Insurer.

CONCLUSIONS OF LAW

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. Under 36 O.S. §§ 1651 and 1654 (i), the Insurance Commissioner has the authority to review and allow or disallow requests for disclaimers of interest as a "control person" as that term is defined and used in 36 O.S. § 1651. Under this Section of the Oklahoma Insurance Code, a person or entity is deemed to have presumption of "control" of an Oklahoma domestic insurer if it owns, directly or indirectly, 10% or more of such insurer.

2. The burden of proof is on the person or entity disclaiming control. O.A.C. 365:25-7-29(e).

3. Mr. Schiffman owns more than 10% of the Prospective Oklahoma Domestic Insurer and is described as its Managing Director. These facts taken together invoke the presumption of control under Oklahoma law.

4. Therefore, Mr. Schiffman's request for a disclaimer of control or affiliation is denied.

ORDER

IT IS THEREFORE ORDERED that the request for disclaimer of affiliation with the Prospective Domestic Insurer, AccessCare General Oklahoma LLC, made by Mr. Schiffman, is denied.

IT IS FURTHER ORDERED that the above denial shall become immediately effective unless within thirty (30) days from receipt of this Conditional Order AccessCare General Oklahoma LLC or any person or entity seeking to disclaim control thereof, requests in writing a hearing on the matter. If no hearing is requested, the Order denying disclaimer becomes effective at the end of said thirty (30) day period without further action by the Oklahoma Insurance Department. Any request for hearing should be directed to Kelley Callahan, Senior Attorney, Oklahoma Insurance Department, Five Corporate Plaza, 3625 N.W. 56th, Suite 100, Oklahoma City, Oklahoma, 73112.

WITNESS My Hand and Official Seal this 30 day of March, 2012.





PAUL WILKENING
Deputy Insurance Commissioner of Administration
Oklahoma Insurance Department

CERTIFICATE OF MAILING

I, Kelley C. Callahan, hereby certify that a true and correct copy of the above and foregoing Conditional Order Disallowing Disclaimer of Interest and Notice of Right to Be Heard was mailed postage prepaid with return receipt requested on this 9th day of March, 2012, to:

Scott Frigon, President & CEO
John Rosenbaum, CFO
AccessCare General Oklahoma, LLC
8500 W. 110th Street, Suite 450
Overland Park, KS 66210

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



KELLEY C. CALLAHAN
Senior Attorney
Oklahoma Insurance Department

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1. Article Addressed to:

Scott Frigon, President & CEO
John Rosenbaum, CFO
AccessCare General Oklahoma, LLC
8500 W. 110th Street, Suite 450
Overland Park, KS 66210
sms/12-0193-TRN/Cond. Ord.

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4. Restricted Delivery? (Extra Fee) Yes

2. Article Number (Transfer from service label) 7006 2760 0005 6605 5126