FILED

JUL 09 2014

INSURANCE COMMISSIONER
OKLAHOMA

STATE OF OKLAHOMA

IN RE:	**Request for Disclaimer of Affiliation by Timothy J. Harlin Relating to Individual Assurance Company, Life, Health & Accident, a Domestic Oklahoma Insurer**	)))))))	**Case No. 14-0657-TRN**

ORDER ALLOWING DISCLAIMER OF INTEREST UPON APPLICANT MEETING CERTAIN CONDITIONS

COMES NOW the State of Oklahoma, ex rel. John D. Doak, Insurance Commissioner, and makes the following findings of fact, conclusions of law and orders relating to the request of Timothy J. Harlin to disclaim an interest in Individual Assurance Company, Life, Health & Accident ("IAC or "the Domestic Insurer"):

JURISDICTION

1. John D. Doak is the Insurance Commissioner of the State of Oklahoma ("the Insurance Commissioner") 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 "control" of an Oklahoma domestic insurer if it owns, directly or indirectly, 10% or more of such insurer.

2. The Domestic Company is an insurer authorized to conduct business in the State of Oklahoma pursuant to Certificate of Authority Number 4038 (NAIC CoCode 81779).

3. The Domestic Insurer is a wholly-owned subsidiary of Bramante Investments, LLC and therefore belongs to an insurance company holding system.

FINDINGS OF FACT

1. Timothy J. Harlin filed a Disclaimer of Control Statement of the Domestic Insurer on or about June 13, 2014. As of that date, Harlin represented that Bramante Investments, LLC ("Bramante"), an Oklahoma limited liability company, is an ultimate controlling person of the Domestic Insurer. IAC Group, Inc. is the immediate corporate parent of the Domestic Insurer and it owns one hundred (100%) of the Domestic Insurer. Bramante is a shareholder of IAC, Group, Inc. and Timothy J. Harlin is an owner of Bramante.

2. IAC Group, Inc. owns all of the stock of the Domestic Insurer which equals One Million Two Hundred and Fifty Thousand (1,250,000) shares. Harlin's brother, Todd D. Harlin and his father James L. Harlin are also members of Bramante. The father is the managing member of Bramante and has control to vote the units of the company. No other person or entity owns any shares of the outstanding units of Bramante other than Timothy J. Harlin and Todd D. Harlin.

3. Timothy J. Harlin holds Fifty (50) units of Bramante representing 50% of the outstanding stock of the entity. The 50% of the outstanding voting stock owned by Timothy J. Harlin places his ownership in excess of the statutory presumption of "control" as defined by 36 O.S. § 1651 et seq.; however, absent an express agreement with other members, Timothy J. Harlin cannot actually control the Domestic Insurer with this amount of membership units in Bramante and consequently he disclaims control as that term is defined in 36 O.S. § 1651 et seq.

4. Timothy J. Harlin holds no board position on the Board of Directors of the Domestic Insurer. Additionally, he has no authority to elect directors of the Domestic Insurer

nor are there any voting agreements or management agreements that involve him and James L. Harlin, the manager of Bramante, or the Domestic Insurer. Timothy J. Harlin disclaims "control" of the Domestic Insurer and its subsidiaries and disclaims all of the inherent requirements of a "control" person as set forth in the Oklahoma Holding Company Act, 36 O.S. §§ 1651 et seq.

5. Timothy L. Harlin cannot control the management of the Oklahoma insurer or the management of its ultimate parent, IAC Group, Inc. or Bramante Investments, LLC with the membership interests he presently owns which equal 50% of the outstanding ownership units of the ultimate controlling person. Timothy J. Harlin stated under oath that he cannot and will not control the Oklahoma insurer as defined by 36 O.S. §§ 1651 et seq.

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 "control" of an Oklahoma domestic insurer if it owns, directly or indirectly, 10% or more of such insurer.

2. Title 36, Section 1651(c) of the Oklahoma statutes states:

> (c) Control. The term "control" (including the terms "controlling", "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns controls, holds with the power to vote, or holds proxies representing ten percent (10%) or more of the voting securities of any other person. This presumption may be rebutted by a showing that control does not exist in fact in the manner provided in Section 4(i). The

Commissioner may determine, after furnishing all persons in interest notice and opportunity to be heard and making specific findings of fact to support such determination, that control exists in fact, notwithstanding the absence of a presumption to that effect.

3. The burden of proof is on the person or entity disclaiming control. O.A.C. 365:25-7-29(e) (1).

4. As of June 13, 2014, Timothy J. Harlin states he holds Fifty (50) units of Bramante representing 50% of the outstanding stock of the entity. The 50% of the outstanding voting stock owned by Timothy J. Harlin places his ownership in excess of the statutory presumption of "control" as defined by 36 O.S. § 1651 et seq.; however, absent an express agreement with other members, Timothy J. Harlin cannot actually control the Domestic Insurer with this amount of membership units in Bramante and consequently he disclaims control as that term is defined in 36 O.S. § 1651 et seq.

5. The Insurance Commissioner finds the Oklahoma statutory presumption of control is and will be rebutted in this circumstance if Timothy J. Harlin now and in the future meets the following conditions:

a. Does not vote, directly or indirectly, or by proxy, with respect to any matter presented to the shareholders of the Domestic Insurer;

b. Does not purchase the common or preferred stock of the Domestic for the purposes of acquiring or seeking to acquire control over the Domestic Insurer;

c. Does not use any direct or indirect means to cause the direction, or attempt to direct or cause the direction of the management policies of the Domestic Insurer;

d. Does not propose a director or slate of directors in opposition to a nominee or slate of nominees proposed by the management or the Board of Directors of the Domestic Insurer; and

e. Does not to seek or accept representation on the Board of Directors of the Domestic Insurer.

ORDER

IT IS THEREFORE ORDERED that the instant request for disclaimer of affiliation by Timothy J. Harlin with the Domestic Insurer is allowed pursuant to Harlin meeting and continuing to observe the following conditions:

a. Does not vote, directly or indirectly, or by proxy, with respect to any matter presented to the shareholders of the Domestic Insurer;

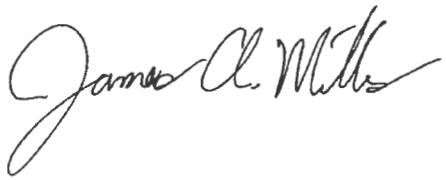
b. Does not purchase the common or preferred stock of the Domestic for the purposes of acquiring or seeking to acquire control over the Domestic Insurer;

c. Does not use any direct or indirect means to cause the direction, or attempt to direct or cause the direction of the management policies of the Domestic Insurer;

d. Does not propose a director or slate of directors in opposition to a nominee or slate of nominees proposed by the management or the Board of Directors of the Domestic Insurer; and

e. Does not to seek or accept representation on the Board of Directors of the Domestic Insurer.

WITNESS MY HAND and Official Seal this 9th day of July, 2014



JAMES A. MILLS
Chief of Staff
Oklahoma Insurance Department
Five Corporate Plaza
3625 NW 56th St., Suite 100
Oklahoma City, OK 73112

CERTIFICATE OF MAILING

I, Julie Meaders, hereby certify that a true and correct copy of the above and foregoing Order Allowing Disclaimer of Interest upon Applicant Meeting Certain Conditions was mailed postage prepaid with return receipt requested on this 10th day of July 2014, to:

J. Angela Ables
201 Robert S. Kerr Ave., Suite 600
Oklahoma City, Oklahoma 73102

Certified Mail No.
7001 0320 0004 4249 4411

ATTORNEY FOR RESPONDENT
INDIVIDUAL ASSURANCE COMPANY, LIFE, HEALTH & ACCIDENT

A copy was delivered to the Oklahoma Insurance Department Financial and Examination Division: John McCarter, Chief Financial Analyst

Julie Meaders
Deputy General Counsel

U.S. Postal Service
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Kerr, Irvine, Rhodes and Ables, P.C.
ATTN: J. Angela Ables, Esq.
201 Robert S. Kerr Ave., Suite 600
Oklahoma City, OK 73102-4267
rlg/14-0657-TRN/Order Allowing

Street, Apt. No.; or PO Box No.

City, State, ZIP+4

PS Form 3800, January 2001

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1. Article Addressed to:

Kerr, Irvine, Rhodes and Ables, P.C.
ATTN: J. Angela Ables, Esq.
201 Robert S. Kerr Ave., Suite 600
Oklahoma City, OK 73102-4267
rlg/14-0657-TRN/Order Allowing

RECEIVED
OKLAHOMA INSURANCE DEPARTMENT
JUL 15 2014
Legal Division

COMPLETE THIS SECTION ON DELIVERY

A. Signature
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☐ Addressee

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C. Date of Delivery

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4. Restricted Delivery? (*Extra Fee*) ☐ Yes

2. Article Number (*Transfer from service label*) 7001 0320 0004 4249 4411

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