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FILED

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**Department of Insurance
State of Idaho**

Attorneys for Department of Insurance

BEFORE THE DIRECTOR OF THE DEPARTMENT OF INSURANCE

STATE OF IDAHO

In re:

VSURANCE, INC.

)
) Docket No. 18-2414-07
)

) **ORDER TO VACATE SHOW CAUSE**
) **HEARING & DISMISS CASE**
)

WHEREAS Vsurance, Inc., by letter from its counsel dated November 15, 2007, has withdrawn its Form A application, which Form A was originally filed March 16, 2006, and was supplemented by a filing on October 30, 2007 pursuant to a letter from the Department of Insurance (Department) on July 31, 2007 noting requirements to complete the transaction; and

WHEREAS the Form A (with supplemental filing) was the subject of the prior Notice of Show Cause Hearing filed by the Department on November 6, 2007 with disapproval notice letter attached as Exhibit A; and

WHEREAS the Form A application was filed pursuant to and as a result of that Stock Purchase Agreement dated June 7, 2006, between Vsurance, Inc. as buyer and the Director of the

Idaho Department of Insurance in his capacity as Liquidator of the Universe Life Insurance Company; and

WHEREAS the Stock Purchase Agreement provides in paragraph 2. that if the Form A application of Vsurance, Inc. was denied, it would forfeit its deposit, and further, that by its Notice of Show Cause Hearing, the Department indicated that it would not object to Vsurance, Inc. withdrawing its Form A application and the consideration of a new filing, provided that any new filing was made on a date certain, such as no later than 60 days following the withdrawal;

NOW THEREFORE given that the Form A filing by Vsurance, Inc. concerning the acquisition of Universe Life Insurance Company has been withdrawn, the Director finds that the hearing scheduled on the Form A has become moot and good cause exists for the entry of the following.

IT IS HEREBY ORDERED that the Show Cause Hearing scheduled for the 28th day of November 2007 at 9:00 a.m. or as soon thereafter as the parties may be heard, is vacated, and that this contested case be, and hereby is, dismissed without prejudice, provided that this contested case may be reopened with a new filing by either party for consideration of or any other issue arising from any new Form A filing that Vsurance, Inc. might make; and

IT IS FURTHER ORDERED that any new Form A filing by Vsurance, Inc. must be filed with and received by the Department no later than January 14, 2008 in order to be deemed timely and in order to avoid forfeiture by Vsurance, Inc. of its deposit; and that Vsurance, Inc. shall not be entitled to amend or supplement any new Form A filing beyond January 14, 2008, absent consent from the Department and the Liquidator. Each party shall bear its own attorney fees and costs.

NOTIFICATION OF RIGHTS

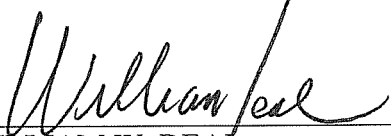
This constitutes a final order of the agency. Any party may file a motion for reconsideration of this final order within fourteen (14) days of the service date of this order. The agency will dispose of the petition for reconsideration within twenty-one (21) days of its receipt, or the petition will be considered denied by operation of law. *See* Idaho Code § 67-5246(4).

Pursuant to Idaho Code §§ 67-5270 and 67-5272, any party aggrieved by this final order may appeal it by filing a petition for judicial review in the district court of the county in which: (1) the hearing was held; or (2) the final agency action was taken; or (3) the aggrieved party resides or operates its principal place of business in Idaho; or (4) the real property or personal property that was the subject of the agency decision is located.

An appeal must be filed within twenty-eight (28) days of: (a) the service date of this final order, or (b) an order denying a petition for reconsideration, or (c) the failure within twenty-one (21) days to grant or deny a petition for reconsideration, whichever is later. *See* Idaho Code § 67-5273.

The filing of a petition for judicial review to the district court does not itself stay the effectiveness or enforcement of the order under appeal.

DATED and EFFECTIVE this 21ST day of November 2007.



WILLIAM W. DEAL
DIRECTOR, IDAHO DEPARTMENT OF INSURANCE

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that I have on this 21st day of November 2007, caused a true and correct copy of the foregoing document to be served upon the following by the designated means:

W. Russell Smith
Vsurance, Inc.
540 North Golden Circle Dr., Suite 304
Santa Ana, CA 92705

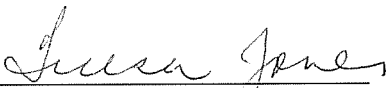
- first class mail
- certified mail
- hand delivery
- via facsimile

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Teresa Jones, Assistant to Director