

**BEFORE THE COMMISSIONER OF INSURANCE
OF THE STATE OF KANSAS**

In the Matter of **Security Benefit Mutual**)
Holding Company) Docket No. 4103-DM
)

PREHEARING ORDER

On March 19, 2010 at 2:00 p.m. via telephone conference call, a Prehearing Conference was held in the above-captioned matter. The Kansas Insurance Department was represented by Daniel Watkins, The Law Office of Daniel L. Watkins; Zachary Anshutz, Assistant General Counsel, Kansas Insurance Department; Robert Sullivan and Brian Wallace, Polsinelli Shugart, P.C. Security Benefit Mutual Holding Company (“Security Benefit”) was represented by John Guyot, Senior Vice President, General Counsel and Secretary; Natalie Haag, Second Vice President, Director of Governmental Affairs and Assistant General Counsel; Cynthia Shoss, Dewey & LeBoeuf; Ellen Dunn, Dewey & LeBoeuf. Guggenheim SBC Holdings LLC (“Guggenheim”) was represented by John Frieden and Kevin Fowler, Frieden and Forbes.

The following matters were determined at the Prehearing Conference held in accordance with K.S.A. 77-516, and are hereby set forth in this Prehearing Order pursuant to K.S.A. 77-517(b):

1. Cynthia Shoss and Ellen Dunn of Dewey & LeBoeuf are hereby admitted Pro Hac Vice to appear before the Commissioner of Insurance in this matter as counsel for Security Benefit.

2. The following attached Orders and Notices were adopted and incorporated into the record by the Commissioner of Insurance and shall govern the remainder of the proceedings in this matter subject to the authority of the Commissioner to modify the Orders as deemed necessary:
 - a. Procedural and Scheduling Order
 - b. Agreed Order and Joint Plan for Public Access
 - c. Notice of Public Comment Meeting and Evidentiary Hearing
 - d. Public Comment Meeting Plan and Scheduling Order
 - e. Protective Order

The Hearing Officer authorized the following Notices for publication by Security Benefit:

- f. Notice to Creditors of Discontinuance of Business
 - g. Notice of Public Comment Meeting and Evidentiary Hearing
3. Proceedings under this matter shall be conducted in accordance with Kansas law, including but not limited to, Kansas Statutes Annotated Chapter 40 - the Kansas Insurance Code and Kansas Statutes Annotated Chapter 77 – the Kansas Administrative Procedure Act.
 4. Insurance Commissioner Sandy Praeger will serve as Hearing Officer for both the Public Comment Meeting on April 28, 2010 and the Evidentiary Hearing on May 5, 2010.
 5. Written testimony, reports, or any documents deemed necessary to the disposition of this matter by the parties shall be provided to the Commissioner no later than fifteen (15) days prior to the Evidentiary Hearing.
 6. All motions brought before the Commissioner shall be submitted to John W. Campbell, General Counsel, 420 SW 9th Street, Topeka, Kansas 66612 or via e-mail at jcampbell@ksinsurance.org.

IT IS SO ORDERED THIS 23rd DAY OF March, 2010 IN THE CITY OF TOPEKA, COUNTY OF SHAWNEE, STATE OF KANSAS.



/s/ _____
John W. Campbell, General Counsel
Kansas Insurance Department

CERTIFICATE OF SERVICE

A true and correct copy of the foregoing **PREHEARING ORDER** dated _____, 2010, has on this _____ day of March, 2010, been sent via U.S. mail and via e-mail to the below identified counsel or parties.

/s/ _____
Zachary J.C. Anshutz
Kansas Insurance Department

SERVICE LIST

ELLEN DUNN
CYNTHIA SHOSS
DEWEY & LEBOEUF LLP
1301 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10019-6092
EDUNN@DL.COM
CSHOSS@DL.COM

JEFF S. LIEBMANN
DENNIS M. MANFREDI
CHARLENE MCHUGH
SIDLEY AUSTIN LLP
787 SEVENTH AVENUE
NEW YORK, NEW YORK 10019
JLIEBMANN@SIDLEY.COM
DMANFREDI@SIDLEY.COM
CMCHUGH@SIDLEY.COM

DAN WATKINS
LAW OFFICES OF DANIEL L. WATKINS
4311 W. 6TH STREET, SUITE C
LAWRENCE, KANSAS 66049
DANWATKINS@SUNFLOWER.COM

JOHN GUYOT
SECURITY BENEFIT CORPORATION
ONE SECURITY BENEFIT PLACE
TOPEKA, KANSAS 66636-0001
JOHN.GUYOT@SECURITYBENEFIT.COM

JOHN FRIEDEN
FRIEDEN & FORBES
555 SOUTH KANSAS AVENUE
TOPEKA, KANSAS 66603-3460
FRIEDEN@FRIEDENFORBES.COM

ROBERT SULLIVAN
POL SINELLI SHUGART, P.C.
700 W. 47TH STREET, SUITE 1000
KANSAS CITY, MISSOURI 64112
RSULLIVAN@POL SINELLI.COM