



specifically addressed in this Consent Order or for facts and/or omissions that do not arise from the facts or transactions herein addressed.

4. Respondent fully understands that this Consent Order will in no way preclude proceedings by state government representatives, other than the Commissioner for violations of the Law addressed specifically in this Consent Order, against the Respondent for violations of law under statutes, rules, or regulations of the State of Tennessee, which may arise out of the facts, acts, or omissions contained in the Findings of Fact and Conclusions of Law stated herein, or which may arise as a result of the execution of this Consent Order by the Respondent.

5. Respondent expressly waives all further procedural steps, and expressly waives all rights to seek judicial review of or to otherwise challenge or contest the validity of this Consent Order, the stipulations and imposition of discipline contained herein, and the consideration and entry of said Consent Order by the Commissioner.

**AUTHORITY AND JURISDICTION**

6. The Commissioner has jurisdiction over this matter pursuant to Tennessee Insurance Law (“Law”), Title 56 of the Tennessee Code Annotated (“TENN. CODE ANN.”), specifically, TENN. CODE ANN. §§ 56-1-101 *et seq.*, §§ 56-1-401 *et seq.*, §§ 56-2-102 to 103, § 56-2-115 and §§ 56-11-101 through 56-11-119. The Law places on the Commissioner the responsibility of the administration of its provisions.

**PARTIES**

7. The Division is the lawful agent through which the Commissioner administers the Law and is authorized to bring this action for the protection of the public.

8. Respondent is an insurance company licensed by the Commissioner to conduct insurance business in the State of Tennessee. The principal place of business on file with the Division is: 5104 N Francis Avenue, Suite 101, Oklahoma City, Oklahoma 73118.

## FINDINGS OF FACT

9. Respondent is a surety, property, and casualty insurance company domiciled in the State of Oklahoma.

10. Respondent has received a Certificate of Authority to sell property and casualty insurance in the state of Tennessee, thereby subjecting Respondent to regulations pursuant to the Law, specifically TENN. CODE ANN. § 56-1-101, *et seq.*

11. The financial statement filed with the Division by the Respondent reported that, as of March 31, 2014, Respondent's policyholders' surplus was *negative* Eleven Million, Seven Hundred Forty Thousand, Six Hundred Twenty-Four Dollars (-\$11,740,624).

12. On or about August 14, 2014, Respondent filed its June 30, 2014, Quarterly Financial Statement with the Division, reflecting that Respondent's policyholders' surplus was *negative* Nine Million, Four Hundred Four Thousand, Two Hundred Seventy-One Dollars (-\$9,404,271).

13. Respondent failed to keep One Million Dollars (\$1,000,000) in surplus as required by TENN. CODE. ANN. § 56-2-115.

14. On or about August 21, 2014, the State Court of Oklahoma County, Oklahoma, ("Court") placed Respondent into receivership and liquidation under the direction and control of the Commissioner of Insurance for the State of Oklahoma, John D. Doak, as "Receiver" in order to protect the interests of creditors, policyholders, and the public from harm.

## CONCLUSIONS OF LAW

15. Pursuant to TENN. CODE. ANN. §§ 56-2-114 and 56-2-115, Respondent must keep One Million Dollars (\$1,000,000) in both capital and surplus, which is "the minimum required."

16. TENN. CODE ANN. § 56-1-416 provides that the Commissioner shall revoke or suspend all certificates of authority granted to an insurance company if the Commissioner is of

the opinion, upon examination or other evidence, that a foreign insurance company is in an unsound condition or has failed to comply with the law and, upon such a finding, no new business shall be done by the company or its agents under suspension or revocation while such default or disability continues until its authority to do business is restored by the Commissioner.

17. By virtue of the fact that the Respondent is in violation of TENN. CODE. ANN. § 56-2-115, the Respondent is in an unsound financial condition under Tennessee Law and, thus, subject to sanctions under TENN. CODE ANN. § 56-1-416.

**ORDER**

**NOW THEREFORE**, on the basis of the foregoing and Respondent’s waiver of the right to a hearing and appeal under the Law and Tennessee’s Uniform Administrative Procedures Act, TENN. CODE ANN. §§ 4-5-101, to 4-5-404 (2011), and Respondent’s admission of jurisdiction of the Commissioner, the Commissioner finds that Respondent, for the purpose of settling this matter, admits the Findings of Fact and Conclusions of Law, agrees to the entry of this Order and agrees that this Order is in the public interest, necessary for the protection of investors and consistent with the purposes fairly intended by the policy and provisions of the Law.

**IT IS ORDERED**, pursuant to TENN. CODE ANN. § 56-1-416 of the Tennessee Insurance Law, that:

1. Respondent’s Certificate of Authority is hereby **SUSPENDED** for a period of two (2) years. During such period, Respondent shall continue to be licensed in Tennessee but shall cease writing any new business in the State of Tennessee, and shall renew only those policies that the law may require or that the insured has a contractual right to renew. Should the Commissioner determine that the Respondent’s financial condition is no longer unsound, she may at any time remove the suspension of the Respondent’s Certificate of Authority provided the Respondent meets all requirements for Tenn. Code Ann. §§ 56-1-501, 56-1-502, 56-2-101

through 56-2-104, 56-2-113 through 56-2-115, 56-2-201 and 56-2-301. The Commissioner, in her sole discretion, may also extend the suspension period should she find such extension to be in the public interest. However, in the event Respondent's Certificate of Authority is not reinstated within two (2) years from the date of this Order, unless the Commissioner has extended the suspension period, the Respondent's Certificate of Authority shall be automatically revoked without further action by the Commissioner or the Division.

2. Except as otherwise directed by the Court having jurisdiction over the receivership and/or liquidation, Respondent shall continue to service existing policyholders, adjust losses and pay fees, licenses, and taxes as required by the Law.

This Consent Order is in the public interest and in the best interests of the parties. This Consent Order represents a compromise and settlement of the controversy between the parties and is for settlement purposes only. By the signature affixed below, Red Rock Insurance Company affirmatively states that it has freely agreed to the entry of this Consent Order, that it has been advised that it may consult legal counsel in this matter and has had the opportunity to consult with legal counsel, that it waives its right to a hearing on the matters underlying this Consent Order and to a review of the Findings of Fact and Conclusions of Law contained herein, and that no threats or promises of any kind have been made by the Commissioner, the Division, or any agent or representative thereof. The parties, by signing this Consent Order, affirmatively state their agreement to be bound by the terms of this Consent Order and aver that no promises or offers relating to the circumstances described herein, other than the terms of settlement set forth in this Consent Order, are binding upon them.

Nothing in this Consent Order should be construed to limit the authority of the Insurance Division or the Commissioner to take further action against the Respondent should such action, in the opinion of the Insurance Division or the Commissioner, be necessary.

**SO ORDERED.**

**ENTERED** this the 9<sup>th</sup> day of July, 2015.



Julie Mix McPeak, Commissioner  
Department of Commerce and Insurance

**APPROVED FOR ENTRY:**

Red Rock Insurance Company  
Nestor Romero  
Assistant Receiver for Red Rock



Michael Humphreys  
Assistant Commissioner for Insurance  
Department of Commerce and Insurance

Respectfully Submitted,



Kathleen Dixon BPR # 32072  
Assistant General Counsel  
500 James Robertson Parkway  
Davy Crockett Tower  
Nashville, TN 37243  
(615) 532-6830  
kathleen.dixon@tn.gov

**SO ORDERED.**

**ENTERED** this the \_\_\_\_\_ day of \_\_\_\_\_, 2015.

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Julie Mix McPeak, Commissioner  
Department of Commerce and Insurance

**APPROVED FOR ENTRY:**



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Red Rock Insurance Company  
Nestor Romero  
Assistant Receiver for Red Rock

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Michael Humphreys  
Assistant Commissioner for Insurance  
Department of Commerce and Insurance

Respectfully Submitted,

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