

STATE OF NORTH DAKOTA
BEFORE THE INSURANCE COMMISSIONER

In the Matter of the Proposed)	
Acquisition of Control of Safecard)	ORDER APPROVING
Services Insurance Company by)	THE ACQUISITION
General Atlantic Partners 79, L.P.,)	
General Atlantic GenPar, L.P., and)	FILE NO. CO-10-289
General Atlantic, LLC.)	

On November 29, 2010, a statement, also known as a Form A, regarding the acquisition of control of Safecard Services Insurance Company by General Atlantic Partners 79, L.P., General Atlantic GenPar, L.P., and General Atlantic, LLC (collectively "General Atlantic"), was filed with the North Dakota Insurance Commissioner ("Commissioner"). General Atlantic also filed supplemental statements with the Commissioner regarding additional details and information requested by the North Dakota Insurance Department concerning the proposed acquisition.

All of the companies involved, General Atlantic, LLC, Affinity Group Holdings, Inc., Safecard Services Insurance Company, and the sole policyholder of Safecard, Trilegiant Corporation, requested that the hearing provided for by N.D.C.C. § 26.1-10-03(4) be waived and gave their consent to waive the hearing. Pursuant to the authority provided by N.D.C.C. § 26.1-10-03(4), the Commissioner issued an Order on March 7, 2011, waiving the hearing on the proposed acquisition.

General Counsel Melissa Hauer, acting as Hearing Officer, has reviewed the evidence of record and has issued her Recommended Findings of Fact, Conclusions of Law and Order Approving the Acquisition. The Commissioner has reviewed the

Recommended Findings of Fact, Conclusions of Law and Order Approving the Acquisition and finds that the record supports the Recommended Order.

THEREFORE, IT IS ORDERED that the Recommended Findings of Fact and Conclusions of Law of Melissa Hauer are adopted as the Commissioner's Findings of Fact and Conclusions of Law in this matter.

IT IS FURTHER ORDERED that the Recommended Order of Melissa Hauer is adopted as the Commissioner's final Order in this matter as follows:

The proposed acquisition of Safecard Services Insurance Company by General Atlantic Partners 79, L.P., General Atlantic GenPar, L.P., and General Atlantic, LLC under the provisions of the Form A Statement Regarding the Acquisition of Control with a Domestic Insurer filed with the Commissioner of Insurance is **APPROVED**.

The Commissioner of Insurance will retain jurisdiction over the subject matter of this proceeding and over the parties for the purpose of entering such further order or orders as may be deemed proper.

DATED this 8th day of March, 2011.



Adam Hamm
Commissioner
N.D. Insurance Department
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