

**STATE OF OREGON
DEPARTMENT OF CONSUMER AND BUSINESS SERVICES
INSURANCE DIVISION**

BEFORE THE DIRECTOR OF THE DEPARTMENT OF CONSUMER AND BUSINESS
SERVICES

In the Matter of the Proposed Reorganization of)	Order of Exemption
the insurance holding company system of)	
NexDent Dental Plans, Inc.)	Case No. INS 15-09-004

INTRODUCTION

By an email dated September 2, 2015, NexDent Dental Plans, Inc. (“NexDent”) filed a request for exemption from the provisions of Oregon Revised Statutes (ORS) 732.521(1) pursuant to ORS 732.521(2) with regard to a proposed reorganization of its holding company system.

NexDent is an Oregon domestic stock corporation licensed under ORS 750 to transact insurance as a limited health care service contractor for dental. NexDent’s outstanding stock is owned by Lambert Van Eerden, Jr. (42.7%), Kevin Boie (10.0%), Jerald Wilbur (4.6%), Yui Sing Tse (“Tse”), DMD (28.5%), and Master Dentist Institute, Inc. (“MDI”) (14.2%).

FACTS PROVIDED

(1) Tse currently holds 11,400 shares of common stock of NexDent. Tse also holds 100% of the outstanding stock for MDI. Accordingly, between his direct ownership and his indirect ownership through MDI, Tse controls 42.7% of the voting stock of NexDent.

(2) For estate planning purposes, Tse has recently created the Tse Family Revocable Trust (the “Trust”), and now proposes to transfer to the Trust his 11,400 shares of NexDent stock and all of his MDI stock.

(3) NexDent provided a copy of the Tse Family Revocable Trust dated November 25, 2014 (“the Trust Agreement”). The trust Agreement represents that Tse and his wife Debbie Tse are the trustees of the Trust.

(4) NexDent provided a copy of Amendment No. 1 to the Tse Family Revocable Trust (Amendment 1”). Amendment 1 represents that Tse will have exclusive trustee powers over all decisions affecting the NexDent stock, and Debbie Tse will have no trustee powers with respect to NexDent stock.

(5) NexDent provided a letter from their legal counsel, Stoel Rives, LLP, dated July 29, 2015 (“the Stoel Rives Letter”). The Stoel Rives Letter represents that while there will be a technical transfer of ownership of more than 10% of the outstanding NexDent stock, as noted in ORS 732.567, from Tse to the Trust, there will be no change in the persons who control NexDent.

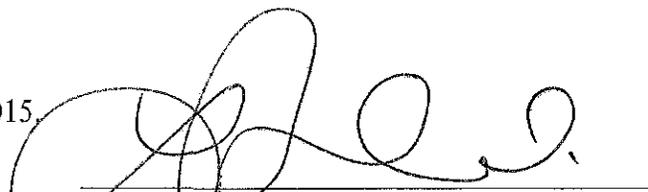
CONCLUSION OF LAW

The proposed Reorganization does not constitute a change of control and is not a transaction contemplated within the purpose of ORS 732.521(1). The proposed Reorganization thereby meets the requirements for exemption from the provisions of ORS 732.521(1) pursuant to ORS 732.521(2)(b).

ORDER

Based on the foregoing findings of fact and for good cause appearing, it is hereby ordered that an exemption from the provisions of ORS 732.521(1), pursuant to ORS 732.521(2)(b), be granted regarding the proposed Reorganization of the holding company system of NexDent Dental Plans, Inc.

Issued this 6 day of November 2015.



Laura N. Call
Insurance Commissioner