



P.O. Box 690, Jefferson City, Mo. 65102-0690

In re: Proposed Acquisition of:)
)
 American Healthcare, Inc.) Case No. 060601237C
 by)
 Douglas Myers)

Finding of Fact, Conclusions of Law, and Order

Findings of Fact and Conclusions of Law

Based on the competent and substantial evidence on the whole record, I, W. Dale Finke, Director of Department of Insurance, State of Missouri, (“Director”) find and conclude that:

1. On or about May 17, 2006, a Form A Statement was filed with the Missouri Department of Insurance (the “Department”) on behalf of Douglas Myers, a Missouri resident (the “Applicant”), in connection with the proposed acquisition of a certain Missouri domestic insurer, namely, American Healthcare, Inc., (the “Insurer”), which conducts a prepaid dental plan business in this state. A public hearing was held on June 21, 2006, as ordered by the Department on June 2, 2006. Justin A. Harris appeared for the Applicant. Mark Stahlhuth appeared for the Department’s Division of Financial Regulation.

2. Applicant intends to acquire direct control of the Insurer by purchasing 100% of the shares of the Insurer from the Estate of Knochewa Michael Doty.

3. A preponderance of evidence on the whole record fails to show that:

A. After the change of control of the Insurer by the Applicant, the Insurer will be unable to satisfy the requirements for the issuance of a license to write the lines of insurance - namely prepaid dental plans - for which it is presently licensed.

B. The effect of the acquisition of the control of Insurer would be substantially to lessen competition in insurance in this State, or tend to create a monopoly therein.

C. The financial condition of the Applicant is such as might jeopardize the financial stability of the Insurer or prejudice the interests of its subscribers.

D. Any plans or proposals the Applicant has to liquidate the Insurer, to sell its assets or to consolidate or merge it with any person, or to make any other material change in its business or corporate structure or management are unfair and unreasonable to policyholders or subscribers of the Insurer or contrary to the public interest.

E. The competence, experience and integrity of the Applicant's management are such that it would be contrary to the interests of the subscribers of the Insurer and of the public to permit the acquisition of control of the Insurer by the Applicant.

F. The acquisition of the Insurer by the Applicant is likely to be hazardous or prejudicial to the insurance buying public.

Order

Based on the foregoing findings and conclusions, the acquisition of control American Healthcare, Inc., by Douglas Myers as proposed in the Form A Statement, is hereby **APPROVED.**

So ordered, signed and official seal affixed this _____ day of June, 2006.

W. DALE FINKE, Director