

STATE OF MISSOURI

DEPARTMENT OF



INSURANCE

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

In re: Proposed Acquisition or Merger of:)
Alliance for Community Health, LLC) Case No. 040406409C
d/b/a Community Care Plus)
by)
CCP Acquisition Limited.)

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, Scott B. Lakin, Director of Department of Insurance, State of Missouri, (“Director”) find and conclude that:

1. On or about April 5, 2004, a Form A Statement was filed with the Missouri Department of Insurance (the “Department”) on behalf of Bush O’Donnell & Co. Inc., a Missouri corporation, in connection with the proposed acquisition of a certain Missouri domestic insurer, namely, Alliance for Community Health, LLC d/b/a Community Care Plus (the “Insurer”), controlled by the following members of the Insurer LLC: Tenet Health Systems DI, Inc., a Missouri corporation, Family Health Care Centers, a Missouri benevolent corporation, and Myrtle Hilliard Davis Comprehensive Health Centers, Inc., a Missouri non-profit corporation (together collectively, the “Sellers”). On or about May 14, 2004, an amended Form A Statement was filed with the Department substituting CCP Acquisition Limited, (the “Applicant”) a Missouri corporation, for Bush O’Donnell & Co., Inc. as the applying entity. Applicant is a wholly owned subsidiary of Missouri Physicians Associates, a Missouri domestic property and casualty insurer, which in turn is

a wholly owned subsidiary of Bush O'Donnell & Co., Inc. A public hearing was held on May 20, 2004, as ordered by the Department on April 7, 2004. Lewis E. Melahn appeared for Applicant and Bush O'Donnell & Co., Inc. 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 membership interest of the Sellers in the Insurer.

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

A. After the change of control of the Insurer by Applicant, the Insurer will be unable to satisfy the requirements for the issuance of a license to write the lines of insurance 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 Applicant is such as might jeopardize the financial stability of the Insurer or prejudice the interests of its subscribers.

D. Any plans or proposals 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 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 of Alliance for Community Health, LLC d/b/a Community Care Plus by CCP Acquisition Limited as proposed in the amended Form A Statement, is hereby **APPROVED**.

So ordered, signed and official seal affixed this _____ day of May, 2004.

SCOTT B. LAKIN, Director