

IN RE: Proposed Acquisition of:)
)
Essence L.L.P. d/b/a Essence Healthcare) Case Number 070821340C
by)
Essence Group Holdings Corporation)

FINDINGS OF FACT, CONCLUSIONS OF LAW AND ORDER

Based on the competent and substantial evidence on the whole record, I, Douglas M. Ommen, Director of the Department of Insurance, Financial Institutions and Professional Registration, State of Missouri, find and conclude that:

1. On or about August 6, 2007, a Form A Registration Statement was filed with the Missouri Department of Insurance Financial Institutions and Professional Registration (“Department”) on behalf of Essence Group Holdings Corporation, a Delaware corporation ("Applicant"), in connection with the proposed acquisition of Essence L.L.P., a Missouri limited liability partnership ("Insurer"). On September 17, 2007, Applicant filed a Revised Form A Registration Statement (“Revised Form A”) with the department.

2. The director held a public hearing on September 19, 2007, pursuant to an order of notice of hearing. Bryan Dieter, President of Applicant, appeared for Applicant and Deborah Gribble, President of Insurer; appeared for Insurer. Applicant was represented by its counsel, James F. Gunn. Mark W. Stahlhuth appeared for the Department’s Insurance Solvency and Company Regulation Division.

3. Applicant will acquire control of the Insurer through a series of steps outlined in detail in the Revised Form A.

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

A. After the acquisition of Insurer by Applicant, Insurer will not be able to satisfy the

requirements for the issuance of licenses to write the lines of insurance for which it is presently licensed.

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

C. The financial condition of Applicant is such as might jeopardize the financial stability of Insurer or prejudice the interest of the policyholders of Insurer.

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

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

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

ORDER

Based on the foregoing findings and conclusions, the proposed acquisition of Essence L.L.P. by Essence Group Holdings Corporation, as proposed in the Revised Form A, is hereby APPROVED WITH CONDITIONS, as follows: (1) Essence Group Holdings Corporation and Essence L.L.P. makes full execution and promptly delivers to the Department the document admitted into evidence at the Public Hearing as Exhibit L and entitled "Guaranty and Capital Contribution Agreement;" and (2) Such execution shall take place no later than consummation of the transactions contemplated by the Contribution Agreement set forth in the Revised Form A.

So ordered, signed and official seal affixed this ____ day of September, 2007.

DOUGLAS M. OMMEN, Director