

ROBERTA CROSS GUNS
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Montana State Auditor
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Helena, MT 59601
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Attorney for Securities and Insurance Departments

BEFORE THE STATE AUDITOR
AND COMMISSIONER OF SECURITIES AND INSURANCE
HELENA, MONTANA

IN THE MATTER OF:)	CASE NO. 04-03-06-212-1
)	
AMERIPLAN USA CORPORATION,)	CONSENT AGREEMENT
5700 DEMOCRACY DRIVE,)	
PLANO, TEXAS, 75024,)	
A Discount Health Care Card provider;)	
)	
DENNIS BLOOM, individually and in his)	
capacity as CEO for AMERIPLAN;)	
DANIEL BLOOM, individually and in his,)	
capacity as Director for AMERIPLAN; and)	
)	
SHIRL SHELLEY, individually and in her)	
capacity as a broker and regional sales)	
representative for AMERIPLAN, and)	
JOHN AND JANE DOES 1-370;)	
)	
Respondents.)	

Consent Agreement dated this 20th day of October 2006, between
the Montana Securities Department and Insurance Department ("Departments"), acting pursuant
to the authority of the Securities Act of Montana, § 30-10-101 *et seq.* MCA, the Insurance Code,

§ 33-1-101 *et. seq.*, and § 2-4-603 Montana Code Annotated; and Respondents AmeriPlan USA Corporation, Dennis Bloom, Daniel Bloom, and Shirl Shelley.

RECITALS

WHEREAS, the Departments issued a Notice of Proposed Agency Action (Action) on or about July 18, 2006, alleging violations of the Securities Act and the Insurance Code by Respondents with respect to the promotion of an illegal pyramid scheme and with respect to the provisions of the Montana Medical Care Discount Card and Pharmacy Discount Card Act as described in the Action;

WHEREAS, the Departments and Respondents have investigated the matters pursuant to customer complaints and information provided in Respondents' various filings with the Departments; and

WHEREAS, the Departments and Respondents agree that the best interests of the public would be served by dismissing the Action and entering into the agreements and undertakings specified herein.

NOW THEREFORE, in consideration of the mutual undertakings herein contained, the Departments and Respondents hereby agree to resolve their differences and settle these matters pursuant to the following terms and conditions:

I. SUMMARY OF ALLEGATIONS

A. The Action includes, *inter alia*, allegations that Respondents, in violation of §30-10-325, MCA, conducted and promoted an illegal pyramid scheme and through those same efforts committed securities fraud in violation of §30-10-301 (1) (b) and (c), MCA. The Action further alleges that Respondents marketed, promoted and advertised a medical care discount card in violation of §33-38-103 (1) (a) (iii), MCA.

II. STIPULATIONS AND CONSENTS

A. Without admitting or denying any of the allegations contained within the Action, Respondents stipulate and consent:

1. To pay an administrative fine of \$200,000 pursuant to M.C.A. § 30-10-305(3) and §§33-38-105 and 33-1-317, MCA. Respondents will pay the fine in monthly installments with the initial \$16,666.67 payment due on signing of this Consent Agreement, with the balance due in eleven (11) monthly installments of \$16,666.66 each.

2. To create a Restitution Fund (hereafter "Fund") that will be held in escrow for not more than 60 days after its creation. The Fund shall be funded for the purpose of paying restitution to Respondents' Montana customers, including the statutory 10% interest rate from the date of alleged wrongdoing. For Montana customers who were only members, the date of alleged wrongdoing is no earlier than November 27, 2005. For Montana customers who were brokers and members, the date of alleged wrongdoing is no earlier than July 18, 2001.

Individuals identified by the Department as eligible participants who have paid money to Respondents as part of the program described in the Action shall be authorized to submit a claim to the Fund. The Fund shall be administered and disbursed as follows:

a. Respondents, at their own cost, will send via certified mail within ten (10) days of the signing of the Consent Agreement, a letter approved by the Departments to each of the individuals identified by the Departments as eligible participants indicating they may submit a claim against the Fund. None of the named Respondents shall be deemed as eligible participants.

b. Eligible participants submitting a claim against the Fund will be entitled to an amount as calculated by the Departments. Eligible participants will have 30 days to submit their claim against the Fund.

c. Thirty (30) days after the last day available for eligible participants to claim against the Fund, the Fund shall be deemed closed and any excess funds remaining in the Fund shall be sent to the Investor Protection Trust for the benefit of Montana investors.

3. To comply with the terms and conditions of this Consent Agreement and with the securities laws and regulations and the insurance code and regulations of Montana.

4. To withdraw their registration application with the Montana Insurance Department and to withdraw their MLD-Form filing with the Montana Securities Department. Further, Respondents will refrain from filing new or renewed applications or filings with either Department for a period of two years from April 28, 2006.

5. The applicable Statutes of Limitation, §§ 33-1-707 and 30-10-305, MCA, are tolled for two (2) years from the date of execution of this Consent Agreement with regard to the allegations set forth above. In the event Respondents violate the terms of this Consent Agreement at any time during the two-year tolling period the State Auditor's Office reserves the right to seek additional fines and to seek a permanent ban on registration or filings by Respondents.

B. Pursuant to the stipulations, agreements and consents of Respondents, the Departments, under the authority of the Montana Securities Act, the Montana Insurance Code, and § 2-4-603, Montana Code Annotated, hereby agree that:

1. The Department shall execute such documents and take such actions as are required to dismiss the Action with prejudice upon the signing of this Consent Agreement.

C. All parties to this Consent Agreement agree and acknowledge:

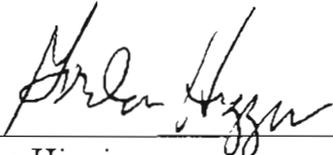
1. This Consent Agreement constitutes the entire agreement between the parties, there being no other promises or agreements, either express or implied. Under authority of the Securities Act and the Insurance Code, the Departments hereby agree that they will not initiate any civil or administrative actions against Respondents regarding or related to the allegations contained in the Action. Respondents fully and forever release and discharge the Office of the State Auditor, the elected State Auditor and all State Auditor employees from any and all actions, claims, causes of action, demands, or expenses for damages or injuries that may arise from the allegations underlying this Consent Agreement, whether asserted or unasserted, known or unknown, foreseen or unforeseen, arising out of the Action.

2. Upon the signing of this Consent Agreement, the State Auditor will file with the hearing examiner a Motion and Stipulation for Dismissal of the Action, with prejudice.

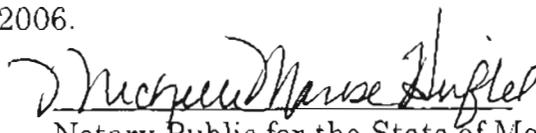
3. This Consent Agreement may be executed in counterparts.

DATED this 20 day of October 2006.

MONTANA SECURITIES AND INSURANCE DEPARTMENTS

By: 
Gordon Higgins
Deputy State Auditor

SUBSCRIBED AND SWORN to before me this 20th day of October 2006.

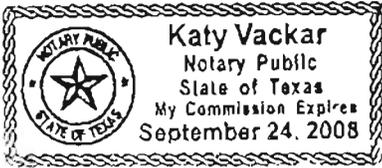

Notary Public for the State of Montana
Residing at Helena, Montana
My commission expires March 29, 2008

DATED this 19th day of October 2006.

AMERIPLAN USA CORPORATION

By: Dennis Bloom
DENNIS BLOOM
Chief Executive Officer

SUBSCRIBED AND SWORN to before me this 19th day of October, 2006.

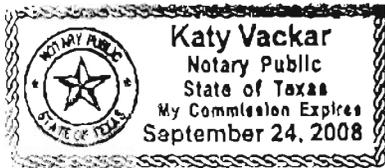


Katy Vackar
Notary Public for the State of Texas
Residing at: Plano, Texas.
My commission expires Sept. 24, 2008.

DATED this 19th day of October 2006.

Dennis Bloom
DENNIS BLOOM

SUBSCRIBED AND SWORN to before me this 19th day of October, 2006.

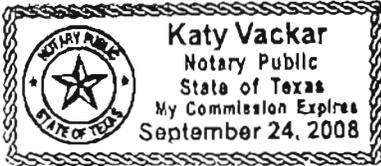


Katy Vackar
Notary Public for the State of Texas
Residing at: Plano, Texas.
My commission expires Sept. 24, 2008.

DATED this 19th day of October 2006.

[Signature]
DANIEL BLOOM

SUBSCRIBED AND SWORN to before me this 19th day of October, 2006.



[Signature]
Notary Public for the State of Texas
Residing at Plano, Texas.
My commission expires Sept. 24, 2008

DATED this _____ day of _____ 2006.

SHIRL SHELLEY

SUBSCRIBED AND SWORN to before me this _____ day of _____ 2006.

Notary Public for the State of Montana
Residing at _____, Montana.
My commission expires _____.

DATED this _____ day of _____ 2006.

DANIEL BLOOM

SUBSCRIBED AND SWORN to before me this _____ day of _____ 2006.

Notary Public for the State of Texas
Residing at _____, Texas.
My commission expires _____

DATED this 19 day of October 2006.

Shirl Shelley

SHIRL SHELLEY

SUBSCRIBED AND SWORN to before me this 19th day of October 2006.

Kristi Aaby

Notary Public for the State of Montana
Residing at E. Helena, Montana.
My commission expires 10-28-2006.
Kristi Aaby