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**STATE OF OHIO  
DEPARTMENT OF INSURANCE**  
2100 Stella Court  
Columbus, Ohio 43215

**IN THE MATTER OF** :  
**UNITEDHEALTHCARE OF OHIO** : **CONSENT ORDER**  
**MARKET CONDUCT EXAMINATION** :

The Superintendent of the Ohio Department of Insurance ("Department") is responsible for administering Ohio insurance laws pursuant to Section 3901.011 of the Ohio Revised Code ("R.C."). The Department conducted a market conduct examination of United Healthcare of Ohio, Inc. and its affiliates (collectively, the "Company"). The Company is authorized to engage in the business of insurance in the State of Ohio and, as such, is under the jurisdiction of the Superintendent and the Department. The Department examined the Company's marketing activities in relation to agent commissions in the State of Ohio from 2000 to 2005.

SECTION I

As a result of the above described market conduct examination, the Superintendent alleges:

The Company paid its duly appointed agents, and one or more of the Company's representatives made statements which the Department contends were inaccurate concerning, compensation in addition to fees its agents may have been collecting from public sector entities as part of their contractual arrangements. By engaging in these activities, the Company failed to comply with R.C. 1751.20 and R.C. 3901.21.

SECTION II

It is hereby agreed by the parties that:

- A. The Superintendent and the Company enter into this Consent Order to fully and completely resolve the allegations as set forth in Section I of this order. Further, the Company neither admits nor denies the allegations set forth in Section I. This Consent Order shall not be used as an admission of, or evidence of, wrongdoing or omission by the Company in any proceedings before the Department or any other tribunal, nor used as a basis for the denial of any license, authorization, approval or consent required under insurance laws or regulations.
- B. The Company has been advised that if formal proceedings are commenced, it would have the right to a hearing before the Superintendent pursuant to R.C. Chapter 119 on the allegations set forth in Section I; that,

at a hearing, it would be entitled to appear in person, to be represented by an attorney or other representative who is permitted to practice before the agency; and that, at a hearing, it would be entitled to present its position, arguments or contentions in writing and to present evidence and examine witnesses appearing for and against it. The Company hereby waives all such rights.

- C. The Company consents to the jurisdiction of the Superintendent and the Department to determine the issues set forth herein. The Company expressly waives any prerequisites to jurisdiction that may exist.
- D. The Company shall establish policies and procedures that will ensure compliance with the Ohio Ethics Commission Advisory Opinion Number 93-013, dated September 10, 1993.
- E. If subpoenaed, the Company will assist the Department in any current or future administrative and/or criminal actions against any of its current or formerly appointed agents related to improper conduct engaged in by those appointed agents with respect to compensation practices.
- F. The Company will pay an administrative penalty in the amount of \$125,000.00 by check or money order made payable to the "Ohio Department of Insurance" no later than thirty (30) days after the date of execution of this Consent Order.
- G. The Company will pay administrative costs in the amount of \$50,000.00 by check or money order made payable to the "Ohio Department of Insurance" no later than thirty (30) days after the date of execution of this Consent Order for costs associated with the Department's investigation into the Company's marketing practices.
- H. The Company waives and releases any and all causes of action, claims or rights, known or unknown (collectively, "Claims"), which it may have against the Department, and any employees, agents, consultants, contractors or officials of the Department, in their individual and official capacities, as a result of any acts or omissions on the part of such persons or firms arising out of this matter. The Department waives and releases any and all Claims which it may have against the Company or its employees arising out of, or related to, the matters described in Section I.
- I. The Company has read and understands this Consent Order. The Company further understands that it has the right to seek counsel of its choice and to have counsel review this Consent Order.
- J. This Consent Order is binding on all parties and has the full force and effect of an Order of the Superintendent. Failure to abide by the terms of

this agreement shall constitute an actionable violation in and of itself without further proof and may subject the Company to any and all remedies available to the Superintendent.

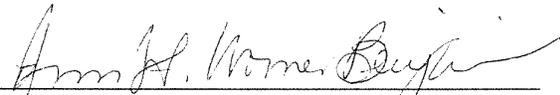
- K. This Consent Order shall be entered in the Journal of the Ohio Department of Insurance. All parties understand and acknowledge that this Consent Order is a public document pursuant to R.C. 149.43.

AGREED:

Date: 2/2/2006

  
\_\_\_\_\_  
Stevan D. Garcia  
Chief Executive Officer  
UnitedHealth Care of Ohio, Inc.

Date: 2/15/06

  
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Ann H. Womer Benjamin  
Superintendent of Insurance