

BEFORE THE DEPARTMENT OF COMMERCE AND INSURANCE
FOR THE STATE OF TENNESSEE

IN THE MATTER OF:

UNITEDHEALTHCARE OF TENNESSEE, INC.

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No. 10-033

ORDER ADOPTING EXAMINATION REPORT

Pursuant to Tenn. Code Ann. § 56-32-115(b), the Insurance Division of the State of Tennessee Department of Commerce and Insurance (the "Division") has examined certain affairs of UnitedHealthcare of Tennessee, Inc. (the "Company"), a health maintenance organization operating in the State of Tennessee. As a result of an examination conducted as of the 31st day of December, 2008, the examiner-in-charge filed with the Division on the 25th day of May, 2010, a verified, written Report on Examination, a copy of which has been sent to UnitedHealthcare of Tennessee, Inc., a copy of which is attached hereto and marked as Exhibit A. The Division received a written rebuttal in response to said Report on Examination on June 17, 2010, a copy of which is attached hereto as Exhibit B.

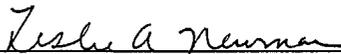
Pursuant to Tenn. Code Ann. §§ 56-32-101, *et seq.*, said Report on Examination regarding the affairs of UnitedHealthcare of Tennessee, Inc., filed with the Insurance Division of the State of Tennessee Department of Commerce and Insurance on the 25th day of May, 2010, is hereby **ADOPTED** as filed with the following corrections:

1. The third sentence in the second paragraph, CHARTER AND BY-LAWS (p. 5) is hereby amended to read as follows: "The By-Laws may be amended or repealed by a majority of the entire Board of Directors."
2. The position of Nyle B. Cottington with the Company is Vice President, Regulatory Controller and Assistant Treasurer.

The adoption of this examination report shall not preclude the Department from imposing sanctions against UnitedHealthcare of Tennessee, Inc. for potential violations of the Tennessee Insurance Law which may be revealed in the examination report, it being the intent of this Order Adopting Examination Report merely to adopt the examination report filed by the examiner-in-charge.

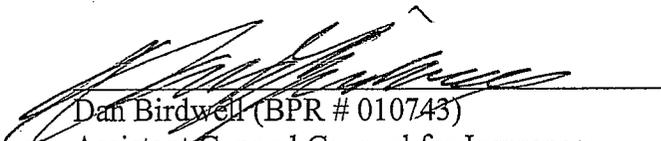
It is so **ORDERED**.

ENTERED this the 25th day of June, 2010.



Leslie A. Newman, Commissioner
Department of Commerce and Insurance
State of Tennessee

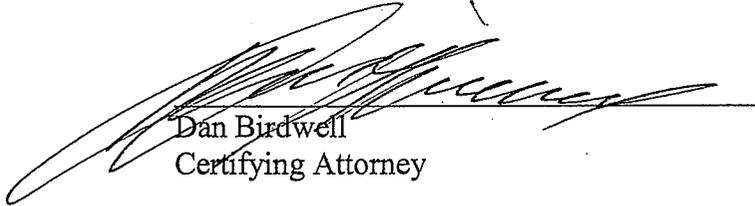
PREPARED FOR ENTRY:



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CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the foregoing Order Adopting Examination Report as Filed has been messenger mailed to Larry C. Knight, Jr., Assistant Commissioner for Insurance, Department of Commerce and Insurance, Horace Gaddis, Insurance Examinations Director, Department of Commerce and Insurance, and Mark Jaquish, Insurance Analysis Director, Department of Commerce and Insurance, and mailed, first class, postage prepaid, to UnitedHealthcare of Tennessee, Inc., 10 Cadillac Dr., Suite 200, Brentwood, TN 37027, on this ~~23rd~~ day of June, 2010.



Dan Birdwell
Certifying Attorney