MIKE WINSOR
Office of the Commissioner of
Securities & Insurance
840 Helena Avenue
Helena, MT 596901
(406) 444-2040

Attorney for the Department of Insurance

BEFORE THE COMMISSIONER OF SECURITIES AND INSURANCE
OFFICE OF THE STATE AUDITOR
STATE OF MONTANA

IN THE MATTER OF:	)	Case No. INS 2006-71
	)	
UNITED NATIONAL WORKFORCE ASSOCIATION, INC. a.k.a. UNITED GROUP PROGRAMS, INC.; OPTI-MED PLAN; C. MURPHY LEOPOLD, EDWARD DEMMING, ROBERT D. EDELHEIT, JONATHAN EDELHEIT, MARC ALAN EDELHEIT, TERESA COHEN, ALLEN D. STERN, WALTER CECCHINI, individually and in their capacities as officers, directors or agents of the foregoing entities;	)	**CONSENT AGREEMENT AND FINAL ORDER FOR CONSUMER ALLIANCE USA (CAUSA) PROFESSIONAL RISK AND ASSET MANAGEMENT INSURANCE SERVICES INC. (PRAM), SCOTT INTRAVIA, CAMERON STRONG, MICHAEL SACKETT, MARK KUHLS and DAVID P. WILSON**
NEW HEALTH CARE MANAGEMENT GROUP, INC. d.b.a. FAMILY SECURITY COUNCIL, INC., d.b.a. ADOVA HEALTH, d.b.a DESIGN SAVERS PLAN; VENTURE SUPPORT GROUP; KATZ/BYARS INSURANCE SERVICES, INC.; FEDERAL CHAMBER OF COMMERCE; JOHN BYARS, ARNOLD H. KATZ, IRA GOTTLIEB, WILLIAM BYARS, KEVIN KIRBAS, MICHAEL FAYARD, STEVE KELLEY, CURTIS G. MOORE, SHELTON TUCKER; ROBERT E. BYRNE, individually and in their capacities as officers, directors or agents of the foregoing entities;	)	
CONSUMER ALLIANCE USA, MARK KUHLS, SCOTT INTRAVIA, CAMERON STRONG, MICHAEL SACKETT, individually and in their capacities as officers, directors or agents of the foregoing entity;	)	
XYZ BUSINESS ENTITIES 1-25 and JANE or JOHN DOES 1-25, Respondents.	)	

This Consent Agreement ("Consent Agreement") dated this 8th day of October 2010, is between the Montana Insurance Department ("Department"), acting pursuant to Mont. Code Ann. § 2-4-603 and the authority of the Insurance Code, Mont. Code Ann. § 33-1-101 *et. seq.*, and Consumer Alliance USA (CAUSA), Professional Risk and Asset Management Insurance Services Inc. (PRAM), Scott Intravia, Cameron Strong, Michael Sackett, Mark Kuhls, and David P. Wilson (referred to collectively herein as "Respondents"), (all collectively referred to as "the Parties").

RECITALS

WHEREAS, the Department issued a Temporary Order to Cease and Desist and Opportunity for Hearing ("Order") and a Notice of Proposed Agency Action and Opportunity for Hearing ("Notice") against the Respondents on June 30, 2008, alleging violations of the Montana Insurance Code, *to wit*, Mont. Code Ann. §§ 33-1-201(6), 33-1-1202(4), 33-1-1302, 33-2-101, 33-2-104, and 33-17-1004.

WHEREAS, the Allegations of Fact and Conclusions of Law contained in the Order and Notice are incorporated herein by reference.

WHEREAS, the Respondents neither admit nor deny the Allegations of Fact and Conclusions of Law contained in the Order and Notice.

WHEREAS, the Department and the Respondents agree that the Parties' best interests would be served by entering into the following specific Consent Agreement and undertakings set forth below.

NOW THEREFORE, in consideration of the mutual undertakings established herein, the Department and the Respondents enter into the following:

AGREEMENT

1. The Respondents acknowledge the Commissioner of Securities and Insurance, Office of the State Auditor (the "CSI"), and the Department have jurisdiction over the subject matter of the above-entitled proceeding.

2. The Respondents acknowledge they were advised of their option to be represented by legal counsel, have consulted with legal counsel regarding this Consent Agreement, and are satisfied with the services of their legal counsel.

3. The Respondents acknowledge that they have read and understand each term of this Consent Agreement and they enter into this Consent Agreement voluntarily and without reservation.

4. The Respondents stipulate and agree with the Department that this Consent Agreement resolves alleged violations set forth in the Order and Notice.

5. The Respondents and the Department hereby acknowledge and agree that this Consent Agreement constitutes the entire agreement between the Parties and that no other promises or agreements, either express or implied, have been made by the Department or by any member, officer, agent, or representative of the Department to induce the Respondents to enter into this Consent Agreement.

6. Any notice provided for in this Consent Agreement and any other communication between the Department and the Respondents are legally sufficient if given in the following manner:

(a) notice to the Department may be given by mailing the notice by United States mail, postage paid and addressed to the Department as follows:

Mike Winsor
Montana State Auditor's Office
840 Helena Avenue
Helena, MT 59601

(b) notice to Respondents may be given by mailing the notice by United States mail, postage paid and addressed as follows:

Jeanne M. Bender, Esq.
Holland & Hart LLP
401 N. 31st St. #1500
P.O. Box 639
Billings, MT 59103-0639

(c) Either Party shall give to the other Party notice of change of address, or the substitution of counsel, for the giving of notices in the manner provided in this Consent Agreement, if applicable.

7. With respect to the Order and Notice, the Respondents specifically and affirmatively waive a contested case hearing and elect to resolve this matter on the terms and conditions set forth herein.

8. The Department and Respondents fully and forever release and discharge each other and all their employees and agents from any and all actions, claims, causes of action, demands, or expenses for damages or injuries, whether asserted or unasserted, known or unknown, foreseen or unforeseen, arising out of this administrative action and the Factual Allegations and Conclusions of Law contained in the Order and Notice and incorporated by reference in this Consent Agreement.

9. The Parties acknowledge and agree that this Consent Agreement may not be modified orally, and any subsequent modifications to this Consent Agreement must be mutually agreed upon in writing to be effective.

10. The Department and the Respondents agree that this Consent Agreement shall be incorporated into and made a part of the attached Final Order issued by the Commissioner herein.

11. The Respondents further understand that, upon the signing of the Final Order by the Commissioner or her representative, this Consent Agreement and Final Order will be an order of the CSI and failure to comply with it may constitute a separate violation of the Montana Insurance Code, as provided in Mont. Code Ann. § 33-1-318, and may result in subsequent legal action by the Department.

12. The Department warrants and represents that it does not now have any knowledge or intent to bring any further action against any of the Respondents based upon the events or conduct alleged in the Allegations of Fact and Conclusions of Law contained in the Notice of Proposed Agency Action and Opportunity for Hearing. The Department understands that Respondents have entered into this Consent Agreement based upon this warranty and representation.

13. The Department warrants and represents upon execution of this Consent Agreement and full payment of an administrative fine as set forth in Paragraph 16 below, the Department will not commence any further administrative, civil, or other legal action based upon the allegations set forth in the Order and that occurred prior to the execution of this Consent Agreement.

14. This Consent Agreement shall be effective upon signing of the Final Order.

15. The Respondents acknowledge that this Consent Agreement and Final Order are

public records under Montana law and as such may not be sealed or otherwise withheld from the public.

16. The Department and the Respondents further agree as follows:

(a) The Department and the Respondents hereby stipulate and agree to the imposition of an administrative fine upon the Respondents, jointly and severally, in the amount of Two Thousand Five Hundred Dollars ($2,500) to be paid as follows in Paragraph 16(b) below.

(b) The payment shall be due within ten days of the effective date of the Final Order as set forth in Paragraph 13 above. Checks should be payable to the Montana State Auditor's Office and sent to the Commissioner of Securities and Insurance, Office of the State Auditor, Attention: Mike Winsor, 840 Helena Avenue, Helena, MT 59601.

17. Additionally, the Respondent, Consumer Alliance USA , agrees to permanently refrain from engaging in the following conduct in the state of Montana:

a. engaging in or transacting the business of insurance including: offering of association memberships, insurance, and/or medical care discount card products, the collection of premiums, membership fees, or other consideration, issuance of insurance and insurance-related products, advertising to or soliciting Montana residents by email, facsimile, telephone, mail, internet or any other means so as to induce Montana residents to purchase any form of insurance, association membership, or medical care discount card product under any of the identified business organizational titles or under any other name or organization;

b. participating in any act of an insurance producer or an insurance company in soliciting insurance business in the state of Montana,

c. participating in any act of a third-party administrator in the state of Montana; and

d. engaging in any other act, practice, or course of business that violates any section of the Montana Insurance Code.

18. Respondents, other than Consumer Alliance USA agree that they will only transact the business of insurance in the state of Montana in accordance with the Montana Insurance Code, Mont. Code Ann. § 33-1-101, *et seq.*

DATED this 25th day of August, 2010.

MIKE WINSOR
Attorney for the Department of Insurance

DATED this _____ day of _____, 2010.

CONSUMER ALLIANCE USA

By: _____

Its: _____

STATE OF _____)
: ss.
County of: _____)

SUBSCRIBED and SWORN to before me this ___ day of _____, 2010.

_____
(Signature)

_____
(Printed name)
Notary Public for the State of: _____
Residing at: _____
My Commission Expires: _____

d. engaging in any other act, practice, or course of business that violates any section of the Montana Insurance Code.

18. Respondents, other than Consumer Alliance USA agree that they will only transact the business of insurance in the state of Montana in accordance with the Montana Insurance Code, Mont. Code Ann. § 33-1-101, *et seq.*

DATED this 25th day of August, 2010.

MIKE WINSOR
Attorney for the Department of Insurance

DATED this _____ day of _____, 2010.

CONSUMER ALLIANCE USA

By:_____

Its:_____

STATE OF_____)
: ss.
County of:_____)

SUBSCRIBED and SWORN to before me this ___ day of_____, 2010.

_____
(Signature)

_____
(Printed name)
Notary Public for the State of: _____
Residing at:_____
My Commission Expires:_____

d. engaging in any other act, practice, or course of business that violates any section of the Montana Insurance Code.

18. Respondents, other than Consumer Alliance USA agree that they will only transact the business of insurance in the state of Montana in accordance with the Montana Insurance Code, Mont. Code Ann. § 33-1-101, *et seq.*

DATED this 25th day of August, 2010.

MIKE WINSOR
Attorney for the Department of Insurance

DATED this 1st day of October, 2010.

CONSUMER ALLIANCE USA

By: Scott [illegible]

Its: PRESIDENT

STATE OF IL)
: ss.
County of: COOK)

SUBSCRIBED and SWORN to before me this 1 day of OCTOBER, 2010.

OFFICIAL SEAL
KATHLEEN M MAREK
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:05/12/13

(Signature)

KATHLEEN M. MAREK
(Printed name)
Notary Public for the State of: IL
Residing at: TINLEY PARK IL
My Commission Expires: 5-12-13

DATED this 1st day of OCTOBER, 2010

PROFESSIONAL RISK AND ASSET MANAGEMENT INSURANCE SERVICES INC.

By: _____

Its: PRESIDENT

STATE OF IL)
: ss.
County of: COOK)

SUBSCRIBED and SWORN to before me this 1 day of OCTOBER, 2010.

OFFICIAL SEAL
KATHLEEN M MAREK
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:05/12/13

(Signature)

KATHLEEN M. MAREK
(Printed name)
Notary Public for the State of: IL
Residing at: TINLEY PARK IL
My Commission Expires: 5-12-13

DATED this 1st day of OCTOBER, 2010

SCOTT INTRAVIA

STATE OF IL)
: ss.
County of: COOK)

SUBSCRIBED and SWORN to before me this 1 day of OCTOBER, 2010.

OFFICIAL SEAL
KATHLEEN M MAREK
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:05/12/13

(Signature)

KATHLEEN M. MAREK
(Printed name)
Notary Public for the State of: IL
Residing at: TINLEY PARK IL
My Commission Expires: 5-12-13

DATED this 24 day of Sept., 2010

CAMERON STRONG

STATE OF Washington)
: ss.
County of: King)

SUBSCRIBED and SWORN to before me this 24 day of September, 2010.

Notary Public
State of Washington
MICHAEL A PALAGI
My Appointment Expires Mar 18, 2014

(Signature)

Michael A. Palagi
(Printed name)
Notary Public for the State of: WA
Residing at: Seattle WA
My Commission Expires: 3/18/2014

DATED this _____ day of _____, 2010

MICHAEL SACKETT

STATE OF_____)
: ss.
County of:_____)

SUBSCRIBED and SWORN to before me this ___ day of_____, 2010.

(Signature)

(Printed name)

DATED this _____ day of _____, 2010

_____
CAMERON STRONG

STATE OF_____)
: ss.
County of:_____)

SUBSCRIBED and SWORN to before me this ___ day of_____, 2010.

_____
(Signature)

_____
(Printed name)
Notary Public for the State of: _____
Residing at:_____
My Commission Expires:_____

DATED this 28 day of August, 2010

_____
MICHAEL SACKETT

STATE OF California)
: ss.
County of: Orange)

SUBSCRIBED and SWORN to before me this 28 day of August, 2010.

SHAUN J. SACKETT
COMM. # 1813136
NOTARY PUBLIC - CALIFORNIA
ORANGE COUNTY
My Comm. Expires Sept. 13, 2012
INM1 INM1

_____
(Signature)

Shaun J. Sackett
(Printed name)

Notary Public for the State of: _____
Residing at: _____
My Commission Expires: _____

DATED this 27th day of August, 2010

Mark Kuhls
MARK KUHLS

STATE OF Missouri)
: ss.
County of: Jackson)

SUBSCRIBED and SWORN to before me this 27 day of Aug, 2010.

Diane Meadows
(Signature)

DIANE MEADOWS
Notary Public - Notary Seal
STATE OF MISSOURI
Jackson County
My Commission Expires: Dec. 18, 2011
Commission #07423370

Diane Meadows
(Printed name)
Notary Public for the State of: Missouri
Residing at: KC, MO
My Commission Expires: 12-18-11

DATED this _____ day of _____, 2010

_____
DAVID P. WILSON

STATE OF _____)
: ss.
County of: _____)

SUBSCRIBED and SWORN to before me this ___ day of _____, 2010.

_____
(Signature)

_____
(Printed name)
Notary Public for the State of: _____
Residing at: _____
My Commission Expires: _____

Notary Public for the State of: _____
Residing at: _____
My Commission Expires: _____

DATED this _____ day of _____, 2010

_____
MARK KUHLS

STATE OF _____)
: ss.
County of: _____)

SUBSCRIBED and SWORN to before me this ___ day of _____, 2010.

_____
(Signature)

_____
(Printed name)
Notary Public for the State of: _____
Residing at: _____
My Commission Expires: _____

DATED this 25th day of August 2010

D. P. Wilson
DAVID P. WILSON

STATE OF CALIFORNIA
: ss.
County of: ORANGE)

SUBSCRIBED and SWORN to before me this 25th day of August, 2010.

Mary C Armas
(Signature)
Mary C Armas
(Printed name)
Notary Public for the State of: CA
Residing at: Orange County
My Commission Expires: 7/16/14

MARY C. ARMAS
COMM. #1895644
Notary Public-California
ORANGE COUNTY
My Comm. Exp. JULY 16, 2014

FINAL ORDER

Pursuant to the authority vested by Mont. Code Ann. § 2-4-603, and the Montana Insurance Code, Mont. Code Ann. § 33-1-101, *et seq.*, and upon review of the foregoing Consent Agreement and Final Order and good cause appearing therefor,

IT IS ORDERED that the foregoing Consent Agreement between the Insurance Department and the Respondents is hereby adopted as if set forth fully herein.

DATED this 8th day of OCTOBER, 2010.

MONICA J. LINDEEN
Commissioner of Securities and Insurance

By: Robert W Moon
ROBERT W. MOON
Deputy Commissioner of Insurance

cc: Mike Winsor, Insurance Department
Jeanne Bender, Attorney for Respondents