

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

IN THE MATTER OF THE NATIONAL)	
BETTER LIVING ASSOCIATION, INC.;)	CASE NO.: INS-2009-70
SELECT BENEFITS SERVICES)	
ASSOCIATION; THE LIFE INSURANCE)	
COMPANY OF NORTH AMERICA;)	
COMPANION LIFE INSURANCE)	
COMPANY; GUARANTEE TRUST LIFE)	
INSURANCE COMPANY; UNITED)	
STATES LIFE INSURANCE COMPANY)	
IN THE CITY OF NEW YORK;)	
NATIONAL UNION FIRE INSURANCE)	CONSENT AGREEMENT AND
COMPANY; ALBERT CORMIER)	FINAL ORDER FOR ALLIED HEALTH
SOLUTIONS, LLC, f.k.a. ACS)	BENEFITS, INC.
HEALTHCARE, LLC; ALLIED)	
HEALTH BENEFITS, INC.;)	
INTERNATIONAL MARKETING AND)	
ADMINISTRATION CORPORATION;)	
PSI/HEALTH LEADS SYSTEMS, INC.;)	
GEORGE E. SPAULDING, JR.; TIMOTHY)	
SIEWERT; MICHAEL SIEWERT; JOHN)	
FABBRINI; BARRY SHAW; LANDON)	
JORDON; OTIS CHAPMAN; JUSTIN)	
CORMIER; MELANIE HALL; ANGUS)	
MORRISON; CRYSTAL CORRELL;)	
SHAWN HILLS; BARBARA)	
HARRINGTON; G. DAN SIEWERT, III;)	
EDWARD KLAYMAN; JOHN or)	
JANE DOES 1-10; and XYZ BUSINESS)	
ENTITIES 1-10,)	
)	
Respondents.)	

This Consent Agreement and Final Order is entered into by the Office of the Commissioner of Securities and Insurance, Montana State Auditor (CSI), acting pursuant to the authority of Mont. Code Ann. § 2-4-603, and the Montana Insurance Code, Mont. Code Ann. § 33-1-101, et. seq. (the Code); and Allied Health Benefits, Inc. (the Respondent).

RECITALS

WHEREAS, on June 20, 2011, the CSI filed a Notice of Proposed Agency Disciplinary Action and Opportunity for Hearing (Notice) against the Respondent alleging that the Respondent violated provisions of the Code;

WHEREAS, the Respondent asserted affirmative defenses to all of the allegations in the Notice, timely filed answers and requests for hearing, and filed motions to dismiss; and

WHEREAS, the CSI and the Respondent agree that the parties' best interests would be served by entering into the following specific agreement and undertakings set forth below.

NOW, THEREFORE, the parties desiring to fully and finally resolve all matters contained in the Notice and in consideration of the mutual undertakings established herein, the CSI and the AHB enter into the following:

STIPULATIONS AND CONSENTS

Without admitting or denying any of the CSI's allegations, the Respondent and CSI stipulate and agree to the following:

1. Within 30 days of the execution of the Final Order, the Respondent shall pay to the State of Montana an administrative reimbursement in the sum of \$25,000.
2. The Respondent acknowledges that it was advised of the right to be represented by legal counsel, has exercised that right, and that the legal representation was satisfactory.

3. The Respondent acknowledges that its authorized representative signing this Consent Agreement has read and understands each of its terms and that it enters into this Consent Agreement voluntarily and without reservation.

4. The Respondent and the CSI agree that this Consent Agreement resolves the alleged violations set forth in the Notice and the affirmative defenses asserted.

5. The Respondent and the CSI 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 CSI or by any member, officer, agent, or representative of the CSI to induce the Respondent to enter into this Consent Agreement.

6. With respect to the Notice, AHB specifically and affirmatively waives a contested case hearing and its right to appeal under the Montana Administrative Procedures Act, including Title 2, chapter 4, part 7, and elects to resolve this matter on the terms and conditions set forth herein.

7. The CSI warrants and represents that it does not now have any intent to bring further action against the Respondent for conduct alleged in the Notice.

8. The Respondent fully and forever releases and discharges the CSI, and all CSI 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 the Notice.

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 with the same formality of this Consent Agreement to be effective.

10. The CSI and the Respondent agree that this Consent Agreement shall be incorporated into and made a part of the attached Final Order issued by the Commissioner of Securities and Insurance, Montana State Auditor (Commissioner) herein.

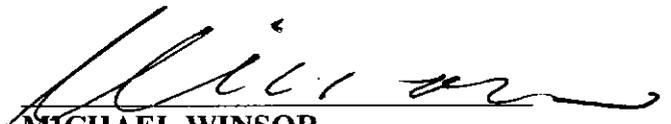
11. The Respondent further understands that, upon the signing of the Final Order by the Commissioner or her representative, this Consent Agreement and Final Order will be an Order of the CSI, the CSI has jurisdiction over the enforcement of the Order, and failure to comply with it may constitute separate violations of the Code, as provided in Mont. Code Ann. § 33-1-318, and may result in subsequent legal action by the CSI.

12. Upon execution of this Consent Agreement and full payment of the sum set forth in ¶ 1, the CSI shall fully and forever release and discharge the Respondent, the Respondent's employees, and the Respondent's 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 the Notice and will not commence any further administrative, civil, or other legal action based upon the regulatory non-compliance alleged in the Notice.

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

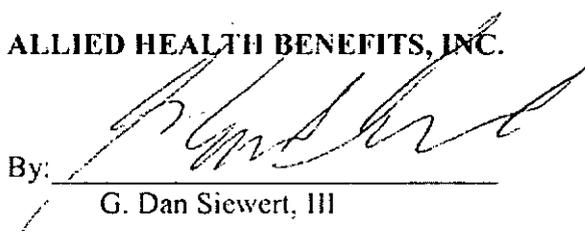
14. The Respondent acknowledges that this Consent Agreement and Final Order are public records under Montana law and as such may not be sealed or otherwise withheld from the public.

DATED this 20th day of January, 2012.


MICHAEL WINSOR
Attorney for the CSI

DATED this 20th day of January, 2012.

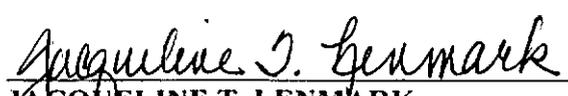
ALLIED HEALTH BENEFITS, INC.

By: 

G. Dan Siewert, III

Its: CEO

Approved as to legal content:



JACQUELINE T. LENMARK
Counsel for AHB

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 good cause appearing,

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

DATED this 20TH day of January, 2012.

MONICA J. LINDEEN
Commissioner of Securities and Insurance

By: 
ROBERT W. MOON
Deputy Commissioner of Insurance

cc: Jesse Laslovich, CSI
Jacqueline T. Lenmark, AHB's Attorney