BEFORE THE COMMISSIONER OF COMMERCE AND INSURANCE OF THE STATE OF TENNESSEE

IN THE MATTER OF:	)	
	)	
WINDSOR HEALTH PLAN, INC.	)	**TID No.: 14-152**
	)	

ORDER ADOPTING EXAMINATION REPORT WITH DIRECTIVES

Pursuant to Tenn. Code Ann. Tenn. Code Ann. § 56-32-101 *et seq.*, the Insurance Division of the State of Tennessee Department of Commerce and Insurance ("Division") has examined certain affairs of Windsor Health Plan, Inc. ("Company"), a health maintenance organization domiciled in the State of Tennessee. As a result of an examination conducted as of December 31, 2012, the examiner-in-charge filed with the Division, on June 19, 2014, a verified, written report on the examination, and a copy of that report has been sent to the Company. (The Report on Examination of Windsor Health Plan, Inc. is attached hereto and marked as Exhibit A.)

Pursuant to Tenn. Code Ann. § 56-32-115, the examination report regarding the affairs of Windsor Health Plan, Inc. filed with the Insurance Division of the State of Tennessee Department of Commerce and Insurance on June 19, 2014, is hereby **ADOPTED** as filed with the following **DIRECTIVES**:

1. The Company is **DIRECTED** to update its conflict of interest policy to require its officers and directors to comply with Tenn. Code Ann. § 56-3-103 by annually disclosing any pecuniary interest in the investment or disposition of Company funds and/or prohibiting officers and directors from having such a pecuniary interest unless otherwise exempted by the statute.

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2. The Company is **DIRECTED** to comply with Tenn. Code Ann. § 56-11-106(a)(2)(D) by notifying the Commissioner in writing of all management agreements at least thirty (30) days prior to effective date of the agreement.

The company shall comply with the Directives contained in this Order within 30 days of its entry.

The adoption of this examination report shall not preclude the Department from imposing sanctions against Windsor Health Plan, 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 30th day of June, 2014.

Julie Mix McPeak, 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 with Directives has been messenger mailed to: Chlora Lindley-Myers, Deputy Commissioner, Department of Commerce and Insurance; Joy Little, Insurance Examinations Director/Chief Examiner, Department of Commerce and Insurance; Mark Jaquish, Insurance Analysis Director, Department of Commerce and Insurance; and mailed first class, postage prepaid, to David Schafer, President, Windsor Health Plan, Inc., 200 Center Point Circle, Suite 180, Columbia, SC 29210, on this the 30th day of June 2014.

Michael Orr