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

IN THE MATTER OF:	)	
	)	**No.: 05-059**
CIGNA HEALTHCARE OF TENNESSEE, INC.	)	

ORDER ADOPTING EXAMINATION REPORT WITH DIRECTIVE

Pursuant to Tenn. Code Ann. §§ 56-32-201, *et seq.*, the Insurance Division of the State of Tennessee Department of Commerce and Insurance (hereinafter referred to as the "Division") has examined certain affairs of Cigna Healthcare of Tennessee, Inc. (hereinafter also referred to as the "Company"), a health maintenance organization domiciled in the State of Tennessee. As a result of an examination conducted as of the 31st day of December, 2004, the examiner-in-charge filed with the Division, on the 13th day of December, 2005, a verified, written report on examination, and a copy of that report has been sent to Cigna Healthcare of Tennessee, Inc. (The Report on Examination of Cigna Healthcare of Tennessee, Inc. is attached hereto and marked as Exhibit A). The Division received no written rebuttal to said examination report from the Company.

Pursuant to Tenn. Code Ann. § 56-32-215, said examination report regarding the affairs of Cigna Healthcare of Tennessee, Inc., filed with the Insurance Division of the State of Tennessee Department of Commerce and Insurance on the 13th day of December, 2005, is hereby **ADOPTED** as filed with the following **DIRECTIVE**:

1. The Company is **DIRECTED** to comply with Tenn. Code Ann. § 56-3-112 and Tenn. Comp. R. & Regs., ch. 0780-1-46-.04 (2005) by maintaining a custodial agreement that complies with said rule, should the Company choose an authorized method of holding its securities that requires such an agreement.

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The Company shall comply with the directive contained in this order within thirty (30) days of its entry.

The adoption of this examination report shall not preclude the Department from imposing sanctions against Cigna Healthcare 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 With Directive merely to adopt the examination report filed by the examiner-in-charge.

It is so **ORDERED**.

ENTERED this the 23rd day of January, 2006.

Paula A. Flowers

Paula A. Flowers, Commissioner
Department of Commerce and Insurance
State of Tennessee

PREPARED FOR ENTRY:

Eric J. Stansell

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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, and Don Spann, Chief Examiner, Department of Commerce and Insurance, and mailed, first class, postage prepaid, to Cigna Healthcare of Tennessee, Inc., 1000 Corporate Centre Drive, Franklin, Tennessee 37067, on this the 25th day of January, 2006.

Eric J. Stansell

Eric J. Stansell
Certifying Attorney