

BEFORE THE INSURANCE COMMISSIONER
FOR THE STATE OF ARKANSAS

IN THE MATTER OF THE
MILLENNIUM MULTIPLE EMPLOYER
WELFARE BENEFIT PLAN AND
MILLENNIUM MARKETING
GROUP, L.L.C.

AID ORDER NO. 2004-

RECD OCT 01 2004

072

CONSENT ORDER

Now on this day comes before Mike Pickens, the Insurance Commissioner for the State of Arkansas ("Commissioner"), the matter of the Millennium Multiple Employer Welfare Benefit Plan ("Plan") and the Millennium Marketing Group, L.L.C. ("Millennium") (collectively, "Respondents"). Respondents are represented by Ark Monroe and Doak Foster of Mitchell, Williams, Selig, Gates & Woodyard. The Arkansas Insurance Department ("Department") is represented by Associate Counsel Sara Farris. The parties agree to the following:

1. The Commissioner has jurisdiction over Respondents and the subject matter involved herein, pursuant to Ark Code Ann. § 23-61-503, 23-65-101, 23-92-101, and other state and federal laws.
2. The Plan is a multiple employer welfare arrangement ("MEWA") as defined by 29 U.S.C. § 1002(40).
3. Millennium is the sponsor of the Plan.
4. The Plan provides two types of fixed welfare benefits to employees of participating employers. A fixed amount of death benefit is payable upon the death of any Plan participant to that participant's beneficiary. In certain situations, a fixed life benefit may be paid to a Plan participant during the participant's lifetime.

5. According to Respondents, the Plan is set up pursuant to the Internal Revenue Code § 419A(f)(6) and applicable Treasury Regulations.
6. Respondents assert that the Plan is an employee welfare benefit plan as defined by 29 U.S.C. 1002(1) and other applicable law.
7. Respondents assert that the Plan is fully insured, as described in 29 U.S.C. 1144(b)(6)(D).
8. Respondents have stated their intent to obtain an opinion from the United States Department of Labor on the issues described in paragraphs 6 and 7. Respondents have stated their intent to obtain an opinion from the Internal Revenue Service on the issue raised in paragraph 5. In the interim, the parties agree to the following:
 - A. The Plan shall register as a fully insured MEWA and may conduct business in the State of Arkansas;
 - B. Respondents shall provide a monthly listing of the names, addresses, and employers for all Arkansas residents enrolled in the Plan.
 - C. The Plan's third party administrator shall register as such with the Department;
 - D. If the Respondents' business plan changes from that described to the Department, Respondents shall inform the Department in writing of the change and receive written approval from the Department before implementation of the change.
 - D. Respondents shall promptly copy the Department on the opinions received from the Department of Labor and Internal Revenue Service.
 - E. The Department may revise, rescind, or affirm this Order after receipt of the opinions.

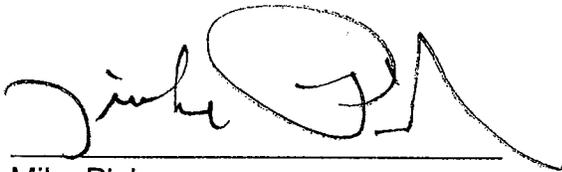
F. The Department reserves the right to rescind the Plan's and/or third party administrator's registrations:

- i. After receipt of one or both of the opinions referenced above;
- ii. If the Plan is changed and the Department does not approve the change;
- iii. If the Plan is being operated in such a way as to endanger the participants.

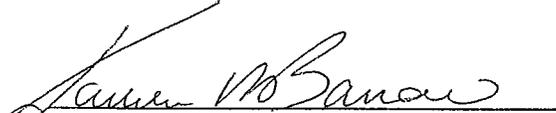
G. A copy of this Consent Order shall be given to every Arkansas employer solicited for enrollment in the Plan.

9. The terms of this Consent Order shall remain in full force and effect unless amended by a later Order.

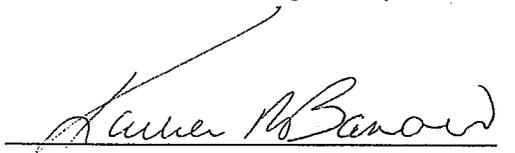
IT IS SO AGREED THIS 29th day of September, 2004.



Mike Pickens
Arkansas Insurance Commissioner



Lauren M. Benard
Millennium Marketing Group, LLC



Lauren M. Benard
Millennium Multiple Employer Welfare Benefit Plan