

February 28, 2017

Re: Amendment to Agent Agreement

Dear Agent:

This "Letter Amendment" amends your UnitedHealthcare Insurance Company ("Company" or "United") Agent Agreement (the "Agreement"), effective immediately, as follows:

1. The Agreement is hereby amended, for applications with effective dates on or after January 1, 2017, to amend the commission schedule for "MEDICARE SUPPLEMENT INSURANCE PLANS WHICH CARRY THE AARP NAME - FOR APPLICATIONS WITH EFFECTIVE DATES ON OR AFTER JANUARY 1, 2017" by replacing it in its entirety with the commission schedule for "MEDICARE SUPPLEMENT INSURANCE PLANS WHICH CARRY THE AARP NAME - FOR APPLICATIONS WITH EFFECTIVE DATES ON OR AFTER JANUARY 1, 2017" attached hereto as Exhibit 1.
  - i. AARP Medicare Supplement Plan G ("G01") has been added to the AARP Medicare Supplement Plans Commission Schedule Age 65+ and applies to policies effective 7/1/2017 and later.
  - ii. The State of Indiana has been added to Paragraph (m) as a state where the age 65+ commission will be paid for sales to individuals/applicants who are who are eligible for guaranteed issue coverage outside his/her open enrollment period as of the plan effective date. This change applies to policies effective 1/1/2017 and later.

In the event that Agent does not agree to the amendments set forth in this Letter Amendment, Agent must notify the Company that Agent is terminating the Agreement within thirty (30) days following the date of this Letter Amendment, in which case the Agreement shall be immediately terminated.

The terms and conditions set forth in the Agreement, as amended and modified by this Letter Amendment, shall continue in full force and effect. In the event there is any inconsistency or conflict between the provisions in this Letter Amendment and those in the Agreement, the provisions in this Letter Amendment will supersede and control. Unless otherwise defined in this Letter Amendment, all capitalized terms contained in this Letter Amendment shall be defined as set forth in the Agreement.

Sincerely,



Mark Phillips  
Chief Sales and Distribution Officer  
UnitedHealthcare Medicare Solutions

## Exhibit 1

### **III. MEDICARE SUPPLEMENT INSURANCE PLANS WHICH CARRY THE AARP NAME - FOR APPLICATIONS WITH EFFECTIVE DATES ON OR AFTER JANUARY 1, 2017**

The Company will compensate Agent as follows for each individual properly enrolled in a Medicare Supplement insurance plan that carries the AARP name ("AARP Med Supp Plan") and that Agent is approved and authorized to market and promote.

The commission payments listed below at each level are net of compensation payable to all lower sales levels. To the extent any sales level is not involved in the sale of the AARP Med Supp Plan, the compensation payable to such sales level shall roll-up and be payable to the next higher sales level. Payment will be made in the next scheduled commission payment cycle following the entry of a qualifying application into the Company's enrollment system.

The following compensation schedules have been filed for approval with the applicable state regulatory agencies and are subject to state approval. The Company may modify the compensation rates as required for state approval and will communicate any such modification as appropriate.

#### **AARP Medicare Supplement Plans Commission Schedule Age 65+ - For Policies Effective 1/1/2017 and later**

**States:**

AL, AZ, FL, GA, ID, KS, KY, LA, MA, MD, ME, MO,  
MS, NC, NE, NH, NV, OH, PA, SC, and TN  
Plans Plan Codes: C01, F01, MY1

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$242.00 |

**States:**

AL, AZ, FL, GA, ID, KS, KY, LA, MA, MD, ME,  
MO, MS, NC, NE, NH, NV, OH, PA, SC, and  
TN  
Plans Plan Codes: B01, CS1, FS1, G01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$226.00 |

**States:**

AL, AZ, FL, GA, ID, KS, KY, LA, MA, MD, ME, MO,  
MS, NC, NE, NH, NV, OH, PA, SC, and TN  
Plans Plan Codes: N01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$210.00 |

**States:**

AL, AZ, FL, GA, ID, KS, KY, LA, MA, MD, ME,  
MO, MS, NC, NE, NH, NV, OH, PA, SC, and  
TN  
Plans Plan Codes: A01, K01, L01, MX1

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$105.00 |

**States:**

NY  
Plans Plan Codes: C01, F01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$270.00 |

**States:**

NY  
Plans Plan Codes: B01, G01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$270.00 |

**States:** NY  
**Plans** Plan Codes: N01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$270.00 |

**States:** NY  
**Plans** Plan Codes: A01, K01, L01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$135.00 |

**States:** CA  
**Plans** Plan Codes: C01, F01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$345.00 |

**States:** CA  
**Plans** Plan Codes: B01, G01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$323.00 |

**States:** CA  
**Plans** Plan Codes: N01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$300.00 |

**States:** CA  
**Plans** Plan Codes: A01, K01, L01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$150.00 |

**States:** AR, MI, MN\*, NJ and WV\*\*  
**Plans** Plan Codes\*: C01, F01, UW1

| Years 1 - 6** |          |
|---------------|----------|
| Agent         | \$265.00 |

\* Commissions not payable for riders in MN  
\*\* WV Commission paid for Years 1 to 5 only

**States:** AR, MI, MN\*, NJ and WV\*\*  
**Plans** Plan Codes\*: B01, CS1, FS1, G01, TW1

| Years 1 - 6** |          |
|---------------|----------|
| Agent         | \$247.00 |

\* Commissions not payable for riders in MN  
\*\* WV Commission paid for Years 1 to 5 only

**States:** AR, MI, MN\*, NJ and WV\*\*  
**Plans** Plan Codes\*: N01

| Years 1 - 6** |          |
|---------------|----------|
| Agent         | \$230.00 |

\* Commissions not payable for riders in MN  
\*\* WV Commission paid for Years 1 to 5 only

**States:** AR, MI, MN\*, NJ and WV\*\*  
**Plans** Plan Codes\*: A01, K01, L01

| Years 1 - 6** |          |
|---------------|----------|
| Agent         | \$115.00 |

\* Commissions not payable for riders in MN  
\*\* WV Commission paid for Years 1 to 5 only

**States:** NM, OK, OR, UT, VA and WI\*  
**Plans** Plan Codes\*: C01, F01, MW1

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$219.00 |

\* Commissions not payable for riders in WI

**States:** NM, OK, OR, UT, VA and WI\*  
**Plans** Plan Codes\*: B01, CS1, FS1, G01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$204.00 |

\* Commissions not payable for riders in WI

**States:** NM, OK, OR, UT, VA and WI\*  
**Plans** Plan Codes\*: N01, NW1

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$190.00 |

\* Commissions not payable for riders in WI

**States:** NM, OK, OR, UT, VA and WI\*  
**Plans** Plan Codes\*: A01, K01, L01

| Years 1 - 6 |         |
|-------------|---------|
| Agent       | \$95.00 |

\* Commissions not payable for riders in WI

**States:** IN, TX\*  
**Plans** Plan Codes: C01, F01

| Years 1 - 6* |          |
|--------------|----------|
| Agent        | \$252.00 |

\* TX Commissions paid for years 1-7

**States:** IN, TX\*  
**Plans** Plan Codes: B01, CS1, FS1, G01

| Years 1 - 6* |          |
|--------------|----------|
| Agent        | \$231.00 |

\* TX Commissions paid for years 1-7

**States:** IN, TX\*  
**Plans** Plan Codes: N01

| Years 1 - 6* |          |
|--------------|----------|
| Agent        | \$210.00 |

\* TX Commissions paid for years 1-7

**States:** IN, TX\*  
**Plans** Plan Codes: A01, K01, L01

| Years 1 - 6* |          |
|--------------|----------|
| Agent        | \$105.00 |

\* TX Commissions paid for years 1-7

**States:** CT, DE  
**Plans** Plan Codes: C01, F01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$231.00 |

**States:** CT, DE  
**Plans** Plan Codes: B01, G01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$221.00 |

**States:** CT, DE  
**Plans** Plan Codes: N01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$210.00 |

**States:** CT, DE  
**Plans** Plan Codes: A01, K01, L01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$105.00 |

**States:** IL  
**Plans** Plan Codes: C01, F01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$300.00 |

**States:** IL  
**Plans** Plan Codes: B01, CS1, FS1, G01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$275.00 |

States: IL  
Plans Plan Codes: N01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$250.00 |

States: IL  
Plans Plan Codes: A01, K01, L01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$125.00 |

States: DC, IA, MT, ND, RI, VT and WY  
Plans Plan Codes: C01, F01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$196.00 |

States: DC, IA, MT, ND, RI, VT and WY  
Plans Plan Codes: B01, G01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$183.00 |

States: DC, IA, MT, ND, RI, VT and WY  
Plans Plan Codes: N01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$170.00 |

States: DC, IA, MT, ND, RI, VT and WY  
Plans Plan Codes: A01, K01, L01

| Years 1 - 6 |         |
|-------------|---------|
| Agent       | \$85.00 |

States: WA  
Plans All Available Plans

| All years certificate is in force |       |
|-----------------------------------|-------|
| Agent                             | 8.00% |

States: CO  
Plans Plan Codes: C01, F01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$196.00 |

States: CO  
Plans Plan Codes: B01, G01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$196.00 |

States: CO  
Plans Plan Codes: N01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$196.00 |

States: CO  
Plans Plan Codes: A01, K01, L01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$196.00 |

States: AK, HI, SD  
Plans Plan Codes: C01, F01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$165.00 |

States: AK, HI, SD  
Plans Plan Codes: B01, G01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$158.00 |

**States:** AK, HI, SD  
**Plans** Plan Codes: N01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$150.00 |

**States:** AK, HI, SD  
**Plans** Plan Codes: A01, K01, L01

| Years 1 - 6 |         |
|-------------|---------|
| Agent       | \$75.00 |

**States:** GU, PR, VI  
**Plans** Plan Codes: C01, F01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$110.00 |

**States:** GU, PR, VI  
**Plans** Plan Codes: B01, G01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$110.00 |

**States:** GU, PR, VI  
**Plans** Plan Codes: N01

| Years 1 - 6 |          |
|-------------|----------|
| Agent       | \$110.00 |

**States:** GU, PR, VI  
**Plans** Plan Codes: A01, K01, L01

| Years 1 - 6 |         |
|-------------|---------|
| Agent       | \$55.00 |

Payment of the above commissions shall be made in compliance with applicable state laws and regulations and subject to the provisions of the Agreement, including the following terms and conditions:

- a. Commissions due to Agent are based on the collected premium amount (except in Washington, where it shall be based on a percentage of the then-current premium amount) received by Company.
- b. Commissions are payable only when premium payments are current and no late premium payments are due. Agent shall not be entitled to commissions (including over-riding commissions) on premiums which would be owed for any AARP Med Supp Plan but which have been waived by the Company.
- c. A nine-month commission advance is paid on all AARP Med Supp Plan sales once the first month premium has been paid (except in limited circumstances as may be determined by the Company).
- d. No commission will be paid for any plan change from an existing AARP Med Supp Plan to another AARP Med Supp Plan.
- e. Commissions are not payable for any sale of an AARP Med Supp Plan where the applicant's premium will be paid (in whole or in part) by a third-party payer. Note that third-party payer does not include a family member or personal guardian of the applicant.
- f. Commissions are not payable for any individual/applicant who is under the age of 65 as of their plan effective date except in the following states where required: CA (during the first six months of Part B enrollment for a beneficiary entitled to Medicare due to disability), CO, FL, IL, KS, ME (open enrollment and guarantee issue only), MO, MT, NY, OR, PA and WI. In these states, the age 65+ commission applies.
- g. If any AARP Med Supp Plan lapses for a period exceeding three (3) months and is not subsequently reinstated, there shall be no further obligation upon the Company to pay compensation hereunder for such AARP Med Supp Plan unless said plan is reinstated through the direct efforts of Agent, as authorized and determined by the Company.

- h. Notwithstanding commissions payable in the state of Washington, the Company shall have the right to cumulate any commissions due to Agent until such commissions equal at least twenty dollars (\$20.00).
- i. If the Company refunds any premium for any reason, Agent is indebted to the Company for any Agent commissions paid on that premium. Agent shall reimburse the Company for the premiums and commissions within thirty (30) days of the Company's written request.
- j. Any unearned commissions will be recovered on lapses (terminations of coverage). In the event of death, the Agent is paid commission through the end of the month in which the member died.
- k. Any unearned commissions paid on an AARP Med Supp Plan that is terminated or surrendered will be charged back in full to all levels that were paid for that plan.
- Charge-backs will be recovered from the next available commission check.
  - If there is not enough new business to offset this charge-back, the balance of the charge-back is rolled to the next commission statement. This continues until the charge-back is repaid in full.
- l. Commissions are not payable for any sale of an AARP Med Supp Plan to an individual who may be eligible for AARP branded coverage through intermediary organizations such as employers, unions or other groups.
- m. For any individual/applicant who is eligible for guaranteed issue coverage outside of his/her open enrollment period as of the plan effective date, commissions for all levels will be paid at 50% of the above "AARP Medicare Supplement Commission Schedule 65+" rates, except in the following states, where required: CO, CT, FL, IN, MA, MO, NY, OR, SC, VT and WA. Where required by these or any other states, the full 65+ commission rates will apply.
- n. The Company reserves the right to recover commissions in any lawful way as appropriate.

## **Exhibit 1**

### **UNITEDHEALTHCARE INSURANCE COMPANY 2017 PDP AND MA PLANS COMMISSION SCHEDULE**

#### **I. PDP PLANS**

##### **“Initial Year” Commissions -- New Enrollments for CMS Plan Year 2017**

In accordance with CMS instructions, the Company shall initially pay Agent s the “Renewal Year” commission specified below for each individual properly enrolled in a Company PDP Plan which Agent and its Representatives are approved and authorized to market and promote for the 2017 CMS Plan Year, for January 1, 2017 through December 31, 2017 effective enrollments. If the individual enrollment is identified to the company by CMS as a new/initial enrollment, or according to company policy for agency upline compensation, the Company shall adjust the compensation paid to Agent for the individual from the “Renewal Year” commission specified below to the “Initial Year” commission specified below. **“Initial Year” commissions will not be paid if the individual was already enrolled in a PDP Plan at the time of enrollment.** The commissions listed below at each level are net of commissions payable to all lower sales levels. To the extent any sales level is not involved in the sale of the PDP Plan, the commission payable to such sales level shall roll-up and be payable to the next higher sales level. Payment of the “Renewal Year” commission will be made in the effective year of the enrollment following the entry of a qualifying application into the Company’s enrollment system and validation of the producer’s credentials. Any required adjustment from the “Renewal Year” commission to the “Initial Year” commission will be made following CMS’s identification that the individual is in an IEP or new to the PDP Program.

##### **Initial Year Commissions\***

| <b>Level</b> | <b>Minimum Amount Payable to each Level</b> | <b>Maximum Amount Payable Based on Roll-up from Non-existent Lower Levels</b> |
|--------------|---|---|
| Agent        | \$71.00                                     | \$71.00   |

**Note:** The above commissions will be paid for electronic enrollments only. In the event that Agent or its Representatives submit paper based enrollments, the Company reserves the right to charge Agent and its Representatives an administrative fee which will be deducted from the Agent-level commission specified above. The amount of any administrative fee will be determined by the Company and made available to Agent upon request.

##### **“Renewal Year” Commissions – Renewal Enrollments for CMS Plan Year 2017**

For the 2017 Plan Year, the Company shall pay Agent the following renewal commissions for each individual not identified by CMS as “Initial” and properly enrolled in a Company PDP Plan which Agent and its Representatives are approved and authorized to market and promote for the 2017 CMS Plan Year for January 1, 2017 through December 31, 2017 effective enrollments. If Agent receives the “Initial Year” or “Renewal Year” commission for an enrollment effective on or after January 1, 2017 for the 2017 CMS Plan Year, Agent shall be entitled to the following renewal commissions, subject to amendment, in subsequent CMS Plan Years, up to 50 (fifty) percent of the of the CMS published FMV (Fair Market Value) for each Plan Year, provided that the individual remains enrolled in a Company PDP Plan throughout each renewal year and provided that Agent and Representatives remain credentialed (licensed, appointed and certified) as required by the Company for each renewal year.



### **Renewal Year Commissions\***

| <b>Level</b> | <b>Minimum Amount Payable to each Level</b> | <b>Maximum Amount Payable Based on Roll-up from Non-existent Lower Levels</b> |
|--------------|---|---|
| Agent        | \$36.00                                     | \$36.00   |

**Note:** The above commissions will be paid for electronic enrollments only. In the event that Agent or its Representatives submit paper based enrollments, the Company reserves the right to charge Agent and its Representatives an administrative fee which will be deducted from the Agent-level commission specified above. The amount of any administrative fee will be determined by the Company and made available to Agent upon request.

\* Commissions are not payable for any sale of a Company Part D plan to an individual who may be eligible for such plan through intermediary organizations such as employers, unions or other groups.

## **II. ALL MEDICARE ADVANTAGE PLANS**

### **“Initial Year” Commissions -- New Enrollments for CMS Plan Year 2017**

In accordance with CMS instructions, the Company shall initially pay Agent the “Renewal Year” commission specified below for each individual enrolled in one of the Company’s MA Plans which Agent and its Representatives are approved and authorized to market and promote for the 2017 CMS Plan Year, for January 1, 2017 through December 31, 2017 effective enrollments. If the individual enrollment is identified to the company by CMS as a new/initial enrollment, or according to company policy for agency upline compensation, the Company shall adjust the compensation paid to Agent and Representatives for the individual from the “Renewal Year” commission specified below to the “Initial Year” commission specified below. **“Initial Year” commissions will not be paid if the individual was already enrolled in an MA Plan at the time of enrollment.** The commissions listed below at each level are net of commissions payable to all lower sales levels. To the extent any sales level is not involved in the sale of the MA Plan, the commission payable to such sales level shall roll-up and be payable to the next higher sales level. Payment of the “Renewal Year” commission will be made in the effective year of the enrollment following the entry of a qualifying application into the Company’s enrollment system and validation of the producer’s credentials. Any required adjustment from the “Renewal Year” commission to the “Initial Year” commission will be made following CMS’s identification that the individual is in an IEP or new to the MA Program.

### **Initial Year Commissions\***

#### **CALIFORNIA**

**TABLE 1: CA INITIAL YEAR COMMISSIONS**

| <b>Level</b> | <b>Minimum Amount Payable to each Level</b> | <b>Maximum Amount Payable Based on Roll-up from Non-existent Lower Levels</b> |
|--------------|---|---|
| Agent        | \$553.00                                    | \$553.00  |

**NEW JERSEY****TABLE 2: NJ INITIAL YEAR COMMISSIONS**

| <b>Level</b> | <b>Minimum Amount Payable to each Level</b> | <b>Maximum Amount Payable Based on Roll-up from Non-existent Lower Levels</b> |
|--------------|---|---|
| Agent        | \$553.00                                    | \$553.00  |

**CONNECTICUT, PENNSYLVANIA & DISTRICT OF COLUMBIA****TABLE 3: CT & DC INITIAL YEAR COMMISSIONS**

| <b>Level</b> | <b>Minimum Amount Payable to each Level</b> | <b>Maximum Amount Payable Based on Roll-up from Non-existent Lower Levels</b> |
|--------------|---|---|
| Agent        | \$498.00                                    | \$498.00  |

**ALL OTHER STATES****TABLE 4: ALL OTHER STATES INITIAL YEAR COMMISSIONS**

| <b>Level</b> | <b>Minimum Amount Payable to each Level</b> | <b>Maximum Amount Payable Based on Roll-up from Non-existent Lower Levels</b> |
|--------------|---|---|
| Agent        | \$443.00                                    | \$443.00  |

**Note:** The above commissions will be paid for electronic enrollments only. In the event that Agent or its Representatives submit paper based enrollments, the Company reserves the right to charge Agent and its Representatives an administrative fee which will be deducted from the Agent-level commission specified above. The amount of any administrative fee will be determined by the Company and made available to Agent upon request.

**“Renewal Year” Commissions – Renewal Enrollments for CMS Plan Year 2017**

For the 2017 Plan Year, the Company shall pay Agent the following renewal commissions for each individual not identified by CMS as “Initial” and properly enrolled in a Company PDP Plan which Agent and its Representatives are approved and authorized to market and promote for the 2017 CMS Plan Year for January 1, 2017 through December 31, 2017 effective enrollments. If Agent receives the “Initial Year” or “Renewal Year” commission for an enrollment effective on or after January 1, 2017 for the 2017 CMS Plan Year, Agent shall be entitled to the following renewal commissions, subject to amendment, in subsequent CMS Plan Years, up to 50 (fifty) percent of the of the CMS published FMV (Fair Market Value) for each Plan Year, provided that the individual remains enrolled in a Company PDP Plan throughout each renewal year and provided that Agent and Representatives remain credentialed (licensed, appointed and certified) as required by the Company for each renewal year.

## **Renewal Year Commissions\***

### **CALIFORNIA**

**TABLE 5: CA RENEWAL YEAR COMMISSIONS**

| <b>Level</b> | <b>Minimum Amount Payable to each Level</b> | <b>Maximum Amount Payable Based on Roll-up from Non-existent Lower Levels</b> |
|--------------|---|---|
| Agent        | \$277.00                                    | \$277.00  |

### **NEW JERSEY**

**TABLE 6: NJ RENEWAL YEAR COMMISSIONS**

| <b>Level</b> | <b>Minimum Amount Payable to each Level</b> | <b>Maximum Amount Payable Based on Roll-up from Non-existent Lower Levels</b> |
|--------------|---|---|
| Agent        | \$277.00                                    | \$277.00  |

### **CONNECTICUT, PENNSYLVANIA & DISTRICT OF COLUMBIA**

**TABLE 7: CT & DC RENEWAL YEAR COMMISSIONS**

| <b>Level</b> | <b>Minimum Amount Payable to each Level</b> | <b>Maximum Amount Payable Based on Roll-up from Non-existent Lower Levels</b> |
|--------------|---|---|
| Agent        | \$249.00                                    | \$249.00  |

### **ALL OTHER STATES**

**TABLE 8: ALL OTHER STATES RENEWAL COMMISSIONS**

| <b>Level</b> | <b>Minimum Amount Payable to each Level</b> | <b>Maximum Amount Payable Based on Roll-up from Non-existent Lower Levels</b> |
|--------------|---|---|
| Agent        | \$222.00                                    | \$222.00  |

**Note:** The above commissions will be paid for electronic enrollments only. In the event that Agent or its Representatives submit paper based enrollments, the Company reserves the right to charge Agent and its Representatives an administrative fee which will be deducted from the Agent-level commission specified above. The amount of any administrative fee will be determined by the Company and made available to Agent upon request.

\*Commissions are not payable for any sale of a Company MA plan to an individual who may be eligible for such plan through intermediary or organization such as employers, unions or other groups.

September 15, 2016

Re: Amendment to Agent Agreement

Dear Agent:

This “Letter Amendment” amends your UnitedHealthcare Insurance Company (“Company” or “United”) Agent Agreement (the “Agreement”), effective October 1, 2016, as follows:

1. The Agreement is hereby amended, for applications signed on or after October 1, 2016, for 2016 effective dates, to amend Appendix A of the MA Commission Schedule, “Non-Commissioned Plans and Counties for Specified HMO, PPO, RPPO, Dual SNP and Institutional SNP Plans for applications signed on or after September 28, 2015,” by replacing it in its entirety with Appendix A, “Non-Commissioned Plans and Counties for Specified HMO, PPO, RPPO, Dual SNP and Institutional SNP Plans for applications signed on or after October 1, 2016, for 2016 effective dates,” attached hereto as Exhibit 1. The following Plans/Counties have been added to the list of Non-Commissioned Plans and Counties:

| Contract # - Plan ID | Product                                  | State: Counties   |
|----------------------|--|---|
| H0408-003            | AARP MedicareComplete                    | <b>Tennessee:</b> All counties in the state   |
| H1045-023            | Preferred Secure Option                  | <b>Florida:</b> All counties in the state   |
| H2654-033            | AARP MedicareComplete Focus              | <b>Illinois:</b> All counties in the state  |
| H5253-058            | AARP MedicareComplete Essential          | <b>Ohio:</b> All counties in the state  |
| H6528-016            | Care Improvement Plus Gold Rx            | <b>Arkansas:</b> All counties in the state<br><b>Missouri:</b> All counties in the state<br><b>Georgia:</b> All counties in the state<br><b>South Carolina:</b> All counties in the state |
| H6528-029            | Care Improvement Plus Gold Rx            | <b>Illinois:</b> All counties in the state<br><b>Indiana:</b> All counties in the state   |
| H6528-030            | Care Improvement Plus Medicare Advantage | <b>Illinois:</b> All counties in the state<br><b>Indiana:</b> All counties in the state   |

| <b>Contract # -<br/>Plan ID</b> | <b>Product</b>                          | <b>State: Counties</b>             |
|---------------------------------|---|------------------------------------|
| H0151-001                       | AARP MedicareComplete<br>Plan 1         | <b>Alabama:</b> Elmore             |
| H0151-015                       | UnitedHealthcare Dual<br>Complete       |                                    |
| H0151-025                       | AARP MedicareComplete<br>Plan 2         |                                    |
| H0151-027                       | AARP MedicareComplete<br>Plan 3         |                                    |
| H0543-140                       | AARP MedicareComplete<br>SecureHorizons | <b>California:</b> Shasta          |
| H0609-027                       | AARP MedicareComplete<br>Plan 2         | <b>Arizona:</b> Pinal              |
| H1944-007                       | AARP MedicareComplete<br>Plan 1         | <b>Massachusetts:</b> Norfolk      |
| H1944-008                       | AARP MedicareComplete<br>Plan 2         |                                    |
| H1944-009                       | AARP MedicareComplete                   | <b>Pennsylvania:</b> Berks         |
| H2228-019                       | AARP MedicareComplete<br>Choice         | <b>Indiana:</b> Blackford, Carroll |
| H2654-010                       | AARP MedicareComplete                   | <b>Missouri:</b> Douglas, Texas    |
| H2802-008                       | AARP MedicareComplete                   | <b>Indiana:</b> Kosciusko          |
| H2802-009                       | AARP MedicareComplete                   | <b>Indiana:</b> Cass, Miami, Parke |
| H2802-011                       | AARP MedicareComplete                   | <b>Indiana:</b> Greene             |
| H5008-002                       | UnitedHealthcare Dual<br>Complete       | <b>Washington:</b> Lewis           |
| H5253-024                       | UnitedHealthcare Dual<br>Complete LP    | <b>Wisconsin:</b> Dane             |
| H5253-044                       | AARP MedicareComplete<br>Plan 1         | <b>Iowa:</b> Lee                   |
| H5253-045                       | AARP MedicareComplete<br>Plan 2         |                                    |

| Contract # - Plan ID | Product                                   | State: Counties  |
|----------------------|---|--|
| H5435-001            | UnitedHealthcare MedicareDirect Essential | <b>California:</b> Merced  |
|                      |   | <b>Georgia:</b> Chattooga, Lamar, Macon  |
|                      |   | <b>Kentucky:</b> Carter, Lyon, Trigg, Wayne  |
|                      |   | <b>Missouri:</b> Caldwell, Maries  |
|                      |   | <b>New Hampshire:</b> Merrimack  |
|                      |   | <b>Oklahoma:</b> Blaine, Okfuskee, Pontotoc, Pushmataha  |
|                      |   | <b>Virginia:</b> Danville City, Henry, Martinsville City   |
| H5435-024            | UnitedHealthcare MedicareDirect Rx        | <b>California:</b> Merced  |
|                      |   | <b>Georgia:</b> Chatooga, Lamar, Macon   |
|                      |   | <b>Kentucky:</b> Carter, Lyon, Trigg, Wayne  |
|                      |   | <b>Missouri:</b> Caldwell, Maries  |
|                      |   | <b>New Hampshire:</b> Merrimack  |
|                      |   | <b>Oklahoma:</b> Okfuskee, Pontotoc, Pushmataha  |
|                      |   | <b>Virginia:</b> Danville City, Henry, Martinsville City   |
| H6528-006            | Care Improvement Plus Medicare Advantage  | <b>Arkansas:</b> Ashley, Benton, Boone, Bradley, Carroll, Cleburne, Columbia, Crittenden, Cross, Greene, Hempstead, Jefferson, Lee, Logan, Lonoke, Miller, Ouachita, Poinsett, Pulaski, Sebastian, St. Francis, Washington   |
|                      |   | <b>Georgia:</b> Appling, Bacon, Baldwin, Banks, Ben Hill, Bibb, Burke, Butts, Chattahoochee, Chattooga, Clarke, Clayton, Columbia, Crawford, Crisp, Dawson, Dodge, Dooly, Elbert, Emanuel, Evans, Fayette, Franklin, Gilmer, Greene, Habersham, Hancock, Hart, Heard, Houston, Jasper, Jeff Davis, Jefferson, Johnson, Jones, Lamar, Laurens, Lincoln, Lumpkin, Macon, McDuffie, McIntosh, Meriwether, Monroe, Morgan, Muscogee, Newton, Oconee, Oglethorpe, Paulding, Peach, Pickens, Polk, Pulaski, Putnam, Rabun, Randolph, Richmond, Rockdale, Screven, Stephens, Sumter, Tattnall, Taylor, Telfair, Turner, Twiggs, Upson, Washington, Wayne, White, Wilcox, Wilkinson, Worth |
|                      |   | <b>Missouri:</b> Bates, Benton, Boone, Callaway, Cedar, Christian, Clay, Cole, Greene, Henry, Hickory, Jackson, Jasper, Knox, Lawrence, Miller, Morgan, Newton, Ozark, Polk, Saline, Shannon, Taney, Vernon, Webster   |

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|--|--|--|
|  |  | <b>South Carolina:</b> Abbeville, Aiken, Allendale, Anderson, Bamberg, Barnwell, Calhoun, Cherokee, Chester, Chesterfield, Clarendon, Colleton, Dillon, Edgefield, Fairfield, Greenville, Greenwood, Hampton, Jasper, Kershaw, Laurens, Lee, Lexington, Marion, Marlboro, McCormick, Newberry, Oconee, Orangeburg, Pickens, Richland, Saluda, Spartanburg, Union, Williamsburg |
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For clarification, the Company will not pay commissions on any new applications signed on or after October 1, 2016, for 2016 effective dates, for the plans listed above.

- The Agreement is hereby amended, for applications with effective dates on or after January 1, 2017, to amend Appendix A of the MA Commission Schedule, “Non-Commissioned Plans and Counties for Specified HMO, PPO, RPPO, Dual SNP and Institutional SNP Plans for applications effective on or after January 1, 2017,” by replacing it in its entirety with Appendix A, “Non-Commissioned Plans and Counties for Specified HMO, PPO, RPPO, Dual SNP and Institutional SNP Plans for applications effective on or after January 1, 2017,” attached hereto as Exhibit 2. The following Plan/County has been removed from the list of Non-Commissioned Plans and Counties for applications with effective dates on or after January 1, 2017:

| Contract # - Plan ID | Product                                | State: Counties                |
|----------------------|--|--------------------------------|
| H5420-003            | Medica HealthCare Plans<br>MedicareMax | <b>Florida:</b> Broward County |

For clarification, the Company will pay commissions on any new applications with effective dates on or after January 1, 2017, for the plan listed above.

- The paragraph titled “Renewal Year” Commissions – Renewal Enrollments for CMS Plan Year 2017 in Part II of the Commissions Schedule, titled ALL MEDICARE ADVANTAGE PLANS, is amended to read as follows:

**“Renewal Year” Commissions – Renewal Enrollments for CMS Plan Year 2017**

For the 2017 Plan Year, the Company shall pay Agent and its Representatives the following renewal commissions for each individual not identified by CMS as “Initial” and properly enrolled in a Company MA Plan which Agent and its Representatives are approved and authorized to market and promote for the 2017 CMS Plan Year for January 1, 2017 through December 31, 2017 effective enrollments. If Agent and its Representatives receive the “Initial Year” or “Renewal Year” commission for an enrollment effective on or after January 1, 2017 for the 2017 CMS Plan Year, Agent and its Representatives shall be entitled to the following renewal commissions, subject to amendment, in subsequent CMS Plan Years, up to 50 (fifty) percent of the of the CMS published FMV (Fair Market Value) for each Plan Year, provided that the individual remains enrolled in a Company MA Plan throughout each renewal year and

provided that Agent and Representatives remain credentialed (licensed, appointed and certified) as required by the Company for each renewal year.



4. Section 6.1(b) is hereby added to the Agreement:

b. Compelled Disclosure of Confidential Information. If Agent is requested or required by applicable law or legal process to disclose the Company's proprietary and confidential information, Agent will (to the extent permitted by law) provide Company with prompt notice of any request or requirement and reasonably cooperate in any efforts by the Company to seek an appropriate protective order or other remedy or otherwise challenge or narrow the scope of the request. If a protective order or other remedy is not obtained, the Agent will furnish only that portion of the proprietary and confidential information that it is advised, by written opinion of counsel, is legally required, and the Agent will exercise reasonable efforts to obtain reliable assurance that the proprietary and confidential information will continue to be held in confidence.

5. Section 6.6 is amended to read as follows:

6.6 **Notice**. Any and all notices required or permitted to be given hereunder shall be in writing and may be sent by (i) personal delivery, (ii) commercial messenger service overnight delivery, (iii) United States Postal Service, or (iv) facsimile transmission with electronic confirmation of successful transmission. Irrespective of the manner of delivery or transmission used, all such notices shall be properly addressed and directed with postage or delivery charges prepaid (if any) to the party at its respective address or facsimile number set forth below or to such other address which any party may designate in writing in accordance with the provisions of this Section 6.6.

If to Company:           UnitedHealthcare Insurance Company  
Medicare & Retirement  
9800 Health Care Lane  
Minnetonka, MN 55343  
Attention: Chief Sales and Distribution Officer  
Facsimile: 952-936-1396

with a copy to:           UnitedHealthcare Insurance Company  
Medicare & Retirement  
9800 Health Care Lane  
Minnetonka, MN 55343  
Attention: Medicare & Retirement Legal Counsel  
Facsimile: 952-931-5637

If to Agent:               Agent's address last known by the Company

Notices sent by either personal delivery or facsimile transmission shall be deemed given upon independent written verification of receipt. Notices sent via overnight delivery shall be deemed given on the next business day. All other notices sent by either registered or certified mail shall be deemed given three (3) business days from mailing.



Notwithstanding the above, any and all notices required or permitted to be given to an Agent hereunder may be provided to Agent by the Company by e-mail to Agent's last known e-mail address. Notice provided by e-mail shall be deemed given on the date of the email.



In the event that Agent does not agree to the amendment set forth in this Letter Amendment, Agent must notify the Company that Agent is terminating the Agreement within thirty (30) days following the date of this Letter Amendment, in which case the Agreement shall be immediately terminated.

The terms and conditions set forth in the Agreement, as amended and modified by this Letter Amendment, shall continue in full force and effect. In the event there is any inconsistency or conflict between the provisions in this Letter Amendment and those in the Agreement, the provisions in this Letter Amendment will supersede and control. Unless otherwise defined in this Letter Amendment, all capitalized terms contained in this Letter Amendment shall be defined as set forth in the Agreement.

A handwritten signature in black ink, appearing to read 'Mark Phillips', written over a light blue horizontal line.

Sincerely,

Mark Phillips  
Chief Sales and Distribution Officer  
UnitedHealthcare Medicare Solutions

**Exhibit 1****MA Commission Schedule****Appendix A**

**Non-Commissioned Plans and Counties for Specified HMO, PPO, RPPO, Dual SNP and Institutional SNP Plans for Applications for applications signed on or after October 1, 2016, for 2016 effective dates.**

| <b>Contract # - Plan ID</b> | <b>Product</b>                           | <b>State: Counties</b>  |
|-----------------------------|--|---|
| H0408-003                   | AARP MedicareComplete                    | <b>Tennessee:</b> All counties in the state   |
| H1045-023                   | Preferred Secure Option                  | <b>Florida:</b> All counties in the state   |
| H2654-033                   | AARP MedicareComplete Focus              | <b>Illinois:</b> All counties in the state  |
| H5253-058                   | AARP MedicareComplete Essential          | <b>Ohio:</b> All counties in the state  |
| H6528-016                   | Care Improvement Plus Gold Rx            | <b>Arkansas:</b> All counties in the state<br><b>Missouri:</b> All counties in the state<br><b>Georgia:</b> All counties in the state<br><b>South Carolina:</b> All counties in the state |
| H6528-029                   | Care Improvement Plus Gold Rx            | <b>Illinois:</b> All counties in the state<br><b>Indiana:</b> All counties in the state   |
| H6528-030                   | Care Improvement Plus Medicare Advantage | <b>Illinois:</b> All counties in the state<br><b>Indiana:</b> All counties in the state   |
| H0151-001                   | AARP MedicareComplete Plan 1             | <b>Alabama:</b> Elmore  |
| H0151-015                   | UnitedHealthcare Dual Complete           |   |
| H0151-025                   | AARP MedicareComplete Plan 2             |   |
| H0151-027                   | AARP MedicareComplete Plan 3             |   |
| H0543-140                   | AARP MedicareComplete SecureHorizons     | <b>California:</b> Shasta   |
| H0609-027                   | AARP MedicareComplete Plan 2             | <b>Arizona:</b> Pinal   |
| H1944-007                   | AARP MedicareComplete Plan 1             | <b>Massachusetts:</b> Norfolk   |

|                                 |  |  |
|---------------------------------|--|--|
| H1944-008                       | AARP MedicareComplete<br>Plan 2              |  |
| <b>Contract # -<br/>Plan ID</b> | <b>Product</b>                               | <b>State: Counties</b>                                   |
| H1944-009                       | AARP MedicareComplete                        | <b>Pennsylvania:</b> Berks                               |
| H2228-019                       | AARP MedicareComplete<br>Choice              | <b>Indiana:</b> Blackford, Carroll                       |
| H2654-010                       | AARP MedicareComplete                        | <b>Missouri:</b> Douglas, Texas                          |
| H2802-008                       | AARP MedicareComplete                        | <b>Indiana:</b> Kosciusko                                |
| H2802-009                       | AARP MedicareComplete                        | <b>Indiana:</b> Cass, Miami, Parke                       |
| H2802-011                       | AARP MedicareComplete                        | <b>Indiana:</b> Greene                                   |
| H5008-002                       | UnitedHealthcare Dual<br>Complete            | <b>Washington:</b> Lewis                                 |
| H5253-024                       | UnitedHealthcare Dual<br>Complete LP         | <b>Wisconsin:</b> Dane                                   |
| H5253-044                       | AARP MedicareComplete<br>Plan 1              | <b>Iowa:</b> Lee   |
| H5253-045                       | AARP MedicareComplete<br>Plan 2              |  |
| H5435-001                       | UnitedHealthcare<br>MedicareDirect Essential | <b>California:</b> Merced                                |
|                                 |  | <b>Georgia:</b> Chattooga, Lamar, Macon                  |
|                                 |  | <b>Kentucky:</b> Carter, Lyon, Trigg, Wayne              |
|                                 |  | <b>Missouri:</b> Caldwell, Maries                        |
|                                 |  | <b>New Hampshire:</b> Merrimack                          |
|                                 |  | <b>Oklahoma:</b> Blaine, Okfuskee, Pontotoc, Pushmataha  |
|                                 |  | <b>Virginia:</b> Danville City, Henry, Martinsville City |
| H5435-024                       | UnitedHealthcare<br>MedicareDirect Rx        | <b>California:</b> Merced                                |
|                                 |  | <b>Georgia:</b> Chatooga, Lamar, Macon                   |
|                                 |  | <b>Kentucky:</b> Carter, Lyon, Trigg, Wayne              |
|                                 |  | <b>Missouri:</b> Caldwell, Maries                        |
|                                 |  | <b>New Hampshire:</b> Merrimack                          |
|                                 |  | <b>Oklahoma:</b> Okfuskee, Pontotoc, Pushmataha          |
|                                 |  | <b>Virginia:</b> Danville City, Henry, Martinsville City |

| Contract # -<br>Plan ID | Product                                     | State: Counties  |
|-------------------------|---|--|
| H6528-006               | Care Improvement Plus<br>Medicare Advantage | <b>Arkansas:</b> Ashley, Benton, Boone, Bradley, Carroll, Cleburne, Columbia, Crittenden, Cross, Greene, Hempstead, Jefferson, Lee, Logan, Lonoke, Miller, Ouachita, Poinsett, Pulaski, Sebastian, St. Francis, Washington   |
|                         |   | <b>Georgia:</b> Appling, Bacon, Baldwin, Banks, Ben Hill, Bibb, Burke, Butts, Chattahoochee, Chattooga, Clarke, Clayton, Columbia, Crawford, Crisp, Dawson, Dodge, Dooly, Elbert, Emanuel, Evans, Fayette, Franklin, Gilmer, Greene, Habersham, Hancock, Hart, Heard, Houston, Jasper, Jeff Davis, Jefferson, Johnson, Jones, Lamar, Laurens, Lincoln, Lumpkin, Macon, McDuffie, McIntosh, Meriwether, Monroe, Morgan, Muscogee, Newton, Oconee, Oglethorpe, Paulding, Peach, Pickens, Polk, Pulaski, Putnam, Rabun, Randolph, Richmond, Rockdale, Screven, Stephens, Sumter, Tattnall, Taylor, Telfair, Turner, Twiggs, Upson, Washington, Wayne, White, Wilcox, Wilkinson, Worth |
|                         |   | <b>Missouri:</b> Bates, Benton, Boone, Callaway, Cedar, Christian, Clay, Cole, Greene, Henry, Hickory, Jackson, Jasper, Knox, Lawrence, Miller, Morgan, Newton, Ozark, Polk, Saline, Shannon, Taney, Vernon, Webster   |
|                         |   | <b>South Carolina:</b> Abbeville, Aiken, Allendale, Anderson, Bamberg, Barnwell, Calhoun, Cherokee, Chester, Chesterfield, Clarendon, Colleton, Dillon, Edgefield, Fairfield, Greenville, Greenwood, Hampton, Jasper, Kershaw, Laurens, Lee, Lexington, Marion, Marlboro, McCormick, Newberry, Oconee, Orangeburg, Pickens, Richland, Saluda, Spartanburg, Union, Williamsburg   |

| Contract # -<br>Plan ID | Product  | State: Counties   |
|-------------------------|--|---|
| R7444-001               | AARP MedicareComplete<br>Choice                          | <b>Connecticut:</b> All counties in the state<br><b>Massachusetts:</b> Barnstable, Dukes, Franklin,<br>Hampshire, Nantucket       |
| R5342-001               | UnitedHealthcare<br>MedicareComplete Choice<br>Plan 1    | <b>New York:</b> Bronx, Dutchess, Kings, Nassau,<br>New York, Orange, Putnam, Queens,<br>Richmond, Rockland, Suffolk, Westchester |
| R5342-002               | UnitedHealthcare<br>MedicareComplete Choice<br>Essential |   |
| R5342-005               | UnitedHealthcare<br>MedicareComplete Choice<br>Plan 3    |   |
| R5342-006               | UnitedHealthcare<br>MedicareComplete Choice<br>Plan 4    |   |
| H5420-003               | Medica HealthCare Plans<br>MedicareMax                   | <b>Florida:</b> Broward County  |
| R5287-003               | UnitedHealthcare Dual<br>Complete RP                     | <b>Florida:</b> Miami-Dade  |
| R3175-003               | UnitedHealthcare Dual<br>Complete RP                     | <b>Hawaii:</b> Honolulu   |
| H1537-001               | UnitedHealthcare<br>MedicareComplete Choice              | <b>New York:</b> Madison  |
|                         | All UnitedHealthcare<br>Institutional SNP Plans          | <b>All Counties in All States</b>   |

**Exhibit 2****MA Commission Schedule  
Appendix A****Non-Commissioned Plans and Counties for Specified HMO, PPO, RPPO, Dual SNP and Institutional SNP Plans for applications effective on or after January 1, 2017.**

| <b>Contract # -<br/>Plan ID</b> | <b>Product</b>                                     | <b>State: Counties</b>  |
|---------------------------------|--|---|
| R7444-001                       | AARP MedicareComplete Choice                       | <b>Connecticut:</b> All counties in the state   |
|                                 |  | <b>Massachusetts:</b> Barnstable, Dukes, Franklin, Hampshire, Nantucket   |
| R5342-001                       | UnitedHealthcare MedicareComplete Choice Plan 1    | <b>New York:</b> Bronx, Dutchess, Kings, Nassau, New York, Orange, Putnam, Queens, Richmond, Rockland, Suffolk, Westchester |
| R5342-002                       | UnitedHealthcare MedicareComplete Choice Essential |   |
| R5342-005                       | UnitedHealthcare MedicareComplete Choice Plan 3    |   |
| R5342-006                       | UnitedHealthcare MedicareComplete Choice Plan 4    |   |
| R7444-012                       | UnitedHealthcare Dual Complete RP                  | <b>Florida:</b> Miami-Dade  |
| R7444-013                       | UnitedHealthcare Dual Complete RP One              | <b>Florida:</b> All counties in the state   |
| R3175-003                       | UnitedHealthcare Dual Complete RP                  | <b>Hawaii:</b> Honolulu   |
| R5329-001                       | AARP Medicare Complete Choice                      | <b>Maine:</b> Aroostook, Hancock, Piscataquis, Washington   |
| H1537-001                       | UnitedHealthcare MedicareComplete Choice           | <b>New York:</b> Madison  |
| H3113-009                       | UnitedHealthcare Dual Complete                     | <b>Pennsylvania:</b> Philadelphia   |

| Contract # -<br>Plan ID | Product                                      | State: Counties  |
|-------------------------|--|--|
| H3113-012               | UnitedHealthcare Dual Complete               | <b>Pennsylvania:</b> Philadelphia  |
| H5322-028               | UnitedHealthcare Dual Complete               | <b>Ohio:</b> Allen, Auglaize, Clinton, Coshocton, Crawford, Darke, Defiance, Erie, Fayette, Gallia, Guernsey, Hardin, Harrison, Henry, Highland, Hocking, Jackson, Jefferson, Logan, Lorain, Marion, Morrow, Noble, Ottawa, Paulding, Pike, Putnam, Van Wert, Vinton, Williams |
|                         | All UnitedHealthcare Institutional SNP Plans | <b>All Counties in All States</b>  |