

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 59303 / January 27, 2009**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-13353**

**In the Matter of**

**ARTHUR P. HIPWELL,**

**Respondent.**

**ORDER INSTITUTING**  
**ADMINISTRATIVE PROCEEDINGS**  
**PURSUANT TO RULE 102(e) OF THE**  
**COMMISSION'S RULES OF PRACTICE,**  
**MAKING FINDINGS, AND IMPOSING**  
**REMEDIAL SANCTIONS**

**I.**

The Securities and Exchange Commission ("Commission") deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted against Arthur P. Hipwell ("Respondent" or "Hipwell"), pursuant to Rules 102(e)(1)(i) and 102(e)(2) of the Commission's Rules of Practice.<sup>1</sup>

**II.**

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the "Offer") which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party and without admitting or denying the findings herein, except as to the Commission's jurisdiction over him and the subject matter of

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<sup>1</sup> Rule 102(e)(1)(i) provides in relevant part, that:

The Commission may censure a person or deny, temporarily or permanently, the privilege of appearing or practicing before it in any way to any person who is found by the Commission after notice and opportunity for hearing in the matter: (i) Not to possess the requisite qualifications to represent others \* \* \*.

Rule 102(e)(2) provides in relevant part, that:

Any attorney who has been suspended or disbarred by a court of the United States or of any State; \* \* \* shall be forthwith suspended from appearing or practicing before the Commission.

these proceedings, which is admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Rule 102(e) of the Commission's Rules of Practice, Making Findings, and Imposing Remedial Sanctions ("Order"), as set forth below.

### III.

On the basis of this Order and Respondent's Offer, the Commission finds that:

1. Hipwell, age 59, was from 1976 until January 10, 1985 an attorney licensed to practice in the State of Kentucky.
2. On January 10, 1985, Hipwell was suspended from the practice of law by the Kentucky Supreme Court for non-payment of dues to the Kentucky Bar Association. From that date to the present, Hipwell has not been licensed to practice law in any jurisdiction within the United States.
3. Nonetheless, during most of the period since January 10, 1985, including a continuous period from August 1, 1999 until about April 15, 2007, Hipwell held himself out as an attorney, by representing that he was "Senior Vice President and General Counsel" of Humana, Inc., a public company required to make certain filings with the Commission. Hipwell repeated this representation by signing many of Humana's Commission filings, including numerous Forms 10-Q and 8-K, with "Senior Vice President and General Counsel" as his title.
4. Although he was not licensed to practice law, Hipwell engaged in conduct that constitutes appearing and practicing before the Commission as an attorney, including advising Humana regarding whether the federal securities laws or Commission rules required it to make certain filings with the Commission, and preparing and/or providing advice regarding numerous documents that Humana filed with the Commission.
5. Accordingly, Hipwell lacks the requisite qualifications to represent others before the Commission as defined in Rule 102(e)(1)(i) and has been suspended from the practice of law by a court as defined in Rule 102(e)(2).

### IV.

In view of the foregoing, the Commission deems it appropriate to impose the sanction agreed to in Respondent Hipwell's Offer.

Accordingly, it is hereby ORDERED, effective immediately, that Hipwell is forthwith suspended from and denied the privilege of appearing or practicing before the Commission as an attorney for one year from the date of this Order. Furthermore, before appearing or resuming practice before the Commission, Respondent must submit an application for reinstatement to the Commission's Office of the General Counsel that includes an affidavit truthfully stating, under penalty of perjury, that he has complied with this Order, that he is presently admitted to the practice law in at least one state or the District of Columbia and in good standing in that jurisdiction, that he is not the subject of any suspension or disbarment as an attorney by a court of

the United States or of any state, territory, district, commonwealth, or possession, and that he has not been convicted of a felony or misdemeanor involving moral turpitude as set forth in Rule 102(e)(2) of the Commission's Rules of Practice.

By the Commission.

Elizabeth M. Murphy  
Secretary