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ENDORSED FILED  
SUPERIOR COURT  
COUNTY OF SAN FRANCISCO

MAR 23 2012

CLERK OF THE COURT  
BY: DENNIS TOYAMA  
Deputy Clerk

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10 *Attorneys for Plaintiff*  
11 *The People of the State of California*

12 SUPERIOR COURT OF THE STATE OF CALIFORNIA

13 COUNTY OF SAN FRANCISCO

14  
15 THE PEOPLE OF THE STATE OF  
16 CALIFORNIA,

17 Plaintiff,

18  
19 v.

20 MEDCO HEALTH SOLUTIONS, INC.

21 Defendant.  
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Case No. CGC 12-519460

**COMPLAINT FOR EQUITABLE  
RELIEF**

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25 Plaintiff, the People of the State of California ("the State"), by and through Kamala D.  
26 Harris, Attorney General of the State of California, alleges as follows:  
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## INTRODUCTION

12 This civil enforcement action is brought under Business and Professions Code Sections  
13 17200 et seq. (the Unfair Competition Law) and Sections 16700 et seq. (the Cartwright Act)  
14 against defendant Medco Health Solutions, Inc. ("Medco"). Medco and its subsidiaries constitute  
15 a pharmacy benefit manager ("PBM"), an entity that contracts with health plans, employers, labor  
16 unions, and other similar entities to administer the prescription drug component of health  
17 insurance plans. In 2005, the California Public Employees' Retirement System ("CalPERS")  
18 issued a request for proposal for the provision of pharmacy benefits services to its members (the  
19 "2005 RFP"). Numerous PBMs, including Medco, responded to the 2005 RFP. Pursuant to the  
20 RFP process, Medco was awarded the CalPERS PBM contract.

## PARTIES

21 1. Kamala D. Harris is the duly elected Attorney General of the State of California and  
22 is the chief law enforcement officer of the State. The Attorney General is authorized by  
23 Government Code Sections 12658 and 12660 and by Business and Professions Code Sections  
24 16754, 16755, and 17204 to bring actions in the name of the People of the State of California to  
25 enforce the Unfair Competition Law and Cartwright Act, and brings this action in her law  
26 enforcement capacity.

27 2. Defendant Medco is a Delaware corporation with its principal place of business in  
28 Franklin Lakes, New Jersey, and at all times relevant to this Complaint, was engaged in the  
business of providing PBM services. Defendant conducted business in the State of California by  
bidding on the 2005 RFP and providing services to CalPERS under the PBM contract awarded  
pursuant to that RFP. Whenever reference is made in this Complaint to any act of Defendant  
Medco, that allegation shall be deemed to mean that Defendant did or authorized the acts alleged  
in this Complaint through its principals, officers, directors, employees, members, agents,  
consultants and/or representatives while they were acting within the actual or ostensible scope of  
their authority. Medco's conduct described in this Complaint occurred in the County of San  
Francisco and throughout the State of California.



1 the issues raised to the understanding of senior CalPERS' staff. Upon information and belief, Mr.  
2 Villalobos was retained by Medco for the further purpose of assisting Medco in the bidding  
3 process for pharmacy benefit management contracts with CalPERS and other pension funds.  
4 Medco maintains that it included in the contract and orally affirmed with Mr. Villalobos that he  
5 would follow all laws and regulations in his communications with CalPERS, its employees and  
6 its Board members. Medco paid Mr. Villalobos' firm, ARVCO Capital Research, L.L.C., \$4  
7 million for his services over the course of a year and a half. Thereafter, Medco entered into a  
8 separate one-year, renewable contract pursuant to which it agreed to pay Mr. Villalobos' firm  
9 \$20,000 per month as a retainer for additional consulting services. The consulting relationship  
10 pursuant to that contract lasted four years.

11 9. In 2004 and 2005, Medco worked with CalPERS to resolve the audit issues.  
12 Ultimately, the vast majority of issues were resolved and Medco paid CalPERS less than  
13 \$200,000 to resolve the remaining disputed issues. According to Medco, the audit was resolved  
14 in principle by October 2005.

15 10. On May 23, 2005, CalPERS issued the 2005 RFP, Request for Proposal No. 2004-  
16 3521, for the provision of pharmacy benefits services to its members. Medco responded to the  
17 RFP, as did a number of other PBMs. In their review of the responses to the 2005 RFP, CalPERS  
18 staff and the Health Benefits Committee of the CalPERS Board of Administration ranked  
19 Medco's bid the highest, and, on October 18, 2005, the Health Benefits Committee of CalPERS  
20 awarded the PBM business to Medco, subject to successful contract negotiations, a decision that  
21 was ratified by the CalPERS Board of Administration (the "CalPERS Board"). On December 14,  
22 2005, the CalPERS Board ratified the PBM contract executed by Medco and CalPERS, CalPERS  
23 Agreement No. 2005-3789. Pursuant to that agreement, Medco served as CalPERS' PBM  
24 beginning on July 1, 2006. On June 20, 2011, CalPERS entered into a contract with another  
25 PBM. Medco continued to serve as CalPERS' PBM through December 31, 2011.

26 11. The State is informed and believes and thereon alleges that after May 21, 2004,  
27 Medco:  
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1 (a) failed to exercise sufficient controls to ensure that all compensation to Mr.  
2 Villalobos, including compensation for expenses, was for legitimate business purposes and not  
3 used to fund improper gifts, payments or campaign contributions to CalPERS Board members or  
4 staff; and

5 (b) failed to exercise sufficient controls to ensure that Mr. Villalobos, as its agent,  
6 refrained from meeting with CalPERS Board members and officials during the period of  
7 restricted communications during the competitive bid process.

8 **FIRST CAUSE OF ACTION**  
9 **VIOLATION OF BUSINESS AND PROFESSIONS CODE SECTION 17200**  
10 **(UNFAIR COMPETITION)**

11 12. Plaintiff realleges and incorporates by reference paragraphs 1-11 above, as  
12 though they are set forth in full.

13 13. Defendant has engaged in unfair competition as defined in Business and  
14 Professions Code Section 17200 et seq. by failing to exercise sufficient controls over its  
15 consultant, Mr. Villalobos.

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17 **SECOND CAUSE OF ACTION**  
18 **VIOLATION OF BUSINESS AND PROFESSIONS CODE SECTION 16720**  
19 **(CARTWRIGHT ACT)**

20 14. Plaintiff realleges and incorporates by reference paragraphs 1-11 above, as though  
21 they are set forth in full.

22 15. Defendant has engaged in a restraint of trade as prohibited by Business and  
23 Professions Code Section 16720 et seq. by failing to exercise sufficient controls over its  
24 consultant, Mr. Villalobos.

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**PRAYER FOR RELIEF**

WHEREFORE, the State prays for judgment as follows:

1. Pursuant to Business and Professions Code Sections 16754.5 and 17203, that Medco be permanently enjoined from engaging in any unfair competition as defined in California Business and Professions Code Section 17200 et seq., including, but not limited to, the acts and practices alleged in this complaint;

2. For an order requiring that Medco review, revise, and/or institute policies and procedures to provide assurance that Medco and its consultants, agents and representatives do not violate California's Unfair Competition Laws or the Cartwright Act in connection with the competitive bid process or contracting process of any California governmental or quasi-governmental agency;

3. Pursuant to Business and Professions Code Section 17206, that the Court assess a civil penalty of two thousand dollars for each violation of the Unfair Competition Law, as proved at trial;

4. For the costs of investigation and disbursements incurred by the State, including reasonable attorneys fees; and

5. For such other and further relief as the Court deems just and proper.

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Dated: March 23, 2012

Respectfully Submitted,  
  
KAMALA D. HARRIS  
Attorney General of California

  
KATHLEEN E. FOOTE  
Senior Assistant Attorney General  
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E-mail: [Cheryl.Johnson@doj.ca.gov](mailto:Cheryl.Johnson@doj.ca.gov)

*Attorneys for Plaintiff*

**SUMMONS  
(CITACION JUDICIAL)**

FOR COURT USE ONLY  
(SOLO PARA USO DE LA CORTE)

**NOTICE TO DEFENDANT:  
(AVISO AL DEMANDADO):**

MEDCO HEALTH SOLUTIONS, INC.

**YOU ARE BEING SUED BY PLAINTIFF:  
(LO ESTÁ DEMANDANDO EL DEMANDANTE):**

THE PEOPLE OF THE STATE OF CALIFORNIA

**NOTICE!** You have been sued. The court may decide against you without your being heard unless you respond within 30 days. Read the information below.

You have 30 CALENDAR DAYS after this summons and legal papers are served on you to file a written response at this court and have a copy served on the plaintiff. A letter or phone call will not protect you. Your written response must be in proper legal form if you want the court to hear your case. There may be a court form that you can use for your response. You can find these court forms and more information at the California Courts Online Self-Help Center ([www.courtinfo.ca.gov/selfhelp](http://www.courtinfo.ca.gov/selfhelp)), your county law library, or the courthouse nearest you. If you cannot pay the filing fee, ask the court clerk for a fee waiver form. If you do not file your response on time, you may lose the case by default, and your wages, money, and property may be taken without further warning from the court.

There are other legal requirements. You may want to call an attorney right away. If you do not know an attorney, you may want to call an attorney referral service. If you cannot afford an attorney, you may be eligible for free legal services from a nonprofit legal services program. You can locate these nonprofit groups at the California Legal Services Web site ([www.lawhelpcalifornia.org](http://www.lawhelpcalifornia.org)), the California Courts Online Self-Help Center ([www.courtinfo.ca.gov/selfhelp](http://www.courtinfo.ca.gov/selfhelp)), or by contacting your local court or county bar association. **NOTE:** The court has a statutory lien for waived fees and costs on any settlement or arbitration award of \$10,000 or more in a civil case. The court's lien must be paid before the court will dismiss the case. **¡AVISO!** Lo han demandado. Si no responde dentro de 30 días, la corte puede decidir en su contra sin escuchar su versión. Lea la información a continuación.

Tiene 30 DÍAS DE CALENDARIO después de que le entreguen esta citación y papeles legales para presentar una respuesta por escrito en esta corte y hacer que se entregue una copia al demandante. Una carta o una llamada telefónica no lo protegen. Su respuesta por escrito tiene que estar en formato legal correcto si desea que procesen su caso en la corte. Es posible que haya un formulario que usted pueda usar para su respuesta. Puede encontrar estos formularios de la corte y más información en el Centro de Ayuda de las Cortes de California ([www.sucorte.ca.gov](http://www.sucorte.ca.gov)), en la biblioteca de leyes de su condado o en la corte que le quede más cerca. Si no puede pagar la cuota de presentación, pida al secretario de la corte que le dé un formulario de exención de pago de cuotas. Si no presenta su respuesta a tiempo, puede perder el caso por incumplimiento y la corte le podrá quitar su sueldo, dinero y bienes sin más advertencia.

Hay otros requisitos legales. Es recomendable que llame a un abogado inmediatamente. Si no conoce a un abogado, puede llamar a un servicio de remisión a abogados. Si no puede pagar a un abogado, es posible que cumpla con los requisitos para obtener servicios legales gratuitos de un programa de servicios legales sin fines de lucro. Puede encontrar estos grupos sin fines de lucro en el sitio web de California Legal Services, ([www.lawhelpcalifornia.org](http://www.lawhelpcalifornia.org)), en el Centro de Ayuda de las Cortes de California, ([www.sucorte.ca.gov](http://www.sucorte.ca.gov)) o poniéndose en contacto con la corte o el colegio de abogados locales. **AVISO:** Por ley, la corte tiene derecho a reclamar las cuotas y los costos exentos por imponer un gravamen sobre cualquier recuperación de \$10,000 ó más de valor recibida mediante un acuerdo o una concesión de arbitraje en un caso de derecho civil. Tiene que pagar el gravamen de la corte antes de que la corte pueda desechar el caso.

The name and address of the court is:  
(El nombre y dirección de la corte es): Superior Court of California  
County of San Francisco, Civic Center Courthouse  
400 McAllister St., San Francisco, CA 94102

CASE NUMBER:  
(Número del Caso): **CGC 12-519460**

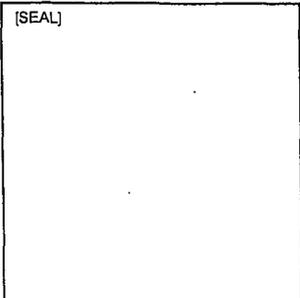
The name, address, and telephone number of plaintiff's attorney, or plaintiff without an attorney, is:  
(El nombre, la dirección y el número de teléfono del abogado del demandante, o del demandante que no tiene abogado, es):  
Cheryl Johnson-Office of the Attorney General-300 S. Spring St., Los Angeles, CA 90013 (213) 897-2688

DATE: **MAR 23 2012**  
(Fecha)

**CLERK OF THE COURT**  
Clerk, by  
(Secretario)

**DENNIS TOYAMA**, Deputy  
(Adjunto)

(For proof of service of this summons, use Proof of Service of Summons (form POS-010).)  
(Para prueba de entrega de esta citación use el formulario Proof of Service of Summons, (POS-010)).



**NOTICE TO THE PERSON SERVED:** You are served

1.  as an individual defendant.
2.  as the person sued under the fictitious name of (specify):
3.  on behalf of (specify): Medco Health Solutions, Inc.  
 under:  CCP 416.10 (corporation)  CCP 416.60 (minor)  
 CCP 416.20 (defunct corporation)  CCP 416.70 (conservatee)  
 CCP 416.40 (association or partnership)  CCP 416.90 (authorized person)  
 other (specify):
4.  by personal delivery on (date):

ATTORNEY OR PARTY WITHOUT ATTORNEY (Name, bar number, and address):  
Kamala J. Harris, Attorney General of CA  
Kathleen E. Foote, SAGE  
455 Golden Gate A. Suite 1100D  
San Francisco, CA  
TELEPHONE NO.: 415-703-5555 FAX NO.: 703-5480 94102

FOR COURT USE ONLY  
ENDORSED FILED  
SUPERIOR COURT  
COUNTY OF SAN FRANCISCO

ATTORNEY FOR (Name): Plaintiff  
SUPERIOR COURT OF CALIFORNIA, COUNTY OF San Francisco  
STREET ADDRESS: 400 McAllister  
MAILING ADDRESS:  
CITY AND ZIP CODE: San Francisco CA 94102  
BRANCH NAME: Civic Center

MAR 23 2012  
CLERK OF THE COURT  
BY: DENNIS TOYAMA  
Deputy Clerk

CASE NAME:  
The People of the State of CA v. Medical Health Solutions

CIVIL CASE COVER SHEET  
 Unlimited (Amount demanded exceeds \$25,000)  Limited (Amount demanded is \$25,000 or less)  
Complex Case Designation  
 Counter  Joinder  
Filed with first appearance by defendant (Cal. Rules of Court, rule 3.402)

CASE NUMBER:  
CGC 12-519460  
JUDGE:  
DEPT:

Items 1-6 below must be completed (see instructions on page 2).

- 1. Check one box below for the case type that best describes this case:  
Auto Tort:  Auto (22),  Uninsured motorist (46)  
Other PI/PD/W/D (Personal Injury/Property Damage/Wrongful Death) Tort:  Asbestos (04),  Product liability (24),  Medical malpractice (45),  Other PI/PD/W/D (23)  
Non-PI/PD/W/D (Other) Tort:  Business tort/unfair business practice (07),  Civil rights (08),  Defamation (13),  Fraud (16),  Intellectual property (19),  Professional negligence (25),  Other non-PI/PD/W/D tort (35)  
Employment:  Wrongful termination (36),  Other employment (15)  
Contract:  Breach of contract/warranty (06),  Rule 3.740 collections (09),  Other collections (09),  Insurance coverage (18),  Other contract (37)  
Real Property:  Eminent domain/Inverse condemnation (14),  Wrongful eviction (33),  Other real property (26)  
Unlawful Detainer:  Commercial (31),  Residential (32),  Drugs (38)  
Judicial Review:  Asset forfeiture (05),  Petition re: arbitration award (11),  Writ of mandate (02),  Other judicial review (39)  
Provisionally Complex Civil Litigation (Cal. Rules of Court, rules 3.400-3.403):  Antitrust/Trade regulation (03),  Construction defect (10),  Mass tort (40),  Securities litigation (28),  Environmental/Toxic tort (30),  Insurance coverage claims arising from the above listed provisionally complex case types (41)  
Enforcement of Judgment:  Enforcement of judgment (20)  
Miscellaneous Civil Complaint:  RICO (27),  Other complaint (not specified above) (42)  
Miscellaneous Civil Petition:  Partnership and corporate governance (21),  Other petition (not specified above) (43)

- 2. This case  is  is not complex under rule 3.400 of the California Rules of Court. If the case is complex, mark the factors requiring exceptional judicial management:  
a.  Large number of separately represented parties d.  Large number of witnesses  
b.  Extensive motion practice raising difficult or novel issues that will be time-consuming to resolve e.  Coordination with related actions pending in one or more courts in other counties, states, or countries, or in a federal court  
c.  Substantial amount of documentary evidence f.  Substantial postjudgment judicial supervision
- 3. Remedies sought (check all that apply): a.  monetary b.  nonmonetary; declaratory or injunctive relief c.  punitive
- 4. Number of causes of action (specify):
- 5. This case  is  is not a class action suit.
- 6. If there are any known related cases, file and serve a notice of related case. (You may use form CM-015.)

Date: March 23, 2012  
KATHLEEN E. FOOTE  
(TYPE OR PRINT NAME)

(SIGNATURE OF PARTY OR ATTORNEY FOR PARTY)

NOTICE  
• Plaintiff must file this cover sheet with the first paper filed in the action or proceeding (except small claims cases or cases filed under the Probate Code, Family Code, or Welfare and Institutions Code). (Cal. Rules of Court, rule 3.220.) Failure to file may result in sanctions.  
• File this cover sheet in addition to any cover sheet required by local court rule.  
• If this case is complex under rule 3.400 et seq. of the California Rules of Court, you must serve a copy of this cover sheet on all other parties to the action or proceeding.  
• Unless this is a collections case under rule 3.740 or a complex case, this cover sheet will be used for statistical purposes only.

## INSTRUCTIONS ON HOW TO COMPLETE THE COVER SHEET

**To Plaintiffs and Others Filing First Papers.** If you are filing a first paper (for example, a complaint) in a civil case, you must complete and file, along with your first paper, the *Civil Case Cover Sheet* contained on page 1. This information will be used to compile statistics about the types and numbers of cases filed. You must complete items 1 through 6 on the sheet. In item 1, you must check one box for the case type that best describes the case. If the case fits both a general and a more specific type of case listed in item 1, check the more specific one. If the case has multiple causes of action, check the box that best indicates the primary cause of action. To assist you in completing the sheet, examples of the cases that belong under each case type in item 1 are provided below. A cover sheet must be filed only with your initial paper. Failure to file a cover sheet with the first paper filed in a civil case may subject a party, its counsel, or both to sanctions under rules 2.30 and 3.220 of the California Rules of Court.

**To Parties in Rule 3.740 Collections Cases.** A "collections case" under rule 3.740 is defined as an action for recovery of money owed in a sum stated to be certain that is not more than \$25,000, exclusive of interest and attorney's fees, arising from a transaction in which property, services, or money was acquired on credit. A collections case does not include an action seeking the following: (1) tort damages, (2) punitive damages, (3) recovery of real property, (4) recovery of personal property, or (5) a prejudgment writ of attachment. The identification of a case as a rule 3.740 collections case on this form means that it will be exempt from the general time-for-service requirements and case management rules, unless a defendant files a responsive pleading. A rule 3.740 collections case will be subject to the requirements for service and obtaining a judgment in rule 3.740.

**To Parties in Complex Cases.** In complex cases only, parties must also use the *Civil Case Cover Sheet* to designate whether the case is complex. If a plaintiff believes the case is complex under rule 3.400 of the California Rules of Court, this must be indicated by completing the appropriate boxes in items 1 and 2. If a plaintiff designates a case as complex, the cover sheet must be served with the complaint on all parties to the action. A defendant may file and serve no later than the time of its first appearance a joinder in the plaintiff's designation, a counter-designation that the case is not complex, or, if the plaintiff has made no designation, a designation that the case is complex.

## CASE TYPES AND EXAMPLES

## Auto Tort

- Auto (22)—Personal Injury/Property Damage/Wrongful Death
- Uninsured Motorist (46) (*if the case involves an uninsured motorist claim subject to arbitration, check this item instead of Auto*)

## Other PI/PD/WD (Personal Injury/Property Damage/Wrongful Death) Tort

- Asbestos (04)
  - Asbestos Property Damage
  - Asbestos Personal Injury/Wrongful Death
- Product Liability (*not asbestos or toxic/environmental*) (24)
- Medical Malpractice (45)
  - Medical Malpractice—Physicians & Surgeons
  - Other Professional Health Care Malpractice
- Other PI/PD/WD (23)
  - Premises Liability (e.g., slip and fall)
  - Intentional Bodily Injury/PD/WD (e.g., assault, vandalism)
  - Intentional Infliction of Emotional Distress
  - Negligent Infliction of Emotional Distress
  - Other PI/PD/WD

## Non-PI/PD/WD (Other) Tort

- Business Tort/Unfair Business Practice (07)
- Civil Rights (e.g., discrimination, false arrest) (*not civil harassment*) (08)
- Defamation (e.g., slander, libel) (13)
- Fraud (16)
- Intellectual Property (19)
- Professional Negligence (25)
  - Legal Malpractice
  - Other Professional Malpractice (*not medical or legal*)
- Other Non-PI/PD/WD Tort (35)

## Employment

- Wrongful Termination (36)
- Other Employment (15)

## Contract

- Breach of Contract/Warranty (06)
  - Breach of Rental/Lease Contract (*not unlawful detainer or wrongful eviction*)
- Contract/Warranty Breach—Seller Plaintiff (*not fraud or negligence*)
- Negligent Breach of Contract/Warranty
- Other Breach of Contract/Warranty
- Collections (e.g., money owed, open book accounts) (09)
  - Collection Case—Seller Plaintiff
  - Other Promissory Note/Collections Case
- Insurance Coverage (*not provisionally complex*) (18)
  - Auto Subrogation
  - Other Coverage
- Other Contract (37)
  - Contractual Fraud
  - Other Contract Dispute

## Real Property

- Eminent Domain/Inverse Condemnation (14)
- Wrongful Eviction (33)
- Other Real Property (e.g., quiet title) (26)
  - Writ of Possession of Real Property
  - Mortgage Foreclosure
  - Quiet Title
  - Other Real Property (*not eminent domain, landlord/tenant, or foreclosure*)

## Unlawful Detainer

- Commercial (31)
- Residential (32)
- Drugs (38) (*if the case involves illegal drugs, check this item; otherwise, report as Commercial or Residential*)

## Judicial Review

- Asset Forfeiture (05)
- Petition Re: Arbitration Award (11)
- Writ of Mandate (02)
  - Writ—Administrative Mandamus
  - Writ—Mandamus on Limited Court Case Matter
- Writ—Other Limited Court Case Review
- Other Judicial Review (39)
  - Review of Health Officer Order
  - Notice of Appeal—Labor Commissioner Appeals

## Provisionally Complex Civil Litigation (Cal. Rules of Court Rules 3.400–3.403)

- Antitrust/Trade Regulation (03)
- Construction Defect (10)
- Claims Involving Mass Tort (40)
- Securities Litigation (28)
- Environmental/Toxic Tort (30)
- Insurance Coverage Claims (*arising from provisionally complex case type listed above*) (41)

## Enforcement of Judgment

- Enforcement of Judgment (20)
  - Abstract of Judgment (Out of County)
  - Confession of Judgment (*non-domestic relations*)
  - Sister State Judgment
  - Administrative Agency Award (*not unpaid taxes*)
  - Petition/Certification of Entry of Judgment on Unpaid Taxes
  - Other Enforcement of Judgment Case

## Miscellaneous Civil Complaint

- RICO (27)
- Other Complaint (*not specified above*) (42)
  - Declaratory Relief Only
  - Injunctive Relief Only (*non-harassment*)
  - Mechanics Lien
  - Other Commercial Complaint Case (*non-tort/non-complex*)
  - Other Civil Complaint (*non-tort/non-complex*)

## Miscellaneous Civil Petition

- Partnership and Corporate Governance (21)
- Other Petition (*not specified above*) (43)
  - Civil Harassment
  - Workplace Violence
  - Elder/Dependent Adult Abuse
  - Election Contest
  - Petition for Name Change
  - Petition for Relief From Late Claim
  - Other Civil Petition