STATE OF CALIFORNIA
JOHN GARAMENDI, *Insurance Commissioner*

DEPARTMENT OF INSURANCE
Legal Division, Corporate Affairs Bureau
45 Fremont Street, 24th Floor
San Francisco, CA 94105

FAX TRANSMITTAL

December 19, 2005

MANSOUR A. SALAHU-DIN, SENIOR STAFF COUNSEL

voice -> 415-538-4125 **415-904-5729 <- facsimile**

RECIPIENT(S):	COMPANY:	PHONE NUMBER:	FAX NUMBER:
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Please find 3 pages, including cover sheet

NOTES/COMMENTS:

Carey, please see the fax UHG/PacifiCare consent letter. A hard copy will be provided for your files.

#363719v1

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John Garamendi, *Insurance Commissioner*

December 19, 2005

Mr. Carey S. Barney, Esq.
Lord, Bissell & Brook LLP
300 S. Grand Avenue, Suite 800
Los Angeles, CA 90071

SUBJECT: Application by UnitedHealth Group Incorporated. a Minnesota Corporation, Pursuant to California Insurance Code Section 1215.2, Seeking Approval to Acquire Control of PacifiCare Life and Health Insurance Company, an Indiana Insurer Commercially Domiciled in California
IDB#05-5463

Dear Mr. Barney:

This letter is to advise that the Department has completed its review of the application of the above-captioned insurer. This application was initially filed by UnitedHealth Group Incorporated ("UHG") on July 13, 2005, and was subsequently deemed complete as of August 2, 2005. The application incorporates by reference all of the previously filed exhibits and documentation received in the acquisition application of PacifiCare Life and Health Insurance Company, IDB #05-5463, except for that attachment which is entitled Undertakings to California Department of Insurance, dated as of December 19, 2005.

The application requests approval of the change of control of PacifiCare Life and Health Insurance Company. Pursuant to the terms of the Agreement and Plan of Merger dated as of July 6, 2005, among UnitedHealth Group Incorporated and PacifiCare Health Systems, Inc., PacifiCare Health Systems, Inc. will merge with and into Point Acquisition LLC. Immediately upon the consummation of the Merger, the separate corporate existence of PacifiCare Health Systems, Inc. will cease, with Point Acquisition LLC being the survivor, which will subsequently change its name to PacifiCare Health Systems, LLC. Alternatively, a wholly owned subsidiary of UHG will merge into PacifiCare Health Systems, Inc., with PacifiCare Health Systems Inc. being the surviving corporation. By virtue of the Merger, UHG will indirectly own of 100% of the voting securities of PacifiCare Life and Health Insurance Company.

The above referenced application filed by UnitedHealth Group Incorporated is hereby approved.

This approval is hereby granted pursuant to the authority of Insurance Code Section 1215.2 only, and is based on the information, commitments, and documentation filed with the above-captioned matter, including specifically the Undertakings to the California Department of Insurance submitted by UHG in support of the Form A Application, which is hereby incorporated by reference. Any substantial changes to the materials filed with the Department in connection with this transaction should be brought to the Department's attention before consummation, for determination of whether additional administrative approval is required.

This letter completes the above-referenced transaction.

Very truly yours,

JOHN GARAMENDI
Insurance Commissioner

By

Richard D. Baum
Chief Deputy Insurance Commissioner

cc: Nettie Hoge, Deputy Insurance Commissioner
Gary Cohen, General Counsel and Deputy Insurance Commissioner
Ramon Calderon, Deputy Insurance Commissioner
Mansour Salahu-Din, Senior Staff Counsel