

MIKE KREIDLER
STATE INSURANCE COMMISSIONER

STATE OF WASHINGTON

Phone: (360) 725-7000
www.insurance.wa.gov



OFFICE OF
INSURANCE COMMISSIONER

Please reply to: PO Box 40259
Olympia, WA 98504-0259
FAX: (360) 586-2022

August 22, 2008

FILED

AUG 25 2008

Patricia Petersen, Chief Hearing Officer
Office of the Insurance Commissioner, Hearings Unit
PO Box 40255
Olympia, WA 98504-0255
5000 Capitol Blvd.
Tumwater, WA 98502

Hearings Unit, OIC
Patricia D. Petersen
Chief Hearing Officer

Re: Disclaimer of Affiliation and Control – Capital Group Companies of PacifiCare of Washington, Inc.

Dear Ms. Petersen:

Attached please find the disclaimer of affiliation and control by Capital Group Companies of its proposed ownership of UnitedHealth Group, Inc. UnitedHealth Group is a publicly held company that is the ultimate controlling person of PacifiCare of Washington, Inc., a Washington domiciled health care service contractor located in Seattle, WA.

The Company Supervision division requests that a hearing be scheduled for this matter. Ms. Andrea Philhower is the OIC staff attorney assigned to this case.

Thank you for your assistance. If you have any questions, please call me at 360-725-7211 or Andrea Philhower at 360-725-7063.

Sincerely,

A handwritten signature in cursive script that reads "Ronald J. Pastuch".

RONALD J. PASTUCH, CPA
Holding Company Manager
Company Supervision Division
E-Mail: RonP@oic.wa.gov

cc: James T. Odiorne, CPA, JD, Deputy Insurance Commissioner
Andrea Philhower, Staff Attorney

(HCSC)

AMENDED DUPLICATE No. 157
Certificate of Registration

STATE OF WASHINGTON
INSURANCE COMMISSIONER
OLYMPIA

It Is Hereby Certified, That

PACIFICARE OF WASHINGTON, INC.

of Mercer Island, Washington, has complied with the requirements of Chapter 48.44 Revised Code of Washington, and is registered, subject to the provisions thereof, to operate as a HEALTH CARE SERVICE CONTRACTOR in the State of Washington until such time as its registration is terminated or revoked.

Date of original registration: June 20, 1986

IN WITNESS WHEREOF, I have hereunto set my hand and caused the Official Seal of the Insurance Commissioner to be affixed at Olympia, this
25th day of January, 1995.

Deborah Senn
Insurance Commissioner

By: John B. Woodard
Deputy Commissioner

FORMERLY KNOWN AS NETWORK HEALTH PLAN, INC.
Name change effective 10-10-94

FILED

AUG 25 2008

Hearings Unit, OIC
Patricia D. Petersen
Chief Hearing Officer

LOW & CHILDERS, P.C.
ATTORNEYS AT LAW

2999 North 44th Street, Suite 250 • Phoenix, Arizona 85018
Telephone: (602) 266-1166 • FAX: (602) 808-8835

J. Michael Low
S. David Childers
Christy C. Brown
Tasha N. Cycholl
Lenin Arthanari
DeeAnn M. Barnes

Writer's E-Mail Address: mlow@lowchilders.com

January 15, 2008

RECEIVED

JAN 22 2008

INSURANCE COMMISSIONER
COMPANY SUPERVISION

VIA CERTIFIED, RETURN RECEIPT MAIL

Mr. Mike Kreidler
Commissioner of Insurance
Office of Insurance Commissioner
State of Washington
P.O. Box 40258
Olympia, WA 98504-0258

Re: PacifiCare of Washington Inc. (the "Subsidiary"); Disclaimer of Control

Dear Mr. Kreidler:

The Capital Group Companies, Inc. ("CGC"), our client, is the parent of certain investment management company subsidiaries jointly referred to as the CGC Management Companies. The CGC Management Companies have the discretionary investment authority to purchase and sell securities for their respective clients. CGC has asked us to assist in the filing of the disclaimer of control discussed herein.

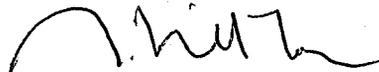
The CGC Management Companies principally consist of Capital Research and Management Company, which provides investment management services to the American Funds family of mutual funds, and Capital Group International, Inc., which provides investment management services to institutional and high net worth investors. The American Funds family is one of the largest families of mutual funds in the United States with over \$750 billion dollars in investment and more than 35 million shareholders, many of whom own shares in the American Funds for retirement plan and pension plan purposes.

The mutual funds and client accounts managed by CGC Management Companies propose to acquire additional common stock of UnitedHealth Group, Inc. ("UNH") that may result in the mutual funds and accounts owning, in the aggregate, up to 20% of the authorized, issued and outstanding voting common stock of UNH, subject to the limitations described below. UNH is the ultimate controlling person of the above referenced Subsidiary, a Washington domiciled insurer. The clients of the CGC Management Companies will acquire UNH voting common stock solely for investment purposes. Therefore, please find enclosed a disclaimer of control on behalf of CGC and its subsidiaries, the CGC Management Companies.

In no event will any individual mutual fund or institutional or individual investor on whose behalf CGC Management Companies provides investment management services own 10% or more of the voting common stock of UNH. In other words, CGC and its subsidiaries agree to limit the holdings of any one mutual fund or individual or institutional investor to 9.99% and to cap the total holdings of all entities whose assets are managed by the CGC Management Companies at 20% of the total voting common stock of UNH when all CGC managed investments in UNH are aggregated.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "J. Michael Low". The signature is fluid and cursive, with a large initial "J" and "M".

J. Michael Low
For the Firm

Enclosures

cc: Inmo Khang



The Capital Group Companies, Inc.
333 South Hope Street
Los Angeles, California 90071-1406

January 9, 2008

Phone (213) 486-9200
Fax (213) 486-9200
FILED

AUG 25 2008

Hearings Unit, OIC
Patricia D. Petersen
Chief Hearing Officer

Mr. Mike Kreidler
Commissioner of Insurance
Office of Insurance Commissioner
State of Washington
P.O. Box 40258
Olympia, WA 98504-0258

Re: PacifiCare of Washington Inc. (the "Subsidiary"); Disclaimer of Control

Dear Mr. Kreidler:

Mutual funds and client accounts managed by the investment management subsidiaries (the "CGC Management Companies") of the Capital Group Companies, Inc. ("CGC") are considering the acquisition of additional voting common stock of UnitedHealth Group, Inc. (UNH). UNH is a publicly held company that is the ultimate controlling person of the above referenced Subsidiary.

As of November 29 2007, UNH reported that it had 1,330,000,000 authorized shares of voting common stock issued and outstanding. As of November 29, 2007, mutual funds and clients managed by the CGC Management Companies held, collectively, 102,429,904 such shares, representing 7.07% of the voting common stock of UNH. Because the CGC Management Companies have discretionary investment authority to purchase and sell securities held by their respective clients, and because CGC Management Companies are wholly-owned subsidiaries of CGC, CGC may be deemed to control the UNH stock held by such mutual funds and client accounts, notwithstanding the fact that the record owners of such shares are the individual mutual funds and/or client accounts.

The mutual funds and client accounts managed by the CGC Management Companies propose to acquire additional common stock of UNH that may result in the mutual funds and accounts owning, in the aggregate, up to 20% of the authorized, issued and outstanding voting common stock of UNH, subject to the following conditions:

- Aggregate ownership of all clients of the CGC Management Companies will not exceed 20% of the authorized, issued and outstanding voting common stock of UNH.
- No individual client (e.g. a mutual fund or any institutional or individual investor) of the CGC Management Companies will own 10% or more of the authorized, issued and outstanding voting common stock of UNH.

Therefore, in accordance with RCWA 4831B.015, CGC and CGC Management Companies hereby file this Disclaimer of Control with respect to the Subsidiary.

CGC's only affiliation with the Subsidiary will result from the ownership of the voting common stock of UNH by clients of the CGC Management Companies. Neither CGC nor the CGC Management Companies have any other contracts, agreements or arrangements with UNH and its Subsidiary.

Certain of the mutual funds and client accounts of the CGC Management Companies have delegated the authority to vote shares held by such funds or accounts to one of the CGC Management Companies. In such cases, the CGC Management Companies vote shares in the best interests of their clients, which in most instances is in accordance with the position of management of the companies. In addition, CGC Management Companies have not in the past submitted, nor will they in the future submit, any separate shareholder proposal for their own purposes. Nor has CGC or the CGC Management Companies ever proposed a slate of directors for companies owned by the mutual funds or client accounts, nor does it demand, as a consequence of its voting interest, to have a seat on the board of directors of any company.

The CGC Management Companies are passive institutional investors who report beneficial ownership of securities over which they have investment discretion or voting authority on Schedule 13G under the Securities Exchange Act of 1934. Schedule 13G is only available to passive investors who are investing in securities in the ordinary course of business without the purpose or effect of influencing control of the issuers of securities. If the CGC Management Companies were to invest for control purposes they would be in violation of the SEC's rules concerning the use of Schedule 13G. The CGC Management Companies do not own shares of UNH for their own account and the

shares held by their clients are acquired in the ordinary course of business and not for the purpose of affecting, changing, or influencing the control of UNH. Future acquisitions of UNH stock by the CGC Management Companies will not be for the purpose of affecting, changing or influencing the control of the Subsidiary.

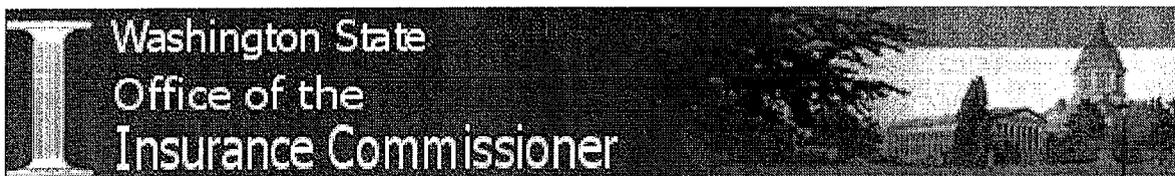
Therefore, based on the preceding, CGC maintains that it will not be an ultimate controlling person of the Subsidiary as a consequence of the acquisition of shares of voting common stock of UNH.

CGC respectfully requests the Washington Office of Insurance determine that CGC will not control the Subsidiary as a consequence of its proposed acquisition of voting common stock of UNH. We would request that you contact J. Michael Low, Esq. of the law firm of Low & Childers, P.C. in Phoenix, Arizona if you have any questions relating to this exemption request. The telephone number is (602) 266-1166.

Sincerely,



James P. Ryan
Senior Vice President

**Authorized Insurance Companies**

Company Name :

Company Name : PACIFICARE OF WASHINGTON INC

WAOIC : 932

Admitted Date : 06/20/1986

NAIC Code : 48038

Phone : 800-922-1444

Mailing Address : 450 COLUMBUS BLVD
HARTFORD, CT 06103Registered Address : 7525 SE 24TH
MERCER ISLAND, WA 98040

Company Type : Stock

Insurance Line(s) : Health Care

To view all companies enter '*'

Partial name of a company will be accepted.

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