MIKE KREIDLER
STATE INSURANCE COMMISSIONER

DECLARATION OF MAILING
I declare under penalty of perjury under the laws of the State of Washington that on the date listed below, I mailed or caused delivery of a true copy of this document to parties listed below
DATED this 16 day of Sept. 2008
at Tumwater, Washington.
Signed: W. Galloway

STATE OF WASHINGTON

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

FILED

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Hearings Unit, OIC
Patricia D. Petersen
Wendy Galloway

OFFICE OF INSURANCE COMMISSIONER
HEARINGS UNIT

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Chief Hearing Officer
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Wendy Galloway
Paralegal
(360) 725-7002
Wendyg@oic.wa.gov.

BEFORE THE STATE OF WASHINGTON
OFFICE OF INSURANCE COMMISSIONER

In the Matter of the Disclaimer of Affiliation & Control of:	**G2008-0144**
UNITEDHEALTH GROUP, the Ultimate Controlling Person of PACIFICARE OF WASHINGTON, the Subsidiary, and A Washington Domiciled Insurer, by	**NOTICE OF HEARING ON REQUEST FOR EXEMPTION**
CAPITAL GROUP COMPANIES, INC., and CAPITAL GROUP COMPANIES MANAGEMENT COMPANIES.	

TO: James P. Ryan, Senior Vice President
Capital Group Companies, Inc.
333 South Hope Street
Los Angeles, CA 90071-1406

J. Michael Low, Esq.
Low & Childers, P.C.
2999 North 44th Street, Suite 250
Phoenix, AZ 85018

Tasha Cycholl, Esq.
Low & Childers, P.C.
2999 North 44th Street, Suite 250
Phoenix, AZ 85018

Tim Caron, Deputy General Counsel
UnitedHealth Group
9900 Bren Road E.
Minnetonka, MN 55343

COPY TO: Mike Kreidler, Insurance Commissioner
Vernon Stoner, Chief Deputy Insurance Commissioner
James T. Odiorne, Deputy Commissioner, Company Supervision Div.
Carol Sureau, Deputy Commissioner, Legal Affairs Division
Andrea Philhower, Staff Attorney, Legal Affairs Division
Ronald Pastuch, Holding Company Manager, Company Supervision
Office of the Insurance Commissioner
PO Box 40255
Olympia, WA 98504-0255

Capital Group Companies, Inc. (CGC) wholly owns various subsidiaries (CGC Management Companies) which conduct the business of investment management. 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 provide investment management services to institutional and high net worth investors. UnitedHealth Group, Inc., ("UNH") 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, Washington.

As of November 29, 2008, 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.

CGC Management Companies are considering the acquisition of 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, (2) 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. For this reason, in accordance with RCW 48.31B.015(5), on January 9, 2008, CGC and CGC Management Companies, by and through James P. Ryan, Senior Vice President of Capital Group Companies, filed a Disclaimer of Affiliation and Control to acquire additional common stock of UnitedHealth Group, Inc. It is this Disclaimer of Affiliation and Control of UnitedHealth Group, the ultimate controlling person of the subsidiary, PacifiCare of Washington Inc., which is the subject of the adjudicative proceeding herein.

Based upon its assertions above, CGC and CGC Management Companies maintain that the clients of the CGC Management Companies will acquire UNH voting common stock solely for investment purposes.

Pursuant to RCW 48.31B.015(5), the Insurance Commissioner may by order exempt certain transactions from the statutory requirements otherwise pertaining to agreements to merge or consolidate with, or otherwise acquire control of, a domestic insurer. Specifically, pursuant to RCW

48.31B.015(5)(b), the Insurance Commissioner may by order exempt from the requirements of RCW 48.31B.015 an *[o]ffer, request, invitation, agreement, or other acquisition* that the Insurance Commissioner determines as *(i) Not having been made or entered into for the purpose and not having the effect of changing or influencing the control of a domestic insurer, or (ii) otherwise not comprehended within the purposes of this section.*

Toward this end, the parties are advised that a duly authorized representative(s) of CGC, CGC Management Companies, and the Insurance Commissioner or his authorized representative, are expected to testify as to whether they believe that the statutory criteria for exemption under the above-referenced statute have been met.

While live testimony from the parties will be taken during the hearing as to the above identified issues, written declarations from those parties are also required to be submitted either before or during the hearing. Further, oral opening statements and oral closing arguments from CGC and CGC Management Companies are expected and a written closing argument is required to be filed either before or during the hearing. The parties must notify the undersigned one week prior to the hearing date should any witness request to testify by telephone.

YOU ARE HEREBY NOTIFIED that a hearing will be held commencing at 2 p.m., Pacific Standard Time, on Wednesday, October 1, 2008, in the Office of the Insurance Commissioner, 5000 Capitol Boulevard, Tumwater, Washington 98501, to consider the Disclaimer of Affiliation & Control of PacifiCare of Washington by CGC and Capital Management Companies.

The hearing will be held under the authority granted the Insurance Commissioner by Chapter 48.04 RCW and specifically RCW 48.31B.015(5), and shall have as its purpose consideration of CGC's and CGC Management Companies' request for an order exempting them from the ordinary statutory requirements pertaining to mergers, consolidations and other acquisitions of control of domestic insurers found in Chapter 48.31B RCW relating to their proposed acquisition of up to 20% of the authorized, issued and outstanding voting common stock of UNH.

YOU ARE FURTHER NOTIFIED that all interested individuals and entities may submit comments on, or objections to, this proposed acquisition to the undersigned. Said comments or objections, which will be included in the hearing record and will be considered by the undersigned prior to her making her final decision, must be submitted by 5:00 p.m., Pacific Standard Time, on Tuesday, September 30, 2008, by fax, U.S. Mail, personal delivery, or email. The fax number of the undersigned is (360) 664-2782, her mailing address is PO Box 40255, Olympia, WA 98504-0255, her delivery address is 5000 Capitol Boulevard, Tumwater, Washington 98501, and the e-mail address for her paralegal is Wendyg@oic.wa.gov. Further, pursuant to RCW 48.31B.015(4)(b), any person whose interest is or might be affected may present evidence, examine and cross-examine witnesses, and offer oral and written arguments, and in connection therewith may conduct discovery proceedings as authorized by Title 34 RCW.

Finally, all parties may participate in the hearing. They may examine witnesses and fully respond and present evidence and argument on all issues involved, as required by the Administrative Procedure Act. The hearing will be governed by the Administrative Procedure Act, Chapter 34.05

RCW, and the model rules of procedure contained in Chapter 10-08 WAC. A party who fails to attend or participate in any stage of the proceeding may be held in default in accordance with Chapter 34.05 RCW.

The Insurance Commissioner will be represented by Andrea Philhower, Staff Attorney with the Legal Affairs Division, 5000 Capital Blvd., Tumwater, Washington, (360) 725-7063 or AndreaP@oic.wa.gov. CGC and Capital Management Companies will be represented by J. Michael Low, Esquire of Low & Childers, P.C., 2999 North 44th Street, Suite 250, Phoenix, Arizona, (602) 266-1166, or mlow@lowchilders.com and co-counsel, Tasha Cycholl, Esquire, Low & Childers, P.C., 2999 North 44th Street, Suite 250, Phoenix, Arizona.

Based upon a delegation of authority from the Insurance Commissioner, the undersigned will conduct the hearing and will make the final decision and enter the final order relative to this matter without input from the Insurance Commissioner or his staff or any other individual who has knowledge of the issues herein, except as will be presented as evidence in the hearing. Her address is Office of the Insurance Commissioner, P.O. Box 40255, Olympia, WA 98504-0255 and her telephone number is (360) 725-7105. All questions or concerns should be directed to Wendy Galloway, paralegal to the undersigned, who may be reached at the telephone, e-mail and fax number specified above.

On September 8, 2008, the undersigned held a first prehearing conference in this matter. The Insurance Commissioner appeared pro se, by and through Andrea Philhower, Attorney for his Legal Affairs Division. CGC and CGC Management Companies were represented by J. Michael Low, Esq. and Tasha Cycholl, Esq. During said first prehearing conference, the undersigned identified the parties and responded to all questions and concerns of the parties. As stated above, should any party have any further questions or concerns prior to the hearing date, they are advised to telephone or e-mail Wendy Galloway, paralegal to the undersigned, for assistance or to schedule a second prehearing conference if necessary.

Pursuant to WAC 10-08-040(2) and in accordance with ch. 2.42 RCW, if a limited English-speaking or hearing impaired or speech impaired party or witness needs an interpreter, a qualified interpreter will be appointed. There will be no cost to the party or witness therefore, except as may be provided by ch. 2.42 RCW. Following this Notice is a form you may use to advise the Chief Hearing Officer of your need for an interpreter.

ENTERED at Tumwater, Washington, this 16th day of September, 2008, pursuant to Title 48 RCW and specifically RCW 48.31B.015, Title 34 RCW, and regulations applicable thereto.

PATRICIA D. PETERSEN
Presiding Officer
Chief Hearing Officer