FILED
MAY 10 2012
INSURANCE COMMISSIONER
OKLAHOMA

BEFORE THE INSURANCE COMMISSIONER OF THE STATE OF OKLAHOMA

IN RE:	Form A: Acquisition of Control of UNITEDHEALTH OF OKLAHOMA, INC.	)	
		)	Case No. 12-0395-TRN
	(No Change in Control: Reorganization of Wholly-Owned Subsidiaries)	)	

ORDER GRANTING NO CHANGE IN CONTROL FORM A

The State of Oklahoma, ex rel. John D. Doak, Insurance Commissioner, having reviewed the captioned request for exemption pursuant to 36 O.S. § 1653(F) involving domestic Health Maintenance Organization, UnitedHealth of Oklahoma, Inc. ("the Domestic Company"), finds and orders as follows:

JURISDICTION

1. John D. Doak is the Insurance Commissioner of the State of Oklahoma and, as such, is charged with the duty of administering and enforcing all provisions of the Oklahoma Insurance Code, 36 O.S. §§ 101 et seq.

2. More particularly, the Insurance Commissioner has jurisdiction of domestic Form A request for exemptions under 36 O.S. § 1653(F) of the Oklahoma Insurance Holding Company Act, which authorizes the Insurance Commissioner to waive the hearing and approval process of an acquisition where the Insurance Commissioner finds that the transaction should be exempted because it is not made or entered into for the purpose and does not have the effect of changing or influencing the control of a domestic insurer, or otherwise is not encompassed within the purposes of 36 O.S. § 1653(E).

3. The Domestic Company is licensed as a Health Maintenance Organization in the State of Oklahoma pursuant to Certificate of Authority Number 6450 (NAIC CoCode 96903), and thereby subject to regulation by the Insurance Commissioner under the provisions of 36 O.S. §§6901 et seq. regarding Health Maintenance Organizations,

FINDINGS OF FACT

1. On April 10, 2012, a Form A Statement Regarding the Acquisition of Control of the Domestic Company, by United Healthcare Services, Inc. was submitted to the Oklahoma Insurance Department ("the Department").

2. The Domestic Company is a wholly-owned subsidiary of PacifiCare Health Plan Administrators, Inc. ("PHPA"), an Indiana corporation. The Applicant, the Domestic Company and PHPA are all wholly-owned subsidiaries of UnitedHealth Group Incorporated, a general business corporation domiciled in Minnesota.

3. The Applicant, United Healthcare Services, Inc., under the auspices of its parent, UnitedHealth Group Incorporated, is planning an internal reorganization by eliminating PHPA and merging it into Applicant United HealthCare Services, Inc. pursuant to an Agreement and Plan of Merger between PHPA and the Applicant. This will make Applicant United HealthCare Services, Inc., the more direct parent of the Domestic Company.

4. The Merger Agreement is to be effective July 1, 2012, and the internal restructuring it causes will result in a technical change of control of the Domestic Company, but will not have any effect on the business operations, management, net worth or financial status of the Domestic Company.

CONCLUSIONS OF LAW

1. The Insurance Commissioner has jurisdiction of Form A requests for exemption under 36 O.S. § 1653(F) of the Oklahoma Insurance Holding Company Act which authorizes the Insurance Commissioner to waive the hearing and approval process of an acquisition where the Insurance Commissioner finds that the transaction should be exempted based because it is not made or entered into for the purpose and does not have the effect of changing or influencing the control of a domestic insurer or Health Maintenance Organization, or otherwise is not comprehended within the purposes of 36 O. S.§ 1653(E).

2. The Insurance Commissioner further finds and makes a conclusion of law that, based on the information and the documentation presented and filed with the Insurance Commissioner, the transaction as described and outlined in the Form A submission is not made or entered into for the purpose and does not have the effect of changing or influencing control of the Domestic Company.

ORDER

IT IS THEREFORE ORDERED that, based on the foregoing, the statement and request for an exemption pursuant to 36 O.S. § 1653(E) as described in Applicant's No Change in Control Form A filings and documents presented IS HEREBY APPROVED without hearing.

WITNESS My Hand and Official Seal this 10th day of May, 2012.

PAUL WILKENING
Deputy Commissioner of Administration
Oklahoma Insurance Department

CERTIFICATE OF MAILING

I, Kelley C. Callahan, hereby certify that a true and correct copy of the above foregoing Order was mailed postage prepaid with return receipt requested on this 10th day of May, 2012 to:

Grace Twilley
Legal/Regulatory Affairs
12018 Sunrise Valley Drive, Suite 400
Reston, VA 20191

Carmen Pinkerton
Senior Associate General Counsel
UnitedHealth Group Incorporated
9900 Bren Road East
Minnetonka, MN 55343

And that a copy was delivered to the Oklahoma Insurance Department Financial and Examination Division.

Kelley Callahan
Senior Attorney

7001 0320 0004 4250 2468

U.S. Postal Service
CERTIFIED MAIL RECEIPT
(Domestic Mail Only; No Insurance Coverage Provided)

OFFICIAL USE

Postage	$
Certified Fee	
Return Receipt Fee (Endorsement Required)	
Restricted Delivery Fee (Endorsement Required)	
Total Postag	

Postmark Here

OKLAHOMA MAY 18 2012 USPS 74118-9998

Sent To
Street, Apt. No. or PO Box No.
City, State, ZIP+

Grace Twilley
Legal/Regulatory Affairs
12018 Sunrise Valley Dr., Suite 400
Reston, VA 20191
sms/12-0395-TRN/Order Grant.

PS Form 3800, January 2001 — See Reverse for Instructions

SENDER: *COMPLETE THIS SECTION*

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Grace Twilley
Legal/Regulatory Affairs
12018 Sunrise Valley Dr., Suite 400
Reston, VA 20191
sms/12-0395-TRN/Order Grant.

COMPLETE THIS SECTION ON DELIVERY

A. Signature
X [signature] ☐ Agent ☐ Addressee

B. Received by *(Printed Name)* — C. Date of Delivery

D. Is delivery address different from item 1? ☐ Yes ☐ No
If YES, enter delivery address below:

RECEIVED
OKLAHOMA INSURANCE DEPARTMENT
MAY 18 2012
Legal Division

3. Service Type
☒ Certified Mail ☐ Express Mail
☐ Registered ☐ Return Receipt for Merchandise
☐ Insured Mail ☐ C.O.D.

4. Restricted Delivery? *(Extra Fee)* ☐ Yes

2. Article Number *(Transfer from service label)* 7001 0320 0004 4250 2468

PS Form 3811, February 2004 — Domestic Return Receipt — 102595-02-M-1540

U.S. Postal Service
CERTIFIED MAIL RECEIPT
(Domestic Mail Only; No Insurance Coverage Provided)

7001 0320 0004 4250 2451

OFFICIAL USE

Postage	$
Certified Fee	
Return Receipt Fee (Endorsement Required)	
Restricted Delivery Fee (Endorsement Required)	
Total Postage	

Postmark Here

OKLAHOMA CITY, OK 73118-9998 MAY 10 2012

Sent To: Carmen Pinkerton
Senior Assoicate General Counsel
UnitedHealth Group Incorporated
Street, Apt. No. or PO Box No.: 9900 Bren Road East
City, State, ZIP+4: Minnetonka, MN 55343
sms/12-0395-TRN/Ord Grant

PS Form 3800, ... See for Instructions

SENDER: *COMPLETE THIS SECTION*

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Carmen Pinkerton
Senior Assoicate General Counsel
UnitedHealth Group Incorporated
9900 Bren Road East
Minnetonka, MN 55343
sms/12-0395-TRN/Ord Grant

OKLAHOMA INSURANCE DEPARTMENT
RECEIVED
MAY 18 2012
Legal Division

MAY 14

COMPLETE THIS SECTION ON DELIVERY

A. Signature
X
☐ Agent
☐ Addressee

B. Received by *(Printed Name)*: TIM MONDOR
C. Date of Delivery

D. Is delivery address different from item 1? ☐ Yes
If YES, enter delivery address below: ☐ No

3. Service Type
☐ Certified Mail ☐ Express Mail
☐ Registered ☐ Return Receipt for Merchandise
☐ Insured Mail ☐ C.O.D.

4. Restricted Delivery? *(Extra Fee)* ☐ Yes

2. Article Number *(Transfer from service label)* 7001 0320 0004 4250 2451

PS Form 3811, February 2004 Domestic Return Receipt 102595-02-M-1540