

EXHIBIT 6

**BIOGRAPHICAL AFFIDAVIT**

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

(Print or Type)

Full Name, Address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names). UnitedHealth Group Incorporated 9900 Bren Road East Minnetonka, MN 55343  
Phone: 952-936-1300

Type of entity (i.e. insurance company, premium finance company, etc.): Holding company

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

1. a. Affiant's Full Name (Initials Not Acceptable). William Claude Ballard, Jr.

b. Maiden Name (if applicable). N/A

2. a. Have you ever had your name changed? No If yes, give the reason for the change and provide the full name(s).  
N/A

b. Other names used at any time (including aliases).  
None

3. a. Are you a citizen of the United States? Yes

b. Are you a citizen of any other country? No If so, what country? N/A

4. Affiant's Occupation or Profession. Attorney

5. Affiant's business address Greenebaum, Doll & McDonald, PLLC 3300 National City Tower, Louisville, KY 40202

Business telephone. 502-587-3629

6. Education and Training:

<u>College/ University</u>	<u>City/ State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>University of Notre Dame</u>	<u>South Bend, Indiana</u>	<u>1958-1962</u>	<u>BBA</u>

<u>Graduate Studies: College/ University</u>	<u>City/ State</u>	<u>Dates Attended</u>	<u>Degree Obtained</u>
<u>University of Louisville</u>	<u>Louisville, KY</u>	<u>1962-1965</u>	<u>JD</u>
<u>Georgetown University</u>	<u>Washington, DC</u>	<u>1967</u>	<u>LLM-Taxation</u>

<u>Other Training: Name</u>	<u>City/ State</u>	<u>Dates Attended</u>	<u>Degree/Certification Obtained</u>
<u>None</u>			

Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable provide the foreign student Identification Number in the space provided in the Biographical Affidavit Supplemental Information)

7. List of memberships in professional societies and associations.

<u>Name of Society/Association</u>	<u>Contact Name</u>	<u>Address of Society/Association</u>	<u>Telephone Number of Society/Association</u>
American Bar Association	Dennis W. Archer	750 N. Lake Shore Drive Chicago, IL 60611	312-988-5000
Kentucky Bar Association	Michele Pogrotsky	514 W. Main Street Frankfort, KY 40601	502-564-3795
Louisville Bar Association	Vivian Miller	600 W. Main Street Louisville, KY 40202	502-583-5314

8. Present or proposed position with the applicant entity. Director

9. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

Beginning/Ending Dates (MM/YY): 6/92-Present Employer's Name: Greenebaum, Doll & McDonald, PLLC  
 Address: 3300 National City Tower City: Louisville State: Kentucky  
 Country: USA Postal Code: 40202 Phone: 502-587-3629 Offices/Positions Held: Of Counsel  
 Fax: 502-587-3695 Supervisor/Contact: Human Resources Department

Beginning/Ending Dates (MM/YY): 1970-1992 Employer's Name: Humana Inc.  
 Address: 500 West Main Street City: Louisville State: Kentucky  
 Country: USA Postal Code: 40202 Phone: 502-580-1000 Offices/Positions Held: Chief Financial Officer & Director  
 Fax: 502-580-3639 Supervisor/Contact: Human Resources Department

Beginning/Ending Dates (MM/YY): 1997-07/2004 Employer's Name: Trover Solutions, Inc.  
 Address: 1400 Watterson Tower City: Louisville State: Kentucky  
 Country: USA Postal Code: 40218 Phone: 502-454-1340 Offices/Positions Held: Director  
 Fax: (502) 454-1065 Supervisor/Contact: Legal Department

Beginning/Ending Dates (MM/YY): 5/96-Present Employer's Name: HealthCare REIT, Inc.  
 Address: One SeaGate, Suite 1500 City: Toledo State: Ohio  
 Country: USA Postal Code: 43603 Phone: 419-247-2800 Offices/Positions Held: Director  
 Fax: 419-247-2826 Supervisor/Contact: Legal Department

10.a. Have you ever been in a position which required a fidelity bond? No If any claims were made on the bond, give details. N/A

b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked? No If yes, give details. N/A

11. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. Attach additional pages if the space provided is insufficient.

Organization/Issuer of License Kentucky Bar Association Address 514 West Main Street

City Frankfort State/Province Kentucky Country USA Postal Code 40601

License Type License to Practice Law License # 03020 Date Issued (MM/YY) 7/1/1965

Date Expired (MM/YY) N/A Reason for Termination N/A

Non-insurance Regulatory Phone Number (if known) 502-564-3795

12. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:

a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency? No

b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action? No

c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action? No

d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses? No

e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses? No

f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses? No

g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking? No

h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute? No

i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government? No

j. Had a lien, or foreclosure action filed against you or any entity while you were associated with that entity? No

If the response to any question above is answered "Yes", please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

N/A

13. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person. None

If any of the stock is pledged or hypothecated in any way, give details. N/A

14. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified. If the answer is "Yes", please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities. No

If any of the shares or stock are pledged or hypothecated in any way, give details.

N/A

15. Have you ever been adjudged a bankruptcy? No

16. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity? If yes, please indicate and give details. When responding to questions (b) and (c) affiant should also include any events within twelve (12) months after his or her departure from the entity.

a. Been refused a permit, license, or certificate of authority by any regulatory authority, or Governmental-licensing agency? No

b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)? No

c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action? Yes

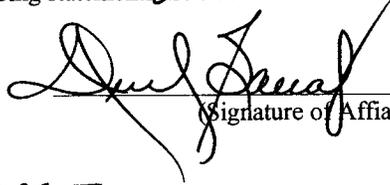
Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

UnitedHealth Group Incorporated and its affiliates are a complex organization, operating in a highly regulated environment, engaged in a myriad of transactions which may from time to time result in fines or other disciplinary action which are non-material.

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

Dated and signed this 20<sup>th</sup> day of June, 2005, at Louisville Ky, I hereby certify under penalty of perjury that I am acting on my own behalf, and that the foregoing statements are true and correct to the best of my knowledge and belief.

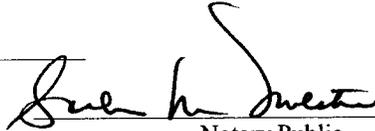
  
\_\_\_\_\_  
(Signature of Affiant)

State of Kentucky County of State at Large

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of June 2005, By William Claude Ballard, Jr., and

- who is personally known to me, or
- who produced the following identification: \_\_\_\_\_

[SEAL]

  
\_\_\_\_\_  
Notary Public  
Sandra M. Mitchell  
Printed Notary Name

My Commission expires Aug 29, 2007

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
*(All states except California, Minnesota and Oklahoma)*

This Disclosure and Authorization is provided to you in connection with pending or future application(s) of UnitedHealth Group Incorporated (the "Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both)("Background Reports") regarding your background for review by a department of insurance in any state where Company pursues an Application during the term of your functioning as, or seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may obtain copies of any Background Reports about you from the consumer reporting agency ("CRA") that produces them. You may also request more information about the nature and scope of such reports by submitting a written request to Company. To obtain contact information regarding CRA or to submit a written request for more information, contact **Irene Smith, ChoicePoint, Inc., 8659 Baypine Road, Building 3, Suite 306, Jacksonville, FL 32256, telephone (225) 275-0796.**

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act."

**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. This Authorization shall remain in full force and effect until the earlier of (i) the expiration of the Term of Affiliation, (ii) written revocation as described above, or (iii) twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

10 Mockingbird Valley Trail  
William Claude Ballard, Jr., 1823 Ballard Mill Lane, Louisville KY 40207  
(Printed Full Name and Residence Address)

[Signature]  
(Signature)

6-20-05  
(Date)

State of Kentucky County of State AT LARGE

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of June 2005, By William Claude Ballard, Jr., and

- who is personally known to me, or
- who produced the following identification: \_\_\_\_\_

[SEAL]

[Signature]  
Notary Public  
Sandra M. Mitchell  
Printed Notary Name

My Commission expires Aug 20, 2007

FORM 12

**Proposed Amendment to the UCAA Instructions**  
**Section 13. NAIC Biographical Affidavits**

- A. The NAIC Biographical Affidavit is required to be submitted by an applicant in connection with pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The NAIC Biographical Affidavit must be submitted on behalf of all officers, directors and key managerial personnel of the applicant and individuals with a ten percent (10%) or more beneficial ownership in the applicant or the applicant's ultimate controlling parent ("Affiant").
- B. The NAIC Biographical Affidavit requests information with respect to your employment history, education, personal information and character. The NAIC Biographical Affidavit also includes the Disclosure and Authorization Concerning Background Reports (the "Disclosure & Authorization Form"). The Disclosure & Authorization Form permits a background investigation to be conducted on the Affiant by an Independent Third Party (as defined in paragraph (i)).
- C. The NAIC Biographical Affidavit includes three types of Disclosure & Authorization Form. There are three different Disclosure & Authorization Forms since certain state laws; regulations and rules require different kinds of disclosures and wording within such form. An Affiant must sign the corresponding Disclosure & Authorization Form(s) for the respective state(s) where the affiant has lived or worked within the last ten years. Refer to the Disclosure & Authorization Forms for further information.
- D. The NAIC Biographical Affidavit is used to evaluate the suitability of the Affiant in connection with an applicant's pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The information contained in the NAIC Biographical Affidavit is used as a tool to perform a background investigation where certain items must be verified. The background investigation may contain information bearing on the Affiant's character, general reputation, personal characteristics, mode of living and credit standing. The background investigation shall be utilized to create a background report (the "Background Report").
- E. The Disclosure & Authorization Form is valid for a maximum of one year and, in certain instances, only valid for one pending application. Additionally, an Affiant may revoke the authorization at any time by delivering a written revocation to the applicant. Refer to the Disclosure & Authorization Form for further information.
- F. The Background Reports are subject to the Fair Credit Reporting Act ("FCRA"). Pursuant to FCRA, the state departments of insurance and an applicant who is seeking admission are considered "users" of consumer reports. The FCRA requires that the Affiant be provided with a copy of the "Summary of your Rights Under the Fair Credit Reporting Act." Applicants should provide a copy of the Summary of your Rights under the Fair Credit Reporting Act to each Affiant. This summary can be found at the Federal Trade Commission ("FTC") website at <http://www.ftc.gov/bcp/conline/edcams/fcra/summary>. Applicants and state departments of insurance are required to comply with FCRA, especially as it relates to confidentiality of the information contained in such consumer reports. To the extent required by law, the Background Reports procured under the Disclosure & Authorization Form should be maintained as confidential. A copy of FCRA can be found at <http://www.ftc.gov/os/statutes/fcra.htm>.
- G. The Background Report may be received by a department of insurance in any state where an applicant files or intends to file an application, and to the applicant. Affiants who desire a copy of their Background Report, may request a copy from the applicant or the CRA as indicated on the Disclosure & Authorization Form. Refer to the Disclosure & Authorization Form for further information.
- H. Please check state specific requirements in the chart referenced below for those states that require additional background information, such as fingerprints, in place of or in addition to, NAIC Biographical Affidavits. If applying in one of those states, necessary fingerprint cards and processing fees should be included. Original NAIC Biographical Affidavits, which contain the Disclosure & Authorization Form, should be submitted to the State Department(s) of Insurance as Item 13 of your application.
- I. Independent Third Party is defined as:
- A consumer reporting agency ("CRA") by the Federal Trade Commission ("FTC") and therefore subject to the FCRA,
  - Has the ability to perform international background investigations,
  - One whose officers and directors have no material affiliation with the applicant other than stock ownership amounting to less than 1% of total stock outstanding, unless prior approval is given by the department of insurance to which application is being made, and
  - Is approved by the NAIC and/or such state(s) where an application is being made.

Refer to the UCAA website for a list of currently approved independent third party vendors/CRA's.



**BIOGRAPHICAL AFFIDAVIT**

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

(Print or Type)

Full Name, Address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names). UnitedHealth Group Incorporated 9900 Bren Road East Minnetonka, MN 55343  
Phone: 952-936-1300

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

1. a. Affiant's Full Name (Initials Not Acceptable). Richard Taylor Burke, Sr.

b. Maiden Name (if applicable). N/A

2. a. Have you ever had your name changed? No If yes, give the reason for the change and provide the full name(s).  
N/A

b. Other names used at any time (including aliases).  
None

3. a. Are you a citizen of the United States? Yes

b. Are you a citizen of any other country? No If so, what country? N/A

4. Affiant's Occupation or Profession. Private Investor

5. Affiant's business address Residence: 6011 East Naumann Drive, Paradise Valley, AZ 85253

Business telephone. Residence: 480-368-7926

6. Education and Training:

<u>College/ University</u>	<u>City/ State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>Georgia State University</u>	<u>Atlanta, GA</u>	<u>1963-1967</u>	<u>BBA</u>

<u>Graduate Studies: College/ University</u>	<u>City/ State</u>	<u>Dates Attended</u>	<u>Degree Obtained</u>
<u>Georgia State University</u>	<u>Atlanta, GA</u>	<u>1967-1969</u>	<u>MBA</u>
<u>University of Virginia</u>	<u>Charlottesville, VA</u>	<u>1969-1972</u>	<u>Coursework DBA</u>

<u>Other Training: Name</u>	<u>City/ State</u>	<u>Dates Attended</u>	<u>Degree/Certification Obtained</u>
<u>None</u>			

(Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable provide the foreign student Identification Number in the space provided in the Biographical Affidavit Supplemental Information)

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

7. List of memberships in professional societies and associations.

<u>Name of Society/Association</u>	<u>Contact Name</u>	<u>Address of Society/Association</u>	<u>Telephone Number of Society/Association</u>
<u>None</u>			

8. Present or proposed position with the applicant entity. Director

9. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

Beginning/Ending  
Dates (MM/YY): 9/2004-present Employer's Name: Meritage Homes Corporation  
Address: 8501 E. Princess Drive City: Scottsdale State: Arizona  
Country: USA Postal Code: 85255 Phone: 480-609-3330 Offices/Positions Held: Director  
Supervisor/Contact: Legal Department

Beginning/Ending  
Dates (MM/YY): 1995-2/2001 Employer's Name: Phoenix Coyotes (NHL Team)  
Address: 9375 East Bell Road City: Scottsdale State: Arizona  
Country: USA Postal Code: 85260 Phone: 480-473-5600 Offices/Positions Held: Owner  
Supervisor/Contact: Human Resources Department

Beginning/Ending  
Dates (MM/YY): 1989-1995 Employer's Name: Self-employed  
Address: 18401 Minnetonka Blvd. City: Deephaven State: Minnesota  
Country: USA Postal Code: 55391 Phone: 763-478-8906 Offices/Positions Held: Self-employed  
Supervisor/Contact: Self-employed

Beginning/Ending  
Dates (MM/YY): 1975-1988 Employer's Name: United Healthcare Corporation  
Address: 9900 Bren Road East City: Minnetonka State: Minnesota  
Country: USA Postal Code: 55343 Phone: 952-936-1300 Offices/Positions Held: Chairman & CEO  
Supervisor/Contact: Human Resources Department

Beginning/Ending  
Dates (MM/YY): 12/93-Present Employer's Name: First Cash Financial Services, Inc.  
Address: 690 East Lamar Blvd., Suite 400 City: Arlington State: Texas  
Country: USA Postal Code: 76011 Phone: 817-460-3947 Offices/Positions Held: Director  
Supervisor/Contact: Legal Department

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None

FEIN: 41-1321939

10.a. Have you ever been in a position which required a fidelity bond? No If any claims were made on the bond, give details. N/A

b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked? No If yes, give details. N/A

11. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. Attach additional pages if the space provided is insufficient. None

Organization/Issuer of License \_\_\_\_\_ Address \_\_\_\_\_

City \_\_\_\_\_ State/Province \_\_\_\_\_ Country \_\_\_\_\_ Postal Code \_\_\_\_\_

License Type \_\_\_\_\_ License # \_\_\_\_\_ Date Issued (MM/YY) \_\_\_\_\_

Date Expired (MM/YY) \_\_\_\_\_ Reason for Termination \_\_\_\_\_

Non-insurance Regulatory Phone Number (if known) \_\_\_\_\_

12. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:

a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency? No

b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action? No

c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action? No

d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses? No

e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses? No

f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses? No

g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking? No

h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute? No

i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government? No

j. Had a lien, or foreclosure action filed against you or any entity while you were associated with that entity? No

If the response to any question above is answered "Yes", please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

\_\_\_\_\_

13. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person. None

If any of the stock is pledged or hypothecated in any way, give details. N/A

\_\_\_\_\_

14. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified. If the answer is "Yes", please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities. No

N/A

\_\_\_\_\_

If any of the shares or stock are pledged or hypothecated in any way, give details.

N/A

\_\_\_\_\_

15. Have you ever been adjudged a bankruptcy? No If yes, provide details. \_\_\_\_\_

\_\_\_\_\_

16. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity? If yes, please indicate and give details. When responding to questions (b) and (c) affiant should also include any events within twelve (12) months after his or her departure from the entity.

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- b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)?  
No
- c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action? Yes

Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

UnitedHealth Group Incorporated and its affiliates are a complex organization, operating in a highly regulated environment, engaged in a myriad of transactions which may from time to time result in fines or other disciplinary action which are non-material.

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

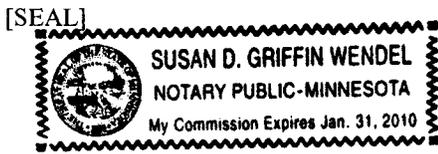
Dated and signed this 15 day of June, 2005, at Minnetonka, Minnesota, I hereby certify under penalty of perjury that I am acting on my own behalf, and that the foregoing statements are true and correct to the best of my knowledge and belief.

[Signature]  
(Signature of Affiant)

State of Minnesota  
County of Hennepin

The foregoing instrument was acknowledged before me this 15 day of June 2005, By Richard Taylor Burke, Sr., and

who is personally known to me, or  
 who produced the following identification: \_\_\_\_\_



[Signature]  
Notary Public  
Susan D. Griffin Wendel  
Printed Notary Name

My Commission expires 1/31/2010

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None

FEIN: 41-1321939

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**

*(All states except California, Minnesota and Oklahoma)*

This Disclosure and Authorization is provided to you in connection with pending or future application(s) of UnitedHealth Group Incorporated (the "Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both)("Background Reports") regarding your background for review by a department of insurance in any state where Company pursues an Application during the term of your functioning as, or seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may obtain copies of any Background Reports about you from the consumer reporting agency ("CRA") that produces them. You may also request more information about the nature and scope of such reports by submitting a written request to Company. To obtain contact information regarding CRA or to submit a written request for more information, contact **Irene Smith, ChoicePoint, Inc., 8659 Baypine Road, Building 3, Suite 306, Jacksonville, FL 32256, telephone (225) 275-0796.**

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act."

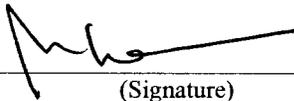
**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. This Authorization shall remain in full force and effect until the earlier of (i) the expiration of the Term of Affiliation, (ii) written revocation as described above, or (iii) twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

Richard Taylor Burke, Sr., 6011 East Naumann Drive, Paradise Valley, AZ 85253

(Printed Full Name and Residence Address)



(Signature)

6/15/05

(Date)

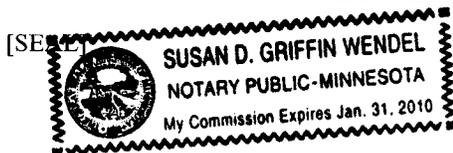
State of Minnesota

County of Hennepin

The foregoing instrument was acknowledged before me this 15 day of June 2005, By Richard Taylor Burke, Sr.,

who is personally known to me, or

who produced the following identification: \_\_\_\_\_





Susan D. Griffin Wendel

Printed Notary Name

My Commission expires 1/31/2010

FORM 12

**Proposed Amendment to the UCAA Instructions**  
**Section 13. NAIC Biographical Affidavits**

- A. The NAIC Biographical Affidavit is required to be submitted by an applicant in connection with pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The NAIC Biographical Affidavit must be submitted on behalf of all officers, directors and key managerial personnel of the applicant and individuals with a ten percent (10%) or more beneficial ownership in the applicant or the applicant's ultimate controlling parent ("Affiant").
- B. The NAIC Biographical Affidavit requests information with respect to your employment history, education, personal information and character. The NAIC Biographical Affidavit also includes the Disclosure and Authorization Concerning Background Reports (the "Disclosure & Authorization Form"). The Disclosure & Authorization Form permits a background investigation to be conducted on the Affiant by an Independent Third Party (as defined in paragraph (i)).
- C. The NAIC Biographical Affidavit includes three types of Disclosure & Authorization Form. There are three different Disclosure & Authorization Forms since certain state laws; regulations and rules require different kinds of disclosures and wording within such form. An Affiant must sign the corresponding Disclosure & Authorization Form(s) for the respective state(s) where the affiant has lived or worked within the last ten years. Refer to the Disclosure & Authorization Forms for further information.
- D. The NAIC Biographical Affidavit is used to evaluate the suitability of the Affiant in connection with an applicant's pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The information contained in the NAIC Biographical Affidavit is used as a tool to perform a background investigation where certain items must be verified. The background investigation may contain information bearing on the Affiant's character, general reputation, personal characteristics, mode of living and credit standing. The background investigation shall be utilized to create a background report (the "Background Report").
- E. The Disclosure & Authorization Form is valid for a maximum of one year and, in certain instances, only valid for one pending application. Additionally, an Affiant may revoke the authorization at any time by delivering a written revocation to the applicant. Refer to the Disclosure & Authorization Form for further information.
- F. The Background Reports are subject to the Fair Credit Reporting Act ("FCRA"). Pursuant to FCRA, the state departments of insurance and an applicant who is seeking admission are considered "users" of consumer reports. The FCRA requires that the Affiant be provided with a copy of the "Summary of your Rights Under the Fair Credit Reporting Act." Applicants should provide a copy of the Summary of your Rights under the Fair Credit Reporting Act to each Affiant. This summary can be found at the Federal Trade Commission ("FTC") website at <http://www.ftc.gov/bcp/conline/edcams/fcra/summary>. Applicants and state departments of insurance are required to comply with FCRA, especially as it relates to confidentiality of the information contained in such consumer reports. To the extent required by law, the Background Reports procured under the Disclosure & Authorization Form should be maintained as confidential. A copy of FCRA can be found at <http://www.ftc.gov/os/statutes/fcra.htm>.
- G. The Background Report may be received by a department of insurance in any state where an applicant files or intends to file an application, and to the applicant. Affiants who desire a copy of their Background Report, may request a copy from the applicant or the CRA as indicated on the Disclosure & Authorization Form. Refer to the Disclosure & Authorization Form for further information.
- H. Please check state specific requirements in the chart referenced below for those states that require additional background information, such as fingerprints, in place of or in addition to, NAIC Biographical Affidavits. If applying in one of those states, necessary fingerprint cards and processing fees should be included. Original NAIC Biographical Affidavits, which contain the Disclosure & Authorization Form, should be submitted to the State Department(s) of Insurance as Item 13 of your application.
- I. Independent Third Party is defined as:
- (a) A consumer reporting agency ("CRA") by the Federal Trade Commission ("FTC") and therefore subject to the FCRA,
  - (b) Has the ability to perform international background investigations,
  - (c) One whose officers and directors have no material affiliation with the applicant other than stock ownership amounting to less than 1% of total stock outstanding, unless prior approval is given by the department of insurance to which application is being made, and
  - (d) Is approved by the NAIC and/or such state(s) where an application is being made.

Refer to the UCAA website for a list of currently approved independent third party vendors/CRA's.



Applicant Name: UnitedHealth Group Incorporated

NAIC No: None

FEIN: 41-1321939

### BIOGRAPHICAL AFFIDAVIT

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

(Print or Type)

Full Name, Address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names). UnitedHealth Group Incorporated 9900 Bren Road East Minnetonka, MN 55343  
Phone: 952-936-1300

Type of entity (i.e. insurance company, premium finance company, etc.): UnitedHealth Group - Holding company

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

1. a. Affiant's Full Name (Initials Not Acceptable). James Arthur Johnson

b. Maiden Name (if applicable). N/A

2. a. Have you ever had your name changed? No If yes, give the reason for the change and provide the full name(s).

N/A

b. Other names used at any time (including aliases).

None

3. a. Are you a citizen of the United States? Yes

b. Are you a citizen of any other country? No If so, what country? N/A

4. Affiant's Occupation or Profession. Executive

5. Affiant's business address Perseus LLC, 2099 Pennsylvania Avenue NW, Suite 900, Washington, DC 20006

Business telephone. 202-752-6790

6. Education and Training:

<u>College/ University</u>	<u>City/ State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>University of Minnesota</u>	<u>Minneapolis, MN</u>	<u>1961-1965</u>	<u>BA</u>

<u>Graduate Studies: College/ University</u>	<u>City/ State</u>	<u>Dates Attended</u>	<u>Degree Obtained</u>
<u>Woodrow Wilson School of Public and International Affairs - Princeton University</u>	<u>Princeton, NJ</u>	<u>1966-1970</u>	<u>MPA</u>

<u>Other Training: Name</u>	<u>City/ State</u>	<u>Dates Attended</u>	<u>Degree/Certification Obtained</u>
<u>None</u>			

(Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable provide the foreign student Identification Number in the space provided in the Biographical Affidavit Supplemental Information)

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

7. List of memberships in professional societies and associations.

<u>Name of Society/Association</u>	<u>Contact Name</u>	<u>Address of Society/Association</u>	<u>Telephone Number of Society/Association</u>
<u>None</u>			

8. Present or proposed position with the applicant entity. Director

9. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

Beginning/Ending Dates (MM/YY): 4/01-Present Employer's Name: Perseus LLC  
 Address: 2099 Pennsylvania Avenue NW, Suite 900 City: Washington State: DC  
 Country: USA Postal Code: 20006 Phone: 202-752-6790 Offices/Positions Held: Vice Chairman  
 Fax: 202-752-1315 Supervisor/Contact: Human Resources Department

Beginning/Ending Dates (MM/YY): 1/00-4/01 Employer's Name: Johnson Capital Partners  
 Address: 600 New Hampshire Ave NW City: Washington State: DC  
 Country: USA Postal Code: 20006 Phone: Unknown Offices/Positions Held: Chairman & Chief Executive Officer  
 Fax: Unknown Supervisor/Contact: Human Resources Department

Beginning/Ending Dates (MM/YY): 1990-1999 Employer's Name: Fannie Mae  
 Address: 3900 Wisconsin Ave NW City: Washington State: DC  
 Country: USA Postal Code: 20016 Phone: 202-752-7000 Offices/Positions Held: Chairman, Executive Cmtee of the Board; Vice Chairman, CEO  
 Fax: (202) 752-4447 Supervisor/Contact: Human Resources Dept.

Beginning/Ending Dates (MM/YY): 1985-1989 Employer's Name: Lehman Brothers  
 Address: 800 Connecticut Ave NW City: Washington State: DC  
 Country: USA Postal Code: 20006 Phone: 202-452-4700 Offices/Positions Held: Managing Director  
 Fax: (212) 526-3738 Supervisor/Contact: Human Resources Department

(See Attachment A for additional positions held)

10.a. Have you ever been in a position which required a fidelity bond? No If any claims were made on the bond, give details. N/A

b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked? No If yes, give details. N/A

11. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. Attach additional pages if the space provided is insufficient. None

Organization/Issuer of License \_\_\_\_\_ Address \_\_\_\_\_

City \_\_\_\_\_ State/Province \_\_\_\_\_ Country \_\_\_\_\_ Postal Code \_\_\_\_\_

License Type \_\_\_\_\_ License # \_\_\_\_\_ Date Issued (MM/YY) \_\_\_\_\_

Date Expired (MM/YY) \_\_\_\_\_ Reason for Termination \_\_\_\_\_

Non-insurance Regulatory Phone Number (if known) \_\_\_\_\_

12. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:

a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency? No

b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action? No

c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action? No

d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses? No

e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses? No

f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses? No

g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking? No

h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute? No

i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government? No

j. Had a lien, or foreclosure action filed against you or any entity while you were associated with that entity? No

If the response to any question above is answered "Yes", please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

13. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person. None

If any of the stock is pledged or hypothecated in any way, give details. N/A

14. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified. If the answer is "Yes", please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities.

UnitedHealth Group is a publicly traded company of which I own less than 1% of the shares. I may own less than 1% of the shares of some non-affiliated publicly traded regulated companies.

If any of the shares or stock are pledged or hypothecated in any way, give details.

N/A

15. Have you ever been adjudged a bankruptcy? No

16. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity? If yes, please indicate and give details. When responding to questions (b) and (c) affiant should also include any events within twelve (12) months after his or her departure from the entity.

a. Been refused a permit, license, or certificate of authority by any regulatory authority, or Governmental-licensing agency? No

b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)? No

c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action? Yes

Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

UnitedHealth Group Incorporated and its affiliates are a complex organization, operating in a highly regulated environment, engaged in a myriad of transactions which may from time to time result in fines or other disciplinary action which are non-material.

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

Dated and signed this 17 day of June, 2005, at Washington DC. I hereby certify under penalty of perjury that I am acting on my own behalf, and that the foregoing statements are true and correct to the best of my knowledge and belief.

James A. Johnson  
\_\_\_\_\_  
(Signature of Affiant)

State of Washington DC  
County of \_\_\_\_\_

The foregoing instrument was acknowledged before me this 17 day of June 2005, By James Arthur Johnson and  
 who is personally known to me, or  
 who produced the following identification: \_\_\_\_\_

[SEAL]

Alysa Rhoads  
\_\_\_\_\_  
Notary Public  
Alysa Rhoads  
Printed Notary Name

My Commission expires \_\_\_\_\_

My Commission Expires September 14, 2005

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
*(All states except California, Minnesota and Oklahoma)*

This Disclosure and Authorization is provided to you in connection with pending or future application(s) of UnitedHealth Group Incorporated (the "Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both)("Background Reports") regarding your background for review by a department of insurance in any state where Company pursues an Application during the term of your functioning as, or seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

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Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act."

**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. This Authorization shall remain in full force and effect until the earlier of (i) the expiration of the Term of Affiliation, (ii) written revocation as described above, or (iii) twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

James Arthur Johnson, 3101 Woodland Drive NW, Washington, DC 20008

(Printed Full Name and Residence Address)

James A. Johnson  
(Signature)

6/17/05  
(Date)

State of Washington DC  
County of Washington DC

The foregoing instrument was acknowledged before me this 17 day of June 2005, By James Arthur Johnson and  
 who is personally known to me, or  
 who produced the following identification: \_\_\_\_\_

[SEAL]

Alyson Rhodes  
Notary Public  
Alyson Rhodes  
Printed Notary Name

My Commission expires \_\_\_\_\_

My Commission Expires September 14, 2005  
January 27, 2005

## FORM 12

**Proposed Amendment to the UCAA Instructions**  
**Section 13. NAIC Biographical Affidavits**

- A. The NAIC Biographical Affidavit is required to be submitted by an applicant in connection with pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The NAIC Biographical Affidavit must be submitted on behalf of all officers, directors and key managerial personnel of the applicant and individuals with a ten percent (10%) or more beneficial ownership in the applicant or the applicant's ultimate controlling parent ("Affiant").
- B. The NAIC Biographical Affidavit requests information with respect to your employment history, education, personal information and character. The NAIC Biographical Affidavit also includes the Disclosure and Authorization Concerning Background Reports (the "Disclosure & Authorization Form"). The Disclosure & Authorization Form permits a background investigation to be conducted on the Affiant by an Independent Third Party (as defined in paragraph (i)).
- C. The NAIC Biographical Affidavit includes three types of Disclosure & Authorization Form. There are three different Disclosure & Authorization Forms since certain state laws; regulations and rules require different kinds of disclosures and wording within such form. An Affiant must sign the corresponding Disclosure & Authorization Form(s) for the respective state(s) where the affiant has lived or worked within the last ten years. Refer to the Disclosure & Authorization Forms for further information.
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- G. The Background Report may be received by a department of insurance in any state where an applicant files or intends to file an application, and to the applicant. Affiants who desire a copy of their Background Report, may request a copy from the applicant or the CRA as indicated on the Disclosure & Authorization Form. Refer to the Disclosure & Authorization Form for further information.
- H. Please check state specific requirements in the chart referenced below for those states that require additional background information, such as fingerprints, in place of or in addition to, NAIC Biographical Affidavits. If applying in one of those states, necessary fingerprint cards and processing fees should be included. Original NAIC Biographical Affidavits, which contain the Disclosure & Authorization Form, should be submitted to the State Department(s) of Insurance as Item 13 of your application.
- I. Independent Third Party is defined as:
- (a) A consumer reporting agency ("CRA") by the Federal Trade Commission ("FTC") and therefore subject to the FCRA,
  - (b) Has the ability to perform international background investigations,
  - (c) One whose officers and directors have no material affiliation with the applicant other than stock ownership amounting to less than 1% of total stock outstanding, unless prior approval is given by the department of insurance to which application is being made, and
  - (d) Is approved by the NAIC and/or such state(s) where an application is being made.

Refer to the UCAA website for a list of currently approved independent third party vendors/CRA's.

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

### Attachment A

Beginning/Ending  
Dates (MM/YY): 1981-1985 Employer's Name: Public Strategies  
Address: 98 San Jacinto Blvd. City: Austin State: Texas  
Country: USA Postal Code: 78701 Phone: 512-432-1750 Offices/Positions Held: President  
Fax: Unknown Supervisor/Contact: Human Resources Department

Beginning/Ending  
Dates (MM/YY): 2000-Present Employer's Name: Temple-Inland, Inc.  
Address: P.O. Box 40 City: Austin State: Texas  
Country: USA Postal Code: 78767 Phone: 512-434-5800 Offices/Positions Held: Director  
Fax: (512) 434-8001 Supervisor/Contact: Legal Department

Beginning/Ending  
Dates (MM/YY): 2000-Present Employer's Name: Gannett Company, Inc.  
Address: 7950 Jones Branch Drive City: McLean State: Virginia  
Country: USA Postal Code: 22107 Phone: 703-854-6000 Offices/Positions Held: Director  
Fax: (703) 364-0855 Supervisor/Contact: Legal Department

Beginning/Ending  
Dates (MM/YY): 1999-Present Employer's Name: The Goldman Sachs Group, Inc.  
Address: 85 Broad Street City: New York City State: New York  
Country: USA Postal Code: 10004 Phone: 212-902-1000 Offices/Positions Held: Director  
Fax: (212) 902-3000 Supervisor/Contact: Legal Department

Beginning/Ending  
Dates (MM/YY): 4/01-Present Employer's Name: KB Home  
Address: 10990 Wilshire Blvd., 7<sup>th</sup> Floor City: Los Angeles State: California  
Country: USA Postal Code: 90024 Phone: 310-231-4000 Offices/Positions Held: Director  
Fax: 310-231-4222 Supervisor/Contact: Legal Department

Beginning/Ending  
Dates (MM/YY): 1996-Present Employer's Name: Target Corporation  
Address: 777 Nicollet Mall City: Minneapolis State: MN  
Country: USA Postal Code: 55402 Phone: 612-370-6948 Offices/Positions Held: Director  
Fax: (612) 370-5502 Supervisor/Contact: Legal Department



**BIOGRAPHICAL AFFIDAVIT**

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

(Print or Type)

Full Name, Address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names). UnitedHealth Group Incorporated 9900 Bren Road East Minnetonka, MN 55343  
Phone: 952-936-1300

Type of entity (i.e. insurance company, premium finance company, etc.): UnitedHealth Group - Holding company  
In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

1. a. Affiant's Full Name (Initials Not Acceptable). Thomas Howard Kean

b. Maiden Name (if applicable). N/A

2. a. Have you ever had your name changed? No If yes, give the reason for the change and provide the full name(s).  
N/A

b. Other names used at any time (including aliases).  
None

3. a. Are you a citizen of the United States? Yes

b. Are you a citizen of any other country? No If so, what country? N/A

4. Affiant's Occupation or Profession. Education Professional

5. Affiant's business address Drew University, 36 Madison Avenue, Mead Hall, Madison, NJ 07940

Business telephone. 201-408-3075

6. Education and Training:

<u>College/ University</u>	<u>City/ State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>Princeton University</u>	<u>Princeton, NJ</u>	<u>1954-1957</u>	<u>BA</u>

<u>Graduate Studies: College/ University</u>	<u>City/ State</u>	<u>Dates Attended</u>	<u>Degree Obtained</u>
<u>Columbia University Teachers College</u>	<u>New York, NY</u>	<u>1963-1964</u>	<u>MA American History</u>

<u>Other Training: Name</u>	<u>City/ State</u>	<u>Dates Attended</u>	<u>Degree/Certification Obtained</u>
<u>None</u>			

(Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable provide the foreign student Identification Number in the space provided in the Biographical Affidavit Supplemental Information)

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

7. List of memberships in professional societies and associations.

<u>Name of Society/Association</u>	<u>Contact Name</u>	<u>Address of Society/Association</u>	<u>Telephone Number of Society/Association</u>
National Association of Independent Colleges and Universities	Deborah Sykes Reilly	1025 Connecticut Ave NW Suite 700 Washington, DC 20036	202-785-8866
College Compact	Jacob C. Farbman	330 West State Street Trenton, NJ 08618	609-392-3434

8. Present or proposed position with the applicant entity. Director

9. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

Beginning/Ending Dates (MM/YY): 1990-Present Employer's Name: Drew University  
Address: 36 Madison Avenue City: Madison State: New Jersey  
Country: USA Postal Code: 07940 Phone: 973-408-3069 Offices/Positions Held: President  
Fax: 973-408-3080 Supervisor/Contact: Human Resources Department

Beginning/Ending Dates (MM/YY): 1982-1990 Employer's Name: State of New Jersey  
Address: P.O. Box 001 City: Trenton State: New Jersey  
Country: USA Postal Code: 08625 Phone: 609-292-6000 Offices/Positions Held: Governor  
Fax: Unknown Supervisor/Contact: Office of the Attorney General

Beginning/Ending Dates (MM/YY): 1990-Present Employer's Name: Amerada Hess Corporation  
Address: 1185 Avenue of the Americas City: New York State: New York  
Country: USA Postal Code: 10036 Phone: 212-997-8500 Offices/Positions Held: Director  
Fax: 212-536-8390 Supervisor/Contact: Legal Department

Beginning/Ending Dates (MM/YY): 1994-Present Employer's Name: Aramark Corporation  
Address: 1101 Market Street City: Philadelphia State: Pennsylvania  
Country: USA Postal Code: 19107 Phone: 215-238-3000 Offices/Positions Held: Director  
Fax: (215) 238-3000 Supervisor/Contact: Legal Department

**(See Attachment A for additional positions held)**

10.a. Have you ever been in a position which required a fidelity bond? No If any claims were made on the bond, give details. N/A

b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked? No If yes, give details. N/A

11. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. Attach additional pages if the space provided is insufficient. None

Organization/Issuer of License \_\_\_\_\_ Address \_\_\_\_\_

City \_\_\_\_\_ State/Province \_\_\_\_\_ Country \_\_\_\_\_ Postal Code \_\_\_\_\_

License Type \_\_\_\_\_ License # \_\_\_\_\_ Date Issued (MM/YY) \_\_\_\_\_

Date Expired (MM/YY) \_\_\_\_\_ Reason for Termination \_\_\_\_\_

Non-insurance Regulatory Phone Number (if known) \_\_\_\_\_

12. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:

a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency? No

b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action? No

c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action? No

d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses? No

e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses? No

f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses? No

g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking? No

h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute? No

- i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government? No
- j. Had a lien, or foreclosure action filed against you or any entity while you were associated with that entity? No

If the response to any question above is answered "Yes", please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

13. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person. None

If any of the stock is pledged or hypothecated in any way, give details. N/A

14. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified. If the answer is "Yes", please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities. No  
N/A

If any of the shares or stock are pledged or hypothecated in any way, give details.  
N/A

15. Have you ever been adjudged a bankruptcy? No
16. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity? If yes, please indicate and give details. When responding to questions (b) and (c) affiant should also include any events within twelve (12) months after his or her departure from the entity.
- a. Been refused a permit, license, or certificate of authority by any regulatory authority, or Governmental-licensing agency? No
  - b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)? No
  - c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action? Yes

Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

UnitedHealth Group Incorporated and its affiliates are a complex organization, operating in a highly regulated environment, engaged in a myriad of transactions which may from time to time result in fines or other disciplinary action which are non-material.

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None

FEIN: 41-1321939

Dated and signed this 17 day of June, 2005, at Madison, I hereby certify under penalty of perjury that I am acting on my own behalf, and that the foregoing statements are true and correct to the best of my knowledge and belief.

[Signature]  
(Signature of Affiant)

State of New Jersey  
County of Morris

The foregoing instrument was acknowledged before me this 17 day of June 2005, By Thomas Howard Kean and  
 who is personally known to me, or  
 who produced the following identification: \_\_\_\_\_

[SEAL]

[Signature]  
Notary Public  
ERIN A. HENNESSY  
Printed Notary Name

My Commission expires \_\_\_\_\_

**Erin A. Hennessy  
Notary Public of New Jersey  
My Commission Exp. 01/16/2009**

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
*(All states except California, Minnesota and Oklahoma)*

This Disclosure and Authorization is provided to you in connection with pending or future application(s) of UnitedHealth Group Incorporated (the "Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both)("Background Reports") regarding your background for review by a department of insurance in any state where Company pursues an Application during the term of your functioning as, or seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may obtain copies of any Background Reports about you from the consumer reporting agency ("CRA") that produces them. You may also request more information about the nature and scope of such reports by submitting a written request to Company. To obtain contact information regarding CRA or to submit a written request for more information, contact **Irene Smith, ChoicePoint, Inc., 8659 Baypine Road, Building 3, Suite 306, Jacksonville, FL 32256, telephone (225) 275-0796.**

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act."

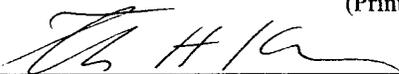
**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. This Authorization shall remain in full force and effect until the earlier of (i) the expiration of the Term of Affiliation, (ii) written revocation as described above, or (iii) twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

Thomas Howard Kean, 330 Long Lane, Far Hills, New Jersey 07931

(Printed Full Name and Residence Address)



(Signature)

6/17/05

(Date)

State of New Jersey  
County of Morris

The foregoing instrument was acknowledged before me this 17 day of June 2005, By Thomas Howard Kean and  who is personally known to me, or  who produced the following identification: \_\_\_\_\_

[SEAL]

Erin A. Hennessy  
Notary Public  
ERIN A. HENNESSY  
Printed Notary Name

My Commission expires \_\_\_\_\_

FORM 12

**Proposed Amendment to the UCAA Instructions**  
**Section 13. NAIC Biographical Affidavits**

- A. The NAIC Biographical Affidavit is required to be submitted by an applicant in connection with pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The NAIC Biographical Affidavit must be submitted on behalf of all officers, directors and key managerial personnel of the applicant and individuals with a ten percent (10%) or more beneficial ownership in the applicant or the applicant's ultimate controlling parent ("Affiant").
- B. The NAIC Biographical Affidavit requests information with respect to your employment history, education, personal information and character. The NAIC Biographical Affidavit also includes the Disclosure and Authorization Concerning Background Reports (the "Disclosure & Authorization Form"). The Disclosure & Authorization Form permits a background investigation to be conducted on the Affiant by an Independent Third Party (as defined in paragraph (i)).
- C. The NAIC Biographical Affidavit includes three types of Disclosure & Authorization Form. There are three different Disclosure & Authorization Forms since certain state laws; regulations and rules require different kinds of disclosures and wording within such form. An Affiant must sign the corresponding Disclosure & Authorization Form(s) for the respective state(s) where the affiant has lived or worked within the last ten years. Refer to the Disclosure & Authorization Forms for further information.
- D. The NAIC Biographical Affidavit is used to evaluate the suitability of the Affiant in connection with an applicant's pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The information contained in the NAIC Biographical Affidavit is used as a tool to perform a background investigation where certain items must be verified. The background investigation may contain information bearing on the Affiant's character, general reputation, personal characteristics, mode of living and credit standing. The background investigation shall be utilized to create a background report (the "Background Report").
- E. The Disclosure & Authorization Form is valid for a maximum of one year and, in certain instances, only valid for one pending application. Additionally, an Affiant may revoke the authorization at any time by delivering a written revocation to the applicant. Refer to the Disclosure & Authorization Form for further information.
- F. The Background Reports are subject to the Fair Credit Reporting Act ("FCRA"). Pursuant to FCRA, the state departments of insurance and an applicant who is seeking admission are considered "users" of consumer reports. The FCRA requires that the Affiant be provided with a copy of the "Summary of your Rights Under the Fair Credit Reporting Act." Applicants should provide a copy of the Summary of your Rights under the Fair Credit Reporting Act to each Affiant. This summary can be found at the Federal Trade Commission ("FTC") website at <http://www.ftc.gov/bcp/conline/edcams/fcra/summary>. Applicants and state departments of insurance are required to comply with FCRA, especially as it relates to confidentiality of the information contained in such consumer reports. To the extent required by law, the Background Reports procured under the Disclosure & Authorization Form should be maintained as confidential. A copy of FCRA can be found at <http://www.ftc.gov/os/statutes/fcra.htm>.
- G. The Background Report may be received by a department of insurance in any state where an applicant files or intends to file an application, and to the applicant. Affiants who desire a copy of their Background Report, may request a copy from the applicant or the CRA as indicated on the Disclosure & Authorization Form. Refer to the Disclosure & Authorization Form for further information.
- H. Please check state specific requirements in the chart referenced below for those states that require additional background information, such as fingerprints, in place of or in addition to, NAIC Biographical Affidavits. If applying in one of those states, necessary fingerprint cards and processing fees should be included. Original NAIC Biographical Affidavits, which contain the Disclosure & Authorization Form, should be submitted to the State Department(s) of Insurance as Item 13 of your application.
- I. Independent Third Party is defined as:
- (a) A consumer reporting agency ("CRA") by the Federal Trade Commission ("FTC") and therefore subject to the FCRA,
  - (b) Has the ability to perform international background investigations,
  - (c) One whose officers and directors have no material affiliation with the applicant other than stock ownership amounting to less than 1% of total stock outstanding, unless prior approval is given by the department of insurance to which application is being made, and
  - (d) Is approved by the NAIC and/or such state(s) where an application is being made.

Refer to the UCAA website for a list of currently approved independent third party vendors/CRA's.

**Attachment A**

Beginning/Ending  
Dates (MM/YY): 1991-Present Employer's Name: Fiduciary Trust Company International  
Address: 600 Fifth Avenue City: New York State: NY  
Country: USA Postal Code: 10020 Phone: 212-632-3000 Offices/Positions Held: Director  
Fax: 212-632-4075 Supervisor/Contact: Legal Department

Beginning/Ending  
Dates (MM/YY): 1999-Present Employer's Name: The Pepsi Bottling Group, Inc.  
Address: One Pepsi Way City: Somers State: NY  
Country: USA Postal Code: 10589 Phone: 914-767-6000 Offices/Positions Held: Director  
Fax: 914-767-7761 Supervisor/Contact: Legal Department

Beginning/Ending  
Dates (MM/YY): 1991-Present Employer's Name: Robert Wood Johnson Foundation  
(charitable)  
Address: Rt. 1 & College Road East City: Princeton State: NJ  
Country: USA Postal Code: 07543 Phone: 609-452-8701 Offices/Positions Held: Director  
Fax: Unknown Supervisor/Contact: Legal Department

Beginning/Ending  
Dates (MM/YY): 8/02-Present Employer's Name: CIT Group, Inc.  
Address: 1211 Avenue of the Americas City: New York State: NY  
Country: USA Postal Code: 10036 Phone: 212-536-1390 Offices/Positions Held: Director  
Fax: Unknown Supervisor/Contact: Legal Department



Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

### BIOGRAPHICAL AFFIDAVIT

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

(Print or Type)

Full Name, Address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names). UnitedHealth Group Incorporated 9900 Bren Road East Minnetonka, MN 55343  
Phone: 952-936-1300

Type of entity (i.e. insurance company, premium finance company, etc.): UnitedHealth Group - Holding company

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

- 1. a. Affiant's Full Name (Initials Not Acceptable). Douglas West Leatherdale
- b. Maiden Name (if applicable). N/A
- 2. a. Have you ever had your name changed? No If yes, give the reason for the change and provide the full name(s).  
N/A
- b. Other names used at any time (including aliases).  
None
- 3. a. Are you a citizen of the United States? No
- b. Are you a citizen of any other country? Yes If so, what country? Canada
- 4. Affiant's Occupation or Profession. Insurance executive
- 5. Affiant's business address 4705 IDS Center, 80 South 8<sup>th</sup> Street, Minneapolis, MN 55402  
Business telephone. 612-339-1465

6. Education and Training:

College/ University	City/ State	Dates Attended (MM/YY)	Degree Obtained
United College	Winnipeg, Canada	1953-1957	BA

Graduate Studies: College/ University	City/ State	Dates Attended	Degree Obtained
Harvard Business School	Boston, MA	1978	
University of California (Berkeley)	Berkeley, CA	1976	

Other Training: Name	City/ State	Dates Attended	Degree/Certification Obtained
None			

(Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable provide the foreign student Identification Number in the space provided in the Biographical Affidavit Supplemental Information)

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

7. List of memberships in professional societies and associations.

<u>Name of Society/Association</u>	<u>Contact Name</u>	<u>Address of Society/Association</u>	<u>Telephone Number of Society/Association</u>
Twin City Society of Security Analysts	Matthew Norris		651-665-5574
Financial Executives Institute			

8. Present or proposed position with the applicant entity. Director

9. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

Beginning/Ending  
Dates (MM/YY): 1981-10/2001 Employer's Name: The St. Paul Companies, Inc.  
Address: 385 Washington Street City: St. Paul State: Minnesota  
Country: USA Postal Code: 55102 Phone: 651-310-7037 Offices/Positions Held: Chairman & CEO; Various others  
Fax: 651-310-7230 Supervisor/Contact: Human Resources

Beginning/Ending  
Dates (MM/YY): 1991-Present Employer's Name: Xcel Energy, Inc.  
Address: 414 Nicollet Mall City: Minneapolis State: Minnesota  
Country: USA Postal Code: 55401 Phone: 800-328-8226 Offices/Positions Held: Director  
Fax: (612) 330-5878 Supervisor/Contact: Kathy Jones

Beginning/Ending  
Dates (MM/YY): 1992-5/2002 Employer's Name: John Nuveen & Co., Inc.  
Address: 333 West Wacker Drive City: Chicago State: Illinois  
Country: USA Postal Code: 60606 Phone: 312-917-8060 Offices/Positions Held: Director  
Fax: (312) 917-8049 Supervisor/Contact: John Amboian

10.a. Have you ever been in a position which required a fidelity bond? No If any claims were made on the bond, give details. N/A

b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked? No If yes, give details. N/A

11. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. Attach additional pages if the space provided is insufficient. None

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Organization/Issuer of License \_\_\_\_\_ Address \_\_\_\_\_

City \_\_\_\_\_ State/Province \_\_\_\_\_ Country \_\_\_\_\_ Postal Code \_\_\_\_\_

License Type \_\_\_\_\_ License # \_\_\_\_\_ Date Issued (MM/YY) \_\_\_\_\_

Date Expired (MM/YY) \_\_\_\_\_ Reason for Termination \_\_\_\_\_

Non-insurance Regulatory Phone Number (if known) \_\_\_\_\_

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12. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:

- a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency? No
- b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action? No
- c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action? No
- d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses? No
- e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses? No
- f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses? No
- g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking? No
- h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute? No
- i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government? No
- j. Had a lien, or foreclosure action filed against you or any entity while you were associated with that entity? No

If the response to any question above is answered "Yes", please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

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13. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person. None

If any of the stock is pledged or hypothecated in any way, give details. N/A

14. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified. If the answer is "Yes", please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities. No

If any of the shares or stock are pledged or hypothecated in any way, give details.  
N/A

15. Have you ever been adjudged a bankruptcy? No

16. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity? If yes, please indicate and give details. When responding to questions (b) and (c) affiant should also include any events within twelve (12) months after his or her departure from the entity.

a. Been refused a permit, license, or certificate of authority by any regulatory authority, or Governmental-licensing agency? No

b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)? No

c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action? Yes

Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

UnitedHealth Group Incorporated and its affiliates are a complex organization, operating in a highly regulated environment, engaged in a myriad of transactions which may from time to time result in fines or other disciplinary action which are non-material.

The St. Paul Companies, Inc., and its various subsidiaries have been parties to civil actions filed in connection with insurance policies and other transactions engaged in by those entities in numerous cases countrywide. See Exhibit A.

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

Dated and signed this 17 day of June, 2005, at Minneapolis MN, I hereby certify under penalty of perjury that I am acting on my own behalf, and that the foregoing statements are true and correct to the best of my knowledge and belief.

[Signature]  
(Signature of Affiant)

State of Minnesota County of Hennepin

The foregoing instrument was acknowledged before me this 17 day of June, 2005 by Douglas West Leatherdale,  
✓ who is personally known to me, or  
\_\_\_\_\_ who produced the following identification:

[SEAL]



Mary E. Waltz  
Notary Public  
MARY E WALTZ  
Printed Notary Name

My commission Expires: January 31 2010

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
*(All states except California, Minnesota and Oklahoma)*

This Disclosure and Authorization is provided to you in connection with pending or future application(s) of UnitedHealth Group Incorporated (the "Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both)("Background Reports") regarding your background for review by a department of insurance in any state where Company pursues an Application during the term of your functioning as, or seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may obtain copies of any Background Reports about you from the consumer reporting agency ("CRA") that produces them. You may also request more information about the nature and scope of such reports by submitting a written request to Company. To obtain contact information regarding CRA or to submit a written request for more information, contact **Irene Smith, ChoicePoint, Inc., 8659 Baypine Road, Building 3, Suite 306, Jacksonville, FL 32256, telephone (225) 275-0796.**

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act."

**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. This Authorization shall remain in full force and effect until the earlier of (i) the expiration of the Term of Affiliation, (ii) written revocation as described above, or (iii) twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

Douglas West Leatherdale, 2075 Cottonwood Trail, Long Lake, Minnesota 55356  
(Printed Full Name and Residence Address)  
*[Signature]* (Signature) June 17 2005 (Date)

State of Minnesota County of Hennepin

The foregoing instrument was acknowledged before me this 17 day of June, 2005 by Douglas West Leatherdale,  
J who is personally known to me, or  
who produced the following identification:

[SEAL]



Mary E. Waltz  
Notary Public  
MARY E WALTZ  
Printed Notary Name  
My commission Expires January 31 2010

FORM 12

**Proposed Amendment to the UCAA Instructions**  
**Section 13. NAIC Biographical Affidavits**

- A. The NAIC Biographical Affidavit is required to be submitted by an applicant in connection with pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The NAIC Biographical Affidavit must be submitted on behalf of all officers, directors and key managerial personnel of the applicant and individuals with a ten percent (10%) or more beneficial ownership in the applicant or the applicant's ultimate controlling parent ("Affiant").
- B. The NAIC Biographical Affidavit requests information with respect to your employment history, education, personal information and character. The NAIC Biographical Affidavit also includes the Disclosure and Authorization Concerning Background Reports (the "Disclosure & Authorization Form"). The Disclosure & Authorization Form permits a background investigation to be conducted on the Affiant by an Independent Third Party (as defined in paragraph (i)).
- C. The NAIC Biographical Affidavit includes three types of Disclosure & Authorization Form. There are three different Disclosure & Authorization Forms since certain state laws; regulations and rules require different kinds of disclosures and wording within such form. An Affiant must sign the corresponding Disclosure & Authorization Form(s) for the respective state(s) where the affiant has lived or worked within the last ten years. Refer to the Disclosure & Authorization Forms for further information.
- D. The NAIC Biographical Affidavit is used to evaluate the suitability of the Affiant in connection with an applicant's pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The information contained in the NAIC Biographical Affidavit is used as a tool to perform a background investigation where certain items must be verified. The background investigation may contain information bearing on the Affiant's character, general reputation, personal characteristics, mode of living and credit standing. The background investigation shall be utilized to create a background report (the "Background Report").
- E. The Disclosure & Authorization Form is valid for a maximum of one year and, in certain instances, only valid for one pending application. Additionally, an Affiant may revoke the authorization at any time by delivering a written revocation to the applicant. Refer to the Disclosure & Authorization Form for further information.
- F. The Background Reports are subject to the Fair Credit Reporting Act ("FCRA"). Pursuant to FCRA, the state departments of insurance and an applicant who is seeking admission are considered "users" of consumer reports. The FCRA requires that the Affiant be provided with a copy of the "Summary of your Rights Under the Fair Credit Reporting Act." Applicants should provide a copy of the Summary of your Rights under the Fair Credit Reporting Act to each Affiant. This summary can be found at the Federal Trade Commission ("FTC") website at <http://www.ftc.gov/bcp/conline/edcams/fcra/summary>. Applicants and state departments of insurance are required to comply with FCRA, especially as it relates to confidentiality of the information contained in such consumer reports. To the extent required by law, the Background Reports procured under the Disclosure & Authorization Form should be maintained as confidential. A copy of FCRA can be found at <http://www.ftc.gov/os/statutes/fcra.htm>.
- G. The Background Report may be received by a department of insurance in any state where an applicant files or intends to file an application, and to the applicant. Affiants who desire a copy of their Background Report, may request a copy from the applicant or the CRA as indicated on the Disclosure & Authorization Form. Refer to the Disclosure & Authorization Form for further information.
- H. Please check state specific requirements in the chart referenced below for those states that require additional background information, such as fingerprints, in place of or in addition to, NAIC Biographical Affidavits. If applying in one of those states, necessary fingerprint cards and processing fees should be included. Original NAIC Biographical Affidavits, which contain the Disclosure & Authorization Form, should be submitted to the State Department(s) of Insurance as Item 13 of your application.
- I. Independent Third Party is defined as:
- (a) A consumer reporting agency ("CRA") by the Federal Trade Commission ("FTC") and therefore subject to the FCRA,
  - (b) Has the ability to perform international background investigations,
  - (c) One whose officers and directors have no material affiliation with the applicant other than stock ownership amounting to less than 1% of total stock outstanding, unless prior approval is given by the department of insurance to which application is being made, and
  - (d) Is approved by the NAIC and/or such state(s) where an application is being made.

Refer to the UCAA website for a list of currently approved independent third party vendors/CRA's.

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

**Attachment A**

Item 16 c.

After a contested hearing, the Office of the Insurance Commissioner of the State of Georgia, in Case No. 2001C-030, issued a Cease and Desist Order dated June 13, 2001, suspending the licenses of St. Paul Fire and Casualty Insurance Company, St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Medical Liability Insurance Company and St. Paul Mercury Insurance Company from writing new business in all lines for three years, and placed those entities on probation for a period of one year. The Cease and Desist Order arose out of the decision of three of the entities to non-renew certain physicians' and surgeons' policies at the end of the expiration of the policy periods. The Commissioner took the position that this was in violation of an unfair trade practice statute, and St. Paul disagreed. On July 12, 2001, the Superior Court of Fulton County overturned the Commissioner's ruling, finding that St. Paul did not violate the statute and did not engage in an unfair trade practice. As a result, the Commissioner's Order, with respect to suspension and probation, was overturned.



### BIOGRAPHICAL AFFIDAVIT

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

(Print or Type)

Full Name, Address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names). UnitedHealth Group Incorporated 9900 Bren Road East Minnetonka, MN 55343  
Phone: 952-936-1300

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

1. a. Affiant's Full Name (Initials Not Acceptable). Mary O'Neil Munding

b. Maiden Name (if applicable). Mary O'Neil

2. a. Have you ever had your name changed? Yes If yes, give the reason for the change and provide the full name(s).

Marriage - Mary O'Neil

b. Other names used at any time (including aliases).

None

3. a. Are you a citizen of the United States? Yes

b. Are you a citizen of any other country? No If so, what country? N/A

4. Affiant's Occupation or Profession. Nursing Professional

5. Affiant's business address Columbia University School of Nursing, 617 W 168th St., Rm139, New York, NY 10032

Business telephone. 212-305-3582

6. Education and Training:

<u>College/ University</u>	<u>City/ State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>University of Michigan</u>	<u>Ann Arbor, MI</u>	<u>1955-1959</u>	<u>BSN</u>
<u>Graduate Studies: College/University City/ State Dates Attended (MM/YY) Degree Obtained</u>			
<u>Columbia University Teachers College</u>	<u>New York, NY</u>	<u>1972-1974</u>	<u>MA</u>
<u>Pace University</u>	<u>New York, NY</u>	<u>1978-1979</u>	<u>FNP Certificate</u>
<u>Columbia University</u>	<u>New York, NY</u>	<u>1978-1981</u>	<u>Ph.D.</u>
<u>Other Training: Name City/ State Dates Attended (MM/YY)</u>			<u>Degree/Certification Obtained</u>
<u>None</u>			

(Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable provide the foreign student Identification Number in the space provided in the Biographical Affidavit Supplemental Information)

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

7. List of memberships in professional societies and associations.

<u>Name of Society/Association</u>	<u>Contact Name</u>	<u>Address of Society/Association</u>	<u>Telephone Number of Society/Association</u>
Member, Institute of Medicine	Susanne Stoiber	500 Fifth Street, NW Washington, DC 20001	202-334-2352
Fellow, American Academy of Nursing	John Garde	600 Maryland Ave., SW Washington, DC 20004	202-651-7238
Fellow, New York Academy of Medicine	Michael Wolfe	1216 Fifth Avenue New York, NY 10029	212-822-7200
Distinguished Practitioner, National Academy of Practice			

8. Present or proposed position with the applicant entity. Director

9. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

Beginning/Ending  
Dates (MM/YY): 1982-Present Employer's Name: Columbia University School of Nursing  
Address: 617 West 168<sup>th</sup> Street, Room 139 City: New York State: New York  
Country: USA Postal Code: 10032 Phone: 212-305-3582 Offices/Positions Held: Dean & Professor;  
Various admin. and  
Supervisor/Contact: Human Resources Department faculty positions

Beginning/Ending  
Dates (MM/YY): 1997-Present Employer's Name: Cell Therapeutics, Inc.  
Address: 501 Elliott Avenue West, Suite 400 City: Seattle State: Washington  
Country: USA Postal Code: 98119 Phone: 206-282-7100 Offices/Positions Held: Director  
Supervisor/Contact: Legal Department

Beginning/Ending  
Dates (MM/YY): 8/02-Present Employer's Name: Welch Allyn, Inc.  
Address: 4341 State Street Road City: Skaneateles State: New York  
Country: USA Postal Code: 13153 Phone: 315-685-4100 Offices/Positions Held: Director  
Supervisor/Contact: Legal Department

Beginning/Ending  
Dates (MM/YY): 2002-Present Employer's Name: Gentiva Health Services  
Address: 3 Huntington Quadrangle, 2S City: Melville State: New York  
Country: USA Postal Code: 11747 Phone: 631-501-7000 Offices/Positions Held: Director  
Supervisor/Contact: Legal Department

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

10.a. Have you ever been in a position which required a fidelity bond? No If any claims were made on the bond, give details. N/A

b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked? No If yes, give details. N/A

11. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. Attach additional pages if the space provided is insufficient.

Organization/Issuer of License University of the State of NY Address 89 Washington Avenue

City Albany State/Province NY Country USA Postal Code 12234

License Type Registered Professional Nurse License # RPN 146499-1 Date Issued (MM/YY) 1959

Date Expired (MM/YY) n/a Reason for Termination n/a

Non-insurance Regulatory Phone Number (if known) Unknown

12. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:

a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency? No

b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action? No

c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action? No

d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses? No

e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses? No

f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses? No

g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking? No

h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute? No

i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government? No

j. Had a lien, or foreclosure action filed against you or any entity while you were associated with that entity? No

If the response to any question above is answered "Yes", please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

13. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person. None

If any of the stock is pledged or hypothecated in any way, give details. N/A

14. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified. If the answer is "Yes", please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities. No

If any of the shares or stock are pledged or hypothecated in any way, give details.  
N/A

15. Have you ever been adjudged a bankruptcy? No If yes, provide details \_\_\_\_\_

16. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity? If yes, please indicate and give details. When responding to questions (b) and (c) affiant should also include any events within twelve (12) months after his or her departure from the entity.

a. Been refused a permit, license, or certificate of authority by any regulatory authority, or Governmental-licensing agency? No

b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)?  
No

c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action? Yes

Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

UnitedHealth Group Incorporated and its affiliates are a complex organization, operating in a highly regulated environment, engaged in a myriad of transactions which may from time to time result in fines or other disciplinary action which are non-material.

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

Dated and signed this 16<sup>th</sup> day of June, 2005, at NY, NY, I hereby certify under penalty of perjury that I am acting on my own behalf, and that the foregoing statements are true and correct to the best of my knowledge and belief.

Mary O'Neil Mend  
(Signature of Affiant)

State of New York  
County of New York

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of June, 2005, By Mary O. Munding, and

who is personally known to me, or

who produced the following identification: \_\_\_\_\_

[SEAL] KRISTINE M. KULAGE  
NOTARY PUBLIC - STATE OF NEW YORK  
NO. 01KU6049979  
QUALIFIED IN NEW YORK COUNTY  
MY COMMISSION EXPIRES 10-30-20 06

Kristine M. Kulage  
Notary Public  
Kristine M. Kulage  
Printed Notary Name

My Commission expires 10/30/06

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
*(All states except California, Minnesota and Oklahoma)*

This Disclosure and Authorization is provided to you in connection with pending or future application(s) of UnitedHealth Group Incorporated (the "Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both)("Background Reports") regarding your background for review by a department of insurance in any state where Company pursues an Application during the term of your functioning as, or seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

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I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. This Authorization shall remain in full force and effect until the earlier of (i) the expiration of the Term of Affiliation, (ii) written revocation as described above, or (iii) twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

Mary O'Neil Munding, 200 Stuyvesant Avenue, Rye, New York 10580

(Printed Full Name and Residence Address)

Mary O'Neil Munding  
(Signature)

June 16, 2005  
(Date)

State of New York  
County of New York

The foregoing instrument was acknowledged before me this 16th day of June, 2005, By Mary O. Munding, and

who is personally known to me, or

who produced the following identification:

[SEAL]

KRISTINE M. KULAGE  
NOTARY PUBLIC - STATE OF NEW YORK  
NO. 01KU6049979  
QUALIFIED IN NEW YORK COUNTY  
MY COMMISSION EXPIRES 10-30-20 06

Kristine M. Kulage  
Notary Public  
Printed Notary Name  
My Commission expires 10/30/06

FORM 12

**Proposed Amendment to the UCAA Instructions  
Section 13. NAIC Biographical Affidavits**

- A. The NAIC Biographical Affidavit is required to be submitted by an applicant in connection with pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The NAIC Biographical Affidavit must be submitted on behalf of all officers, directors and key managerial personnel of the applicant and individuals with a ten percent (10%) or more beneficial ownership in the applicant or the applicant's ultimate controlling parent ("Affiant").
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- E. The Disclosure & Authorization Form is valid for a maximum of one year and, in certain instances, only valid for one pending application. Additionally, an Affiant may revoke the authorization at any time by delivering a written revocation to the applicant. Refer to the Disclosure & Authorization Form for further information.
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- G. The Background Report may be received by a department of insurance in any state where an applicant files or intends to file an application, and to the applicant. Affiants who desire a copy of their Background Report, may request a copy from the applicant or the CRA as indicated on the Disclosure & Authorization Form. Refer to the Disclosure & Authorization Form for further information.
- H. Please check state specific requirements in the chart referenced below for those states that require additional background information, such as fingerprints, in place of or in addition to, NAIC Biographical Affidavits. If applying in one of those states, necessary fingerprint cards and processing fees should be included. Original NAIC Biographical Affidavits, which contain the Disclosure & Authorization Form, should be submitted to the State Department(s) of Insurance as Item 13 of your application.
- I. Independent Third Party is defined as:
- (a) A consumer reporting agency ("CRA") by the Federal Trade Commission ("FTC") and therefore subject to the FCRA,
  - (b) Has the ability to perform international background investigations,
  - (c) One whose officers and directors have no material affiliation with the applicant other than stock ownership amounting to less than 1% of total stock outstanding, unless prior approval is given by the department of insurance to which application is being made, and
  - (d) Is approved by the NAIC and/or such state(s) where an application is being made.

Refer to the UCAA website for a list of currently approved independent third party vendors/CRA's.



### BIOGRAPHICAL AFFIDAVIT

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

(Print or Type)

Full Name, Address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names). UnitedHealth Group Incorporated 9900 Bren Road East Minnetonka, MN 55343  
Phone: 952-936-1300

Type of entity (i.e. insurance company, premium finance company, etc.): Holding company

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

1. a. Affiant's Full Name (Initials Not Acceptable). Robert Leslie Ryan

b. Maiden Name (if applicable). N/A

2. a. Have you ever had your name changed? No If yes, give the reason for the change and provide the full name(s).  
N/A

b. Other names used at any time (including aliases).  
None

3. a. Are you a citizen of the United States? Yes

b. Are you a citizen of any other country? No If so, what country? \_\_\_\_\_

4. Affiant's Occupation or Profession. Executive-Retired

5. Affiant's business address Retired

Business telephone. N/A

6. Education and Training:

<u>College/ University</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>Wayne State University</u>	<u>Detroit, MI</u>	<u>1961-1966</u>	<u>BSEE</u>

<u>Graduate Studies: College/ University</u>	<u>City/State</u>	<u>Dates Attended</u>	<u>Degree Obtained</u>
<u>Cornell University</u>	<u>Ithica, NY</u>	<u>1966-1968</u>	<u>MSEE</u>

<u>Other Training: Name</u>	<u>City/State</u>	<u>Dates Attended</u>	<u>Degree/Certification Obtained</u>
<u>Harvard University Business School</u>	<u>Boston, MA</u>	<u>1968-1970</u>	<u>MBA</u>

(Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable provide the foreign student Identification Number in the space provided in the Biographical Affidavit Supplemental Information)

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

7. List of memberships in professional societies and associations.

<u>Name of Society/Association</u>	<u>Contact Name</u>	<u>Address of Society/Association</u>	<u>Telephone Number of Society/Association</u>
Financial Executive Institute	Unknown	Unknown	Unknown
National Black MBA	Adella Green	PO Box 809132 Chicago, IL 60680	312-580-8070

8. Present or proposed position with the applicant entity. Director

9. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

Beginning/Ending  
Dates (MM/YY): 5/2005-present Employer's Name: Retired  
Address: 2262 West Lake of the Isles Pkwy. City: Minneapolis State: Minnesota  
Country: USA Postal Code: 55405 Phone: 612-374-8926 Offices/Positions Held: Retired  
Fax: N/A Supervisor/Contact: N/A

Beginning/Ending  
Dates (MM/YY): 1993-4/2005 Employer's Name: Medtronic, Inc.  
Address: 710 Medtronic Pkwy. City: Minneapolis State: Minnesota  
Country: USA Postal Code: 55432 Phone: 763-505-3111 Offices/Positions Held: Senior VP & CFO  
Fax: 763-572-5474 Supervisor/Contact: Art Collins, Chairman & CEO

Beginning/Ending  
Dates (MM/YY): 1982-1993 Employer's Name: Union Texas Petroleum Corporation  
Address: 1330 Post Oak Boulevard City: Houston State: Texas  
Country: USA Postal Code: 77252 Phone: 713-968-2776 Offices/Positions Held: Senior VP & CFO  
Fax: Unknown Supervisor/Contact: A. Clark Johnson, Retired CEO

Beginning/Ending  
Dates (MM/YY): 1998-4/2002 Employer's Name: Brunswick Corporation  
Address: 1 North Field Court City: Lake Forest State: Illinois  
Country: USA Postal Code: 60045 Phone: 847-735-4700 Offices/Positions Held: Director  
Fax: 847-735-4765 Supervisor/Contact: Legal Department

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

Beginning/Ending  
Dates (MM/YY): 3/2004-Present Employer's Name: Hewlett-Packard Corporation  
Address: 3000 Hanover Street City: Palo Alto State: CA  
Country: USA Postal Code: 94304 Phone: (650) 857-1501 Offices/Positions Held: Director  
Fax: (650) 857-5518 Supervisor/Contact: Legal Department

10.a. Have you ever been in a position which required a fidelity bond? No If any claims were made on the bond, give details. N/A

b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked? No If yes, give details. N/A

11. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. Attach additional pages if the space provided is insufficient. None

Organization/Issuer of License \_\_\_\_\_ Address \_\_\_\_\_  
City \_\_\_\_\_ State/Province \_\_\_\_\_ Country \_\_\_\_\_ Postal Code \_\_\_\_\_  
License Type \_\_\_\_\_ License # \_\_\_\_\_ Date Issued (MM/YY) \_\_\_\_\_  
Date Expired (MM/YY) \_\_\_\_\_ Reason for Termination \_\_\_\_\_  
Non-insurance Regulatory Phone Number (if known) \_\_\_\_\_

12. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:

a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency? No

b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action? No

c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action? No

d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses? No

e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses?  
No

f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses? No

g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking? No

h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute? No

- i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government? No
- j. Had a lien, or foreclosure action filed against you or any entity while you were associated with that entity? No

If the response to any question above is answered "Yes", please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

13. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person. None

If any of the stock is pledged or hypothecated in any way, give details. N/A

14. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified. If the answer is "Yes", please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities. No

If any of the shares or stock are pledged or hypothecated in any way, give details.  
N/A

15. Have you ever been adjudged a bankruptcy? No

16. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity? If yes, please indicate and give details. When responding to questions (b) and (c) affiant should also include any events within twelve (12) months after his or her departure from the entity.

- a. Been refused a permit, license, or certificate of authority by any regulatory authority, or Governmental-licensing agency? No
- b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)? No
- c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action? Yes

Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

UnitedHealth Group Incorporated and its affiliates are a complex organization, operating in a highly regulated environment, engaged in a myriad of transactions which may from time to time result in fines or other disciplinary action which are non-material.

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

Dated and signed this <sup>Past Net</sup> ~~18th~~ day of June, 2005, at Minneapolis, MN, I hereby certify under penalty of perjury that I am acting in my own behalf, and that the foregoing statements are true and correct to the best of my knowledge and belief.

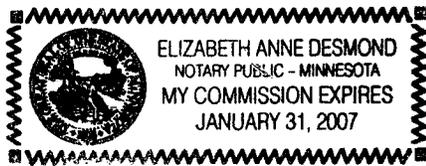
Robert Leslie Ryan  
(Signature of Affiant)

State of Minnesota  
County of Hennepin

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of June 2005, By Robert Leslie Ryan, and

who is personally known to me, or  
 who produced the following identification: MN Drivers License

[SEAL]



Elizabeth Anne Desmond  
Notary Public  
Elizabeth Anne Desmond  
Printed Notary Name

My Commission expires Jan 31, 2007

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
*(All states except California, Minnesota and Oklahoma)*

This Disclosure and Authorization is provided to you in connection with pending or future application(s) of UnitedHealth Group Incorporated (the "Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both)("Background Reports") regarding your background for review by a department of insurance in any state where Company pursues an Application during the term of your functioning as, or seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may obtain copies of any Background Reports about you from the consumer reporting agency ("CRA") that produces them. You may also request more information about the nature and scope of such reports by submitting a written request to Company. To obtain contact information regarding CRA or to submit a written request for more information, contact **Irene Smith, ChoicePoint, Inc., 8659 Baypine Road, Building 3, Suite 306, Jacksonville, FL 32256, telephone (225) 275-0796.**

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act."

**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. This Authorization shall remain in full force and effect until the earlier of (i) the expiration of the Term of Affiliation, (ii) written revocation as described above, or (iii) twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

Robert Leslie Ryan, 2262 West Lake of the Isles Pkwy., Minneapolis, Minnesota 55405

(Printed Full Name and Residence Address)

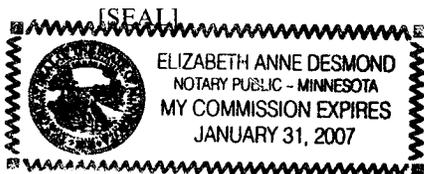
Robert Leslie Ryan  
(Signature)

June 18, 2005  
(Date)

State of Minnesota  
County of Hennepin

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of June 2005, By Robert Leslie Ryan, and

who is personally known to me, or  
 who produced the following identification: MINN. Drivers License



Elizabeth Anne Desmond  
Notary Public  
Elizabeth Anne Desmond  
Printed Notary Name

My Commission expires Jan 31, 2007

FORM 12

**Proposed Amendment to the UCAA Instructions**  
**Section 13. NAIC Biographical Affidavits**

- A. The NAIC Biographical Affidavit is required to be submitted by an applicant in connection with pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The NAIC Biographical Affidavit must be submitted on behalf of all officers, directors and key managerial personnel of the applicant and individuals with a ten percent (10%) or more beneficial ownership in the applicant or the applicant's ultimate controlling parent ("Affiant").
- B. The NAIC Biographical Affidavit requests information with respect to your employment history, education, personal information and character. The NAIC Biographical Affidavit also includes the Disclosure and Authorization Concerning Background Reports (the "Disclosure & Authorization Form"). The Disclosure & Authorization Form permits a background investigation to be conducted on the Affiant by an Independent Third Party (as defined in paragraph (i)).
- C. The NAIC Biographical Affidavit includes three types of Disclosure & Authorization Form. There are three different Disclosure & Authorization Forms since certain state laws; regulations and rules require different kinds of disclosures and wording within such form. An Affiant must sign the corresponding Disclosure & Authorization Form(s) for the respective state(s) where the affiant has lived or worked within the last ten years. Refer to the Disclosure & Authorization Forms for further information.
- D. The NAIC Biographical Affidavit is used to evaluate the suitability of the Affiant in connection with an applicant's pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The information contained in the NAIC Biographical Affidavit is used as a tool to perform a background investigation where certain items must be verified. The background investigation may contain information bearing on the Affiant's character, general reputation, personal characteristics, mode of living and credit standing. The background investigation shall be utilized to create a background report (the "Background Report").
- E. The Disclosure & Authorization Form is valid for a maximum of one year and, in certain instances, only valid for one pending application. Additionally, an Affiant may revoke the authorization at any time by delivering a written revocation to the applicant. Refer to the Disclosure & Authorization Form for further information.
- F. The Background Reports are subject to the Fair Credit Reporting Act ("FCRA"). Pursuant to FCRA, the state departments of insurance and an applicant who is seeking admission are considered "users" of consumer reports. The FCRA requires that the Affiant be provided with a copy of the "Summary of your Rights Under the Fair Credit Reporting Act." Applicants should provide a copy of the Summary of your Rights under the Fair Credit Reporting Act to each Affiant. This summary can be found at the Federal Trade Commission ("FTC") website at <http://www.ftc.gov/bcp/online/edcams/fcra/summary>. Applicants and state departments of insurance are required to comply with FCRA, especially as it relates to confidentiality of the information contained in such consumer reports. To the extent required by law, the Background Reports procured under the Disclosure & Authorization Form should be maintained as confidential. A copy of FCRA can be found at <http://www.ftc.gov/os/statutes/fcra.htm>.
- G. The Background Report may be received by a department of insurance in any state where an applicant files or intends to file an application, and to the applicant. Affiants who desire a copy of their Background Report, may request a copy from the applicant or the CRA as indicated on the Disclosure & Authorization Form. Refer to the Disclosure & Authorization Form for further information.
- H. Please check state specific requirements in the chart referenced below for those states that require additional background information, such as fingerprints, in place of or in addition to, NAIC Biographical Affidavits. If applying in one of those states, necessary fingerprint cards and processing fees should be included. Original NAIC Biographical Affidavits, which contain the Disclosure & Authorization Form, should be submitted to the State Department(s) of Insurance as Item 13 of your application.
- I. Independent Third Party is defined as:
- (a) A consumer reporting agency ("CRA") by the Federal Trade Commission ("FTC") and therefore subject to the FCRA,
  - (b) Has the ability to perform international background investigations,
  - (c) One whose officers and directors have no material affiliation with the applicant other than stock ownership amounting to less than 1% of total stock outstanding, unless prior approval is given by the department of insurance to which application is being made, and
  - (d) Is approved by the NAIC and/or such state(s) where an application is being made.

Refer to the UCAA website for a list of currently approved independent third party vendors/CRA's.



Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

**BIOGRAPHICAL AFFIDAVIT**

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

(Print or Type)

Full Name, Address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names). UnitedHealth Group Incorporated 9900 Bren Road East Minnetonka, MN 55343  
Phone: 952-936-1300

Type of entity (i.e. insurance company, premium finance company, etc.): UnitedHealth Group - Holding company

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

1. a. Affiant's Full Name (Initials Not Acceptable). Donna Edna Shalala

b. Maiden Name (if applicable). N/A

2. a. Have you ever had your name changed? No If yes, give the reason for the change and provide the full name(s).  
N/A

b. Other names used at any time (including aliases).  
None

3. a. Are you a citizen of the United States? Yes

b. Are you a citizen of any other country? No If so, what country? N/A

4. Affiant's Occupation or Profession. Education Professional

5. Affiant's business address University of Miami 1352 Memorial Drive, Coral Gables, Florida 33146

Business telephone. 305-284-5155

6. Education and Training:

<u>College/ University</u>	<u>City/ State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>Western College for Women</u>	<u>Oxford, Ohio</u>	<u>1958-1962</u>	<u>BA</u>

<u>Graduate Studies: College/ University</u>	<u>City/ State</u>	<u>Dates Attended</u>	<u>Degree Obtained</u>
<u>Maxwell School of Citizenship and Public Affairs - Syracuse University</u>	<u>Syracuse, NY</u>	<u>1965-1970</u>	<u>Ph.D.</u>

<u>Other Training: Name</u>	<u>City/ State</u>	<u>Dates Attended</u>	<u>Degree/Certification Obtained</u>
<u>None</u>			

(Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable provide the foreign student Identification Number in the space provided in the Biographical Affidavit Supplemental Information)

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None

FEIN: 41-1321939

7. List of memberships in professional societies and associations.

<u>Name of Society/Association</u>	<u>Contact Name</u>	<u>Address of Society/Association</u>	<u>Telephone Number of Society/Association</u>
Institute of Medicine	Susanne Stoiber	500 Fifth Street, NW Washington, DC 20001	202-334-2352
National Academy of Public Administration	Eric Landau	1100 New York Ave NW Suite 1090 Washington, DC 20005	202-347-3190
National Academy of Social Insurance	Ken Williams	1776 Massachusetts Ave NW, Suite 615 Washington, DC 20036	202-452-8097
National Academy of Sciences		500 Fifth Street NW Washington, DC 20001	202-334-2000
National Academy of Education	Bruce M. Albers	726 Broadway, 5 <sup>th</sup> Floor New York, NY 10003	212-998-9035
American Academy of Arts and Sciences	S. Bennett	136 Irving Street Cambridge, MA 02138	617-576-5000

8. Present or proposed position with the applicant entity. Director

9. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

Beginning/Ending

Dates (MM/YY): 6/01-Present Employer's Name: University of Miami

Address: 1352 Memorial Drive City: Coral Gables State: Florida

Country: USA Postal Code: 33146 Phone: 305-284-5155 Offices/Positions Held: President

Fax: 305-284-3768 Supervisor/Contact: Human Resources Department

Beginning/Ending

Dates (MM/YY): 1/01-6/01 Employer's Name: Center for Public Services-  
Brookings Institute

Address: 1775 Massachusetts Ave NW City: Washington State: DC

Country: USA Postal Code: 20036 Phone: 202-797-6252 Offices/Positions Held: Visiting

Distinguished Fellow

Fax: Unknown Supervisor/Contact: Human Resources Department

Beginning/Ending

Dates (MM/YY): 1/93-1/01 Employer's Name: U.S. Dept. of Health & Human Services

Address: 200 Independence Ave SW City: Washington State: DC

Country: USA Postal Code: 20201 Phone: 202-619-0257 Offices/Positions Held: U.S. Secretary

Fax: Unknown Supervisor/Contact: President of the United States

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

Beginning/Ending  
Dates (MM/YY): 1987-1993 Employer's Name: University of Wisconsin-Madison  
Address: 161 Bascom Hall, 500 Lincoln Drive City: Madison State: Wisconsin  
Country: USA Postal Code: 53706 Phone: 608-263-2400 Offices/Positions Held: Chancellor  
Fax: Unknown Supervisor/Contact: Human Resources Department

**(See Attachment A for additional positions held)**

- 10.a. Have you ever been in a position which required a fidelity bond? No If any claims were made on the bond, give details. N/A
- b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked? No If yes, give details. N/A
11. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. Attach additional pages if the space provided is insufficient. None

Organization/Issuer of License \_\_\_\_\_ Address \_\_\_\_\_  
City \_\_\_\_\_ State/Province \_\_\_\_\_ Country \_\_\_\_\_ Postal Code \_\_\_\_\_  
License Type \_\_\_\_\_ License # \_\_\_\_\_ Date Issued (MM/YY) \_\_\_\_\_  
Date Expired (MM/YY) \_\_\_\_\_ Reason for Termination \_\_\_\_\_  
Non-insurance Regulatory Phone Number (if known) \_\_\_\_\_

12. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:
- a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency? No
- b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action? No
- c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action? No
- d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses? No
- e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses? No
- f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses? No
- g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking? No

- h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute? No
- i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government? No
- j. Had a lien, or foreclosure action filed against you or any entity while you were associated with that entity? No

If the response to any question above is answered "Yes", please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

- 13. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person. None

If any of the stock is pledged or hypothecated in any way, give details. N/A

- 14. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified. If the answer is "Yes", please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities. No

If any of the shares or stock are pledged or hypothecated in any way, give details.  
N/A

- 15. Have you ever been adjudged a bankruptcy? No

- 16. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity? If yes, please indicate and give details. When responding to questions (b) and (c) affiant should also include any events within twelve (12) months after his or her departure from the entity.

- a. Been refused a permit, license, or certificate of authority by any regulatory authority, or Governmental-licensing agency? No
- b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)? No
- c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action? Yes

Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

UnitedHealth Group Incorporated and its affiliates are a complex organization, operating in a highly regulated environment, engaged in a myriad of transactions which may from time to time result in fines or other disciplinary action which are non-material.

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

Dated and signed this 20 day of June, 2005, at Coral Gables, I hereby certify under penalty of perjury that I am acting on my own behalf, and that the foregoing statements are true and correct to the best of my knowledge and belief.

Donna Edna Shalala

(Signature of Affiant)

State of Florida County of Miami-Dade

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of June 2005, By Donna Edna Shalala, and

- who is personally known to me, or
- who produced the following identification: \_\_\_\_\_

[SEAL]



Neel W. Li

Notary Public

Neel W. Li

Printed Notary Name

My Commission expires July 23, 2007

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
*(All states except California, Minnesota and Oklahoma)*

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You may obtain copies of any Background Reports about you from the consumer reporting agency ("CRA") that produces them. You may also request more information about the nature and scope of such reports by submitting a written request to Company. To obtain contact information regarding CRA or to submit a written request for more information, contact **Irene Smith, ChoicePoint, Inc., 8659 Baypine Road, Building 3, Suite 306, Jacksonville, FL 32256, telephone (225) 275-0796.**

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act."

**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. This Authorization shall remain in full force and effect until the earlier of (i) the expiration of the Term of Affiliation, (ii) written revocation as described above, or (iii) twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

Donna Edna Shalala, 8565 Old Cutler Road, Coral Gables, Florida 33143

(Printed Full Name and Residence Address)

*Donna Edna Shalala*

(Signature)

*June 20 2005*

(Date)

State of *Florida* County of *Monroe-Dade*

The foregoing instrument was acknowledged before me this *20<sup>th</sup>* day of *June* 2005, By *Donna Edna Shalala*, and

- who is personally known to me, or
- who produced the following identification:

[SEAL]



*Nelia W. Li*

Notary Public

*Nelia W. Li*

Printed Notary Name

My Commission expires *July 23, 2007*

FORM 12

**Proposed Amendment to the UCAA Instructions**  
**Section 13. NAIC Biographical Affidavits**

- A. The NAIC Biographical Affidavit is required to be submitted by an applicant in connection with pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The NAIC Biographical Affidavit must be submitted on behalf of all officers, directors and key managerial personnel of the applicant and individuals with a ten percent (10%) or more beneficial ownership in the applicant or the applicant's ultimate controlling parent ("Affiant").
- B. The NAIC Biographical Affidavit requests information with respect to your employment history, education, personal information and character. The NAIC Biographical Affidavit also includes the Disclosure and Authorization Concerning Background Reports (the "Disclosure & Authorization Form"). The Disclosure & Authorization Form permits a background investigation to be conducted on the Affiant by an Independent Third Party (as defined in paragraph (i)).
- C. The NAIC Biographical Affidavit includes three types of Disclosure & Authorization Form. There are three different Disclosure & Authorization Forms since certain state laws; regulations and rules require different kinds of disclosures and wording within such form. An Affiant must sign the corresponding Disclosure & Authorization Form(s) for the respective state(s) where the affiant has lived or worked within the last ten years. Refer to the Disclosure & Authorization Forms for further information.
- D. The NAIC Biographical Affidavit is used to evaluate the suitability of the Affiant in connection with an applicant's pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The information contained in the NAIC Biographical Affidavit is used as a tool to perform a background investigation where certain items must be verified. The background investigation may contain information bearing on the Affiant's character, general reputation, personal characteristics, mode of living and credit standing. The background investigation shall be utilized to create a background report (the "Background Report").
- E. The Disclosure & Authorization Form is valid for a maximum of one year and, in certain instances, only valid for one pending application. Additionally, an Affiant may revoke the authorization at any time by delivering a written revocation to the applicant. Refer to the Disclosure & Authorization Form for further information.
- F. The Background Reports are subject to the Fair Credit Reporting Act ("FCRA"). Pursuant to FCRA, the state departments of insurance and an applicant who is seeking admission are considered "users" of consumer reports. The FCRA requires that the Affiant be provided with a copy of the "Summary of your Rights Under the Fair Credit Reporting Act." Applicants should provide a copy of the Summary of your Rights under the Fair Credit Reporting Act to each Affiant. This summary can be found at the Federal Trade Commission ("FTC") website at <http://www.ftc.gov/bcp/conline/edcams/fcra/summary>. Applicants and state departments of insurance are required to comply with FCRA, especially as it relates to confidentiality of the information contained in such consumer reports. To the extent required by law, the Background Reports procured under the Disclosure & Authorization Form should be maintained as confidential. A copy of FCRA can be found at <http://www.ftc.gov/os/statutes/fcra.htm>.
- G. The Background Report may be received by a department of insurance in any state where an applicant files or intends to file an application, and to the applicant. Affiants who desire a copy of their Background Report, may request a copy from the applicant or the CRA as indicated on the Disclosure & Authorization Form. Refer to the Disclosure & Authorization Form for further information.
- H. Please check state specific requirements in the chart referenced below for those states that require additional background information, such as fingerprints, in place of or in addition to, NAIC Biographical Affidavits. If applying in one of those states, necessary fingerprint cards and processing fees should be included. Original NAIC Biographical Affidavits, which contain the Disclosure & Authorization Form, should be submitted to the State Department(s) of Insurance as Item 13 of your application.
- I. Independent Third Party is defined as:
- (a) A consumer reporting agency ("CRA") by the Federal Trade Commission ("FTC") and therefore subject to the FCRA,
  - (b) Has the ability to perform international background investigations,
  - (c) One whose officers and directors have no material affiliation with the applicant other than stock ownership amounting to less than 1% of total stock outstanding, unless prior approval is given by the department of insurance to which application is being made, and
  - (d) Is approved by the NAIC and/or such state(s) where an application is being made.

Refer to the UCAA website for a list of currently approved independent third party vendors/CRA's.

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

### Attachment A

Beginning/Ending  
Dates (MM/YY): 1980-1986 Employer's Name: Hunter College  
Address: 695 Park Avenue, Room E1700 City: New York State: NY  
Country: USA Postal Code: 10021 Phone: 212-772-4242 Offices/Positions Held: President  
Fax: 212-772-4724 Supervisor/Contact: Human Resources

Beginning/Ending  
Dates (MM/YY): 2001-Present Employer's Name: Gannett Co., Inc.  
Address: 7950 Jones Branch Drive City: McLean State: Virginia  
Country: USA Postal Code: 22107 Phone: 703-854-6000 Offices/Positions Held: Director  
Fax: 703-364-0855 Supervisor/Contact: Legal Department

Beginning/Ending  
Dates (MM/YY): 2001-Present Employer's Name: Lennar Corporation  
Address: 700 Northwest 107<sup>th</sup> Avenue City: Miami State: Florida  
Country: USA Postal Code: 33172 Phone: 305-559-4000 Offices/Positions Held: Director  
Fax: 305-226-4158 Supervisor/Contact: Legal Department



### BIOGRAPHICAL AFFIDAVIT

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

(Print or Type)

Full Name, Address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names). UnitedHealth Group Incorporated 9900 Bren Road East Minnetonka, MN 55343  
Phone: 952-936-1300

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

1. a. Affiant's Full Name (Initials Not Acceptable). William Gerli Spears

b. Maiden Name (if applicable). N/A

2. a. Have you ever had your name changed? No If yes, give the reason for the change and provide the full name(s).  
N/A

b. Other names used at any time (including aliases).  
None

3. a. Are you a citizen of the United States? Yes

b. Are you a citizen of any other country? No If so, what country? N/A

4. Affiant's Occupation or Profession. Financial analyst/investment executive

5. Affiant's business address Spears Grisanti & Brown LLC 45 Rockefeller Plaza, Suite 1709, New York, NY 10111  
Business telephone. 212-218-5301

6. Education and Training:

<u>College/ University</u>	<u>City/ State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>Princeton University</u>	<u>Princeton, NJ</u>	<u>1956-1960</u>	<u>AB</u>

<u>Graduate Studies: College/ University</u>	<u>City/ State</u>	<u>Dates Attended</u>	<u>Degree Obtained</u>
<u>Harvard University</u>	<u>Boston, MA</u>	<u>1960-1962</u>	<u>MBA</u>

<u>Other Training: Name</u>	<u>City/ State</u>	<u>Dates Attended</u>	<u>Degree/Certification Obtained</u>
<u>None</u>			

(Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable provide the foreign student Identification Number in the space provided in the Biographical Affidavit Supplemental Information)

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

7. List of memberships in professional societies and associations.

<u>Name of Society/Association</u>	<u>Contact Name</u>	<u>Address of Society/Association</u>	<u>Telephone Number of Society/Association</u>
Chartered Financial Analyst New York Society of Security Analysts	Unknown Debbie Stevens	Unknown 1601 Broadway, 11 <sup>th</sup> Floor New York, NY 10019	Unknown 212-541-4530

8. Present or proposed position with the applicant entity. Director

9. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

Beginning/Ending  
Dates (MM/YY): 6/99-Present Employer's Name: Spears Grisanti & Brown LLC  
Address: 45 Rockefeller Plaza City: New York State: New York  
Country: USA Postal Code: 10111 Phone: 212-218-5301 Offices/Positions Held: Managing Director  
Supervisor/Contact: Human Resources Department

Beginning/Ending  
Dates (MM/YY): 2/72-6/99 Employer's Name: Spears, Benzak, Salomon & Farrell  
Address: 45 Rockefeller Plaza City: New York State: New York  
Country: USA Postal Code: 10111 Phone: 212-903-1213 Offices/Positions Held: Chairman & CEO  
Supervisor/Contact: Human Resources Department

Beginning/Ending  
Dates (MM/YY): 1989-7/2004 Employer's Name: Alcide Corporation  
Address: 8561 154<sup>th</sup> Avenue NE City: Redmond State: WA  
Country: USA Postal Code: 98052 Phone: 425-882-2555 Offices/Positions Held: Director  
Supervisor/Contact: Legal Department

Beginning/Ending  
Dates (MM/YY): 1999-Present Employer's Name: Avatar Holdings, Inc.  
Address: 201 Alhambra Circle City: Coral Gables State: Florida  
Country: USA Postal Code: 33134 Phone: 305-442-7000 Offices/Positions Held: Director  
Supervisor/Contact: Legal Department

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

10.a. Have you ever been in a position which required a fidelity bond? No If any claims were made on the bond, give details. N/A

b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked? No If yes, give details. N/A

11. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. Attach additional pages if the space provided is insufficient. None

Organization/Issuer of License \_\_\_\_\_ Address \_\_\_\_\_

City \_\_\_\_\_ State/Province \_\_\_\_\_ Country \_\_\_\_\_ Postal Code \_\_\_\_\_

License Type \_\_\_\_\_ License # \_\_\_\_\_ Date Issued (MM/YY) \_\_\_\_\_

Date Expired (MM/YY) \_\_\_\_\_ Reason for Termination \_\_\_\_\_

Non-insurance Regulatory Phone Number (if known) \_\_\_\_\_

12. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:

a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency? No

b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action? No

c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action? No

d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses? No

e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses? No

f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses? No

g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking? No

h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute? Yes

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None

FEIN: 41-1321939

- i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government? No
- j. Had a lien, or foreclosure action filed against you or any entity while you were associated with that entity? No

If the response to any question above is answered "Yes", please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

In Re: United HealthCare Corporation Securities Litigation, United States District Court, District of Minnesota, Civil Action No. 98-1888 JMR/FLN was a consolidated Class Action which individually named some of the directors and officers of United HealthCare Corporation, now known as UnitedHealth Group Incorporated ("United"). Plaintiffs alleged to have suffered damages as a result of having purchased United common stock at prices inflated due to materially false and misleading statements disseminated by the defendants regarding United's business, while allegedly individual defendants were able to sell some of their personal holdings in United stock at artificially inflated prices prior to announcing a restructuring charge and making other disclosures. Defendants denied liability to the Plaintiffs or Class and denied that Plaintiffs or the Class had suffered any damages. The parties disagreed on both liability and damages and, due to a settlement, the Court did not make any findings on the merits of the case. The dismissal of the consolidated shareholder class action resulted from a settlement agreement, the terms of which were reviewed and approved by the Court with an Order distributing class funds issued on February 13, 2003.

- 13. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person. None

If any of the stock is pledged or hypothecated in any way, give details. N/A

- 14. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified. If the answer is "Yes", please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities. No

If any of the shares or stock are pledged or hypothecated in any way, give details.  
N/A

- 15. Have you ever been adjudged a bankruptcy? No

16. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity? If yes, please indicate and give details. When responding to questions (b) and (c) affiant should also include any events within twelve (12) months after his or her departure from the entity.

- a. Been refused a permit, license, or certificate of authority by any regulatory authority, or Governmental-licensing agency? No
- b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)? No
- c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action? Yes

Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

UnitedHealth Group Incorporated and its affiliates are a complex organization, operating in a highly regulated environment, engaged in a myriad of transactions which may from time to time result in fines or other disciplinary action which are non-material.

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

Dated and signed this 16 day of June, 2005, at New York NY I hereby certify under penalty of perjury that I am acting on my own behalf, and that the foregoing statements are true and correct to the best of my knowledge and belief.

*W. Gerli Spears*

(Signature of Affiant)

State of New York  
County of New York

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of June 2005, By William Gerli Spears, and

- who is personally known to me, or
- who produced the following identification: \_\_\_\_\_

[SEAL]

*Clare E. Vitale*

Notary Public

**CLARE E. VITALE**

Printed Notary Name

My Commission expires 8/31/06

CLARE E. VITALE  
 Notary Public, State of New York  
 No. 01V14720623  
 Qualified in New York County  
 Commission Expires 08/31/06

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
*(All states except California, Minnesota and Oklahoma)*

This Disclosure and Authorization is provided to you in connection with pending or future application(s) of **UnitedHealth Group Incorporated** (the "Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both)("Background Reports") regarding your background for review by a department of insurance in any state where Company pursues an Application during the term of your functioning as, or seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may obtain copies of any Background Reports about you from the consumer reporting agency ("CRA") that produces them. You may also request more information about the nature and scope of such reports by submitting a written request to Company. To obtain contact information regarding CRA or to submit a written request for more information, contact **Irene Smith, ChoicePoint, Inc., 8659 Baypine Road, Building 3, Suite 306, Jacksonville, FL 32256, telephone (225) 275-0796.**

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act."

**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. This Authorization shall remain in full force and effect until the earlier of (i) the expiration of the Term of Affiliation, (ii) written revocation as described above, or (iii) twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

William Gerli Spears, 825 5<sup>th</sup> Avenue, Apt. 11A, New York, NY 10021  
(Printed Full Name and Residence Address)

*William Gerli Spears*  
(Signature)

6/16/05  
(Date)

State of New York  
County of Westchester

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of June 2005, By William Gerli Spears, and

- who is personally known to me, or
- who produced the following identification: \_\_\_\_\_

[SEAL]

*Claire E. Vitale*  
Notary Public  
CLAIRE E. VITALE  
Printed Notary Name

My Commission expires 8/31/06

FORM 12

**Proposed Amendment to the UCAA Instructions**  
**Section 13. NAIC Biographical Affidavits**

- A. The NAIC Biographical Affidavit is required to be submitted by an applicant in connection with pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The NAIC Biographical Affidavit must be submitted on behalf of all officers, directors and key managerial personnel of the applicant and individuals with a ten percent (10%) or more beneficial ownership in the applicant or the applicant's ultimate controlling parent ("Affiant").
- B. The NAIC Biographical Affidavit requests information with respect to your employment history, education, personal information and character. The NAIC Biographical Affidavit also includes the Disclosure and Authorization Concerning Background Reports (the "Disclosure & Authorization Form"). The Disclosure & Authorization Form permits a background investigation to be conducted on the Affiant by an Independent Third Party (as defined in paragraph (i)).
- C. The NAIC Biographical Affidavit includes three types of Disclosure & Authorization Form. There are three different Disclosure & Authorization Forms since certain state laws; regulations and rules require different kinds of disclosures and wording within such form. An Affiant must sign the corresponding Disclosure & Authorization Form(s) for the respective state(s) where the affiant has lived or worked within the last ten years. Refer to the Disclosure & Authorization Forms for further information.
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- F. The Background Reports are subject to the Fair Credit Reporting Act ("FCRA"). Pursuant to FCRA, the state departments of insurance and an applicant who is seeking admission are considered "users" of consumer reports. The FCRA requires that the Affiant be provided with a copy of the "Summary of your Rights Under the Fair Credit Reporting Act." Applicants should provide a copy of the Summary of your Rights under the Fair Credit Reporting Act to each Affiant. This summary can be found at the Federal Trade Commission ("FTC") website at <http://www.ftc.gov/bcp/conline/edcams/fcra/summary>. Applicants and state departments of insurance are required to comply with FCRA, especially as it relates to confidentiality of the information contained in such consumer reports. To the extent required by law, the Background Reports procured under the Disclosure & Authorization Form should be maintained as confidential. A copy of FCRA can be found at <http://www.ftc.gov/os/statutes/fcra.htm>.
- G. The Background Report may be received by a department of insurance in any state where an applicant files or intends to file an application, and to the applicant. Affiants who desire a copy of their Background Report, may request a copy from the applicant or the CRA as indicated on the Disclosure & Authorization Form. Refer to the Disclosure & Authorization Form for further information.
- H. Please check state specific requirements in the chart referenced below for those states that require additional background information, such as fingerprints, in place of or in addition to, NAIC Biographical Affidavits. If applying in one of those states, necessary fingerprint cards and processing fees should be included. Original NAIC Biographical Affidavits, which contain the Disclosure & Authorization Form, should be submitted to the State Department(s) of Insurance as Item 13 of your application.
- I. Independent Third Party is defined as:
- (a) A consumer reporting agency ("CRA") by the Federal Trade Commission ("FTC") and therefore subject to the FCRA,
  - (b) Has the ability to perform international background investigations,
  - (c) One whose officers and directors have no material affiliation with the applicant other than stock ownership amounting to less than 1% of total stock outstanding, unless prior approval is given by the department of insurance to which application is being made, and
  - (d) Is approved by the NAIC and/or such state(s) where an application is being made.

Refer to the UCAA website for a list of currently approved independent third party vendors/CRA's.



**BIOGRAPHICAL AFFIDAVIT**

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

(Print or Type)

Full Name, Address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names). UnitedHealth Group Incorporated 9900 Bren Road East Minnetonka, MN 55343  
Phone: 952-936-1300

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

1. a. Affiant's Full Name (Initials Not Acceptable). Gail Roggin Wilensky, Ph.D.

b. Maiden Name (if applicable). Gail Roggin

2. a. Have you ever had your name changed? Yes If yes, give the reason for the change and provide the full name(s).  
Marriage – Gail Roggin

b. Other names used at any time (including aliases).  
None

3. a. Are you a citizen of the United States? Yes

b. Are you a citizen of any other country? No If so, what country? N/A

4. Affiant's Occupation or Profession. Healthcare professional

5. Affiant's business address Project Hope 7500 Old Georgetown Road, Suite 600, Bethesda, MD 20814

Business telephone. 301-656-7401

6. Education and Training:

<u>College/ University</u>	<u>City/ State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>University of Michigan</u>	<u>Ann Arbor, MI</u>	<u>1960-1964</u>	<u>BA</u>

<u>Graduate Studies: College/ University</u>	<u>City/ State</u>	<u>Dates Attended</u>	<u>Degree Obtained</u>
<u>University of Michigan</u>	<u>Ann Arbor, MI</u>	<u>1964-1965</u>	<u>MA</u>
<u>University of Michigan</u>	<u>Ann Arbor, MI</u>	<u>1965-1968</u>	<u>Ph.D.</u>

<u>Other Training: Name</u>	<u>City/ State</u>	<u>Dates Attended</u>	<u>Degree/Certification Obtained</u>
<u>Hahnemann University</u>	<u>Philadelphia, PA</u>	<u>1993</u>	<u>Honorary Degree</u>
<u>Rush University</u>	<u>Chicago, IL</u>	<u>1997</u>	<u>Honorary Degree</u>
<u>University of the Sciences</u>	<u>Philadelphia, PA</u>	<u>2002</u>	<u>Honorary Degree</u>

(Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable provide the foreign student Identification Number in the space provided in the Biographical Affidavit Supplemental Information)

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

7. List of memberships in professional societies and associations.

<u>Name of Society/Association</u>	<u>Contact Name</u>	<u>Address of Society/Association</u>	<u>Telephone Number of Society/Association</u>
Institute of Medicine	Susanne Stoiber	500 Fifth Street, NW Washington, DC 20001	202-334-2352
American Economic Association	Peter A. Diamond	2014 Broadway, Suite 305 Nashville, TN 37203	615-322-2595
National Academy of Sciences		500 Fifth Street, NW Washington, DC 20001	202-334-2000
American Public Health Association	Ilisa Halpern	1015 15 <sup>th</sup> St. NW, Suite 300 Washington, DC 20005	202-789-5600

8. Present or proposed position with the applicant entity. Director

9. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

Beginning/Ending  
Dates (MM/YY): 1/93-Present Employer's Name: Project Hope  
Address: 7500 Old Georgetown Road, Suite 600 City: Bethesda State: Maryland  
Country: USA Postal Code: 20814 Phone: 301-656-7401 Offices/Positions Held: Senior Fellow/  
Past John M. Olin  
Supervisor/Contact: Dr. John P. Howe, III Senior Fellow

Beginning/Ending  
Dates (MM/YY): 5/01-5/03 Employer's Name: President's Task Force to Improve Health  
Care for Our Nation's Veterans  
Address: 1730 K Street NW City: Washington State: DC  
Country: USA Postal Code: 20006 Phone: 202-653-7220 Offices/Positions Held: Co-Chair  
Supervisor/Contact: President of the United States

Beginning/Ending  
Dates (MM/YY): 10/97-5/01 Employer's Name: Medicare Payment Advisory Commission  
Address: 1730 K Street NW City: Washington State: DC  
Country: USA Postal Code: 20006 Phone: 202-653-7220 Offices/Positions Held: Chair  
Supervisor/Contact: \_\_\_\_\_

Beginning/Ending  
Dates (MM/YY): 5/95-9/97 Employer's Name: The Physician Payment Review Commission  
Address: 1730 K Street NW City: Washington State: DC  
Country: USA Postal Code: 20006 Phone: 202-653-7220 Offices/Positions Held: Chair  
Fax: \_\_\_\_\_ Supervisor/Contact: \_\_\_\_\_

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

Beginning/Ending  
Dates (MM/YY): 3/92-1/93 Employer's Name: US Government-The White House

Address: Old Executive Office Building City: Washington State: DC

Country: USA Postal Code: 20500 Phone: 202-456-1414 Offices/Positions Held: Deputy Assistant to  
The President for

Fax: \_\_\_\_\_ Supervisor/Contact: President of the United States Policy Development

**(See Attachment A for additional positions held)**

10.a. Have you ever been in a position which required a fidelity bond? No If any claims were made on the bond, give details. N/A

b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked? No If yes, give details. N/A

11. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. Attach additional pages if the space provided is insufficient. None

Organization/Issuer of License \_\_\_\_\_ Address \_\_\_\_\_

City \_\_\_\_\_ State/Province \_\_\_\_\_ Country \_\_\_\_\_ Postal Code \_\_\_\_\_

License Type \_\_\_\_\_ License # \_\_\_\_\_ Date Issued (MM/YY) \_\_\_\_\_

Date Expired (MM/YY) \_\_\_\_\_ Reason for Termination \_\_\_\_\_

Non-insurance Regulatory Phone Number (if known) \_\_\_\_\_

12. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:

a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency? No

b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action? No

c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action? No

d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses? No

e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses? No

f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses? No

- g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking? No
- h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute? No
- i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government? No
- j. Had a lien, or foreclosure action filed against you or any entity while you were associated with that entity? No

If the response to any question above is answered "Yes", please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

13. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person. None

If any of the stock is pledged or hypothecated in any way, give details. N/A

14. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified. If the answer is "Yes", please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities.

UnitedHealth Group is a publicly traded company of which I own less than 1% of the shares. I may own less than 1% of the shares of some non-affiliated publicly traded regulated companies.

If any of the shares or stock are pledged or hypothecated in any way, give details.  
N/A

15. Have you ever been adjudged a bankruptcy? No

16. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity? If yes, please indicate and give details. When responding to questions (b) and (c) affiant should also include any events within twelve (12) months after his or her departure from the entity.

- a. Been refused a permit, license, or certificate of authority by any regulatory authority, or Governmental-licensing agency? No
- b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)?  
No
- c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action? Yes

Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

UnitedHealth Group Incorporated and its affiliates are a complex organization, operating in a highly regulated environment, engaged in a myriad of transactions which may from time to time result in fines or other disciplinary action which are non-material.

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

Dated and signed this 16 day of June, 2005, at Bethesda, Md, I hereby certify under penalty of perjury that I am acting on my own behalf, and that the foregoing statements are true and correct to the best of my knowledge and belief.

Gail R. Wilensky  
(Signature of Affiant)

State of Maryland  
County of Montgomery

The foregoing instrument was acknowledged before me this 16th day of June 2005, By Gail Roggin Wilensky, and

who is personally known to me, or  
 who produced the following identification: \_\_\_\_\_

[SEAL]

Luiz E. G. Mobilia  
Notary Public  
Luiz E. G. Mobilia  
Printed Notary Name

My Commission expires Jan. 1, 2006

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
*(All states except California, Minnesota and Oklahoma)*

This Disclosure and Authorization is provided to you in connection with pending or future application(s) of **UnitedHealth Group Incorporated** (the "Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both)("Background Reports") regarding your background for review by a department of insurance in any state where Company pursues an Application during the term of your functioning as, or seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may obtain copies of any Background Reports about you from the consumer reporting agency ("CRA") that produces them. You may also request more information about the nature and scope of such reports by submitting a written request to Company. To obtain contact information regarding CRA or to submit a written request for more information, contact **Irene Smith, ChoicePoint, Inc., 8659 Baypine Road, Building 3, Suite 306, Jacksonville, FL 32256, telephone (225) 275-0796.**

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act."

**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. This Authorization shall remain in full force and effect until the earlier of (i) the expiration of the Term of Affiliation, (ii) written revocation as described above, or (iii) twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

Gail Roggin Wilensky, 2807 Battery Place Northwest, Washington, DC USA 20016

(Printed Full Name and Residence Address)

Gail R. Wilensky  
(Signature)

June 16, 2005  
(Date)

State of Maryland  
County of Montgomery

The foregoing instrument was acknowledged before me this 16th day of June 2005, By Gail Roggin Wilensky, and  who is personally known to me, or  who produced the following identification: \_\_\_\_\_

[SEAL]

My S P Keshi  
Notary Public  
WVA E.G. Mobin  
Printed Notary Name

My Commission expires Jan. 01 / 2006  
January 27, 2005  
FORM 11

FORM 12

**Proposed Amendment to the UCAA Instructions**  
**Section 13. NAIC Biographical Affidavits**

- A. The NAIC Biographical Affidavit is required to be submitted by an applicant in connection with pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The NAIC Biographical Affidavit must be submitted on behalf of all officers, directors and key managerial personnel of the applicant and individuals with a ten percent (10%) or more beneficial ownership in the applicant or the applicant's ultimate controlling parent ("Affiant").
- B. The NAIC Biographical Affidavit requests information with respect to your employment history, education, personal information and character. The NAIC Biographical Affidavit also includes the Disclosure and Authorization Concerning Background Reports (the "Disclosure & Authorization Form"). The Disclosure & Authorization Form permits a background investigation to be conducted on the Affiant by an Independent Third Party (as defined in paragraph (i)).
- C. The NAIC Biographical Affidavit includes three types of Disclosure & Authorization Form. There are three different Disclosure & Authorization Forms since certain state laws; regulations and rules require different kinds of disclosures and wording within such form. An Affiant must sign the corresponding Disclosure & Authorization Form(s) for the respective state(s) where the affiant has lived or worked within the last ten years. Refer to the Disclosure & Authorization Forms for further information.
- D. The NAIC Biographical Affidavit is used to evaluate the suitability of the Affiant in connection with an applicant's pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The information contained in the NAIC Biographical Affidavit is used as a tool to perform a background investigation where certain items must be verified. The background investigation may contain information bearing on the Affiant's character, general reputation, personal characteristics, mode of living and credit standing. The background investigation shall be utilized to create a background report (the "Background Report").
- E. The Disclosure & Authorization Form is valid for a maximum of one year and, in certain instances, only valid for one pending application. Additionally, an Affiant may revoke the authorization at any time by delivering a written revocation to the applicant. Refer to the Disclosure & Authorization Form for further information.
- F. The Background Reports are subject to the Fair Credit Reporting Act ("FCRA"). Pursuant to FCRA, the state departments of insurance and an applicant who is seeking admission are considered "users" of consumer reports. The FCRA requires that the Affiant be provided with a copy of the "Summary of your Rights Under the Fair Credit Reporting Act." Applicants should provide a copy of the Summary of your Rights under the Fair Credit Reporting Act to each Affiant. This summary can be found at the Federal Trade Commission ("FTC") website at <http://www.ftc.gov/bcp/conline/edcams/fcra/summary>. Applicants and state departments of insurance are required to comply with FCRA, especially as it relates to confidentiality of the information contained in such consumer reports. To the extent required by law, the Background Reports procured under the Disclosure & Authorization Form should be maintained as confidential. A copy of FCRA can be found at <http://www.ftc.gov/os/statutes/fcra.htm>.
- G. The Background Report may be received by a department of insurance in any state where an applicant files or intends to file an application, and to the applicant. Affiants who desire a copy of their Background Report, may request a copy from the applicant or the CRA as indicated on the Disclosure & Authorization Form. Refer to the Disclosure & Authorization Form for further information.
- H. Please check state specific requirements in the chart referenced below for those states that require additional background information, such as fingerprints, in place of or in addition to, NAIC Biographical Affidavits. If applying in one of those states, necessary fingerprint cards and processing fees should be included. Original NAIC Biographical Affidavits, which contain the Disclosure & Authorization Form, should be submitted to the State Department(s) of Insurance as Item 13 of your application.
- I. Independent Third Party is defined as:
- (a) A consumer reporting agency ("CRA") by the Federal Trade Commission ("FTC") and therefore subject to the FCRA,
  - (b) Has the ability to perform international background investigations,
  - (c) One whose officers and directors have no material affiliation with the applicant other than stock ownership amounting to less than 1% of total stock outstanding, unless prior approval is given by the department of insurance to which application is being made, and
  - (d) Is approved by the NAIC and/or such state(s) where an application is being made.

Refer to the UCAA website for a list of currently approved independent third party vendors/CRA's.

**Attachment A**

Beginning/Ending  
 Dates (MM/YY): 2/90-3/92 Employer's Name: U.S. Dept. of Health and Human Services  
 Address: 200 Independence Avenue, SW City: Washington State: DC  
 Country: USA Postal Code: 20201 Phone: 202-619-0257 Offices/Positions Held: Administrator,  
Health Care  
 Fax: \_\_\_\_\_ Supervisor/Contact: US President Financing

Beginning/Ending  
 Dates (MM/YY): 1983-1990 Employer's Name: Project Hope  
 Address: 7500 Georgetown Road City: Bethesda State: Maryland  
 Country: USA Postal Code: 20814 Phone: 301-656-7401 Offices/Positions Held: Co-chair; also  
Vice President of  
 Fax: 301-654-0629 Supervisor/Contact: \_\_\_\_\_ Health Affairs 1983-1989

Beginning/Ending  
 Dates (MM/YY): 1978-1983 Employer's Name: US Dept of Health & Human Services-  
National Center for Health Services Research  
 Address: 200 Independence Avenue, SW City: Washington State: DC  
 Country: USA Postal Code: 20201 Phone: 202-619-0257 Offices/Positions Held: Senior Research  
Manager  
 Fax: \_\_\_\_\_ Supervisor/Contact: US President

Beginning/Ending  
 Dates (MM/YY): 1993-4/03 Employer's Name: Advanced Tissue Sciences, Inc.  
 Address: 10933 N. Torrey Pines Road City: LaJolla State: California  
 Country: USA Postal Code: 92037 Phone: 858-713-7300 Offices/Positions Held: Director  
 Fax: \_\_\_\_\_ Supervisor/Contact: \_\_\_\_\_

Beginning/Ending  
 Dates (MM/YY): 2000-Present Employer's Name: Gentiva Health Services, Inc.  
 Address: 3 Huntington Quadrangle, 2S City: Melville State: New York  
 Country: USA Postal Code: 11747 Phone: 631-501-7000 Offices/Positions Held: Director  
 Fax: \_\_\_\_\_ Supervisor/Contact: \_\_\_\_\_

Beginning/Ending  
Dates (MM/YY): 1998-Present Employer's Name: Manor Care, Inc.  
Address: 333 N. Summit Street City: Toledo State: Ohio  
Country: USA Postal Code: 43604 Phone: 419-252-5500 Offices/Positions Held: Director  
Fax: \_\_\_\_\_ Supervisor/Contact: \_\_\_\_\_

Beginning/Ending  
Dates (MM/YY): 1997-Present Employer's Name: Quest Diagnostics Incorporated  
Address: One Malcolm Avenue City: Teterboro State: New Jersey  
Country: USA Postal Code: 07608 Phone: 201-393-5000 Offices/Positions Held: Director  
Fax: 201-462-4169 Supervisor/Contact: \_\_\_\_\_

Beginning/Ending  
Dates (MM/YY): 1/02-Present Employer's Name: Cephalon, Inc.  
Address: 145 Brandywine Parkway City: West Chester State: Pennsylvania  
Country: USA Postal Code: 19380 Phone: 610-344-0200 Offices/Positions Held: Director  
Fax: 610-738-6590 Supervisor/Contact: \_\_\_\_\_

Beginning/Ending  
Dates (MM/YY): 1993-1/03 Employer's Name: Syncor International Corporation  
Address: 6464 Canoga Avenue City: Woodland Hills State: California  
Country: USA Postal Code: 91367 Phone: 818-737-4000 Offices/Positions Held: Director  
Fax: \_\_\_\_\_ Supervisor/Contact: \_\_\_\_\_



**BIOGRAPHICAL AFFIDAVIT**

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

(Print or Type)

Full Name, Address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names). UnitedHealth Group Incorporated 9900 Bren Road East Minnetonka, MN 55343  
Phone: 952-936-1300

Type of entity (i.e. insurance company, premium finance company, etc.): Holding Company

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

1. a. Affiant's Full Name (Initials Not Acceptable). Patrick James Erlandson

b. Maiden Name (if applicable). N/A

2. a. Have you ever had your name changed? No If yes, give the reason for the change and provide the full name(s).  
N/A

b. Other names used at any time (including aliases).  
None

3. a. Are you a citizen of the United States? Yes

b. Are you a citizen of any other country? No If so, what country? N/A

4. Affiant's Occupation or Profession. Executive

5. Affiant's business address 9900 Bren Road East, Minnetonka, MN 55343

Business telephone. 952-936-1300

6. Education and Training:

<u>College/ University</u>	<u>City/ State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>St. John's University</u>	<u>Collegeville, MN</u>	<u>9/77-5/81</u>	<u>BS</u>

<u>Graduate Studies: College/ University</u>	<u>City/ State</u>	<u>Dates Attended</u>	<u>Degree Obtained</u>
<u>None</u>			

<u>Other Training: Name</u>	<u>City/ State</u>	<u>Dates Attended</u>	<u>Degree/Certification Obtained</u>
<u>None</u>			

(Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable provide the foreign student Identification Number in the space provided in the Biographical Affidavit Supplemental Information)

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

7. List of memberships in professional societies and associations.

<u>Name of Society/Association</u>	<u>Contact Name</u>	<u>Address of Society/Association</u>	<u>Telephone Number of Society/Association</u>
Minnesota Society of CPAs	Nancy Hilmo	1650 W. 82 <sup>nd</sup> Street, Suite 600 Bloomington, MN 55431	952-831-2707
American Institute of CPAs	Alan Anderson	1211 Ave. of the Americas New York, NY 10036	212-596-6200

8. Present or proposed position with the applicant entity. Chief Financial Officer

9. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

Beginning/Ending  
Dates (MM/YY): 1/01-Present Employer's Name: UnitedHealth Group Incorporated

Address: 9900 Bren Road East City: Minnetonka State: Minnesota

Country: USA Postal Code: 55343 Phone: 952-936-1300 Offices/Positions Held: Chief Financial Officer, Chief Accounting Officer, Asst. Treasurer

Fax: 952-936-3007 Supervisor/Contact: Stephen J. Hemsley

Beginning/Ending  
Dates (MM/YY): 9/98-1/01 Employer's Name: UnitedHealth Group Incorporated

Address: 9900 Bren Road East City: Minnetonka State: Minnesota

Country: USA Postal Code: 55343 Phone: 952-936-1300 Offices/Positions Held: Chief Accounting Officer & Controller

Fax: 952-936-3007 Supervisor/Contact: Stephen J. Hemsley

Beginning/Ending  
Dates (MM/YY): 12/97-8/98 Employer's Name: UnitedHealth Group Incorporated

Address: 9900 Bren Road East City: Minnetonka State: Minnesota

Country: USA Postal Code: 55343 Phone: 952-936-1300 Offices/Positions Held: VP Process, Planning Information Channels

Fax: 952-936-3007 Supervisor/Contact: Stephen J. Hemsley

Beginning/Ending  
Dates (MM/YY): 1981-1997 Employer's Name: Arthur Andersen LLP

Address: 45 South 7<sup>th</sup> Street City: Minneapolis State: Minnesota

Country: USA Postal Code: 55402 Phone: Unknown Offices/Positions Held: Various

Fax: Unknown Supervisor/Contact: Steve Polacek, Deloitte & Touche

10.a. Have you ever been in a position which required a fidelity bond? No If any claims were made on the bond, give details. N/A

b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked? No If yes, give details. N/A

11. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. Attach additional pages if the space provided is insufficient.

Organization/Issuer of License State of Minnesota Board of Accountancy Address 85 East 7<sup>th</sup> Place, Suite 125

City St. Paul State/Province Minnesota Country USA Postal Code 55101

License Type Certified Public Accountant License # 09256 Date Issued (MM/YY) 4/18/85

Date Expired (MM/YY) n/a Reason for Termination Inactive

Non-insurance Regulatory Phone Number (if known) 651-296-7938

12. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:

a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency? No

b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action? No

c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action? No

d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses? No

e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses? No

f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses? No

g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking? No

h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute? No

i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government? No

j. Had a lien or foreclosure action filed against you or any entity while you were associated with that entity? No

If the response to any question above is answered "Yes", please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

13. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person. None

If any of the stock is pledged or hypothecated in any way, give details. N/A

14. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified. If the answer is "Yes", please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities. No

If any of the shares or stock are pledged or hypothecated in any way, give details.  
N/A

15. Have you ever been adjudged a bankruptcy? No If yes, provide details. \_\_\_\_\_

16. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity? If yes, please indicate and give details. When responding to questions (b) and (c) affiant should also include any events within twelve (12) months after his or her departure from the entity.

a. Been refused a permit, license, or certificate of authority by any regulatory authority, or Governmental-licensing agency? No

b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)? No

c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action? Yes

Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

UnitedHealth Group Incorporated and its affiliates are a complex organization, operating in a highly regulated environment, engaged in a myriad of transactions which may from time to time result in fines or other disciplinary action which are non-material.

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

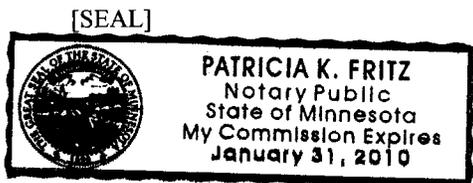
Dated and signed this 21 day of June, 2005, at Minnetonka, MN, I hereby certify under penalty of perjury that I am acting on my own behalf, and that the foregoing statements are true and correct to the best of my knowledge and belief.

Patrick James Erlandson  
(Signature of Affiant)

State of Minnesota  
County of Hennepin

The foregoing instrument was acknowledged before me this 21 day of June 2005, By Patrick James Erlandson, and

- who is personally known to me, or
- who produced the following identification: \_\_\_\_\_



PKFritz  
Notary Public  
Patricia K Fritz  
Printed Notary Name

My Commission expires 1-31-2010

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
*(All states except California, Minnesota and Oklahoma)*

This Disclosure and Authorization is provided to you in connection with pending or future application(s) of UnitedHealth Group Incorporated (the "Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both)("Background Reports") regarding your background for review by a department of insurance in any state where Company pursues an Application during the term of your functioning as, or seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may obtain copies of any Background Reports about you from the consumer reporting agency ("CRA") that produces them. You may also request more information about the nature and scope of such reports by submitting a written request to Company. To obtain contact information regarding CRA or to submit a written request for more information, contact **Irene Smith, ChoicePoint, Inc., 8659 Baypine Road, Building 3, Suite 306, Jacksonville, FL 32256, telephone (225) 275-0796.**

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act."

**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. This Authorization shall remain in full force and effect until the earlier of (i) the expiration of the Term of Affiliation, (ii) written revocation as described above, or (iii) twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

Patrick James Erlandson, 30 Island Road, North Oaks, MN 55127  
(Printed Full Name and Residence Address)

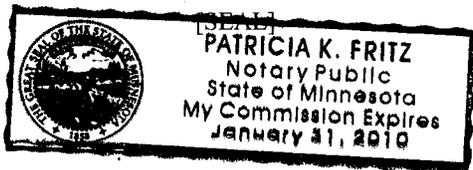
Patrick J Erlandson  
(Signature)

6/21/05  
(Date)

State of Minnesota  
County of Hennepin

The foregoing instrument was acknowledged before me this 21 day of June 2005, By Patrick James Erlandson, and

- who is personally known to me, or
- who produced the following identification: \_\_\_\_\_



PK Fritz  
Notary Public  
Patricia K Fritz  
Printed Notary Name

My Commission expires 1-31-2010

FORM 12

**Proposed Amendment to the UCAA Instructions**  
**Section 13. NAIC Biographical Affidavits**

- A. The NAIC Biographical Affidavit is required to be submitted by an applicant in connection with pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The NAIC Biographical Affidavit must be submitted on behalf of all officers, directors and key managerial personnel of the applicant and individuals with a ten percent (10%) or more beneficial ownership in the applicant or the applicant's ultimate controlling parent ("Affiant").
- B. The NAIC Biographical Affidavit requests information with respect to your employment history, education, personal information and character. The NAIC Biographical Affidavit also includes the Disclosure and Authorization Concerning Background Reports (the "Disclosure & Authorization Form"). The Disclosure & Authorization Form permits a background investigation to be conducted on the Affiant by an Independent Third Party (as defined in paragraph (i)).
- C. The NAIC Biographical Affidavit includes three types of Disclosure & Authorization Form. There are three different Disclosure & Authorization Forms since certain state laws; regulations and rules require different kinds of disclosures and wording within such form. An Affiant must sign the corresponding Disclosure & Authorization Form(s) for the respective state(s) where the affiant has lived or worked within the last ten years. Refer to the Disclosure & Authorization Forms for further information.
- D. The NAIC Biographical Affidavit is used to evaluate the suitability of the Affiant in connection with an applicant's pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The information contained in the NAIC Biographical Affidavit is used as a tool to perform a background investigation where certain items must be verified. The background investigation may contain information bearing on the Affiant's character, general reputation, personal characteristics, mode of living and credit standing. The background investigation shall be utilized to create a background report (the "Background Report").
- E. The Disclosure & Authorization Form is valid for a maximum of one year and, in certain instances, only valid for one pending application. Additionally, an Affiant may revoke the authorization at any time by delivering a written revocation to the applicant. Refer to the Disclosure & Authorization Form for further information.
- F. The Background Reports are subject to the Fair Credit Reporting Act ("FCRA"). Pursuant to FCRA, the state departments of insurance and an applicant who is seeking admission are considered "users" of consumer reports. The FCRA requires that the Affiant be provided with a copy of the "Summary of your Rights Under the Fair Credit Reporting Act." Applicants should provide a copy of the Summary of your Rights under the Fair Credit Reporting Act to each Affiant. This summary can be found at the Federal Trade Commission ("FTC") website at <http://www.ftc.gov/bcp/conline/edcams/fcra/summary>. Applicants and state departments of insurance are required to comply with FCRA, especially as it relates to confidentiality of the information contained in such consumer reports. To the extent required by law, the Background Reports procured under the Disclosure & Authorization Form should be maintained as confidential. A copy of FCRA can be found at <http://www.ftc.gov/os/statutes/fcra.htm>.
- G. The Background Report may be received by a department of insurance in any state where an applicant files or intends to file an application, and to the applicant. Affiants who desire a copy of their Background Report, may request a copy from the applicant or the CRA as indicated on the Disclosure & Authorization Form. Refer to the Disclosure & Authorization Form for further information.
- H. Please check state specific requirements in the chart referenced below for those states that require additional background information, such as fingerprints, in place of or in addition to, NAIC Biographical Affidavits. If applying in one of those states, necessary fingerprint cards and processing fees should be included. Original NAIC Biographical Affidavits, which contain the Disclosure & Authorization Form, should be submitted to the State Department(s) of Insurance as Item 13 of your application.
- I. Independent Third Party is defined as:
- (a) A consumer reporting agency ("CRA") by the Federal Trade Commission ("FTC") and therefore subject to the FCRA,
  - (b) Has the ability to perform international background investigations,
  - (c) One whose officers and directors have no material affiliation with the applicant other than stock ownership amounting to less than 1% of total stock outstanding, unless prior approval is given by the department of insurance to which application is being made, and
  - (d) Is approved by the NAIC and/or such state(s) where an application is being made.

Refer to the UCAA website for a list of currently approved independent third party vendors/CRA's.



### BIOGRAPHICAL AFFIDAVIT

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

(Print or Type)

Full Name, Address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names). UnitedHealth Group Incorporated 9900 Bren Road East Minnetonka, MN 55343  
Phone: 952-936-1300

Type of entity (i.e. insurance company, premium finance company, etc.): Holding Company

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

1. a. Affiant's Full Name (Initials Not Acceptable). Stephen Joseph Hemsley

b. Maiden Name (if applicable). N/A

2. a. Have you ever had your name changed? No If yes, give the reason for the change and provide the full name(s).  
N/A

b. Other names used at any time (including aliases).  
None

3. a. Are you a citizen of the United States? Yes

b. Are you a citizen of any other country? No If so, what country? N/A

4. Affiant's Occupation or Profession. Executive

5. Affiant's business address 9900 Bren Road East, Minnetonka, Minnesota 55343

Business telephone. 952-936-1308

6. Education and Training:

<u>College/ University</u>	<u>City/ State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>Fordham University</u>	<u>New York, NY</u>	<u>1970-1974</u>	<u>BS</u>

<u>Graduate Studies: College/ University</u>	<u>City/ State</u>	<u>Dates Attended</u>	<u>Degree Obtained</u>
<u>None</u>			

<u>Other Training: Name</u>	<u>City/ State</u>	<u>Dates Attended</u>	<u>Degree/Certification Obtained</u>
<u>None</u>			

(Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable provide the foreign student Identification Number in the space provided in the Biographical Affidavit Supplemental Information)

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

7. List of memberships in professional societies and associations.

<u>Name of Society/Association</u>	<u>Contact Name</u>	<u>Address of Society/Association</u>	<u>Telephone Number of Society/Association</u>
American Institute of Certified Public Accountants	Barry C. Melancon, President & CEO	1211 Ave of the Americas New York, NY 10036	212-596-6200
Various state CPA societies			

8. Present or proposed position with the applicant entity. Director, President and Chief Operating Officer

9. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

Beginning/Ending Dates (MM/YY): 1997-Present Employer's Name: UnitedHealth Group Incorporated  
Address: 9900 Bren Road East City: Minnetonka State: Minnesota  
Country: USA Postal Code: 55343 Phone: 952-936-1300 Offices/Positions Held: President & COO; Sr Exec & VP  
Fax: 952-936-1743 Supervisor/Contact: William W. McGuire

Beginning/Ending Dates (MM/YY): 1974-1997 Employer's Name: Arthur Andersen, LLP  
Address: 33 West Monroe City: Chicago State: Illinois  
Country: USA Postal Code: 60603 Phone: 312-580-0033 Offices/Positions Held: Partner/Various  
Fax: 312-507-6748 Supervisor/Contact: Terry Lengfelder

10.a. Have you ever been in a position which required a fidelity bond? No If any claims were made on the bond, give details. N/A

b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked? No If yes, give details. N/A

11. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. Attach additional pages if the space provided is insufficient.

Organization/Issuer of License State of Iowa Professional Licensing Division Address 1918 Southeast Hulsizer  
City Ankeny State/Province Iowa Country USA Postal Code 50021  
License Type Certified Public Accountant License # R-3167 Date Issued (MM/YY) 11/11/1985  
Date Expired (MM/YY) 6/30/96 Reason for Termination Inactive  
Non-insurance Regulatory Phone Number (if known) 515-281-4126

Organization/Issuer of License State of Minnesota Board of Accountancy Address 85 East 7<sup>th</sup> Place, Suite 125  
City St. Paul State/Province Minnesota Country USA Postal Code 55101  
License Type Certified Public Accountant License # 09592 Date Issued (MM/YY) 1/1/1986  
Date Expired (MM/YY) 12/31/01 Reason for Termination Inactive  
Non-insurance Regulatory Phone Number (if known) 651-296-7938

Organization/Issuer of License Pennsylvania State Board Of Accountancy Address 124 Pine Street, 1<sup>st</sup> Floor  
City Harrisburg State/Province Pennsylvania Country USA Postal Code 17101  
License Type Certified Public Accountant License # CA-013635-L Date Issued (MM/YY) 1/29/1979  
Date Expired (MM/YY) 4/30/98 Reason for Termination Inactive  
Non-insurance Regulatory Phone Number (if known) 717-783-1404

Organization/Issuer of License South Dakota Board of Accountancy Address 301 E. 14<sup>th</sup> St., Suite 200  
City Sioux Falls State/Province South Dakota Country USA Postal Code 57104  
License Type Certified Public Accountant License # 641 Date Issued (MM/YY) 12/19/1985  
Date Expired (MM/YY) 7/31/95 Reason for Termination Inactive  
Non-insurance Regulatory Phone Number (if known) 605-367-5770

Organization/Issuer of License North Dakota Board of Accountancy Address 2701 S. Columbia Road  
City Grand Forks State/Province North Dakota Country USA Postal Code 58201  
License Type Certified Public Accountant License # 1820R Date Issued (MM/YY) 1/31/1986  
Date Expired (MM/YY) 6/30/96 Reason for Termination Inactive  
Non-insurance Regulatory Phone Number (if known) 701-775-7100

12. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:
- a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency? No
  - b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action? No
  - c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action? No
  - d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses? No
  - e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses? No
  - f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses? No
  - g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking? No
  - h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute? No

- i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government? No
- j. Had a lien or foreclosure action filed against you or any entity while you were associated with that entity? No

If the response to any question above is answered "Yes", please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

13. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person. None

If any of the stock is pledged or hypothecated in any way, give details. N/A

14. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified. If the answer is "Yes", please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities. No

If any of the shares or stock are pledged or hypothecated in any way, give details.  
N/A

15. Have you ever been adjudged a bankruptcy? No If yes, provide details. \_\_\_\_\_

16. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity? If yes, please indicate and give details. When responding to questions (b) and (c) affiant should also include any events within twelve (12) months after his or her departure from the entity.

- a. Been refused a permit, license, or certificate of authority by any regulatory authority, or Governmental-licensing agency? No
- b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)? No
- c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action? Yes

Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

UnitedHealth Group Incorporated and its affiliates are a complex organization, operating in a highly regulated environment, engaged in a myriad of transactions which may from time to time result in fines or other disciplinary action which are non-material.

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

Dated and signed this 17 day of June, 2005, at Minnetonka, Minnesota, I hereby certify under penalty of perjury that I am acting on my own behalf, and that the foregoing statements are true and correct to the best of my knowledge and belief.

[Signature]  
(Signature of Affiant)

State of Minnesota  
County of Hennepin

The foregoing instrument was acknowledged before me this 17 day of June 2005, By Stephen Joseph Hemsley, and

- who is personally known to me, or
- who produced the following identification: \_\_\_\_\_

[SEAL]

[Signature]  
Notary Public  
Susan D. Griffin Wendel  
Printed Notary Name

My Commission expires 1/31/2010

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
*(All states except California, Minnesota and Oklahoma)*

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I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. This Authorization shall remain in full force and effect until the earlier of (i) the expiration of the Term of Affiliation, (ii) written revocation as described above, or (iii) twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

Stephen Joseph Hemsley, 2965 Deer Run Trail, Orono, MN 55356

(Printed Full Name and Residence Address)

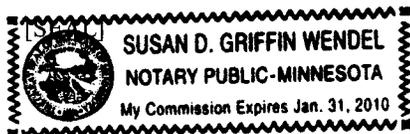
[Signature]  
(Signature)

6/17/05  
(Date)

State of Minnesota  
County of Hennepin

The foregoing instrument was acknowledged before me this 17 day of June 2005, By Stephen Joseph Hemsley, and

- who is personally known to me, or
- who produced the following identification: \_\_\_\_\_



[Signature]  
Notary Public  
Susan D. Griffin Wendel  
Printed Notary Name

My Commission expires 1/31/2010

FORM 12

**Proposed Amendment to the UCAA Instructions  
Section 13. NAIC Biographical Affidavits**

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  - (d) Is approved by the NAIC and/or such state(s) where an application is being made.

Refer to the UCAA website for a list of currently approved independent third party vendors/CRA's.



Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

### BIOGRAPHICAL AFFIDAVIT

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

(Print or Type)

Full Name, Address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names). UnitedHealth Group Incorporated 9900 Bren Road East Minnetonka, MN 55343  
Phone: 952-936-1300

Type of entity (i.e. insurance company, premium finance company, etc.): Holding Company

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

- 1. a. Affiant's Full Name (Initials Not Acceptable). David James Lubben
- b. Maiden Name (if applicable). N/A
- 2. a. Have you ever had your name changed? No If yes, give the reason for the change and provide the full name(s).  
N/A
- b. Other names used at any time (including aliases).  
None
- 3. a. Are you a citizen of the United States? Yes
- b. Are you a citizen of any other country? No If so, what country? N/A
- 4. Affiant's Occupation or Profession. Executive
- 5. Affiant's business address 9900 Bren Road East, Minnetonka, Minnesota 55343  
Business telephone. 952-936-1854

6. Education and Training:

<u>College/ University</u>	<u>City/ State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>Luther College</u>	<u>Decorah, IA</u>	<u>09/70-03/74</u>	<u>BA</u>

<u>Graduate Studies: College/ University</u>	<u>City/ State</u>	<u>Dates Attended</u>	<u>Degree Obtained</u>
<u>University of Iowa Law School</u>	<u>Iowa City, IA</u>	<u>09/74-05/77</u>	<u>JD</u>

<u>Other Training: Name</u>	<u>City/ State</u>	<u>Dates Attended</u>	<u>Degree/Certification Obtained</u>
<u>None</u>			

(Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable provide the foreign student Identification Number in the space provided in the Biographical Affidavit Supplemental Information)

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

7. List of memberships in professional societies and associations.

<u>Name of Society/Association</u>	<u>Contact Name</u>	<u>Address of Society/Association</u>	<u>Telephone Number of Society/Association</u>
Minnesota State Bar Association	Marlene Mattson	600 Nicollet Mall #380 Minneapolis, MN 55402	612-333-1183
Hennepin County Bar Association	Jean Holloway	600 Nicollet Mall #390 Minneapolis, MN 55402	612-752-6600

8. Present or proposed position with the applicant entity. Secretary & General Counsel

9. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

Beginning/Ending Dates (MM/YY): 10/96-Present Employer's Name: UnitedHealth Group Incorporated  
Address: 9900 Bren Road East City: Minnetonka State: Minnesota  
Country: USA Postal Code: 55343 Phone: 952-936-1854 Offices/Positions Held: Secretary and General Counsel  
Fax: 952-936-0044 Supervisor/Contact: Stephen J. Hemsley

Beginning/Ending Dates (MM/YY): 08/77-10/96 Employer's Name: Dorsey & Whitney, LLC  
Address: 220 South Sixth Street City: Minneapolis State: Minnesota  
Country: USA Postal Code: 55402 Phone: 612-340-2600 Offices/Positions Held: Partner (1/83-10/96) Associate (8/77-12/82)  
Fax: 612-340-7800 Supervisor/Contact: Tom Moe

10.a. Have you ever been in a position which required a fidelity bond? No If any claims were made on the bond, give details. N/A

b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked? No If yes, give details. N/A

11. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. Attach additional pages if the space provided is insufficient.

Organization/Issuer of License Minnesota Supreme Court Address 25 Rev. Dr. Martin Luther King Jr. Blvd.  
City St. Paul State/Province Minnesota Country USA Postal Code 55155  
License Type License to Practice Law License # 0064750 Date Issued (MM/YY) Annually since 1977  
Date Expired (MM/YY) N/A Reason for Termination N/A  
Non-insurance Regulatory Phone Number (if known) 651-296-6043

12. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:
- a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency? No
  - b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action? No
  - c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action? No
  - d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses? No
  - e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses? No
  - f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses? No
  - g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking? No
  - h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute? Yes
  - i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government? No
  - j. Had a lien or foreclosure action filed against you or any entity while you were associated with that entity? No

If the response to any question above is answered "Yes", please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

*In Re: United HealthCare Corporation Securities Litigation, United States District Court, District of Minnesota, Civil Action No. 98-1888 JMR/FLN was a consolidated Class Action which individually named some of the directors and officers of United HealthCare Corporation, now known as UnitedHealth Group Incorporated ("United"). Plaintiffs alleged to have suffered damages as a result of having purchased United common stock at prices inflated due to materially false and misleading statements disseminated by the defendants regarding United's business, while allegedly individual defendants were able to sell some of their personal holdings in United stock at artificially inflated prices prior to announcing a restructuring charge and making other disclosures. Defendants denied liability to the Plaintiffs or Class and denied that Plaintiffs or the Class had suffered any damages. The parties disagreed on both liability and damages and, due to a settlement, the Court did not make any findings on the merits of the case. The dismissal of the consolidated shareholder class action resulted from a settlement agreement, the terms of which were reviewed and approved by the Court with an Order distributing class funds issued on February 13, 2003.*

13. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person. None

If any of the stock is pledged or hypothecated in any way, give details. N/A

14. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified. If the answer is "Yes", please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities. No

If any of the shares or stock are pledged or hypothecated in any way, give details.  
N/A

15. Have you ever been adjudged a bankruptcy? No If yes, provide details. \_\_\_\_\_

16. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity? If yes, please indicate and give details. When responding to questions (b) and (c) affiant should also include any events within twelve (12) months after his or her departure from the entity.

a. Been refused a permit, license, or certificate of authority by any regulatory authority, or Governmental-licensing agency? No

b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)?

Yes – I was an officer and/or director of Dental Benefit Providers of Illinois, Inc. which received notice on June 15, 2004 from the Kansas Department of Insurance that its certificate of registration as a prepaid dental plan in Kansas had been cancelled effective September 1, 2003 due to lack of response to Department letters. The company had no need for this license, so it had been allowed to lapse. I am not aware of any similar action taken against the many licenses of the many other companies for which I am or have been an officer or director.

c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action? Yes

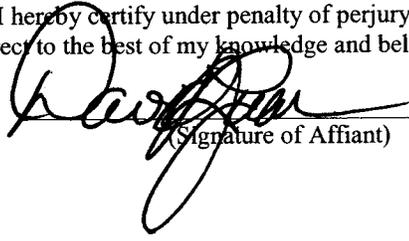
Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

UnitedHealth Group Incorporated and its affiliates are a complex organization, operating in a highly regulated environment, engaged in a myriad of transactions which may from time to time result in fines or other disciplinary action which are non-material.

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1321939

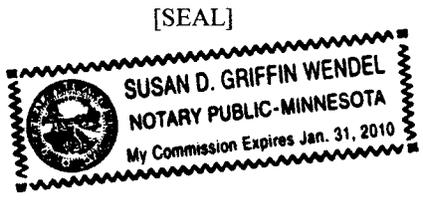
Dated and signed this 20 day of June, 2005, at Minnetonka, Minnesota, I hereby certify under penalty of perjury that I am acting on my own behalf, and that the foregoing statements are true and correct to the best of my knowledge and belief.

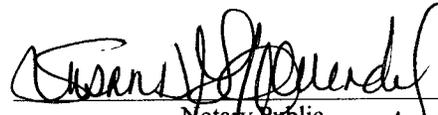
  
\_\_\_\_\_  
(Signature of Affiant)

State of Minnesota                      County of Hennepin

The foregoing instrument was acknowledged before me this 20 day of June 2005, By David James Lubben, and

- who is personally known to me, or
- who produced the following identification: \_\_\_\_\_



  
\_\_\_\_\_  
Notary Public  
Susan D. Griffin Wendel  
Printed Notary Name

My Commission expires 1/31/2010

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
*(All states except California, Minnesota and Oklahoma)*

This Disclosure and Authorization is provided to you in connection with pending or future application(s) of UnitedHealth Group Incorporated (the "Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both)("Background Reports") regarding your background for review by a department of insurance in any state where Company pursues an Application during the term of your functioning as, or seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may obtain copies of any Background Reports about you from the consumer reporting agency ("CRA") that produces them. You may also request more information about the nature and scope of such reports by submitting a written request to Company. To obtain contact information regarding CRA or to submit a written request for more information, contact **Irene Smith, ChoicePoint, Inc., 8659 Baypine Road, Building 3, Suite 306, Jacksonville, FL 32256, telephone (225) 275-0796.**

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act."

**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. This Authorization shall remain in full force and effect until the earlier of (i) the expiration of the Term of Affiliation, (ii) written revocation as described above, or (iii) twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

David James Lubben, 11126 Eastwood Ave SE, Delano, MN 55328

(Printed Full Name and Residence Address)

*David James Lubben*  
(Signature)

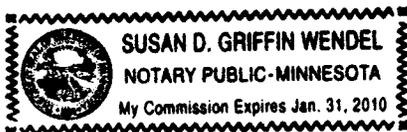
6/20/05  
(Date)

State of Minnesota County of Hennepin

The foregoing instrument was acknowledged before me this 20 day of June 2005, By David James Lubben, and

who is personally known to me, or  
 who produced the following identification: \_\_\_\_\_

[SEAL]



*Susan D. Griffin Wendel*  
Notary Public  
Susan D. Griffin Wendel  
Printed Notary Name

My Commission expires 1/31/2010

FORM 12

**Proposed Amendment to the UCAA Instructions**  
**Section 13. NAIC Biographical Affidavits**

- A. The NAIC Biographical Affidavit is required to be submitted by an applicant in connection with pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The NAIC Biographical Affidavit must be submitted on behalf of all officers, directors and key managerial personnel of the applicant and individuals with a ten percent (10%) or more beneficial ownership in the applicant or the applicant's ultimate controlling parent ("Affiant").
- B. The NAIC Biographical Affidavit requests information with respect to your employment history, education, personal information and character. The NAIC Biographical Affidavit also includes the Disclosure and Authorization Concerning Background Reports (the "Disclosure & Authorization Form"). The Disclosure & Authorization Form permits a background investigation to be conducted on the Affiant by an Independent Third Party (as defined in paragraph (i)).
- C. The NAIC Biographical Affidavit includes three types of Disclosure & Authorization Form. There are three different Disclosure & Authorization Forms since certain state laws; regulations and rules require different kinds of disclosures and wording within such form. An Affiant must sign the corresponding Disclosure & Authorization Form(s) for the respective state(s) where the affiant has lived or worked within the last ten years. Refer to the Disclosure & Authorization Forms for further information.
- D. The NAIC Biographical Affidavit is used to evaluate the suitability of the Affiant in connection with an applicant's pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The information contained in the NAIC Biographical Affidavit is used as a tool to perform a background investigation where certain items must be verified. The background investigation may contain information bearing on the Affiant's character, general reputation, personal characteristics, mode of living and credit standing. The background investigation shall be utilized to create a background report (the "Background Report").
- E. The Disclosure & Authorization Form is valid for a maximum of one year and, in certain instances, only valid for one pending application. Additionally, an Affiant may revoke the authorization at any time by delivering a written revocation to the applicant. Refer to the Disclosure & Authorization Form for further information.
- F. The Background Reports are subject to the Fair Credit Reporting Act ("FCRA"). Pursuant to FCRA, the state departments of insurance and an applicant who is seeking admission are considered "users" of consumer reports. The FCRA requires that the Affiant be provided with a copy of the "Summary of your Rights Under the Fair Credit Reporting Act." Applicants should provide a copy of the Summary of your Rights under the Fair Credit Reporting Act to each Affiant. This summary can be found at the Federal Trade Commission ("FTC") website at <http://www.ftc.gov/bcp/conline/edcams/fcra/summary>. Applicants and state departments of insurance are required to comply with FCRA, especially as it relates to confidentiality of the information contained in such consumer reports. To the extent required by law, the Background Reports procured under the Disclosure & Authorization Form should be maintained as confidential. A copy of FCRA can be found at <http://www.ftc.gov/os/statutes/fcra.htm>.
- G. The Background Report may be received by a department of insurance in any state where an applicant files or intends to file an application, and to the applicant. Affiants who desire a copy of their Background Report, may request a copy from the applicant or the CRA as indicated on the Disclosure & Authorization Form. Refer to the Disclosure & Authorization Form for further information.
- H. Please check state specific requirements in the chart referenced below for those states that require additional background information, such as fingerprints, in place of or in addition to, NAIC Biographical Affidavits. If applying in one of those states, necessary fingerprint cards and processing fees should be included. Original NAIC Biographical Affidavits, which contain the Disclosure & Authorization Form, should be submitted to the State Department(s) of Insurance as Item 13 of your application.
- I. Independent Third Party is defined as:
- (a) A consumer reporting agency ("CRA") by the Federal Trade Commission ("FTC") and therefore subject to the FCRA,
  - (b) Has the ability to perform international background investigations,
  - (c) One whose officers and directors have no material affiliation with the applicant other than stock ownership amounting to less than 1% of total stock outstanding, unless prior approval is given by the department of insurance to which application is being made, and
  - (d) Is approved by the NAIC and/or such state(s) where an application is being made.

Refer to the UCAA website for a list of currently approved independent third party vendors/CRA's.



### BIOGRAPHICAL AFFIDAVIT

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

(Print or Type)

Full Name, Address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names). UnitedHealth Group Incorporated 9900 Bren Road East Minnetonka, MN 55343  
Phone: 952-936-1300

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

1. a. Affiant's Full Name (Initials Not Acceptable). William Wayne McGuire, M.D.

b. Maiden Name (if applicable). N/A

2. a. Have you ever had your name changed? No If yes, give the reason for the change and provide the full name(s).

N/A

b. Other names used at any time (including aliases).

None

3. a. Are you a citizen of the United States? Yes

b. Are you a citizen of any other country? No If so, what country? N/A

4. Affiant's Occupation or Profession. Executive

5. Affiant's business address 9900 Bren Road East, Minnetonka, Minnesota 55343

Business telephone. 952-936-1300

6. Education and Training:

<u>College/ University</u>	<u>City/ State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>University of Texas</u>	<u>Austin, TX</u>	<u>1966-1970</u>	<u>BA</u>

<u>Graduate Studies: College/ University</u>	<u>City/ State</u>	<u>Dates Attended</u>	<u>Degree Obtained</u>
<u>University of Texas Medical Branch</u>	<u>Galveston, TX</u>	<u>1970-1974</u>	<u>MD</u>

<u>Other Training: Name</u>	<u>City/ State</u>	<u>Dates Attended</u>	<u>Degree/Certification Obtained</u>
<u>University of Texas Health Sciences Center</u>	<u>San Antonio, TX</u>	<u>1975-1978</u>	
<u>Scripps Clinic and Research Foundation</u>	<u>La Jolla, CA</u>	<u>1978-1980</u>	

(Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable provide the foreign student Identification Number in the space provided in the Biographical Affidavit Supplemental Information)

7. List of memberships in professional societies and associations.

<u>Name of Society/Association</u>	<u>Contact Name</u>	<u>Address of Society/Association</u>	<u>Telephone Number of Society/Association</u>
American Thoracic Society (past)	Cheryl Sasse	490 Concordia Avenue St. Paul, MN 55105	651-223-9565
American College of Chest Physicians (past)		PO Box 93826 Chicago, IL 60673	847-498-1400
Institute of Medicine	Susanne Stoiber	500 Fifth Street, NW Washington, DC 20001	202-334-2352

8. Present or proposed position with the applicant entity. Chairman and Chief Executive Officer

9. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

Beginning/Ending Dates (MM/YY): 12/88-Present Employer's Name: UnitedHealth Group Incorporated  
 Address: 9900 Bren Road East City: Minnetonka State: Minnesota  
 Country: USA Postal Code: 55343 Phone: 952-936-1219 Offices/Positions Held: Chairman & CEO; Various others  
 Fax: 952-936-0044 Supervisor/Contact: Human Resources

Beginning/Ending Dates (MM/YY): 9/85-11/88 Employer's Name: Peak Health Plan  
 Address: Unknown City: Colorado Springs State: Colorado  
 Country: USA Postal Code: Unknown Phone: Unknown Offices/Positions Held: Chairman/President; VP Health Services  
 Fax: Unknown Supervisor/Contact: Unknown

Beginning/Ending Dates (MM/YY): 7/80-9/85 Employer's Name: Private Practice of Medicine  
 Address: Unknown City: Colorado Springs State: Colorado  
 Country: USA Postal Code: Unknown Phone: Unknown Offices/Positions Held: Medical Doctor  
 Fax: Unknown Supervisor/Contact: Self-employed

10.a. Have you ever been in a position which required a fidelity bond? No If any claims were made on the bond, give details. N/A

b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked? No If yes, give details. N/A

11. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. Attach additional pages if the space provided is insufficient.

Organization/Issuer of License Medical Board of California Address 1426 Howe Avenue, #54  
City Sacramento State/Province California Country USA Postal Code 95825  
License Type Physician License # C37690 Date Issued (MM/YY) 4/24/78  
Date Expired (MM/YY) 4/30/92 Reason for Termination Inactive  
Non-insurance Regulatory Phone Number (if known) (916) 263-2382

Organization/Issuer of License Texas State Board of Medical Examiners Address 333 Guadalupe, Tower 3, Suite 610  
City Austin State/Province Texas Country USA Postal Code 78701  
License Type Physician License # E2717 Date Issued (MM/YY) 1974  
Date Expired (MM/YY) 2/28/89 Reason for Termination Inactive  
Non-insurance Regulatory Phone Number (if known) (512) 305-7010

Organization/Issuer of License Colorado Medical Board Address 1560 Broadway, Suite 1300  
City Denver State/Province Colorado Country USA Postal Code 80202  
License Type Physician License # 23045 Date Issued (MM/YY) 1980  
Date Expired (MM/YY) 5/31/89 Reason for Termination Inactive  
Non-insurance Regulatory Phone Number (if known) (303) 894-7690

12. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:
- a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency? No
  - b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action? No
  - c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action? No
  - d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses? No
  - e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses? No

- f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses? No
- g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking? No
- h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute? Yes
- i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government? No
- j. Had a lien or foreclosure action filed against you or any entity while you were associated with that entity? No

If the response to any question above is answered "Yes", please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

In Re: United HealthCare Corporation Securities Litigation, United States District Court, District of Minnesota, Civil Action No. 98-1888 JMR/FLN was a consolidated Class Action which individually named some of the directors and officers of United HealthCare Corporation, now known as UnitedHealth Group Incorporated ("United"). Plaintiffs alleged to have suffered damages as a result of having purchased United common stock at prices inflated due to materially false and misleading statements disseminated by the defendants regarding United's business, while allegedly individual defendants were able to sell some of their personal holdings in United stock at artificially inflated prices prior to announcing a restructuring charge and making other disclosures. Defendants denied liability to the Plaintiffs or Class and denied that Plaintiffs or the Class had suffered any damages. The parties disagreed on both liability and damages and, due to a settlement, the Court did not make any findings on the merits of the case. The dismissal of the consolidated shareholder class action resulted from a settlement agreement, the terms of which were reviewed and approved by the Court with an Order distributing class funds issued on February 13, 2003.

- 13. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person. None

If any of the stock is pledged or hypothecated in any way, give details. N/A

- 14. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified. If the answer is "Yes", please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities. No

If any of the shares or stock are pledged or hypothecated in any way, give details.

N/A

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1289245

15. Have you ever been adjudged a bankruptcy? No If yes, provide details. \_\_\_\_\_
16. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity? If yes, please indicate and give details. When responding to questions (b) and (c) affiant should also include any events within twelve (12) months after his or her departure from the entity.
- a. Been refused a permit, license, or certificate of authority by any regulatory authority, or Governmental-licensing agency? No
- b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)? No
- c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action? Yes

Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

UnitedHealth Group Incorporated and its affiliates are a complex organization, operating in a highly regulated environment, engaged in a myriad of transactions which may from time to time result in fines or other disciplinary action which are non-material.

Applicant Name: UnitedHealth Group Incorporated

NAIC No: None  
FEIN: 41-1289245

Dated and signed this 16 day of June, 2005, at Minnetonka, Minnesota, I hereby certify under penalty of perjury that I am acting on my own behalf, and that the foregoing statements are true and correct to the best of my knowledge and belief.

William W. McGuire  
(Signature of Affiant)

State of Minnesota                      County of Hennepin

The foregoing instrument was acknowledged before me this 16 day of June, 2005 by William Wayne McGuire, M.D.

X who is personally known to me, or

\_\_\_\_\_ who produced the following identification:

[SEAL]



Susan D. Griffin Wendel  
Notary Public  
Susan D. Griffin Wendel  
Printed Notary Name

My commission Expires: 1/31/2010

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
*(All states except California, Minnesota and Oklahoma)*

This Disclosure and Authorization is provided to you in connection with pending or future application(s) of UnitedHealth Group Incorporated (the "Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both)("Background Reports") regarding your background for review by a department of insurance in any state where Company pursues an Application during the term of your functioning as, or seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may obtain copies of any Background Reports about you from the consumer reporting agency ("CRA") that produces them. You may also request more information about the nature and scope of such reports by submitting a written request to Company. To obtain contact information regarding CRA or to submit a written request for more information, contact **Irene Smith, ChoicePoint, Inc., 8659 Baypine Road, Building 3, Suite 306, Jacksonville, FL 32256, telephone (225) 275-0796.**

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act."

**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. This Authorization shall remain in full force and effect until the earlier of (i) the expiration of the Term of Affiliation, (ii) written revocation as described above, or (iii) twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

William Wayne McGuire, M.D., 315 Woodhill Road, Wayzata, Minnesota 55391  
(Printed Full Name and Residence Address)

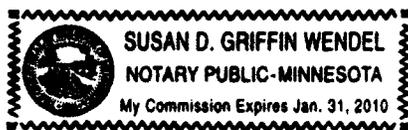
William W. McGuire  
(Signature)

6/16/05  
(Date)

State of Minnesota County of Hennepin

The foregoing instrument was acknowledged before me this 16 day of June, 2005 by William Wayne McGuire, M.D., who is personally known to me, or who produced the following identification:

[SEAL]



Susan D. Griffin Wendel  
Notary Public

Susan D. Griffin Wendel  
Printed Notary Name

My Commission Expires: 1/31/2010

FORM 12

**Proposed Amendment to the UCAA Instructions**  
**Section 13. NAIC Biographical Affidavits**

- A. The NAIC Biographical Affidavit is required to be submitted by an applicant in connection with pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The NAIC Biographical Affidavit must be submitted on behalf of all officers, directors and key managerial personnel of the applicant and individuals with a ten percent (10%) or more beneficial ownership in the applicant or the applicant's ultimate controlling parent ("Affiant").
- B. The NAIC Biographical Affidavit requests information with respect to your employment history, education, personal information and character. The NAIC Biographical Affidavit also includes the Disclosure and Authorization Concerning Background Reports (the "Disclosure & Authorization Form"). The Disclosure & Authorization Form permits a background investigation to be conducted on the Affiant by an Independent Third Party (as defined in paragraph (i)).
- C. The NAIC Biographical Affidavit includes three types of Disclosure & Authorization Form. There are three different Disclosure & Authorization Forms since certain state laws; regulations and rules require different kinds of disclosures and wording within such form. An Affiant must sign the corresponding Disclosure & Authorization Form(s) for the respective state(s) where the affiant has lived or worked within the last ten years. Refer to the Disclosure & Authorization Forms for further information.
- D. The NAIC Biographical Affidavit is used to evaluate the suitability of the Affiant in connection with an applicant's pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The information contained in the NAIC Biographical Affidavit is used as a tool to perform a background investigation where certain items must be verified. The background investigation may contain information bearing on the Affiant's character, general reputation, personal characteristics, mode of living and credit standing. The background investigation shall be utilized to create a background report (the "Background Report").
- E. The Disclosure & Authorization Form is valid for a maximum of one year and, in certain instances, only valid for one pending application. Additionally, an Affiant may revoke the authorization at any time by delivering a written revocation to the applicant. Refer to the Disclosure & Authorization Form for further information.
- F. The Background Reports are subject to the Fair Credit Reporting Act ("FCRA"). Pursuant to FCRA, the state departments of insurance and an applicant who is seeking admission are considered "users" of consumer reports. The FCRA requires that the Affiant be provided with a copy of the "Summary of your Rights Under the Fair Credit Reporting Act." Applicants should provide a copy of the Summary of your Rights under the Fair Credit Reporting Act to each Affiant. This summary can be found at the Federal Trade Commission ("FTC") website at <http://www.ftc.gov/bcp/conline/edcams/fcra/summary>. Applicants and state departments of insurance are required to comply with FCRA, especially as it relates to confidentiality of the information contained in such consumer reports. To the extent required by law, the Background Reports procured under the Disclosure & Authorization Form should be maintained as confidential. A copy of FCRA can be found at <http://www.ftc.gov/os/statutes/fcra.htm>.
- G. The Background Report may be received by a department of insurance in any state where an applicant files or intends to file an application, and to the applicant. Affiants who desire a copy of their Background Report, may request a copy from the applicant or the CRA as indicated on the Disclosure & Authorization Form. Refer to the Disclosure & Authorization Form for further information.
- H. Please check state specific requirements in the chart referenced below for those states that require additional background information, such as fingerprints, in place of or in addition to, NAIC Biographical Affidavits. If applying in one of those states, necessary fingerprint cards and processing fees should be included. Original NAIC Biographical Affidavits, which contain the Disclosure & Authorization Form, should be submitted to the State Department(s) of Insurance as Item 13 of your application.
- I. Independent Third Party is defined as:
- (a) A consumer reporting agency ("CRA") by the Federal Trade Commission ("FTC") and therefore subject to the FCRA,
  - (b) Has the ability to perform international background investigations,
  - (c) One whose officers and directors have no material affiliation with the applicant other than stock ownership amounting to less than 1% of total stock outstanding, unless prior approval is given by the department of insurance to which application is being made, and
  - (d) Is approved by the NAIC and/or such state(s) where an application is being made.

Refer to the UCAA website for a list of currently approved independent third party vendors/CRA's.



Applicant Name: UnitedHealth Group Incorporated

NAIC: NONE  
FEIN: 41-1321939

**BIOGRAPHICAL AFFIDAVIT**

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

**(Print or Type)**

Full Name, Address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names). UnitedHealth Group Incorporated 9900 Bren Road East Minnetonka, MN 55343  
Telephone 952-936-1300

Type of entity (i.e. insurance company, premium finance company, etc.): Holding Company

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

1. a. Affiant's Full Name (Initials Not Acceptable). David Scott Wichmann

b. Maiden Name (if applicable). N/A

2. a. Have you ever had your name changed? No If yes, give the reason for the change and provide the full name(s).  
N/A

b. Other names used at any time (including aliases).  
None

3. a. Are you a citizen of the United States? Yes

b. Are you a citizen of any other country, if so, what country? N/A

4. Affiant's Occupation or Profession. Executive

5. Affiant's business address. 5901 Lincoln Drive Edina, MN 55436

Business telephone. 952-936-1300

6. Education and Training:

<u>College/ University</u>	<u>City/ State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>Illinois State University</u>	<u>Normal, IL</u>	<u>May, 1985</u>	<u>BS - Accounting</u>

<u>Graduate Studies: College/ University</u>	<u>City/ State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>None</u>			

<u>Other Training: Name City/ State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree/Certification Obtained</u>
<u>None</u>		

(Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable provide the foreign student Identification Number in the space provided in the Biographical Affidavit Supplemental Information)

Applicant Name: UnitedHealth Group Incorporated

NAIC: NONE  
FEIN: 41-1321939

7. List of memberships in professional societies and associations.

<u>Name of Society/Association</u>	<u>Contact Name</u>	<u>Address of Society/Association</u>	<u>Telephone Number of Society/Association</u>
<u>None</u>			

8. Present or proposed position with the applicant entity. President & Chief Operating Officer, UnitedHealthcare and Senior Vice President, UnitedHealth Group

9. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

Beginning/Ending  
 Dates (MM/YY): 7/2004 - present Employer's Name: UnitedHealth Group Incorporated  
 Address: 5901 Lincoln Drive City: Edina State: Minnesota  
 Country: USA Postal Code: 55436 Phone: 952-936-1300 Offices/Positions Held: President and COO UnitedHealthcare  
 Fax: 952-936-0044 Supervisor/Contact: \_\_\_\_\_

Beginning/Ending  
 Dates (MM/YY): 7/2003-7/2004 Employer's Name: UnitedHealth Group Incorporated  
 Address: 9900 Bren Road East City: Minnetonka State: Minnesota  
 Country: USA Postal Code: 55343 Phone: 952-936-1300 Offices/Positions Held: SVP Corp Dev. & President & CEO Specialized Care Services  
 Fax: 952-936-0044 Supervisor/Contact: Stephen J. Hemsley

Beginning/Ending  
 Dates (MM/YY): 3/98-7/2003 Employer's Name: UnitedHealth Group Incorporated  
 Address: 9900 Bren Road East City: Minnetonka State: Minnesota  
 Country: USA Postal Code: 55343 Phone: 952-936-1300 Offices/Positions Held: SVP Corp Dev. & COO & President Specialized Care Services  
 Fax: 952-936-0044 Supervisor/Contact: Stephen J. Hemsley

Beginning/Ending  
 Dates (MM/YY): 10/94-3/98 Employer's Name: Arthur Andersen LLP  
 Address: 45 South 7<sup>th</sup> Street City: Minneapolis State: Minnesota  
 Country: USA Postal Code: 55402 Phone: \_\_\_\_\_ Offices/Positions Held: Partner  
 Fax: \_\_\_\_\_ Supervisor/Contact: Stephen J. Hemsley

Beginning/Ending  
 Dates (MM/YY): 10/92-10/94 Employer's Name: Advance Machine Company  
 Address: 14600 21<sup>st</sup> Avenue N City: Plymouth State: Minnesota  
 Country: USA Postal Code: 55447 Phone: \_\_\_\_\_ Offices/Positions Held: CFO  
 Fax: \_\_\_\_\_ Supervisor/Contact: Ed Michalek

Beginning/Ending  
 Dates (MM/YY): 5/88-10/92 Employer's Name: Arthur Andersen LLP  
 Address: 45 South 7<sup>th</sup> Street City: Minneapolis State: Minnesota  
 Country: USA Postal Code: 55402 Phone: \_\_\_\_\_ Offices/Positions Held: Audit Senior/Mgr  
 Fax: \_\_\_\_\_ Supervisor/Contact: Stephen J. Hemsley

Applicant Name: UnitedHealth Group Incorporated

NAIC: NONE  
FEIN: 41-1321939

Beginning/Ending  
Dates (MM/YY): 5/85-5/88 Employer's Name: KPMG Peat Marwick  
Address: \_\_\_\_\_ City: Peoria State: Illinois  
Country: USA Postal Code: \_\_\_\_\_ Phone: \_\_\_\_\_ Offices/Positions Held: Audit Staff/Senior  
Fax: \_\_\_\_\_ Supervisor/Contact: Dennis Bailey

10. a. Have you ever been in a position which required a fidelity bond? No If any claims were made on the bond, give details. N/A

b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked? If yes, give details. N/A

11. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. Attach additional pages if the space provided is insufficient.

Organization/Issuer of License State of Minnesota Board of Address 85 East 7<sup>th</sup> Place, Suite 125  
Accountancy  
City St. Paul State/Province Minnesota Country USA Postal Code 55101  
License Type Certified Public Accountant License # 11,931 Date Issued (MM/YY) 10/13/88  
Date Expired (MM/YY) \_\_\_\_\_ Reason for Termination \_\_\_\_\_  
Non-insurance Regulatory Phone Number (if known) 651-296-7938

Organization/Issuer of License Illinois Department of Address 100 W. Randolph Street  
Professional Regulation  
City Chicago State/Province Illinois Country USA Postal Code 60601  
License Type CPA License # 41,046 Date Issued (MM/YY) 9/12/85  
Date Expired (MM/YY) \_\_\_\_\_ Reason for Termination \_\_\_\_\_  
Non-insurance Regulatory Phone Number (if known) 312-814-4500

12. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:

a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency?  
No

b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action?  
No

c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action? No

d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses? No

e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses?  
No

f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses? No

- g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking? No
- h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute? No
- i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government? No
- j. Had a lien, or foreclosure action filed against you or any entity while you were associated with that entity? No

If the response to any question above is answered "Yes", please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

- 13. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person. None

If any of the stock is pledged or hypothecated in any way, give details. N/A

- 14. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified. If the answer is "Yes", please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities. No

If any of the shares or stock are pledged or hypothecated in any way, give details.  
N/A

- 15. Have you ever been adjudged a bankrupt? No
- 16. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity? If yes, please indicate and give details. When responding to questions (b) and (c) affiant should also include any events within twelve (12) months after his or her departure from the entity.
  - a. Been refused a permit, license, or certificate of authority by any regulatory authority, or Governmental-licensing agency? No

Applicant Name: UnitedHealth Group Incorporated

NAIC: NONE  
FEIN: 41-1321939

- b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)?

Yes – I was an officer and/or director of Dental Benefit Providers of Illinois, Inc. which received notice on June 15, 2004 from the Kansas Department of Insurance that its certificate of registration as a prepaid dental plan in Kansas had been cancelled effective September 1, 2003 due to lack of response to Department letters. The company had no need for this license, so it had been allowed to lapse. I am not aware of any similar action taken against the many licenses of the many other companies for which I am or have been an officer or director.

- c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action? Yes \_\_\_\_\_

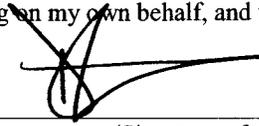
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Applicant Name: UnitedHealth Group Incorporated

NAIC: NONE  
FEIN: 41-1321939

Dated and signed this 20 day of June, 2005 at Minnetonka, Minnesota, I hereby certify under penalty of perjury that I am acting on my own behalf, and that the foregoing statements are true and correct to the best of my knowledge and belief.



(Signature of Affiant)

6/20/05

Date

State of Minnesota  
County of Hennepin

The foregoing instrument was acknowledged before me this 20 day of June 2005, By David Scott Wichmann, and

who is personally known to me, or  
 who produced the following identification: \_\_\_\_\_

[SEAL]



Jennifer L. Bergman  
Notary Public  
Jennifer L. Bergman  
Printed Notary Name

My Commission expires 1-31-2010

Applicant Name: UnitedHealth Group Incorporated

NAIC: NONE  
FEIN: 41-1321939

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
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I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. This Authorization shall remain in full force and effect until the earlier of (i) the expiration of the Term of Affiliation, (ii) written revocation as described above, or (iii) twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

David Scott Wichmann, 1808 Sunrise Court, Burnsville, Minnesota 55306  
(Printed Full Name and Residence Address)

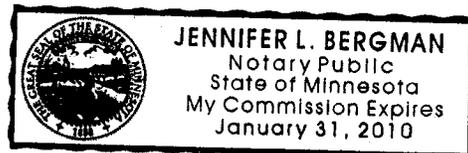
[Signature] (Signature)      6/20/05 (Date)

State of Minnesota County of Hennepin

The foregoing instrument was acknowledged before me this 20 day of June 2005, By David Scott Wichmann, and

who is personally known to me, or  
 who produced the following identification: \_\_\_\_\_

[SEAL]



Jennifer L. Bergman  
Notary Public  
Jennifer L. Bergman  
Printed Notary Name

My Commission expires 1-31-2010

FORM 12

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**Section 13. NAIC Biographical Affidavits**

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- G. The Background Report may be received by a department of insurance in any state where an applicant files or intends to file an application, and to the applicant. Affiants who desire a copy of their Background Report, may request a copy from the applicant or the CRA as indicated on the Disclosure & Authorization Form. Refer to the Disclosure & Authorization Form for further information.
- H. Please check state specific requirements in the chart referenced below for those states that require additional background information, such as fingerprints, in place of or in addition to, NAIC Biographical Affidavits. If applying in one of those states, necessary fingerprint cards and processing fees should be included. Original NAIC Biographical Affidavits, which contain the Disclosure & Authorization Form, should be submitted to the State Department(s) of Insurance as Item 13 of your application.
- I. Independent Third Party is defined as:
- (a) A consumer reporting agency ("CRA") by the Federal Trade Commission ("FTC") and therefore subject to the FCRA,
  - (b) Has the ability to perform international background investigations,
  - (c) One whose officers and directors have no material affiliation with the applicant other than stock ownership amounting to less than 1% of total stock outstanding, unless prior approval is given by the department of insurance to which application is being made, and
  - (d) Is approved by the NAIC and/or such state(s) where an application is being made.

Refer to the UCAA website for a list of currently approved independent third party vendors/CRA's.



**BIOGRAPHICAL AFFIDAVIT**

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

(Print or Type)

Full Name, Address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names). UnitedHealth Group Incorporated 9900 Bren Road East Minnetonka, MN 55343  
Telephone 952-936-1300

Type of entity (i.e. insurance company, premium finance company, etc.): Holding Company

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

1. a. Affiant's Full Name (Initials Not Acceptable). Michael John McDonnell

b. Maiden Name (if applicable). N/A

2. a. Have you ever had your name changed? No \_\_\_\_ If yes, give the reason for the change and provide the full name(s).  
N/A

b. Other names used at any time (including aliases).  
None

3. a. Are you a citizen of the United States? Yes

b. Are you a citizen of any other country, if so, what country? No

4. Affiant's Occupation or Profession. Executive

5. Affiant's business address. 5901 Lincoln Drive, Edina, MN 55436

Business telephone. 952-992-4524

6. Education and Training:

<u>College/ University</u>	<u>City/ State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>University of Iowa</u>	<u>Iowa City, Iowa</u>	<u>1976-1980</u>	<u>BBA</u>

<u>Graduate Studies: College/ University</u>	<u>City/ State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>Northwestern University</u>	<u>Chicago, Illinois</u>	<u>1983-1986</u>	<u>JD</u>

<u>Degree/Certification</u>	<u>City/ State</u>	<u>Dates Attended (MM/YY)</u>	<u>Obtained</u>
<u>Other Training: Name</u>			
<u>None</u>			

(Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable provide the foreign student Identification Number in the space provided in the Biographical Affidavit Supplemental Information)

Applicant Name UnitedHealth Group Incorporated

NAIC No. \_\_\_\_\_  
FEIN: 41-1321939

7. List of memberships in professional societies and associations.

<u>Name of Society/Association</u>	<u>Contact Name</u>	<u>Address of Society/Association</u>	<u>Telephone Number of Society/Association</u>
Minnesota State Bar Association	Jayne Harris	600 Nicollet Mall, Suite 380 Minneapolis, MN 55402	612-333-1183
Hennepin County Bar Association	Joy Hamilton	600 Nicollet Mall, Suite 390 Minneapolis, MN 55402	612-752-6600

8. Present or proposed position with the applicant entity. General Counsel, UnitedHealthcare Segment

9. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

Beginning/Ending Dates (MM/YY) 10/02- present Employers' Name UnitedHealth Group

Address 9900 Bren Road East City Minnetonka State/Province Minnesota

Country USA Postal Code 55343 Phone 952-992-4524 Offices/Positions Held General Counsel  
UnitedHealthcare

Fax 952-992-5180 Supervisor / Contact David J. Lubben

Beginning/Ending Dates (MM/YY) 5/86- 10/02 Employers' Name Dorsey & Whitney

Address 50 South Sixth Street, Suite 1500 City Minneapolis State/Province Minnesota

Country USA Postal Code 55402 Phone 612-340-2600 Offices/Positions Held Partner

Fax 612-340-2868 Supervisor / Contact Human Resources Department

Beginning/Ending Dates (MM/YY) 5/85- 8/85 Employers' Name Winston & Strawn

Address 35 West Wacker Drive City Chicago State/Province Illinois

Country USA Postal Code 60601 Phone 312-558-5600 Offices/Positions Held Intern

Fax 312-558-5700 Supervisor / Contact Human Resources Department

Beginning/Ending Dates (MM/YY) 5/84- 8/84 Employers Name Baker McKenzie

Address One Prudential Plaza- 130 East Randolph Drive City Chicago State/Province Illinois

Country USA Postal Code 60601 Phone 312-861-8000 Offices/Positions Held Intern

Fax 312-861-2899 Supervisor / Contact Human Resources Department

Applicant Name UnitedHealth Group Incorporated

NAIC No. \_\_\_\_\_  
FEIN: 41-1321939

10. a. Have you ever been in a position which required a fidelity bond? No If any claims were made on the bond, give details. \_\_\_\_\_  
\_\_\_\_\_
- b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked? If yes, give details. No \_\_\_\_\_  
\_\_\_\_\_

11. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. Attach additional pages if the space provided is insufficient.

Organization/Issuer of License MN Supreme Court Address 25 Rev. Martin Luther King Jr. Blvd.

City St. Paul State/Province MN Country USA Postal Code 55155

License Type License to Practice Law License # 17693 Date Issued (MM/YY) 10/1986

Date Expired (MM/YY) N/A Reason for Termination \_\_\_\_\_

Non-insurance Regulatory Phone Number (if known) \_\_\_\_\_

12. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:

- a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency?  
No \_\_\_\_\_
- b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action?  
No \_\_\_\_\_
- c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action? No \_\_\_\_\_  
\_\_\_\_\_
- d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses? No \_\_\_\_\_
- e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses?  
No \_\_\_\_\_
- f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses? No \_\_\_\_\_  
\_\_\_\_\_

- g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking? No

---

- h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute? No

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- i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government? No

---

- j. Had a lien, or foreclosure action filed against you or any entity while you were associated with that entity?  
No

If the response to any question above is answered "Yes", please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

- 13. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person. None

If any of the stock is pledged or hypothecated in any way, give details. N/A

- 14. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified. If the answer is "Yes", please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities. No

If any of the shares or stock are pledged or hypothecated in any way, give details.

N/A

- 15. Have you ever been adjudged a bankrupt? No

Applicant Name UnitedHealth Group Incorporated

NAIC No. \_\_\_\_\_  
FEIN: 41-1321939

16. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity? If yes, please indicate and give details. When responding to questions (b) and (c) affiant should also include any events within twelve (12) months after his or her departure from the entity.

- a. Been refused a permit, license, or certificate of authority by any regulatory authority, or Governmental-licensing agency? No
- b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)?  
No
- c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action? Yes

Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

UnitedHealth Group Incorporated and its affiliates are a complex organization operating in a highly regulated environment, engaged in a myriad of transactions which may from time to time result in fines or other disciplinary action which are non-material.

Applicant Name UnitedHealth Group Incorporated

NAIC No. \_\_\_\_\_  
FEIN: 41-1321939

Dated and signed this 20 day of June, 2005, at Edina, Minnesota I hereby certify under penalty of perjury that I am acting on my own behalf, and that the foregoing statements are true and correct to the best of my knowledge and belief.



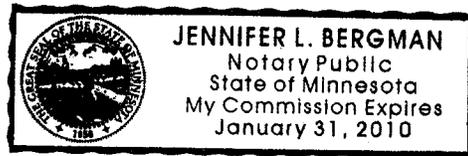
(Signature of Affiant)

State of Minnesota  
County of Hennepin

The foregoing instrument was acknowledged before me this 20 day of June 2005, By Michael John McDonnell, and

- who is personally known to me, or
- who produced the following identification: \_\_\_\_\_

[SEAL]



Jennifer L. Bergman  
Notary Public  
Jennifer L. Bergman  
Printed Notary Name

My Commission expires 1-31-2010

Applicant Name UnitedHealth Group Incorporated

NAIC No. \_\_\_\_\_  
FEIN: 41-1321939

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
*(All states except California, Minnesota and Oklahoma)*

This Disclosure and Authorization is provided to you in connection with pending or future application(s) of UnitedHealth Group Incorporated (the "Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both) ("Background Reports") regarding your background for review by a department of insurance in any state where Company pursues an Application during the term of your functioning as, or seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may obtain copies of any Background Reports about you from the consumer reporting agency ("CRA") that produces them. You may also request more information about the nature and scope of such reports by submitting a written request to Company. To obtain contact information regarding CRA or to submit a written request for more information, contact **Irene Smith, ChoicePoint, Inc., 8659 Baypine Road, Building 3, Suite 306, Jacksonville, FL 32256, telephone (225) 275-0796.**

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act."

**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. This Authorization shall remain in full force and effect until the earlier of (i) the expiration of the Term of Affiliation, (ii) written revocation as described above, or (iii) twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

Michael John McDonnell, 109 Holly Road, Hopkins, MN 55343

(Printed Full Name and Residence Address)

(Signature)

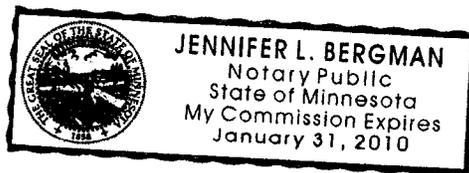
6/20/05

(Date)

State of Minnesota  
County of Hennepin

The foregoing instrument was acknowledged before me this 20 day of June 2005, By Michael John McDonnell, and  who is personally known to me, or  who produced the following identification: \_\_\_\_\_

[SEAL]



Jennifer L. Bergman  
Notary Public  
Jennifer L. Bergman  
Printed Notary Name

My Commission expires 1-31-2010

FORM 12

**Proposed Amendment to the UCAA Instructions**  
**Section 13. NAIC Biographical Affidavits**

- A. The NAIC Biographical Affidavit is required to be submitted by an applicant in connection with pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The NAIC Biographical Affidavit must be submitted on behalf of all officers, directors and key managerial personnel of the applicant and individuals with a ten percent (10%) or more beneficial ownership in the applicant or the applicant's ultimate controlling parent ("Affiant").
- B. The NAIC Biographical Affidavit requests information with respect to your employment history, education, personal information and character. The NAIC Biographical Affidavit also includes the Disclosure and Authorization Concerning Background Reports (the "Disclosure & Authorization Form"). The Disclosure & Authorization Form permits a background investigation to be conducted on the Affiant by an Independent Third Party (as defined in paragraph (i)).
- C. The NAIC Biographical Affidavit includes three types of Disclosure & Authorization Form. There are three different Disclosure & Authorization Forms since certain state laws; regulations and rules require different kinds of disclosures and wording within such form. An Affiant must sign the corresponding Disclosure & Authorization Form(s) for the respective state(s) where the affiant has lived or worked within the last ten years. Refer to the Disclosure & Authorization Forms for further information.
- D. The NAIC Biographical Affidavit is used to evaluate the suitability of the Affiant in connection with an applicant's pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The information contained in the NAIC Biographical Affidavit is used as a tool to perform a background investigation where certain items must be verified. The background investigation may contain information bearing on the Affiant's character, general reputation, personal characteristics, mode of living and credit standing. The background investigation shall be utilized to create a background report (the "Background Report").
- E. The Disclosure & Authorization Form is valid for a maximum of one year and, in certain instances, only valid for one pending application. Additionally, an Affiant may revoke the authorization at any time by delivering a written revocation to the applicant. Refer to the Disclosure & Authorization Form for further information.
- F. The Background Reports are subject to the Fair Credit Reporting Act ("FCRA"). Pursuant to FCRA, the state departments of insurance and an applicant who is seeking admission are considered "users" of consumer reports. The FCRA requires that the Affiant be provided with a copy of the "Summary of your Rights Under the Fair Credit Reporting Act." Applicants should provide a copy of the Summary of your Rights under the Fair Credit Reporting Act to each Affiant. This summary can be found at the Federal Trade Commission ("FTC") website at <http://www.ftc.gov/bcp/conline/edcams/fcra/summary>. Applicants and state departments of insurance are required to comply with FCRA, especially as it relates to confidentiality of the information contained in such consumer reports. To the extent required by law, the Background Reports procured under the Disclosure & Authorization Form should be maintained as confidential. A copy of FCRA can be found at <http://www.ftc.gov/os/statutes/fcra.htm>.
- G. The Background Report may be received by a department of insurance in any state where an applicant files or intends to file an application, and to the applicant. Affiants who desire a copy of their Background Report, may request a copy from the applicant or the CRA as indicated on the Disclosure & Authorization Form. Refer to the Disclosure & Authorization Form for further information.
- H. Please check state specific requirements in the chart referenced below for those states that require additional background information, such as fingerprints, in place of or in addition to, NAIC Biographical Affidavits. If applying in one of those states, necessary fingerprint cards and processing fees should be included. Original NAIC Biographical Affidavits, which contain the Disclosure & Authorization Form, should be submitted to the State Department(s) of Insurance as Item 13 of your application.
- I. Independent Third Party is defined as:
- (a) A consumer reporting agency ("CRA") by the Federal Trade Commission ("FTC") and therefore subject to the FCRA,
  - (b) Has the ability to perform international background investigations,
  - (c) One whose officers and directors have no material affiliation with the applicant other than stock ownership amounting to less than 1% of total stock outstanding, unless prior approval is given by the department of insurance to which application is being made, and
  - (d) Is approved by the NAIC and/or such state(s) where an application is being made.

Refer to the UCAA website for a list of currently approved independent third party vendors/CRA's.



**BIOGRAPHICAL AFFIDAVIT**

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

**(Print or Type)**

Full Name, Address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names). UnitedHealth Group Incorporated 9900 Bren Road East Minnetonka, MN 55343  
Phone: 952-936-1300

Type of entity (i.e. insurance company, premium finance company, etc.): Holding Company

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

- 1. a. Affiant's Full Name (Initials Not Acceptable). Robert Worth Oberrender
- b. Maiden Name (if applicable). N/A
- 2. a. Have you ever had your name changed? No If yes, give the reason for the change and provide the full name(s).  
N/A
- b. Other names used at any time (including aliases).  
None
- 3. a. Are you a citizen of the United States? Yes
- b. Are you a citizen of any other country, if so, what country? No
- 4. Affiant's Occupation or Profession. Executive
- 5. Affiant's business address. 9900 Bren Road East, Minnetonka, Minnesota 55343  
Business telephone. 952-936-3123
- 6. Education and Training:

<u>College/ University</u>	<u>City/ State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>Hamilton College</u>	<u>Clinton, NY</u>	<u>09/78 - 05/82</u>	<u>A.B. - Economics</u>

<u>Graduate Studies: College/ University</u>	<u>City/ State</u>	<u>Dates Attended</u>	<u>Degree Obtained</u>
<u>Graduate School of Business, University of Chicago</u>	<u>Chicago, IL</u>	<u>09/89- 6/91</u>	<u>Executive Program-MBA</u>

<u>Other Training: Name</u>	<u>City/ State</u>	<u>Dates Attended</u>	<u>Degree/Certification Obtained</u>
<u>None</u>			

(Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable provide the foreign student Identification Number in the space provided in the Biographical Affidavit Supplemental Information)

Applicant Name UnitedHealth Group Incorporated

NAIC No. None  
FEIN: 41-1321939

7. List of memberships in professional societies and associations.

<u>Name of Society/Association</u>	<u>Contact Name</u>	<u>Address of Society/Association</u>	<u>Telephone Number of Society/Association</u>
<u>None</u>			

8. Present or proposed position with the applicant entity. Treasurer

9. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

Beginning/Ending  
Dates (MM/YY): 9/02-Present Employer's Name: UnitedHealth Group Incorporated  
Address: 9900 Bren Road East City: Minnetonka State: Minnesota  
Country: USA Postal Code: 55343 Phone: 952-936-3123 Offices/Positions Held: Vice President Finance & Treasurer  
Fax: 952-936-3007 Supervisor/Contact: Patrick J. Erlandson

Beginning/Ending  
Dates (MM/YY): 06/00-02/02 Employer's Name: Amicus Holdings, Inc.  
Address: 2941 Fairview Park Dr., Suite 400 City: Falls Church State: Virginia  
Country: USA Postal Code: 22042 Phone: 952-936-3123 Offices/Positions Held: Chief Administrative and Financial Officer  
Fax: unknown Supervisor/Contact: Brian Cassidy – Chief Executive Officer

Beginning/Ending  
Dates (MM/YY): 12/98-05/00 Employer's Name: Sara Lee Corporation  
Address: 3 First National Plaza, Suite 4600 City: Chicago State: Illinois  
Country: USA Postal Code: 60610 Phone: 312-580-1386 Offices/Positions Held: Vice President & Treasurer  
Fax: 312-726-3712 Supervisor/Contact: Cary McMillan-Chief Administrative & Financial Officer

Beginning/Ending  
Dates (MM/YY): 06/96-10/98 Employer's Name: Metris Companies, Inc.  
Address: 10900 Wayzata Blvd. City: Minnetonka State: Minnesota  
Country: USA Postal Code: 55305 Phone: 952-525-5050 Offices/Positions Held: Sr. Vice President & Chief Financial Officer  
Fax: 952-593-4747 Supervisor/Contact: Ronald Zeebeck-Chief Executive Officer

Applicant Name UnitedHealth Group Incorporated

NAIC No. None  
FEIN: 41-1321939

Beginning/Ending  
Dates (MM/YY): 03/93-06/96 Employer's Name: Fingerhut Companies, Inc.  
Address: 4400 Baker Road City: Minnetonka State: Minnesota  
Country: USA Postal Code: 55343 Phone: 952-932-3100 Offices/Positions Held: Vice President & Treasurer; Asst. Treasurer  
Fax: unknown Supervisor/Contact: Daniel McAthie-Chief Financial Officer

Beginning/Ending  
Dates (MM/YY): 07/82-02/93 Employer's Name: Chemical Bank (now JP Morgan Chase)  
Address: 10 South LaSalle Street City: Chicago State: Illinois  
Country: USA Postal Code: 60610 Phone: 312-541-3300 Offices/Positions Held: Vice President, Associate & Commercial Banking Officer & Analyst  
Fax: 212-270-1648 Supervisor/Contact: Robert H. Partenheimer, Managing Director & Midwest Region Head

- 10. a. Have you ever been in a position which required a fidelity bond? No If any claims were made on the bond, give details. \_\_\_\_\_
- b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked? If yes, give details. No \_\_\_\_\_

11. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. Attach additional pages if the space provided is insufficient. None \_\_\_\_\_

Organization/Issuer of License \_\_\_\_\_ Address \_\_\_\_\_  
City \_\_\_\_\_ State/Province \_\_\_\_\_ Country \_\_\_\_\_ Postal Code \_\_\_\_\_  
License Type \_\_\_\_\_ License # \_\_\_\_\_ Date Issued (MM/YY) \_\_\_\_\_  
Date Expired (MM/YY) \_\_\_\_\_ Reason for Termination \_\_\_\_\_  
Non-insurance Regulatory Phone Number (if known) \_\_\_\_\_

- 12. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:
  - a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency? No \_\_\_\_\_
  - b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action? No \_\_\_\_\_
  - c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action? No \_\_\_\_\_
  - d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses? No \_\_\_\_\_

- e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses? No
- f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses? No
- g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking? No
- h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute? No
- i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government? No
- j. Had a lien or foreclosure action filed against you or any entity while you were associated with that entity? No

If the response to any question above is answered "Yes", please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

- 13. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person.  
None

If any of the stock is pledged or hypothecated in any way, give details. N/A

- 14. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified. If the answer is "Yes", please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities. No

If any of the shares or stock are pledged or hypothecated in any way, give details.  
N/A

- 15. Have you ever been adjudged a bankruptcy? No If yes, provide details. \_\_\_\_\_

16. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity? If yes, please indicate and give details. When responding to questions (b) and (c) affiant should also include any events within twelve (12) months after his or her departure from the entity.
- a. Been refused a permit, license, or certificate of authority by any regulatory authority, or Governmental-licensing agency? No
  - b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)? No
  - c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action? Yes

Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

UnitedHealth Group Incorporated and its affiliates are a complex organization, operating in a highly regulated environment, engaged in a myriad of transactions which may from time to time result in fines or other disciplinary action which are non-material.

Applicant Name UnitedHealth Group Incorporated

NAIC No. None  
FEIN: 41-1321939

Dated and signed this 6<sup>th</sup> day of July, 2005, at Minnetonka, Minnesota, I hereby certify under penalty of perjury that I am acting on my own behalf, and that the foregoing statements are true and correct to the best of my knowledge and belief.

Robert Worth Oberrender

(Signature of Affiant)

State of Minnesota County of Hennepin

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of July, 2005 by Robert Worth Oberrender, and:

X who is personally known to me, or

who produced the following identification:

[SEAL]



Susan Marie Severance  
Notary Public

SUSAN MARIE SEVERANCE  
Printed Notary Name

My commission Expires: Jan 31, 2010

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
*(All states except California, Minnesota and Oklahoma)*

This Disclosure and Authorization is provided to you in connection with pending or future application(s) of UnitedHealth Group Incorporated ("Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both) ("Background Reports") regarding your background for review by a department of insurance in any state where Company pursues an Application during the term of your functioning as, or seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may obtain copies of any Background Reports about you from the consumer reporting agency ("CRA") that produces them. You may also request more information about the nature and scope of such reports by submitting a written request to Company. To obtain contact information regarding CRA or to submit a written request for more information, contact Irene Smith, ChoicePoint, Inc., 8659 Baypine Road, Building 3, Suite 306, Jacksonville, FL 32256.

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act."

**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. This Authorization shall remain in full force and effect until the earlier of (i) the expiration of the Term of Affiliation, (ii) written revocation as described above, or (iii) twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

Robert Worth Oberrender 4505 Moorland Avenue Edina, MN 55424

(Printed Full Name and Residence Address)

*Robert Worth Oberrender*

(Signature)

*July 6, 2005*

(Date)

State of Minnesota

County of Hennepin

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of July 2005, by Robert Worth Oberrender, who is personally known to me.

[SEAL]



*Susan Marie Severance*

Notary Public

*SUSAN MARIE SEVERANCE*

Printed Notary Name

My Commission Expires: *Jan 31, 2010*

FORM 12

**Proposed Amendment to the UCAA Instructions**  
**Section 13. NAIC Biographical Affidavits**

- A. The NAIC Biographical Affidavit is required to be submitted by an applicant in connection with pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The NAIC Biographical Affidavit must be submitted on behalf of all officers, directors and key managerial personnel of the applicant and individuals with a ten percent (10%) or more beneficial ownership in the applicant or the applicant's ultimate controlling parent ("Affiant").
- B. The NAIC Biographical Affidavit requests information with respect to your employment history, education, personal information and character. The NAIC Biographical Affidavit also includes the Disclosure and Authorization Concerning Background Reports (the "Disclosure & Authorization Form"). The Disclosure & Authorization Form permits a background investigation to be conducted on the Affiant by an Independent Third Party (as defined in paragraph (i)).
- C. The NAIC Biographical Affidavit includes three types of Disclosure & Authorization Form. There are three different Disclosure & Authorization Forms since certain state laws; regulations and rules require different kinds of disclosures and wording within such form. An Affiant must sign the corresponding Disclosure & Authorization Form(s) for the respective state(s) where the affiant has lived or worked within the last ten years. Refer to the Disclosure & Authorization Forms for further information.
- D. The NAIC Biographical Affidavit is used to evaluate the suitability of the Affiant in connection with an applicant's pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The information contained in the NAIC Biographical Affidavit is used as a tool to perform a background investigation where certain items must be verified. The background investigation may contain information bearing on the Affiant's character, general reputation, personal characteristics, mode of living and credit standing. The background investigation shall be utilized to create a background report (the "Background Report").
- E. The Disclosure & Authorization Form is valid for a maximum of one year and, in certain instances, only valid for one pending application. Additionally, an Affiant may revoke the authorization at any time by delivering a written revocation to the applicant. Refer to the Disclosure & Authorization Form for further information.
- F. The Background Reports are subject to the Fair Credit Reporting Act ("FCRA"). Pursuant to FCRA, the state departments of insurance and an applicant who is seeking admission are considered "users" of consumer reports. The FCRA requires that the Affiant be provided with a copy of the "Summary of your Rights Under the Fair Credit Reporting Act." Applicants should provide a copy of the Summary of your Rights under the Fair Credit Reporting Act to each Affiant. This summary can be found at the Federal Trade Commission ("FTC") website at <http://www.ftc.gov/bcp/online/edcams/fcra/summary>. Applicants and state departments of insurance are required to comply with FCRA, especially as it relates to confidentiality of the information contained in such consumer reports. To the extent required by law, the Background Reports procured under the Disclosure & Authorization Form should be maintained as confidential. A copy of FCRA can be found at <http://www.ftc.gov/os/statutes/fcra.htm>.
- G. The Background Report may be received by a department of insurance in any state where an applicant files or intends to file an application, and to the applicant. Affiants who desire a copy of their Background Report, may request a copy from the applicant or the CRA as indicated on the Disclosure & Authorization Form. Refer to the Disclosure & Authorization Form for further information.
- H. Please check state specific requirements in the chart referenced below for those states that require additional background information, such as fingerprints, in place of or in addition to, NAIC Biographical Affidavits. If applying in one of those states, necessary fingerprint cards and processing fees should be included. Original NAIC Biographical Affidavits, which contain the Disclosure & Authorization Form, should be submitted to the State Department(s) of Insurance as Item 13 of your application.
- I. Independent Third Party is defined as:
- (a) A consumer reporting agency ("CRA") by the Federal Trade Commission ("FTC") and therefore subject to the FCRA,
  - (b) Has the ability to perform international background investigations,
  - (c) One whose officers and directors have no material affiliation with the applicant other than stock ownership amounting to less than 1% of total stock outstanding, unless prior approval is given by the department of insurance to which application is being made, and
  - (d) Is approved by the NAIC and/or such state(s) where an application is being made.

Refer to the UCAA website for a list of currently approved independent third party vendors/CRA's.