



Whyte Hirschboeck Dudek S.C.

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Bruce G. Arnold  
414-978-5501  
barnold@whdlaw.com

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WISCONSIN COMMISSIONER  
OF INSURANCE

July 8, 2005

**HAND DELIVERED**

Jorge Gomez, Commissioner of Insurance  
Office of the Commissioner of Insurance  
125 S. Webster Street, 2nd Floor  
Madison, WI 53702

Attention: Timothy VandeHey, Senior Insurance Examiner

**Re: Proposed Acquisition of American Medical Security Life Insurance Company  
by UnitedHealth Group Incorporated**

Dear Commissioner Gomez:

On behalf of UnitedHealth Group Incorporated, a Minnesota corporation (the "Applicant"), enclosed please find a Form A, Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer, prepared by Applicant relating to the acquisition of control by the Applicant of American Medical Security Life Insurance Company (the "Insurer"). We respectfully request approval of the proposed acquisition of control of the Insurer.

The Applicant proposes to acquire the Insurer and its affiliates by the merger (the "Merger") of PacifiCare Health Systems, Inc. ("PacifiCare") with and into Point Acquisition LLC ("Acquisition LLC"), a newly-formed limited liability company organized under the laws of the State of Delaware and a wholly-owned subsidiary of the Applicant, pursuant to the terms of the Agreement and Plan of Merger dated as of July 6, 2005 (the "Merger Agreement"). As a result of the Merger, the separate corporate existence of PacifiCare will cease, and Acquisition LLC will survive as a wholly-owned subsidiary of the Applicant. Acquisition LLC, which will succeed to the rights and obligations of PacifiCare and which will be renamed PacifiCare Health Systems, LLC, will own all of the outstanding voting securities of Insurer, which will become an indirect, wholly-owned subsidiary of the Applicant. Alternatively, under certain circumstances set forth in the Merger Agreement, at the Applicant's option, the transactions contemplated by the Merger Agreement shall be effected by merging a direct wholly-owned corporate subsidiary of the Applicant with and into PacifiCare, with PacifiCare being the surviving entity.

The parties' respective obligations to complete the Merger are subject to the prior satisfaction of certain conditions, including the receipt of all necessary regulatory approvals, including from the Wisconsin Commissioner of Insurance.



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We are enclosing one (1) complete original set of the Form A documents, together with one (1) complete copy. Please note that the Applicant requests confidential treatment of the Supplemental Information pages attached to the Biographical Affidavits, referenced in Item 3. These exhibits contain material, nonpublic and confidential information that, if disclosed, could expose the individuals to the risk of identity theft with respect to the required personal information. Accordingly, the Applicant and the Insurer respectfully request that these materials, which are filed separately in a sealed envelope designated "Confidential," be afforded confidential treatment, and be excepted from disclosure pursuant to Wis. Stat. §§ 19.36(5) and 601.465.

Please acknowledge the receipt of the enclosed materials by returning to our waiting messenger the enclosed copy of this letter with the date and your filing stamp endorsed thereon.

Once you have had an opportunity to review the attached Form A, we would like to schedule a meeting with you and your staff to answer any questions you may have with respect to the Merger. If you should have any questions regarding the enclosed in the interim, please feel free to contact me directly.

We look forward to working with you and your staff on this transaction. Thank you for your cooperation on this matter.

Very truly yours,

Bruce G. Arnold

BGA/rsh  
Enclosures

cc: Michael J. McDonnell, Esq., General Counsel, UnitedHealthcare, Inc.  
Nancy Monk, Vice President, State Government Affairs, PacifiCare Health Systems, Inc.  
Thomas A. Roberts, Esq., Weil, Gotshal & Manges LLP  
Joseph T. Verdesca, Esq., Weil, Gotshal & Manges LLP  
Robert J. Sullivan, Esq., Skadden, Arps, Slate, Meagher & Flom LLP  
Kevin G. Fitzgerald, Esq., Foley & Lardner LLP  
Steven J. Junior, Director, Bureau of Financial Analysis and Examinations, Office of the Commissioner of Insurance