

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

United States of America,

Plaintiff,

v.

UnitedHealth Group Incorporated and
PacifiCare Health Systems, Inc.

Defendants.

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)
) Civil Action No. 1:05CV02436
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Judge Ricardo M. Urbina

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) Filed: December 20, 2005
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STIPULATION AND ORDER

It is stipulated by and between the undersigned parties that:

1. The Court has jurisdiction over the subject matter of this action and over each party, and venue of this action is proper in the United States District Court for the District of Columbia.
2. The parties stipulate that a Final Judgment in the form hereto attached may be filed and entered by the Court, upon the motion of any party or upon the Court's own motion, at any time after compliance with the requirements of the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16(b)-(h), and without further notice to any party or other proceedings, provided that the United States has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice thereof on the defendants and by filing notice with the Court.
3. Defendants shall abide by and comply with the provisions of the proposed Final Judgment pending its entry by the Court, or until expiration of time for all appeals of any court

ruling declining entry of the proposed Final Judgment, and shall, from the date of this Stipulation, comply with all the terms and provisions of the proposed Final Judgment as though the same were in full force and effect as an order of the Court.

4. Defendants shall not consummate the proposed transaction sought to be enjoined by the Complaint before this Stipulation has been filed with the Court.

5. This Stipulation shall apply with equal force and effect to any amended proposed Final Judgment agreed upon in writing by the parties and submitted to the Court.

6. In the event (1) the United States has withdrawn its consent, as provided in Paragraph 2 above, or (2) the proposed Final Judgment is not entered pursuant to this Stipulation, the time has expired for all appeals of any court ruling declining entry of the proposed Final Judgment, and the Court has not otherwise ordered continued compliance with the terms and provisions of the proposed Final Judgment, then the parties are released from all further obligations under this Stipulation, and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding.

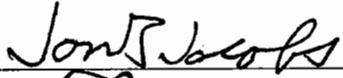
7. Defendants represent that the required actions set forth in the proposed Final Judgment can and will be implemented and followed, and that they will later raise no claim of mistake, hardship, or difficulty of compliance as grounds for asking the Court to modify any of the provisions contained therein.

DATED: DECEMBER 19, 2005

FOR PLAINTIFF UNITED STATES:



MARK J. BOTTI (D.C. Bar # 416948)
Chief, Litigation I Section
Antitrust Division



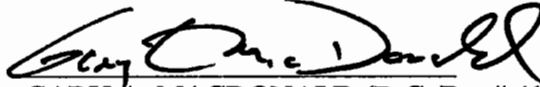
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FOR DEFENDANT UNITEDHEALTH
GROUP INCORPORATED:



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FOR DEFENDANT PACIFICARE HEALTH
SYSTEMS, INC.:



GARY A. MACDONALD (D.C. Bar # 418378)
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Washington, D.C. 20005

ORDER

It is SO ORDERED, this _____ day of _____, 2005.

United States District Court Judge