

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

UNITED STATES OF AMERICA,)	
)	
Plaintiff,)	CASE NUMBER: 1:05CV02436
)	
v.)	JUDGE: Ricardo M. Urbina
)	
UNITEDHEALTH GROUP, INC., and)	FILED: March 2, 2006
PACIFICARE HEALTH SYSTEMS, INC.,)	
)	ENTERED: March 3, 2006
Defendants.)	
)	

AMENDED 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 have amended the proposed Final Judgment filed with the Court on December 20, 2005, which is hereby submitted to the Court in the form hereto attached.

3. The parties stipulate that a Final Judgment in the form hereto attached (hereinafter “Amended Final Judgment”) 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§ 16(b)-(h), and without further notice to any party or other proceedings, provided that the United States has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice thereof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.

4. Defendants shall abide by and comply with the provisions of the proposed Amended 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 Amended Final Judgment, and shall, from the date of this Stipulation, comply with all the terms and provisions of the proposed Amended Final Judgment as though the same were in full force and effect as an order of the Court.

5. This Stipulation shall apply with equal force and effect to any subsequent 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 In the event (1) the United States has withdrawn its consent, as provided in Paragraph 3 above, or (2) the proposed Amended Final Judgment is not entered pursuant to this Stipulation, the time has expired for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 Amended Final Judgment, and the Court has not otherwise ordered continued compliance with the terms and provisions of the proposed Amended 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 Amended 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: March 2, 2006

FOR PLAINTIFF UNITED STATES:

FOR DEFENDANT UNITEDHEALTH
GROUP INCORPORATED
AND
DEFENDANT PACIFICARE HEALTH
SYSTEMS, INC.:

_____/s/_____
MARK J. BOTTI (D.C. Bar # 416948)
Chief, Litigation I Section

_____/s/_____
LAURA A. WILKINSON (D.C. Bar # 413497)
Weil, Gotshal & Manges LLP
1300 Eye Street N.W., Suite 900
Washington, DC 20005
Antitrust Division

_____/s/_____
JON B. JACOBS (D.C. Bar # 412249)
Attorney, Litigation I Section
Antitrust Division
United States Department of Justice
City Center Building
1401 H Street, N.W., Suite 4000
Washington, D.C. 20530

ORDER

It is SO ORDERED, this 3rd day of March, 2006.

_____/s/_____
Ricardo M. Urbina
United States District Court Judge