



Government of the District of Columbia
Department of Insurance, Securities and Banking

Stephen C. Taylor
Commissioner

February 25, 2016

Michelle M. Huntley
Deputy General Counsel
UnitedHealth Group Incorporated
9900 Bren Road East
Minnetonka, MN 55343

Dear Ms. Huntley:

The District of Columbia Department of Insurance, Securities and Banking (“the Department”) has reviewed and analyzed in detail the Pre-Acquisition Notification Regarding the Potential Competitive Impact of a Proposed Merger or Acquisition by a Non-Domiciliary Insurer Doing Business in the District (“Form E”) filed by UnitedHealth Group Incorporated requesting approval by the Department, as required by District of Columbia Code § 31-704, for acquisition and control of Symphonix Health Insurance, Inc.

On completing its review of the Form E, the Department has no objection to the proposed acquisition of control of Symphonix Health Insurance Inc. by UnitedHealth Group Incorporated subject to the following conditions, each of which shall be deemed to be supplementary to, and not in derogation of, existing applicable statutes, and regulations:

1. The approval of the Acquisition Agreement by Symphonix’s stockholders; and
2. Approval by the domestic insurance regulator of each involved insurer.

Thank you for your prior notification. If you have any questions concerning this matter, please contact me at (202) 442-7823.

Sincerely,

Philip Barlow
Associate Commissioner of Insurance