

**UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA**

Matthew T. Zilhaver,

Plaintiff,

v.

UnitedHealth Group Incorporated, *et al.*,

Defendants.

Civil File No. 06-cv-02237 (JMR/FLN)

**Motion of Defendants UnitedHealth
Group Incorporated, L. Robert Dapper,
James A. Johnson, William G. Spears,
Mary O. Mundinger and Stephen J.
Hemsley to Dismiss the Amended
Complaint for Lack of Subject Matter
Jurisdiction Under Rule 12(b)(1) and
Failure to State a Claim Under Rule
12(b)(6)**

TO: Edwin J. Mills, Esq., Stull, Stull & Brody, 6 East 45th Street, New York, NY 10017, and David E. Krause, Esq., Krause & Rollins, 310 Groveland Avenue, Minneapolis, MN 55403.

Pursuant to Rules 12(b)(1) and 12(b)(6) of the Federal Rules of Civil Procedure, defendants UnitedHealth Group Incorporated, L. Robert Dapper, James A. Johnson, William G. Spears, Mary O. Mundinger, and Stephen J. Hemsley hereby move the Court for dismissal of Plaintiff's Amended Class Action Complaint for Violations of ERISA. This Motion is based on all of the records and files herein, including the accompanying Memorandum of Law, Declarations and Exhibits.

February 6, 2007

Respectfully submitted,

/s/ Thomas S. Gigot

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