

**UNITED STATES DISTRICT COURT  
DISTRICT OF MINNESOTA**

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Matthew T. Zilhaver, Individually and On  
Behalf of All Others Similarly Situated,

Plaintiff,

vs.

UnitedHealth Group, Inc., et al.,

Defendants.

Court File No. 06-2237 JMR/FLN

**DEFENDANT WILLIAM W.  
MCGUIRE'S MOTION TO DISMISS  
AMENDED COMPLAINT FOR LACK  
OF SUBJECT MATTER  
JURISDICTION UNDER RULE  
12(b)(1) AND FAILURE TO STATE A  
CLAIM UNDER RULE 12(b)(6)**

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To: Plaintiff and his attorneys: James B. Hovland and David E. Krause, Krause & Rollins, 310 Groveland Ave., Minneapolis, MN 55403; and Edwin J. Mills, Stull, Stull, & Brody, 6 E. 45<sup>th</sup> St., Suite 500, New York, NY 10017.

Pursuant to Rules 12(b)(1) and 12(b)(6) of the Federal Rules of Civil Procedure, Defendant William W. McGuire hereby moves the Court for dismissal of the Amended Complaint. Defendant William W. McGuire bases this motion on all of the pleadings, records, files, and arguments herein, including a memorandum of law and any supporting documents, and a reply memorandum of law to be filed in accordance with Minn. L.R. 7.1.

Dated: February 6, 2007

s/Kelly A. Moffitt

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