

4200 Wells Fargo Center 90 South Seventh Street Minneapolis, MN 55402

Telephone 612 305 5000 Fax 612 305 5100

April 22, 2020

PRIVATE
Patrick O'Shea
Sent Via KPMG Link

Dear Patrick:

Enclosed is a copy of your 2019 tax equalization settlement which has been prepared in accordance with UnitedHealth Group's Tax Equalization Policy. As a result of this calculation, you owe the Company \$5,514. After taking into consideration your tax equalization settlement and the refund(s) and/or personal payment of balance(s) due with your 2019 US income tax return(s), your net cash out-of-pocket \$2,714.

Settlement Procedures

Please review the enclosed computation thoroughly and contact us if you have any questions. If you agree with the enclosed tax equalization, please countersign the attached form to indicate your approval of the equalization settlement and return it to mobility@uhg.com at UnitedHealth Group. If you do not contact us within 30 days of this letter, we will assume you agree with the settlement.

The settlement due to the company is payable within 30 days of the date on this letter, or upon receipt of your refunds (as applicable). If the balance is not paid within the designated timeline, UHG reserves the right to calculate interest on the unpaid amount.

* * * * *

In preparing this advice, we considered tax authorities that are subject to change, retroactively, prospectively, or both, and any such changes could affect the conclusions stated herein. This advice is based on the completeness and accuracy of any one or more of the facts, assumptions, and client representations on which we relied, relating to the matters to which this advice is addressed. Unless separately agreed in writing, we will not update our advice for subsequent changes or modifications to the law, regulations, or to the judicial and administrative interpretations thereof, nor to take into account your correcting, updating, or providing new or additional facts or information you supplied or any assumptions on which we relied in preparing our advice.

2020 Tax Equalization Calculation April 22, 2020 Page 2

The advice or other information in this document was prepared for the sole benefit of KPMG's client and may not be relied upon by any other person or organization. KPMG accepts no responsibility or liability in respect of this document to any person or organization other than KPMG's client.

If you have any questions regarding this settlement calculation, please do not hesitate to contact your KPMG Service Team.

Very truly yours,

KPMG Service Team

Enclosure(s)

cc: Global Mobility, UnitedHealth Group (Letter and Approval Form Only)

Attention: UnitedHealth Group Human Capital Global Mobility 9900 Bren Road East Minnetonka, MN 55343 mobility@uhg.com

UnitedHealth Group

Patrick O'Shea

2019 Tax Equalization Approval Form

I have reviewed my tax equalization calculation for the year 2019 and agree that the tax equalization settlement amount

I owe the Company \$5,514.

Signature		
Date:		

CASH FLOW RECONCILIATION

Summary of What You Are Responsible For:

Hypothetical Tax:

Penalties & Interest:

-60,546. Federal

State & Local -8,240. -2,313. Social Security

Medicare

\$ -71,099. Your Total Tax Obligation

Summary of What Was Paid:

Hypo Withholding \$

57,832. Federal Withholding

State Withholding Local Withholding

8,240. Social Security Withholding

2,457. Medicare Withholding

Federal Estimates and Amount Applied From Prior Year Return

State Estimates and Amount Applied From Prior Year Return

Federal Extension State Extension

Federal Balance Due Paid With Return

State Balance Due Paid With Return

Local Balance Due Paid With Return

Advances

Other

Less:

-2,800. Federal Refund (Net of Any Amount Applied to Subsequent Year)

State Refund (Net of Any Amount Applied to Subsequent Year)

Local Refund Federal Gross-up

State Gross-up

-144. Social Security and Medicare Gross-up

65,585. **Your Total Tax Payments**

-5,514. **Net Cash Flow Before Advances**

-5,514. Net Cash Settlement Due to/(from) Assignee

Less:

4

5

6

8

9

NAME(S) PATRICK S. & LAUREN P. O'SHEA			472-94-0335	
NONREFUNDABLE CREDITS		ACTUAL	HYPOTHETICAL	
1	Foreign tax credit (Form 1116)	8,116.		
2	Credit for child and dependent care expenses (Form 2441)			
3	Education credits (Form 8863)			
4	Retirement savings contribution credit (Form 8880)			
5	Residential energy credits (Form 5695)			
6	Mortgage interest credit (Form 8396)			
7	Adoption credit (Form 8839)			
8	General business credits (Form 3800)			
9	Credit for prior year minimum tax (Form 8801)			
10	Credit for the elderly or the disabled (Schedule R)			
11	Qualified plug-in electric and electric vehicle credit (Form 8834)			
12	District of Columbia first-time homebuyer credit (Form 8859)			
13	Alternative motor vehicle credit (Form 8910)			
14	Alternative fuel vehicle refueling property credit (Form 8911)			
15	Credit to holders of tax credit bonds (Form 8912)			
16	Qualified plug-in electric drive motor vehicle credit (Form 8936)			
17	Credit Adjustment Override			
18	Add lines 1 through 17	8,116.		
REF	UNDABLE CREDITS			
19	Net premium tax credit (Form 8962)			
20	Credit for federal tax on fuels (Form 4136)			
21	Notice to shareholder of undistributed long-term capital gains (Form 2439)			
22	Health coverage tax credit (Form 8885)			
23	I.R.C. Section 1341 credit			
24	Credit for amount paid with Form 1040-C			
25	Other refundable credits			
26	Credit Adjustment Override			
27	Add lines 19 through 26			

RPOSES

Hypothetical Schedule A - Itemized Deductions Tax Calculation		2019	
NAME(S)			
NAMETOR OF CLASSESS OF CHEST		472 04 0225	
PATRICK S. & LAUREN P. O'SHEA	ACTUAL	472-94-0335 HYPOTHETICAL	
MEDICAL AND DENTAL EXPENSES	FEDERAL	FEDERAL	
1 Medical and dental expenses			
2 Enter amount from Form 1040, line 8b			
3 Multiply line 2 by 7.5%			
4 Subtract line 3 from line 1. If zero or less, enter -0-			
AXES YOU PAID			
5a State and local income taxes or general sales tax	2,284.		
5b State and local real estate taxes		3,765.	
5c State and local personal property taxes			
5d Add lines 5a through 5c	6,049.	3,765.	
5e Smaller of line 5d or \$10,000 (\$5,000 if married filing separately)	6,049.	3,765.	
6 Other taxes			
7 Add lines 5e and 6	6,049.	3,765.	
ITEREST YOU PAID			
8a Home mortgage interest and points reported to you on Form 1098	13,379.	13,379.	
8b Home mortgage interest not reported on Form 1098			
8c Points not reported to you on Form 1098			
8d Mortgage insurance premiums			
8e Add lines 8a through 8d		13,379.	
9 Investment interest			
10 Add lines 8e through 9		13,379.	
IFTS TO CHARITY			
11 Gifts by cash or check	180.	180.	
12 Other than by cash or check			
13 Carryover from prior year			
14 Add lines 11 through 13		180.	
ASUALTY AND THEFT LOSSES			
15 Casualty or theft loss(es)			
THER MISCELLANEOUS DEDUCTIONS			
16 Other			
OTAL ITEMIZED DEDUCTIONS			
17 Total itemized deductions	19,608.	17,324.	
STANDARD DEDUCTION		24,400.	

Form **6251**

Alternative Minimum Tax - Individuals

2019

Nam	e(s)		0
	DEGR. G. A. LAWDEN, D. O. GWEN		450 04 0225
	RICK S. & LAUREN P. O'SHEA	3 00000	472 94 0335 N
Pa	t I Alternative Minimum Taxable Income	ACTUAL	HYPOTHETICAL O
		FEDERAL	FEDERAL T
1	Enter the amount from Form 1040, line 11b, if more than zero. If Form 1040, line 11b is		
	zero subtract line 9 from line 10 of Form 1040 from line 8b of Form 1040 and enter the	207 52	207 577 F
0 -	result here. (If less than zero, enter as a negative amount)	307,52	2. 297,577. F
2 a	If filing Schedule A (Form 1040), enter the taxes from Schedule A, line 7; otherwise,	24,40	0 24 400 1
	enter the amount from Form 1040, line 9	24,40	0. 24,400. L
D	Tax refund from Schedule 1 (Form 1040), line 1 or line 8		
ر. د	Depletion (difference between regular tax and AMT)		
a	Net operating loss deduction from Schedule 1 (Form 1040), line 8. Enter as a		
е			
	Alternative tax net operating loss deduction		
g	Interest from specified private activity bonds exempt from the regular tax		
9 h			
 i	Exercise of incentive stock options (excess of AMT income over regular tax income)		T F
'	Estates and trusts (amount from Schedule K-1 (Form 1041), box 12, code A)		Ö
J k	Disposition of supports (differences between AMT and used on the support		
ı	Disposition of property (difference between AMT and regular tax gain or loss) Depreciation on assets placed in service after 1986 (difference between regular tax		R
•	and AMT)		
m	Passive activities (difference between AMT and regular tax income or loss)		H
n	Loss limitations (difference between AMT and regular tax income or loss)		<u> </u>
0	Circulation costs (difference between regular tax and AMT)		P
р	Long-term contracts (difference between AMT and regular tax income)		0
q	Mining costs (difference between regular tax and AMT)		T
r	Research and experimental costs (difference between regular tax and AMT)		Н
s	Income from certain installment sales before January 1, 1987		
t	Intangible drilling costs preference		∓
3	Other adjustments, including income-based related adjustments		:
4	Alternative minimum taxable income. Combine lines 1 through 3. (If married filing		.
	separately, see instructions.)	331,92	2. 321,977. C
Pai	t II Alternative Minimum Tax (AMT)	111 50	A
5	Exemption	111,70	0. 111,700. L
6	Subtract line 5 from line 4. If more than zero, go to line 7. If zero or less, enter -0- here	220 22	2 210 277
	and on lines 7, 9, and 11, and go to line 10	220,22	2. 210,277. P
7	If you are filing Form 2555, see instructions for the amount to enter. If you are filing Form 2555, see instructions for the amount to enter.		U
	If you reported capital gain distributions directly on Form 1040, line 6; you		R
	reported qualified dividends on Form 1040, line 3a; or you had a gain on both		P
	lines 15 and 16 of Schedule D (Form 1040) (as refigured for the AMT, if	57,75	
	necessary), complete Part III on page 2 and enter the amount from line 40 here.	51,15.	S S4,3/11. S
	• All others: If line 6 is \$194,800 or less (\$97,400 or less if married filing separately),		
	multiply line 6 by 26% (.26). Otherwise, multiply line 6 by 28% (.28) and subtract		E S
o	\$3,896 (\$1,948 if married filing separately) from the result. Alternative minimum tax foreign tax credit (see instructions)	7,54	_{2.} S
8 9	Tentative minimum tax foreign tax credit (see instructions) Tentative minimum tax. Subtract line 8 from line 7	50,21	3. 54,971.
10	Add Form 1040, line 12a (minus any tax from Form 4972) and Schedule 2 (Form 1040),	30,21	<u> </u>
10	line 2. Subtract from the result any foreign tax credit from Schedule 3 (Form 1040),		N
	line 1. If you used Sch J to figure your tax on Form 1040, line 12a, refigure that tax		L
	without using Schedule J before completing this line	54,03	1. 59,760. $\overline{\mathbf{Y}}$
11	AMT. Subtract line 10 from line 9. If zero or less, enter -0 Enter here and on Schedule	, 30.	32,1333
••	2 (Form 1040), line 1	(0.
			Form 6251 (2019)

Page 2 Form 6251 (2019)

	m 6251 (2019)	3.00000	Page 2
P	art III Tax Computation Using Maximum Capital Gains Rates	ACTUAL FEDERAL	HYPOTHETICAL FEDERAL
2	Enter the amount from Form 6251, line 6. If you are filing Form 2555, enter		
	the amount from line 3 of the worksheet in the instructions for line 7	220,222.	210,277.
	Enter the amount from line 6 of the Qualified Dividends and Capital Gain Tax Worksheet in the instructions for Form 1040, or the amount from line 13 of the Schedule D Tax Worksheet in the instructions for Schedule D (Form 1040), whichever applies (as refigured for the AMT, if necessary) (see instructions). If you are filing Form 2555 see instructions for the amount to enter	82.	82.
	Enter the amount from Schedule D (Form 1040), line 19 (as refigured for the		
	AMT, if necessary) (see instructions). If you are filing Form 2555,		
	see instructions for the amount to enter		
	If you did not complete a Schedule D Tax Worksheet for the regular tax or the AMT, enter the amount from line 13. Otherwise, add lines 13 and 14, and enter the smaller of that result or the amount from line 10 of the Schedule D Tax Worksheet (as refigured for the AMT, if necessary). If you are filing Form 2555, see instructions for the amount to enter	82.	82. 82.
	Enter the smaller of line 12 or line 15	82.	
	Subtract line 16 from line 12	220,140.	210,195.
	If line 17 is \$194,800 or less (\$97,400 or less if married filing separately), multiply line 17		
	by 26% (.26). Otherwise, multiply line 17 by 28% (.28) and subtract \$3,896 (\$1,948 if		
	married filing separately) from the result	57,743.	54,959.
	Enter: ● \$78,750 if married filing jointly or qualifying widow(er),		
	• \$39,375 if single or married filing separately, or	78,750.	78,750.
	• \$52,750 if head of household.		
	Enter the amount from line 7 of the Qualified Dividends and Capital Gain Tax Worksheet		
	or the amount from line 14 of the Schedule D Tax Worksheet, whichever applies (as		
	figured for the regular tax). If you did not complete either worksheet for the regular tax,		
	enter the amount from Form 1040, line 11b; if zero or less, enter -0-	307,440.	297,495.
	Subtract line 20 from line 19. If zero or less, enter -0-	0.	0.
	Enter the smaller of line 12 or line 13	82.	82.
	Enter the smaller of line 21 or line 22. This amount is taxed at 0%		0.
	Subtract line 23 from line 22	82.	82.
	Enter: • \$434,550 if single • \$244,425 if married filing separately • \$488,850 if married filing jointly or qualifying widow(er) • \$461,700 if head of household	488,850.	488,850.
	Enter the amount form line 21	0.	0.
	Enter the amount from line 7 of the Qualified Dividends and Capital Gain Tax Worksheet,		
	or the amount from line 21 of the Schedule D Tax Worksheet, whichever applies (as		
	figured for the regular tax). If you did not complete either worksheet for the regular tax,		
	enter the amount from Form 1040, line 11b; if zero or less, enter -0 If you are filing		
	Form 2555, see instructions for the amount to enter	307,440.	297,495
	Add line 26 and line 27	307,440.	297,495.
	Subtract line 28 from line 25. If zero or less, enter -0-	181,410.	191,355.
	Enter the smaller of line 24 or line 29	82.	82.
	Multiply line 30 by 15% (.15)	12.	12.
	Add lines 23 and 30	82.	82.
	If line 32 and 12 are the same, skip lines 33 through 37 and go to line 38. Otherwise, go to line 33.		_
	Subtract line 32 from line 22	0.	0.
	Multiply line 33 by 20% (.20)		
	If line 14 is zero or blank, skip lines 35 through 37 and go to line 38. Otherwise, go to line 35.		
	Add lines 17, 32, and 33		
	Subtract line 35 from line 12		
	Multiply line 36 by 25% (.25)		F 4 0 D 1
	Add lines 18, 31, 34, and 37 If line 12 is \$194,800 or less (\$97,400 or less if married filing separately), multiply line 12 by 26% (0.26). Otherwise, multiply line 12 by 28% (0.28) and subtract \$3,896 (\$1,948 if married filing separately) from the result	57,755. 57,766.	54,971. 54,982.
	Enter the smaller of line 38 or line 39 here and on line 7. If you are filing Form 2555, do not enter this amount on line 7. Instead, enter it on line 4 of the worksheet in the	57,755.	54,971.
10		57,755.	54,97

Form **8959**

Additional Medicare Tax

2019

Name(s) PATRICK S. & LAUREN P. O'SHEA			472 94 0335
Part I Additional Medicare Tax on Medicare Wages	ACTUAL		HYPOTHETICAL
· ·	FEDERAL		FEDERAL
1 Medicare wages and tips from Form W-2, box 5. If you have more			
than one Form W-2, enter the total of the amounts from box 5	359,	538.	335,749.
2 Unreported tips from Form 4137, line 6	,		, -
3 Wages from Form 8919, line 6			
4 Add lines 1 through 3	359,	538.	335,749.
5 Enter the following amount for your filing status:	7		33371221
Married filing jointly \$250,000			
Married filing separately \$125,000			
Single, Head of household, or Qualifying widow(er) \$200,000	250,0	000.	250,000.
6 Subtract line 5 from line 4. If the result is zero or less, enter -0-			85,749.
7 Additional Medicare Tax on Medicare wages. Multiply line 6 by 0.9% (.009). Enter here	2007	 	0377131
		987.	772.
and go to Part II Part II Additional Medicare Tax on Self-Employment Income		707.	1126
8 Self-employment income from Schedule SE (Form 1040),	T		
Section A, line 4, or Section B, line 6. If you had a loss, enter			
-0.			
9 Enter the following amount for your filing status:			
Married filing jointly \$250,000			
Married filing separately \$125,000			
Single, Head of household, or Qualifying widow(er) \$200,000			
10 Enter the amount from line 4			
11 Subtract line 10 from line 9. If zero or less, enter -0-			
12 Subtract line 11 from line 8. If the result is zero or less, enter -0-			
13 Additional Medicare Tax on self-employment income. Multiply line 12 by 0.9% (.009).			
Enter here and go to Part III	TA\ Campanad		
Part III Additional Medicare Tax on Railroad Retirement Tax Act (RRT	Compensat	1011	
14 Railroad retirement (RRTA) compensation and tips from			
Form(s) W-2, box 14			
15 Enter the following amount for your filing status:			
Married filing jointly \$250,000			
Married filing separately \$125,000			
Single, Head of household, or Qualifying widow(er) \$200,000			
16 Subtract line 15 from line 14. If zero or less, enter -0-			
17 Additional Medicare Tax on railroad retirement (RRTA) compensation. Multiply line 16 by			
0.9% (.009). Enter here and go to Part IV			
Part IV Total Additional Medicare Tax	T		
18 Add lines 7, 13, and 17. Also include this amount on Schedule 2 (Form 1040), line 8			==0
and go to Part V		987 <u>.</u>	772.
Part V Withholding Reconciliation	Т		Г
19 Medicare tax withheld from Form W-2, box 6. If you have more	_		
than one Form W-2, enter the total of the amounts from box 6		<u> 215.</u>	
20 Enter the amount from line 1	359,	38.	
21 Multiply line 20 by 1.45% (.0145). This is your regular		=	
Medicare tax withholding on Medicare wages	5,2	215.	
22 Subtract line 21 from line 19. This is your Additional Medicare Tax withholding on			
Medicare wages			
23 Additional Medicare Tax withholding on railroad retirement (RRTA) compensation from			
Form W-2, box 14			
24 Total Additional Medicare Tax withholding. Add lines 22 and 23. Also			

919031 11-04-19 Form **8959** (2019)

Form **8960**

Net Investment Income Tax -Individuals, Estates, and Trusts

2019

D

e(s) RICK S. & LAUREN P. O'SHEA		4	172 94 0335
I Investment Income	ACTU		HYPOTHETICAL
	FEDERA	AL	FEDERAL
Taxable interest		18.	18.
		82.	82.
A			
•			
Net gain or loss from disposition of property		270.	270
Adjustment from disposition of partnership interest or S corporation			
		270.	270
		370.	370
	difications		
Investment interest expenses			
Total deductions and modifications. Add lines 9d and 10			
III Tax Computation			
Net investment income. Subtract Part II, line 11 from Part I, line 8. Individuals com-			
plete lines 13-17. If zero or less, enter -0-		370.	370
Individuals:			
Modified adjusted gross income			321,977
			250,000
Subtract line 14 from line 13. If zero or less, enter -0-	8:		71,977
Enter the smaller of line 12 or line 15		370.	370
Net investment income tax for individuals. Multiply line 16 by 3.8% (.038). Enter		14.	
	Investment Income Taxable interest Ordinary dividends Annuities Rental real estate, royalties, partnerships, S corporations, trusts, etc. Adjustment for net income or loss derived in the ordinary course of a non-section 1411 trade or business Combine lines 4a and 4b Net gain or loss from disposition of property Net gain or loss from disposition of property that is not subject to net investment income tax Adjustment from disposition of partnership interest or S corporation stock Combine lines 5a through 5c Adjustments to investment income for certain CFCs and PFICs Other modifications to investment income Total investment income. Combine lines 1, 2, 3, 4c, 5d, 6, and 7 Investment Expenses Allocable to Investment Income and Molinvestment interest expenses State, local, and foreign income tax Miscellaneous investment expenses Add lines 9a, 9b, and 9c Additional modifications Total deductions and modifications. Add lines 9d and 10 Investment income. Subtract Part II, line 11 from Part I, line 8. Individuals complete lines 13-17. If zero or less, enter -0- Individuals: Modified adjusted gross income Threshold based on filing status Subtract line 14 from line 13. If zero or less, enter -0- Inreshold based on filing status Subtract line 14 from line 13. If zero or less, enter -0-	Investment Income or loss derived in the ordinary course of a non-section 1411 trade or business Investment Income Inves	RICK S. & LAUREN P. O'SHEA Investment Income ACTUAL FEDERAL Taxable interest Ordinary dividends Annuities Rental real estate, royalties, partnerships, S corporations, trusts, etc. Adjustment for net income or loss derived in the ordinary course of a non-section 1411 trade or business Combine lines 4a and 4b Net gain or loss from disposition of property Net gain or loss from disposition of property that is not subject to net investment income tax Adjustment from disposition of partnership interest or S corporation stock Combine lines 5a through 5c Adjustments to investment income for certain CFCs and PFICs Other modifications to investment income or certain CFCs and PFICs Il Investment Expenses Allocable to Investment Income and Modifications Investment interest expenses State, local, and foreign income tax Miscellaneous investment expenses Add lines 9a, 9b, and 9c Additional modifications Total deductions and modifications. Add lines 9d and 10 Ill Tax Computation Net investment income. Subtract Part II, line 11 from Part I, line 8. Individuals complete lines 13.17. If zero or less, enter -0- Individuals: Modified adjusted gross income Threshold based on filing status 250,000. Subtract line 14 from line 13. If zero or less, enter -0- 81,922.

Hypothetical	Form 1040 Line 1 Summers
Tax Calculation	Form 1040, Line 1 Summary

NAME(S) PATRICK S. & LAUREN P. O'SHEA		472-94-0335	D
T S Description	ACTUAL	HYPOTHETICAL	0
T OPTUM SERVICES, INC ATTNOPERATIONS MN008-B2 T EXCESS GROUP LIFE T PRE-TAX 401(K) T PRE-TAX 401(K) ROLLOVER T FOREIGN MONTHLY TAX WITHHOLDING T FOREIGN TAX PAYMENTS T US MEDICARE GROSS UP T REWARDING RESULTS T ESPP 1 T ESPP 2	137,950. 261. -4,778. -11,149. 8,847. 954. 144. 21,316. 1,202.	137,950. 261. -4,778. -11,149.	Ε
T ESPP 3 S AMERICAN SAFETY COUNCIL INC	580.	580.	
S SPOUSE W-2 WAGES	176,223.	176,223.	
TOTAL COMPENSATION	331,552.	321,607.	
			F O R
			Н
			Y P O
			THETICAL
			PURPOSES
			O N L Y

919641 04-01-19

FICA/Medicare

NAME(S) PATRICK S. O'SHEA	472-94-0335	
	ACTUAL	HYPOTHETICAL
Wages		
Federal wages	155,329.	145,384.
FICA adjustments (pre-tax deductions)	14,142.	14,142.
Social security/Medicare wages	169,471.	159,526.
Social Security Tax	122 000	122 000
Taxable Social Security wages		132,900. 6.20%
Applicable percentage - 6.2% Total Social Security tax	8,240.	8,240.
Medicare Tax		
Total Medicare wages	169,471.	<u>159,526.</u>
Applicable percentage · 1.45%	1.45 %	1.45%
Total Medicare tax	2,457.	2,313.
Total taxpayer FICA tax	10,697.	10,553.

The additional medicare tax liability can be seen on Form 8959 and is assessed through the federal tax return. The additional medicare withholdings are included in Box 6 of Form W-2.