IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MINNESOTA

KIM SNYDER, on behalf of herself and all others similarly situated,	)	
Plaintiff,	)	**Case No. 21-cv-1049 (JRT/BRT)**
v.	)	
	)	**CLASS ACTION**
UNITEDHEALTH GROUP, INC.; THE BOARD OF DIRECTORS OF UNITEDHEALTH GROUP, INC. AND ITS MEMBERS; DAVID S. WICHMANN; JOHN REX; AND THE UNITEDHEALTH GROUP EMPLOYEE BENEFITS PLANS INVESTMENT COMMITTEE AND ITS MEMBERS.	)	
Defendants.	)	

AMENDED CLASS COMPLAINT FOR DAMAGES

I. INTRODUCTION

1. This case involves protracted breaches of fiduciary duties under the Employee Retirement Income Security Act ("ERISA") by the fiduciaries of the UnitedHealth Group 401(k) Savings Plan ("Plan"). ERISA requires fiduciaries of retirement plans to closely monitor Plan investments, promptly remove imprudent investments, and to make all investment decisions based solely in the interests of the Plan's participants. Here, the Defendants—the UnitedHealth Group, Inc., David S. Wichmann, John Rex, the Board of Directors of UnitedHealth Group, Inc. and its members, and the

UnitedHealth Group Employee Benefits Plans Investment Committee and its members (collectively, "UnitedHealth" or "UnitedHealth Defendants")—did just the opposite.

2. The UnitedHealth Defendants kept on the Plan one of the worst performing investment suites in the entire market—the Wells Fargo Target Fund Suite—and made it the default investment for the Plan's participants for over a decade. Throughout its entire existence, the Wells Fargo Target Fund Suite delivered abysmal investment results, and any prudent fiduciary would have swiftly removed the Wells Fargo Target Fund Suite. In fact, after consulting with the Plan's independent investment consultant, Mercer, the Investment Committee itself recognized by 2016 that the Wells Fargo Target Fund Suite should be removed.

3. But UnitedHealth's executive leadership, led by CFO John Rex, focused on UnitedHealth's lucrative business relationships with Wells Fargo and overruled the plan to remove the Wells Fargo Target Fund Suite. To justify keeping Wells Fargo, UnitedHealth sidelined the Plan's independent investment consultant from the decision-making process, threw out key findings that the Investment Committee had made about what type of target date suite would best serve the Plan's participants, abandoned the Investment Committee's established criteria for screening target date managers, and concocted a pretext to justify retaining Wells Fargo's target date funds on the Plan.

4. The UnitedHealth Defendants' decision to retain Wells Fargo was grossly imprudent and patently violated the Plan's Investment Policy Statement. Rather than acting with a singular focus on the needs of the Plan's participants and beneficiaries, the UnitedHealth Defendants made the decision at least in part to curry favor with, and benefit,

UnitedHealth's key business partner, Wells Fargo, and advance UnitedHealth's self-interests. In doing so, the UnitedHealth Defendants flagrantly violated ERISA.

II. OVERVIEW OF CLAIMS

5. Plaintiff Kim Snyder brings this action against the UnitedHealth Defendants under 29 U.S.C. §1132(a)(2) and (3), individually and on behalf of the Plan and a class of participants and beneficiaries of the Plan affected by the challenged conduct of the UnitedHealth Defendants.

6. The UnitedHealth Defendants are fiduciaries of the Plan. Accordingly, when designating the different investment options for inclusion in the Plan, UnitedHealth Defendants had fiduciary duties to independently investigate and regularly monitor each of the Plan's investment options with the care and skill of a prudent investor, to abide by governing Plan documents, to act for the exclusive benefit of the Plan's participants and beneficiaries, and to refrain from prohibited transactions. The UnitedHealth Defendants breached all of these fiduciary duties.

7. The UnitedHealth Group Employee Benefits Plans Investment Committee (the "Investment Committee") is one of the Plan's fiduciaries that designates the investment options available under the Plan. As part of that process, the Investment Committee selects a default option in which a participant's contributions are invested automatically unless the participant affirmatively elects to invest in a different investment option. The Investment Committee selected as the default investment option for Plan

participants the Wells Fargo Target Fund Suite,[1] a family of eleven target retirement date funds managed by Wells Fargo Asset Management.[2]

8. The Wells Fargo Target Fund Suite is comprised of "target date funds," which are a type of fund designed to achieve certain investment results based on an investor's anticipated retirement date (the "target date"). The Wells Fargo Target Fund Suite contains funds divided into five-year increments representing different "target dates" of anticipated retirement dates ranging from 2010 to 2060.

9. Over the past decade, target date funds have become increasingly popular, and are now one of the most sought-after retirement savings options. According to the *Wall Street Journal*, as of the end of 2016, target date funds held 21% of all 401(k) assets in the United States. In 2018, at least $734 billion of retirement savings were invested in target date funds. According to Morningstar, Inc. ("Morningstar"),[3] assets in target-date mutual funds reached an all-time high of $2.2 trillion in early 2020. Given their popularity, retirement plan fiduciaries have hundreds of different target date funds from which to choose when selecting the target date fund option for their plans.

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[1] References to the Wells Fargo Target Fund Suite include the Wells Fargo Target CIT Funds Class E-3 and their predecessor funds, the Wells Fargo Dow Jones Target Funds Class N.

[2] Wells Fargo Asset Management is a trade name used by the asset management business of Wells Fargo & Company, and includes Wells Fargo Funds Management, LLC.

[3] Morningstar, Inc. is a leading provider of independent investment research products (e.g., data and research insights on managed investment products, publicly listed companies, and private capital markets) for individual investors, financial advisors, asset managers, retirement plan providers and sponsors, and institutional investors in the private capital markets in North America, Europe, Australia, and Asia.

10. Target date funds are generally packaged as a suite or single family. Plans generally cannot select different vintages of target date funds from different fund managers. The UnitedHealth Defendants selected the Wells Fargo Target Fund Suite as a single family, or suite, of target date funds, and this resulted in the simultaneous inclusion of all available vintages of the Wells Fargo Target Fund Suite on the Plan. The UnitedHealth Defendants made the decision to add the full Wells Fargo Target Fund Suite on the Plan in 2010. After that, the UnitedHealth Defendants decided to retain the entire Wells Fargo Target Fund Suite on the Plan.

11. From 2010 through 2015, the Wells Fargo Target Fund Suite significantly underperformed both the official benchmark indices identified in the Plan's Investment Policy Statement and comparable target date funds. In the investment world, five years is precious time where even slight underperformance throughout the entire period is difficult, if not impossible, to justify.

12. The UnitedHealth Defendants did not remove the Wells Fargo Target Fund Suite from the Plan by 2015 despite years of underperformance and a marketplace teeming with hundreds of better performing investment options. The UnitedHealth Defendants' decision was as imprudent as it was injurious to the Plan and its participants. Not unexpectedly, the Wells Fargo Target Fund Suite continued underperforming from 2016 onward. During the first decade of the Wells Fargo Target Fund Suite's existence, virtually all of the funds in the Wells Fargo Target Fund Suite performed in the bottom 70th to 97th percentile—worse than 70 to 97% of their peer funds.

13. In all, the Wells Fargo Target Fund Suite drew over $7 billion of retirement investments from Plan participants. The UnitedHealth Defendants' decision to retain the Wells Fargo Target Fund Suite, in violation of ERISA, had a devastating impact on participants' retirement accounts, simultaneously impairing the Plan's overall investment performance and squandering millions in participants' retirement savings.

14. To remedy UnitedHealth's breaches of fiduciary duty, Plaintiff brings this action under 29 U.S.C. §1132(a)(2) and (3), individually, on behalf of the Plan, and as a representative on behalf of a class of participants and beneficiaries of the Plan, to enforce the UnitedHealth Defendants' personal liability under 29 U.S.C. §1109(a) and to make good to the Plan all losses resulting from each breach of fiduciary duty occurring during the time period from April 23, 2015 to the date of judgment (the "Class Period"). In addition, Plaintiff seeks disgorgement of all profits that UnitedHealth reaped as a result of the UnitedHealth Defendants' violations of ERISA and seeks such other equitable or remedial relief for the Plan as the Court may deem appropriate.

II. PARTIES

A. Plaintiff

15. Kim Snyder brings this suit individually, on behalf of the Plan, and on behalf of a class of participants and beneficiaries of the Plan affected by the challenged conduct of the UnitedHealth Defendants. Plaintiff Snyder was a participant in the Plan, as defined in 29 U.S.C. §1002(7), during the Class Period. Plaintiff Snyder suffered individual injury by investing in the Plan's poorly performing Wells Fargo Target Fund Suite. Plaintiff Snyder was invested in the Wells Fargo Target 2035 Fund.

B. Defendants

16. The UnitedHealth Group, Inc., a Delaware corporation headquartered in Minnetonka, Minnesota, is one of the largest diversified health care companies in the United States. UnitedHealth Group, Inc. is the Plan's sponsor and named fiduciary. UnitedHealth Group, Inc. acts through a Board of Directors.

17. The UnitedHealth Group Employee Benefits Plans Investment Committee ("Investment Committee") is responsible for designating the investment options available under the Plan. Current and former members of the Investment Committee are fiduciaries of the Plan under 29 U.S.C. § 1002(21)(A) because they exercised discretionary authority and/or discretionary control respecting management of the Plan.

18. David S. Wichmann, the former Chief Executive Officer of UnitedHealth Group, Inc., was responsible during the Class Period for plan administration with authority to delegate to any one or more persons or to a committee of persons such functions as he may from time to time have deemed advisable.

19. John Rex has been the Chief Financial Officer of UnitedHealth Group, Inc. since June 2016. CFO Rex directly participated in the decision to retain the Wells Fargo Target Fund Suite as a Plan investment, including but not limited to when he was a member of the Investment Committee from January 1, 2017 to August 16, 2018.

III. JURISDICTION, VENUE, AND STANDING

20. This Court has exclusive jurisdiction over the subject matter of this action under 29 U.S.C. § 1132(e)(1) and 28 U.S.C. §1331 because it is an action under 29 U.S.C. § 1132(a)(2) and (3).

21. This District and Division are the proper venue for this action under 29 U.S.C. § 1132(e)(2) and 28 U.S.C. § 1391(b) because they are the District and Division in which the subject Plan is administered and where at least one of the alleged breaches took place. They are also the District and Division in which Defendant UnitedHealth resides.

22. As a Plan participant and holder of the Wells Fargo 2035 Fund, Plaintiff has standing to bring claims on behalf of the Plan pursuant to 29 U.S.C. §1132(a)(2), as she is a participant seeking appropriate relief under 29 U.S.C. §1109. Thus, Plaintiff brings this suit under §1132(a)(2) in a representative capacity on behalf of the Plan as a whole and seeks remedies under §1109 to protect the entire Plan.

23. Plaintiff has standing to bring claims on behalf of all holders of funds in the Wells Fargo Target Fund Suite because the alleged harms to holders of the other funds included in the Wells Fargo Target Fund Suite can be traced to the same challenged conduct: the imprudent and disloyal process violative of ERISA that the UnitedHealth Defendants used to select, monitor, and retain the entire Wells Fargo Target Fund Suite. This singular conduct with respect to the Wells Fargo Target Fund Suite as a whole harmed each of the holders of the specific funds included in the Wells Fargo Target Fund Suite as discussed in this Complaint.

IV. ERISA'S FIDUCIARY STANDARDS

A. Overview of ERISA's Fiduciary Duties

24. ERISA imposes strict fiduciary duties upon the UnitedHealth Defendants as fiduciaries of the Plan, including the duty of prudence, the duty to adhere to governing Plan documents, the duty of loyalty, and the requirement to refrain from prohibited transactions.

These duties apply to all fiduciary acts, including UnitedHealth's retention of investment options for the Plan.

25. ERISA's duty of prudence requires fiduciaries to discharge their responsibilities "with the care, skill, prudence, and diligence" that a prudent person "acting in a like capacity and familiar with such matters would use." 29 U.S.C. §1104(a)(1)(B). Accordingly, fiduciaries must vigorously and independently investigate each of the Plan's investment options with the skill of a prudent investor.

26. As part of its fiduciary duty, UnitedHealth "has a continuing duty to monitor [Plan] investments and remove imprudent ones" that exists "separate and apart from the [fiduciary's] duty to exercise prudence in selecting investments." *Tibble v. Edison Int'l*, 575 U.S. 523, 529 (2015). "A plaintiff may allege that a fiduciary breached the duty of prudence by failing to properly monitor investments and remove imprudent ones." *Id*. at 530. If an investment is imprudent, UnitedHealth "must dispose of it within a reasonable time." *Id.* (citation omitted).

27. In addition, ERISA requires each fiduciary to act "in accordance with the documents and instruments governing the plan," except when those documents themselves violate ERISA. 29 U.S.C. § 1104(a)(1)(D). One such governing document that fiduciaries are required to adhere to is the plan's Investment Policy Statement.

28. Under ERISA's duty of loyalty, Plan fiduciaries must exercise their discretion "solely in the interest of the participants and beneficiaries" and "for the exclusive purpose" of "providing benefits to participants and their beneficiaries." 29 U.S.C. § 1104(a)(1). This requires Plan fiduciaries to act with an "eye single" to the

interests of Plan participants and beneficiaries and to "exclude all selfish interest and all consideration of the interests of third persons." *Pegram v. Herdrich*, 530 U.S. 211, 224 (2000) (citation omitted). Fiduciaries violate that duty when they make investment decisions even in part to benefit themselves or third parties.

29. ERISA further "supplements the fiduciaries' general duty of loyalty to the Plan's beneficiaries . . . by categorically barring certain transactions deemed 'likely to injure the pension plan." *Harris Tr. & Sav. Bank v. Salomon Smith Barney, Inc.*, 530 U.S. 238, 241-42 (2000). Among these prohibited transactions, a fiduciary "shall not cause the plan to engage in a transaction" if the fiduciary "knows or should know" that it constitutes a "transfer to, or use by or for the benefit of a party in interest, of any assets of the plan" (29 U.S.C. § 1106(a)(1)(D)) and may not "deal with the assets of the plan in his own interest or for his own account" (29 U.S.C. § 1106(b)(1)).

B. Fiduciary Liability Under ERISA

30. Under 29 U.S.C. § 1109, fiduciaries to the Plan are personally liable to make good to the Plan any harm caused by their breaches of fiduciary duty. Section 1109(a) provides in relevant part:

> Any person who is a fiduciary with respect to a plan who breaches any of the responsibilities, obligations, or duties imposed upon fiduciaries by this subchapter shall be personally liable to make good to such plan any losses to the plan resulting from each such breach, and to restore to such plan any profits of such fiduciary which have been made through use of assets of the plan by the fiduciary, and shall be subject to such other equitable or remedial relief as the court may deem appropriate, including removal of such fiduciary.

C. Co-Fiduciary Liability

31. ERISA provides for co-fiduciary liability where a fiduciary knowingly participates in, or knowingly fails to cure, a breach by another fiduciary. Specifically, under 29 U.S.C. § 1105(a), a fiduciary shall be liable for a breach of fiduciary duty by a co-fiduciary if:

> i. he participates knowingly in, or knowingly undertakes to conceal, an act or omission of such other fiduciary, knowing such act or omission is a breach; [or] by his failure to comply with [29 U.S.C. § 1104(a)(1)] in the administration of his specific responsibilities which give rise to his status as a fiduciary, he has enabled such other fiduciary to commit a breach; or
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> ii. by his failure to comply with [29 U.S.C. § 1104(a)(1)] in the administration of his specific responsibilities which give rise to his status as a fiduciary, he has enabled such other fiduciary to commit a breach; or
>
> iii. he has knowledge of a breach by such other fiduciary, unless he makes reasonable efforts under the circumstances to remedy the breach.

V. THE PLAN

32. The Plan was first established on July 1, 1985, as a defined contribution plan. The Plan consists of a profit-sharing and stock bonus plan that includes a "qualified cash or deferred arrangement" as described in Section 401(k) of the Internal Revenue Code, I.R.C. § 401(k) (1986) (the "Code") and is subject to the provisions of ERISA. The Plan is established and maintained under a written document as required by 29 U.S.C. § 1102(a). UnitedHealth Group, Inc. is the sponsor of the Plan. In addition, throughout the Class Period, the Plan maintained Investment Policy Statements that set forth ERISA-compliant requirements for the selection and retention of Plan investments.

33. The Investment Committee determines the appropriateness of the Plan's investment offerings and monitors investment performance. The Investment Committee designates a default fund in which to invest participants' contributions if they do not make an investment election. The Plan's default fund was the Wells Fargo Target Fund with a target date closest to the year a participant will reach age 65.

34. The Plan provides for retirement income for approximately 200,000 participants, comprised of UnitedHealth employees, former employees, and their beneficiaries (the "Plan participants"). A participant's retirement account balance depends on contributions made by each employee, UnitedHealth's matching contributions, and the performance of investment options net of fees and expenses. Accordingly, poor investment performance can significantly impair the value of a participant's account. Over time, even seemingly small differences in performance can result in significant difference in the amount of savings available at retirement. The UnitedHealth Defendants control the selection and retention of the Plan's investment options.

35. The Plan's investments are held in the UnitedHealth Group 401(k) Savings Plan Master Trust. The Master Trust is administered by Fidelity Management Trust Company. The Master Trust includes in a single trust the assets of the Plan, which make up the vast majority of assets held in the Master Trust, as well as the assets of other defined contribution plans of UnitedHealth's affiliates.

36. Based on publicly available Plan documents, the Master Trust invested over $8 billion—nearly half of the Trust's assets—in the Wells Fargo Target Fund Suite as of

December 31, 2020. In 2020, UnitedHealth identified the following funds in the Wells Fargo Target Fund Suite along with the amount of Trust assets invested in each fund:

Fund Name	Plan Option Assets (000s)
Wells Fargo 2010 Fund	$60,788
Wells Fargo 2015 Fund	$161,212
Wells Fargo 2020 Fund	$586,874
Wells Fargo 2025 Fund	$1,189,141
Wells Fargo 2030 Fund	$1,476,975
Wells Fargo 2035 Fund	$1,583,136
Wells Fargo 2040 Fund	$1,397,579
Wells Fargo 2045 Fund	$1,175,621
Wells Fargo 2050 Fund	$869,414
Wells Fargo 2055 Fund	$388,632
Wells Fargo 2060 Fund	$149,879

37. With billions of target date fund assets, the Plan had tremendous leverage to demand and receive superior target date products and services. But UnitedHealth did not use its leverage to identify and select prudent target date options for Plan participants. Instead, UnitedHealth used Plan assets as leverage to bolster its business relationships.

VI. THE WELLS FARGO TARGET FUND SUITE

38. From 2010 to 2021, the Wells Fargo Target Fund Suite was the only target date option on the Plan. Participants who wanted to pursue a target date investment strategy had no choice other than to invest in the Wells Fargo Target Fund Suite. The entire Wells Fargo Target Fund Suite was advised by Wells Fargo Asset Management.

39. The investment objective of a target date fund is to provide an asset allocation strategy designed for investors planning to retire and leave the workforce in, or within, a few years of a certain date. The name of a fund often refers to its target date, which

corresponds approximately to the investor's anticipated retirement date. For example, a fund with a name like "Retirement Fund 2040" or "Target 2040" is designed for individuals who intend to retire in or near the year 2040. Target retirement years are offered in five-year increments.

40. Like nearly all target-date funds, the Wells Fargo Target Fund Suite was structured as a pooled investment fund. Additionally, like most target-date funds, the Wells Fargo Target Fund Suite was structured as what is called a "fund of funds," meaning that its funds invest in other funds rather than in individual securities. For example, each Wells Fargo Target Fund Suite fund could be invested in equity funds, bond funds, real estate funds, and money market funds. The underlying funds in turn invested in a combination of individual securities to offer exposure to a mix of asset classes such as U.S. stocks (large-caps as well as small-caps), international stocks, U.S. bonds, international bonds, investments linked to real estate, and maybe a small portion of cash-like securities.

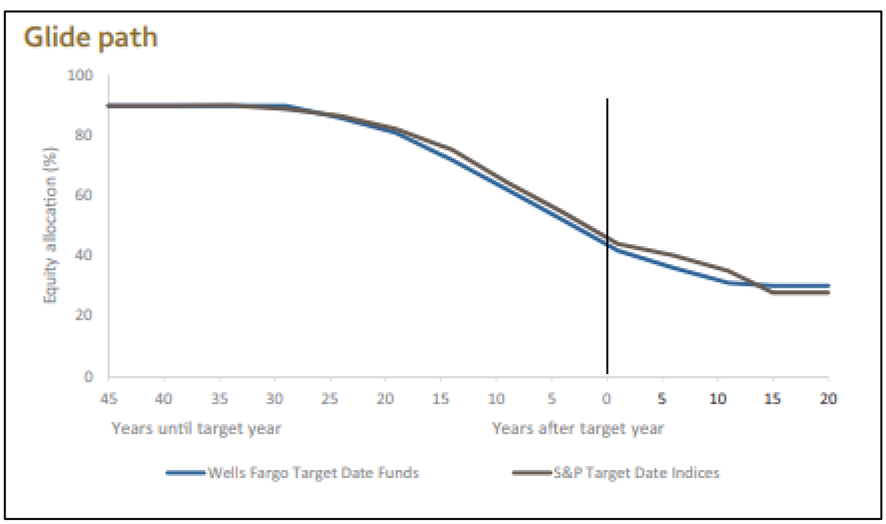
41. The equity allocation is intended to provide exposure to a specific market segment. Typically, those segments include U.S. large-, mid- and small-capitalization companies and international (non-U.S.) developed and emerging markets. The portfolio manager's aim should be to build a portfolio that provides exposure to factors commonly tied to a stock's potential for enhanced risk-adjusted returns relative to the market. Those factors include, but are not limited to, value, quality, momentum, size, and low volatility.

42. The fixed income allocation is intended to provide diversified exposure across a wide range of market sectors, including U.S. government obligations, corporate investment grade and below investment grade bonds (commonly known as "high yield

bonds" or "junk bonds"), other U.S. aggregate bond sectors (including mortgage- and asset-backed securities), and emerging market and international fixed income issues. The portfolio manager's aims should be to provide broadly diversified fixed income exposure and construct a portfolio to enhance issuer diversification and liquidity.

43. Target date suites seek to achieve their objectives by rebalancing assets over time to become less focused on growth (lowering their allocation to stocks) and more focused on preservation (raising their allocation to bonds) as the fund approaches and passes the target date. The asset mix between equity and fixed income shifts dynamically over time, becoming less risky over a person's working career and into retirement.

44. A target date fund's gradual shift to more conservative investments is called the "glide path." A target date fund's glide path is generally designed to reduce investment risk over time by reducing its exposure to equity securities (e.g., stocks). Generally, equity exposure begins at approximately 90% when the owner is 45-years from retirement, and gradually decreases to approximately 45% at retirement and then to approximately 25% in the years following retirement. As seen below, Wells Fargo illustrates this concept for Plan



participants and beneficiaries in a hypothetical glide path showing how the target percentage of equity exposure in its target date funds may change over time.[4]

45. A target-date fund's glide path may be designed to take an investor "to" or "through" retirement. Generally, a "to retirement" target date fund will reach its most conservative asset allocation on the target retirement date listed in the fund's name. After that date, the allocation of the fund typically does not change throughout retirement.

46. The Wells Fargo Target Fund Suite employed a "through" glide path, which was designed to take an investor "through retirement" and would continue to rebalance and generally reached its most conservative asset allocation after the target date. While these funds continued to decrease exposure to equities throughout retirement, they would not reach their most conservative point until the investor is well past age 65.

47. Glide paths are not static. The portfolio manager, at its discretion, may change a fund's glide path and reallocate assets consistent with a fund's target year. Factors that a portfolio manager may consider include but are not limited to market trends, its outlook for a given market capitalization, and the underlying funds' performance in various market conditions.

48. Furthermore, once the portfolio manager establishes a fund's glide path, it may rebalance holdings within an asset class based on the portfolio manager's analysis of various market conditions.

[4] Wells Fargo Asset Management Quarterly Mutual Fund Commentary, *Wells Fargo Target Date Funds*, Q4 2020, *available at* https://www.wellsfargofunds.com/assets/edocs/marketing/quarterly-fund-commentary/target-date-qfc.pdf

49. Without distinctions in asset allocation, all target date funds would own identical investment portfolios and have nearly identical investment performance. Artful asset allocation is the skill that drives investment performance and distinguishes the better performing target date funds from the underperforming ones. Bad asset allocation drives long-term underperformance.

VII. THE WELLS FARGO TARGET FUND SUITE'S BENCHMARKS

A. The S&P Target Date Indices and the Morningstar Peer Universes Are Meaningful Benchmarks to Compare Investment Performance

50. As explained more fully below, Plaintiff identifies multiple meaningful benchmarks to gauge the performance of the Wells Fargo Target Fund Suite, including the S&P Target Date Indices and five other families of target date funds that are grouped together in the same Morningstar Category as the funds in the Wells Fargo Target Fund Suite. Each of these benchmarks provides a sound basis for comparison to the Wells Fargo Target Fund Suite.[5]

1. The Plan and Wells Fargo Identified the S&P Target Date Indices as Benchmarks

[5] Wells Fargo also utilized a custom Wells Fargo benchmark. However, the Department of Labor rejects the use of custom benchmarks on the grounds that investment performance information could fall prey to "manipulation" and misleading presentations by a fund's investment adviser, underwriter, or affiliate. To avoid manipulation, the Department of Labor mandates that a benchmark should be a "broad-based securities market index," and that it may not be administered by an affiliate of the investment issuer, its investment adviser, or a principal underwriter, unless it is widely recognized and used. 29 C.F.R. § 2550.404a-5. *Also see* Fiduciary Requirements for Disclosure in Participant-Directed Individual Account Plans, 75 Fed. Reg. 64910, 64916-64917 (Oct. 20, 2010). Accordingly, Plaintiff does not reference Wells Fargo's custom benchmark.

51. The following S&P Target Date Indices[6] are meaningful benchmarks because both the Plan and Wells Fargo have identified these indices to Plan participants, as well as the public at large, as the benchmarks with which to compare the investment performance of each Wells Fargo Fund.

Fund Name	**Plan's Stated Benchmark**
Wells Fargo 2020 Fund	S&P 2020 Target Date Index
Wells Fargo 2025 Fund	S&P 2025 Target Date Index
Wells Fargo 2030 Fund	S&P 2030 Target Date Index
Wells Fargo 2035 Fund	S&P 2035 Target Date Index
Wells Fargo 2040 Fund	S&P 2040 Target Date Index
Wells Fargo 2045 Fund	S&P 2045 Target Date Index
Wells Fargo 2050 Fund	S&P 2050 Target Date Index
Wells Fargo 2055 Fund	S&P 2055 Target Date Index
Wells Fargo 2060 Fund	S&P 2060 Target Date Index

2. Portfolio Analysis is the Key to Morningstar Peer Universe Categories

52. Additional meaningful benchmarks include families of target date funds that the highly regarded financial services and research firm, Morningstar, has classified as being in the same peer universe as the Wells Fargo Target Fund Suite. Morningstar's peer universes are embodied in what it calls a "Morningstar Category."

53. Funds within a Morningstar Category make for sound comparators because Morningstar selects funds for a Morningstar Category using a proprietary classification methodology that compares funds based on their underlying portfolio holdings. To belong

[6] The S&P Target Date Indices are designed to represent a broadly derived consensus of asset class exposure for each target date year, as well as overall glide path. Each index corresponds to a particular target retirement date, providing varying levels of exposure to equity, bonds, and other asset classes.

in the same peer universe, Morningstar requires that the funds must have comparable underlying portfolio holdings dating back at least three years.

54. Morningstar's evaluation looks at once to: (1) the purpose of the target date fund, which is to provide investors expecting to retire and/or begin gradually withdrawing funds around a target date with a meaningful return; (2) how the fund allocates its assets among the asset classes, principally equity, fixed income, cash, and other investments; and (3) how the fund intends to gradually reduce its potential market risk exposures over time. Based on its evaluation, Morningstar has created the following Morningstar Categories for target date funds:

Morningstar Target Date 2020

Morningstar Target Date 2025

Morningstar Target Date 2030

Morningstar Target Date 2035

Morningstar Target Date 2040

Morningstar Target Date 2045

Morningstar Target Date 2050

Morningstar Target Date 2055

Morningstar Target Date 2060

55. Based on its assessment of the funds in the Wells Fargo Target Fund Suite, Morningstar has classified each of the funds in the Wells Fargo Target Fund Suite within the Morningstar Target Date Category with a corresponding target date. For example, Morningstar has assigned the Wells Fargo 2020 Fund to its Morningstar Target Date 2020

Category, assigned the Wells Fargo 2025 Fund to its Morningstar Target Date 2025 Category, and so on. Within each Morningstar Category are hundreds of funds that are pursuing the same investment objectives with comparable underlying portfolio holdings.

56. More specifically, given its analysis of each fund's investment objective—to provide total return through the retirement date—and its allocation of their underlying investment portfolios among equity, fixed income, cash and other investments, Morningstar has grouped each of the following fund families in the same Target Date Category as the corresponding fund in the Wells Fargo Target Fund Suite (hereinafter, the "Comparator Funds"):

Fidelity Blend Target Date Funds

Fidelity Index Target Date Funds

State Street Target Retirement Funds

T. Rowe Price Retirement Hybrid Funds

Vanguard Target Retirement Funds

57. Like the Wells Fargo Target Fund Suite, each of the Comparator Funds is a target date fund structured as a fund of funds. Like the Wells Fargo Target Fund Suite, each of the Comparator Funds invests in a diversified portfolio comprised primarily of investments from different market sectors, including U.S. and international large-, mid-, and small-cap stocks, U.S. and international bonds, and investments tied to real estate. Like the Wells Fargo Target Fund Suite, each of the Comparator Funds seeks to achieve its objective by rebalancing portfolios over time to become less focused on growth (lowering the fund's allocation to stocks) and more focused on preservation (raising the

fund's allocation to bonds) as the fund approaches and passes the target date. All of the Comparator Funds invest primarily in passively managed index funds or in a combination of both passively managed index funds and actively managed funds. Finally, like the Wells Fargo Target Fund Suite, each of the Comparator Funds manages its glide path "through" the projected retirement date.

58. In addition, the Comparator Funds are all target date suites that that UnitedHealth itself shortlisted as candidates to replace the Wells Fargo Target Date Suite. The Investment Committee concluded that the portfolio managers for these Comparator Funds were all capable of managing a glide path aligned with the Plan's participant demographics, and these portfolio managers earned the highest marks on all aspects of UnitedHealth's selection criteria (namely their ratings, strategic fit, asset size, investment strategy, fees, performance, and glidepath). In addition, the Plan's independent investment consultant, Mercer, identified these funds as part of a streamlined peer group to evaluate the Wells Fargo Target Fund Suite.

59. Based on the foregoing, including the similarities of the Comparator Funds' structures, Morningstar's inclusion of each of the Comparator Funds in the same Morningstar Category, and the UnitedHealth Defendants' own selection of the Comparator Funds as candidates to replace the Wells Fargo Target Fund, the Comparator Funds represent meaningful comparators to the Wells Fargo Target Fund Suite. When considering these Comparator Funds and the Dow Jones Target Date Indices and S&P Target Date Indices, Plaintiff has identified meaningful benchmarks that provide a sound basis of comparison to the Wells Fargo Target Fund Suite funds.

VIII. UNITEDHEALTH'S BREACHES OF ERISA

A. The UnitedHealth Defendants Imprudently Retained the Family of Poorly Performing Wells Fargo Target Date Funds

60. UnitedHealth added the Wells Fargo Target Fund Suite to the Plan in 2010, the same year that Wells Fargo, on the heels of completing a major acquisition, made UnitedHealth the primary healthcare provider nationwide for the merged bank. At that time, there were other target date funds offered and managed by more established investment advisers as diverse as Fidelity, T. Rowe Price, State Street, and Vanguard. But UnitedHealth was growing its business relationship with Wells Fargo and selected the Wells Fargo Target Fund Suite instead of those superior target date funds.

61. Target date funds are typically offered as a family of funds bundled by a single investment adviser (here, Wells Fargo), meaning retirement plan fiduciaries, like the UnitedHealth Defendants, cannot pick and choose among various fund families that offer funds with different years, or "vintages." In other words, the Plan cannot offer a State Street 2030 target retirement date fund to participants seeking to retire in 2030, a Wells Fargo 2040 target date fund to participants seeking to retire in 2040, and a Vanguard 2050 target date fund to participants seeking to retire in 2050.

62. Instead, once the UnitedHealth Defendants selected Wells Fargo as the Plan's target date fund provider, it committed to including each of the Wells Fargo Fund "vintages" on the Plan, as opposed to selecting certain "vintages" (e.g., 2030 and 2035) from Wells Fargo, while choosing different "vintages" (e.g., 2040 and 2045) from an alternative investment manager. Thus, it was especially important for the Plan fiduciaries

to monitor both the performance of each individual Wells Fargo target date fund, as well as the overall performance of the Wells Fargo Target Fund Suite as a family to ensure that the Wells Fargo Target Fund Suite remained a prudent investment option for the Plan.

63. From 2010 to 2021, the Wells Fargo Target Fund Suite was the only target date option on the Plan. Plan participants who wanted to invest in a target date strategy had no choice other than to invest in the Wells Fargo Target Fund Suite.

64. The UnitedHealth Defendants also selected the Wells Fargo Target Fund Suite as the Plan's default investment option. That is, if a participant did not make any investment election, the Plan automatically invested the participant's contributions, along with any matching contributions and/or earnings, in the Wells Fargo Target Fund Suite with a target date closest to the year when the participant would reach age 65.

65. UnitedHealth's decision to add the Wells Fargo Target Fund Suite in 2010 netted over $1 billion in participant investments to these funds by 2011. Post-selection, one of the important tasks for the UnitedHealth Defendants was to monitor the funds with the skill of a prudent expert to determine whether their investment performance was in line with a meaningful investment index and funds within a recognized peer universe. For a prudent fiduciary, investment options that, on average, underperform their benchmarks or peer universe over rolling 3- or 5-year periods are candidates for removal. Had the UnitedHealth Defendants fulfilled their duty with the care and skill of a prudent fiduciary, they would have seen in real-time that the Wells Fargo Target Fund Suite underperformed its benchmarks for over five years prior to the commencement of the Class Period.

B. The UnitedHealth Defendants Recognized that the Wells Fargo Target Fund Suite Was an Imprudent Investment But Still Retained It To Curry Favor With and Benefit Their Key Business Partner, Wells Fargo

66. By October 2014, the Plan's independent investment consultant, Mercer, was expressing concerns to the Investment Committee about the Wells Fargo Target Fund Suite and warned the Investment Committee that the pressing priority for UnitedHealth was to evaluate alternative target date funds. Mercer then conducted extensive analyses over the course of 2015 and 2016 and expressed to the Investment Committee that the Plan would benefit from replacing the Wells Fargo Target Fund Suite.

67. After consultation with Mercer, the Investment Committee agreed by 2016 that a different target date fund provider should be selected for the Plan. The Investment Committee gave harsh reviews to the Wells Fargo Target Fund Suite and ranked it the *lowest* among all alternatives under consideration, including scoring it lower than all of the Comparator Funds that the Investment Committee evaluated. The Investment Committee repeatedly memorialized that Wells Fargo would not be considered as a finalist in the Investment Committee's search for a target date provider for the Plan.

68. In November 2016, the Investment Committee presented two key executives, CFO John Rex and EVP Wilson, with the results of nearly two (2) years of analysis, including their decision that Wells Fargo should be replaced with an alternative target date fund provider, their conclusions about the type of target date suite that would best serve Plan participants, and multiple reasons underlying the decision to replace Wells Fargo.

69. Rather than focusing on the needs of Plan participants, CFO Rex scrutinized UnitedHealth's financial relationships with Wells Fargo and the other target date

candidates. CFO Rex knew that Wells Fargo was a key business partner of UnitedHealth: a so-called jumbo customer, a major lender, and a main underwriter for its business. UnitedHealth closely monitored its business relationship with Wells Fargo and saw the Plan's assets as a bargaining chip in that relationship.

70. So, immediately after he learned of the Investment Committee's plan to remove the Wells Fargo Target Date Suite from the Plan, CFO Rex injected UnitedHealth's financial interests into the target date selection process. His staff immediately compiled a spreadsheet showing the total fees UnitedHealth was receiving from, and paying to, each of the six target date fund candidates. The data confirmed that Wells Fargo was a far more profitable customer for UnitedHealth than the other target date candidates. Soon afterwards, internal correspondence warned that if Wells Fargo was not selected, there would likely be an escalation to the Chairman of the Board of UnitedHealth, Stephen J. Hemsley, and UnitedHealth's CEO, David S. Wichmann.

71. Thus, CFO Rex intervened and blocked the decision to remove the Wells Fargo Target Fund Suite. Even though he was not a member of the Investment Committee at the time, he demanded that Wells Fargo be included in updated materials on target fund candidates. Shortly afterwards, UnitedHealth disbanded the Investment Committee as it had existed, removing two (2) of the five (5) Investment Committee members and replacing them with CFO Rex and EVP Wilson—even though these executives had no apparent fiduciary training and had had no involvement in the two-year target date selection process.

72. Once he joined the Investment Committee, CFO Rex personally directed that Wells Fargo be treated as a finalist to remain the Plan's target date provider. In addition,

under CFO Rex's influence, the Investment Committee abandoned the process that it had determined was the prudent way to select a target date provider and reversed the decision to remove Wells Fargo's target date funds from the Plan. To do so, the fiduciaries sidelined the Plan's independent investment consultant, Mercer, from the decision-making process, ignored the key findings that the Investment Committee had previously made about what type of target date suite would best serve Plan participants, and abandoned the Investment Committee's criteria for screening target date managers.

73. In addition, the new Investment Committee's decision-making became shrouded in secrecy. At CFO Rex's direction, the Investment Committee excluded the Plan's investment consultant, Mercer, from key meetings that resulted in the decision to retain Wells Fargo, including the final interviews with Wells Fargo and the other target date providers. Meanwhile, the Investment Committee abruptly stopped documenting its target date selection process and maintained no contemporaneous records for the key meetings that resulted in the decision to retain Wells Fargo.

74. Behind closed doors, the fix was in to retain Wells Fargo. As a pretext for the decision, UnitedHealth pressed Wells Fargo at the eleventh hour to throw together a new, purportedly "custom" investment strategy (even though the Investment Committee had already concluded that a custom strategy was unnecessary). UnitedHealth then failed to rigorously evaluate Wells Fargo's new strategy, which relied on palpably unreliable, hypothetical simulations. Within days after Wells Fargo pitched its "custom" strategy to UnitedHealth, UnitedHealth was already planning to stick with Wells Fargo—even though UnitedHealth had not received comprehensive data on the pitched strategy's asset

allocations or projected performance, obtained any evaluation from the Plan's independent investment consultant, or engaged in any other meaningful independent investigation or analysis. Soon after, the Investment Committee rubber stamped the decision in a series of meetings that lasted less than two hours in total.

75. In violation of ERISA's duty of loyalty and ban on prohibited transactions, the decision to retain Wells Fargo was made at least in part to curry favor with, and benefit, UnitedHealth's key business partner, Wells Fargo, and advance UnitedHealth's self-interest. Indeed, the Investment Committee itself memorialized how business interests had tainted its decision-making: in writing, the Investment Committee commended Wells Fargo's business relationship with UnitedHealth as a top consideration for its retention of the Wells Fargo Target Fund Suite; meanwhile, the Investment Committee faulted the candidate that ranked highest on the official selection criteria because the candidate had no business relationship with UnitedHealth.

76. The Investment Committee recognized that Wells Fargo would benefit handsomely from continuing to manage the Plan's target date assets. Well Fargo's target date business was struggling: by late 2016, UnitedHealth was the only large institutional client still invested in the Wells Fargo Target Fund Suite, and losing UnitedHealth would have decimated Wells Fargo's target date business. But as a member of the Investment Committee acknowledged in writing, if Wells Fargo were allowed to continue managing the Plan's target date assets, Wells Fargo could bolster and rebuild its anemic target date platform and establish a track record where it had none.

77. The UnitedHealth Defendants only decided to remove the Wells Fargo Target Fund Suite for good when it no longer served UnitedHealth's business interests, after Wells Fargo announced that it would sell off its flailing asset management business in February 2021 (and after this class action lawsuit was brought in April 2021).

78. In addition to violating ERISA's duty of loyalty and ban on prohibited transactions, UnitedHealth's decision to retain Wells Fargo was grossly imprudent. As detailed below, the Wells Fargo Target Fund Suite's chronic and severe underperformance made it a quintessentially imprudent investment. Moreover, in order to retain Wells Fargo, UnitedHealth abandoned the process that it had determined was the prudent way to select a target date provider and ignored the Investment Committee's own findings about what would best serve Plan participants.

79. UnitedHealth's decision to retain Wells Fargo also violated the Plan's Investment Policy Statement, which required, *inter alia*, that investment managers have: a history of reliability and stability (which the scandal-laden Wells Fargo lacked); competitive investment performance compared to both the appropriate peer group and benchmark (which the chronically underperforming Suite also lacked); and a history of adherence to their investment approach (an impossibility for Wells Fargo, whose new, so-called "custom" strategy was hastily constructed and had no historical track record).

80. UnitedHealth's decision to retain Wells Fargo also ignored the operative Investment Policy Statement's criteria for when a Plan investment needed to be replaced. Criteria for removal in the Investment Policy Statement that the UnitedHealth Defendants ignored included: the investment's failure to perform above its peer group median (which

the Wells Fargo Target Fund Suite consistently failed to do); the presence of material litigation or fraud (at the time, Wells Fargo was embroiled in multiple litigations accusing it of fraud and other wrongdoing); significant changes in the investment fund company or investment manager (Wells Fargo's scandals coincided with major leadership shakeups, including the replacement of the CEOs of Wells Fargo Asset Management and its parent company); and changes in the fund's management personnel or investment strategy (which occurred repeatedly over the Class Period, including in 2015 and 2017).

C. The Wells Fargo Target Fund Suite Underperformed Compared to Numerous Meaningful Benchmarks For More than a Decade

81. In the five-year period from 2011 through 2015, the poor performance of the Wells Fargo Target Fund Suite cost the Plan and its participants over $100 million in lost retirement savings when compared to what they would have earned in one of the Comparator Funds. Monitoring the Plan, any fiduciary would have seen that the poor performance warranted the selection of a new target date option.

82. Despite the financial rout, UnitedHealth continued its commitment to the Wells Fargo Target Fund Suite and failed to replace the Wells Fargo Target Fund Suite with any one of the many prudent alternatives. In fact, the Plan added two more Wells Fargo target funds to the Plan, the 2055 Fund in 2013 and the 2060 Fund in 2015.

83. Not unexpectedly, the Wells Fargo Target Fund Suite continued to languish with its funds performing at the bottom of their respective peer universes, capping a decade of continuous poor performance. Specifically, a majority of the funds included in the Wells Fargo Target Fund Suite performed worse than between 70% and 97% of their peer funds

in their respective Morningstar Category over the preceding 3, 5, and 10 years for those in existence that long. In fact, in both the last 5 years and last 10 years, the Wells Fargo 2020 Fund performed worse than 97% of all the funds in its Morningstar Category.

84. Tables 1.a-10.a below demonstrate the underperformance of funds in the Wells Fargo Target Fund Suite[7] compared to the S&P Target Date Indices, the Comparator Funds, and the Dow Jones Target Date Indices[8] from October 1, 2010 through December 31, 2015.

85. Tables 1.b-11.b below demonstrate the underperformance of funds in the Wells Fargo Target Fund Suite compared to the S&P Target Date Indices (the Plan's stated benchmark index), the S&P Target Date Through Index,[9] and the Comparator Funds on both an annualized and cumulative basis for the period January 1, 2016 through March 31, 2021.

86. Tables 1.c-11.c below quantify how UnitedHealth's decision to keep the Wells Fargo Target Fund Suite squandered millions of dollars of Plan participants'

[7] The Wells Fargo 2060 Fund is not included because it was not offered until 2015.

[8] The Plan's Investment Policy Statement identified the Dow Jones Target Date Indices as the benchmark for the Wells Fargo Target Date Suite until May 30, 2018. Therefore, Plaintiff includes the Dow Jones Target Date Indices as a benchmark index in Tables 1.a-10.a.

[9] Because Wells Fargo constructed the Wells Fargo Target Fund Suite with a "through date" glidepath, Plaintiff has included this index for comparison purposes. The S&P Target Date "Through" Indices, which were created in June 2012, reflect the consensus asset allocation and glide path of a subset of target date funds that generally pursue investment policies characterized by a declining total equity exposure after retirement and a relatively aggressive total equity exposure near retirement.

retirement savings. Plaintiff demonstrates the monetary impact of UnitedHealth's decision by showing how the growth of an investment in funds from the Wells Fargo Target Fund Suite compares to the growth of the same investment in the Comparator Funds from January 1, 2016 through March 31, 2021.

87. All of the data presented in each of the Tables in this Complaint was available in real-time to the UnitedHealth Defendants throughout the Class Period.

88. The Comparator Funds listed in each of the Tables below (Fidelity, State Street, T. Rowe Price, and Vanguard) pursue the same investment objectives as the Wells Fargo Target Fund Suite, are managed by well-known investment advisers, and are available to all large retirement plans. The UnitedHealth Defendants would not have had to scour the market to find them. On the contrary, the Wells Fargo Target Fund Suite's performance was so bad that the UnitedHealth Defendants likely would have had to scour the market to find offerings as poor-performing as the Wells Fargo Target Fund Suite.

89. The UnitedHealth Defendants' decisions have had a profound adverse effect on the Plan and its participants. The overall breadth and depth of the Wells Fargo Target Fund Suite's underperformance raises a plausible inference that UnitedHealth's selection and monitoring process was tainted by a lack of competency and/or complete failure of effort, and its retention of the Wells Fargo Target Fund Suite was imprudent and disloyal.

90. Plaintiff did not have knowledge of all material facts necessary to understand that the UnitedHealth Defendants breached their fiduciary duties until shortly before filing her original Complaint. Further, Plaintiff did not have actual knowledge of the specifics of the UnitedHealth's decision-making processes with respect to the Plan, including the

processes for selecting, monitoring, and removing Plan investments, because this information was solely within the possession of the UnitedHealth Defendants. For purposes of this Complaint, Plaintiff has drawn reasonable and plausible inferences regarding these processes based upon the facts known to her and as alleged in this Complaint.

1. Wells Fargo 2010 Fund

91. Since its introduction to the Plan in 2010, the Wells Fargo 2010 Fund's underperformance has undermined the retirement savings of Plan participants. **Table 1.a** below illustrates over five years of underperformance from inception leading up to the beginning of the Class Period, relative to benchmark indices and the Comparator Funds where investment performance information is publicly available.

Table 1.a

October 1, 2010 – December 31, 2015

Fund	Cumulative Return	Annualized Return
Wells Fargo Target 2010	16.91%	3.02%
FIAM Blend Target Date 2010 T	39.04%	6.48%
FIAM Index Target Date 2010 T	34.24%	5.77%
State Street Target Ret 2010 NL Cl W	N/A	N/A[10]
T. Rowe Price Ret Hybrid 2010 Tr-T1	39.94%	6.61%
Vanguard Target Retirement 2010 Trust II	N/A	N/A
S&P Target Date 2010 TR	33.59%	5.67%
Dow Jones Global Target Date 2010 Index	20.40%	3.60%

[10] Around 2015, the Fund became invested in its most conservative mix of cash, bond, and stock investments and was merged into the State Street Target Retirement Income Fund.

92. Monitoring the Plan, any fiduciary would have used one or more of the indices and Comparator Funds listed in **Table 1.a** as benchmarks for the performance of the Wells Fargo 2010 Fund. Despite over five years of substantial underperformance, the UnitedHealth Defendants did not remove the Wells Fargo Target Fund Suite from the Plan. Predictably, the fund's underperformance continued throughout the Class Period.

93. **Table 1.b** illustrates the underperformance of the Wells Fargo 2010 Fund from January 1, 2016 through March 31, 2021 on an annualized basis relative to Comparator Funds and the two S&P benchmark indices. Furthermore, the differences in annual performance are even more pronounced when viewed on a cumulative basis compounded over time. Thus, as **Table 1.b** demonstrates, the Wells Fargo 2010 Fund significantly underperformed the benchmark indices and Comparator Funds on a cumulative basis.

Table 1.b

January 1, 2016 – March 31, 2021

Fund	**Annualized Performance**						**Cumulative Compounded Performance**
	2016	**2017**	**2018**	**2019**	**2020**	**2021**[11]	
Wells Fargo Target 2010	5.52%	9.03%	-2.91%	14.15%	8.66%	0.12%	38.71%
FIAM Blend Target Date 2010 T	6.77%	11.67%	-3.04%	14.83%	11.02%	0.45%	48.18%
+/- Wells Fargo	*-1.25%*	*-2.64%*	*+0.13%*	*-0.68%*	*-2.36%*	*-0.33%*	*-9.47%*

[11] The 2021 values in Tables 1.b-11.b reflect data from January 1, 2021 through March 31, 2021.

Fund	**Annualized Performance**						**Cumulative Compounded Performance**
	2016	**2017**	**2018**	**2019**	**2020**	**2021**[11]	
FIAM Index Target Date 2010 T	5.75%	10.84%	-2.28%	14.48%	10.44%	-0.15%	44.60%
+/- Wells Fargo	*-0.23%*	*-1.81%*	*-0.63%*	*-0.33%*	*-1.78%*	*+0.03%*	*-5.89%*
State Street Target Ret 2010 NL Cl W	N/A	N/A	N/A	N/A	N/A	N/A	N/A
+/- Wells Fargo	*N/A*	*N/A*	*N/A*	*N/A*	*N/A*	*N/A*	*N/A*
T. Rowe Price Ret Hybrid 2010 Tr-T1	6.78%	12.12%	-3.54%	15.71%	13.06%	2.13%	54.28%
+/- Wells Fargo	*-1.26%*	*-3.09%*	*+0.63%*	*-1.56%*	*-4.40%*	*-2.01%*	*-15.57%*
Vanguard Target Retirement 2010 Trust II	N/A	N/A	N/A	N/A	N/A	N/A	N/A
+/- Wells Fargo	*N/A*	*N/A*	*N/A*	*N/A*	*N/A*	*N/A*	*N/A*
S&P Target Date Through 2010 TR	6.17%	10.63%	-3.41%	15.08%	10.24%	1.00%	45.37%
+/- Wells Fargo	*-0.65%*	*-1.60%*	*+0.50%*	*-0.93%*	*-1.58%*	*-0.88%*	*-6.66%*
S&P Target Date 2010 TR	5.82%	9.95%	-3.10%	14.30%	9.95%	0.62%	42.56%
+/- Wells Fargo	*-0.30%*	*-0.92%*	*+0.19%*	*-0.15%*	*-1.29%*	*-0.50%*	*-3.85%*

94. When compared to the investment performance of the peer universe within the Target Date 2010 Morningstar Category, the breadth and depth of the Wells Fargo 2010 Fund's underperformance is stunning. Based on Morningstar data, as of March 31, 2021, the Wells Fargo 2010 Fund performed worse than 95% of all peer funds over the preceding

10-year period, worse than 96% of all peer funds over the preceding 5-year period, and worse than 71% of all peer funds over the preceding 3-year period.

95. During the Class Period, the assets of the Wells Fargo 2010 Fund averaged approximately $30 million. **Table 1.c** demonstrates the financial significance of this underperformance by showing the growth of $30 million invested in the Wells Fargo 2010 Fund as compared to the growth of $30 million invested in each of the Comparator Funds from January 1, 2016 through March 31, 2021.

Table 1.c

January 1, 2016 – March 31, 2021

Fund Name	**Compounded Performance**	**Annualized Performance**	**Growth of $30 Million**
Wells Fargo Target 2010	38.71%	6.43%	$41.6 million
FIAM Blend Target Date 2010 T	48.18%	7.78%	$44.4 million
+/- Wells Fargo	*-9.47%*	*-1.35%*	*-$2.8 million*
FIAM Index Target Date 2010 T	44.60%	7.28%	$43.3 million
+/- Wells Fargo	*-5.89%*	*-0.85%*	*-$1.7 million*
State Street Target Ret 2010 NL Cl W	N/A	N/A	N/A
+/- Wells Fargo	*N/A*	*N/A*	*N/A*
T. Rowe Price Ret Hybrid 2010 Tr-T1	54.28%	8.61%	$46.2 million
+/- Wells Fargo	*-15.57%*	*-2.18%*	*-$4.6 million*
Vanguard Target Retirement 2010 Trust II	N/A	N/A	N/A
+/- Wells Fargo	*N/A*	*N/A*	*N/A*

2. Wells Fargo 2015 Fund

96. Since its introduction to the Plan in 2010, the Wells Fargo 2015 Fund's underperformance has undermined the retirement savings of Plan participants. **Table 2.a** below illustrates over five years of underperformance from inception leading up to the beginning of the Class Period, relative to benchmark indices and the Comparator Funds where investment performance information is publicly available.

Table 2.a

October 1, 2010 – December 31, 2015

Fund	Cumulative Return	Annualized Return
Wells Fargo Target 2015	21.79%	3.83%
FIAM Blend Target Date 2015 T	40.32%	6.66%
FIAM Index Target Date 2015 T	35.85%	6.01%
State Street Target Ret 2015 NL Cl W	N/A	N/A[12]
T. Rowe Price Ret Hybrid 2015 Tr-T1	46.14%	7.49%
Vanguard Target Retirement 2015 Trust II	43.83%	7.17%
S&P Target Date 2015 TR	39.49%	6.55%
Dow Jones Global Target Date 2015	24.87%	4.32%

97. Monitoring the Plan, any fiduciary would have used one or more of the indices and Comparator Funds listed in **Table 2.a** as benchmarks for the performance of the Wells Fargo 2015 Fund. Despite over five years of substantial underperformance, the UnitedHealth Defendants did not remove the Wells Fargo Target Fund Suite from the Plan. Predictably, the fund's underperformance continued throughout the Class Period.

[12] Around 2020, the Fund became invested in its most conservative mix of cash, bond and stock investments and was merged into to the State Street Target Retirement Income Fund.

98. **Table 2.b** illustrates the underperformance of the Wells Fargo 2015 Fund from January 1, 2016 through March 31, 2021 on an annualized basis relative to Comparator Funds and the two S&P benchmark indices. Furthermore, the differences in annual performance are even more pronounced when viewed on a cumulative basis compounded over time. Thus, as **Table 2.b** demonstrates, the Wells Fargo 2015 Fund significantly underperformed the benchmark indices and Comparator Funds on a cumulative basis.

Table 2.b

January 1, 2016 – March 31, 2021

Fund	**Annualized Performance**						**Cumulative Compounded Performance**
	2016	**2017**	**2018**	**2019**	**2020**	**2021**	
Wells Fargo Target 2015	5.35%	9.55%	-3.25%	14.45%	8.94%	0.40%	39.78%
FIAM Blend Target Date 2015 T	7.32%	13.61%	-3.96%	16.99%	12.52%	1.11%	55.87%
+/- Wells Fargo	*-1.97%*	*-4.06%*	*+0.71%*	*-2.54%*	*-3.58%*	*-0.71%*	*-16.09%*
FIAM Index Target Date 2015 T	6.55%	12.65%	-3.05%	16.57%	11.63%	0.44%	52.11%
+/- Wells Fargo	*-1.20%*	*-3.10%*	*-0.20%*	*-2.12%*	*-2.69%*	*-0.04%*	*-12.33%*
State Street Target Ret 2015 NL Cl W[13]	N/A	N/A	N/A	N/A	N/A	N/A	N/A
+/- Wells Fargo	*N/A*	*N/A*	*N/A*	*N/A*	*N/A*	*N/A*	*N/A*
T. Rowe Price Ret Hybrid 2015 Tr-T1	7.29%	13.78%	-4.11%	17.20%	13.51%	2.41%	59.46%
+/- Wells Fargo	*-1.94%*	*-4.23%*	*+0.86%*	*-2.75%*	*-4.57%*	*-2.01%*	*-19.68%*

[13] Around 2020, the Fund became invested in its most conservative mix of cash, bond and stock investments and was merged into to the State Street Target Retirement Income Fund.

Fund	Annualized Performance						Cumulative Compounded Performance
	2016	2017	2018	2019	2020	2021	
Vanguard Target Retirement 2015 Trust II	6.25%	11.59%	-2.99%	14.93%	10.42%	0.30%	46.40%
+/- Wells Fargo	*-0.90%*	*-2.04%*	*-0.26%*	*-0.48%*	*-1.48%*	*+0.10*	*-6.62%*
S&P Target Date Through 2015 TR	7.05%	12.46%	-3.90%	16.11%	10.62%	1.36%	50.64%
+/- Wells Fargo	*-1.70%*	*-2.91%*	*+0.65%*	*-1.66%*	*-1.68%*	*-0.96%*	*-10.68%*
S&P Target Date 2015 TR	6.56%	11.39%	-3.67%	15.40%	10.28%	1.14%	47.17%
+/- Wells Fargo	*-1.21%*	*-1.84%*	*+0.42%*	*-0.95%*	*-1.34%*	*-0.74%*	*-7.39%*

99. When compared to the investment performance of the peer universe within the Target Date 2015 Morningstar Category, the breadth and depth of the Wells Fargo 2015 Fund's underperformance is stunning. Based on Morningstar data, as of March 31, 2021, the Wells Fargo 2015 Fund performed worse than 97% of all peer funds over the preceding 10-year period, worse than 97% of all peer funds over the preceding 5-year period, and worse than 88% of all peer funds over the preceding 3-year period.

100. During the Class Period, the assets of the Wells Fargo 2015 Fund averaged approximately $130 million. **Table 2.c** demonstrates the financial significance of this underperformance by showing the growth of $130 million invested in the Wells Fargo 2015 Fund as compared to the growth of $130 million invested in each of the Comparator Funds from January 1, 2016 through March 31, 2021.

Table 2.c

January 1, 2016 – March 31, 2021

Fund Name	**Compounded Performance**	**Annualized Performance**	**Growth of $130 Million**
Wells Fargo Target 2015	39.78%	6.59%	$188.7 million
FIAM Blend Target Date 2015 T	55.87%	8.82%	$202.6 million
+/- Wells Fargo	*-16.09%*	*-2.23%*	*-$13.9 million*
FIAM Index Target Date 2015 T	52.11%	8.32%	$197.7 million
+/- Wells Fargo	*-12.33%*	*-1.73%*	*-$9.0 million*
State Street Target Ret 2015 NL Cl W	N/A	N/A	N/A
+/- Wells Fargo	*N/A*	*N/A*	*N/A*
T. Rowe Price Ret Hybrid 2015 Tr-T1	59.46%	9.30%	$215.2 million
+/- Wells Fargo	*-19.68%*	*-2.71%*	*-$26.5 million*
Vanguard Target Retirement 2015 Trust II	46.40%	7.53%	$197.6 million
+/- Wells Fargo	*-6.60%*	*-0.94%*	*-$8.9 million*

3. Wells Fargo 2020 Fund

101. Since its introduction to the Plan in 2010, the Wells Fargo 2020 Fund's underperformance has undermined the retirement savings of Plan participants. **Table 3.a** below illustrates over five years of underperformance from inception leading up to the beginning of the Class Period, relative to benchmark indices and the Comparator Funds.

Table 3.a

October 1, 2010 – December 31, 2015

Fund	Cumulative Return	Annualized Return
Wells Fargo Target 2020	27.83%	4.79%
FIAM Blend Target Date 2020 T	45.11%	7.35%
FIAM Index Target Date 2020 T	39.36%	6.53%
State Street Target Ret 2020 NL Cl W	47.93%	7.74%
T. Rowe Price Ret Hybrid 2020 Tr-T1	51.34%	8.21%
Vanguard Target Retirement 2020 Trust II	48.92%	7.88%
S&P Target Date 2020 TR	44.56%	7.27%
Dow Jones Global Target Date 2020	31.27%	5.32%

102. Monitoring the Plan, any fiduciary would have used one or more of the indices and Comparator Funds listed in **Table 3.a** as benchmarks for the performance of the Wells Fargo 2020 Fund. Despite over five years of substantial underperformance, the UnitedHealth Defendants did not remove the Wells Fargo Target Fund Suite from the Plan. Predictably, the fund's underperformance continued throughout the Class Period.

103. **Table 3.b** illustrates the underperformance of the Wells Fargo 2020 Fund from January 1, 2016 through March 31, 2021 on an annualized basis relative to Comparator Funds and the two S&P benchmark indices. Furthermore, the differences in annual performance are even more pronounced when viewed on a cumulative basis compounded over time. Thus, as **Table 3.b** demonstrates, the Wells Fargo 2020 Fund significantly underperformed the benchmark indices and Comparator Funds on a cumulative basis.

Table 3.b

January 1, 2016 – March 31, 2021

Fund	Annualized Performance						Cumulative Compounded Performance
	2016	2017	2018	2019	2020	2021	
Wells Fargo Target 2020	5.97%	11.13%	-3.59%	16.18%	9.28%	1.36%	46.11%
FIAM Blend Target Date 2020 T	7.59%	14.85%	-4.76%	18.94%	13.79%	1.82%	62.19%
+/- Wells Fargo	*-1.62%*	*-3.72%*	*+1.17%*	*-2.76%*	*-4.51%*	*-0.46%*	*-16.08%*
FIAM Index Target Date 2020 T	7.08%	13.94%	-3.75%	18.29%	12.83%	1.07%	58.40%
+/- Wells Fargo	*-1.11%*	*-2.81%*	*+0.16%*	*-2.11%*	*-3.55%*	*+0.29%*	*-12.29%*
State Street Target Ret 2020 NL Cl W	7.45%	13.12%	-4.52%	16.83%	11.13%	1.81%	53.39%
+/- Wells Fargo	*-1.48%*	*-1.99%*	*+0.93%*	*-0.65%*	*-1.85%*	*-0.45%*	*-7.28%*
T. Rowe Price Ret Hybrid 2020 Tr-T1	7.89%	15.90%	-4.84%	19.17%	14.00%	2.85%	66.27%
+/- Wells Fargo	*-1.92%*	*-4.77%*	*+1.25%*	*-2.99%*	*-4.72 %*	*-1.49%*	*-20.16%*
Vanguard Target Retirement 2020 Trust II	7.02%	14.19%	-4.19%	17.69%	12.10%	1.27%	56.42%
+/- Wells Fargo	*-1.05%*	*-3.06%*	*+0.60%*	*-1.51%*	*-2.82%*	*+0.09%*	*-10.31%*
S&P Target Date Through 2020 TR	7.83%	14.04%	-4.90%	18.18%	11.04%	2.05%	56.60%
+/- Wells Fargo	*-1.86%*	*-2.91%*	*+1.31%*	*-2.00%*	*-1.76%*	*-0.69%*	*-10.49%*
S&P Target Date 2020 TR	7.22%	12.80%	-4.16%	16.52%	10.24%	1.46%	51.07%
+/- Wells Fargo	*-1.25%*	*-1.67%*	*+0.57%*	*-0.34%*	*-0.96%*	*-0.10%*	*-4.96%*

104. When compared to the investment performance of the peer universe within the Target Date 2020 Morningstar Category, the breadth and depth of the Wells Fargo 2020

Fund's underperformance is stunning. Based on Morningstar data, as of March 31, 2021, the Wells Fargo 2020 Fund performed worse than 94% of all peer funds over the preceding 10-year period, worse than 83% of all peer funds over the preceding 5-year period, and worse than 66% of all peer funds over the preceding 3-year period.

105. During the Class Period, the assets of the Wells Fargo 2020 Fund averaged approximately $375 million. **Table 3.c** demonstrates the financial significance of this underperformance by showing the growth of $375 million invested in the Wells Fargo 2020 Fund as compared to the growth of $375 million invested in each of the Comparator Funds from January 1, 2016 through March 31, 2021.

Table 3.c

January 1, 2016 – March 31, 2021

Fund Name	**Compounded Performance**	**Annualized Performance**	**Growth of $375 Million**
Wells Fargo Target 2020	46.11%	7.49%	$547.9 million
FIAM Blend Target Date 2020 T	62.19%	9.65%	$608.2 million
+/- Wells Fargo	*-16.08%*	*-2.16%*	*-$60.3 million*
FIAM Index Target Date 2020 T	58.40%	9.16%	$593.9 million
+/- Wells Fargo	*-12.29%*	*-1.67%*	*-$46.0 million*
State Street Target Ret 2020 NL Cl W	53.39%	8.49%	$575.2 million
+/- Wells Fargo	*-7.28%*	*-1.00%*	*-$27.3 million*
T. Rowe Price Ret Hybrid 2020 Tr-T1	66.27%	10.17%	$623.5 million
+/- Wells Fargo	*-20.16%*	*-2.68%*	*-$75.6 million*
Vanguard Target Retirement 2020 Trust II	56.42%	8.90%	$586.5 million
+/- Wells Fargo	*-10.31%*	*-1.41%*	*-$38.6 million*

4. Wells Fargo 2025 Fund

106. Since its introduction to the Plan in 2010, the Wells Fargo 2025 Fund has undermined the retirement savings of Plan participants. **Table 4.a** below illustrates over five years of underperformance from inception leading up to the beginning of the Class Period, relative to benchmark indices and the Comparator Funds.

Table 4.a

October 1, 2010 – December 31, 2015

Fund	Cumulative Return	Annualized Return
Wells Fargo Target 2025	35.28%	5.93%
FIAM Blend Target Date 2025 T	51.28%	8.20%
FIAM Index Target Date 2025 T	45.65%	7.43%
State Street Target Ret 2025 NL Cl W	52.32%	8.35%
T. Rowe Price Ret Hybrid 2025 Tr-T1	56.04%	8.84%
Vanguard Target Retirement 2025 Trust II	52.93%	8.43%
S&P Target Date 2025 TR	48.56%	7.83%
Dow Jones Global Target Date 2025	38.43%	6.39%

107. Monitoring the Plan, any fiduciary would have used one or more of the indices and Comparator Funds listed in **Table 4.a** as benchmarks for the performance of the Wells Fargo 2025 Fund. Despite over five years of substantial underperformance, the UnitedHealth Defendants did not remove the Wells Fargo Target Fund Suite from the Plan. Predictably, the fund's underperformance continued throughout the Class Period.

108. **Table 4.b** illustrates the underperformance of the Wells Fargo 2025 Fund from January 1, 2016 through March 31, 2021 on an annualized basis relative to Comparator Funds and the two S&P benchmark indices. Furthermore, the differences in annual performance are even more pronounced when viewed on a cumulative basis

compounded over time. Thus, as **Table 4.b** demonstrates, the Wells Fargo 2025 Fund significantly underperformed the benchmark indices and Comparator Funds on a cumulative basis.

Table 4.b

January 1, 2016 – March 31, 2021

Fund	**Annualized Performance**						**Cumulative Compounded Performance**
	2016	**2017**	**2018**	**2019**	**2020**	**2021**	
Wells Fargo Target 2025	6.59%	13.10%	-4.23%	17.68%	9.75%	1.62%	51.52%
FIAM Blend Target Date 2025 T	7.88%	16.00%	-5.39%	20.46%	14.86%	2.31%	67.59%
+/- Wells Fargo	*-1.29%*	*-2.90%*	*+1.16%*	*-2.78%*	*-5.11%*	*-0.69%*	*-16.07%*
FIAM Index Target Date 2025 T	7.53%	15.22%	-4.45%	19.88%	13.64%	1.50%	63.69%
+/- Wells Fargo	*-0.94%*	*-2.12%*	*+0.22%*	*-2.20%*	*-3.89%*	*+0.12%*	*-12.17%*
State Street Target Ret 2025 NL Cl W	8.07%	16.27%	-5.89%	19.86%	15.05%	1.93%	66.22%
+/- Wells Fargo	-1.48%	-3.17%	+1.66%	-2.18%	-5.30%	-0.31%	-14.70%
T. Rowe Price Ret Hybrid 2025 Tr-T1	8.33%	17.60%	-5.52%	21.03%	15.19%	3.45%	73.58%
+/- Wells Fargo	*-1.74%*	*-4.50%*	*+1.29%*	*-3.35%*	*-5.44%*	*-1.83%*	*-22.06%*
Vanguard Target Retirement 2025 Trust II	7.51%	16.04%	-5.07%	19.75%	13.39%	1.84%	63.76%
+/- Wells Fargo	*-0.92%*	*-2.94%*	*+0.84%*	*-2.07%*	*-3.64%*	*-0.22%*	*-12.24%*

Fund	**Annualized Performance**						**Cumulative Compounded Performance**
	2016	**2017**	**2018**	**2019**	**2020**	**2021**	
S&P Target Date Through 2025 TR	8.48%	15.65%	-5.72%	19.84%	11.59%	2.83%	62.65%
+/- Wells Fargo	*-1.89%*	*-2.55%*	*+1.49%*	*-2.16%*	*-1.84%*	*-1.21%*	*-11.13%*
S&P Target Date 2025 TR	7.82%	14.55%	-5.02%	18.38%	11.22%	2.38%	58.11%
+/- Wells Fargo	*-1.23%*	*-1.45%*	*+0.79%*	*-0.70%*	*-1.47%*	*-0.76%*	*-6.59%*

109. When compared to the investment performance of the peer universe within the Target Date 2025 Morningstar Category, the breadth and depth of the Wells Fargo 2025 Fund's underperformance is stunning. Based on Morningstar data, as of March 31, 2021, the Wells Fargo 2025 Fund performed worse than 86% of all peer funds over the preceding 10-year period, worse than 86% of all peer funds over the preceding 5-year period, and worse than 72% of all peer funds over the preceding 3-year period.

110. During the Class Period, the assets of the Wells Fargo 2025 Fund averaged approximately $700 million. **Table 4.c** demonstrates the financial significance of this underperformance by showing the growth of $700 million invested in the Wells Fargo 2025 Fund as compared to the growth of $700 million invested in each of the Comparator Funds from January 1, 2016 through March 31, 2021.

Table 4.c

January 1, 2016 – March 31, 2021

Fund Name	Compounded Performance	Annualized Performance	Growth of $700 Million
Wells Fargo Target 2025	51.52%	8.24%	$1.060 billion
FIAM Blend Target Date 2025 T	67.59%	10.34%	$1.173 billion
+/- Wells Fargo	*-16.07%*	*-2.10%*	*-$113 million*
FIAM Index Target Date 2025 T	63.69%	9.84%	$1.145 billion
+/- Wells Fargo	*-12.17%*	*-1.60%*	*-$85 million*
State Street Target Ret 2025 NL Cl W	66.22%	10.16%	$1.163 billion
+/- Wells Fargo	*-14.70%*	*-1.92%*	*-$103 million*
T. Rowe Price Ret Hybrid 2025 Tr-T1	73.58%	11.08%	$1.215 billion
+/- Wells Fargo	*-22.06%*	*-2.84%*	*-$155 million*
Vanguard Target Retirement 2025 Trust II	63.76%	9.85%	$1.146 billion
+/- Wells Fargo	*-12.24%*	*-1.61%*	*-$86 million*

5. Wells Fargo 2030 Fund

111. Since inception, the depth of the Wells Fargo 2030 Fund's underperformance has undermined the retirement savings of Plan participants since its introduction to the Plan in 2010. **Table 5.a** below illustrates over five years of underperformance from inception leading up to the beginning of the Class Period, relative to benchmark indices and the Comparator Funds.

Table 5.a

October 1, 2010 – December 31, 2015

Fund	Cumulative Return	Annualized Return
Wells Fargo Target 2030	41.52%	6.84%
FIAM Blend Target Date 2030 T	54.20%	8.60%
FIAM Index Target Date 2030 T	48.00%	7.75%
State Street Target Ret 2030 NL Cl W	55.32%	8.75%
T. Rowe Price Ret Hybrid 2030 Tr-T1	60.14%	9.38%
Vanguard Target Retirement 2030 Trust II	56.86%	8.95%
S&P Target Date 2030 TR	52.21%	8.33%
Dow Jones Global Target Date 2030	45.13%	7.35%

112. Monitoring the Plan, any prudent fiduciary would have used one or more of the indices and Comparator Funds listed in **Table 5.a** as benchmarks for the performance of the Wells Fargo 2030 Fund. Despite over five years of substantial underperformance, the UnitedHealth Defendants did not remove the Wells Fargo Target Fund Suite from the Plan. Predictably, the fund's underperformance continued throughout the Class Period.

113. **Table 5.b** illustrates the underperformance of the Wells Fargo 2030 Fund from January 1, 2016 through March 31, 2021 on an annualized basis relative to Comparator Funds and the two S&P benchmark indices. Furthermore, the differences in annual performance are even more pronounced when viewed on a cumulative basis compounded over time. Thus, as **Table 5.b** demonstrates, the Wells Fargo 2030 Fund significantly underperformed the benchmark indices and Comparator Funds on a cumulative basis.

Table 5.b

January 1, 2016 – March 31, 2021

Fund	**Annualized Performance**						**Cumulative Compounded Performance**
	2016	**2017**	**2018**	**2019**	**2020**	**2021**	
Wells Fargo Target 2030	7.13%	15.45%	-5.44%	19.91%	10.41%	2.91%	59.35%
FIAM Blend Target Date 2030 T	8.55%	18.79%	-6.54%	23.16%	15.86%	2.90%	76.94%
+/- Wells Fargo	*-1.42%*	*-3.34%*	*+1.1%*	*-3.25%*	*-5.45*	*+0.01%*	*-17.59%*
FIAM Index Target Date 2030 T	8.68%	17.99%	-5.42%	22.33%	14.40%	2.02%	73.16%
+/- Wells Fargo	*-1.55%*	*-2.54%*	*-0.02%*	*-2.42%*	*-3.99%*	*+0.89%*	*-13.81%*
State Street Target Ret 2030 NL Cl W	8.20%	17.98%	-6.71%	21.72%	17.53%	1.90%	73.61%
+/- Wells Fargo	*-1.07%*	*-2.53%*	*+1.27%*	*-1.81%*	*-7.12%*	*+1.01%*	*-14.26%*
T. Rowe Price Ret Hybrid 2030 Tr-T1	8.75%	19.22%	-6.15%	22.62%	16.25%	4.12%	80.58%
+/- Wells Fargo	*-1.62%*	*-3.77%*	*+0.71%*	*-2.71%*	*-5.84%*	*-1.21%*	*-21.23%*
Vanguard Target Retirement 2030 Trust II	7.93%	17.60%	-5.79%	21.15%	14.19%	2.47%	69.50%
+/- Wells Fargo	*-0.80%*	*-2.15%*	*+0.35%*	*-1.24%*	*-3.78%*	*+0.44%*	*-10.15%*
S&P Target Date Through 2030 TR	9.08%	17.38%	-6.52%	21.76%	11.82%	3.48%	68.62%
+/- Wells Fargo	*-1.95%*	*-1.93%*	*+1.08%*	*-1.85%*	*-1.41%*	*-0.57%*	*-9.27%*
S&P Target Date 2030 TR	8.35%	16.19%	-5.99%	20.38%	11.91%	3.24%	64.58%

Fund	**Annualized Performance**						**Cumulative Compounded Performance**
	2016	**2017**	**2018**	**2019**	**2020**	**2021**	
+/- Wells Fargo	*-1.22%*	*-0.74%*	*+0.55%*	*-0.47%*	*-1.50%*	*-0.33%*	*-5.23%*

114. When compared to the investment performance of the peer universe within the Target Date 2030 Morningstar Category, the breadth and depth of the Wells Fargo 2030 Fund's underperformance is stunning. Based on Morningstar data, as of March 31, 2021, the Wells Fargo 2030 Fund performed worse than 83% of all peer funds over the preceding 10-year period, worse than 77% of all peer funds over the preceding 5-year period, and worse than 67% of all peer funds over the preceding 3-year period.

115. During the Class Period, the assets of the Wells Fargo 2030 Fund averaged approximately $800 million. **Table 5.c** demonstrates the financial significance of this underperformance by showing the growth of $800 million invested in the Wells Fargo 2030 Fund as compared to the growth of $800 million invested in each of the Comparator Funds from January 1, 2016 through March 31, 2021.

Table 5.c

January 1, 2016 – March 31, 2021

Fund Name	**Compounded Performance**	**Annualized Performance**	**Growth of $800 Million**
Wells Fargo Target 2030	59.35%	9.28%	$1.274 billion
FIAM Blend Target Date 2030 T	76.94%	11.49%	$1.415 billion
+/- Wells Fargo	*-17.59%*	*-2.21%*	*-$141 million*
FIAM Index Target Date 2030 T	73.16%	11.02%	$1.385 billion
+/- Wells Fargo	*-13.81%*	*-1.74%*	*-$111 million*

Fund Name	Compounded Performance	Annualized Performance	Growth of $800 Million
State Street Target Ret 2030 NL Cl W	73.61%	11.08%	$1.388 billion
+/- Wells Fargo	*-14.26%*	*-1.80%*	*-$114 million*
T. Rowe Price Ret Hybrid 2030 Tr-T1	80.58%	11.92%	$1.444 billion
+/- Wells Fargo	*-21.23%*	*-2.64%*	*-$170 million*
Vanguard Target Retirement 2030 Trust II	69.50%	10.57%	$1.356 billion
+/- Wells Fargo	*-10.15%*	*-1.29%*	*-$82 million*

6. Wells Fargo 2035 Fund

116. Since its introduction to the Plan in 2010 the Wells Fargo 2035 Fund has undermined the retirement savings of Plan participants. **Table 6.a** below illustrates over five years of underperformance from inception leading up to the beginning of the Class Period, relative to benchmark indices and the Comparator Funds.

Table 6.a

October 1, 2010 – December 31, 2015

Fund	Cumulative Return	Annualized Return
Wells Fargo Target 2035	47.06%	7.62%
FIAM Blend Target Date 2035 T	58.72%	9.20%
FIAM Index Target Date 2035 T	52.42%	8.36%
State Street Target Ret 2035 NL Cl W	56.21%	8.87%
T. Rowe Price Ret Hybrid 2035 Tr-T1	62.85%	9.73%
Vanguard Target Retirement 2035 Trust II	60.76%	9.46%
S&P Target Date 2035 TR	55.31%	8.75%
Dow Jones Global Target Date 2035	50.45%	8.09%

117. Monitoring the Plan, any prudent fiduciary would have used one or more of the indices and Comparator Funds listed in **Table 6.a** as benchmarks for the performance

of the Wells Fargo 2035 Fund. Despite over five years of substantial underperformance, the UnitedHealth Defendants did not remove the Wells Fargo Target Fund Suite from the Plan. Predictably, the fund's underperformance continued throughout the Class Period.

118. **Table 6.b** illustrates the underperformance of the Wells Fargo 2035 Fund from January 1, 2016 through March 31, 2021 on an annualized basis relative to Comparator Funds and the two S&P benchmark indices. Furthermore, the differences in annual performance are even more pronounced when viewed on a cumulative basis compounded over time. Thus, as **Table 6.b** demonstrates, the Wells Fargo 2035 Fund significantly underperformed the benchmark indices and Comparator Funds on a cumulative basis.

Table 6.b

January 1, 2016 – March 31, 2021

Fund	Annualized Performance						Cumulative Compound Performance
	2016	2017	2018	2019	2020	2021	
Wells Fargo Target 2035	9.21%	17.63%	-6.47%	21.81%	10.65%	4.21%	68.77%
FIAM Blend Target Date 2035 T	8.98%	20.88%	-7.83%	26.10%	17.45%	4.23%	87.44%
+/- Wells Fargo	*-0.23%*	*-3.25%*	*+1.36%*	*-4.29%*	*-6.80%*	*-0.02%*	*-18.67%*
FIAM Index Target Date 2035 T	9.42%	20.40%	-6.68%	25.09%	15.65%	3.23%	83.59%
+/- Wells Fargo	*-0.21%*	*-2.77%*	*+0.21%*	*-3.28%*	*-5.00%*	*+0.98%*	*-14.82%*
State Street Target Ret 2035 NL Cl W	8.53%	19.38%	-7.34%	22.89%	18.42%	2.28%	78.69%

Fund	Annualized Performance						Cumulative Compound Performance
	2016	**2017**	**2018**	**2019**	**2020**	**2021**	
+/- Wells Fargo	*+0.68%*	*-1.75%*	*+0.87%*	*-1.08%*	*-7.77%*	*+1.93%*	*-9.92%*
T. Rowe Price Ret Hybrid 2035 Tr-T1	9.01%	20.52%	-6.66%	23.97%	17.02%	4.81%	86.45%
+/- Wells Fargo	*+0.20%*	*-2.89%*	*+0.19%*	*-2.16%*	*-6.37%*	*-0.60%*	*-17.68%*
Vanguard Target Retirement 2035 Trust II	8.37%	19.18%	-6.54%	22.57%	14.92%	3.14%	75.36%
+/- Wells Fargo	*+0.84%*	*-1.55%*	*+0.07%*	*-0.76%*	*-4.27%*	*+1.07%*	*-6.59%*
S&P Target Date Through 2035 TR	9.48%	18.72%	-7.07%	23.11%	12.76%	4.36%	74.97%
+/- Wells Fargo	*-0.27%*	*-1.09%*	*+0.60%*	*-1.30%*	*-2.11%*	*-0.15%*	*-6.20%*
S&P Target Date 2035 TR	8.85%	17.78%	-6.88%	22.18%	12.79%	4.22%	71.46%
+/- Wells Fargo	*+0.36%*	*-0.15%*	*+0.41%*	*-0.37%*	*-2.14%*	*-0.01%*	*-2.69%*

119. When compared to the investment performance of the peer universe within the Target Date 2035 Morningstar Category, the breadth and depth of the Wells Fargo 2035 Fund's underperformance is stunning. Based on Morningstar data, as of March 31, 2021, the Wells Fargo 2035 Fund performed worse than 74% of all peer funds over the preceding 10-year period, worse than 77% of all peer funds over the preceding 5-year period, and worse than 70% of all peer funds over the preceding 3-year period.

120. During the Class Period, the assets of the Wells Fargo 2035 Fund averaged approximately $800 million. **Table 6.c** demonstrates the financial significance of this underperformance by showing the growth of $800 million invested in the Wells Fargo 2035

Fund as compared to the growth of $800 million invested in each of the Comparator Funds from January 1, 2016 through March 31, 2021.

Table 6.c

January 1, 2016 – March 31, 2021

Fund Name	Compounded Performance	Annualized Performance	Growth of $800 Million
Wells Fargo Target 2035	68.77%	10.48%	$1.350 billion
FIAM Blend Target Date 2035 T	87.44%	12.72%	$1.499 billion
+/- Wells Fargo	*-18.67%*	*-2.24%*	*-$149 million*
FIAM Index Target Date 2035 T	83.59%	12.27%	$1.468 billion
+/- Wells Fargo	*-14.82%*	*-1.79%*	*-$118 million*
State Street Target Ret 2035 NL Cl W	78.69%	11.69%	$1.429 billion
+/- Wells Fargo	*-9.92%*	*-1.21%*	*-$79 million*
T. Rowe Price Ret Hybrid 2035 Tr-T1	86.45%	12.60%	$1.491 billion
+/- Wells Fargo	*-17.68%*	*-2.12%*	*-$141 million*
Vanguard Target Retirement 2035 Trust II	75.36%	11.29%	$1.402 billion
+/- Wells Fargo	*-6.59%*	*-0.81%*	*-$52 million*

7. Wells Fargo 2040 Fund

121. Since its introduction to the Plan in 2010, the Wells Fargo 2040 Fund has undermined the retirement savings of Plan participants. **Table 7.a** below illustrates over five years of underperformance from inception leading up to the beginning of the Class Period, relative to benchmark indices and the Comparator Funds.

Table 7.a

October 1, 2010 – December 31, 2015

Fund	Cumulative Return	Annualized Return
Wells Fargo Target 2040	50.90%	8.15%
FIAM Blend Target Date 2040 T	59.34%	9.28%
FIAM Index Target Date 2040 T	53.15%	8.46%
State Street Target Ret 2040 NL Cl W	56.60%	8.92%
T. Rowe Price Ret Hybrid 2040 Tr-T1	64.52%	9.95%
Vanguard Target Retirement 2040 Trust II	62.37%	9.67%
S&P Target Date 2040 TR	57.45%	9.03%
Dow Jones Global Target Date 2040	54.30%	8.61%

122. Monitoring the Plan, any prudent fiduciary would have used one or more of the indices and Comparator Funds listed in **Table 7.a** as benchmarks for the performance of the Wells Fargo 2040 Fund. Despite over five years of substantial underperformance, the UnitedHealth Defendants did not remove the Wells Fargo Target Fund Suite from the Plan. Predictably, the fund's underperformance continued throughout the Class Period.

123. **Table 7.b** illustrates the underperformance of the Wells Fargo 2040 Fund from January 1, 2016 through March 31, 2021 on an annualized basis relative to Comparator Funds and the two S&P benchmark indices. Furthermore, the differences in annual performance are even more pronounced when viewed on a cumulative basis compounded over time. Thus, as **Table 7.b** demonstrates, the Wells Fargo 2040 Fund significantly underperformed the benchmark indices and Comparator Funds on a cumulative basis.

Table 7.b

January 1, 2016 – March 31, 2021

Fund	Annualized Performance						Cumulative Compound Performance
	2016	2017	2018	2019	2020	2021	
Wells Fargo Target 2040	9.82%	19.60%	-7.10%	22.82%	10.61%	5.06%	74.16%
FIAM Blend Target Date 2040 T	9.02%	21.08%	-8.38%	27.07%	18.57%	5.19%	91.66%
+/- Wells Fargo	*+0.80%*	*-1.48%*	*+1.28%*	*-4.25%*	*-7.96%*	*-0.13%*	*-17.5%*
FIAM Index Target Date 2040 T	9.47%	20.59%	-7.19%	26.29%	16.53%	4.09%	87.68%
+/- Wells Fargo	*+0.35%*	*-0.99%*	*+0.09%*	*-3.47%*	*-5.92%*	*+0.97%*	*-13.52%*
State Street Target Ret 2040 NL Cl W	8.99%	20.39%	-7.91%	23.86%	18.96%	2.76%	82.95%
+/- Wells Fargo	*+0.83%*	*-0.79%*	*+0.81%*	*-1.04%*	*-8.35%*	*+2.30%*	*-8.79%*
T. Rowe Price Ret Hybrid 2040 Tr-T1	9.17%	21.49%	-7.06%	25.09%	17.80%	5.36%	91.40%
+/- Wells Fargo	*+0.65%*	*-1.89%*	*-0.04%*	*-2.27%*	*-7.19%*	*-0.30%*	*-17.24%*
Vanguard Target Retirement 2040 Trust II	8.79%	20.81%	-7.30%	23.97%	15.57%	3.80%	81.20%
+/- Wells Fargo	*+1.03%*	*-1.21%*	*+0.20%*	*-1.15%*	*-4.96%*	*+1.26%*	*-7.04%*
S&P Target Date Through 2040 TR	9.80%	19.79%	-7.63%	24.25%	13.46%	5.07%	79.97%
+/- Wells Fargo	*+0.02%*	*-0.19%*	*+0.53%*	*-1.43%*	*-2.85%*	*-0.01%*	*-5.81%*
S&P Target Date 2040 TR	9.23%	18.87%	-7.41%	23.37%	13.37%	4.93%	76.42%

Fund	Annualized Performance						Cumulative Compound Performance
	2016	2017	2018	2019	2020	2021	
+/- Wells Fargo	*+0.59%*	*+0.73%*	*+0.31%*	*-0.55%*	*-2.76%*	*+0.13%*	*-2.26%*

124. When compared to the investment performance of the peer universe within the Target Date 2040 Morningstar Category, the breadth and depth of the Wells Fargo 2040 Fund's underperformance is stunning. Based on Morningstar data, as of March 31, 2021, the Wells Fargo 2040 Fund performed worse than 72% of all peer funds over the preceding 10-year period, worse than 63% of all peer funds over the preceding 5-year period, and worse than 78% of all peer funds over the preceding 3-year period.

125. During the Class Period, the assets of the Wells Fargo 2040 Fund averaged approximately $700 million. **Table 7.c** demonstrates the financial significance of this underperformance by showing the growth of $700 million invested in the Wells Fargo 2040 Fund as compared to the growth of $700 million invested in each of the Comparator Funds from January 1, 2016 through March 31, 2021.

Table 7.c

January 1, 2016 – March 31, 2021

Fund Name	Compounded Performance	Annualized Performance	Growth of $700 Million
Wells Fargo Target 2040	74.16%	11.15%	$1.219 billion
FIAM Blend Target Date 2040 T	91.66%	13.20%	$1.342 billion
+/- Wells Fargo	*-17.5%*	*-2.05%*	*-$132 million*
FIAM Index Target Date 2040 T	87.68%	12.74%	$1.313 billion
+/- Wells Fargo	*-13.52%*	*-1.59%*	*-$94 million*

Fund Name	Compounded Performance	Annualized Performance	Growth of $700 Million
State Street Target Ret 2040 NL Cl W	82.95%	12.19%	$1.280 billion
+/- Wells Fargo	*-8.79%*	*-1.04%*	*$61 million*
T. Rowe Price Ret Hybrid 2040 Tr-T1	91.40%	13.16%	$1.339 billion
+/- Wells Fargo	*-17.24%*	*-2.01%*	*-$120 million*
Vanguard Target Retirement 2040 Trust II	81.20%	11.99%	$1.268 billion
+/- Wells Fargo	*-7.04%*	*-0.84%*	*$49 million*

8. Wells Fargo 2045 Fund

126. Since its introduction to the Plan in 2010, the Wells Fargo 2045 Fund has undermined the retirement savings of Plan participants. **Table 8.a** below illustrates over five years of underperformance from inception leading up to the beginning of the Class Period, relative to benchmark indices and the Comparator Funds.

Table 8.a

October 1, 2010 – December 31, 2015

Fund	Cumulative Return	Annualized Return
Wells Fargo Target 2045	54.01%	8.57%
FIAM Blend Target Date 2045 T	60.51%	9.43%
FIAM Index Target Date 2045 T	54.04%	8.58%
State Street Target Ret 2045 NL Cl W	56.54%	8.91%
T. Rowe Price Ret Hybrid 2045 Tr-T1	64.41%	9.93%
Vanguard Target Retirement 2045 Trust II	62.45%	9.68%
S&P Target Date 2045 TR	58.95%	9.23%
Dow Jones Global Target Date 2045	56.19%	8.86%

127. Monitoring the Plan, any prudent fiduciary would have used one or more of the indices and Comparator Funds listed in **Table 8.a** as benchmarks for the performance

of the Wells Fargo 2045 Fund. Despite over five years of substantial underperformance, the UnitedHealth Defendants did not remove the Wells Fargo Target Fund Suite from the Plan. Predictably, the fund's underperformance continued throughout the Class Period.

128. **Table 8.b** illustrates the underperformance of the Wells Fargo 2045 Fund from January 1, 2016 through March 31, 2021 on an annualized basis relative to Comparator Funds and the two S&P benchmark indices. Furthermore, the differences in annual performance are even more pronounced when viewed on a cumulative basis compounded over time. Thus, as **Table 8.b** demonstrates, the Wells Fargo 2045 Fund significantly underperformed the benchmark indices and Comparator Funds on a cumulative basis.

Table 8.b

January 1, 2016 – March 31, 2021

Fund	Annualized Performance						Cumulative Compound Performance
	2016	2017	2018	2019	2020	2021	
Wells Fargo Target 2045	10.34%	20.13%	-7.29%	23.36%	10.55%	5.52%	76.68%
FIAM Blend Target Date 2045 T	9.06%	21.05%	-8.40%	27.07%	18.59%	5.17%	91.65%
+/- Wells Fargo	*+1.28%*	*-0.92%*	*+1.11%*	*-3.71%*	*-8.04%*	*+0.35%*	*-14.97%*
FIAM Index Target Date 2045 T	9.46%	20.59%	-7.14%	26.22%	16.57%	4.10%	87.74%
+/- Wells Fargo	*+0.88%*	*-0.46%*	*-0.15%*	*-2.86%*	*-6.02%*	*+1.42%*	*-11.06%*
State Street Target Ret 2045 NL Cl W	9.33%	21.26%	-8.47%	24.74%	19.47%	3.21%	86.65%

Fund	**Annualized Performance**						**Cumulative Compound Performance**
	2016	**2017**	**2018**	**2019**	**2020**	**2021**	
+/- Wells Fargo	*+1.01%*	*-1.13%*	*+1.18%*	*-1.38%*	*-8.92%*	*+2.31%*	*-9.97%*
T. Rowe Price Ret Hybrid 2045 Tr-T1	9.24%	21.96%	-7.36%	25.79%	18.18%	5.80%	94.11%
+/- Wells Fargo	*+1.10%*	*-1.83%*	*+0.07%*	*-2.43%*	*-7.63%*	*-0.28%*	*-17.43%*
Vanguard Target Retirement 2045 Trust II	8.91%	21.51%	-7.86%	25.07%	16.27%	4.46%	85.22%
+/- Wells Fargo	*+1.43%*	*-1.38%*	*+0.57%*	*-1.71%*	*-5.72%*	*+1.06%*	*-17.43%*
S&P Target Date Through 2045 TR	10.04%	20.30%	-7.94%	24.76%	14.15%	5.54%	83.17%
+/- Wells Fargo	*+0.30%*	*-0.17%*	*+0.65%*	*-1.40%*	*-3.60%*	*-0.02%*	*-8.54%*
S&P Target Date 2045 TR	9.54%	19.56%	-7.74%	24.02%	13.66%	5.33%	79.40%
+/- Wells Fargo	*+0.80%*	*+0.57%*	*+0.45%*	*-0.66%*	*-3.11%*	*+0.19%*	*-2.72%*

129. When compared to the investment performance of the peer universe within the Target Date 2045 Morningstar Category, the breadth and depth of the Wells Fargo 2045 Fund's underperformance is stunning. Based on Morningstar data, as of March 31, 2021, the Wells Fargo 2045 Fund performed worse than 71% of all peer funds over the preceding 10-year period, worse than 70% of all peer funds over the preceding 5-year period, and worse than 85% of all peer funds over the preceding 3-year period.

130. During the Class Period, the assets of the Wells Fargo 2045 Fund averaged approximately $600 million. **Table 8.c** demonstrates the financial significance of this underperformance by showing the growth of $600 million invested in the Wells Fargo 2045

Fund as compared to the growth of $600 million invested in each of the Comparator Funds from January 1, 2016 through March 31, 2021.

Table 8.c

January 1, 2016 – March 31, 2021

Fund Name	Compounded Performance	Annualized Performance	Growth of $600 Million
Wells Fargo Target 2045	76.68%	11.45%	$1.060 billion
FIAM Blend Target Date 2045 T	91.65%	13.20%	$1.150 billion
+/- Wells Fargo	*-14.97%*	*-1.75%*	*-$90 million*
FIAM Index Target Date 2045 T	87.74%	12.75%	$1.126 billion
+/- Wells Fargo	*-11.06%*	*-1.30%*	*-$66 million*
State Street Target Ret 2045 NL Cl W	86.65%	12.62%	$1.119 billion
+/- Wells Fargo	*-9.97%*	*-1.17%*	*-$59 million*
T. Rowe Price Ret Hybrid 2045 Tr-T1	94.11%	13.47%	$1.164 billion
+/- Wells Fargo	*-17.43%*	*-2.02%*	*-$104 million*
Vanguard Target Retirement 2045 Trust II	85.22%	12.46%	$1.111 billion
+/- Wells Fargo	*-8.54%*	*-1.01%*	*-$51 million*

9. Wells Fargo 2050 Fund

131. Since its introduction to the Plan in 2010, the Wells Fargo 2050 Fund's underperformance has undermined the retirement savings of Plan participants. **Table 9.a** below illustrates over five years of underperformance from inception leading up to the beginning of the Class Period, relative to benchmark indices and the Comparator Funds.

Table 9.a

October 1, 2010 – December 31, 2015

Fund	Cumulative Return	Annualized Return
Wells Fargo Target 2050	54.57%	8.65%
FIAM Blend Target Date 2050 T	61.01%	9.49%
FIAM Index Target Date 2050 T	54.90%	8.69%
State Street Target Ret 2050 NL Cl W	59.17%	9.25%
T. Rowe Price Ret Hybrid 2050 Tr-T1	64.38%	9.93%
Vanguard Target Retirement 2050 Trust II	62.12%	9.64%
S&P Target Date 2050 TR	60.22%	9.39%
Dow Jones Global Target Date 2050	56.36%	8.99%

132. Monitoring the Plan, any prudent fiduciary would have used one or more of the indices and Comparator Funds listed in **Table 9.a** as benchmarks for the performance of the Wells Fargo 2050 Fund. Despite over five years of substantial underperformance, the UnitedHealth Defendants did not remove the Wells Fargo Target Fund Suite from the Plan. Predictably, the fund's underperformance continued throughout the Class Period.

133. **Table 9.b** illustrates the underperformance of the Wells Fargo 2050 Fund from January 1, 2016 through March 31, 2021 on an annualized basis relative to Comparator Funds and the two S&P benchmark indices. Furthermore, the differences in annual performance are even more pronounced when viewed on a cumulative basis compounded over time. Thus, as **Table 9.b** demonstrates, the Wells Fargo 2050 Fund significantly underperformed the benchmark indices and Comparator Funds on a cumulative basis.

Table 9.b

January 1, 2016 – March 31, 2021

Fund	Annualized Performance						Cumulative Compound Performance
	2016	2017	2018	2019	2020	2021	
Wells Fargo Target 2050	10.79%	19.81%	-7.35%	23.30%	10.57%	5.49%	76.89%
FIAM Blend Target Date 2050 T	9.05%	21.02%	-8.35%	27.01%	18.61%	5.16%	91.60%
+/- Wells Fargo	*+1.74%*	*-1.21%*	*+1.00%*	*-3.71%*	*-8.04%*	*+0.33%*	*-14.71%*
FIAM Index Target Date 2050 T	9.49%	20.53%	-7.14%	26.29%	16.53%	4.09%	87.72%
+/- Wells Fargo	*+1.30%*	*-0.72%*	*-0.21%*	*-2.99%*	*-5.96%*	*+1.40%*	*-10.83%*
State Street Target Ret 2050 NL Cl W	9.32%	21.25%	-8.58%	24.98%	19.87%	3.49%	87.89%
+/- Wells Fargo	*+1.47%*	*-1.44%*	*+1.23%*	*-1.68%*	*-9.30%*	*+2.00%*	*-11.00%*
T. Rowe Price Ret Hybrid 2050 Tr-T1	9.29%	21.91%	-7.35%	25.79%	18.19%	5.82%	94.19%
+/- Wells Fargo	*+1.50%*	*-2.10%*	*0.00%*	*-2.49%*	*-7.62%*	*-0.33%*	*-17.30%*
Vanguard Target Retirement 2050 Trust II	8.95%	21.48%	-7.83%	25.05%	16.42%	4.57%	85.70%
+/- Wells Fargo	*+1.84%*	*-1.67%*	*+0.48%*	*-1.75%*	*-5.85%*	*+0.92%*	*-8.81%*
S&P Target Date Through 2050 TR	10.19%	20.65%	-8.01%	24.92%	14.31%	5.64%	84.46%
+/- Wells Fargo	*+0.60%*	*-0.84%*	*+0.66%*	*-1.62%*	*-3.74%*	*-0.15%*	*-7.57%*
S&P Target Date 2050 TR	9.74%	20.18%	-7.94%	24.35%	13.86%	5.57%	81.48%
+/- Wells Fargo	*+1.05%*	*-0.37%*	*+0.59%*	*-1.05%*	*-3.29%*	*-0.08%*	*-4.59%*

134. When compared to the investment performance of the peer universe within Target Date 2050 Morningstar Category, the breadth and depth of the Wells Fargo 2050

Fund's underperformance is stunning. Based on Morningstar data, as of March 31, 2021, the Wells Fargo 2050 Fund performed worse than 72% of all peer funds over the preceding 10-year period, worse than 79% of all peer funds over the preceding 5-year period, and worse than 89% of all peer funds over the preceding 3-year period.

135. During the Class Period, the assets of the Wells Fargo 2050 Fund averaged approximately $350 million. **Table 9.c** demonstrates the financial significance of this underperformance by showing the growth of $350 million invested in the Wells Fargo 2050 Fund as compared to the growth of $350 million invested in each of the Comparator Funds from January 1, 2016 through March 31, 2021.

Table 9.c

January 1, 2016 – March 31, 2021

Fund Name	Compounded Performance	Annualized Performance	Growth of $350 Million
Wells Fargo Target 2050	76.89%	11.48%	$619.1 million
FIAM Blend Target Date 2050 T	91.60%	13.19%	$670.6 million
+/- Wells Fargo	*-14.71%*	*-1.71%*	*-$51.5 million*
FIAM Index Target Date 2050 T	87.72%	12.74%	$657.0 million
+/- Wells Fargo	*-10.83%*	*-1.26%*	*-$37.9 million*
State Street Target Ret 2050 NL Cl W	87.89%	12.76%	$657.6 million
+/- Wells Fargo	*-11.00%*	*-1.28%*	*-$38.5 million*
T. Rowe Price Ret Hybrid 2050 Tr-T1	94.19%	13.47%	$679.6 million
+/- Wells Fargo	*-17.30%*	*-1.99%*	*-$60.5 million*
Vanguard Target Retirement 2050 Trust II	85.70%	12.51%	$649.9 million
+/- Wells Fargo	*-8.81%*	*-1.03%*	*-$30.8 million*

10. Wells Fargo 2055 Fund

136. Despite over five years of substantial underperformance by the Wells Fargo Target Fund Suite, the UnitedHealth Defendants added the Wells Fargo 2055 Fund to the Plan in 2013. By 2014, the Wells Fargo 2055 Fund had attracted $30 million in assets from Plan participants. **Table 10.a** below illustrates two years of underperformance leading up to the beginning of the Class Period, relative to benchmark indices and the Comparator Funds.

Table 10.a

January 1, 2014 – December 31, 2015

Fund	Cumulative Return	Annualized Return
Wells Fargo Target 2055	3.16%	1.57%
FIAM Blend Target Date 2055 T	6.22%	3.07%
FIAM Index Target Date 2055 T	6.22%	3.05%
State Street Target Ret 2055 NL Cl W	3.66%	1.81%
T. Rowe Price Ret Hybrid 2055 Tr-T1	5.84%	2.88%
Vanguard Target Retirement 2055 Trust II	5.48%	2.70%
S&P Target Date 2055 TR	5.07%	2.50%
Dow Jones Global Target Date 2055 Index	3.83%	1.90%

137. Monitoring the Plan, any prudent fiduciary would have used one or more of the indices and Comparator Funds listed in **Table 10.a** as benchmarks for the performance of the Wells Fargo 2055 Fund. Despite substantial underperformance, the UnitedHealth Defendants did not remove the Wells Fargo Target Fund Suite from the Plan. Predictably, the fund's underperformance continued throughout the Class Period.

138. **Table 10.b** illustrates the underperformance of the Wells Fargo 2055 Fund from January 1, 2016 through March 31, 2021 on an annualized basis relative to Comparator Funds and the two S&P benchmark indices. Furthermore, the differences in annual performance are even more pronounced when viewed on a cumulative basis compounded over time. Thus, as **Table 10.b** demonstrates, the Wells Fargo 2055 Fund significantly underperformed the benchmark indices and Comparator Funds on a cumulative basis.

Table 10.b

January 1, 2016 – March 31, 2021

Fund	**Annualized Performance**						**Cumulative Compound Performance**
	2016	**2017**	**2018**	**2019**	**2020**	**2021**	
Wells Fargo Target 2055	10.79%	19.89%	-7.37%	23.32%	10.54%	5.52%	76.97%
FIAM Blend Target Date 2055 T	9.07%	21.06%	-8.33%	27.04%	18.62%	5.13%	91.73%
+/- Wells Fargo	*+1.72%*	*-1.17%*	*+0.96%*	*-3.72%*	*-8.08%*	*+0.39%*	*-14.76%*
FIAM Index Target Date 2055 T	9.46%	20.59%	-7.17%	26.21%	16.55%	4.11%	87.65%
+/- Wells Fargo	*+1.33%*	*-0.70%*	*-0.20%*	*-2.89%*	*-6.01%*	*+1.41%*	*-10.68%*
State Street Target Ret 2055 SL Cl I	9.50%	21.26%	-8.58%	24.98%	19.85%	3.49%	88.17%
+/- Wells Fargo	*+1.29%*	*-1.37%*	*+1.21%*	*-1.66%*	*-9.31%*	*+2.03%*	*-11.20%*
T. Rowe Price Ret Hybrid 2055 Tr-T1	9.26%	21.94%	-7.33%	25.78%	18.17%	5.81%	94.17%
+/- Wells Fargo	*+1.53%*	*-2.05%*	*-0.04%*	*-2.46%*	*-7.63%*	*-0.29%*	*-17.20%*
Vanguard Target	8.97%	21.49%	-7.85%	25.07%	16.41%	4.55%	85.69%

Fund	**Annualized Performance**						**Cumulative Compound Performance**
	2016	**2017**	**2018**	**2019**	**2020**	**2021**	
Retirement 2055 Trust II							
+/- Wells Fargo	+1.82%	-1.60%	+0.48%	-1.75%	-5.87%	+0.97%	-8.72%
S&P Target Date Through 2055 TR	10.24%	20.75%	-8.10%	25.00%	14.31%	5.67%	84.71%
+/- Wells Fargo	*+0.55%*	*-0.86%*	*+0.73%*	*-1.68%*	*-3.77%*	*-0.15%*	*-7.74%*
S&P Target Date 2055 TR	9.94%	20.48%	-7.97%	24.48%	13.86%	5.67%	82.55%
+/- Wells Fargo	*+0.85%*	*-0.59%*	*+0.60%*	*-1.16%*	*-3.32%*	*-0.15%*	*-5.58%*

139. When compared to the investment performance of the peer universe within the Target Date 2055 Morningstar Category, the breadth and depth of the Wells Fargo 2055 Fund's underperformance is stunning. Based on Morningstar data, as of March 31, 2021, the Wells Fargo 2055 Fund performed worse than 84% of all peer funds over the preceding 5-year period, and worse than 91% of all peer funds over the preceding 3-year period.

140. During the Class Period, the assets of the Wells Fargo 2055 Fund averaged approximately $135 million. **Table 10.c** demonstrates the financial significance of this underperformance by showing the growth of $135 million invested in the Wells Fargo 2055 Fund as compared to the growth of $135 million invested in each of the Comparator Funds from January 1, 2016 through March 31, 2021.

Table 10.c

January 1, 2016 – March 31, 2021

Fund Name	Compounded Performance	Annualized Performance	Growth of $135 Million
Wells Fargo Target 2055	76.97%	11.49%	$238.9 million
FIAM Blend Target Date 2055 T	91.73%	13.20%	$258.8 million
+/- Wells Fargo	*-14.76%*	*-1.71%*	*-$19.9 million*
FIAM Index Target Date 2055 T	87.65%	12.74%	$253.3 million
+/- Wells Fargo	*-10.68%*	*-1.25%*	*-$14.4 million*
State Street Target Ret 2055 NL Cl W	88.17%	12.80%	$254.0 million
+/- Wells Fargo	*-11.20%*	*-1.31%*	*-$15.1 million*
T. Rowe Price Ret Hybrid 2055 Tr-T1	94.17%	13.47%	$262.1 million
+/- Wells Fargo	*-17.20%*	*-1.98%*	*-23.2 million*
Vanguard Target Retirement 2055 Trust II	85.69%	12.51%	$250.6 million
+/- Wells Fargo	*-8.72%*	*-1.02%*	*-$11.7 million*

11. Wells Fargo 2060 Fund

141. Despite over five years of substantial underperformance by the Wells Fargo Target Fund Suite, the UnitedHealth Defendants added the Wells Fargo 2060 Fund to the Plan in 2015. Predictably, the Wells Fargo 2060 Fund underperformed throughout the Class Period.

142. **Table 11.b** illustrates the underperformance of the Wells Fargo 2060 Fund from January 1, 2016 through March 31, 2021 on an annualized basis relative to Comparator Funds and the two S&P benchmark indices. Furthermore, the differences in annual performance are even more pronounced when viewed on a cumulative basis

compounded over time. Thus, as **Table 11.b** demonstrates, the Wells Fargo 2060 Fund significantly underperformed the benchmark indices and Comparator Funds on a cumulative basis.

Table 11.b

January 1, 2016 – March 31, 2021

Fund	**Annualized Performance**						**Cumulative Compound Performance**
	2016	**2017**	**2018**	**2019**	**2020**	**2021**	
Wells Fargo Target 2060	10.84%	20.36%	-7.31%	23.35%	10.53%	5.55%	77.93%
FIAM Blend Target Date 2060 T	9.19%	21.19%	-8.37%	27.04%	18.56%	5.18%	92.09%
+/- Wells Fargo	*+1.65%*	*-0.83%*	*+1.06%*	*-3.69%*	*-8.03%*	*+0.37%*	*-14.16%*
FIAM Index Target Date 2060 T	9.44%	20.55%	-7.16%	26.27%	16.59%	4.07%	87.66%
+/- Wells Fargo	*+1.40%*	*-0.19%*	*-0.15%*	*-2.92%*	*-6.06%*	*+1.48%*	*-9.73%*
State Street Target Ret 2060 NL Cl W	9.50%	21.26%	-8.58%	24.98%	19.85%	3.49%	88.19%
+/- Wells Fargo	*+1.34%*	*-0.90%*	*+1.27%*	*-1.63%*	*-9.32%*	*+2.06%*	*-10.26%*
T. Rowe Price Ret Hybrid 2060 Tr-T1	9.10%	21.94%	-7.36%	25.84%	18.11%	5.83%	93.87%
+/- Wells Fargo	*+1.74%*	*-1.58%*	*+0.05%*	*-2.49%*	*-7.58%*	*-0.28%*	*-15.94%*
Vanguard Target Retirement 2060 Trust II	8.95%	21.51%	-7.85%	25.09%	16.50%	4.54%	85.84%
+/- Wells Fargo	*+1.89%*	*-1.15%*	*+0.54%*	*-1.74%*	*-5.97%*	*+1.01%*	*-7.91%*

Fund	**Annualized Performance**						**Cumulative Compound Performance**
	2016	**2017**	**2018**	**2019**	**2020**	**2021**	
S&P Target Date Through 2060 TR	N/A	20.85%	-8.11%	25.09%	14.37%	5.60%	N/A
+/- Wells Fargo	*N/A*	*-0.49%*	*+0.80%*	*-1.74%*	*-3.84%*	*-0.05%*	*N/A*
S&P Target Date 2060 TR	N/A	20.75%	-7.95%	24.73%	13.99%	5.61%	N/A
+/- Wells Fargo	*N/A*	*-0.39%*	*+0.64%*	*-1.38%*	*-3.46%*	*-0.06%*	*N/A*

143. When compared to the investment performance of the peer universe within the Target Date 2060 Morningstar Category, the breadth and depth of the Wells Fargo 2060 Fund's underperformance is stunning. Based on Morningstar data, as of March 31, 2021, the Wells Fargo 2060 Fund performed worse than 81% of all peer funds over the preceding 5-year period, and worse than 89% of all peer funds over the preceding 3-year period.

144. During the Class Period, the assets of the Wells Fargo 2060 Fund averaged approximately $35 million. **Table 11.c** demonstrates the financial significance of this underperformance by showing the growth of $35 million invested in the Wells Fargo 2060 Fund as compared to the growth of $35 million invested in each of the Comparator Funds from January 1, 2016 through March 31, 2021.

Table 11.c

January 1, 2016 – March 31, 2021

Fund Name	Compounded Performance	Annualized Performance	Growth of 35 Million
Wells Fargo Target 2060	77.93%	11.60%	$62.2 million
FIAM Blend Target Date 2060 T	92.09%	13.24%	$67.2 million
+/- Wells Fargo	*-14.16%*	*-1.64%*	*-$5 million*
FIAM Index Target Date 2060 T	87.66%	12.74%	$65.6 million
+/- Wells Fargo	*-9.73%*	*-1.14%*	*-$3.4 million*
State Street Target Ret 2060 NL Cl W	88.19%	12.80%	$65.8 million
+/- Wells Fargo	*-10.26%*	*-1.20%*	*-$3.6 million*
T. Rowe Price Ret Hybrid 2060 Tr-T1	93.87%	13.44%	$67.8 million
+/- Wells Fargo	*-15.94%*	*-1.84%*	*-$5.6 million*
Vanguard Target Retirement 2060 Trust II	85.84%	12.53%	$65.0 million
+/- Wells Fargo	*-7.91%*	*-0.93%*	*-$2.8 million*

IX. CLASS ACTION ALLEGATIONS

145. 29 U.S.C. §1132(a)(2) authorizes any participant or beneficiary of the Plan to bring an action to enforce a breaching fiduciary's liability to the Plan under 29 U.S.C. §1109(a).

146. In acting in this representative capacity and to enhance the due process protections of unnamed participants and beneficiaries of the Plan, as an alternative to direct individual actions on behalf of the Plan under 29 U.S.C. §1132(a)(2), Plaintiff seeks to certify this action as a class action on behalf of all participants and beneficiaries of the Plan. Specifically, Plaintiff seeks to certify, and to be appointed as representative of, the following Class:

All participants and beneficiaries of the Plan who invested in the Wells Fargo Target Fund Suite from April 23, 2015 through the date of judgment, excluding the UnitedHealth Defendants, any of their directors, and any officers or employees of the UnitedHealth Defendants with responsibility for the Plan's investment or administrative function.

147. This action meets the requirements of Rule 23 and is certifiable as a class action for the following reasons:

a. The Class includes tens of thousands of members and is so large that joinder of all its members is impracticable.

b. There are numerous questions of law and fact common to this Class because the UnitedHealth Defendants owed the same fiduciary duties to the Plan and to all participants and beneficiaries and took a common course of actions and omissions as alleged herein as to the Plan, and not as to any individual participant, that affected all Class members through their participation in the Plan in the same way. Thus, questions of law and fact common to the Class include, without limitation, the following: (i) whether each of the Defendants are fiduciaries liable for the remedies provided by 29 U.S.C. §1109(a); (ii) whether the fiduciaries of the Plan breached their fiduciary duties to the Plan by employing an imprudent process for monitoring and evaluating Plan investment options; (iii) whether the fiduciaries of the Plan breached their fiduciary duties to the Plan by failing to adhere to the Plan's Investment Policy Statements; (iv) whether the fiduciaries of the Plan breached their fiduciary duties to the Plan by failing to act for the exclusive benefit of Plan participants when retaining the Wells Fargo Target Fund Suite as a Plan investment; (v) whether the fiduciaries of the Plan engaged in prohibited transactions by retaining the Wells Fargo Target Fund Suite as a Plan investment; (vi) whether Plaintiff's claims require similar inquiries and proof of the claims and therefore implicate the same set of concerns for all proposed members of the Class; (vii) what are the losses to the Plan resulting from each breach of fiduciary duty; and (viii) what Plan-wide equitable and other relief the Court should impose in light of the UnitedHealth Defendants' breach of duties.

c. Plaintiff's claims are typical of the claims of the Class because Plaintiff was a participant during the Class Period and all participants in the Plan were harmed by the UnitedHealth Defendants' misconduct.

d. Plaintiff is an adequate representative of the Class because she participated in the Plan during the Class Period, has no interest that conflicts with the Class, is committed to the vigorous representation of the Class, and has engaged experienced and competent attorneys to represent the Class.

e. There are no substantial individualized questions of law or fact among Class members on the merits of this Action.

148. Prosecution of separate actions for these breaches of fiduciary duties by individual participants and beneficiaries would create the risk of inconsistent or varying adjudications that would establish incompatible standards of conduct for the UnitedHealth

Defendants in respect to the discharge of their fiduciary duties to the Plan and personal liability to the Plan under 29 U.S.C. § 1109(a). Moreover, adjudications by individual participants and beneficiaries regarding the alleged breaches of fiduciary duties, and remedies for the Plan would, as a practical matter, be dispositive of the interests of the participants and beneficiaries not parties to the adjudication or would substantially impair or impede those participants' and beneficiaries' ability to protect their interests. Therefore, this action should be certified as a class action under Rule 23(b)(1)(A) or (B).

149. Additionally, or in the alternative, certification under Rule 23(b)(2) is appropriate because the UnitedHealth Defendants have acted or refused to act on grounds that apply generally to the Class, so that final injunctive relief or corresponding declaratory relief is appropriate respecting the Class as a whole. Plaintiff seeks reformation of the Plan to make it a more viable retirement investment option, which will benefit her and other Plan participants.

150. Additionally, or in the alternative, this action may be certified as a Class under Rule 23(b)(3). A class action is the superior method for the fair and efficient adjudication of this controversy because joinder of all participants and beneficiaries is impracticable, the losses suffered by individual participants and beneficiaries may be small and it is impracticable for individual members to enforce their rights through individual actions, and the common questions of law and fact predominate over individual questions. Given the nature of the allegations, no Class member has an interest in individually controlling the prosecution of this matter, and Plaintiff is aware of no difficulties likely to be encountered in the management of this matter as a class action.

151. Additionally, or alternatively, this action may be certified as to particular issues under Rule 23(c)(4), including but not limited to the UnitedHealth Defendants' liability to the Class for their allegedly imprudent and disloyal conduct.

152. Plaintiff's counsel will fairly and adequately represent the interests of the Class and is best able to represent the interests of the Class under Rule 23(g).

X. CAUSES OF ACTION

COUNT I

Breach of Duty of Prudence by Failing to Remove Imprudent Investments from the Plan Within a Reasonable Time During the Class Period

(Violation of ERISA, 29 U.S.C. § 1104)
(Against All UnitedHealth Defendants)

153. All allegations set forth in the Complaint are realleged and incorporated herein by reference.

154. UnitedHealth used the Plan as a strategic and financial benefit to recruit and retain workers.

155. In joining UnitedHealth and subsequently enrolling in the Plan, employees trusted and relied on UnitedHealth's resources and expertise to construct and maintain a state-of-the-art 401(k) plan.

156. At all relevant times during the Class Period, the UnitedHealth Defendants acted as fiduciaries within the meaning of 29 U.S.C. § 1002(21)(A) by exercising authority and control with respect to the management of the Plan and its assets.

157. 29 U.S.C. § 1104(a)(1)(B) requires a plan fiduciary to act with the "care, skill, prudence and diligence under the circumstances then prevailing that a prudent man

acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims."

158. Thus, the scope of the fiduciary duties and responsibilities of the UnitedHealth Defendants includes administering the Plan with the care, skill, diligence, and prudence required by ERISA. UnitedHealth Defendants are responsible for evaluating and monitoring the Plan's investments on an ongoing basis, eliminating imprudent investments, and taking all necessary steps to ensure the Plan's assets are invested prudently.

159. The UnitedHealth Defendants breached their fiduciary duties through an imprudent process for investigating, evaluating, and monitoring investments. The faulty process resulted in a plan loaded with a suite of target date funds—the Wells Fargo Target Fund Suite—that has exhibited chronic poor performance for a decade. UnitedHealth Defendants failed to remove the Wells Fargo Target Fund Suite with a reasonable time despite historical underperformance relative to other target date collective investment trusts and relevant benchmark indices.

160. By failing to adequately consider better-performing investment products for the Plan, the UnitedHealth Defendants failed to discharge their duties with the care, skill, prudence, and diligence that a prudent fiduciary acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of like character and with like aims.

161. The UnitedHealth Defendants' breach of fiduciary duty has substantially impaired the Plan's use, its value, and its investment performance for all Class Members.

162. As a direct and proximate result of the UnitedHealth Defendants' breaches of fiduciary duty, the Plan and its participants who invested in the Wells Fargo Target Fund Suite have suffered hundreds of millions of dollars of damages and lost-opportunity costs which continue to accrue and for which the UnitedHealth Defendants are jointly and severally liable pursuant to 29 U.S.C. §§ 1132(a)(2), 1132(a)(3), and 1109(a).

163. Each of the UnitedHealth Defendants is liable to make good to the Plan the losses resulting from the aforementioned breaches, to restore to the Plan any profits resulting from the breaches of fiduciary duties alleged in this Count, and are subject to other equitable or remedial relief as appropriate.

164. Each UnitedHealth Defendant also participated in the breach of the other UnitedHealth Defendants, knowing that such acts were a breach, and enabled the other UnitedHealth Defendants to commit a breach by failing to lawfully discharge its own fiduciary duties. Each UnitedHealth Defendant knew of the breach by the other UnitedHealth Defendants yet failed to make any reasonable effort under the circumstances to remedy the breach. Thus, each UnitedHealth Defendant is liable for the losses caused by the breach of its co-fiduciary duties under 29 U.S.C. § 1105(a).

COUNT II

Failure to Act in Accordance with Governing Plan Documents

(Violation of ERISA, 29 U.S.C. § 1104(a)(1)(D))
(Against All UnitedHealth Defendants)

165. All allegations set forth in the Complaint are realleged and incorporated herein by reference.

166. At all relevant times during the Class Period, the UnitedHealth Defendants acted as fiduciaries within the meaning of 29 U.S.C. § 1002(21)(A) by exercising authority and control with respect to the management of the Plan and its assets.

167. As fiduciaries, the UnitedHealth Defendants were required to act in accordance with the documents and instruments governing the Plan, so long as those documents and instruments were consistent with ERISA.

168. The UnitedHealth Defendants adopted a series of Investment Policy Statements that were in effect during the Class Period. The various Investment Policy Statements were in effect from January 1, 2012 to May 30, 2018, from May 30, 2018 to December 18, 2019, from December 18, 2019 to December 17, 2020, and from December 17, 2020 to present. Each Investment Policy Statement set forth the objectives of the Plan and set forth ERISA-compliant the policies and criteria to use in selecting, monitoring, and evaluating the Plan's investment options. At all relevant times during the Class Period, each Investment Policy Statement was a document or instrument governing the Plan within the meaning of 29 U.S.C. § 1106(a)(1)(D).

169. During the Class Period, all versions of the Plan's Investment Policy Statement required, among other things, that the Plan's investments have: (a) a history of reliability and a sound financial background; (b) competitive investment performance compared to the investment's stated benchmark and peer group universe; and (c) a history of adherence to the fund's stated investment approach. The Investment Policy Statement in effect until May 30, 2018, further directed that each fund's investment returns should

equal or exceed the appropriate benchmark and peer group median and should compare favorably to its established benchmarks and peer groups over all market cycles.

170. But the retention of the Wells Fargo Target Fund Suite met none of these criteria set forth in the Plan's Investment Policy Statements. For years, the Wells Fargo Target Fund Suite underperformed both its designated benchmark and peer group universe. Wells Fargo lacked a history of sound financial conduct and instead was embroiled in repeated scandals that resulted in multiple leadership shakeups and over $100 million in fines by multiple governmental entities by 2016. In addition, Wells Fargo did not have a history of adherence to its stated investment approach; it repeatedly changed its portfolio management team during the Class Period, and in 2017 it implemented an untested investment strategy managed by a team that lacked relevant experience; indeed, the team had relatively little experience managing target date funds or the type of small cap, emerging markets, or international funds included in the Wells Fargo Target Date Suite.

171. Until May 30, 2018, the Investment Policy Statement also set forth criteria for the review or replacement of the Plan's investment options, which included, *inter alia*: (a) failure to perform above the median of the fund's peer group universe, (b) changes in the fund's management personnel, (c) changes in the fund's investment strategy, (d) significant changes in the investment fund company and investment manager, and (e) material litigation or fraud. The Wells Fargo Target Fund Suite met each of these criteria for replacement by: (a) chronically performing far below the median of its peer group universe, (b) replacing its portfolio management team in 2015 and again in 2017, (c) changing its glidepath and stated investment strategy in 2015 and again in 2017, (d)

replacing the CEO of Wells Fargo Asset Management, which ran the Wells Fargo Target Fund Suite, and the CEO of parent-company Wells Fargo in 2016, and (e) becoming the subject of material litigation for engaging in fraud and other illegal practices, which resulted in hundreds of millions of dollars in class action settlements and government fines.

172. By retaining the Wells Fargo Target Fund Suite, the UnitedHealth Defendants failed to discharge their duties in accordance with the Plan's governing Investment Policy Statement. As a direct and proximate result of the UnitedHealth Defendants' failure to act in accordance with the Investment Policy Statement, the Plan and its participants who invested in the Wells Fargo Target Fund Suite have suffered hundreds of millions of dollars of damages and lost-opportunity costs for which the UnitedHealth Defendants are jointly and severally liable pursuant to 29 U.S.C. §§ 1132(a)(2), 1132(a)(3), and 1109(a).

173. Each of the UnitedHealth Defendants is liable to make good to the Plan the losses resulting from the aforementioned breaches, to restore to the Plan any profits resulting from the breaches of fiduciary duties alleged in this Count, and are subject to other equitable or remedial relief as appropriate.

174. Each UnitedHealth Defendant also participated in the breach of the other UnitedHealth Defendants, knowing that such acts were a breach, and enabled the other UnitedHealth Defendants to commit a breach by failing to lawfully discharge its own fiduciary duties. Each UnitedHealth Defendant knew of the breach by the other UnitedHealth Defendants yet failed to make any reasonable effort under the circumstances

to remedy the breach. Thus, each UnitedHealth Defendant is liable for the losses caused by the breach of its co-fiduciary duties under 29 U.S.C. § 1105(a).

COUNT III

Breach of Duty of Loyalty by Retaining the Wells Fargo Target Fund Suite

(Violation of ERISA, 29 U.S.C. § 1104)
(Against All UnitedHealth Defendants)

175. All allegations set forth in the Complaint are realleged and incorporated herein by reference.

176. As fiduciaries, the UnitedHealth Defendants were required to act solely in the interest of the Plan's participants and beneficiaries, and for the exclusive purpose of providing benefits to the Plan's participants and beneficiaries.

177. The UnitedHealth Defendants failed to engage in a loyal decision-making process for selecting and retaining a target date fund suite for the Plan.

178. UnitedHealth had a lucrative business relationship with Wells Fargo, which served as UnitedHealth's banker, lender, underwriter, and bookrunner.

179. These financial entanglements constituted a clear conflict and engendered divided loyalty on the part of the UnitedHealth Defendants when considering whether to retain the Wells Fargo Target Fund Suite as the Plan's target date provider. In the face of such conflict, the UnitedHealth Defendants were obligated to take steps to ensure they acted with an eye single towards the interests of the Plan participants and beneficiaries.

180. The UnitedHealth Defendants failed to take steps to ensure their decision was free of conflict, and instead selected the Plan's target date suite based in whole or in part on advancing UnitedHealth's interests. Rather than considering only the interests of the

Plan and its participants, the UnitedHealth Defendants scrutinized each target date candidate's business relationships with UnitedHealth. After doing so, they engaged in a sudden about-face, jettisoned the results of a multi-year process that excluded Wells Fargo from consideration to serve as the Plan's target date provider, replaced members of the Investment Committee with UnitedHealth executives, and sidelined their independent investment consultant, Mercer, from their decision-making process.

181. At the bidding of UnitedHealth's executive leadership, including CFO John Rex, the UnitedHealth Defendants selected the untested Wells Fargo Target Fund Suite, despite the Suite's history of underperformance and the ready availability of superior investment alternatives. In deciding to retain Wells Fargo, the Investment Committee explicitly referenced UnitedHealth's business relationships with Wells Fargo as a consideration and faulted the candidate that scored highest on the Investment Committee's selection criteria because that candidate lacked such a business relationship.

182. The UnitedHealth Defendants only decided to remove the Wells Fargo Target Fund Suite for good after Wells Fargo announced that it was selling off the funds, when the decision would not upset their key business partner.

183. Through these actions, the UnitedHealth Defendants failed to discharge their duties with respect to the Plan solely in the interest of the Plan's participants and beneficiaries, and for the exclusive purpose of providing benefits to the Plan's participants and beneficiaries in violation of 29 U.S.C. § 1104(a).

184. The UnitedHealth Defendants' breach of fiduciary duty has substantially impaired the Plan's use, its value, and its investment performance for all Class Members.

185. As a direct and proximate result of the UnitedHealth Defendants' breaches of fiduciary duty, the Plan and its participants who invested in the Wells Fargo Target Fund Suite have suffered hundreds of millions of dollars of damages and lost-opportunity costs which continue to accrue and for which the UnitedHealth Defendants are jointly and severally liable pursuant to 29 U.S.C. §§ 1132(a)(2), 1132(a)(3), and 1109(a).

186. Each of the UnitedHealth Defendants is liable to make good to the Plan the losses resulting from the aforementioned breaches, to restore to the Plan any profits resulting from the breaches of fiduciary duties alleged in this Count, and are subject to other equitable or remedial relief as appropriate.

187. Each UnitedHealth Defendant also participated in the breach of the other UnitedHealth Defendants, knowing that such acts were a breach, and enabled the other UnitedHealth Defendants to commit a breach by failing to lawfully discharge its own fiduciary duties. Each UnitedHealth Defendant knew of the breach by the other UnitedHealth Defendants yet failed to make any reasonable effort under the circumstances to remedy the breach. Thus, each UnitedHealth Defendant is liable for the losses caused by the breach of its co-fiduciary duties under 29 U.S.C. § 1105(a).

COUNT IV

Prohibited Transactions

(Violation of ERISA, 29 U.S.C. §§ 1106(a)(1)(D), 1106(b)(1))
(Against All UnitedHealth Defendants)

188. All allegations set forth in the Complaint are realleged and incorporated herein by reference.

189. The UnitedHealth Defendants' retention of the Wells Fargo Target Fund Suite constitutes a prohibited transaction under 29 U.S.C. § 1106(a)(1)(D) and § 1106(b)(1).

190. At all relevant times during the Class Period, the UnitedHealth Defendants acted as fiduciaries within the meaning of 29 U.S.C. § 1002(21)(A) by exercising authority and control with respect to the management of the Plan and its assets.

191. As fiduciaries, the UnitedHealth Defendants were prohibited from causing the Plan to engage in any transaction that they knew, or should have known, would constitute a direct or indirect transfer of plan assets to a party in interest, for use by a party in interest, or to use for the benefit of a party in interest.

192. The UnitedHealth Defendants selected the Wells Fargo Target Fund Suite and transferred billions of dollars of plan assets to Wells Fargo for use by and for the benefit of Wells Fargo. Wells Fargo was able to use Plan assets to attempt to rebuild its failing target date business and establish a record of assets in investment strategies where Wells Fargo had no previous record of business. This transfer of assets to Wells Fargo was also done for the benefit of UnitedHealth and its business relationship with Wells Fargo.

193. The UnitedHealth Defendants knew or should have known that the decision to select the Wells Fargo Target Fund Suite and cause Plan assets to be delivered to Wells Fargo constituted a prohibited transaction in violation of 29 U.S.C. § 1106(a)(1)(D).

194. As fiduciaries, the UnitedHealth Defendants were also prohibited from dealing with the assets of the Plan in their own interest or for their own account. By selecting the Wells Fargo Target Fund Suite in whole or in part to further UnitedHealth's

business interests and business relationship with Wells Fargo, the UnitedHealth Defendants engaged in a prohibited transaction in violation of 29 U.S.C. § 1106(b)(1).

195. As a direct and proximate result of these prohibited transactions, the Plan and its participants who invested in the Wells Fargo Target Fund Suite have suffered hundreds of millions of dollars of damages and lost-opportunity costs for which the UnitedHealth Defendants are jointly and severally liable pursuant to 29 U.S.C. §§ 1132(a)(2), 1132(a)(3), and 1109(a).

196. Each of the UnitedHealth Defendants is liable to make good to the Plan the losses resulting from the aforementioned breaches, to restore to the Plan any profits resulting from the breaches of fiduciary duties alleged in this Count, and are subject to other equitable or remedial relief as appropriate.

COUNT V

Failure to Monitor

(Against All UnitedHealth Defendants)

197. All allegations set forth in the Complaint are realleged and incorporated herein by reference.

198. The UnitedHealth Defendants had a duty to monitor the performance of each individual to whom they delegated any fiduciary responsibilities. A monitoring fiduciary must ensure that the monitored fiduciaries are performing their fiduciary obligations, including those with respect to the investment and holding of Plan assets, and must take prompt and effective action to protect the Plan and participants when they are not.

199. To the extent any of the UnitedHealth Defendant's fiduciary responsibilities were delegated to another fiduciary, the UnitedHealth Defendant's monitoring duty included an obligation to ensure that any delegated tasks were being performed prudently, loyally, and in compliance with governing Plan documents.

200. The UnitedHealth Defendants breached their fiduciary monitoring duties by, among other things:

a. failing to monitor their appointees, to evaluate their performance, or to have a system in place for doing so, and standing idly by as the Plan suffered enormous losses as a result of their appointees' actions and omissions in violation of ERISA with respect to the Plan;

b. failing to monitor their appointees' fiduciary process, which was imprudent, ridden with conflicts, and ignored governing Plan documents;

c. failing to ensure that the monitored fiduciaries had a prudent process in place for evaluating and ensuring that investment options were prudent and selected in compliance with the Plan's Investment Policy Statement;

d. failing to ensure that the monitored fiduciaries had a conflict-free process in place for evaluating and ensuring that investment options were selected solely in the interests of Plan participants and did not constitute prohibited transactions; and

e. failing to remove appointees whose performance was inadequate in that they continued to allow investment options that were imprudent and otherwise violated ERISA to remain in the Plan, to the detriment of Plan participants' retirement savings.

201. Each fiduciary who delegated its fiduciary responsibilities likewise breached its fiduciary monitoring duty by, among other things:

a. failing to monitor their appointees, to evaluate their performance, or to have a system in place for doing so, and standing idly by as the Plan suffered enormous losses as a result of their appointees' actions and omissions in violation of ERISA with respect to the Plan;

b. failing to monitor their appointees' fiduciary process, which was imprudent, ridden with conflicts, and ignored governing Plan documents;

c. failing to ensure that the monitored fiduciaries had a prudent process in place for evaluating and ensuring that investment options were prudent and selected in compliance with the Plan's Investment Policy Statement;

d. failing to ensure that the monitored fiduciaries had a conflict-free process in place for evaluating and ensuring that investment options were selected solely in the interests of Plan participants and did not constitute prohibited transactions; and

e. failing to remove appointees whose performance was inadequate in that they continued to allow investment options that were imprudent and otherwise violated ERISA to remain in the Plan, to the detriment of Plan participants' retirement savings.

202. As a direct result of these breaches of the fiduciary duty to monitor, the Plan suffered substantial losses. Had UnitedHealth and the other delegating fiduciaries discharged their fiduciary monitoring duties, the Plan would not have suffered these losses.

PRAYER FOR RELIEF

For these reasons, Plaintiff, on behalf of the Plan and all similarly situated Plan participants and beneficiaries, respectfully requests that the Court:

i) find and adjudge that the UnitedHealth Defendants have breached their fiduciary duties, as described above;

ii) find and adjudge that the UnitedHealth Defendants are personally liable to make good to the Plan the losses to the Plan resulting from each breach of fiduciary duty, and to otherwise restore the Plan to the position it would have occupied but for the breaches of fiduciary duty;

iii) order the UnitedHealth Defendants to make good to the Plan the losses resulting from each breach of fiduciary duty and to restore to the Plan any profits resulting from each breach of fiduciary duty;

iv) find and adjudge that the UnitedHealth Defendants are liable to the Plan for appropriate equitable relief, including but not limited to restitution and disgorgement;

v) determine the method by which Plan losses under 29 U.S.C. § 1109(a) should be calculated;

vi) order the UnitedHealth Defendants to provide all accountings necessary to determine the amounts Defendants must make good to the Plan under 29 U.S.C.§ 1109(a);

vii) remove the fiduciaries who have breached their fiduciary duties and enjoin them from future ERISA violations;

viii) impose surcharge against the UnitedHealth Defendants and in favor of the Plan all amounts involved in any transactions which such accounting reveals were improper, excessive, and/or in violation of ERISA;

ix) reform the Plan to include only prudent investments;

x) certify the Class, appoint the Plaintiff as a class representative, and appoint Sanford Heisler Sharp, LLP as Class Counsel;

xi) award to the Plaintiff and the Class their attorney's fees and costs under 29 U.S.C. § 1132(g)(1) and the common fund doctrine;

xii) order the UnitedHealth Defendants to pay interest to the extent allowed by law; and

xiii) grant such other equitable or remedial relief as the Court deems appropriate.

Date: August 24, 2022

Respectfully submitted,

Alexandra Harwin, NY Bar No. 5347471*
David Sanford, NY Bar No. 5695671*
SANFORD HEISLER SHARP, LLP
1350 Avenue of the Americas, 31st Fl.
New York, NY 10019
Phone: (646) 402-5650
Facsimile: (646) 402-5651
aharwin@sanfordheisler.com
dsanford@sanfordheisler.com

Charles Field, CA Bar No. 189817*
SANFORD HEISLER SHARP, LLP
655 West Broadway, Suite 1700
San Diego, CA 92101
Telephone: (619) 577-4242
Facsimile: (619) 577-4250
cfield@sanfordheisler.com

Sean Ouellette, MA Bar No. 697559*
SANFORD HEISLER SHARP, LLP
700 Pennsylvania Avenue SE, Suite 300
Washington, D.C. 20003
Telephone: (202) 499-5200
Facsimile: (202) 499-5199
souellette@sanfordheisler.com

Kevin H. Sharp, TN Bar No. 16287*
Leigh Anne St. Charles, TN Bar No. 036945*
SANFORD HEISLER SHARP, LLP
611 Commerce Street, Suite 3100
Nashville, TN 37203
Phone: (615) 434-7000
Facsimile: (615) 434-7020
ksharp@sanfordheisler.com
lstcharles@sanfordheisler.com

Susan M. Coler, MN Bar No. 0217621
HALUNEN LAW
1650 IDS Center
80 South 8th Street
Minneapolis, MN 55402
Telephone: (612) 605-4098
Facsimile: (612) 605-4099

Counsel for Plaintiff
* admitted *pro hac vice*