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IOWA DEPARTMENT OF JUSTICE
OFFICE OF THE ATTORNEY GENERAL

January 28, 2026

Kristi Onstot
Executive Secretary
Executive Council
State Capitol
LOCAL

Re: Retention of Special Counsel

Dear Ms. Newton:

Our office requests authorization under Iowa Code section 13.7 to retain the law firm of Quinn, Emmanuel, Urquhart & Sullivan, LLP (Quinn Emmanuel), as special counsel. Special counsel will provide legal services and representation to Iowa with respect to an investigation into and possible litigation of certain business practices of Change Healthcare Inc., UnitedHealth Group Incorporated, and Optum, Inc. (the Change Healthcare Group). The investigation and possible litigation will involve the companies' potential negligent, unfair, deceptive, or otherwise unlawful provision of products and services, including potential unlawful data privacy and security practices. We also recommend under Iowa Code section 23B that the firm be retained on a contingent-fee basis.

The Attorney General has determined that it is necessary and appropriate to retain private special counsel to assist her office in the investigation of and potential litigation against the Change Healthcare Group for these reasons:

- The investigation and potential litigation will involve novel and complex claims that have not been litigated to judgment in any court.
- Extensive resources will be required, as any potential litigation will be time- and labor-intensive.
- Potential litigation may include, but is not limited to extensive motion practice, including on complex antitrust questions and

other issues of first impression; extensive, time-consuming discovery of multiple corporate entities, including numerous depositions, and potentially extensive motion practice to ensure compliance with the state's discovery requests; identifying experts and then potential expert reports, responses, and discovery.

- The anticipated complexity of any cases arising from these investigations requires counsel with a full range of trial- and appellate-level experience litigating complex matters involving both state and federal law.

We recommend Quinn Emmanuel because of its experience litigating complex cases across a range of subject areas in both state and federal courts. Additionally, Quinn Emmanuel has experience in investigating and litigating against the Change Healthcare Group on behalf of at least one other attorney general's office. Quinn Emmanuel has a deep bench of advocates with experience in high-stakes and consumer-protection litigation, which the State needs in this investigation of the Change Healthcare Group and any resulting litigation.

Our office has determined that this proposed contingent representation is both cost effective and in the public interest. And we have determined that a procurement process is not feasible under these unique circumstances. We therefore recommend approval of the law firm Quinn Emmanuel, as special counsel. The engagement will be governed by a separate contingent fee agreement under Iowa Code section 23B.3.

Yours truly,



Steven Blankinship
Chief Deputy Attorney General