

QUARTERLY STATEMENT

OF THE

UnitedHealthcare Plan of the River Valley, Inc.

TO THE

Insurance Department

OF THE

STATE OF

Tennessee

FOR THE QUARTER ENDED
JUNE 30, 2013

HEALTH

2013



HEALTH QUARTERLY STATEMENT

AS OF JUNE 30, 2013
OF THE CONDITION AND AFFAIRS OF THE
UnitedHealthcare Plan of the River Valley, Inc.

NAIC Group Code 0707 0707 NAIC Company Code 95378 Employer's ID Number 36-3379945
(Current) (Prior)

Organized under the Laws of Illinois, State of Domicile or Port of Entry Illinois

Country of Domicile United States of America

Licensed as business type: Health Maintenance Organization

Is HMO Federally Qualified? Yes [] No [X]

Incorporated/Organized 08/05/1985 Commenced Business 12/19/1985

Statutory Home Office 1300 River Drive, Suite 200 Moline , IL, US 61265
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 1300 River Drive, Suite 200
(Street and Number)
Moline , IL, US 61265 (City or Town, State, Country and Zip Code)
309-736-4600 (Area Code) (Telephone Number)

Mail Address 9700 Health Care Lane, MN017-E900 Minnetonka , MN, US 55343
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 1300 River Drive, Suite 200
(Street and Number)
Moline , IL, US 61265 (City or Town, State, Country and Zip Code)
309-736-4600 (Area Code) (Telephone Number)

Internet Website Address www.uhcrivervalley.com

Statutory Statement Contact Gretchen Lea Fischer 952-979-6138
(Name) (Area Code) (Telephone Number)
gretchen_l_fischer@uhc.com 952-979-7825
(E-mail Address) (FAX Number)

OFFICERS

Treasurer Robert Worth Oberrender Chief Financial Officer James Wesley Waters
Secretary Christina Regina Palme-Krizak

OTHER OFFICERS

Scott Andrew Bowers President, Medicaid Division Nyle Brent Cottingham Assistant Treasurer Michelle Marie Huntley Dill Assistant Secretary
Tracey Irene McLoone # Chief Medical Director Steven Craig Walli President, Commercial

DIRECTORS

William Kenneth Appelgate Ph.D. Scott Andrew Bowers James Edward Hecker
Tracey Irene McLoone # Steven Craig Walli # James Wesley Waters
Cathie Sue Whiteside Scott Edward Williams #

State of MISSOURI
County of ST LOUIS

State of MN
County of Hennepin

State of TN
County of Davidson

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Steven Craig Walli
Steven Craig Walli
President, Commercial

Christina Regina Palme-Krizak
Christina Regina Palme-Krizak
Secretary

James Wesley Waters
James Wesley Waters
Chief Financial Officer

Subscribed and sworn to before me this 26 day of July 2013
Cynthia L Dalpiaz

Subscribed and sworn to before me this 22 day of July 2013
Patricia Aurora Lacayo

Subscribed and sworn to before me this 30 day of July 2013
Jennifer Perry



CYNTHIA L. DALPIAZ
My Commission Expires
May 12, 2015
St. Louis County
Commission #11389126



PATRICIA AURORA LACAYO
NOTARY PUBLIC - MINNESOTA
My Commission Expires Jan. 31, 2016

- a. Is this an original filing?.....
b. If no,
1. State the amendment number.....
2. Date filed.....
3. Number of pages attached.....

Yes [X] No []



MY COMMISSION EXPIRES:
August 23, 2016

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	680,726,500	0	680,726,500	690,266,794
2. Stocks:				
2.1 Preferred stocks	0	0	0	0
2.2 Common stocks	0	0	0	0
3. Mortgage loans on real estate:				
3.1 First liens	0	0	0	0
3.2 Other than first liens.....	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$0 encumbrances)	0	0	0	0
4.2 Properties held for the production of income (less \$0 encumbrances)	0	0	0	0
4.3 Properties held for sale (less \$0 encumbrances)	0	0	0	0
5. Cash (\$23,362,124), cash equivalents (\$28,357,040) and short-term investments (\$128,427,337)	180,146,501	0	180,146,501	193,347,621
6. Contract loans (including \$0 premium notes)	0	0	0	0
7. Derivatives	0	0	0	0
8. Other invested assets	8,710,752	0	8,710,752	8,949,246
9. Receivables for securities	2,000,000	0	2,000,000	0
10. Securities lending reinvested collateral assets	0	0	0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	871,583,753	0	871,583,753	892,563,661
13. Title plants less \$0 charged off (for Title insurers only)	0	0	0	0
14. Investment income due and accrued	6,783,531	0	6,783,531	7,185,534
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	93,482,504	963,609	92,518,895	50,864,369
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$0 earned but unbilled premiums)	0	0	0	0
15.3 Accrued retrospective premiums	818,506	0	818,506	1,360,537
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	0	0	0	0
16.2 Funds held by or deposited with reinsured companies	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts	0	0	0	0
17. Amounts receivable relating to uninsured plans	13,231,896	158,629	13,073,267	17,311,385
18.1 Current federal and foreign income tax recoverable and interest thereon	13,154,993	0	13,154,993	0
18.2 Net deferred tax asset	40,401,803	17,868,533	22,533,270	22,533,270
19. Guaranty funds receivable or on deposit	513,318	0	513,318	1,780,333
20. Electronic data processing equipment and software	0	0	0	0
21. Furniture and equipment, including health care delivery assets (\$0)	0	0	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates	0	0	0	0
24. Health care (\$21,566,400) and other amounts receivable	35,173,420	13,607,020	21,566,400	18,823,841
25. Aggregate write-ins for other than invested assets	4,922,900	11,242	4,911,658	4,935,684
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	1,080,066,624	32,609,033	1,047,457,591	1,017,358,614
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28. Total (Lines 26 and 27)	1,080,066,624	32,609,033	1,047,457,591	1,017,358,614
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. FEHBP Receivable	4,911,658	0	4,911,658	4,935,684
2502. Service Fee Receivable	11,242	11,242	0	0
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	4,922,900	11,242	4,911,658	4,935,684

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$0 reinsurance ceded)	390,340,904	0	390,340,904	386,814,073
2. Accrued medical incentive pool and bonus amounts	1,616,361	0	1,616,361	749,002
3. Unpaid claims adjustment expenses	9,628,643	0	9,628,643	9,344,180
4. Aggregate health policy reserves, including the liability of \$42,452 for medical loss ratio rebate per the Public Health Service Act	12,782,590	0	12,782,590	12,357,722
5. Aggregate life policy reserves	0	0	0	0
6. Property/casualty unearned premium reserve	0	0	0	0
7. Aggregate health claim reserves	196,937	0	196,937	196,081
8. Premiums received in advance	35,173,411	0	35,173,411	38,772,529
9. General expenses due or accrued	44,720,778	0	44,720,778	43,068,266
10.1 Current federal and foreign income tax payable and interest thereon (including \$0 on realized gains (losses))	0	0	0	701,493
10.2 Net deferred tax liability	0	0	0	0
11. Ceded reinsurance premiums payable	332,924	0	332,924	360,560
12. Amounts withheld or retained for the account of others	323,097	0	323,097	50,986
13. Remittances and items not allocated	47	0	47	12,651
14. Borrowed money (including \$0 current) and interest thereon \$0 (including \$0 current)	0	0	0	0
15. Amounts due to parent, subsidiaries and affiliates	70,677,316	0	70,677,316	69,163,058
16. Derivatives	0	0	0	0
17. Payable for securities	6,168,818	0	6,168,818	6,727,155
18. Payable for securities lending	0	0	0	0
19. Funds held under reinsurance treaties (with \$0 authorized reinsurers, \$0 unauthorized reinsurers and \$0 certified reinsurers)	0	0	0	0
20. Reinsurance in unauthorized and certified (\$0) companies	0	0	0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates	0	0	0	0
22. Liability for amounts held under uninsured plans	8,712,434	0	8,712,434	7,818,970
23. Aggregate write-ins for other liabilities (including \$0 current)	34	0	34	112
24. Total liabilities (Lines 1 to 23)	580,674,294	0	580,674,294	576,136,838
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	610,000	610,000
27. Preferred capital stock	XXX	XXX	0	0
28. Gross paid in and contributed surplus	XXX	XXX	44,977,137	44,977,137
29. Surplus notes	XXX	XXX	0	0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	1,500,000	1,500,000
31. Unassigned funds (surplus)	XXX	XXX	419,696,160	394,134,639
32. Less treasury stock, at cost:				
32.1 .....0 shares common (value included in Line 26 \$0)	XXX	XXX	0	0
32.2 .....0 shares preferred (value included in Line 27 \$0)	XXX	XXX	0	0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	466,783,297	441,221,776
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	1,047,457,591	1,017,358,614
DETAILS OF WRITE-INS				
2301. Unclaimed Property	34	0	34	112
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	34	0	34	112
2501.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	XXX	XXX	0	0
3001. Statutory Fund	XXX	XXX	1,500,000	1,500,000
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	1,500,000	1,500,000

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	4,614,964	4,702,107	9,410,333
2. Net premium income (including \$0 non-health premium income)	XXX	2,013,496,252	2,006,154,888	4,017,438,866
3. Change in unearned premium reserves and reserve for rate credits	XXX	(966,899)	(797,914)	(6,548,120)
4. Fee-for-service (net of \$0 medical expenses)	XXX	0	0	0
5. Risk revenue	XXX	0	0	0
6. Aggregate write-ins for other health care related revenues	XXX	767,562	200,000	462,000
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	2,013,296,915	2,005,556,974	4,011,352,746
Hospital and Medical:				
9. Hospital/medical benefits	0	1,604,451,101	1,505,081,794	3,081,117,985
10. Other professional services	0	10,196,319	6,599,607	17,426,653
11. Outside referrals	0	0	0	0
12. Emergency room and out-of-area	0	0	0	0
13. Prescription drugs	0	66,979,590	75,513,862	118,451,761
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts	0	1,617,582	1,491,040	2,166,057
16. Subtotal (Lines 9 to 15)	0	1,683,244,592	1,588,686,303	3,219,162,456
Less:				
17. Net reinsurance recoveries	0	0	0	0
18. Total hospital and medical (Lines 16 minus 17)	0	1,683,244,592	1,588,686,303	3,219,162,456
19. Non-health claims (net)	0	0	0	0
20. Claims adjustment expenses, including \$40,555,813 cost containment expenses	0	62,921,111	61,345,477	140,798,914
21. General administrative expenses	0	186,519,710	213,856,950	417,524,328
22. Increase in reserves for life and accident and health contracts (including \$0 increase in reserves for life only)	0	0	0	0
23. Total underwriting deductions (Lines 18 through 22)	0	1,932,685,413	1,863,888,730	3,777,485,698
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	80,611,502	141,668,244	233,867,048
25. Net investment income earned	0	7,968,704	8,420,327	16,451,525
26. Net realized capital gains (losses) less capital gains tax of \$1,390,421	0	2,062,527	824,051	1,609,316
27. Net investment gains (losses) (Lines 25 plus 26)	0	10,031,231	9,244,378	18,060,841
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$(5,877)) (amount charged off \$117,250)]	0	(111,373)	0	(425,378)
29. Aggregate write-ins for other income or expenses	0	(260,931)	(469,072)	(224,654)
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	90,270,429	150,443,550	251,277,857
31. Federal and foreign income taxes incurred	XXX	27,394,092	56,346,434	81,323,963
32. Net income (loss) (Lines 30 minus 31)	XXX	62,876,337	94,097,116	169,953,894
DETAILS OF WRITE-INS				
0601. TennCare Incentives	XXX	767,562	200,000	462,000
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	767,562	200,000	462,000
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	0	0	0
2901. Fines & Penalties – Paid and Accrued	0	(260,958)	(469,072)	(224,654)
2902. Investment Settlement Proceeds	0	27	0	0
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	(260,931)	(469,072)	(224,654)

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	441,221,776	452,776,017	452,776,017
34. Net income or (loss) from Line 32	62,876,337	94,097,116	169,953,894
35. Change in valuation basis of aggregate policy and claim reserves	0	0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ 0	0	(16,936)	0
37. Change in net unrealized foreign exchange capital gain or (loss)	0	0	0
38. Change in net deferred income tax	(3,253,212)	5,196,872	1,650,397
39. Change in nonadmitted assets	5,938,396	957,886	(11,404,376)
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles.....	0	8,245,843	8,245,843
44. Capital Changes:			
44.1 Paid in	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....	0	0	0
45. Surplus adjustments:			
45.1 Paid in	0	0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital	0	0	0
46. Dividends to stockholders	(40,000,000)	(80,000,000)	(180,000,000)
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital & surplus (Lines 34 to 47)	25,561,521	28,480,781	(11,554,242)
49. Capital and surplus end of reporting period (Line 33 plus 48)	466,783,297	481,256,798	441,221,776
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	1,968,234,190	2,090,346,073	4,059,638,953
2. Net investment income	13,218,235	12,674,832	25,856,367
3. Miscellaneous income	767,562	200,000	462,000
4. Total (Lines 1 to 3)	1,982,219,987	2,103,220,905	4,085,957,320
5. Benefit and loss related payments	1,679,113,435	1,611,553,327	3,244,045,408
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	241,277,482	264,797,997	579,742,229
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$0 tax on capital gains (losses)	42,641,000	79,845,001	112,215,918
10. Total (Lines 5 through 9)	1,963,031,917	1,956,196,325	3,936,003,555
11. Net cash from operations (Line 4 minus Line 10)	19,188,070	147,024,580	149,953,765
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	191,891,840	77,338,009	177,120,066
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	766
12.7 Miscellaneous proceeds	0	0	6,727,155
12.8 Total investment proceeds (Lines 12.1 to 12.7)	191,891,840	77,338,009	183,847,987
13. Cost of investments acquired (long-term only):			
13.1 Bonds	183,512,440	127,763,435	246,284,280
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	9,080,212
13.6 Miscellaneous applications	2,558,337	1,500,000	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	186,070,777	129,263,435	255,364,492
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	5,821,063	(51,925,426)	(71,516,505)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	40,000,000	80,000,000	180,000,000
16.6 Other cash provided (applied)	1,789,747	(121,026,598)	24,842,036
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(38,210,253)	(201,026,598)	(155,157,964)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(13,201,120)	(105,927,444)	(76,720,703)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	193,347,621	270,068,324	270,068,324
19.2 End of period (Line 18 plus Line 19.1)	180,146,501	164,140,880	193,347,621

Note: Supplemental disclosures of cash flow information for non-cash transactions:

STATEMENT AS OF JUNE 30, 2013 OF THE UnitedHealthcare Plan of the River Valley, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	781,421	0	95,904	0	0	0	4,340	110,980	570,197	0
2. First Quarter	764,672	0	82,018	0	0	0	3,962	112,631	566,061	0
3. Second Quarter	768,661	9,086	68,430	0	0	0	3,883	115,470	571,792	0
4. Third Quarter	0	0	0	0	0	0	0	0	0	0
5. Current Year	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months	4,614,964	54,041	435,929	0	0	0	23,065	679,694	3,422,235	0
Total Member Ambulatory Encounters for Period:										
7. Physician	4,218,207	25,049	160,638	0	0	0	13,586	1,220,661	2,798,273	0
8. Non-Physician	2,270,683	5,031	38,190	0	0	0	2,768	554,179	1,670,515	0
9. Total	6,488,890	30,080	198,828	0	0	0	16,354	1,774,840	4,468,788	0
10. Hospital Patient Days Incurred	3,208,983	274	9,768	0	0	0	910	170,945	3,027,086	0
11. Number of Inpatient Admissions	221,011	62	2,386	0	0	0	174	23,719	194,670	0
12. Health Premiums Written (a)	2,015,515,986	9,763,524	154,278,827	0	0	0	9,266,624	587,744,381	1,254,462,630	0
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned	2,014,549,087	9,763,524	152,948,150	0	0	0	8,724,593	588,650,190	1,254,462,630	0
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services.....	1,679,113,435	6,531,086	125,149,682	0	0	0	8,803,029	464,567,443	1,074,062,195	0
18. Amount Incurred for Provision of Health Care Services	1,683,244,592	6,513,790	111,444,417	0	0	0	8,277,934	488,011,649	1,068,996,802	0

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$587,744,381

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	25,786,930	105,785,415	5,516,918	16,759,333	31,303,848	34,496,260
2. Medicare Supplement	0	0	0	0	0	0
3. Dental Only	0	0	0	0	0	0
4. Vision Only	0	0	0	0	0	0
5. Federal Employees Health Benefits Plan	1,321,400	7,459,711	1,122,910	1,217,889	2,444,310	2,695,674
6. Title XVIII - Medicare	82,652,742	381,429,282	14,866,245	118,254,536	97,518,987	108,178,978
7. Title XIX - Medicaid	213,960,590	859,967,142	21,354,672	211,445,338	235,315,262	241,639,242
8. Other health	0	0	0	0	0	0
9. Health subtotal (Lines 1 to 8)	323,721,662	1,354,641,550	42,860,745	347,677,096	366,582,407	387,010,154
10. Healthcare receivables (a)	8,795,345	22,746,449	0	3,631,626	8,795,345	34,909,531
11. Other non-health	0	0	0	0	0	0
12. Medical incentive pools and bonus amounts	615,760	134,463	1,162,283	454,078	1,778,043	749,002
13. Totals (Lines 9-10+11+12)	315,542,077	1,332,029,564	44,023,028	344,499,548	359,565,105	352,849,625

(a) Excludes \$0 loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

(Presented in thousands)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Accounting Practices

The financial statements of UnitedHealthcare Plan of the River Valley, Inc. (the “Company”) are presented on the basis of accounting practices prescribed or permitted by the Illinois Department of Insurance (the “Department”).

The Department recognizes only statutory accounting practices, prescribed or permitted by the State of Illinois, for determining and reporting the financial condition and results of operations of a health maintenance organization, for determining its solvency under Illinois Insurance Law. The state prescribes the use of the National Association of Insurance Commissioners’ (“NAIC”) Accounting Practices and Procedures manual (“NAIC SAP”) in effect for the accounting periods covered in the financial statement.

No significant differences exist between the practices prescribed or permitted by the State of Illinois and those prescribed or permitted by the NAIC SAP which materially affect the statutory basis net income and capital and surplus as illustrated in the table below:

	State of Domicile	June 30, 2013	2012
NET INCOME			
(1) Company state basis	Illinois	\$ 62,876	\$ 169,954
(2) State Prescribed Practices that increase/(decrease) NAIC SAP:			
None	Illinois	-	-
(3) State Permitted Practices that increase/(decrease) NAIC SAP:			
None	Illinois	-	-
(4) NAIC SAP	Illinois	\$ 62,876	\$ 169,954
SURPLUS			
(5) Company state basis	Illinois	\$ 466,783	\$ 441,222
(6) State Prescribed Practices that increase/(decrease) NAIC SAP:			
None	Illinois	-	-
None	Illinois	-	-
(7) State Permitted Practices that increase/(decrease) NAIC SAP:			
None	Illinois	-	-
(8) NAIC SAP	Illinois	\$ 466,783	\$ 441,222

B. Use of Estimates in the Preparation of the Statutory Basis Financial Statements

No significant change.

C. Accounting Policy

No significant change.

2. ACCOUNTING CHANGES AND CORRECTION OF ERRORS

No significant change.

3. BUSINESS COMBINATIONS AND GOODWILL

A–D. No significant change.

4. DISCONTINUED OPERATIONS

(1–5) No significant change.

NOTES TO FINANCIAL STATEMENTS

(Presented in thousands)

5. INVESTMENTS AND OTHER INVESTED ASSETS

A. Mortgage Loans, including Mezzanine Real Estate Loans

No significant change.

B. Debt restructuring

No significant change.

C. Reverse Mortgages

No significant change.

D. Loan-Backed Securities

- (1) Corporate bonds and government obligations include mortgage-backed securities, which are valued using the retrospective adjustment methodology. Prepayment assumptions for single class and multi-class mortgage-backed/asset-backed securities were obtained from an external data source vendor.
- (2) The Company did not recognize any other-than-temporary impairments on mortgage-type investments as of June 30, 2013.
- (3) As of June 30, 2013, the Company did not have mortgage-type investments with any other-than-temporary impairment to report by CUSIP.
- (4) The following table illustrates the fair value, gross unrealized losses, and length of time that the mortgage-backed securities have been in a continuous unrealized loss position at June 30, 2013 and December 31, 2012:

	June 30, 2013
The aggregate amount of unrealized losses:	
1. Less than 12 months	\$ (1,557)
2. 12 Months or longer	-
The aggregate related fair value of securities with unrealized losses:	
1. Less than 12 months	48,641
2. 12 Months or longer	-
	2012
The aggregate amount of unrealized losses:	
1. Less than 12 months	\$ (11)
2. 12 Months or longer	-
The aggregate related fair value of securities with unrealized losses:	
1. Less than 12 months	9,767
2. 12 Months or longer	-

E. Repurchase Agreements and/or Securities Lending Transactions

No significant change.

F. Real Estate

No significant change.

G. Investments in Low-Income Housing Tax Credits

No significant change.

6. JOINT VENTURES, PARTNERSHIPS, AND LIMITED LIABILITY COMPANIES

A–B. No significant change.

NOTES TO FINANCIAL STATEMENTS

(Presented in thousands)

7. INVESTMENT INCOME

A–B. No significant change.

8. DERIVATIVE INSTRUMENTS

A–F. No significant change.

9. INCOME TAXES

A–G. No significant change.

10. INFORMATION CONCERNING PARENT, SUBSIDIARIES, AND AFFILIATES

A–L. Material Related Party Transactions

Effective January 1, 2013, the Company entered into a management agreement with United HealthCare Services, Inc. (“UHS”). This agreement has been approved by the Department and the Tennessee Department of Commerce and Insurance and will replace the previous agreement with UnitedHealthcare Services Company of the River Valley, Inc. (“UHS-RV”) which is changing from a percent of premium to a direct charge based on UHS' expenses for services or use of assets provided to the Company.

11. DEBT

A–B. No significant change.

12. RETIREMENT PLANS, DEFERRED COMPENSATION, POSTEMPLOYMENT BENEFITS AND COMPENSATED ABSENCES, AND OTHER POSTRETIREMENT BENEFIT PLANS

A–F. No significant change.

13. CAPITAL AND SURPLUS, SHAREHOLDERS' DIVIDEND RESTRICTIONS, AND QUASI-REORGANIZATIONS

(1–3) No significant change.

(4) On June 6, 2013, the Company declared an ordinary cash dividend of \$40,000 to the sole shareholder, UHS-RV. The dividend was paid on June 21, 2013. The ordinary dividend complied with the provisions set forth in the statutes of Illinois and Tennessee. The dividend was recorded as a reduction to unassigned surplus.

(5–13) No significant change.

14. CONTINGENCIES

A–E. No significant change.

15. LEASES

A–B. No significant change.

16. INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE-SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATIONS OF CREDIT RISK

(1–4) No significant change.

17. SALE, TRANSFER, AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES

A. The Company did not have any transfers of receivables reported as sales as of June 30, 2013 or December 31, 2012.

B. The Company did not have any transfer and servicing of financial assets as of June 30, 2013 or December 31, 2012.

NOTES TO FINANCIAL STATEMENTS

(Presented in thousands)

- C. No transactions involving wash sales of securities with an NAIC designation of 3 or below or unrated securities occurred as of June 30, 2013 or the year ended December 31, 2012.

18. GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED PLANS AND THE UNINSURED PORTION OF PARTIALLY INSURED PLANS

A–B. No significant change.

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract

The Medicare Part D program is a partially insured plan. The Company recorded a receivable of \$11,259 and \$15,408 as of June 30, 2013 and December 31, 2012, respectively, for cost reimbursements under the Medicare Part D program for the catastrophic reinsurance and low income member cost-sharing subsidies. The Company also recorded a receivable of \$887 and \$1,871 and also a payable of \$8,705 and \$7,732 as of June 30, 2013 and December 31, 2012, respectively, for the Medicare Part D Coverage Gap Discount Program.

Prior to January 1, 2009, the Company had an ASO contract in eastern Tennessee for the TennCare product, for which the State of Tennessee retains all health care service risk, while the Company assumes administrative risk. The Company has recorded receivables of \$1 and \$32 in amounts receivable related to uninsured plans and payables of \$8 and \$87 included in liability for amounts held under uninsured plans in the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus at December 31, 2012 and June 30, 2013 related to those ASO contracts.

Effective June 1, 2013, the Company participates in administering the payments for TennCare's pharmaceutical benefit program. There is no risk to the Company as a result of these transactions. Pursuant to this agreement, all transactions with the exception of the premium tax component, have been settled before June 30, 2013. The Company recorded a premium tax receivable from TennCare and a corresponding premium tax payable of \$926 and \$926 as of June 30, 2013 related to this activity, which is included in amounts receivable relating to uninsured plans and general expenses due or accrued, respectively, in the statutory basis statements of admitted assets, liabilities, and capital and surplus.

19. DIRECT PREMIUM WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD-PARTY ADMINISTRATORS

No significant change.

20. FAIR VALUE MEASUREMENT

The NAIC SAP defines fair value, establishes a framework for measuring fair value, and outlines the disclosure requirements related to fair value measurements. The fair value hierarchy is as follows:

Level 1 — Quoted (unadjusted) prices for identical assets in active markets.

Level 2 — Other observable inputs, either directly or indirectly, including:

- Quoted prices for similar assets in active markets
- Quoted prices for identical or similar assets in nonactive markets (few transactions, limited information, noncurrent prices, high variability over time, etc.)
- Inputs other than quoted prices that are observable for the asset (interest rates, yield curves, volatilities, default rates, etc.)
- Inputs that are derived principally from or corroborated by other observable market data

Level 3 — Unobservable inputs that cannot be corroborated by observable market data.

The estimated fair values of bonds and short-term investments ("investments") are based on quoted market prices, where available. The Company obtains one price for each security primarily from a third-party pricing service ("pricing service"), which generally uses quoted prices or other observable inputs for the determination of fair value. The pricing service normally derives the security prices through recently reported trades for identical or similar securities, making adjustments through the reporting date based upon available observable market information. For securities not actively traded, the pricing service may use

NOTES TO FINANCIAL STATEMENTS

(Presented in thousands)

quoted market prices of comparable instruments or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include, but are not limited to, non-binding broker quotes, benchmark yields, credit spreads, default rates and prepayment speeds. As the Company is responsible for the determination of fair value, it performs quarterly analyses on the prices received from the pricing service to determine whether the prices are reasonable estimates of fair value. Specifically, the Company compares the prices received from the pricing service to prices reported by its custodian, its investment consultant and third-party investment advisors. Additionally, the Company compares changes in the reported market values and returns to relevant market indices to test the reasonableness of the reported prices. Based on the Company's internal price verification procedures and review of fair value methodology documentation provided by independent pricing services, the Company has not historically adjusted the prices obtained from the pricing service.

In instances in which the inputs used to measure fair value fall into different levels of the fair value hierarchy, the fair value measurement has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular item to the fair value measurement in its entirety requires judgment, including the consideration of inputs specific to the asset or liability.

A. Fair Value

(1) Fair Value Measurements at Reporting Date

The Company does not have any financial assets that are measured and reported at fair value on the statutory basis statements of admitted assets, liabilities, and capital and surplus at June 30, 2013 and December 31, 2012.

The Company's financial assets with a fair value hierarchy of Level 3 represent investments in low-income housing tax credit investments. These investments are recorded and reported at cost of \$8,711 and \$8,949 at June 30, 2013 and December 31, 2012, respectively, which approximates fair value, as there is no readily available market.

B. Fair Value Combination — Not applicable.

C. The aggregate fair value by hierarchy of all financial instruments as of June 30, 2013 and December 31, 2012, is presented in the table below:

Types of Financial Investment	June 30, 2013					Not Practical Carrying Value
	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	
Bonds	\$ 817,353	\$ 809,154	\$ 219,958	\$ 597,395	\$ -	\$ -
Other Invested Assets	8,743	8,711	-	-	8,743	-
2012						
Types of Financial Investment	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practical Carrying Value
Bonds	\$ 901,162	\$ 873,124	\$ 267,277	\$ 633,885	\$ -	\$ -
Other Invested Assets	8,949	8,949	-	-	8,949	-

Included as Level 1 in bonds in the fair value hierarchy table above is money market instruments of \$93,267 and \$131,597 as of June 30, 2013 and December 31, 2012, respectively. Commercial paper of \$0 and \$3,398 is included as Level 2 in bonds in the fair value hierarchy table above as of June 30, 2013 and December 31, 2012, respectively. Commercial paper and money market instruments are reflected in cash, cash equivalents and short-term investments in the statutory basis statements of admitted assets, liabilities, and capital and surplus.

D. Not Practicable to Estimate Fair Value — Not applicable.

21. OTHER ITEMS

The Company recorded receivables related to retroactive policies and estimated withholds of \$58,904 and a recoupment \$53,855 as of December 31, 2012 for the State of Tennessee Bureau of TennCare Medicaid and CHOICES, respectively. As of June 30, 2013, the Company has collected \$61,906 and TennCare recouped \$20,184 in Medicaid and CHOICES retroactive premiums and estimated withholds related to prior year,

NOTES TO FINANCIAL STATEMENTS

(Presented in thousands)

respectively. Currently, there is \$4,958 accrued for TennCare retroactive receivables and estimated withholds and \$24,522 accrued for TennCare recoupments for CHOICES recorded for the prior year, respectively.

The Company continues to refine the accrual related to potential revenue take backs for members without services on the CHOICES product. The impact of further refining the estimates due to updated information and additional history with the CHOICES product could result in a reduction to the amounts previously reported as net premium income. However, the Company is unable to accurately estimate the financial impact of the change at this time and any change would be reflected in operating results in the period in which the change in the estimate is identified.

Effective June 30, 2013, the Company will report Children's Health Insurance Program (CHIP) under Comprehensive – Individual business throughout the Statutory quarterly filings pursuant to NAIC guidance. Prior to this time, CHIP was reported as a component of Comprehensive - Group coverage.

22. EVENTS SUBSEQUENT

Effective October 1, 2013, the Company will replace the pharmaceutical benefits management agreement with Medco Health Solutions, Inc. to OptumRx, Inc., an affiliated entity, to provide pharmaceutical benefits management services to Commercial members. This agreement has been approved by the Department.

23. REINSURANCE

A–C. No significant change.

24. RETROSPECTIVELY RATED CONTRACTS AND CONTRACTS SUBJECT TO REDETERMINATION

A–B. No significant change.

- C. The Company has Medicare Part D program business which is subject to a retrospective rating feature related to Part D Premiums. The Company has estimated accrued retrospective premiums related to certain Part D premiums based on guidelines determined by CMS. The formula is tiered and based on the bid medical loss ratio. The amount of Part D earned premiums subject to retrospective rating was approximately \$48,524 and \$92,995 representing 2.4% and 2.3% of total net premium income as of June 30, 2013 and December 31, 2012, respectively.

During 2013 and 2012, the Company contracted with the federal government through the Office of Personnel Management to administer the Federal Employees Health Benefit Program. The Company is subject to rate adjustments through audits by the Office of Personnel Management. The amount of written premiums subject to retrospective rating was approximately \$9,267 and \$18,310 representing 0.5% and 0.5% of total net premium income as of June 30, 2013 and December 31, 2012, respectively.

- D. The Company is required to maintain specific minimum loss ratios. These minimum loss ratios apply to comprehensive major medical coverage and vary depending on group size. The following table discloses the minimum medical loss ratio rebates required pursuant to the Health Reform Legislation for the six months ended June 30, 2013 and the year ended December 31, 2012:

	1 Individual	2 Small Group Employer	3 Large Group Employer	4 Other Categories with Rebates	5 Total
Prior reporting year:					
(1) Medical loss ratio rebates incurred	\$ -	\$ 1,297	\$ -	\$ -	\$ 1,297
(2) Medical loss ratio rebates paid	-	1,469	-	-	1,469
(3) Medical loss rebates unpaid	-	-	-	-	-
(4) Plus reinsurance assumed amounts	XXX	XXX	XXX	XXX	-
(5) Less reinsurance ceded amounts	XXX	XXX	XXX	XXX	-
(6) Rebates unpaid net of reinsurance	XXX	XXX	XXX	XXX	\$ -
Current reporting year-to-date:					
(7) Medical loss ratio rebates incurred	\$ -	\$ 42	\$ -	\$ -	\$ 42
(8) Medical loss ratio rebates paid	-	-	-	-	-
(9) Medical loss rebates unpaid	-	42	-	-	42
(10) Plus reinsurance assumed amounts	XXX	XXX	XXX	XXX	-
(11) Less reinsurance ceded amounts	XXX	XXX	XXX	XXX	-
(12) Rebates unpaid net of reinsurance	XXX	XXX	XXX	XXX	\$ 42

NOTES TO FINANCIAL STATEMENTS

(Presented in thousands)

25. CHANGE IN INCURRED CLAIMS AND CLAIMS ADJUSTMENT EXPENSES

Changes in estimates related to the prior year incurred claims are included in total hospital and medical expenses in the current year in the accompanying statutory basis statements of operations. The following tables disclose paid claims, incurred claims, and the balance in the claims unpaid, accrued medical incentive pool and bonus amounts, aggregate health claim reserves and health care receivables at June 30, 2013 and December 31, 2012:

	June 30, 2013		
	Current Year Incurred Claims	Prior Years Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ (387,759)	\$ (387,759)
Paid claims, net of health care receivables	1,354,776	324,337	1,679,113
End of year claim reserve	348,131	44,023	392,154
Incurred claims excluding the change in health care receivables	1,702,907	(19,399)	1,683,508
Beginning of year health care receivables	-	34,909	34,909
End of year health care receivables	(26,378)	(8,795)	(35,173)
Total incurred claims	\$ 1,676,529	\$ 6,715	\$ 1,683,244

	2012		
	Current Year Incurred Claims	Prior Years Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ (394,147)	\$ (394,147)
Paid claims, net of health care receivables	2,935,153	308,892	3,244,045
End of year claim reserve	369,850	17,909	387,759
Incurred claims excluding the change in health care receivables	3,305,003	(67,346)	3,237,657
Beginning of year health care receivables	-	16,414	16,414
End of year health care receivables	(28,795)	(6,114)	(34,909)
Total incurred claims	\$ 3,276,208	\$ (57,046)	\$ 3,219,162

The liability for claims unpaid, accrued medical incentive pool and bonus amounts, aggregate health claim reserves and health care receivables as of December 31, 2012 were \$352,850. As of June 30, 2013, \$324,337 has been paid for incurred claims attributable to insured events of prior years. Reserves remaining for prior years are now \$35,228 as a result of re-estimation of unpaid claims. Therefore, there has been \$6,715 unfavorable prior year development since December 31, 2012 to June 30, 2013. The primary drivers consist of favorable development as a result of a change in the provision for adverse deviations in experience of \$17,022 offset by unfavorable development of \$3,279 in provider settlements and \$19,734 in retroactivity for inpatient, outpatient, physician, and pharmacy claims. At December 31, 2012, the Company recorded \$57,046 of favorable development related to insured events of prior years primarily as a result of a change in the provision for adverse deviations in experience of \$18,890 and favorable development of \$39,848 in retroactivity for inpatient, outpatient, physician, and pharmacy claims. Original estimates are increased or decreased, as additional information becomes known regarding individual claims. The unfavorable/favorable development also impacts the original estimates and calculations for retrospectively rated policies, including the medical loss ratio rebate accrual. As a result of the prior year effects, on a regular basis, the Company adjusts revenue and the corresponding liability and/or receivable related to retrospectively rated policies, including the medical loss ratio rebate accrual and the impact of the change is included as a component of change in reserve for rate credits in the statutory basis statements of operations.

NOTES TO FINANCIAL STATEMENTS

(Presented in thousands)

The Company incurred claims adjustment expenses (CAE) of approximately \$62,921 and \$140,799 for the six months ended June 30, 2013 and the year ended December 31, 2012, respectively. These costs are included in the management service fees paid by the Company to UHS effective January 1, 2013, and UHS-RV prior to December 31, 2012, as part of its management agreement. The following tables disclose paid CAE, incurred CAE, and the balance in the unpaid claim adjustment expenses reserve for the six months ended June 30, 2013 and the year ended December 31, 2012:

	June 30, 2013	2012
Total claims adjustment expenses incurred	\$ 62,921	\$ 140,799
Less current year unpaid claims adjustment expenses	(9,629)	(9,344)
Add prior year unpaid claims adjustment expenses	<u>9,344</u>	<u>9,035</u>
 Total claims adjustment expenses paid	 <u>\$ 62,636</u>	 <u>\$ 140,490</u>

26. INTERCOMPANY POOLING ARRANGEMENTS

A–G. No significant change.

27. STRUCTURED SETTLEMENTS

A–B. No significant change.

28. HEALTH CARE AND OTHER AMOUNTS RECEIVABLES

A–B. No significant change.

29. PARTICIPATING POLICIES

No significant change.

30. PREMIUM DEFICIENCY RESERVES

No significant change.

31. ANTICIPATED SALVAGE AND SUBROGATION

No significant change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
- 3.1 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [X] No []
- 3.2 If the response to 3.1 is yes, provide a brief description of those changes.
- April 2, 2013
FrontierMEDEX Group Limited, a United Kingdom private limited company, was dissolved.
- April 2, 2013
FrontierMEDEX UK Limited, a United Kingdom private limited company, was dissolved.
- May 2, 2013
Paularino Third Party Administrators, Inc., a California corporation, was dissolved.
- May 9, 2013
Lifepoint Accountable Care Organization, LLC, a Delaware limited liability company, was formed as a wholly owned subsidiary of Collaborative Care Holdings, LLC.
- June 4, 2013
Frontier Medex Tanzania Limited, was formed as a private company limited by shares under the laws of the United Republic of Tanzania. Frontier Medex Tanzania Limited is 99% owned by FrontierMedex Limited, a UK company.
- June 25, 2013
Exploration Logistics Limited, a UK company, was dissolved.
- June 25, 2013
Medekit.com Limited, a UK company, was dissolved.
- June 25, 2013
Frontier Medical Services Limited, a UK company, was dissolved.
- June 30, 2013
HIT Securities Corporation, a Massachusetts corporation, merged with and into Humedica, Inc., a Delaware corporation.
- June 30, 2013
Mohave Valley Hospital, Inc., an Arizona corporation, merged with and into Sierra Health Services, Inc. a Nevada corporation.
- July 4, 2013
Amil Participações S.A., a Brazilian joint stock company, and Mind Solutions, S.A., a Brazilian joint stock company, simultaneously merged with and into Amil Assistência Médica Internacional S.A. This resulted in Polar II Fundo de Investimento em Participações owning 90.226% of Amil Assistência Médica Internacional S.A.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.
- | 1
Name of Entity | 2
NAIC Company Code | 3
State of Domicile |
|---------------------|------------------------|------------------------|
| | | |
5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [X] No [] N/A []
If yes, attach an explanation.
Please refer to Note 10 of the Quarterly Statement.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2011
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2007
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 06/22/2009
- 6.4 By what department or departments?
Illinois Department of Insurance
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] N/A [X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] N/A []
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]
- 7.2 If yes, give full information:
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [X] No []
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

STATEMENT AS OF JUNE 30, 2013 OF THE UnitedHealthcare Plan of the River Valley, Inc.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
OptumHealth Bank, Inc.	Salt Lake City, Utah	NO	NO	YES	NO

GENERAL INTERROGATORIES

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [] No []
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended? Yes [] No []
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No []
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [] No []
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$0

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No []
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$0
13. Amount of real estate and mortgages held in short-term investments: \$0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [] No []
- 14.2 If yes, please complete the following:
- | | 1
Prior Year-End
Book/Adjusted
Carrying Value | 2
Current Quarter
Book/Adjusted
Carrying Value |
|-----------------------------------------------------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------|
| 14.21 Bonds | \$0 | \$0 |
| 14.22 Preferred Stock | \$0 | \$0 |
| 14.23 Common Stock | \$0 | \$0 |
| 14.24 Short-Term Investments | \$0 | \$0 |
| 14.25 Mortgage Loans on Real Estate | \$0 | \$0 |
| 14.26 All Other | \$0 | \$0 |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) | \$0 | \$0 |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above | \$0 | \$0 |
- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No []
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No []
- If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- | | |
|----------------------------------------------------------------------------------------------------------------------|-----------|
| 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 | \$0 |
| 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 | \$0 |
| 16.3 Total payable for securities lending reported on the liability page | \$0 |

17. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [] No []
- 17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Northern Trust	50 S. LaSalle, Chicago, IL 60675
Bank of New York Mellon	Global Liquidity Services, 1 Wall St, 14th Floor, New York NY 10286

- 17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes [] No []

- 17.4 If yes, give full information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

- 17.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
107038	JPMorgan Investment Management Inc.	245 Park Avenue New York, NY 10167
113972	Standish Mellon Asset Management Company	201 Washington Street Suite 2900 Boston, MA 02108-4408

- 18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [] No []

- 18.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent85.7 %
1.2 A&H cost containment percent2.0 %
1.3 A&H expense percent excluding cost containment expenses10.4 %

2.1 Do you act as a custodian for health savings accounts? Yes [] No [X]

2.2 If yes, please provide the amount of custodial funds held as of the reporting date\$.....0

2.3 Do you act as an administrator for health savings accounts? Yes [] No [X]

2.4 If yes, please provide the balance of the funds administered as of the reporting date\$.....0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
NONE						

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

States, etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7	
1. Alabama AL	N	0	0	0	0	0	0	0	0
2. Alaska AK	N	0	0	0	0	0	0	0	0
3. Arizona AZ	N	0	0	0	0	0	0	0	0
4. Arkansas AR	N	0	0	0	0	0	0	0	0
5. California CA	N	0	0	0	0	0	0	0	0
6. Colorado CO	N	0	0	0	0	0	0	0	0
7. Connecticut CT	N	0	0	0	0	0	0	0	0
8. Delaware DE	N	0	0	0	0	0	0	0	0
9. District of Columbia DC	N	0	0	0	0	0	0	0	0
10. Florida FL	N	0	0	0	0	0	0	0	0
11. Georgia GA	N	0	0	0	0	0	0	0	0
12. Hawaii HI	N	0	0	0	0	0	0	0	0
13. Idaho ID	N	0	0	0	0	0	0	0	0
14. Illinois IL	L	7,252,990	43,421,467	0	0	0	0	50,674,457	0
15. Indiana IN	N	0	0	0	0	0	0	0	0
16. Iowa IA	L	114,412,701	97,419,676	0	9,266,624	0	0	221,099,001	0
17. Kansas KS	N	0	0	0	0	0	0	0	0
18. Kentucky KY	N	0	0	0	0	0	0	0	0
19. Louisiana LA	N	0	0	0	0	0	0	0	0
20. Maine ME	N	0	0	0	0	0	0	0	0
21. Maryland MD	N	0	0	0	0	0	0	0	0
22. Massachusetts MA	N	0	0	0	0	0	0	0	0
23. Michigan MI	N	0	0	0	0	0	0	0	0
24. Minnesota MN	N	0	0	0	0	0	0	0	0
25. Mississippi MS	N	0	0	0	0	0	0	0	0
26. Missouri MO	N	0	0	0	0	0	0	0	0
27. Montana MT	N	0	0	0	0	0	0	0	0
28. Nebraska NE	N	0	0	0	0	0	0	0	0
29. Nevada NV	N	0	0	0	0	0	0	0	0
30. New Hampshire NH	N	0	0	0	0	0	0	0	0
31. New Jersey NJ	N	0	0	0	0	0	0	0	0
32. New Mexico NM	N	0	0	0	0	0	0	0	0
33. New York NY	N	0	0	0	0	0	0	0	0
34. North Carolina NC	N	0	0	0	0	0	0	0	0
35. North Dakota ND	N	0	0	0	0	0	0	0	0
36. Ohio OH	N	0	0	0	0	0	0	0	0
37. Oklahoma OK	N	0	0	0	0	0	0	0	0
38. Oregon OR	N	0	0	0	0	0	0	0	0
39. Pennsylvania PA	N	0	0	0	0	0	0	0	0
40. Rhode Island RI	N	0	0	0	0	0	0	0	0
41. South Carolina SC	N	0	0	0	0	0	0	0	0
42. South Dakota SD	N	0	0	0	0	0	0	0	0
43. Tennessee TN	L	29,278,301	403,905,274	1,254,462,630	0	0	0	1,687,646,205	0
44. Texas TX	N	0	0	0	0	0	0	0	0
45. Utah UT	N	0	0	0	0	0	0	0	0
46. Vermont VT	N	0	0	0	0	0	0	0	0
47. Virginia VA	L	13,098,359	42,997,964	0	0	0	0	56,096,323	0
48. Washington WA	N	0	0	0	0	0	0	0	0
49. West Virginia WV	N	0	0	0	0	0	0	0	0
50. Wisconsin WI	N	0	0	0	0	0	0	0	0
51. Wyoming WY	N	0	0	0	0	0	0	0	0
52. American Samoa AS	N	0	0	0	0	0	0	0	0
53. Guam GU	N	0	0	0	0	0	0	0	0
54. Puerto Rico PR	N	0	0	0	0	0	0	0	0
55. U.S. Virgin Islands VI	N	0	0	0	0	0	0	0	0
56. Northern Mariana Islands MP	N	0	0	0	0	0	0	0	0
57. Canada CAN	N	0	0	0	0	0	0	0	0
58. Aggregate Other Aliens OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	164,042,351	587,744,381	1,254,462,630	9,266,624	0	0	2,015,515,986	0
60. Reporting Entity Contributions for Employee Benefit Plans	XXX	0	0	0	0	0	0	0	0
61. Totals (Direct Business)	(a) 4	164,042,351	587,744,381	1,254,462,630	9,266,624	0	0	2,015,515,986	0
DETAILS OF WRITE-INS									
58001.	XXX								
58002.	XXX								
58003.	XXX								
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
58999. Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX	0	0	0	0	0	0	0	0

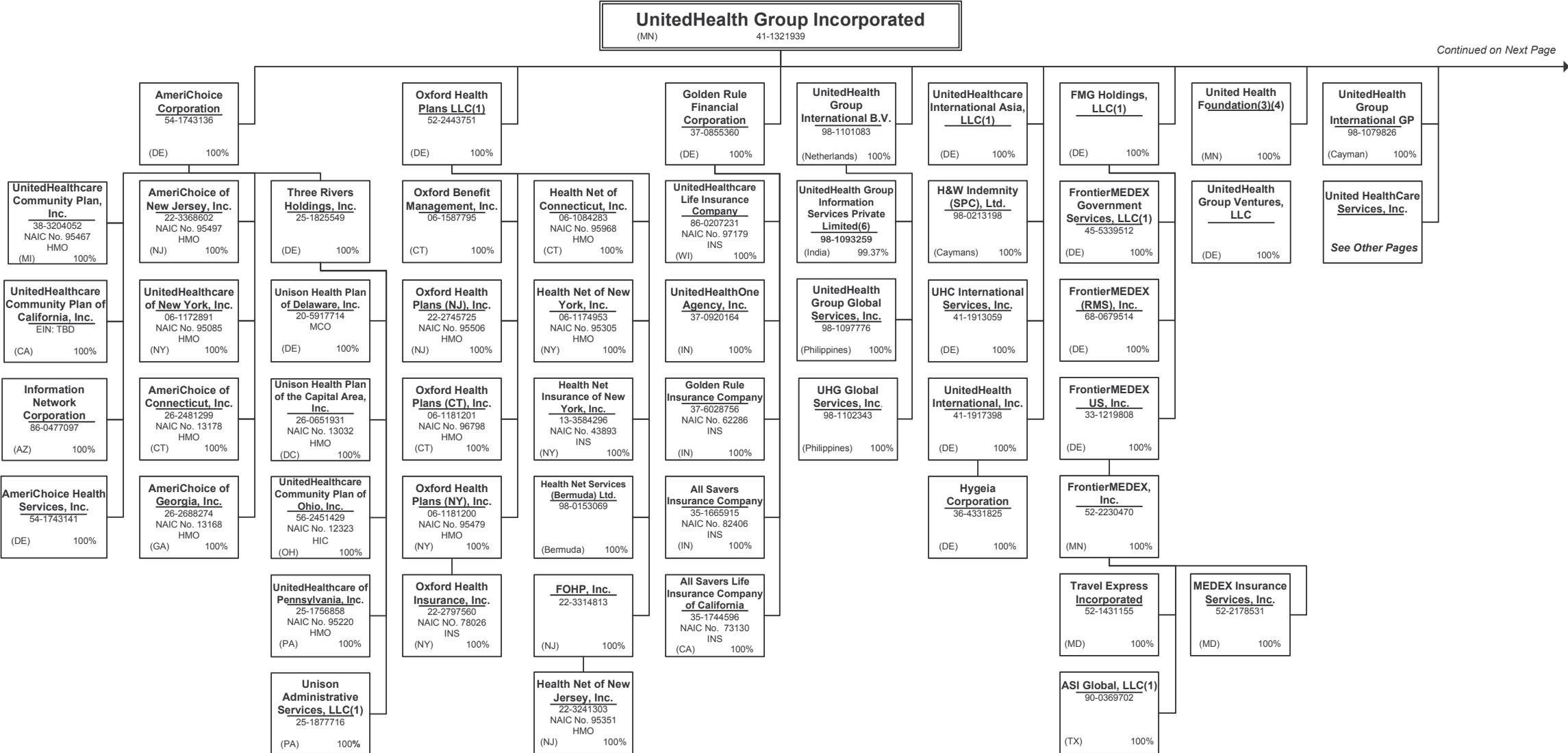
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

(a) Insert the number of L responses except for Canada and Other Alien.

Premiums are allocated based upon geographic market.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

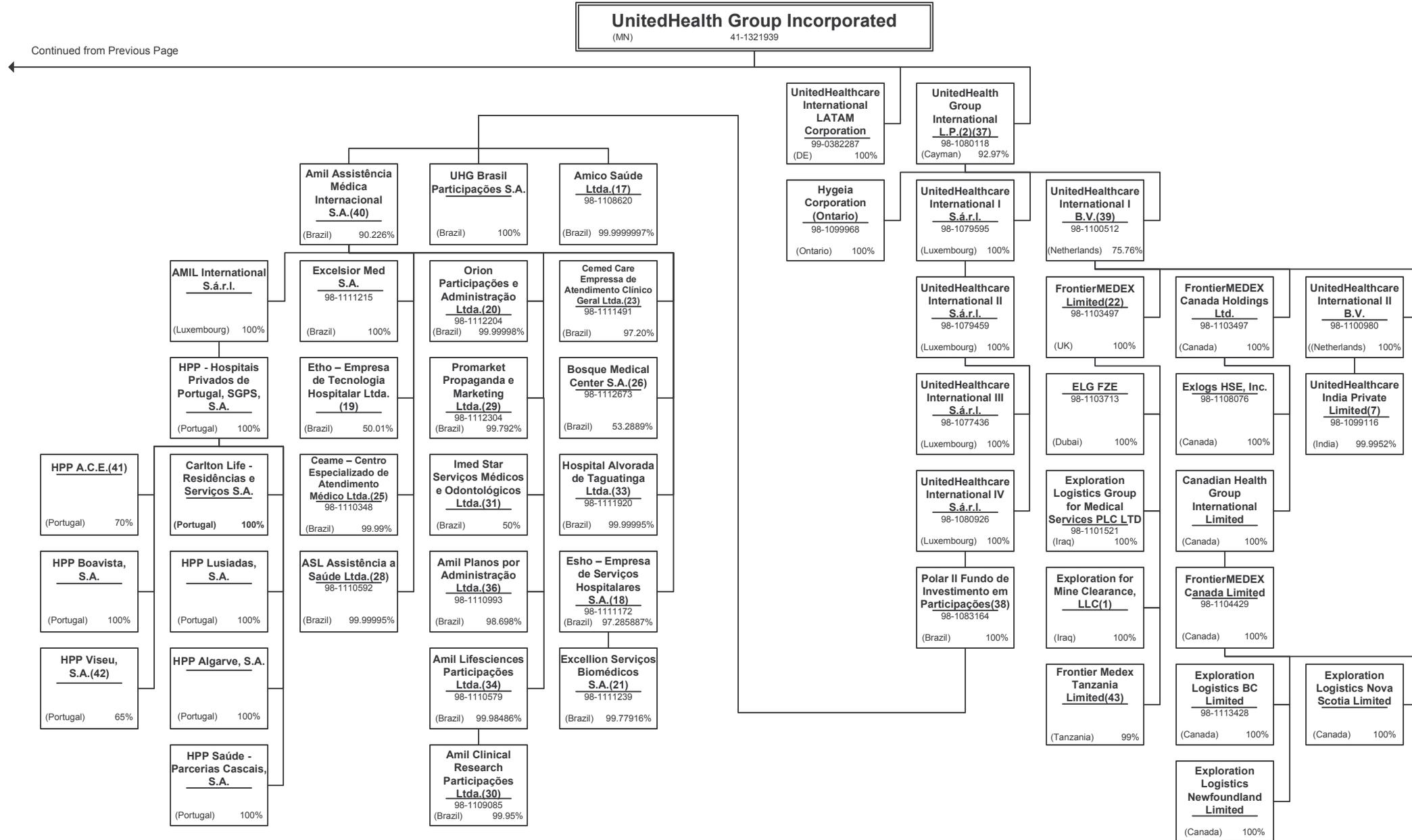
PART 1 - ORGANIZATIONAL CHART



Continued on Next Page

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

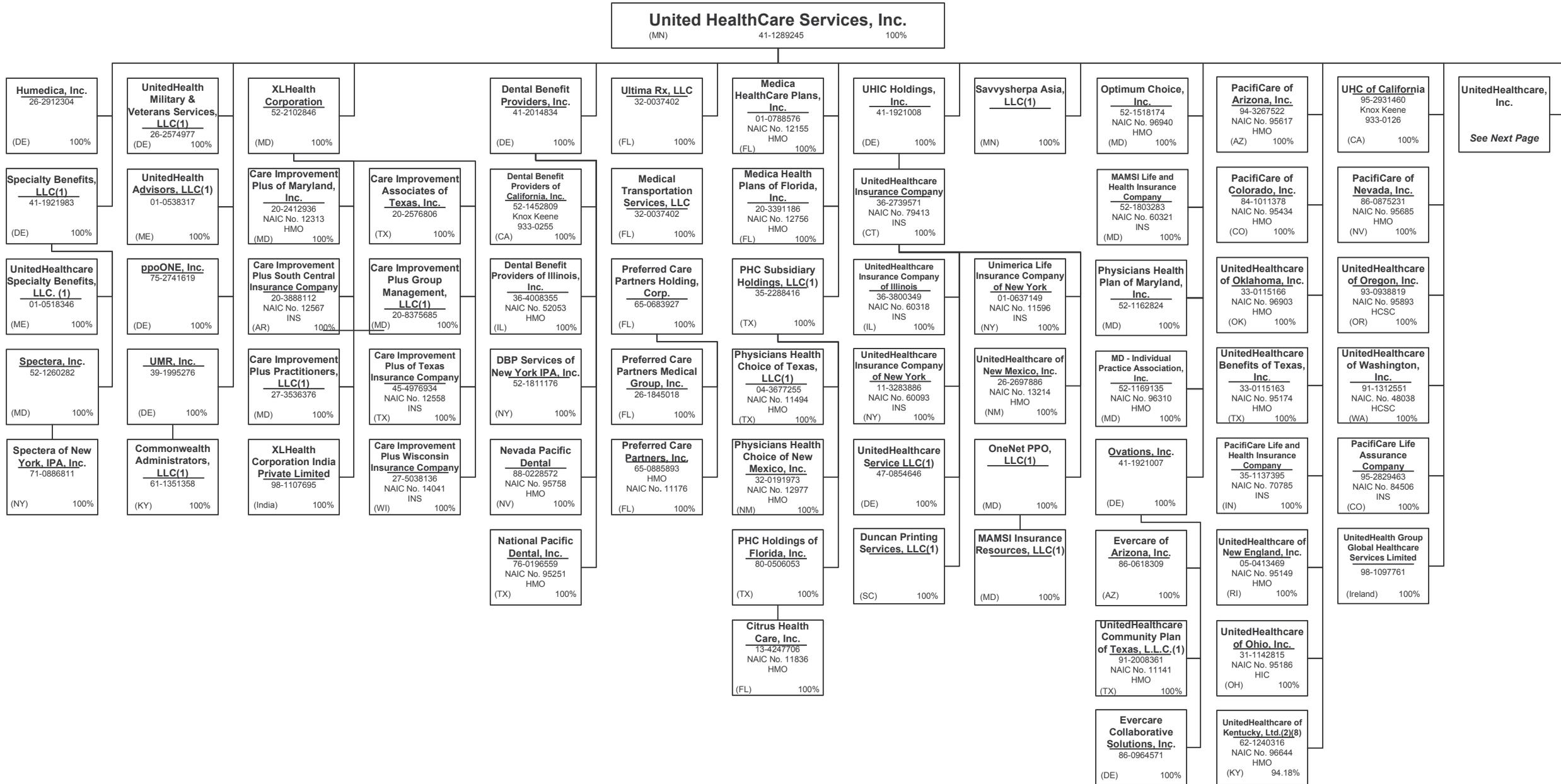
PART 1 - ORGANIZATIONAL CHART



Continued from Previous Page

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

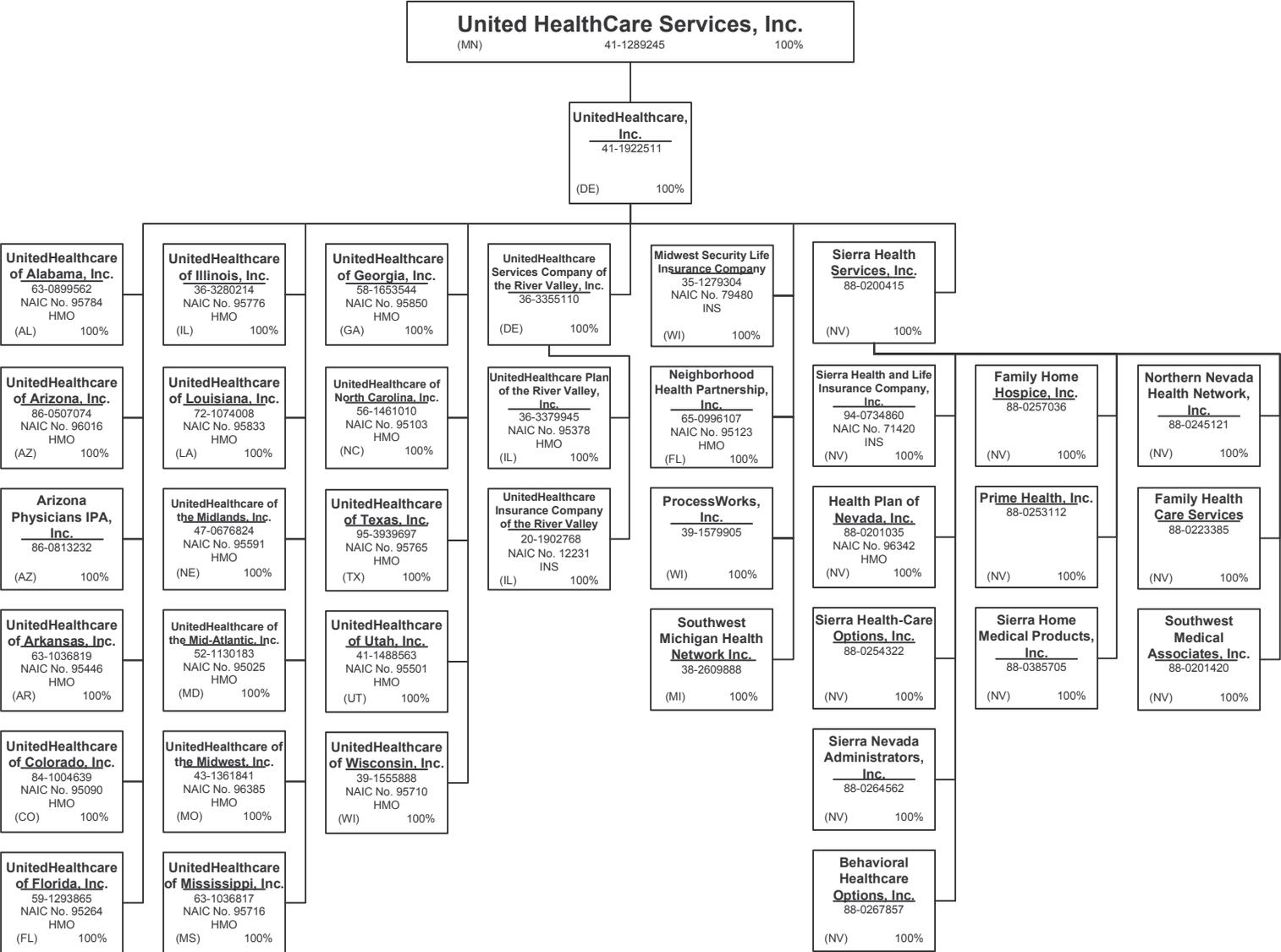
PART 1 - ORGANIZATIONAL CHART



15.2

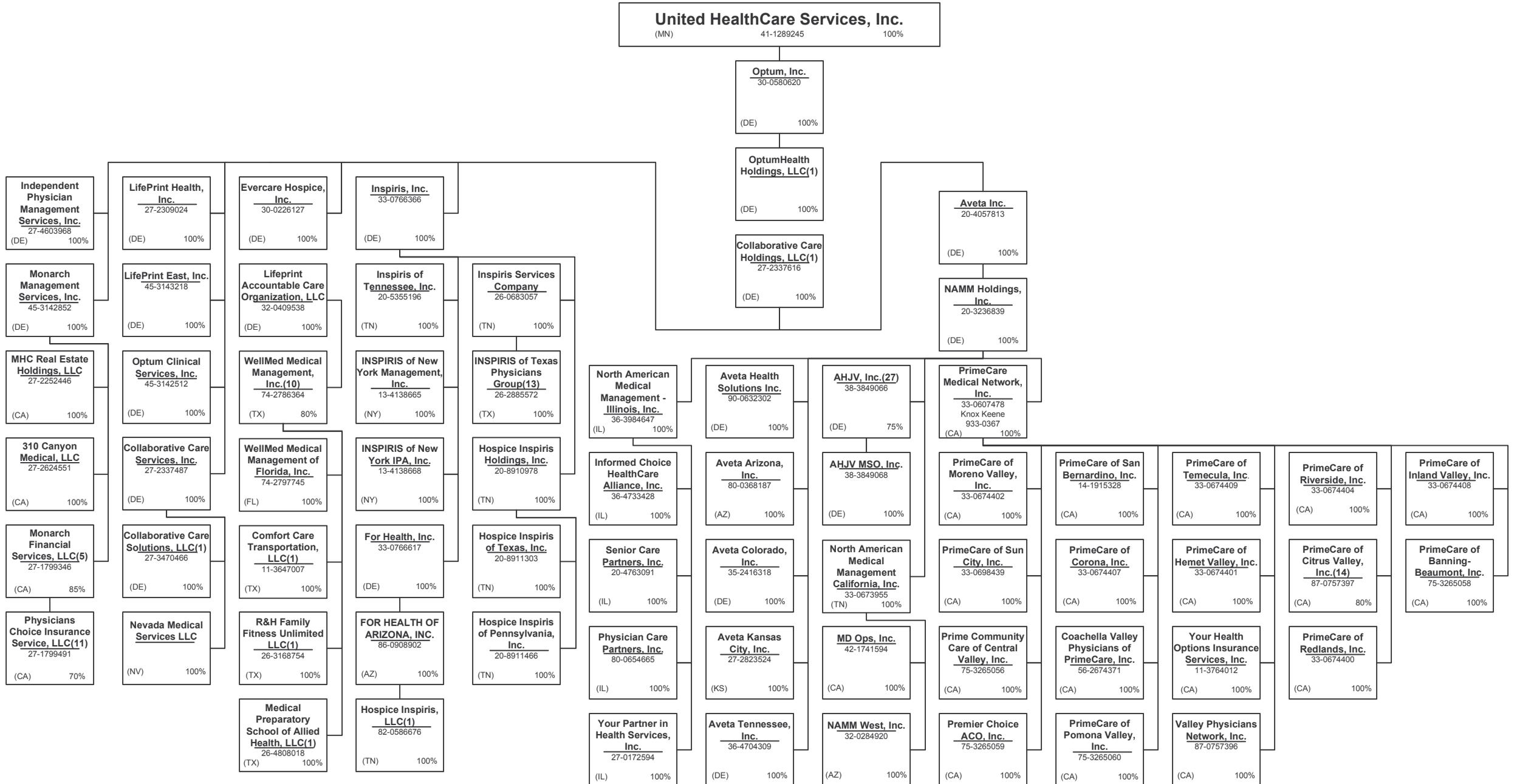
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

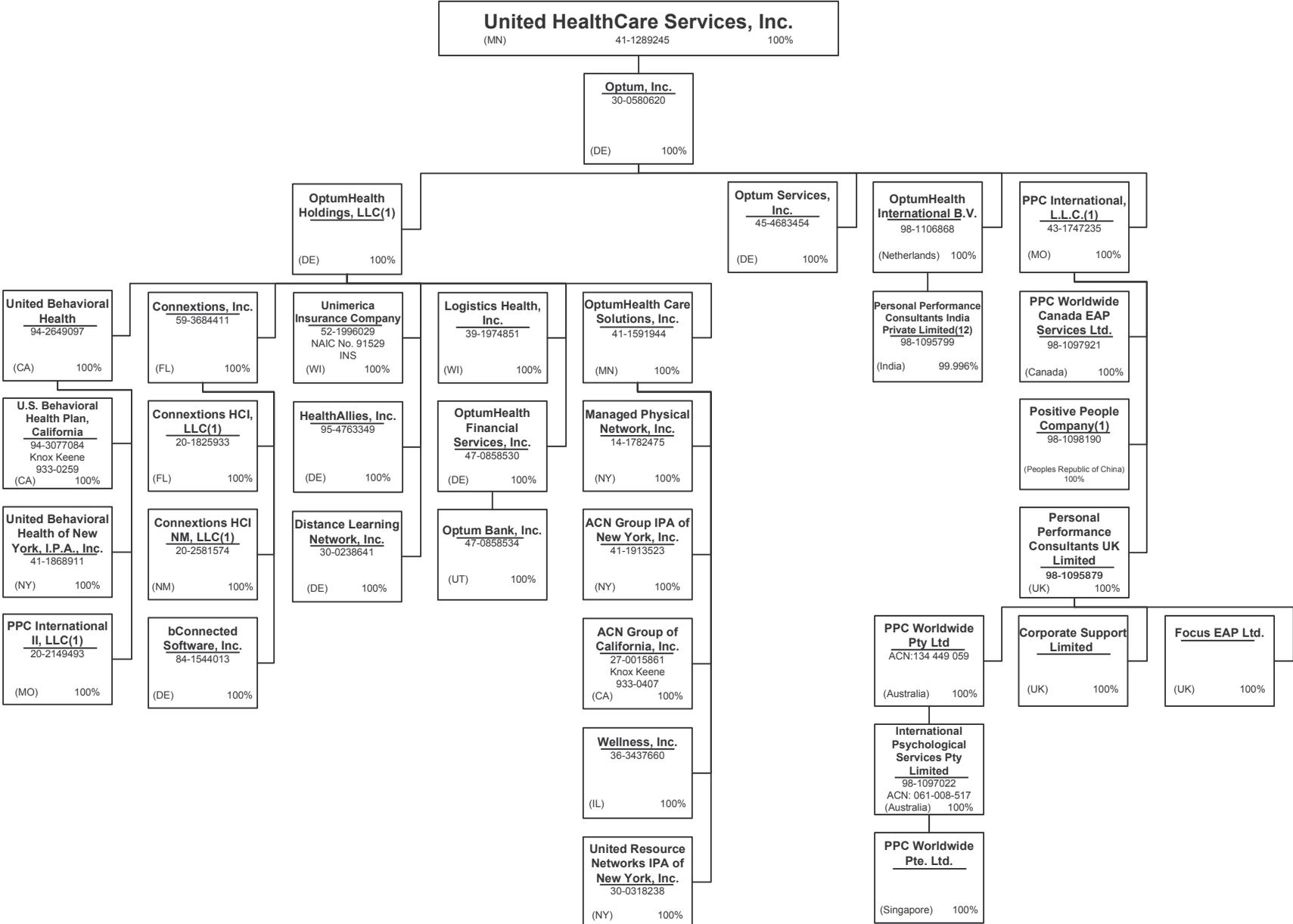
PART 1 - ORGANIZATIONAL CHART



15.4

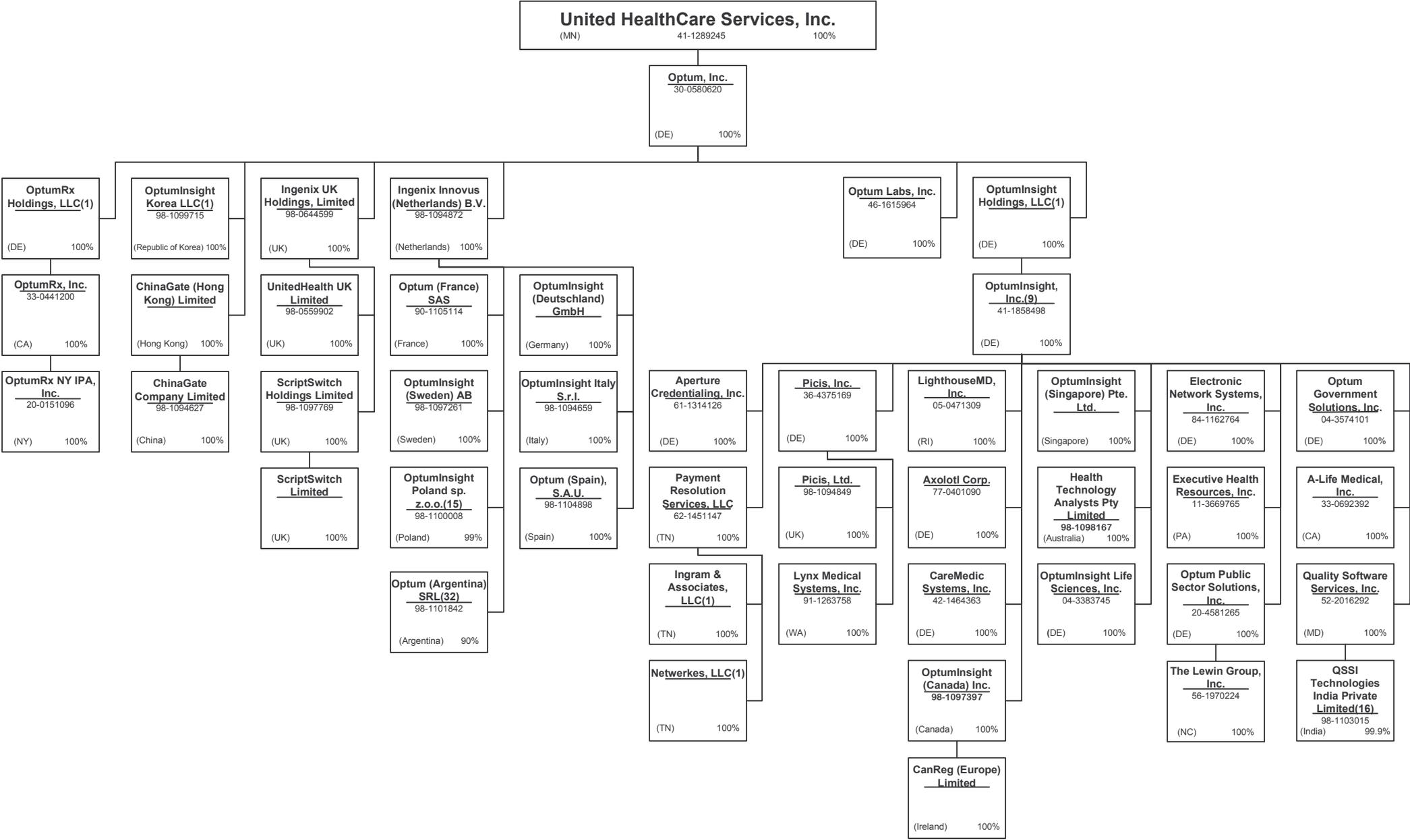
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

Notes

All legal entities on the Organization Chart are Corporations unless otherwise indicated.

- (1) Entity is a Limited Liability Company
- (2) Entity is a Partnership
- (3) Entity is a Non-Profit Corporation
- (4) Control of the Foundation is based on sole membership, not the ownership of voting securities
- (5) Monarch Financial Services, LLC is 85% owned by Monarch Management Services, Inc. and 15% owned by external shareholders.
- (6) UnitedHealth Group Information Services Private Limited is 99.37% owned by UnitedHealth Group International B.V.. The remaining 0.63% is owned by UnitedHealth International, Inc.
- (7) United Healthcare India Private Limited is 99.9952% owned by UnitedHealthcare International II B.V. and 0.0048% owned by UnitedHealth International, Inc.
- (8) General partnership interests are held by United HealthCare Services, Inc. (89.77%) and by UnitedHealthcare, Inc. (10.23%). United HealthCare Services, Inc. also holds 100% of the limited partnership interests. When combining general and limited partner interests, United HealthCare Services, Inc. owns 94.18% and UnitedHealthcare, Inc. owns 5.83%.
- (9) Established a branch, Ingenix, Inc. – Abu Dhabi, located in Abut Dhabi, UAE.
- (10) WellMed Medical Management, Inc. is 80% owned by Collaborative Care Holdings, LLC and 20% owned by WMG Healthcare Partners, L.P.
- (11) Physicians Choice Insurance Service, LLC is 70% owned by Monarch Financial Services, LLC and 30% owned by external shareholders.
- (12) Personal Performance Consultants India Private Limited is 99.996% owned by OptumHealth International B.V. and 0.004 % owned by United Behavioral Health.
- (13) INSPIRIS of Texas Physicians Group is a Texas non-profit (taxable) whose sole member is Inspiris Services Company.
- (14) PrimeCare of Citrus Valley, Inc. is 80% owned by PrimeCare Medical Network, Inc. and 20% owned by Citrus Valley Medical Associates, Inc.
- (15) OptumInsight Poland sp. z.o.o. is 99% owned by Ingenix Innovus (Netherlands) B.V. The remaining 1% is owned by OptumInsight, Inc.
- (16) QSSI Technologies India Private Limited is 99.9% owned by Quality Software Services, Inc. and 0.1% owned by an Indian citizen.
- (17) Amico Saúde Ltda. is 99.9999997% owned by Amil Participações S.A. and 0.0000003% owned by and officer of Amil.

- (18) Esho – Empresa de Serviços Hospitalares S.A is 97.285887% owned by Amil Assistência Médica Internacional S.A.; 0.224917% owned by Amico Saúde Ltda.; 0.094901% owned by Treasury Shares and 2.4% owned by external shareholders.
- (19) Etho – Empresa de Tecnologia Hospitalar Ltda. 50.01% owned by Amil Assistência Médica Internacional S.A.and 49.99% owned by an external shareholder.
- (20) Orion Participações e Administração Ltda. is 99.99998% owned by Amil Assistência Médica Internacional S.A. and 0.00002% owned by Amico Saúde Ltda.
- (21) Excellion Serviços Biomédicos S.A.is 99.77916% owned by Esho – Empresa de Serviços Hospitalares S.A and 0.220844% owned by three external shareholders.
- (22) Branch offices in Iraq and Uganda
- (23) Cemed Care Empresa de Atendimento Clínico Geral Ltda. Is 97.20% owned by Amil Assistência Médica Internacional S.A. and 2.8% owned by Amico Saúde Ltd.
- (24) [TBD]
- (25) Ceame – Centro Especializado de Atendimento Médico S/C Ltda. Is 99.99% onwed by Amil Assistência Médica Internacional S.A. and 0.01% owned by Cemed Care Empresa de Atendimento Clínico Geral Ltda.
- (26) Bosque Medical Center S.A. is 53.2889% owned by Amil Assistência Médica Internacional S.A.; 33.7727% owned by Amico Saúde Ltd. and 12.9384% owned by Esho – Empresa de Serviços Hospitalares S.A.
- (27) AHJV, Inc. is 75% owned by NAMB Holdings, Inc. and 25% owned by Humana, Inc.
- (28) ASL Assistência a Saúde Ltda. Is 99.99995% owned by Amil Assistência Médica Internacional S.A and 0.00005% owned by an officer of Amil.
- (29) Promarket Propaganda e Marketing Ltda.is 99.792% owned by Amil Assistência Médica Internacional S.A and 0.208% owned by Amico Saúde Ltd.
- (30) Amil Clinical Research Participações Ltda. is 99.95% owned by Amil Lifesciences Participações Ltda. and .05% owned by an officer of Amil.
- (31) Imed Star Serviços Médicos e Odontológicos Ltda.is 50% owned by Amil Assistência Médica Internacional S.A and 50% owned by Amico Saúde Ltd.
- (32) Optum Argentina is 90% owned by Ingenix Innovus (Netherlands) BV and 10% owned by ScriptSwitch Holdings Limited.
- (33) Hospital Alvorada Taguatinga Ltda. Is 99.99995% owned by Amil Assistência Médica Internacional S.A. and 0.00005% owned by an officer of Amil.
- (34) Amil Lifesciences Participações Ltda. Is 99.98486% owned by Amil Assistência Médica Internacional S.A and 0.01514% owned by an officer of Amil.
- (35) TBD

- (36) Amil Planos por Administração Ltda. is 98.698% owned by Amil Assistência Médica Internacional S.A; 1.302% owned by Amico Saúde Ltd.
- (37) The limited partners of UnitedHealth Group International, L.P. include FMG Holdings, LLC (4.41%), UnitedHealthcare International LATAM Corporation (2.3%), Hygeia Corporation (DE) (0.33%) and UnitedHealth Group Incorporated (92.97%). UnitedHealth Group International GP is the general partner of UnitedHealth Group International, L.P.
- (38) Polar II Fundo de Investimento em Participações is a Brazilian private equity investment fund incorporated in the form of a closed-end condominium.
- (39) UnitedHealthcare International I, B.V. is 75.76% owned by UnitedHealth Group International L.P. and 24.24% owned by UnitedHealth Group International B.V.
- (40) Amil Assistência Médica Internacional S.A. is 90.226% owned by Polar II Fundo de Investimento em Participações and the remaining 9.774% is owned by the former controlling shareholders of Amil Participações S.A.
- (41) HPP A.C.E. is 70% owned by HPP - Hospitais Privados de Portugal, SGPS, S.A. The remaining 30% is owned by (1) HPP Boavista, S.A.,(2) HPP Lusiadas, S.A., (3) HPP Algarve, S.A., (4) HPP Saúde - Parcerias Cascais, S.A., and (5) HPP Viseu, S.A.; each owning 6%.
- (42) HPP Viseu, S.A. is 65% owned by HPP - Hospitais Privados de Portugal, SGPS, S.A.. The remaining 35% is jointly owned VISABEIRA Saúde - Serviços de Saúde, S.A.,VISABEIRA Participações Financeiras, SGPS, S.A., VISABEIRA Investimentos Financeiros SGPS, S.A. and Ciclorama - Estudos, Projectos e Produções, Lda.
- (43) Frontier Medex Tanzania Limited is 99% owned by FrontierMEDEX Limited. The remaining 1% is owned by an officer of FrontierMEDEX Limited.

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.00000					310 Canyon Medical, LLC	.CA	NIA	Monarch Management Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1913523				ACN Group IPA of New York, Inc.	.NY	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-0015861				ACN Group of California, Inc.	.CA	IA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	38-3849068				AHJV MSO, Inc.	.DE	NIA	AHJV, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	38-3849066				AHJV, Inc.	.CA	NIA	NAAM Holdings, Inc.	Ownership	75.000	UnitedHealth Group Incorporated	1
		.00000	33-0692392				A-Life Medical, Inc.	.CA	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.82406	35-1665915				All Savers Insurance Company	.IN	IA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
							All Savers Life Insurance Company of California	.CA	IA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.73130	35-1744596				AmeriChoice Corporation	.DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	54-1743136				AmeriChoice Health Services, Inc.	.DE	NIA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.13178	26-2481299				AmeriChoice of Connecticut, Inc.	.CT	IA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.13168	26-2688274				AmeriChoice of Georgia, Inc.	.GA	IA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95497	22-3368602				AmeriChoice of New Jersey, Inc.	.NJ	IA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1108620				Amico Saúde Ltda.	.BRA	NIA	Polar II Fundo de Investimento em Participações	Ownership	100.000	UnitedHealth Group Incorporated	2
		.00000					Amil Assistência Médica Internacional S.A.	.BRA	NIA	Polar II Fundo de Investimento em Participações	Ownership	90.226	UnitedHealth Group Incorporated	3
		.00000	98-1109085				Amil Clinical Research Participações Ltda.	.BRA	NIA	Amil Lifesciences Participações Ltda.	Ownership	99.950	UnitedHealth Group Incorporated	2
		.00000					AMIL International S.á.r.l.	.LUX	NIA	Amil Assistência Médica Internacional S.A.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1110579				Amil Lifesciences Participações Ltda.	.BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	99.985	UnitedHealth Group Incorporated	2
		.00000	98-1110993				Amil Planos por Administração Ltda.	.BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	98.689	UnitedHealth Group Incorporated	
		.00000	98-1110993				Amil Planos por Administração Ltda.	.BRA	NIA	Amico Saúde Ltda.	Ownership	1.311	UnitedHealth Group Incorporated	
		.00000	61-1314126				Aperture Credentialing, Inc.	.DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	86-0813232				Arizona Physicians IPA, Inc.	.AZ	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	90-0369702				ASI Global, LLC	.TX	NIA	FrontierMEDEX, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1110592				ASL Assistência a Saúde Ltda.	.BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	100.000	UnitedHealth Group Incorporated	2
		.00000	80-0368187				Aveta Arizona, Inc.	.AZ	NIA	NAAM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	35-2416318				Aveta Colorado, Inc.	.DE	NIA	NAAM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	90-0632302				Aveta Health Solutions Inc.	.DE	NIA	NAAM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-4057813				Aveta Inc.	.DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-2823524				Aveta Kansas City, Inc.	.KS	NIA	NAAM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	36-4704309				Aveta Tennessee, Inc.	.DE	NIA	NAAM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	77-0401090				Axolotl Corp.	.DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	84-1544013				bConnected Software, Inc.	.DE	NIA	Connexions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	88-0267857				Behavioral Healthcare Options, Inc.	.NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1112673				Bosque Medical Center S.A.	.BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	53.289	UnitedHealth Group Incorporated	
		.00000	98-1112673				Bosque Medical Center S.A.	.BRA	NIA	Amico Saúde Ltda.	Ownership	33.773	UnitedHealth Group Incorporated	
		.00000	98-1112673				Bosque Medical Center S.A.	.BRA	NIA	Esho - Empresa de Serviços Hospitalares S.A.	Ownership	12.938	UnitedHealth Group Incorporated	
		.00000					Canadian Health Group International Limited	.CAN	NIA	FrontierMEDEX Canada Holdings Ltd.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					CarReg (Europe) Limited	.JRL	NIA	OptumInsight (Canada) Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-2576806				Care Improvement Associates of Texas, Inc.	.TX	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF JUNE 30, 2013 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0707	UnitedHealth Group Incorporated	00000	20-8375685				Care Improvement Plus Group Management, LLC	MD	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		12313	20-2412936				Care Improvement Plus of Maryland, Inc.	MD	IA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	12558	45-4976934				Care Improvement Plus of Texas Insurance Company	TX	IA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	27-3536376				Care Improvement Plus Practitioners, LLC	MD	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	12567	20-3888112				Care Improvement Plus South Central Insurance Company	AR	IA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		14041	27-5038136				Care Improvement Plus Wisconsin Insurance Company	WI	IA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	42-1464363				CareMedic Systems, Inc.	CA	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Carlton Life - Residências e Serviços S.A.	PRT	NIA	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1110348				Ceame - Centro Especializado de Atendimento Médico Ltda.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	99.990	UnitedHealth Group Incorporated	
		00000	98-1110348				Ceame - Centro Especializado de Atendimento Médico Ltda.	BRA	NIA	Cemed Care Empresa de Atendimento Clínico Geral Ltda.	Ownership	0.010	UnitedHealth Group Incorporated	
		00000	98-1111491				Cemed Care Empresa de Atendimento Clínico Geral Ltda.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	97.200	UnitedHealth Group Incorporated	
		00000	98-1111491				Cemed Care Empresa de Atendimento Clínico Geral Ltda.	BRA	NIA	Amico Saúde Ltda.	Ownership	2.800	UnitedHealth Group Incorporated	
		00000					ChinaGate (Hong Kong) Limited	HKG	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1094627				ChinaGate Company Limited	CHN	NIA	ChinaGate (Hong Kong) Limited	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	11836	13-4247706				Citrus Health Care, Inc.	FL	IA	PHC Holdings of Florida, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	56-2674371				Coachella Valley Physicians of PrimeCare, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	27-2337616				Collaborative Care Holdings, LLC	DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	27-2337487				Collaborative Care Services, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	27-3470466				Collaborative Care Solutions, LLC	DE	NIA	Collaborative Care Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	11-3647007				Comfort Care Transportation, LLC	TX	NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	61-1351358				Commonwealth Administrators, LLC	KY	NIA	UMR, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-2581574				Connexions HCI NM, LLC	NM	NIA	Connexions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-1825933				Connexions HCI, LLC	FL	NIA	Connexions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	59-3684411				Connexions, Inc.	FL	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Corporate Support Limited	GBR	NIA	Personal Performance Consultants UK Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	52-1811176				DBP Services of New York IPA, Inc.	NY	NIA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	52-1452809				Dental Benefit Providers of California, Inc.	CA	IA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	52053	36-4008355				Dental Benefit Providers of Illinois, Inc.	IL	IA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-2014834				Dental Benefit Providers, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	30-0238641				Distance Learning Network, Inc.	DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Duncan Printing Services, LLC	SC	NIA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	84-1162764				Electronic Network Systems, Inc.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1103713				ELG FZE	ARE	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1111172				Esho - Empresa de Serviços Hospitalares S.A.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	97.286	UnitedHealth Group Incorporated	3
		00000	98-1111172				Esho - Empresa de Serviços Hospitalares S.A.	BRA	NIA	Amico Saúde Ltda.	Ownership	0.225	UnitedHealth Group Incorporated	3

STATEMENT AS OF JUNE 30, 2013 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.00000					Etho – Empresa de Tecnologia Hospitalar Ltda.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	.50.010	UnitedHealth Group Incorporated	4
		.00000	86-0964571				Evercare Collaborative Solutions, Inc.	DE	NIA	Ovations, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	30-0226127				Evercare Hospice, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	86-0618309				Evercare of Arizona, Inc.	AZ	IA	Ovations, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1111239				Excellion Serviços Biomédicos S.A.	BRA	NIA	Esho – Empresa de Serviços Hospitalares S.A.	Ownership	99.779	UnitedHealth Group Incorporated	4
		.00000	98-1111215				Excelsior Med S.A.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	11-3669765				Executive Health Resources, Inc.	PA	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1108076				Exlogs HSE Inc. (Canada)	CAN	NIA	FrontierMEDEX Canada Holdings Ltd.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Exploration for Mine Clearance, LLC	JRO	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1113428				Exploration Logistics BC Limited	CAN	NIA	FrontierMEDEX Canada Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1101521				Exploration Logistics Group for Medical Services PLC LTD	JRO	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Exploration Logistics Newfoundland Limited	CAN	NIA	FrontierMEDEX Canada Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Exploration Logistics Nova Scotia Limited	CAN	NIA	FrontierMEDEX Canada Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	88-0223385				Family Health Care Services	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	88-0257036				Family Home Hospice, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	35-2456267				FMG Holdings, LLC	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Focus EAP Ltd.	GBR	NIA	Personal Performance Consultants UK Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	22-3314813				FOHP, Inc.	NJ	NIA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	86-0908902				FOR HEALTH OF ARIZONA, INC.	AZ	NIA	For Health, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	33-0766617				For Health, Inc.	DE	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Frontier Medex Tanzania Limited	TZA	NIA	FrontierMEDEX Limited	Ownership	99.000	UnitedHealth Group Incorporated	2
		.00000	68-0679514				FrontierMEDEX (RMS), Inc.	DE	NIA	FMG Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1103497				FrontierMEDEX Canada Holdings Ltd.	CAN	NIA	UnitedHealthcare International I B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1104429				FrontierMEDEX Canada Limited	CAN	NIA	Canadian Health Group International Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	45-5339512				FrontierMEDEX Government Services, LLC	DE	NIA	FMG Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					FrontierMEDEX Limited	GBR	NIA	UnitedHealthcare International I B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	33-1219808				FrontierMEDEX US, Inc.	DE	NIA	FMG Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	52-2230470				FrontierMEDEX, Inc.	IN	NIA	FrontierMEDEX US, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	37-0855360				Golden Rule Financial Corporation	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	62286	37-6028756	3057283			Golden Rule Insurance Company	IN	IA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-0213198				H&W Indemnity (SPC), Ltd.	CYM	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	43893	13-3584296				Health Net Insurance of New York, Inc.	NY	IA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95968	06-1084283				Health Net of Connecticut, Inc.	CT	IA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95351	22-3241303				Health Net of New Jersey, Inc.	NJ	IA	FOHP, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95305	06-1174953				Health Net of New York, Inc.	NY	IA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-0153069				Health Net Services (Bermuda) Ltd.	BMU	NIA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	96342	88-0201035				Health Plan of Nevada, Inc.	NV	IA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1098167				Health Technology Analysts Pty Limited	AUS	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	95-4763349				HealthAllies, Inc.	DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-8910978				Hospice Inspiris Holdings, Inc.	TN	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-8911466				Hospice Inspiris of Pennsylvania, Inc.	TN	NIA	Hospice Inspiris Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-8911303				Hospice Inspiris of Texas, Inc.	TN	NIA	Hospice Inspiris Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	82-0586676				Hospice Inspiris, LLC	TN	NIA	FOR HEALTH OF ARIZONA, INC.	Ownership	100.000	UnitedHealth Group Incorporated	

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SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.00000	98-1111920				Hospital Alvorada de Taguatinga Ltda. HPP - Hospitais Privados de Portugal, SGPS, S.A. ....	.BRA	.....NIA.....	Amil Assistência Médica Internacional S.A.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....2.....
		.00000						.PRT	.....NIA.....	Amil International S.á.r.l. HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000					HPP A.C.E. ....	.PRT	.....NIA.....	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership.....	70.000	UnitedHealth Group Incorporated	.....
		.00000					HPP A.C.E. ....	.PRT	.....NIA.....	HPP Viseu, S.A.	Ownership.....	6.000	UnitedHealth Group Incorporated	.....
		.00000					HPP A.C.E. ....	.PRT	.....NIA.....	HPP Boavista, S.A.	Ownership.....	6.000	UnitedHealth Group Incorporated	.....
		.00000					HPP A.C.E. ....	.PRT	.....NIA.....	HPP Algarve, S.A.	Ownership.....	6.000	UnitedHealth Group Incorporated	.....
		.00000					HPP A.C.E. ....	.PRT	.....NIA.....	HPP Lusíadas, S.A.	Ownership.....	6.000	UnitedHealth Group Incorporated	.....
		.00000					HPP A.C.E. ....	.PRT	.....NIA.....	HPP Saúde - Parcerias Cascais, S.A. HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership.....	6.000	UnitedHealth Group Incorporated	.....
		.00000					HPP Algarve, S.A. ....	.PRT	.....NIA.....	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000					HPP Boavista, S.A. ....	.PRT	.....NIA.....	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000					HPP Lusíadas, S.A. ....	.PRT	.....NIA.....	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000					HPP Saúde - Parcerias Cascais, S.A. ....	.PRT	.....NIA.....	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000					HPP Viseu, S.A. ....	.PRT	.....NIA.....	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership.....	65.000	UnitedHealth Group Incorporated	.....1.....
		.00000	26-2912304				Humedica, Inc. ....	.DE	.....NIA.....	United HealthCare Services, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	36-4331825				Hygeia Corporation ....	.DE	.....NIA.....	UnitedHealth International, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	98-1099968				Hygeia Corporation (Ontario) Imed Star Serviços Médicos e Odontológicos Ltda. ....	.CAN	.....NIA.....	UnitedHealth Group International L.P.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000					Imed Star Serviços Médicos e Odontológicos Ltda. ....	.BRA	.....NIA.....	Amico Saúde Ltda.	Ownership.....	50.000	UnitedHealth Group Incorporated	.....
		.00000					Independent Physician Management Services, Inc. ....	.BRA	.....NIA.....	Amil Assistência Médica Internacional S.A.	Ownership.....	50.000	UnitedHealth Group Incorporated	.....
		.00000	27-4603968				Information Network Corporation ....	.DE	.....NIA.....	Collaborative Care Holdings, LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	86-0477097					.AZ	.....NIA.....	AmeriChoice Corporation North American Medical Management - Illinois, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	36-4733428				Informed Choice HealthCare Alliance, Inc. ....	.IL	.....NIA.....	Optum, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	98-1094872				Ingenix Innovus (Netherlands) B.V. ....	.NLD	.....NIA.....	Optum, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	98-0644599				Ingenix UK Holdings Limited ....	.GBR	.....NIA.....	Optum, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	62-1641102				Ingram & Associates, LLC ....	.TN	.....NIA.....	Payment Resolution Services, LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	13-4138668				INSPIRIS of New York IPA, Inc. ....	.NY	.....NIA.....	Inspiris, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	13-4138665				INSPIRIS of New York Management, Inc. ....	.NY	.....NIA.....	Inspiris, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	20-5355196				Inspiris of Tennessee, Inc. ....	.TN	.....NIA.....	Inspiris, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	26-2885572				INSPIRIS of Texas Physician Group ....	.TX	.....NIA.....	Inspiris Services Company	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	26-0683057				Inspiris Services Company ....	.TN	.....NIA.....	Inspiris, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	33-0766366				Inspiris, Inc. ....	.DE	.....NIA.....	Collaborative Care Holdings, LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	98-1097022				International Psychological Services Pty Limited ....	.AUS	.....NIA.....	PPC Worldwide Pty Ltd	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	32-0409538				Lifepoint Accountable Care Organization, LLC ....	.DE	.....NIA.....	Collaborative Care Holdings, LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	45-3143218				Lifepoint East, Inc. ....	.DE	.....NIA.....	Collaborative Care Holdings, LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	27-2309024				Lifepoint Health, Inc. ....	.DE	.....NIA.....	Collaborative Care Holdings, LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	05-0471309				LighthouseID, Inc. ....	.RI	.....NIA.....	OptumInsight, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	39-1974851				Logistics Health, Inc. ....	.WI	.....NIA.....	OptumHealth Holdings, LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	91-1263758				Lynx Medical Systems, Inc. ....	.WA	.....NIA.....	Picis, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....

STATEMENT AS OF JUNE 30, 2013 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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0707	UnitedHealth Group Incorporated	00000 60321 00000	52-2129787 52-1803283 14-1782475				MAMSI Insurance Resources, LLC MAMSI Life and Health Insurance Company Managed Physical Network, Inc.	MD MD NY	NIA IA NIA	OneNet PPO, LLC United HealthCare Services, Inc. OptumHealth Care Solutions, Inc.	Ownership Ownership Ownership	100.000 100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 96310 00000	42-1741594 52-1169135 52-2178531				MD Ops, Inc. MD-Individual Practice Association, Inc. MEDEX Insurance Services, Inc.	CA MD MD	NIA IA NIA	North American Medical Management California, Inc. United HealthCare Services, Inc. FrontierMEDEX, Inc.	Ownership Ownership Ownership	100.000 100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 12756	20-3391186				Medica Health Plans of Florida, Inc.	FL	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 12155	01-0788576				Medica HealthCare Plans, Inc. Medical Preparatory School of Allied Health, LLC	FL TX	IA NIA	United HealthCare Services, Inc. WellMed Medical Management, Inc.	Ownership Ownership	100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 79480	35-1279304				Medical Transportation Services, LLC MHC Real Estate Holdings, LLC Midwest Security Life Insurance Company	FL CA WI	NIA NIA IA	United HealthCare Services, Inc. Monarch Management Services, Inc. UnitedHealthcare, Inc.	Ownership Ownership Ownership	100.000 100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 00000	45-3142852 20-3236839				Monarch Financial Services, LLC Monarch Management Services, Inc. NAMM Holdings, Inc.	CA DE DE	NIA NIA NIA	Monarch Management Services, Inc. Collaborative Care Holdings, LLC Aveta Inc.	Ownership Ownership Ownership	85.000 100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated UnitedHealth Group Incorporated	4
0707	UnitedHealth Group Incorporated	00000 95251	32-0284920 76-0196559				NAMM West, Inc. National Pacific Dental, Inc.	AZ TX	NIA IA	North American Medical Management California, Inc. Dental Benefit Providers, Inc.	Ownership Ownership	100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 95123	65-0996107				Neighborhood Health Partnership, Inc.	FL	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 95758	20-4755277 88-0228572				Netwerkes, LLC Nevada Medical Services LLC Nevada Pacific Dental	TN NV NV	NIA NIA IA	Payment Resolution Services, LLC Collaborative Care Services, Inc. Dental Benefit Providers, Inc.	Ownership Ownership Ownership	100.000 100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 00000	36-3984647 33-0673955				North American Medical Management - Illinois, Inc. North American Medical Management California, Inc.	IL TN	NIA NIA	NAMM Holdings, Inc. NAMM Holdings, Inc.	Ownership Ownership	100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 00000	88-0245121 52-2129786				Northern Nevada Health Network, Inc. OneNet PPO, LLC	NV MD	NIA NIA	Sierra Health Services, Inc. UnitedHealthcare Insurance Company	Ownership Ownership	100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 96940	52-1518174				Optimum Choice, Inc.	MD	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 00000	98-1101842 98-1101842				Optum (Argentina) SRL Optum (Argentina) SRL	ARG ARG	NIA NIA	Ingenix Innovus (Netherlands) B.V. ScriptSwitch Holdings Limited	Ownership Ownership	90.000 10.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 00000	90-1105114 98-1104898				Optum (France) SAS Optum (Spain), S.A.U.	FRA ESP	NIA NIA	Ingenix Innovus (Netherlands) B.V. Ingenix Innovus (Netherlands) B.V.	Ownership Ownership	100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 00000	47-0858534 45-3142512	3202702			Optum Bank, Inc. Optum Clinical Services, Inc.	UT DE	NIA NIA	OptumHealth Financial Services, Inc. Collaborative Care Holdings, LLC	Ownership Ownership	100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 00000	04-3574101 46-1615964				Optum Government Solutions, Inc. Optum Labs, Inc.	DE DE	NIA NIA	OptumInsight, Inc. Optum, Inc.	Ownership Ownership	100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 00000	20-4581265 45-4683454				Optum Public Sector Solutions, Inc. Optum Services, Inc.	DE DE	NIA NIA	OptumInsight, Inc. Optum, Inc.	Ownership Ownership	100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 00000	30-0580620 41-1591944	3119994			Optum, Inc. OptumHealth Care Solutions, Inc.	DE MN	NIA NIA	United HealthCare Services, Inc. OptumHealth Holdings, LLC	Ownership Ownership	100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 00000	47-0858530 98-1106868				OptumHealth Financial Services, Inc. OptumHealth Holdings, LLC	DE DE	NIA NIA	OptumHealth Holdings, LLC Optum, Inc.	Ownership Ownership	100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 00000	98-1106868 98-1097397				OptumHealth International B.V. OptumInsight (Canada) Inc.	NLD CAN	NIA NIA	Optum, Inc. OptumInsight, Inc.	Ownership Ownership	100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 00000	98-1097261				OptumInsight (Deutschland) GmbH OptumInsight (Singapore) Pte. Ltd.	DEU SGP	NIA NIA	Ingenix Innovus (Netherlands) B.V. OptumInsight, Inc.	Ownership Ownership	100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 00000	98-1097261				OptumInsight (Sweden) AB OptumInsight Holdings, LLC	SWE DE	NIA NIA	Ingenix Innovus (Netherlands) B.V. Optum, Inc.	Ownership Ownership	100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	

STATEMENT AS OF JUNE 30, 2013 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.0000	98-1094659				OptumInsight Italy S.r.l.	..ITA	..NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1099715				OptumInsight Korea LLC	..KOR	..NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	04-3383745				OptumInsight Life Sciences, Inc.	..DE	..NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1100008				OptumInsight Poland sp. z.o.o.	..POL	..NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	99.000	UnitedHealth Group Incorporated	
		.0000	98-1100008				OptumInsight Poland sp. z.o.o.	..POL	..NIA	OptumInsight, Inc.	Ownership	1.000	UnitedHealth Group Incorporated	
		.0000	41-1858498				OptumInsight, Inc.	..DE	..NIA	OptumInsight Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	20-0151096				OptumRx Holdings, LLC	..DE	..NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	33-0441200				OptumRx NY IPA, Inc.	..NY	..NIA	OptumRx, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	33-0441200				OptumRx, Inc.	..CA	..NIA	OptumRx Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1112204				Orion Participações e Administração Ltda.	..BRA	..NIA	Amil Assistência Médica Internacional S.A.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1112204				Orion Participações e Administração Ltda.	..BRA	..NIA	Amico Saúde Ltda.	Ownership	0.000	UnitedHealth Group Incorporated	
		.0000	41-1921007				Ovations, Inc.	..DE	..NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	06-1587795				Oxford Benefit Management, Inc.	..CT	..NIA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.78026	22-2797560				Oxford Health Insurance, Inc.	..NY	..IA	Oxford Health Plans (NY), Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.96798	06-1181201				Oxford Health Plans (CT), Inc.	..CT	..IA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95506	22-2745725				Oxford Health Plans (NJ), Inc.	..NJ	..IA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95479	06-1181200				Oxford Health Plans (NY), Inc.	..NY	..IA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	52-2443751				Oxford Health Plans LLC	..DE	..NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.70785	35-1137395				PacifiCare Life and Health Insurance Company	..IN	..IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.84506	95-2829463				PacifiCare Life Assurance Company	..CO	..IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95617	94-3267522				PacifiCare of Arizona, Inc.	..AZ	..IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95434	84-1011378				PacifiCare of Colorado, Inc.	..CO	..IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95685	86-0875231				PacifiCare of Nevada, Inc.	..NV	..IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	62-1451147				Payment Resolution Services, LLC	..TN	..NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1095799				Personal Performance Consultants India Private Limited	..IND	..NIA	OptumHealth International B.V.	Ownership	99.996	UnitedHealth Group Incorporated	
		.0000	98-1095799				Personal Performance Consultants India Private Limited	..IND	..NIA	United Behavioral Health	Ownership	0.004	UnitedHealth Group Incorporated	
		.0000	98-1095879				Personal Performance Consultants UK Limited	..GBR	..NIA	PPC International, L.L.C.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	80-0506053				PHC Holdings of Florida, Inc.	..TX	..NIA	PHC Subsidiary Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	35-2288416				PHC Subsidiary Holdings, LLC	..TX	..NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	80-0654665				Physician Care Partners, Inc.	..IL	..NIA	North American Medical Management - Illinois, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					Physicians Choice Insurance Service, LLC	..CA	..NIA	Monarch Financial Services, LLC	Ownership	70.000	UnitedHealth Group Incorporated	4
.0707	UnitedHealth Group Incorporated	.12977	32-0191973				Physicians Health Choice of New Mexico, Inc.	..NM	..IA	PHC Subsidiary Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.11494	04-3677255				Physicians Health Choice of Texas, LLC	..TX	..IA	PHC Subsidiary Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	52-1162824				Physicians Health Plan of Maryland, Inc.	..MD	..NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	36-4375169	3886791			Picis, Inc.	..DE	..NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1094849				Picis, Ltd.	..GBR	..NIA	Picis, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1083164				Polar II Fundo de Investimento em Participações	..BRA	..NIA	UnitedHealthcare International IV S.á.r.l.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1098190				Positive People Company	..CHN	..NIA	PPC International, L.L.C.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	20-2149493				PPC International II, LLC	..MO	..NIA	United Behavioral Health	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	43-1747235				PPC International, L.L.C.	..MO	..NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1097921				PPC Worldwide Canada EAP Services Ltd.	..CAN	..NIA	PPC International, L.L.C.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					PPC Worldwide Pte. Ltd.	..SGP	..NIA	International Psychological Services Pty Limited	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF JUNE 30, 2013 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.00000					PPC Worldwide Pty Ltd	..AU	..NIA	Personal Performance Consultants UK Limited	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	75-2741619				ppoONE, Inc.	..DE	..NIA	United HealthCare Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	65-0683927				Preferred Care Partners Holding, Corp.	..FL	..NIA	United HealthCare Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	26-1845018				Preferred Care Partners Medical Group, Inc.	..FL	..NIA	Preferred Care Partners Holding, Corp.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	26-1845018				Preferred Care Partners Medical Group, Inc.	..FL	..NIA	Preferred Care Partners Holding, Corp.	Ownership	..100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	.11176	65-0885893				Preferred Care Partners, Inc.	..FL	..IA	Preferred Care Partners Holding, Corp.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	75-3265059				Premier Choice ACO, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	75-3265056				Prime Community Care of Central Valley, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	88-0253112				Prime Health, Inc.	..NV	..NIA	Sierra Health Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	33-0607478				PrimeCare Medical Network, Inc.	..CA	..IA	NAMM Holdings, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	75-3265058				PrimeCare of Banning-Beaumont, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	87-0757397				PrimeCare of Citrus Valley, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..80.000	UnitedHealth Group Incorporated	1
		.00000	33-0674407				PrimeCare of Corona, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	33-0674401				PrimeCare of Hemet Valley, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	33-0674408				PrimeCare of Inland Valley, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	33-0674402				PrimeCare of Moreno Valley, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	75-3265060				PrimeCare of Pomona Valley, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	33-0674400				PrimeCare of Redlands, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	33-0674404				PrimeCare of Riverside, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	14-1915328				PrimeCare of San Bernardino, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	33-0698439				PrimeCare of Sun City, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	33-0674409				PrimeCare of Temecula, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	39-1579905				ProcessWorks, Inc.	..WI	..NIA	UnitedHealthcare, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	98-1112304				Promarket Propaganda e Marketing Ltda.	..BRA	..NIA	Amil Assistência Médica Internacional S.A.	Ownership	..99.792	UnitedHealth Group Incorporated	
		.00000	98-1112304				Promarket Propaganda e Marketing Ltda.	..BRA	..NIA	Amico Saúde Ltda.	Ownership	..0.208	UnitedHealth Group Incorporated	
		.00000	52-2016292				QSSI Technologies India Private Limited	..IND	..NIA	Quality Software Services, Inc.	Ownership	..99.900	UnitedHealth Group Incorporated	4
		.00000	26-3168754				Quality Software Services, Inc.	..MD	..NIA	OptumInsight, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	98-1097769				R&H Family Fitness Unlimited LLC	..TX	..NIA	WellMed Medical Management, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	98-1097769				Savvysherpa Asia, LLC	..MN	..NIA	United HealthCare Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	98-1097769				ScriptSwitch Holdings Limited	..GBR	..NIA	Ingenix UK Holdings Limited	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	98-1097769				ScriptSwitch Limited	..GBR	..NIA	ScriptSwitch Holdings Limited	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	20-4763091				Senior Care Partners, Inc.	..IL	..NIA	North American Medical Management - Illinois, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	.71420	94-0734860				Sierra Health and Life Insurance Company, Inc.	..NV	..IA	Sierra Health Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	88-0200415				Sierra Health Services, Inc.	..NV	..NIA	UnitedHealthcare, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	88-0254322				Sierra Health-Care Options, Inc.	..NV	..NIA	Sierra Health Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	88-0385705				Sierra Home Medical Products, Inc.	..NV	..NIA	Sierra Health Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	88-0264562				Sierra Nevada Administrators, Inc.	..NV	..NIA	Sierra Health Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	88-0201420				Southwest Medical Associates, Inc.	..NV	..NIA	Sierra Health Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	38-2609888				Southwest Michigan Health Network Inc.	..MI	..NIA	UnitedHealthcare, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	41-1921983				Specialty Benefits, LLC	..DE	..NIA	United HealthCare Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	71-0886811				Spectera of New York, IPA, Inc.	..NY	..NIA	Spectera, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	52-1260282				Spectera, Inc.	..MD	..NIA	Specialty Benefits, LLC	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	56-1970224				The Lewin Group, Inc.	..NC	..NIA	Optum Public Sector Solutions, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	25-1825549				Three Rivers Holdings, Inc.	..DE	..NIA	AmeriChoice Corporation	Ownership	..100.000	UnitedHealth Group Incorporated	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
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		.0000	52-1431155				Travel Express Incorporated	MD	NIA	FrontierMEDEX, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	94-3077084				U.S. Behavioral Health Plan, California	CA	IA	United Behavioral Health	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-1913059				UHC International Services, Inc.	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	95-2931460				UHC of California	CA	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					Polar II Fundo de Investimento em Participações				Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					UHG Brasil Participações S.A.	BRA	NIA	UnitedHealth Group International B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-1921008				UHG Global Services, Inc.	PHL	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	14-1892398				UHC Holdings, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	39-1995276				Ultima Rx, LLC	FL	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	52-1996029				UMR, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.91529	52-1996029				Unimerica Insurance Company	WI	IA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.11596	01-0637149				Unimerica Life Insurance Company of New York	NY	IA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.00000	25-1877716				Unison Administrative Services, LLC	PA	NIA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-5917714				Unison Health Plan of Delaware, Inc.	DE	IA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.13032	26-0651931				Unison Health Plan of the Capital Area, Inc.	DC	IA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	94-2649097				United Behavioral Health	CA	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1868911				United Behavioral Health of New York, I.P.A., Inc.	NY	NIA	United Behavioral Health	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1941615				United Health Foundation	MN	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1289245	3410132			United HealthCare Services, Inc.	MN	UIP	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	30-0318238				United Resource Networks IPA of New York, Inc.	NY	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	01-0538317				UnitedHealth Advisors, LLC	ME	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1097761				UnitedHealth Group Global Healthcare Services Limited	JRL	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1097776				UnitedHealth Group Global Services, Inc.	PHL	NIA	UnitedHealth Group International B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1321939		0000731766	New York Stock Exchange	UnitedHealth Group Incorporated	MN	UIP			0.000		
		.00000	98-1093259				UnitedHealth Group Information Services Private Limited	JND	NIA	UnitedHealth Group International B.V.	Ownership	99.370	UnitedHealth Group Incorporated	
		.00000	98-1093259				UnitedHealth Group Information Services Private Limited	JND	NIA	UnitedHealth International, Inc.	Ownership	0.630	UnitedHealth Group Incorporated	
		.00000	98-1101083				UnitedHealth Group International B.V.	NLD	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1079826				UnitedHealth Group International GP	CYM	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1080118				UnitedHealth Group International L.P.	CYM	NIA	UnitedHealth Group Incorporated	Ownership	92.970	UnitedHealth Group Incorporated	5
		.00000	98-1080118				UnitedHealth Group International L.P.	CYM	NIA	FMG Holdings, LLC	Ownership	4.410	UnitedHealth Group Incorporated	5
		.00000	98-1080118				UnitedHealthcare International LATAM Corporation	CYM	NIA	UnitedHealthcare International LATAM Corporation	Ownership	2.300	UnitedHealth Group Incorporated	5
		.00000	98-1080118				UnitedHealth Group International L.P.	CYM	NIA	Hygeia Corporation	Ownership	0.330	UnitedHealth Group Incorporated	5
		.00000	41-1917398				UnitedHealth Group Ventures, LLC	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1917398				UnitedHealth International, Inc.	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	26-2574977				UnitedHealth Military & Veterans Services, LLC	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-0559902				UnitedHealth UK Limited	GBR	NIA	Ingenix UK Holdings Limited	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95174	33-0115163				UnitedHealthcare Benefits of Texas, Inc.	TX	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					UnitedHealthcare Community Plan of California, Inc.	CA	IA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.12323	56-2451429				UnitedHealthcare Community Plan of Ohio, Inc.	OH	IA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF JUNE 30, 2013 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0707	UnitedHealth Group Incorporated	11141	91-2008361				UnitedHealthcare Community Plan of Texas, L.L.C.	TX	IA	Ovations, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95467	38-3204052				UnitedHealthcare Community Plan, Inc.	MI	IA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1099116				UnitedHealthcare India Private Limited	IND	NIA	UnitedHealthcare International II B.V.	Ownership	99.995	UnitedHealth Group Incorporated	
		00000	98-1099116				UnitedHealthcare India Private Limited	IND	NIA	UnitedHealth International, Inc.	Ownership	0.005	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	79413	36-2739571				UnitedHealthcare Insurance Company	CT	IA	UHC Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
							UnitedHealthcare Insurance Company of Illinois	IL	IA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	60318	36-3800349				UnitedHealthcare Insurance Company of New York	NY	IA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
		60093	11-3283886				UnitedHealthcare Insurance Company of the River Valley	IL	IA	UnitedHealthcare Services Company of the River Valley, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	12231	20-1902768				UnitedHealthcare International Asia, LLC	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1988797				UnitedHealthcare International I B.V.	NLD	NIA	UnitedHealth Group International L.P.	Ownership	75.760	UnitedHealth Group Incorporated	
		00000	98-1100512				UnitedHealthcare International I B.V.	NLD	NIA	UnitedHealth Group International B.V.	Ownership	24.240	UnitedHealth Group Incorporated	
		00000	98-1079595				UnitedHealthcare International I S.á.r.l.	LUX	NIA	UnitedHealth Group International L.P.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1100980				UnitedHealthcare International II B.V.	NLD	NIA	UnitedHealth Group International B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
							UnitedHealthcare International II S.á.r.l.	LUX	NIA	UnitedHealthcare International I S.á.r.l.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1079459				UnitedHealthcare International III S.á.r.l.	LUX	NIA	UnitedHealthcare International II S.á.r.l.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1077436				UnitedHealthcare International IV S.á.r.l.	LUX	NIA	UnitedHealthcare International II S.á.r.l.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1080926				UnitedHealthcare International LATAM Corporation	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	97179	86-0207231				UnitedHealthcare Life insurance Company	WI	IA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95784	63-0899562				UnitedHealthcare of Alabama, Inc.	AL	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	96016	86-0507074				UnitedHealthcare of Arizona, Inc.	AZ	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95446	63-1036819				UnitedHealthcare of Arkansas, Inc.	AR	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95090	84-1004639				UnitedHealthcare of Colorado, Inc.	CO	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95264	59-1293865				UnitedHealthcare of Florida, Inc.	FL	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95850	58-1653544				UnitedHealthcare of Georgia, Inc.	GA	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95776	36-3280214				UnitedHealthcare of Illinois, Inc.	IL	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	96644	62-1240316				UnitedHealthcare of Kentucky, Ltd.	KY	IA	United HealthCare Services, Inc.	Ownership	94.180	UnitedHealth Group Incorporated	6
0707	UnitedHealth Group Incorporated	96644	62-1240316				UnitedHealthcare of Kentucky, Ltd.	KY	IA	UnitedHealthcare, Inc.	Ownership	5.820	UnitedHealth Group Incorporated	6
0707	UnitedHealth Group Incorporated	95833	72-1074008				UnitedHealthcare of Louisiana, Inc.	LA	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95716	63-1036817				UnitedHealthcare of Mississippi, Inc.	MS	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95149	05-0413469				UnitedHealthcare of New England, Inc.	RI	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	13214	26-2697886				UnitedHealthcare of New Mexico, Inc.	NM	IA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95085	06-1172891				UnitedHealthcare of New York, Inc.	NY	IA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95103	56-1461010				UnitedHealthcare of North Carolina, Inc.	NC	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95186	31-1142815				UnitedHealthcare of Ohio, Inc.	OH	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	96903	33-0115166				UnitedHealthcare of Oklahoma, Inc.	OK	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95893	93-0938819				UnitedHealthcare of Oregon, Inc.	OR	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95220	25-1756858				UnitedHealthcare of Pennsylvania, Inc.	PA	IA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95765	95-3939697				UnitedHealthcare of Texas, Inc.	TX	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
							UnitedHealthcare of the Mid-Atlantic, Inc.	MD	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95025	52-1130183				UnitedHealthcare of the Midlands, Inc.	NE	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95591	47-0676824				UnitedHealthcare of the Midwest, Inc.	MO	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	96385	43-1361841				UnitedHealthcare of Utah, Inc.	UT	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0707	UnitedHealth Group Incorporated	48038	91-1312551				UnitedHealthcare of Washington, Inc.	WA	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95710	39-1555888				UnitedHealthcare of Wisconsin, Inc.	WI	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95378	36-3379945				UnitedHealthcare Plan of the River Valley, Inc.	IL		UnitedHealthcare Services Company of the River Valley, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	47-0854646				UnitedHealthcare Service LLC	DE	NIA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	36-3355110				UnitedHealthcare Services Company of the River Valley, Inc.	DE	UDP	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	01-0518346				UnitedHealthcare Specialty Benefits, LLC	ME	NIA	Specialty Benefits, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1922511				UnitedHealthcare, Inc.	DE	UIP	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	37-0920164				UnitedHealthOne Agency, Inc.	IN	NIA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	87-0757396				Valley Physicians Network, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	74-2797745				WellMed Medical Management of Florida, Inc.	FL	NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	74-2786364				WellMed Medical Management, Inc.	TX	NIA	Collaborative Care Holdings, LLC	Ownership	80.000	UnitedHealth Group Incorporated	1
		00000	36-3437660				Wellness, Inc.	IL	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	52-2102846				XLHealth Corporation	MD	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1107695				XLHealth Corporation India Private Limited	IND	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	11-3764012				Your Health Options Insurance Services, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	27-0172594				Your Partner in Health Services, Inc.	IL	NIA	North American Medical Management - Illinois, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

Asterisk	Explanation
1	The remaining percentage is owned by one or more non-affiliated companies.
2	The remaining percentage is owned by one or more officers of the Company.
3	The remaining percentage is owned by the former controlling shareholders of Amil Participações S.A.
4	The remaining percentage is owned by one or more external shareholders.
5	The limited partners include FMG Holdings, LLC (4.41%), UnitedHealthcare International LATAM Corporation (2.3%), Hygeia Corporation (DE) (0.33%) and UnitedHealth Group Incorporated (92.97%). The general partner is UnitedHealth Group International GP.
6	The general partnership interest of 89.77% is held by United HealthCare Services, Inc. (UHS) and 10.23% is held by UnitedHealthcare, Inc. (UHC). UHS also holds 100% of the limited partnership interests. When combining general and limited partner interests, UHS owns 94.18% and UHC owns 5.83%.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

	Response
1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO

Explanation:

1. The Company does not offer the stand-alone Medicare Part D product.

Bar Code:

1. Medicare Part D Coverage Supplement [Document Identifier 365]



OVERFLOW PAGE FOR WRITE-INS

NONE

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)		
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)		

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest points and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	8,949,246	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	9,080,212
2.2 Additional investment made after acquisition	0	0
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	0	0
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	0	0
8. Deduct amortization of premium and depreciation	238,494	130,966
9. Total foreign exchange change in book/adjusted carrying value	0	0
10. Deduct current year's other than temporary impairment recognized	0	0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	8,710,752	8,949,246
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	8,710,752	8,949,246

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	690,266,794	628,251,495
2. Cost of bonds and stocks acquired	183,512,440	246,284,280
3. Accrual of discount	52,518	94,310
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	3,880,784	2,476,782
6. Deduct consideration for bonds and stocks disposed of	191,891,840	177,120,066
7. Deduct amortization of premium	5,094,196	9,720,007
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	680,726,500	690,266,794
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	680,726,500	690,266,794

STATEMENT AS OF JUNE 30, 2013 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	801,184,589	1,893,429,078	1,922,297,250	(2,664,913)	801,184,589	769,651,504	0	813,587,693
2. Class 2 (a)	60,330,272	12,157,226	4,470,000	(158,125)	60,330,272	67,859,373	0	59,535,648
3. Class 3 (a)	0	0	0	0	0	0	0	0
4. Class 4 (a)	0	0	0	0	0	0	0	0
5. Class 5 (a)	0	0	0	0	0	0	0	0
6. Class 6 (a)	0	0	0	0	0	0	0	0
7. Total Bonds	861,514,861	1,905,586,304	1,926,767,250	(2,823,038)	861,514,861	837,510,877	0	873,123,341
PREFERRED STOCK								
8. Class 1	0	0	0	0	0	0	0	0
9. Class 2	0	0	0	0	0	0	0	0
10. Class 3	0	0	0	0	0	0	0	0
11. Class 4	0	0	0	0	0	0	0	0
12. Class 5	0	0	0	0	0	0	0	0
13. Class 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	861,514,861	1,905,586,304	1,926,767,250	(2,823,038)	861,514,861	837,510,877	0	873,123,341

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ 22,733,487 ; NAIC 2 \$ 7,905,996 ; NAIC 3 \$ 0 ; NAIC 4 \$ 0 ; NAIC 5 \$ 0 ; NAIC 6 \$ 0

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SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	128,427,337	xxx	128,901,543	302,931	76,606

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	182,856,543	194,539,154
2. Cost of short-term investments acquired	3,540,213,865	7,416,279,068
3. Accrual of discount	3,010	9,600
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	766
6. Deduct consideration received on disposals	3,594,040,473	7,426,326,406
7. Deduct amortization of premium	605,608	1,645,639
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	128,427,337	182,856,543
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	128,427,337	182,856,543

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards

N O N E

Schedule DB - Part B - Verification - Futures Contracts

N O N E

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open

N O N E

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open

N O N E

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of
Derivatives

N O N E

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	10,586,325
2. Cost of cash equivalents acquired	34,297,108	269,768,311
3. Accrual of discount	1,787	1,799
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	0
6. Deduct consideration received on disposals	5,919,000	280,330,000
7. Deduct amortization of premium	22,855	26,435
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	28,357,040	0
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	28,357,040	0

Schedule A - Part 2 - Real Estate Acquired and Additions Made

N O N E

Schedule A - Part 3 - Real Estate Disposed

N O N E

Schedule B - Part 2 - Mortgage Loans Acquired

N O N E

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid

N O N E

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE During the Current Quarter

1 CUSIP Identification	2 Name or Description	Location		5 Name of Vendor or General Partner	6 NAIC Designation	7 Date Originally Acquired	8 Type and Strategy	9 Actual Cost at Time of Acquisition	10 Additional Investment Made After Acquisition	11 Amount of Encumbrances	12 Commitment for Additional Investment	13 Percentage of Ownership
		3 City	4 State									
NONE												
4199999 - Totals												XXX

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

1 CUSIP Identification	2 Name or Description	Location		5 Name of Purchaser or Nature of Disposal	6 Date Originally Acquired	7 Disposal Date	8 Book/ Adjusted Carrying Value Less Encum- brances, Prior Year	Change in Book/Adjusted Carrying Value						15 Book/ Adjusted Carrying Value Less Encum- brances on Disposal	16 Consid- eration	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Invest- ment Income	
		3 City	4 State					9 Unrealized Valuation Increase (De- crease)	10 Current Year's (Depre- ciation) or (Amorti- zation)/ Accretion	11 Current Year's Other Than Temporary Impair- ment Recogn- ized	12 Capital- ized Deferred Interest and Other	13 Total Change in Book/ Adjusted Carrying Value (9+10- 11+12)	14 Total Foreign Exchange Change in Book/ Adjusted Carrying Value							
000000-00-0	US Bancorp LIH Fund 2012-5 LLC Prv P Income Housing Tax Credit- Unaffiliated 0.000% 12/31/23		GA	Paydown	07/02/2012	03/15/2013	119,247	0	(119,247)	0	0	(119,247)	0	(119,247)	0	0	0	0	0	
000000-00-0	US Bancorp LIH Fund 2012-5 LLC Prv P Income Housing Tax Credit- Unaffiliated 0.000% 12/31/23		GA	Paydown	07/02/2012	06/01/2013	119,247	0	(119,247)	0	0	(119,247)	0	(119,247)	0	0	0	0	0	
2999999. Guaranteed Federal Low Income Housing Tax Credit - Unaffiliated							238,494	0	(238,494)	0	0	(238,494)	0	(238,494)	0	0	0	0	0	
3999999. Total - Unaffiliated							238,494	0	(238,494)	0	0	(238,494)	0	(238,494)	0	0	0	0	0	0
4099999. Total - Affiliated							0	0	0	0	0	0	0	0	0	0	0	0	0	0
4199999 - Totals							238,494	0	(238,494)	0	0	(238,494)	0	(238,494)	0	0	0	0	0	0

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STATEMENT AS OF JUNE 30, 2013 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
313383-GS-4	FHLB Note Call 0.350% 06/24/15		.05/28/2013	Toronto Dominion Sec		2,000,000	2,000,000	.0	1FE
3620A9-PQ-8	GNMA Pool 723231 MBS 4.000% 10/15/39		.06/17/2013	Barclays Group Inc.		1,291,527	1,205,978	2,546	1
912828-KY-5	US Treasury Note 2.625% 06/30/14		.04/01/2013	Goldman Sachs		4,017,609	3,900,000	26,018	1
912828-MM-7	US Treasury Note 2.500% 03/31/15		.04/12/2013	Goldman Sachs		1,984,164	1,900,000	1,947	1
0599999. Subtotal - Bonds - U.S. Governments						9,293,300	9,005,978	30,511	XXX
13063B-5F-5	CA St GO Cont Call 5.000% 10/01/25		.04/12/2013	Merrill Lynch		1,142,420	1,000,000	.0	1FE
452152-RC-7	IL St GO Non Call 5.000% 04/01/19		.04/02/2013	Merrill Lynch		1,729,395	1,500,000	.0	1FE
1799999. Subtotal - Bonds - U.S. States, Territories and Possessions						2,871,815	2,500,000	0	XXX
64966J-UY-0	NYC NY GO Non Call 5.000% 08/01/21		.06/19/2013	JP Morgan Chase		5,976,350	5,000,000	99,306	1FE
64966K-VY-9	NYC NY GO Non Call 5.000% 08/01/22		.06/18/2013	National Financial Services Co		5,985,700	5,000,000	6,944	1FE
751091-JN-0	Raleigh NC GO Non Call 5.000% 02/01/18		.06/19/2013	Scott & Stringfellow		2,556,246	2,180,000	43,297	1FE
2499999. Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions						14,518,296	12,180,000	149,547	XXX
313382-LR-2	FHLB Note Call 0.250% 04/15/14		.03/19/2013	Morgan Stanley		(2,000,000)	(2,000,000)	.0	1FE
313382-LR-2	FHLB Note Call 0.250% 04/15/14		.03/19/2013	Morgan Stanley		2,000,000	2,000,000	.0	1FE
3134G4-2V-9	FHLMC Note Call 0.320% 04/29/15		.04/29/2013	Harris Nesbitt Corp		1,999,980	2,000,000	.18	1
3135G0-WJ-8	FNMA Note Non Call 0.875% 05/21/18		.06/26/2013	JP Morgan Chase		5,353,668	5,560,000	4,865	1
3137EA-DR-7	FHLMC Note Non Call 1.375% 05/01/20		.05/29/2013	Morgan Stanley		5,474,294	5,610,000	11,999	1
3138A2-BQ-1	FNMA Pool AH0946 MBS 4.000% 12/01/40		.06/11/2013	BNP Paribas Securities Corp		494,426	470,392	889	1
3138A8-YD-2	FNMA Pool AH7007 MBS 4.000% 03/01/41		.06/12/2013	JP Morgan Chase		550,684	523,138	988	1
3138AW-EN-9	FNMA Pool AJ4640 MBS 4.000% 10/01/41		.06/10/2013	JP Morgan Chase		495,246	469,219	886	1
3138E0-RK-7	FNMA Pool AJ7689 MBS 4.000% 12/01/41		.06/12/2013	JP Morgan Chase		507,998	482,300	911	1
3138EH-FB-3	FNMA Pool AL1061 MBS 4.000% 02/01/41		.06/13/2013	Jefferys and Company		1,201,837	1,141,549	2,156	1
3138EJ-LA-4	FNMA Pool AL2120 MBS 4.000% 02/01/41		.06/11/2013	JP Morgan Chase		944,660	896,474	1,693	1
3138W3-LR-2	FNMA Pool AR5735 MBS 3.500% 02/01/43		.06/06/2013	Wachovia Bank		5,367,280	5,167,833	8,541	1
64971Q-BN-8	NY NYC Trans Fin Rev Bond Non Call 5.000% 05/01/18		.06/13/2013	Loop Capital Markets		2,935,850	2,500,000	.0	1FE
64971Q-UG-0	NY NYC Trans Fin Rev Bond Non Call 5.000% 11/01/17		.05/22/2013	Tax Free Exchange		913,691	845,000	2,465	1FE
70869V-AE-4	PA St Econ Dev Rev Bond Non Call 5.000% 07/01/18		.06/20/2013	Goldman Sachs		4,684,000	4,000,000	135,000	1FE
796311-CS-5	San Antonio TX Util Rev Bond Cont Call 5.000% 02/01/24		.04/25/2013	Stifel Nicolaus & Co.		2,025,563	1,625,000	.0	1FE
3199999. Subtotal - Bonds - U.S. Special Revenues						32,949,177	31,290,905	170,411	XXX
02666Q-M3-4	American Honda Fin Corp Note Non Call Prv Plc 0.375% 11/13/14		.05/07/2013	CitiGroup		1,500,000	1,500,000	.0	1FE
03523T-AM-0	Anheuser Busch Corp Note MW 30BP PPut 4.125% 01/15/15		.04/09/2013	Wachovia Bank		1,486,786	1,400,000	13,956	1FE
05523U-AG-5	BAE Systems Holding Corp Note MW 40BP Prv Plc 4.950% 06/01/14		.04/09/2013	Barclays Group Inc.		209,133	200,000	3,603	2FE
05523U-AG-5	BAE Systems Holding Corp Note MW 40BP Prv Plc 4.950% 06/01/14		.04/29/2013	Pershing		52,205	50,000	1,024	2FE
06050S-DA-9	Bank of America Corp Note Non Call 5.420% 03/15/17		.06/10/2013	Merrill Lynch		1,072,091	980,000	12,984	2FE
071813-BK-4	Baxter Intl Inc Corp Note Non Call 0.445% 12/11/14		.06/04/2013	CitiGroup		300,000	300,000	.0	1FE
09247X-AK-7	BlackRock Inc Corp Note MW 15BP 1.375% 06/01/15		.05/30/2013	Wachovia Bank		406,248	400,000	46	1FE
09247X-AK-7	BlackRock Inc Corp Note MW 15BP 1.375% 06/01/15		.06/04/2013	Wachovia Bank		1,320,176	1,300,000	298	1FE
10112R-AF-1	Boston Prop Corp Note Cont Call 5.625% 04/15/15		.06/18/2013	Janney Montgomery, Scott		433,384	400,000	4,125	2FE
224044-CA-3	Cox Communication Corp Note Call MW 20BP Prv Plc 2.950% 06/30/23		.06/14/2013	Nomura Securities		1,082,792	1,145,000	4,504	2FE
235851-AK-8	Danaher Corp Note MW 10BP 1.300% 06/23/14		.05/01/2013	Cantor Fitzgerald		1,011,000	1,000,000	4,803	1FE
278058-DJ-8	Eaton Corporation Corp Note Non Call 0.603% 06/16/14		.05/15/2013	RBC Capital Markets		1,002,463	1,000,000	1,068	2FE
36962G-P6-5	GE Cap Corp Note Non Call 4.875% 03/04/15		.05/15/2013	CitiGroup		1,075,810	1,000,000	10,292	1FE
37247D-AN-6	Genworth Fin Inc Corp Note MW 65BP 7.200% 02/15/21		.06/19/2013	Merrill Lynch		950,956	830,000	21,414	2FE
37247D-AN-6	Genworth Fin Inc Corp Note MW 65BP 7.200% 02/15/21		.06/21/2013	CitiGroup		117,533	105,000	2,751	2FE
375558-AR-4	Gilead Sciences Corp Note MW 35BP PPut 2.400% 12/01/14		.05/30/2013	Mizuho Investor Sec Co		974,567	950,000	190	2FE
42217K-AY-2	Health Care REIT Corp Note Call 4.125% 04/01/19		.06/03/2013	Wachovia Bank		1,073,038	995,000	7,411	2FE
459200-HB-0	IBM Corp Note MW 10BP 0.550% 02/06/15		.05/17/2013	RBC Capital Markets		2,005,636	2,000,000	3,239	1FE
46640B-AC-8	JP Morgan Chase JPMIT 2013-2 A2 CMO 3.500% 05/25/43		.05/29/2013	JP Morgan Chase		339,240	335,000	977	1FE
585055-AR-7	Medtronic Inc Corp Note MW 10BP 3.000% 03/15/15		.04/23/2013	Mizuho Investor Sec Co		733,271	700,000	2,392	1FE
585055-AR-7	Medtronic Inc Corp Note MW 10BP 3.000% 03/15/15		.05/10/2013	Mizuho Investor Sec Co		1,045,880	1,000,000	5,000	1FE
59217E-BW-3	MetLife Global Corp Note Non Call Prv Plc 5.125% 06/10/14		.05/07/2013	Seattle Northwest		1,366,235	1,300,000	27,760	1FE
595620-AD-7	MidAmerican Energy Corp Note Cont Call 4.650% 10/01/14		.05/21/2013	Mizuho Investor Sec Co		475,722	450,000	3,081	1FE
595620-AD-7	MidAmerican Energy Corp Note Cont Call 4.650% 10/01/14		.05/21/2013	CitiGroup		1,533,288	1,450,000	9,926	1FE
67021C-AB-3	NSTAR Corp Note MW 12.5BP 4.875% 04/15/14		.04/11/2013	KEYBANC CAP/ McDonald		991,325	950,000	129	1FE
69371R-LS-3	PACCAR Inc Corp Note Non Call 0.404% 05/05/15		.05/09/2013	Mitsubishi Bank LTD		500,000	500,000	.0	1FE
742718-DU-0	Proctor & Gamble Corp Note MW 10BP 0.700% 08/15/14		.05/21/2013	Mizuho Investor Sec Co		2,010,540	2,000,000	3,850	1FE
855030-AM-4	Staples Inc Corp Note Call MW 37.5BP 4.375% 01/12/23		.06/10/2013	Goldman Sachs		1,376,480	1,370,000	24,807	2FE
94974B-FA-3	Wells Fargo Corp Note Non Call 1.250% 02/13/15		.05/01/2013	Wachovia Bank		708,568	700,000	2,017	1FE
02364W-BD-6	America Movil SA Corp Note MW 25BP 3.125% 07/16/22	F	.06/26/2013	Barclays Group Inc.		215,118	215,000	3,023	1FE
02364W-BD-6	America Movil SA Corp Note MW 25BP 3.125% 07/16/22	F	.06/26/2013	Barclays Group Inc.		617,874	670,000	9,422	1FE
78010X-AE-1	Royal Bank of Scotland Note Non Call 5.625% 08/24/20	F	.06/04/2013	JP Morgan Chase		1,080,143	945,000	15,209	1FE

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STATEMENT AS OF JUNE 30, 2013 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					29,049,502	28,140,000	199,301	XXX
8399997	Total - Bonds - Part 3					88,682,090	83,116,883	549,770	XXX
8399998	Total - Bonds - Part 5					XXX	XXX	XXX	XXX
8399999	Total - Bonds					88,682,090	83,116,883	549,770	XXX
8999997	Total - Preferred Stocks - Part 3					0	XXX	0	XXX
8999998	Total - Preferred Stocks - Part 5					XXX	XXX	XXX	XXX
8999999	Total - Preferred Stocks					0	XXX	0	XXX
9799997	Total - Common Stocks - Part 3					0	XXX	0	XXX
9799998	Total - Common Stocks - Part 5					XXX	XXX	XXX	XXX
9799999	Total - Common Stocks					0	XXX	0	XXX
9899999	Total - Preferred and Common Stocks					0	XXX	0	XXX
9999999	Totals					88,682,090	XXX	549,770	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0

STATEMENT AS OF JUNE 30, 2013 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
36220N-VU-8	GNMA Pool 283327 MBS 9.000% 12/15/19		04/01/2013	Paydown		.70	.70	.70	.70	.0	.0	.0	.0	.0	.70	.0	.0	.0	.2	12/15/2019	1
36220N-VU-8	GNMA Pool 283327 MBS 9.000% 12/15/19		05/01/2013	Paydown		.204	.204	.204	.204	.0	.0	.0	.0	.0	.204	.0	.0	.0	.8	12/15/2019	1
36220N-VU-8	GNMA Pool 283327 MBS 9.000% 12/15/19		06/01/2013	Paydown		.278	.278	.278	.278	.0	.0	.0	.0	.0	.278	.0	.0	.0	.13	12/15/2019	1
912828-HY-9	US Treasury Note 3.125% 04/30/13		04/30/2013	Maturity		3,000,000	3,000,000	3,132,070	3,028,463	.0	(28,463)	.0	(28,463)	.0	3,000,000	.0	.0	.0	46,875	04/30/2013	1
912828-JB-7	US Treasury Note 3.500% 05/31/13		05/31/2013	Maturity		3,000,000	3,000,000	3,146,250	3,040,481	.0	(40,481)	.0	(40,481)	.0	3,000,000	.0	.0	.0	52,500	05/31/2013	1
912828-NH-9	US Treasury Note 1.125% 06/15/13		06/15/2013	Maturity		3,500,000	3,500,000	3,546,328	3,514,216	.0	(14,216)	.0	(14,216)	.0	3,500,000	.0	.0	.0	19,688	06/15/2013	1
912828-OZ-6	US Treasury Note 0.500% 05/31/13		05/31/2013	Maturity		5,000,000	5,000,000	5,002,165	5,000,448	.0	(448)	.0	(448)	.0	5,000,000	.0	.0	.0	12,500	05/31/2013	1
912828-RA-0	US Treasury Note 0.375% 06/30/13		06/30/2013	Maturity		2,000,000	2,000,000	2,002,734	2,001,235	.0	(1,235)	.0	(1,235)	.0	2,000,000	.0	.0	.0	3,750	06/30/2013	1
0599999	Subtotal - Bonds - U.S. Governments					16,500,552	16,500,552	16,830,099	16,585,395	.0	(84,843)	.0	(84,843)	.0	16,500,552	.0	.0	.0	135,336	XXX	XXX
57582N-2Y-0	MA St GO Cont Call Prfd 5.000% 09/01/25		06/18/2013	Morgan Stanley		4,568,569	4,150,000	4,252,755	4,394,726	.0	(17,267)	.0	(17,267)	.0	4,235,488	.0	.333,081	333,081	167,153	09/01/2025	1FE
606301-JG-5	MO St GO Non Call 5.000% 10/01/16		06/18/2013	Bank of New York		5,138,820	4,500,000	5,052,780	4,775,652	.0	(32,683)	.0	(32,683)	.0	4,742,969	.0	.395,851	395,851	162,500	10/01/2016	1FE
1799999	Subtotal - Bonds - U.S. States, Territories and Possessions					9,707,389	8,650,000	9,447,506	9,028,407	.0	(49,950)	.0	(49,950)	.0	8,978,457	.0	728,932	728,932	329,653	XXX	XXX
584002-PC-7	Mecklenburg Cnty NC GO Non Call 5.000% 03/01/16		06/20/2013	DEPPA First Albany		5,037,133	4,520,000	5,252,285	4,890,159	.0	(54,275)	.0	(54,275)	.0	4,835,884	.0	201,249	201,249	184,567	03/01/2016	1FE
779239-BG-0	Round Rock TX Sch Dist GO Cont Call 5.000% 08/01/16		06/18/2013	Raymond James & Assoc		5,688,540	5,200,000	5,719,220	5,409,352	.0	(36,844)	.0	(36,844)	.0	5,372,509	.0	316,032	316,032	231,111	08/01/2016	1FE
2499999	Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions					10,725,673	9,720,000	10,971,505	10,299,511	.0	(91,119)	.0	(91,119)	.0	10,208,393	.0	517,281	517,281	415,678	XXX	XXX
29270C-LU-7	Energy NW WA Elec Rev Bond Non Call 5.000% 07/01/16		06/20/2013	Goldman Sachs		4,150,697	3,700,000	3,789,760	3,745,646	.0	(5,972)	.0	(5,972)	.0	3,739,674	.0	411,023	411,023	181,917	07/01/2016	1FE
3128PC-2X-9	FHLMC Pool J01690 MBS 5.500% 04/01/21		04/01/2013	Paydown		1,542	1,542	1,541	1,541	.0	.1	.0	.1	.0	1,542	.0	.0	.0	.28	04/01/2021	1
3128PC-2X-9	FHLMC Pool J01690 MBS 5.500% 04/01/21		05/01/2013	Paydown		12,447	12,447	12,443	12,438	.0	.9	.0	.9	.0	12,447	.0	.0	.0	285	04/01/2021	1
3128PC-2X-9	FHLMC Pool J01690 MBS 5.500% 04/01/21		06/01/2013	Paydown		7,471	7,471	7,469	7,466	.0	.5	.0	.5	.0	7,471	.0	.0	.0	205	04/01/2021	1
3128PE-4K-1	FHLMC Pool J03526 MBS 6.000% 10/01/21		04/01/2013	Paydown		11,373	11,373	11,561	11,515	.0	(142)	.0	(142)	.0	11,373	.0	.0	.0	227	10/01/2021	1
3128PE-4K-1	FHLMC Pool J03526 MBS 6.000% 10/01/21		05/01/2013	Paydown		14,444	14,444	14,683	14,624	.0	(180)	.0	(180)	.0	14,444	.0	.0	.0	361	10/01/2021	1
3128PE-4K-1	FHLMC Pool J03526 MBS 6.000% 10/01/21		06/01/2013	Paydown		11,792	11,792	11,987	11,939	.0	(147)	.0	(147)	.0	11,792	.0	.0	.0	354	10/01/2021	1
3128PE-4P-0	FHLMC Pool J03530 MBS 6.000% 10/01/21		04/01/2013	Paydown		1,757	1,757	1,781	1,775	.0	(19)	.0	(19)	.0	1,757	.0	.0	.0	35	10/01/2021	1
3128PE-4P-0	FHLMC Pool J03530 MBS 6.000% 10/01/21		05/01/2013	Paydown		1,826	1,826	1,852	1,845	.0	(19)	.0	(19)	.0	1,826	.0	.0	.0	46	10/01/2021	1
3128PE-4P-0	FHLMC Pool J03530 MBS 6.000% 10/01/21		06/01/2013	Paydown		1,782	1,782	1,807	1,801	.0	(19)	.0	(19)	.0	1,782	.0	.0	.0	53	10/01/2021	1
3128PE-KP-2	FHLMC Pool J03002 MBS 5.500% 07/01/21		04/01/2013	Paydown		2,170	2,170	2,165	2,165	.0	.5	.0	.5	.0	2,170	.0	.0	.0	40	07/01/2021	1
3128PE-KP-2	FHLMC Pool J03002 MBS 5.500% 07/01/21		05/01/2013	Paydown		2,185	2,185	2,180	2,180	.0	.5	.0	.5	.0	2,185	.0	.0	.0	50	07/01/2021	1
3128PE-KP-2	FHLMC Pool J03002 MBS 5.500% 07/01/21		06/01/2013	Paydown		20,331	20,331	20,283	20,284	.0	.47	.0	.47	.0	20,331	.0	.0	.0	559	07/01/2021	1
3128PE-KP-2	FHLMC Pool J03002 MBS 5.500% 07/01/21		06/04/2013	CitiGroup		258,764	239,597	239,035	239,045	.0	.2	.0	.2	.0	239,046	.0	19,718	19,718	7,211	07/01/2021	1
3128PK-MU-5	FHLMC Pool J07571 MBS 5.500% 04/01/23		04/01/2013	Paydown		2,355	2,355	2,382	2,377	.0	(22)	.0	(22)	.0	2,355	.0	.0	.0	43	04/01/2023	1
3128PK-MU-5	FHLMC Pool J07571 MBS 5.500% 04/01/23		05/01/2013	Paydown		2,413	2,413	2,440	2,436	.0	(22)	.0	(22)	.0	2,413	.0	.0	.0	55	04/01/2023	1
3128PK-MU-5	FHLMC Pool J07571 MBS 5.500% 04/01/23		06/01/2013	Paydown		19,233	19,233	19,450	19,412	.0	(179)	.0	(179)	.0	19,233	.0	.0	.0	529	04/01/2023	1
3128PK-MU-5	FHLMC Pool J07571 MBS 5.500% 04/01/23		06/04/2013	CitiGroup		326,070	301,917	305,313	304,730	.0	(85)	.0	(85)	.0	304,645	.0	21,425	21,425	9,087	04/01/2023	1
3128PL-PR-7	FHLMC Pool J08532 MBS 5.500% 08/01/23		04/01/2013	Paydown		13,125	13,125	13,273	13,250	.0	(124)	.0	(124)	.0	13,125	.0	.0	.0	241	08/01/2023	1
3128PL-PR-7	FHLMC Pool J08532 MBS 5.500% 08/01/23		05/01/2013	Paydown		7,293	7,293	7,375	7,363	.0	(69)	.0	(69)	.0	7,293	.0	.0	.0	167	08/01/2023	1
3128PL-PR-7	FHLMC Pool J08532 MBS 5.500% 08/01/23		06/01/2013	Paydown		6,901	6,901	6,979	6,967	.0	(65)	.0	(65)	.0	6,901	.0	.0	.0	190	08/01/2023	1
3128PP-2M-4	FHLMC Pool J10780 MBS 4.500% 09/01/24		04/01/2013	Paydown		7,747	7,747	8,036	8,008	.0	(261)	.0	(261)	.0	7,747	.0	.0	.0	116	09/01/2024	1
3128PP-2M-4	FHLMC Pool J10780 MBS 4.500% 09/01/24		05/01/2013	Paydown		8,286	8,286	8,595	8,565	.0	(280)	.0	(280)	.0	8,286	.0	.0	.0	155	09/01/2024	1
3128PP-2M-4	FHLMC Pool J10780 MBS 4.500% 09/01/24		06/01/2013	Paydown		8,506	8,506	8,823	8,793	.0	(287)	.0	(287)	.0	8,506	.0	.0	.0	191	09/01/2024	1
3128PP-2M-4	FHLMC Pool J10780 MBS 4.500% 09/01/24		06/04/2013	CitiGroup		1,372,618	1,290,357	1,338,544	1,333,893	.0	(910)	.0	(910)	.0	1,332,983	.0	39,635	39,635	31,775	09/01/2024	1
3128PP-MC-4	FHLMC Pool J10355 MBS 4.500% 07/01/24		04/01/2013	Paydown		99,497	99,497	102,101	101,845	.0	(2,349)	.0	(2,349)	.0	99,497	.0	.0	.0	1,492	07/01/2024	1
3128PP-MC-4	FHLMC Pool J10355 MBS 4.500% 07/01/24		05/01/2013	Paydown		63,908	63,908	65,580	65,416	.0	(1,509)	.0	(1,509)	.0	63,908	.0	.0	.0	1,198	07/01/2024	1
3128PP-MC-4	FHLMC Pool J10355 MBS 4.500% 07/01/24		06/01/2013	Paydown		50,088	50,088	51,399	51,270	.0	(1,182)	.0	(1,182)	.0	50,088	.0	.0	.0	1,127	07/01/2024	1
3128PP-MC-4	FHLMC Pool J10355 MBS 4.500% 07/01/24		06/04/2013	CitiGroup		2,139,949	2,011,703	2,064,353	2,059,189	.0	(1,106)	.0	(1,106)	.0	2,058,083	.0	81,867	81,867	49,538	07/01/2024	1
3128PP-YL-1	FHLMC Pool J10715 MBS 4.500% 09/01/24		04/01/2013	Paydown		46,050	46,050	47,935	47,759	.0	(1,709)	.0	(1,709)	.0	46,050	.0	.0	.0	691	09/01/2024	1
3128PP-YL-1	FHLMC Pool J10715 MBS 4.500% 09/01/24		05/01/2013	Paydown		25,340	25,340	26,377	26,280	.0	(940)	.0	(940)	.0	25,340	.0	.0	.0	475	09/01/2024	1
3128PP-YL-1	FHLMC Pool J10715 MBS 4.500% 09/01/24		06/01/2013	Paydown		59,978	59,978	62,433	62,203	.0	(2,225)	.0	(2,225)	.0	59,978	.0	.0	.0	1,350	09/01/2024	1
3128PP-YL-1	FHLMC Pool J10715 MBS 4.500% 09/01/24		06/04																		

STATEMENT AS OF JUNE 30, 2013 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
3128PR-SS-4	FHLMC Pool J12657 MBS 4.500% 07/01/25		06/01/2013	Paydown		2,444	2,444	2,592	2,585	0	(141)	0	(141)	0	2,444	0	0	0	55	07/01/2025	1
3128PR-SS-4	FHLMC Pool J12657 MBS 4.500% 07/01/25		06/04/2013	CitiGroup		313,593	294,799	312,671	311,752	0	(218)	0	(218)	0	311,534	0	2,058	2,058	7,259	07/01/2025	1
3128PR-UJ-6	FHLMC Pool 12385 MBS 4.500% 06/01/25		04/01/2013	Paydown		5,951	6,289	5,951	6,266	0	(314)	0	(314)	0	5,951	0	0	0	89	06/01/2025	1
3128PR-UJ-6	FHLMC Pool 12385 MBS 4.500% 06/01/25		05/01/2013	Paydown		36,766	36,766	38,851	38,708	0	(1,943)	0	(1,943)	0	36,766	0	0	0	689	06/01/2025	1
3128PR-UJ-6	FHLMC Pool 12385 MBS 4.500% 06/01/25		06/01/2013	Paydown		6,540	6,540	6,911	6,885	0	(346)	0	(346)	0	6,540	0	0	0	147	06/01/2025	1
3128PR-UJ-6	FHLMC Pool 12385 MBS 4.500% 06/01/25		06/04/2013	CitiGroup		796,858	749,102	791,590	788,684	0	(713)	0	(713)	0	787,971	0	8,887	8,887	18,447	06/01/2025	1
3128PT-FL-4	FHLMC Pool J13771 MBS 3.500% 12/01/25		04/01/2013	Paydown		5,777	5,777	5,817	5,815	0	(38)	0	(38)	0	5,777	0	0	0	67	12/01/2025	1
3128PT-FL-4	FHLMC Pool J13771 MBS 3.500% 12/01/25		05/01/2013	Paydown		5,731	5,731	5,771	5,768	0	(38)	0	(38)	0	5,731	0	0	0	84	12/01/2025	1
3128PT-FL-4	FHLMC Pool J13771 MBS 3.500% 12/01/25		06/01/2013	Paydown		5,632	5,632	5,671	5,669	0	(37)	0	(37)	0	5,632	0	0	0	99	12/01/2025	1
3128PT-FL-4	FHLMC Pool J13771 MBS 3.500% 12/01/25		06/04/2013	Wachovia Bank		911,420	865,957	872,046	871,647	0	(121)	0	(121)	0	871,526	0	39,894	39,894	16,585	12/01/2025	1
3128PT-MF-9	FHLMC Pool J13958 MBS 4.000% 12/01/25		04/01/2013	Paydown		5,702	5,702	5,889	5,877	0	(175)	0	(175)	0	5,702	0	0	0	76	12/01/2025	1
3128PT-MF-9	FHLMC Pool J13958 MBS 4.000% 12/01/25		05/01/2013	Paydown		5,915	6,096	5,915	6,096	0	(181)	0	(181)	0	5,915	0	0	0	99	12/01/2025	1
3128PT-MF-9	FHLMC Pool J13958 MBS 4.000% 12/01/25		06/01/2013	Paydown		23,854	23,854	24,632	24,583	0	(730)	0	(730)	0	23,854	0	0	0	477	12/01/2025	1
3128PU-KU-5	FHLMC Pool J14807 MBS 4.500% 03/01/26		04/01/2013	Paydown		40,910	43,296	43,409	43,296	0	(2,387)	0	(2,387)	0	40,910	0	0	0	614	03/01/2026	1
3128PU-KU-5	FHLMC Pool J14807 MBS 4.500% 03/01/26		05/01/2013	Paydown		1,211	1,211	1,285	1,281	0	(71)	0	(71)	0	1,211	0	0	0	23	03/01/2026	1
3128PU-KU-5	FHLMC Pool J14807 MBS 4.500% 03/01/26		06/01/2013	Paydown		1,242	1,242	1,318	1,314	0	(72)	0	(72)	0	1,242	0	0	0	28	03/01/2026	1
3128PU-KU-5	FHLMC Pool J14807 MBS 4.500% 03/01/26		06/04/2013	CitiGroup		220,267	207,067	219,717	219,147	0	(146)	0	(146)	0	219,001	0	1,267	1,267	5,099	03/01/2026	1
3128PU-UP-5	FHLMC Pool J15090 MBS 4.500% 04/01/26		04/01/2013	Paydown		1,738	1,738	1,844	1,839	0	(101)	0	(101)	0	1,738	0	0	0	26	04/01/2026	1
3128PU-UP-5	FHLMC Pool J15090 MBS 4.500% 04/01/26		05/01/2013	Paydown		1,745	1,745	1,851	1,846	0	(101)	0	(101)	0	1,745	0	0	0	33	04/01/2026	1
3128PU-UP-5	FHLMC Pool J15090 MBS 4.500% 04/01/26		06/01/2013	Paydown		1,728	1,728	1,833	1,828	0	(100)	0	(100)	0	1,728	0	0	0	39	04/01/2026	1
3128PU-UP-5	FHLMC Pool J15090 MBS 4.500% 04/01/26		06/04/2013	CitiGroup		358,721	337,223	357,720	356,779	0	(163)	0	(163)	0	356,616	0	2,105	2,105	8,304	04/01/2026	1
3128PU-MF-5	FHLMC Pool J15146 MBS 4.500% 04/01/26		04/01/2013	Paydown		99,849	99,849	106,136	105,826	0	(5,977)	0	(5,977)	0	99,849	0	0	0	1,498	04/01/2026	1
3128PU-MF-5	FHLMC Pool J15146 MBS 4.500% 04/01/26		05/01/2013	Paydown		14,685	14,685	15,609	15,564	0	(879)	0	(879)	0	14,685	0	0	0	275	04/01/2026	1
3128PU-MF-5	FHLMC Pool J15146 MBS 4.500% 04/01/26		06/01/2013	Paydown		4,188	4,188	4,452	4,448	0	(251)	0	(251)	0	4,188	0	0	0	94	04/01/2026	1
3128PU-YZ-9	FHLMC Pool J15228 MBS 4.500% 04/01/26		04/01/2013	Paydown		81,182	81,182	86,383	86,144	0	(4,961)	0	(4,961)	0	81,182	0	0	0	1,218	04/01/2026	1
3128PU-YZ-9	FHLMC Pool J15228 MBS 4.500% 04/01/26		05/01/2013	Paydown		44,848	44,848	47,721	47,589	0	(2,741)	0	(2,741)	0	44,848	0	0	0	841	04/01/2026	1
3128PU-YZ-9	FHLMC Pool J15228 MBS 4.500% 04/01/26		06/01/2013	Paydown		10,335	10,335	10,998	10,967	0	(632)	0	(632)	0	10,335	0	0	0	233	04/01/2026	1
3128PU-YZ-9	FHLMC Pool J15228 MBS 4.500% 04/01/26		06/04/2013	CitiGroup		521,018	489,794	521,171	519,726	0	(376)	0	(376)	0	519,350	0	1,668	1,668	12,061	04/01/2026	1
3128PV-6T-2	FHLMC Pool J16282 MBS 3.500% 08/01/26		04/01/2013	Paydown		1,992	1,992	2,098	2,093	0	(100)	0	(100)	0	1,992	0	0	0	23	08/01/2026	1
3128PV-6T-2	FHLMC Pool J16282 MBS 3.500% 08/01/26		05/01/2013	Paydown		2,000	2,000	2,106	2,101	0	(101)	0	(101)	0	2,000	0	0	0	29	08/01/2026	1
3128PV-6T-2	FHLMC Pool J16282 MBS 3.500% 08/01/26		06/01/2013	Paydown		2,259	2,259	2,378	2,373	0	(114)	0	(114)	0	2,259	0	0	0	40	08/01/2026	1
3128PV-A4-2	FHLMC Pool J15427 MBS 4.500% 05/01/26		04/01/2013	Paydown		37,744	37,744	40,138	40,011	0	(2,267)	0	(2,267)	0	37,744	0	0	0	566	05/01/2026	1
3128PV-A4-2	FHLMC Pool J15427 MBS 4.500% 05/01/26		05/01/2013	Paydown		5,985	5,985	6,364	6,344	0	(360)	0	(360)	0	5,985	0	0	0	112	05/01/2026	1
3128PV-A4-2	FHLMC Pool J15427 MBS 4.500% 05/01/26		06/01/2013	Paydown		2,895	2,895	3,078	3,069	0	(174)	0	(174)	0	2,895	0	0	0	65	05/01/2026	1
3128PV-F3-9	FHLMC Pool J15586 MBS 4.500% 06/01/26		04/01/2013	Paydown		73,407	73,407	78,041	77,826	0	(4,419)	0	(4,419)	0	73,407	0	0	0	1,101	06/01/2026	1
3128PV-F3-9	FHLMC Pool J15586 MBS 4.500% 06/01/26		05/01/2013	Paydown		3,722	3,722	3,957	3,947	0	(224)	0	(224)	0	3,722	0	0	0	70	06/01/2026	1
3128PV-F3-9	FHLMC Pool J15586 MBS 4.500% 06/01/26		06/01/2013	Paydown		3,707	3,707	3,941	3,930	0	(223)	0	(223)	0	3,707	0	0	0	83	06/01/2026	1
3128PV-HG-8	FHLMC Pool J15631 MBS 4.000% 06/01/26		04/01/2013	Paydown		355	355	370	370	0	(15)	0	(15)	0	355	0	0	0	5	06/01/2026	1
3128PV-HG-8	FHLMC Pool J15631 MBS 4.000% 06/01/26		05/01/2013	Paydown		4,456	4,456	4,656	4,648	0	(193)	0	(193)	0	4,456	0	0	0	74	06/01/2026	1
3128PV-HG-8	FHLMC Pool J15631 MBS 4.000% 06/01/26		06/01/2013	Paydown		328	328	343	342	0	(14)	0	(14)	0	328	0	0	0	7	06/01/2026	1
3128PV-HG-8	FHLMC Pool J15631 MBS 4.000% 06/01/26		06/04/2013	CitiGroup		67,691	64,086	66,960	66,860	0	(16)	0	(16)	0	66,844	0	847	847	1,403	06/01/2026	1
3128PV-LY-4	FHLMC Pool J15743 MBS 3.500% 07/01/26		04/01/2013	Paydown		707	707	745	744	0	(36)	0	(36)	0	707	0	0	0	8	07/01/2026	1
3128PV-LY-4	FHLMC Pool J15743 MBS 3.500% 07/01/26		05/01/2013	Paydown		709	709	747	745	0	(37)	0	(37)	0	709	0	0	0	10	07/01/2026	1
3128PV-LY-4	FHLMC Pool J15743 MBS 3.500% 07/01/26		06/01/2013	Paydown		2,972	2,972	3,132	3,125	0	(153)	0	(153)	0	2,972	0	0	0	52	07/01/2026	1
3128PV-LY-4	FHLMC Pool J15743 MBS 3.500% 07/01/26		06/04/2013	Wachovia Bank		115,640	109,481	115,383	115,129	0	(73)	0	(73)	0	115,057	0	583	583	2,097	07/01/2026	1
3128PV-QQ-6	FHLMC Pool J15863 MBS 4.000% 06/01/26		04/01/2013	Paydown		10,115	10,115	10,635	10,611	0	(496)	0	(496)	0	10,115	0	0	0	135	06/01/2026	1
3128PV-QQ-6	FHLMC Pool J15863 MBS 4.000% 06/01/26		05/01/2013	Paydown		9,912	9,912	10,420	10,397	0	(486)	0	(486)	0	9,912	0	0	0	165	06/01/2026	1
3128PV-QQ-6	FHLMC Pool J15863 MBS 4.000% 06/01/26		06/01/2013	Paydown		16,057	16,057	16,881	16,843	0	(787)	0	(787)	0	16,057	0	0	0	321	06/01/2026	1
3128PV-QQ-6	FHLMC Pool J15863 MBS 4.000% 06/01/26		06/26/2013	CitiGroup		896,294	841,591	884,788	882,817	0	(858)	0	(858)	0	881,959	0	14,335	14,335	19,357	06/01/2026	1
3128PII-E2-0	FHLMC Pool J16453 MBS 3.500% 09/01/26		04/01/2013	Paydown		312	312	329	328	0	(16)	0	(16)	0	312	0	0	0	4	09/01/2026	1
3128PII-E2-0	FHLMC Pool J16453 MBS 3.500% 09/01/26		05/01/2013	Paydown		4,871	4,871	5,137	5,126	0	(255)	0	(255)	0	4,871	0	0	0	71	09/01/2026	1
3128PII-E2-0	FHLMC Pool J16453 MBS 3.500% 09/01/26		06/01/2013	Paydown		2,399	2,399	2,529	2,524	0	(126)	0	(126)	0	2,399	0	0	0	42	09/01/2026	1
3128PY-WH-3	FHLMC Pool J18748 MBS 3.000% 04/01/27		04/01/2013	Paydown		8,542	8,542	8,973	8,961	0	(419)	0	(419)	0	8,542	0	0	0	85	04/01/2027	1
3128PY-WH-3	FHLMC Pool J18748 MBS 3.000% 04/01/27		05/01/2013	Paydown		8,504	8,504	8,934	8,922	0	(417)	0	(417)	0	8,504						

STATEMENT AS OF JUNE 30, 2013 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
312906-FZ-8	FHLMC FHR 1105 C1s EZ CMO 7.950% 07/01/21		06/01/2013	Paydown		.26	.26	.26	.26	.0	.0	.0	.0	.0	.26	.0	.0	.0	.0	07/01/2021	1
312926-2P-2	FHLMC Pool A80782 MBS 6.000% 08/01/38		04/01/2013	Paydown		61,840	61,840	62,980	62,967	.0	(1,127)	.0	(1,127)	.0	61,840	.0	.0	.0	1,237	08/01/2038	1
312926-2P-2	FHLMC Pool A80782 MBS 6.000% 08/01/38		05/01/2013	Paydown		446	446	454	454	.0	(8)	.0	(8)	.0	446	.0	.0	.0	.0	08/01/2038	1
312926-2P-2	FHLMC Pool A80782 MBS 6.000% 08/01/38		06/01/2013	Paydown		487	487	496	496	.0	(9)	.0	(9)	.0	487	.0	.0	.0	.0	08/01/2038	1
31292L-YA-7	FHLMC Pool C04305 MBS 3.000% 11/01/42		04/01/2013	Paydown		3,400	3,400	3,546	3,545	.0	(145)	.0	(145)	.0	3,400	.0	.0	.0	34	11/01/2042	1
31292L-YA-7	FHLMC Pool C04305 MBS 3.000% 11/01/42		05/01/2013	Paydown		3,043	3,043	3,173	3,173	.0	(130)	.0	(130)	.0	3,043	.0	.0	.0	38	11/01/2042	1
31292L-YA-7	FHLMC Pool C04305 MBS 3.000% 11/01/42		06/01/2013	Paydown		4,658	4,658	4,857	4,857	.0	(199)	.0	(199)	.0	4,658	.0	.0	.0	70	11/01/2042	1
312972-LE-0	FHLMC Pool B19325 MBS 5.000% 05/01/20		04/01/2013	Paydown		2,084	2,084	2,042	2,051	.0	33	.0	33	.0	2,084	.0	.0	.0	35	05/01/2020	1
312972-LE-0	FHLMC Pool B19325 MBS 5.000% 05/01/20		05/01/2013	Paydown		2,203	2,203	2,158	2,168	.0	35	.0	35	.0	2,203	.0	.0	.0	46	05/01/2020	1
312972-LE-0	FHLMC Pool B19325 MBS 5.000% 05/01/20		06/01/2013	Paydown		4,081	4,081	3,999	4,017	.0	64	.0	64	.0	4,081	.0	.0	.0	102	05/01/2020	1
31326V-JF-0	FHLMC Pool Q09862 MBS 3.500% 08/01/42		04/01/2013	Paydown		1,081	1,081	1,155	1,154	.0	(73)	.0	(73)	.0	1,081	.0	.0	.0	13	08/01/2042	1
31326V-JF-0	FHLMC Pool Q09862 MBS 3.500% 08/01/42		05/01/2013	Paydown		3,851	3,851	4,116	4,113	.0	(262)	.0	(262)	.0	3,851	.0	.0	.0	56	08/01/2042	1
31326V-JF-0	FHLMC Pool Q09862 MBS 3.500% 08/01/42		06/01/2013	Paydown		1,150	1,150	1,229	1,228	.0	(78)	.0	(78)	.0	1,150	.0	.0	.0	20	08/01/2042	1
3132HQ-DB-5	FHLMC Pool Q13698 MBS 3.000% 12/01/42		04/01/2013	Paydown		2,774	2,774	2,905	2,905	.0	(131)	.0	(131)	.0	2,774	.0	.0	.0	28	12/01/2042	1
3132HQ-DB-5	FHLMC Pool Q13698 MBS 3.000% 12/01/42		05/01/2013	Paydown		2,774	2,774	2,905	2,905	.0	(131)	.0	(131)	.0	2,774	.0	.0	.0	35	12/01/2042	1
3132HQ-DB-5	FHLMC Pool Q13698 MBS 3.000% 12/01/42		06/01/2013	Paydown		2,810	2,810	2,943	2,943	.0	(132)	.0	(132)	.0	2,810	.0	.0	.0	42	12/01/2042	1
3132HQ-M4-1	FHLMC Pool Q13979 MBS 3.000% 12/01/42		04/01/2013	Paydown		1,797	1,797	1,881	1,881	.0	(84)	.0	(84)	.0	1,797	.0	.0	.0	18	12/01/2042	1
3132HQ-M4-1	FHLMC Pool Q13979 MBS 3.000% 12/01/42		05/01/2013	Paydown		1,814	1,814	1,899	1,899	.0	(85)	.0	(85)	.0	1,814	.0	.0	.0	23	12/01/2042	1
3132HQ-M4-1	FHLMC Pool Q13979 MBS 3.000% 12/01/42		06/01/2013	Paydown		1,810	1,810	1,895	1,895	.0	(85)	.0	(85)	.0	1,810	.0	.0	.0	27	12/01/2042	1
3132HQ-MR-0	FHLMC Pool Q13968 MBS 3.000% 12/01/42		04/01/2013	Paydown		1,456	1,456	1,529	1,529	.0	(73)	.0	(73)	.0	1,456	.0	.0	.0	15	12/01/2042	1
3132HQ-MR-0	FHLMC Pool Q13968 MBS 3.000% 12/01/42		05/01/2013	Paydown		1,479	1,479	1,554	1,554	.0	(74)	.0	(74)	.0	1,479	.0	.0	.0	19	12/01/2042	1
3132HQ-MR-0	FHLMC Pool Q13968 MBS 3.000% 12/01/42		06/01/2013	Paydown		1,484	1,484	1,558	1,558	.0	(74)	.0	(74)	.0	1,484	.0	.0	.0	22	12/01/2042	1
313376-A9-6	FHLB Note Non Call 0.370% 05/03/13		05/03/2013	Maturity		1,000,000	1,000,000	1,000,540	1,000,122	.0	(418)	.0	(418)	.0	1,000,000	.0	.0	.0	1,850	05/03/2013	1
313382-LR-2	FHLB Note Call 0.250% 04/15/14		05/15/2013	Call	100.0000	2,000,000	2,000,000	2,000,000	2,000,000	.0	.0	.0	.0	.0	2,000,000	.0	.0	.0	417	04/15/2014	1FE
313462-HF-2	FHLMC Note Non Call 0.143% 05/16/13		05/16/2013	Maturity		1,500,000	1,500,000	1,500,315	1,500,082	.0	(233)	.0	(233)	.0	1,500,000	.0	.0	.0	937	05/16/2013	1
31385X-EW-3	FNMA Pool 555549 MBS 5.000% 06/01/18		04/01/2013	Paydown		44,705	44,705	46,326	45,864	.0	(1,159)	.0	(1,159)	.0	44,705	.0	.0	.0	745	06/01/2018	1
31385X-EW-3	FNMA Pool 555549 MBS 5.000% 06/01/18		05/01/2013	Paydown		43,032	43,032	44,592	44,147	.0	(1,115)	.0	(1,115)	.0	43,032	.0	.0	.0	897	06/01/2018	1
31385X-EW-3	FNMA Pool 555549 MBS 5.000% 06/01/18		06/01/2013	Paydown		42,577	42,577	44,121	43,681	.0	(1,104)	.0	(1,104)	.0	42,577	.0	.0	.0	1,064	06/01/2018	1
3138A3-5Y-9	FNMA Pool AH2662 MBS 3.500% 01/01/26		04/01/2013	Paydown		35,128	35,128	36,855	36,774	.0	(1,646)	.0	(1,646)	.0	35,128	.0	.0	.0	410	01/01/2026	1
3138A3-5Y-9	FNMA Pool AH2662 MBS 3.500% 01/01/26		05/01/2013	Paydown		2,751	2,751	2,886	2,880	.0	(129)	.0	(129)	.0	2,751	.0	.0	.0	40	01/01/2026	1
3138A3-5Y-9	FNMA Pool AH2662 MBS 3.500% 01/01/26		06/01/2013	Paydown		16,855	16,855	17,684	17,645	.0	(790)	.0	(790)	.0	16,855	.0	.0	.0	295	01/01/2026	1
3138A3-5Y-9	FNMA Pool AH2662 MBS 3.500% 01/01/26		06/04/2013	CitiGroup		488,015	462,437	485,161	484,101	.0	(330)	.0	(330)	.0	483,771	.0	4,244	4,244	8,857	01/01/2026	1
3138AB-20-1	FNMA Pool AH9782 MBS 4.000% 03/01/26		04/01/2013	Paydown		1,119	1,119	1,170	1,168	.0	(48)	.0	(48)	.0	1,119	.0	.0	.0	15	03/01/2026	1
3138AB-20-1	FNMA Pool AH9782 MBS 4.000% 03/01/26		05/01/2013	Paydown		833	833	871	869	.0	(36)	.0	(36)	.0	833	.0	.0	.0	14	03/01/2026	1
3138AB-20-1	FNMA Pool AH9782 MBS 4.000% 03/01/26		06/01/2013	Paydown		836	836	874	872	.0	(36)	.0	(36)	.0	836	.0	.0	.0	17	03/01/2026	1
3138AB-20-1	FNMA Pool AH9782 MBS 4.000% 03/01/26		06/04/2013	CitiGroup		176,978	166,666	174,244	173,869	.0	(102)	.0	(102)	.0	173,767	.0	3,211	3,211	3,648	03/01/2026	1
3138AB-TT-6	FNMA Pool AH9561 MBS 3.500% 08/01/26		04/01/2013	Paydown		3,901	3,901	4,105	4,097	.0	(196)	.0	(196)	.0	3,901	.0	.0	.0	46	08/01/2026	1
3138AB-TT-6	FNMA Pool AH9561 MBS 3.500% 08/01/26		05/01/2013	Paydown		3,974	3,974	4,182	4,174	.0	(200)	.0	(200)	.0	3,974	.0	.0	.0	58	08/01/2026	1
3138AB-TT-6	FNMA Pool AH9561 MBS 3.500% 08/01/26		06/01/2013	Paydown		29,641	29,641	31,188	31,131	.0	(1,490)	.0	(1,490)	.0	29,641	.0	.0	.0	519	08/01/2026	1
3138AD-FA-8	FNMA Pool A10160 MBS 4.000% 04/01/26		04/01/2013	Paydown		3,187	3,187	3,339	3,332	.0	(145)	.0	(145)	.0	3,187	.0	.0	.0	42	04/01/2026	1
3138AD-FA-8	FNMA Pool A10160 MBS 4.000% 04/01/26		05/01/2013	Paydown		3,611	3,611	3,783	3,775	.0	(164)	.0	(164)	.0	3,611	.0	.0	.0	60	04/01/2026	1
3138AD-FA-8	FNMA Pool A10160 MBS 4.000% 04/01/26		06/01/2013	Paydown		42,513	42,513	44,546	44,449	.0	(1,936)	.0	(1,936)	.0	42,513	.0	.0	.0	850	04/01/2026	1
3138AD-FA-8	FNMA Pool A10160 MBS 4.000% 04/01/26		06/04/2013	CitiGroup		593,621	559,031	585,760	584,485	.0	(344)	.0	(344)	.0	584,141	.0	9,480	9,480	12,237	04/01/2026	1
3138AE-ZT-3	FNMA Pool A11653 MBS 4.500% 04/01/26		04/01/2013	Paydown		2,352	2,352	2,500	2,493	.0	(141)	.0	(141)	.0	2,352	.0	.0	.0	35	04/01/2026	1
3138AE-ZT-3	FNMA Pool A11653 MBS 4.500% 04/01/26		05/01/2013	Paydown		2,338	2,338	2,485	2,478	.0	(140)	.0	(140)	.0	2,338	.0	.0	.0	44	04/01/2026	1
3138AE-ZT-3	FNMA Pool A11653 MBS 4.500% 04/01/26		06/01/2013	Paydown		2,803	2,803	2,979	2,971	.0	(168)	.0	(168)	.0	2,803	.0	.0	.0	63	04/01/2026	1
3138AE-ZT-3	FNMA Pool A11653 MBS 4.500% 04/01/26		06/04/2013	Nomura Securities		421,868	393,981	418,667	417,538	.0	(230)	.0	(230)	.0	417,309	.0	4,559	4,559	9,702	04/01/2026	1
3138AF-GA-2	FNMA Pool A11992 MBS 4.000% 05/01/26		04/01/2013	Paydown		25,737	25,737	26,835	26,783	.0	(1,046)	.0	(1,046)	.0	25,737	.0	.0	.0	343	05/01/2026	1
3138AF-GA-2	FNMA Pool A11992 MBS 4.000% 05/01/26		05/01/2013	Paydown		27,625	27,625	28,803	28,748	.0	(1,123)	.0	(1,123)								

STATEMENT AS OF JUNE 30, 2013 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
3138AH-ZC-3	FNMA Pool A14338 MBS 4.000% 06/01/26		06/26/2013	CitiGroup		939,728	883,930	930,405	928,333	.0	(893)	.0	(893)	.0	927,440	.0	12,288	12,288	20,330	06/01/2026	1
3138AK-L5-6	FNMA Pool A15747 MBS 4.000% 06/01/26		04/01/2013	Paydown		19,793	19,793	20,797	20,755	.0	(961)	.0	(961)	.0	19,793	.0	.0	.0	264	06/01/2026	1
3138AK-L5-6	FNMA Pool A15747 MBS 4.000% 06/01/26		05/01/2013	Paydown		28,328	29,704	29,704	29,704	.0	(1,376)	.0	(1,376)	.0	28,328	.0	.0	.0	472	06/01/2026	1
3138AK-L5-6	FNMA Pool A15747 MBS 4.000% 06/01/26		06/01/2013	Paydown		5,314	5,314	5,578	5,578	.0	(258)	.0	(258)	.0	5,314	.0	.0	.0	106	06/01/2026	1
3138AK-L5-6	FNMA Pool A15747 MBS 4.000% 06/01/26		06/26/2013	CitiGroup		852,618	801,992	842,656	840,949	.0	(774)	.0	(774)	.0	840,175	.0	12,443	12,443	18,446	06/01/2026	1
3138AM-3T-0	FNMA Pool A18009 MBS 3.500% 08/01/26		04/01/2013	Paydown		2,431	2,431	2,562	2,557	.0	(125)	.0	(125)	.0	2,431	.0	.0	.0	28	08/01/2026	1
3138AM-3T-0	FNMA Pool A18009 MBS 3.500% 08/01/26		05/01/2013	Paydown		12,700	12,700	13,384	13,354	.0	(654)	.0	(654)	.0	12,700	.0	.0	.0	185	08/01/2026	1
3138AM-3T-0	FNMA Pool A18009 MBS 3.500% 08/01/26		06/01/2013	Paydown		25,791	25,791	27,179	27,119	.0	(1,328)	.0	(1,328)	.0	25,791	.0	.0	.0	451	08/01/2026	1
3138AM-5W-1	FNMA Pool A18060 MBS 3.500% 10/01/26		04/01/2013	Paydown		80,114	80,114	83,832	83,690	.0	(3,576)	.0	(3,576)	.0	80,114	.0	.0	.0	935	10/01/2026	1
3138AM-5W-1	FNMA Pool A18060 MBS 3.500% 10/01/26		05/01/2013	Paydown		10,642	10,642	11,136	11,117	.0	(475)	.0	(475)	.0	10,642	.0	.0	.0	155	10/01/2026	1
3138AM-5W-1	FNMA Pool A18060 MBS 3.500% 10/01/26		06/01/2013	Paydown		89,543	89,543	93,698	93,539	.0	(3,997)	.0	(3,997)	.0	89,543	.0	.0	.0	1,567	10/01/2026	1
3138AN-6M-0	FNMA Pool A18975 MBS 3.500% 09/01/26		04/01/2013	Paydown		9,587	9,587	10,085	10,064	.0	(477)	.0	(477)	.0	9,587	.0	.0	.0	112	09/01/2026	1
3138AN-6M-0	FNMA Pool A18975 MBS 3.500% 09/01/26		05/01/2013	Paydown		7,837	7,837	8,244	8,227	.0	(390)	.0	(390)	.0	7,837	.0	.0	.0	114	09/01/2026	1
3138AN-6M-0	FNMA Pool A18975 MBS 3.500% 09/01/26		06/01/2013	Paydown		6,791	6,791	7,144	7,129	.0	(338)	.0	(338)	.0	6,791	.0	.0	.0	119	09/01/2026	1
3138AP-DP-0	FNMA Pool A19109 MBS 4.000% 05/01/42		04/01/2013	Paydown		7,078	7,078	7,639	7,633	.0	(554)	.0	(554)	.0	7,078	.0	.0	.0	94	05/01/2042	1
3138AP-DP-0	FNMA Pool A19109 MBS 4.000% 05/01/42		05/01/2013	Paydown		7,104	7,104	7,667	7,661	.0	(556)	.0	(556)	.0	7,104	.0	.0	.0	118	05/01/2042	1
3138AP-DP-0	FNMA Pool A19109 MBS 4.000% 05/01/42		06/01/2013	Paydown		7,431	7,431	8,020	8,013	.0	(582)	.0	(582)	.0	7,431	.0	.0	.0	149	05/01/2042	1
3138AT-CX-6	FNMA Pool AJ1885 MBS 3.000% 03/01/42		04/01/2013	Paydown		28	28	30	30	.0	(2)	.0	(2)	.0	28	.0	.0	.0	.0	03/01/2042	1
3138AT-CX-6	FNMA Pool AJ1885 MBS 3.000% 03/01/42		05/01/2013	Paydown		879	879	931	930	.0	(52)	.0	(52)	.0	879	.0	.0	.0	11	03/01/2042	1
3138AT-CX-6	FNMA Pool AJ1885 MBS 3.000% 03/01/42		06/01/2013	Paydown		28	28	30	30	.0	(2)	.0	(2)	.0	28	.0	.0	.0	.0	03/01/2042	1
3138AU-VJ-0	FNMA Pool AJ3412 MBS 3.500% 11/01/26		04/01/2013	Paydown		14,988	14,988	15,698	15,669	.0	(681)	.0	(681)	.0	14,988	.0	.0	.0	175	11/01/2026	1
3138AU-VJ-0	FNMA Pool AJ3412 MBS 3.500% 11/01/26		05/01/2013	Paydown		15,697	15,697	16,440	16,410	.0	(713)	.0	(713)	.0	15,697	.0	.0	.0	229	11/01/2026	1
3138AU-VJ-0	FNMA Pool AJ3412 MBS 3.500% 11/01/26		06/01/2013	Paydown		15,217	15,217	15,938	15,908	.0	(691)	.0	(691)	.0	15,217	.0	.0	.0	266	11/01/2026	1
3138E9-YH-7	FNMA Pool AK5211 MBS 3.000% 04/01/27		04/01/2013	Paydown		16,730	16,730	17,595	17,571	.0	(841)	.0	(841)	.0	16,730	.0	.0	.0	167	04/01/2027	1
3138E9-YH-7	FNMA Pool AK5211 MBS 3.000% 04/01/27		05/01/2013	Paydown		29,729	29,729	31,267	31,224	.0	(1,495)	.0	(1,495)	.0	29,729	.0	.0	.0	372	04/01/2027	1
3138E9-YH-7	FNMA Pool AK5211 MBS 3.000% 04/01/27		06/01/2013	Paydown		16,882	16,882	17,755	17,730	.0	(849)	.0	(849)	.0	16,882	.0	.0	.0	253	04/01/2027	1
3138EA-SG-3	FNMA Pool AK5918 MBS 4.000% 03/01/42		04/01/2013	Paydown		3,987	3,987	4,218	4,214	.0	(227)	.0	(227)	.0	3,987	.0	.0	.0	53	03/01/2042	1
3138EA-SG-3	FNMA Pool AK5918 MBS 4.000% 03/01/42		05/01/2013	Paydown		3,582	3,582	3,789	3,785	.0	(204)	.0	(204)	.0	3,582	.0	.0	.0	60	03/01/2042	1
3138EA-SG-3	FNMA Pool AK5918 MBS 4.000% 03/01/42		06/01/2013	Paydown		4,041	4,041	4,276	4,271	.0	(230)	.0	(230)	.0	4,041	.0	.0	.0	81	03/01/2042	1
3138EE-TJ-2	FNMA Pool AK9896 MBS 3.500% 07/01/42		04/01/2013	Paydown		2,076	2,076	2,215	2,213	.0	(137)	.0	(137)	.0	2,076	.0	.0	.0	24	07/01/2042	1
3138EE-TJ-2	FNMA Pool AK9896 MBS 3.500% 07/01/42		05/01/2013	Paydown		29,060	29,060	31,008	30,978	.0	(1,917)	.0	(1,917)	.0	29,060	.0	.0	.0	424	07/01/2042	1
3138EE-TJ-2	FNMA Pool AK9896 MBS 3.500% 07/01/42		06/01/2013	Paydown		2,016	2,016	2,151	2,149	.0	(133)	.0	(133)	.0	2,016	.0	.0	.0	35	07/01/2042	1
3138M4-E3-2	FNMA Pool AP1053 MBS 3.500% 07/01/42		04/01/2013	Paydown		27,141	27,141	28,964	28,938	.0	(1,797)	.0	(1,797)	.0	27,141	.0	.0	.0	317	07/01/2042	1
3138M4-E3-2	FNMA Pool AP1053 MBS 3.500% 07/01/42		05/01/2013	Paydown		2,773	2,773	2,960	2,957	.0	(184)	.0	(184)	.0	2,773	.0	.0	.0	40	07/01/2042	1
3138M4-E3-2	FNMA Pool AP1053 MBS 3.500% 07/01/42		06/01/2013	Paydown		2,517	2,517	2,686	2,683	.0	(167)	.0	(167)	.0	2,517	.0	.0	.0	44	07/01/2042	1
3138M4-TC-6	FNMA Pool AP1446 MBS 3.500% 08/01/42		04/01/2013	Paydown		31,096	31,096	33,268	33,243	.0	(2,147)	.0	(2,147)	.0	31,096	.0	.0	.0	363	08/01/2042	1
3138M4-TC-6	FNMA Pool AP1446 MBS 3.500% 08/01/42		05/01/2013	Paydown		1,708	1,708	1,827	1,826	.0	(118)	.0	(118)	.0	1,708	.0	.0	.0	25	08/01/2042	1
3138M4-TC-6	FNMA Pool AP1446 MBS 3.500% 08/01/42		06/01/2013	Paydown		1,515	1,515	1,621	1,620	.0	(105)	.0	(105)	.0	1,515	.0	.0	.0	27	08/01/2042	1
3138M7-6J-9	FNMA Pool AP4472 MBS 3.500% 08/01/42		04/01/2013	Paydown		4,995	4,995	5,329	5,325	.0	(330)	.0	(330)	.0	4,995	.0	.0	.0	58	08/01/2042	1
3138M7-6J-9	FNMA Pool AP4472 MBS 3.500% 08/01/42		05/01/2013	Paydown		307	307	328	328	.0	(20)	.0	(20)	.0	307	.0	.0	.0	5	08/01/2042	1
3138M7-6J-9	FNMA Pool AP4472 MBS 3.500% 08/01/42		06/01/2013	Paydown		4,608	4,608	4,916	4,913	.0	(304)	.0	(304)	.0	4,608	.0	.0	.0	81	08/01/2042	1
3138M9-3C-3	FNMA Pool AP6194 MBS 3.500% 08/01/42		04/01/2013	Paydown		1,269	1,269	1,361	1,360	.0	(91)	.0	(91)	.0	1,269	.0	.0	.0	15	08/01/2042	1
3138M9-3C-3	FNMA Pool AP6194 MBS 3.500% 08/01/42		05/01/2013	Paydown		1,277	1,277	1,369	1,368	.0	(91)	.0	(91)	.0	1,277	.0	.0	.0	19	08/01/2042	1
3138M9-3C-3	FNMA Pool AP6194 MBS 3.500% 08/01/42		06/01/2013	Paydown		920	920	987	986	.0	(66)	.0	(66)	.0	920	.0	.0	.0	16	08/01/2042	1
3138MK-VC-7	FNMA Pool A04210 MBS 3.000% 11/01/42		04/01/2013	Paydown		4,367	4,367	4,600	4,599	.0	(232)	.0	(232)	.0	4,367	.0	.0	.0	44	11/01/2042	1
3138MK-VC-7	FNMA Pool A04210 MBS 3.000% 11/01/42		05/01/2013	Paydown		4,402	4,402	4,637	4,635	.0	(234)	.0	(234)	.0	4,402	.0	.0	.0	55	11/01/2042	1
3138MK-VC-7	FNMA Pool A04210 MBS 3.000% 11/01/42		06/01/2013	Paydown		4,744	4,744	4,998	4,996	.0	(252)	.0	(252)	.0	4,744	.0	.0	.0	71	11/01/2042	1
3138MI-NT-5	FNMA Pool A05801 MBS 3.000% 11/01/42		04/01/2013	Paydown		3,847	3,847	4,054	4,053	.0	(206)	.0	(206)	.0	3,847	.0	.0	.0	38	11/01/2042	1
3138MI-NT-5	FNMA Pool A05801 MBS 3.000% 11/01/42		05/01/2013	Paydown		3,729	3,729	3,930	3,929	.0	(200)	.0	(200)	.0	3,729	.0	.0	.0	47	11/01/2042	1
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STATEMENT AS OF JUNE 30, 2013 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
31402R-R6-0	FNMA Pool 735009 MBS 5.000% 05/01/19		06/01/2013	Paydown		7,020	7,020	6,898	6,926	.0	.94	.0	.94	.0	7,020	.0	.0	.0	.176	05/01/2019	1
31402R-JE-0	FNMA Pool 735661 MBS 5.500% 12/01/17		04/01/2013	Paydown		59,929	59,929	65,163	63,951	.0	(4,022)	.0	(4,022)	.0	59,929	.0	.0	.0	1,099	12/01/2017	1
31402R-JE-0	FNMA Pool 735661 MBS 5.500% 12/01/17		05/01/2013	Paydown		62,833	62,833	68,321	67,050	.0	(4,217)	.0	(4,217)	.0	62,833	.0	.0	.0	1,440	12/01/2017	1
31402R-JE-0	FNMA Pool 735661 MBS 5.500% 12/01/17		06/01/2013	Paydown		68,098	68,098	74,046	72,669	.0	(4,570)	.0	(4,570)	.0	68,098	.0	.0	.0	1,873	12/01/2017	1
31407N-FK-4	FNMA Pool 835470 MBS 5.000% 09/01/20		04/01/2013	Paydown		3,651	3,651	3,577	3,591	.0	.60	.0	.60	.0	3,651	.0	.0	.0	.61	09/01/2020	1
31407N-FK-4	FNMA Pool 835470 MBS 5.000% 09/01/20		05/01/2013	Paydown		5,963	5,963	5,842	5,866	.0	.98	.0	.98	.0	5,963	.0	.0	.0	.124	09/01/2020	1
31407N-FK-4	FNMA Pool 835470 MBS 5.000% 09/01/20		06/01/2013	Paydown		14,459	14,459	14,166	14,223	.0	.237	.0	.237	.0	14,459	.0	.0	.0	.362	09/01/2020	1
31407S-GA-4	FNMA Pool 839093 MBS 5.000% 10/01/20		04/01/2013	Paydown		2,458	2,458	2,410	2,420	.0	.39	.0	.39	.0	2,458	.0	.0	.0	.41	10/01/2020	1
31407S-GA-4	FNMA Pool 839093 MBS 5.000% 10/01/20		05/01/2013	Paydown		5,646	5,646	5,536	5,557	.0	.89	.0	.89	.0	5,646	.0	.0	.0	.118	10/01/2020	1
31407S-GA-4	FNMA Pool 839093 MBS 5.000% 10/01/20		06/01/2013	Paydown		3,694	3,694	3,622	3,636	.0	.58	.0	.58	.0	3,694	.0	.0	.0	.92	10/01/2020	1
31410X-VR-4	FNMA Pool 900724 MBS 5.500% 08/01/21		04/01/2013	Paydown		2,958	2,958	2,958	2,956	.0	.2	.0	.2	.0	2,958	.0	.0	.0	.54	08/01/2021	1
31410X-VR-4	FNMA Pool 900724 MBS 5.500% 08/01/21		05/01/2013	Paydown		2,087	2,087	2,087	2,086	.0	.1	.0	.1	.0	2,087	.0	.0	.0	.48	08/01/2021	1
31410X-VR-4	FNMA Pool 900724 MBS 5.500% 08/01/21		06/01/2013	Paydown		3,642	3,642	3,642	3,640	.0	.2	.0	.2	.0	3,642	.0	.0	.0	.100	08/01/2021	1
31412U-MN-7	FNMA Pool 935165 MBS 5.000% 05/01/24		04/01/2013	Paydown		7,429	7,429	7,633	7,611	.0	(183)	.0	(183)	.0	7,429	.0	.0	.0	.124	05/01/2024	1
31412U-MN-7	FNMA Pool 935165 MBS 5.000% 05/01/24		05/01/2013	Paydown		11,601	11,601	11,920	11,886	.0	(285)	.0	(285)	.0	11,601	.0	.0	.0	.242	05/01/2024	1
31412U-MN-7	FNMA Pool 935165 MBS 5.000% 05/01/24		06/01/2013	Paydown		253,143	253,143	260,104	259,365	.0	(6,222)	.0	(6,222)	.0	253,143	.0	.0	.0	6,329	05/01/2024	1
31412U-MN-7	FNMA Pool 935165 MBS 5.000% 05/01/24		06/04/2013	Nomura Securities		1,082,826	1,082,826	1,020,152	1,017,254	.0	(493)	.0	(493)	.0	1,016,761	.0	66,065	66,065	27,165	05/01/2024	1
31412V-AG-3	FNMA Pool 935707 MBS 5.000% 11/01/24		04/01/2013	Paydown		3,474	3,474	3,700	3,677	.0	(203)	.0	(203)	.0	3,474	.0	.0	.0	.58	11/01/2024	1
31412V-AG-3	FNMA Pool 935707 MBS 5.000% 11/01/24		05/01/2013	Paydown		2,972	2,972	3,165	3,146	.0	(174)	.0	(174)	.0	2,972	.0	.0	.0	.62	11/01/2024	1
31412V-AG-3	FNMA Pool 935707 MBS 5.000% 11/01/24		06/01/2013	Paydown		24,330	24,330	25,915	25,754	.0	(1,424)	.0	(1,424)	.0	24,330	.0	.0	.0	.608	11/01/2024	1
31414F-K9-1	FNMA Pool 964820 MBS 5.000% 08/01/23		04/01/2013	Paydown		41,452	41,452	41,841	41,785	.0	(333)	.0	(333)	.0	41,452	.0	.0	.0	.691	08/01/2023	1
31414F-K9-1	FNMA Pool 964820 MBS 5.000% 08/01/23		05/01/2013	Paydown		7,116	7,116	7,183	7,173	.0	(57)	.0	(57)	.0	7,116	.0	.0	.0	.148	08/01/2023	1
31414F-K9-1	FNMA Pool 964820 MBS 5.000% 08/01/23		06/01/2013	Paydown		13,778	13,778	13,907	13,889	.0	(111)	.0	(111)	.0	13,778	.0	.0	.0	.344	08/01/2023	1
31415L-3X-3	FNMA Pool 983814 MBS 4.000% 11/01/24		04/01/2013	Paydown		8,026	8,026	8,127	8,119	.0	(93)	.0	(93)	.0	8,026	.0	.0	.0	.107	11/01/2024	1
31415L-3X-3	FNMA Pool 983814 MBS 4.000% 11/01/24		05/01/2013	Paydown		91,955	91,955	93,111	93,019	.0	(1,064)	.0	(1,064)	.0	91,955	.0	.0	.0	1,533	11/01/2024	1
31415L-3X-3	FNMA Pool 983814 MBS 4.000% 11/01/24		06/01/2013	Paydown		6,997	6,997	7,085	7,078	.0	(81)	.0	(81)	.0	6,997	.0	.0	.0	.140	11/01/2024	1
31415L-3X-3	FNMA Pool 983814 MBS 4.000% 11/01/24		06/04/2013	CitiGroup		850,717	850,717	811,223	810,416	.0	(89)	.0	(89)	.0	810,328	.0	40,389	40,389	17,536	11/01/2024	1
31415Y-WZ-8	FNMA Pool 993564 MBS 4.500% 04/01/24		04/01/2013	Paydown		28,812	28,812	29,712	29,618	.0	(806)	.0	(806)	.0	28,812	.0	.0	.0	.432	04/01/2024	1
31415Y-WZ-8	FNMA Pool 993564 MBS 4.500% 04/01/24		05/01/2013	Paydown		3,580	3,580	3,692	3,680	.0	(100)	.0	(100)	.0	3,580	.0	.0	.0	.67	04/01/2024	1
31415Y-WZ-8	FNMA Pool 993564 MBS 4.500% 04/01/24		06/01/2013	Paydown		5,237	5,237	5,400	5,383	.0	(147)	.0	(147)	.0	5,237	.0	.0	.0	.118	04/01/2024	1
31415Y-WZ-8	FNMA Pool 993564 MBS 4.500% 04/01/24		06/04/2013	Nomura Securities		446,732	446,732	430,239	428,876	.0	(247)	.0	(247)	.0	428,629	.0	18,103	18,103	10,274	04/01/2024	1
31416B-RB-6	FNMA Pool 995182 MBS 5.500% 06/01/20		04/01/2013	Paydown		24,592	24,592	26,890	26,556	.0	(1,964)	.0	(1,964)	.0	24,592	.0	.0	.0	.451	06/01/2020	1
31416B-RB-6	FNMA Pool 995182 MBS 5.500% 06/01/20		05/01/2013	Paydown		24,682	24,682	26,989	26,653	.0	(1,971)	.0	(1,971)	.0	24,682	.0	.0	.0	.566	06/01/2020	1
31416B-RB-6	FNMA Pool 995182 MBS 5.500% 06/01/20		06/01/2013	Paydown		22,711	22,711	24,834	24,525	.0	(1,814)	.0	(1,814)	.0	22,711	.0	.0	.0	.625	06/01/2020	1
31416L-NF-0	FNMA Pool AA3057 MBS 4.500% 05/01/24		04/01/2013	Paydown		6,561	6,561	6,806	6,784	.0	(223)	.0	(223)	.0	6,561	.0	.0	.0	.98	05/01/2024	1
31416L-NF-0	FNMA Pool AA3057 MBS 4.500% 05/01/24		05/01/2013	Paydown		103,266	103,266	107,123	106,779	.0	(3,513)	.0	(3,513)	.0	103,266	.0	.0	.0	1,936	05/01/2024	1
31416L-NF-0	FNMA Pool AA3057 MBS 4.500% 05/01/24		06/01/2013	Paydown		6,028	6,028	6,253	6,233	.0	(205)	.0	(205)	.0	6,028	.0	.0	.0	.136	05/01/2024	1
31416L-NF-0	FNMA Pool AA3057 MBS 4.500% 05/01/24		06/04/2013	Nomura Securities		966,711	966,711	902,809	896,523	.0	(572)	.0	(572)	.0	932,949	.0	33,762	33,762	22,232	05/01/2024	1
31416L-QY-5	FNMA Pool AA3170 MBS 4.500% 04/01/24		04/01/2013	Paydown		21,625	21,625	22,396	22,311	.0	(686)	.0	(686)	.0	21,625	.0	.0	.0	.324	04/01/2024	1
31416L-QY-5	FNMA Pool AA3170 MBS 4.500% 04/01/24		05/01/2013	Paydown		19,852	19,852	20,560	20,482	.0	(630)	.0	(630)	.0	19,852	.0	.0	.0	.372	04/01/2024	1
31416L-QY-5	FNMA Pool AA3170 MBS 4.500% 04/01/24		06/01/2013	Paydown		4,658	4,658	4,824	4,805	.0	(148)	.0	(148)	.0	4,658	.0	.0	.0	.105	04/01/2024	1
31416L-QY-5	FNMA Pool AA3170 MBS 4.500% 04/01/24		06/04/2013	Nomura Securities		621,308	621,308	580,238	598,645	.0	(311)	.0	(311)	.0	598,334	.0	22,974	22,974	14,288	04/01/2024	1
31416S-M2-4	FNMA Pool AA8476 MBS 5.000% 06/01/24		04/01/2013	Paydown		51,713	51,713	53,781	53,540	.0	(1,827)	.0	(1,827)	.0	51,713	.0	.0	.0	.862	06/01/2024	1
31416S-M2-4	FNMA Pool AA8476 MBS 5.000% 06/01/24		05/01/2013	Paydown		10,986	10,986	11,425	11,374	.0	(388)	.0	(388)	.0	10,986	.0	.0	.0	.229	06/01/2024	1
31416S-M2-4	FNMA Pool AA8476 MBS 5.000% 06/01/24		06/01/2013	Paydown		35,610	35,610	37,035	36,869	.0	(1,258)	.0	(1,258)	.0	35,610	.0	.0	.0	.890	06/01/2024	1
31416S-QC-8	FNMA Pool AA8550 MBS 4.500% 07/01/24		04/01/2013	Paydown		127,834	127,834	131,229	130,895	.0	(3,061)	.0	(3,061)	.0	127,834	.0	.0	.0	1,918	07/01/2024	1
31416S-QC-8	FNMA Pool AA8550 MBS 4.500% 07/01/24		05/01/2013	Paydown		75,917	75,917	77,933	77,735	.0	(1,818)	.0	(1,818)	.0	75,917	.0	.0	.0	1,423	07/01/2024	1
31416S-QC-8	FNMA Pool AA8550 MBS 4.500% 07/01/24		06/01/2013	Paydown		16,774	16,774	17,219	17,175	.0	(402)	.0	(402)	.0	16,774						

STATEMENT AS OF JUNE 30, 2013 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
31417E-CM-1	FNMA Pool AB7275 MBS 3.000% 12/01/42		04/01/2013	Paydown		3,034	3,034	3,184	3,184	.0	(150)	.0	(150)	.0	3,034	.0	.0	.0	.30	12/01/2042	1
31417E-CM-1	FNMA Pool AB7275 MBS 3.000% 12/01/42		05/01/2013	Paydown		11,505	11,505	12,075	12,073	.0	(568)	.0	(568)	.0	11,505	.0	.0	.0	.144	12/01/2042	1
31417E-CM-1	FNMA Pool AB7275 MBS 3.000% 12/01/42		06/01/2013	Paydown		13,617	13,617	14,291	14,289	.0	(672)	.0	(672)	.0	13,617	.0	.0	.0	.204	12/01/2042	1
31417N-6B-2	FNMA Pool AC4465 MBS 5.000% 11/01/24		04/01/2013	Paydown		3,622	3,622	3,846	3,826	.0	(204)	.0	(204)	.0	3,622	.0	.0	.0	.60	11/01/2024	1
31417N-6B-2	FNMA Pool AC4465 MBS 5.000% 11/01/24		05/01/2013	Paydown		3,239	3,239	3,429	3,421	.0	(182)	.0	(182)	.0	3,239	.0	.0	.0	.67	11/01/2024	1
31417N-6B-2	FNMA Pool AC4465 MBS 5.000% 11/01/24		06/01/2013	Paydown		3,253	3,253	3,455	3,436	.0	(183)	.0	(183)	.0	3,253	.0	.0	.0	.81	11/01/2024	1
31417N-6B-2	FNMA Pool AC4465 MBS 5.000% 11/01/24		06/04/2013	Nomura Securities		531,051	486,923	517,051	514,331	.0	(493)	.0	(493)	.0	513,838	.0	17,213	17,213	13,323	11/01/2024	1
31417T-6K-9	FNMA Pool AC7173 MBS 4.000% 11/01/24		04/01/2013	Paydown		109,782	109,782	112,733	112,505	.0	(2,723)	.0	(2,723)	.0	109,782	.0	.0	.0	1,464	11/01/2024	1
31417T-6K-9	FNMA Pool AC7173 MBS 4.000% 11/01/24		05/01/2013	Paydown		92,344	92,344	94,826	94,635	.0	(2,291)	.0	(2,291)	.0	92,344	.0	.0	.0	1,539	11/01/2024	1
31417T-6K-9	FNMA Pool AC7173 MBS 4.000% 11/01/24		06/01/2013	Paydown		65,712	65,712	67,478	67,342	.0	(1,630)	.0	(1,630)	.0	65,712	.0	.0	.0	1,314	11/01/2024	1
31417T-6K-9	FNMA Pool AC7173 MBS 4.000% 11/01/24		06/04/2013	CitiGroup		1,424,442	1,341,441	1,377,492	1,374,716	.0	(588)	.0	(588)	.0	1,374,127	.0	50,315	50,315	29,363	11/01/2024	1
31417T-6Z-6	FNMA Pool AC7187 MBS 5.000% 11/01/24		04/01/2013	Paydown		65,562	65,562	69,352	69,352	.0	(3,790)	.0	(3,790)	.0	65,562	.0	.0	.0	1,093	11/01/2024	1
31417T-6Z-6	FNMA Pool AC7187 MBS 5.000% 11/01/24		05/01/2013	Paydown		4,976	4,976	5,296	5,264	.0	(288)	.0	(288)	.0	4,976	.0	.0	.0	104	11/01/2024	1
31417T-6Z-6	FNMA Pool AC7187 MBS 5.000% 11/01/24		06/01/2013	Paydown		5,058	5,058	5,383	5,350	.0	(292)	.0	(292)	.0	5,058	.0	.0	.0	126	11/01/2024	1
31417T-6Z-6	FNMA Pool AC7187 MBS 5.000% 11/01/24		06/04/2013	Nomura Securities		958,837	879,163	935,759	929,991	.0	(828)	.0	(828)	.0	929,163	.0	29,674	29,674	24,055	11/01/2024	1
31417Y-VY-0	FNMA Pool MA0630 MBS 4.000% 01/01/21		04/01/2013	Paydown		12,341	12,341	12,844	12,781	.0	(440)	.0	(440)	.0	12,341	.0	.0	.0	165	01/01/2021	1
31417Y-VY-0	FNMA Pool MA0630 MBS 4.000% 01/01/21		05/01/2013	Paydown		11,727	11,727	12,205	12,146	.0	(418)	.0	(418)	.0	11,727	.0	.0	.0	195	01/01/2021	1
31417Y-VY-0	FNMA Pool MA0630 MBS 4.000% 01/01/21		06/01/2013	Paydown		15,058	15,058	15,673	15,596	.0	(537)	.0	(537)	.0	15,058	.0	.0	.0	301	01/01/2021	1
31418T-HR-1	FNMA Pool AD5639 MBS 5.000% 04/01/25		04/01/2013	Paydown		3,515	3,515	3,729	3,710	.0	(194)	.0	(194)	.0	3,515	.0	.0	.0	59	04/01/2025	1
31418T-HR-1	FNMA Pool AD5639 MBS 5.000% 04/01/25		05/01/2013	Paydown		3,927	3,927	4,165	4,144	.0	(217)	.0	(217)	.0	3,927	.0	.0	.0	82	04/01/2025	1
31418T-HR-1	FNMA Pool AD5639 MBS 5.000% 04/01/25		06/01/2013	Paydown		3,545	3,545	3,760	3,741	.0	(196)	.0	(196)	.0	3,545	.0	.0	.0	89	04/01/2025	1
31418T-HR-1	FNMA Pool AD5639 MBS 5.000% 04/01/25		06/04/2013	Nomura Securities		706,275	647,588	686,848	683,406	.0	(686)	.0	(686)	.0	682,720	.0	23,555	23,555	17,719	04/01/2025	1
31418V-VF-6	FNMA Pool AD7813 MBS 4.500% 06/01/25		04/01/2013	Paydown		12,230	12,230	12,941	12,885	.0	(655)	.0	(655)	.0	12,230	.0	.0	.0	183	06/01/2025	1
31418V-VF-6	FNMA Pool AD7813 MBS 4.500% 06/01/25		05/01/2013	Paydown		62,746	62,746	66,393	66,107	.0	(3,361)	.0	(3,361)	.0	62,746	.0	.0	.0	1,177	06/01/2025	1
31418V-VF-6	FNMA Pool AD7813 MBS 4.500% 06/01/25		06/01/2013	Paydown		12,111	12,111	12,815	12,760	.0	(649)	.0	(649)	.0	12,111	.0	.0	.0	273	06/01/2025	1
31418W-4T-4	FNMA Pool AD8933 MBS 4.500% 06/01/25		04/01/2013	Paydown		8,023	8,023	8,483	8,447	.0	(424)	.0	(424)	.0	8,023	.0	.0	.0	120	06/01/2025	1
31418W-4T-4	FNMA Pool AD8933 MBS 4.500% 06/01/25		05/01/2013	Paydown		7,712	7,712	8,154	8,119	.0	(407)	.0	(407)	.0	7,712	.0	.0	.0	145	06/01/2025	1
31418W-4T-4	FNMA Pool AD8933 MBS 4.500% 06/01/25		06/01/2013	Paydown		21,067	21,067	22,275	22,180	.0	(1,112)	.0	(1,112)	.0	21,067	.0	.0	.0	474	06/01/2025	1
31419C-L9-2	FNMA Pool AE2151 MBS 4.000% 03/01/26		04/01/2013	Paydown		14,888	14,888	15,319	15,296	.0	(408)	.0	(408)	.0	14,888	.0	.0	.0	199	03/01/2026	1
31419C-L9-2	FNMA Pool AE2151 MBS 4.000% 03/01/26		05/01/2013	Paydown		69,450	69,450	71,457	71,352	.0	(1,903)	.0	(1,903)	.0	69,450	.0	.0	.0	1,158	03/01/2026	1
31419C-L9-2	FNMA Pool AE2151 MBS 4.000% 03/01/26		06/01/2013	Paydown		10,718	10,718	11,027	11,011	.0	(294)	.0	(294)	.0	10,718	.0	.0	.0	214	03/01/2026	1
31419C-L9-2	FNMA Pool AE2151 MBS 4.000% 03/01/26		06/04/2013	CitiGroup		1,783,032	1,679,136	1,727,673	1,725,136	.0	(615)	.0	(615)	.0	1,724,521	.0	58,511	58,511	36,754	03/01/2026	1
31419G-SG-0	FNMA Pool AE5918 MBS 4.500% 10/01/25		04/01/2013	Paydown		2,968	2,968	3,153	3,141	.0	(173)	.0	(173)	.0	2,968	.0	.0	.0	45	10/01/2025	1
31419G-SG-0	FNMA Pool AE5918 MBS 4.500% 10/01/25		05/01/2013	Paydown		2,980	2,980	3,166	3,154	.0	(174)	.0	(174)	.0	2,980	.0	.0	.0	56	10/01/2025	1
31419G-SG-0	FNMA Pool AE5918 MBS 4.500% 10/01/25		06/01/2013	Paydown		2,992	2,992	3,179	3,167	.0	(175)	.0	(175)	.0	2,992	.0	.0	.0	67	10/01/2025	1
31419G-SG-0	FNMA Pool AE5918 MBS 4.500% 10/01/25		06/04/2013	Nomura Securities		648,220	605,371	643,065	640,759	.0	(550)	.0	(550)	.0	640,209	.0	8,012	8,012	14,907	10/01/2025	1
31419M-CW-9	FNMA Pool AE9984 MBS 3.500% 05/01/26		04/01/2013	Paydown		1,258	1,258	1,322	1,319	.0	(61)	.0	(61)	.0	1,258	.0	.0	.0	15	05/01/2026	1
31419M-CW-9	FNMA Pool AE9984 MBS 3.500% 05/01/26		05/01/2013	Paydown		1,262	1,262	1,326	1,323	.0	(61)	.0	(61)	.0	1,262	.0	.0	.0	18	05/01/2026	1
31419M-CW-9	FNMA Pool AE9984 MBS 3.500% 05/01/26		06/01/2013	Paydown		1,266	1,266	1,331	1,328	.0	(61)	.0	(61)	.0	1,266	.0	.0	.0	22	05/01/2026	1
31419M-CZ-2	FNMA Pool AE9987 MBS 3.500% 07/01/26		04/01/2013	Paydown		3,076	3,076	3,232	3,225	.0	(149)	.0	(149)	.0	3,076	.0	.0	.0	36	07/01/2026	1
31419M-CZ-2	FNMA Pool AE9987 MBS 3.500% 07/01/26		05/01/2013	Paydown		7,594	7,594	7,978	7,961	.0	(367)	.0	(367)	.0	7,594	.0	.0	.0	111	07/01/2026	1
31419M-CZ-2	FNMA Pool AE9987 MBS 3.500% 07/01/26		06/01/2013	Paydown		3,459	3,459	3,633	3,626	.0	(167)	.0	(167)	.0	3,459	.0	.0	.0	61	07/01/2026	1
455141-KK-6	IN Trans Auth Rev Bond Cont Call Sink Prfd 5.000% 06/01/28		06/01/2013	Call	100.0000	3,625,000	3,625,000	3,909,998	3,651,971	.0	(26,971)	.0	(26,971)	.0	3,625,000	.0	.0	.0	90,625	06/01/2028	1FE
485424-MW-2	LA Only CA Met Trans Rev Bond Non Call 5.000% 09/01/16		06/19/2013	JP Morgan Chase		5,774,080	5,080,000	5,883,300	5,626,991	.0	(68,853)	.0	(68,853)	.0	5,558,137	.0	215,943	215,943	206,728	09/01/2016	1FE
544712-R7-9	MA Bay Tran Auth Rev Bond Non Call 5.500% 07/01/16		06/19/2013	Goldman Sachs		3,386,940	3,000,000	3,333,930	3,178,374	.0	(23,349)	.0	(23,349)	.0	3,155,025	.0	231,915	231,915	147,083	07/01/2016	1FE
575579-XH-5	NY St Metro Trans Rev Bond Non Call 5.500% 07/01/16		05/23/2013	ROSS SINCLAIR + ASSOC.		45,091	40,000	42,328	41,676	.0	(184)	.0	(184)	.0	41,492	.0	3,598	3,598	2,004	07/01/2016	1
59259N-BR-3	VA St Pub Sch Auth Rev Bond Non Call 5.000% 04/01/15		06/19/2013	Barclays Group Inc.		5,455,650	5,000,000	5,672,300	5,247,337	.0	(51,031)	.0	(51,031)	.0	5,196,306	.0	259,344	259,344	200,903	04/01/2015	1FE
64971Q-U8-4	VA St Pub Sch Auth Rev Bond Non Call 5.000% 11/01/17		05/22/2013	T																	

STATEMENT AS OF JUNE 30, 2013 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)	
02003M-BQ-6	Allstate Corp Note Non Call 5.375% 04/30/13		04/30/2013	Maturity		2,730,000	2,730,000	2,898,244	2,771,507	0	(41,507)	0	(41,507)	0	2,730,000	0	0	0	73,369	04/30/2013	1FE	
037411-AT-2	Apache Corp Note MW 12.5BP 5.250% 04/15/13		04/15/2013	Maturity		1,000,000	1,000,000	1,051,040	1,013,517	0	(13,517)	0	(13,517)	0	1,000,000	0	0	0	26,250	04/15/2013	1FE	
084664-BD-2	Berkshire Hathaway Corp Note MW 20BP 4.600% 05/15/13		05/15/2013	Maturity		400,000	400,000	417,579	405,986	0	(5,986)	0	(5,986)	0	400,000	0	0	0	9,200	05/15/2013	1FE	
09247X-AG-6	BlackRock Inc Corp Note Non Call 0.574% 05/24/13		05/24/2013	Maturity		2,250,000	2,250,000	2,254,344	2,251,367	0	(1,367)	0	(1,367)	0	2,250,000	0	0	0	6,712	05/24/2013	1FE	
172967-EQ-0	Citigroup Inc Corp Note Non Call 5.500% 04/11/13		04/11/2013	Maturity		1,175,000	1,175,000	1,076,309	1,167,152	0	7,848	0	7,848	0	1,175,000	0	0	0	32,313	04/11/2013	1FE	
235851-AJ-1	Danaher Corp Note Non Call 0.522% 06/21/13		06/21/2013	Maturity		900,000	900,000	903,051	901,109	0	(1,109)	0	(1,109)	0	900,000	0	0	0	2,484	06/21/2013	1FE	
36962G-3T-9	GE Cap Corp Note Non Call 4.800% 05/01/13		05/01/2013	Maturity		1,000,000	1,000,000	1,047,300	1,013,228	0	(13,228)	0	(13,228)	0	1,000,000	0	0	0	24,000	05/01/2013	1FE	
46640B-AC-8	JP Morgan Chase JPMIT 2013-2 A2 CMO 3.500% 05/25/13		06/01/2013	Paydown		6,440	6,440	6,522	0	0	(82)	0	(82)	0	6,440	0	0	0	19	05/25/2013	1FE	
493268-BY-1	Keycorp Student Loan Tr KSLT 2004-A 2A2 ABS 0.576% 10/28/41		04/29/2013	Paydown		18,840	18,840	18,644	0	0	196	0	196	0	18,840	0	0	0	29	10/28/2041	1FE	
592179-JG-1	MetLife Global Corp Note Non Call Prv Plc 5.125% 04/10/13		04/10/2013	Maturity		1,000,000	1,000,000	1,047,890	1,011,555	0	(11,555)	0	(11,555)	0	1,000,000	0	0	0	25,625	04/10/2013	1FE	
69362B-AV-4	Public Service Elec & Gas Corp Note MW 15BP 2.500% 04/15/13		04/15/2013	Maturity		1,000,000	1,000,000	1,020,215	1,005,048	0	(5,048)	0	(5,048)	0	1,000,000	0	0	0	12,500	04/15/2013	2FE	
69371R-J9-8	PACCAR Inc Corp Note Non Call 2.050% 06/17/13		06/17/2013	Maturity		500,000	500,000	508,640	503,222	0	(3,222)	0	(3,222)	0	500,000	0	0	0	5,125	06/17/2013	1FE	
6944P0-AH-8	Pacific Life Global Fdg Note Non Call Prv Plc 5.150% 04/15/13		04/15/2013	Maturity		500,000	500,000	522,341	505,825	0	(5,825)	0	(5,825)	0	500,000	0	0	0	12,875	04/15/2013	1FE	
882508-AS-3	Texas Instruments Corp Note Non Call 0.455% 05/15/13		05/15/2013	Maturity		2,520,000	2,520,000	2,520,000	2,520,000	0	0	0	0	0	2,520,000	0	0	0	6,084	05/15/2013	1FE	
882508-AS-3	Texas Instruments Corp Note Non Call 0.455% 05/15/13		05/15/2013	Maturity		600,000	600,000	600,000	600,000	0	0	0	0	0	600,000	0	0	0	1,449	05/15/2013	1FE	
91159H-GW-4	US Bank Corp Note Non Call 2.000% 06/14/13		06/14/2013	Maturity		2,000,000	2,000,000	2,038,670	2,013,277	0	(13,277)	0	(13,277)	0	2,000,000	0	0	0	20,000	06/14/2013	1FE	
92976W-BJ-4	Wachovia Bank Corp Note Non Call 5.500% 05/01/13		05/01/2013	Maturity		1,500,000	1,500,000	1,582,425	1,523,055	0	(23,055)	0	(23,055)	0	1,500,000	0	0	0	41,250	05/01/2013	1FE	
92976W-BK-1	Wachovia Bank Corp Note Non Call 2.044% 05/01/13		05/01/2013	Maturity		400,000	400,000	410,252	401,879	0	(1,879)	0	(1,879)	0	400,000	0	0	0	4,175	05/01/2013	1FE	
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					19,500,280	19,500,280	19,923,466	19,607,727	0	(132,613)	0	(132,613)	0	19,500,280	0	0	0	303,459	XXX	XXX	
8399997	Total - Bonds - Part 4					121,686,181	115,458,547	121,952,467	116,985,670	0	(742,942)	0	(742,942)	0	118,267,895	0	3,418,286	3,418,286	2,904,525	XXX	XXX	
8399998	Total - Bonds - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999	Total - Bonds					121,686,181	115,458,547	121,952,467	116,985,670	0	(742,942)	0	(742,942)	0	118,267,895	0	3,418,286	3,418,286	2,904,525	XXX	XXX	
8999997	Total - Preferred Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
8999998	Total - Preferred Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999	Total - Preferred Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
9799997	Total - Common Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
9799998	Total - Common Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999	Total - Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
9899999	Total - Preferred and Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
9999999	Totals					121,686,181	XXX	121,952,467	116,985,670	0	(742,942)	0	(742,942)	0	118,267,895	0	3,418,286	3,418,286	2,904,525	XXX	XXX	

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues.....0

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open

N O N E

Schedule DB - Part B - Section 1 - Futures Contracts Open

N O N E

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made

N O N E

Schedule DB - Part D - Section 1 - Counterparty Exposure for Derivative Instruments Open

N O N E

Schedule DB - Part D - Section 2 - Collateral for Derivative Instruments Open

N O N E

Schedule DB - Part D - Section 2 - Collateral for Derivative Instruments Open

N O N E

Schedule DL - Part 1 - Reinvested Collateral Assets Owned

N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned

N O N E



Actuarial Certification

Carrier: UnitedHealthcare Plan of the River Valley, Inc.
Date: July 15, 2013
Valuation Date: June 2013
Subject: TennCare Claim Reserve Estimate (IBNR) as of June 2013 – Risk Business – Eastern Tennessee – Long Term Care

I, Kevin Francis, am Vice President of Actuarial Services for United HealthCare Community and State. I am a member of the American Academy of Actuaries and am qualified to render the actuarial opinion contained herein.

In my opinion, the claim reserve estimate (IBNR) of \$ 22,798,031 provides good and sufficient provision for all unpaid claim liabilities and was computed in accordance with currently accepted actuarial standards.

Note that, as of June 2013, this block of business had approximately 6,200 members.

A handwritten signature in black ink, appearing to read 'Kevin Francis', written over a horizontal line.

Kevin Francis, FSA, MAAA

Vice President of Actuarial Services

United HealthCare Community and State

9800 Health Care Lane,

Minnetonka, MN 55343

(952) 931-4690

E-mail: kevin.francis@uhc.com



Actuarial Certification

Carrier: UnitedHealthcare Plan of the River Valley, Inc.
Date: July 15, 2013
Valuation Date: June 2013
Subject: TennCare Claim Reserve Estimate (IBNR) as of June 2013 – Risk Business – Eastern Tennessee – Excluding Long Term Care

I, Kevin Francis, am Vice President of Actuarial Services for United HealthCare Community and State. I am a member of the American Academy of Actuaries and am qualified to render the actuarial opinion contained herein.

In my opinion, the claim reserve estimate (IBNR) of \$ 59,320,067 provides good and sufficient provision for all unpaid claim liabilities and was computed in accordance with currently accepted actuarial standards.

Note that, as of June 2013, this block of business had approximately 191,500 members.

Kevin Francis, FSA, MAAA

Vice President of Actuarial Services

United HealthCare Community and State

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Minnetonka, MN 55343

(952) 931-4690

E-mail: kevin.francis@uhc.com



Actuarial Certification

Carrier: UnitedHealthcare Plan of the River Valley, Inc.
Date: July 15, 2013
Valuation Date: June 2013
Subject: TennCare Claim Reserve Estimate (IBNR) as of June 2013 – Risk Business – Middle Tennessee – Long Term Care

I, Kevin Francis, am Vice President of Actuarial Services for United HealthCare Community and State. I am a member of the American Academy of Actuaries and am qualified to render the actuarial opinion contained herein.

In my opinion, the claim reserve estimate (IBNR) of \$ 20,315,441 provides good and sufficient provision for all unpaid claim liabilities and was computed in accordance with currently accepted actuarial standards.

Note that, as of June 2013, this block of business had approximately 5,400 members.

A handwritten signature in black ink, appearing to read 'Kevin Francis', written over a horizontal line.

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Actuarial Certification

Carrier: UnitedHealthcare Plan of the River Valley, Inc.
Date: July 15, 2013
Valuation Date: June 2013
Subject: TennCare Claim Reserve Estimate (IBNR) as of June 2013 – Risk Business – Middle Tennessee – Excluding Long Term Care

I, Kevin Francis, am Vice President of Actuarial Services for United HealthCare Community and State. I am a member of the American Academy of Actuaries and am qualified to render the actuarial opinion contained herein.

In my opinion, the claim reserve estimate (IBNR) of \$ 65,470,492 provides good and sufficient provision for all unpaid claim liabilities and was computed in accordance with currently accepted actuarial standards.

Note that, as of June 2013, this block of business had approximately 193,500 members.

A handwritten signature in black ink, appearing to read "Kevin Francis", written over a horizontal line.

Kevin Francis, FSA, MAAA

Vice President of Actuarial Services

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Actuarial Certification

Carrier: UnitedHealthcare Plan of the River Valley, Inc.
Date: July 15, 2013
Valuation Date: June 2013
Subject: TennCare Claim Reserve Estimate (IBNR) as of June 2013 – Risk Business – Western Tennessee – Long Term Care

I, Kevin Francis, am Vice President of Actuarial Services for United HealthCare Community and State. I am a member of the American Academy of Actuaries and am qualified to render the actuarial opinion contained herein.

In my opinion, the claim reserve estimate (IBNR) of \$ 19,060,021 provides good and sufficient provision for all unpaid claim liabilities and was computed in accordance with currently accepted actuarial standards.

Note that, as of June 2013, this block of business had approximately 4,800 members.

Kevin Francis, FSA, MAAA

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Actuarial Certification

Carrier: UnitedHealthcare Plan of the River Valley, Inc.
Date: July 15, 2013
Valuation Date: June 2013
Subject: TennCare Claim Reserve Estimate (IBNR) as of June 2013 – Risk Business – Western Tennessee – Excluding Long Term Care

I, Kevin Francis, am Vice President of Actuarial Services for United HealthCare Community and State. I am a member of the American Academy of Actuaries and am qualified to render the actuarial opinion contained herein.

In my opinion, the claim reserve estimate (IBNR) of \$ 46,619,571 provides good and sufficient provision for all unpaid claim liabilities and was computed in accordance with currently accepted actuarial standards.

Note that, as of June 2013, this block of business had approximately 170,500 members.

Kevin Francis, FSA, MAAA

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July 15, 2013

STATEMENT OF ACTUARIAL OPINION

Statutory Quarterly Statement of United Healthcare Plan of the River Valley, Inc.

Medicaid Risk Business in Eastern Tennessee, Long Term Care

As of and for the Period Ended June 30, 2013

I, Kevin Francis, am a Member of the American Academy of Actuaries (Academy) and Vice President of Actuarial Services for United Healthcare Plan of the River Valley, Inc.'s Medicaid plans. I meet the Academy qualification standards for rendering this statement of actuarial opinion.

This statement is for United Healthcare Plan of the River Valley, Inc.'s Medicaid Long Term Care risk business in Eastern Tennessee, which had approximately 6,200 members in June 2013. This business became effective August 1, 2010.

I have examined the actuarial assumptions and methods used in determining the loss reserves listed below, as prepared for filing with regulatory officials as of June 30, 2013.

I have determined that the appropriate level for claims liability for this block of business is \$22,798,031.

Note that in the annual statement, both Medicaid and non-Medicaid businesses are combined.

My examination included such review of the actuarial assumptions and actuarial methods and of the underlying basic liability records and such tests of the actuarial calculations as I considered necessary.

In my opinion the amounts carried in the balance sheet on account of the actuarial items identified above:

- a) Are computed in accordance with presently accepted actuarial standards consistently applied and are fairly stated in accordance with sound actuarial principles;
- b) Are based on actuarial assumptions which are in accordance with or stronger than those called for in related contract provisions and are appropriate for the purpose for which the statement was prepared;
- c) Meet the requirements of the laws of the State of Tennessee;
- d) Make good and sufficient provision for all unpaid claims and other actuarial liabilities of the organization guaranteed under the terms of its contracts and agreements;

- e) Are computed on the basis of actuarial assumptions and methods consistent in all material respects with those used in computing the corresponding items in the annual statement of the preceding year-end; and
- f) Include provision, in the aggregate, for all actuarial reserves and related statement items which ought to be established.

The actuarial methods, considerations and analyses used in forming my opinion conform to the appropriate Standards of Practice as promulgated from time to time by the Actuarial Standards Board, whose standards form the basis of this statement of opinion.

This statement has been prepared for inclusion with United Healthcare Plan of the River Valley, Inc.'s statutory quarterly statement for filing with regulatory authorities of the State of Tennessee and is intended for no other purpose.

July 15, 2013



Kevin Francis, FSA, MAAA

Vice President of Actuarial Services

United HealthCare Community and State

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July 15, 2013

STATEMENT OF ACTUARIAL OPINION

Statutory Quarterly Statement of United Healthcare Plan of the River Valley, Inc.

Medicaid Risk Business in Eastern Tennessee, Excluding Long Term Care

As of and for the Period Ended June 30, 2013

I, Kevin Francis, am a Member of the American Academy of Actuaries (Academy) and Vice President of Actuarial Services for United Healthcare Plan of the River Valley, Inc.'s Medicaid plans. I meet the Academy qualification standards for rendering this statement of actuarial opinion.

This statement is for United Healthcare Plan of the River Valley, Inc.'s Medicaid risk business in Eastern Tennessee, which had approximately 191,500 members in June 2013. This business became effective July 1, 2009.

I have examined the actuarial assumptions and methods used in determining the loss reserves listed below, as prepared for filing with regulatory officials as of June 30, 2013.

I have determined that the appropriate level for claims liability for this block of business is \$59,320,067.

Note that in the annual statement, both Medicaid and non-Medicaid businesses are combined.

My examination included such review of the actuarial assumptions and actuarial methods and of the underlying basic liability records and such tests of the actuarial calculations as I considered necessary.

In my opinion the amounts carried in the balance sheet on account of the actuarial items identified above:

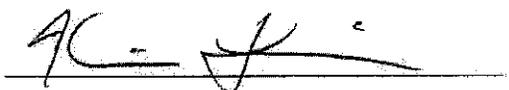
- a) Are computed in accordance with presently accepted actuarial standards consistently applied and are fairly stated in accordance with sound actuarial principles;
- b) Are based on actuarial assumptions which are in accordance with or stronger than those called for in related contract provisions and are appropriate for the purpose for which the statement was prepared;
- c) Meet the requirements of the laws of the State of Tennessee;
- d) Make good and sufficient provision for all unpaid claims and other actuarial liabilities of the organization guaranteed under the terms of its contracts and agreements;

- e) Are computed on the basis of actuarial assumptions and methods consistent in all material respects with those used in computing the corresponding items in the annual statement of the preceding year-end; and
- f) Include provision, in the aggregate, for all actuarial reserves and related statement items which ought to be established.

The actuarial methods, considerations and analyses used in forming my opinion conform to the appropriate Standards of Practice as promulgated from time to time by the Actuarial Standards Board, whose standards form the basis of this statement of opinion.

This statement has been prepared for inclusion with United Healthcare Plan of the River Valley, Inc.'s statutory quarterly statement for filing with regulatory authorities of the State of Tennessee and is intended for no other purpose.

July 15, 2013



Kevin Francis, FSA, MAAA

Vice President of Actuarial Services

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July 15, 2013

STATEMENT OF ACTUARIAL OPINION

Statutory Quarterly Statement of United Healthcare Plan of the River Valley, Inc.

Medicaid Risk Business in Middle Tennessee, Long Term Care

As of and for the Period Ended June 30, 2013

I, Kevin Francis, am a Member of the American Academy of Actuaries (Academy) and Vice President of Actuarial Services for United Healthcare Plan of the River Valley, Inc.'s Medicaid plans. I meet the Academy qualification standards for rendering this statement of actuarial opinion.

This statement is for United Healthcare Plan of the River Valley, Inc.'s Medicaid Long Term Care risk business in Middle Tennessee, which had approximately 5,400 members in June 2013. This business became effective March 1, 2010.

I have examined the actuarial assumptions and methods used in determining the loss reserves listed below, as prepared for filing with regulatory officials as of June 30, 2013.

I have determined that the appropriate level for claims liability for this block of business is \$20,315,441.

Note that in the annual statement, both Medicaid and non-Medicaid businesses are combined.

My examination included such review of the actuarial assumptions and actuarial methods and of the underlying basic liability records and such tests of the actuarial calculations as I considered necessary.

In my opinion the amounts carried in the balance sheet on account of the actuarial items identified above:

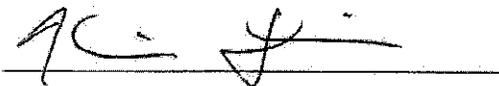
- a) Are computed in accordance with presently accepted actuarial standards consistently applied and are fairly stated in accordance with sound actuarial principles;
- b) Are based on actuarial assumptions which are in accordance with or stronger than those called for in related contract provisions and are appropriate for the purpose for which the statement was prepared;
- c) Meet the requirements of the laws of the State of Tennessee;
- d) Make good and sufficient provision for all unpaid claims and other actuarial liabilities of the organization guaranteed under the terms of its contracts and agreements;

- e) Are computed on the basis of actuarial assumptions and methods consistent in all material respects with those used in computing the corresponding items in the annual statement of the preceding year-end; and
- f) Include provision, in the aggregate, for all actuarial reserves and related statement items which ought to be established.

The actuarial methods, considerations and analyses used in forming my opinion conform to the appropriate Standards of Practice as promulgated from time to time by the Actuarial Standards Board, whose standards form the basis of this statement of opinion.

This statement has been prepared for inclusion with United Healthcare Plan of the River Valley, Inc.'s statutory quarterly statement for filing with regulatory authorities of the State of Tennessee and is intended for no other purpose.

July 15, 2013



Kevin Francis, FSA, MAAA

Vice President of Actuarial Services

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July 15, 2013

STATEMENT OF ACTUARIAL OPINION

Statutory Quarterly Statement of United Healthcare Plan of the River Valley, Inc.

Medicaid Risk Business in Middle Tennessee, Excluding Long Term Care

As of and for the Period Ended June 30, 2013

I, Kevin Francis, am a Member of the American Academy of Actuaries (Academy) and Vice President of Actuarial Services for United Healthcare Plan of the River Valley, Inc.'s Medicaid plans. I meet the Academy qualification standards for rendering this statement of actuarial opinion.

This statement is for United Healthcare Plan of the River Valley, Inc.'s Medicaid risk business in Middle Tennessee, which had approximately 193,500 members in June 2013. This business became effective April 1, 2007.

I have examined the actuarial assumptions and methods used in determining the loss reserves listed below, as prepared for filing with regulatory officials as of June 30, 2013.

I have determined that the appropriate level for claims liability for this block of business is \$65,470,492.

Note that in the annual statement, both Medicaid and non-Medicaid businesses are combined.

My examination included such review of the actuarial assumptions and actuarial methods and of the underlying basic liability records and such tests of the actuarial calculations as I considered necessary.

In my opinion the amounts carried in the balance sheet on account of the actuarial items identified above:

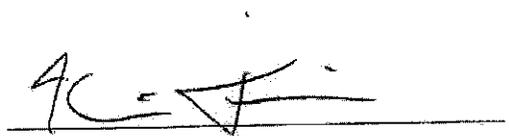
- a) Are computed in accordance with presently accepted actuarial standards consistently applied and are fairly stated in accordance with sound actuarial principles;
- b) Are based on actuarial assumptions which are in accordance with or stronger than those called for in related contract provisions and are appropriate for the purpose for which the statement was prepared;
- c) Meet the requirements of the laws of the State of Tennessee;
- d) Make good and sufficient provision for all unpaid claims and other actuarial liabilities of the organization guaranteed under the terms of its contracts and agreements;

- c) Are computed on the basis of actuarial assumptions and methods consistent in all material respects with those used in computing the corresponding items in the annual statement of the preceding year-end; and
- f) Include provision, in the aggregate, for all actuarial reserves and related statement items which ought to be established.

The actuarial methods, considerations and analyses used in forming my opinion conform to the appropriate Standards of Practice as promulgated from time to time by the Actuarial Standards Board, whose standards form the basis of this statement of opinion.

This statement has been prepared for inclusion with United Healthcare Plan of the River Valley, Inc.'s statutory quarterly statement for filing with regulatory authorities of the State of Tennessee and is intended for no other purpose.

July 15, 2013



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July 15, 2013

STATEMENT OF ACTUARIAL OPINION

Statutory Quarterly Statement of United Healthcare Plan of the River Valley, Inc.

Medicaid Risk Business in Western Tennessee, Long Term Care

As of and for the Period Ended June 30, 2013

I, Kevin Francis, am a Member of the American Academy of Actuaries (Academy) and Vice President of Actuarial Services for United Healthcare Plan of the River Valley, Inc.'s Medicaid plans. I meet the Academy qualification standards for rendering this statement of actuarial opinion.

This statement is for United Healthcare Plan of the River Valley, Inc.'s Medicaid Long Term Care risk business in Western Tennessee, which had approximately 4,800 members in June 2013. This business became effective August 1, 2010.

I have examined the actuarial assumptions and methods used in determining the loss reserves listed below, as prepared for filing with regulatory officials as of June 30, 2013.

I have determined that the appropriate level for claims liability for this block of business is \$19,060,021.

Note that in the annual statement, both Medicaid and non-Medicaid businesses are combined.

My examination included such review of the actuarial assumptions and actuarial methods and of the underlying basic liability records and such tests of the actuarial calculations as I considered necessary.

In my opinion the amounts carried in the balance sheet on account of the actuarial items identified above:

- a) Are computed in accordance with presently accepted actuarial standards consistently applied and are fairly stated in accordance with sound actuarial principles;
- b) Are based on actuarial assumptions which are in accordance with or stronger than those called for in related contract provisions and are appropriate for the purpose for which the statement was prepared;
- c) Meet the requirements of the laws of the State of Tennessee;
- d) Make good and sufficient provision for all unpaid claims and other actuarial liabilities of the organization guaranteed under the terms of its contracts and agreements;



July 15, 2013

STATEMENT OF ACTUARIAL OPINION

Statutory Quarterly Statement of United Healthcare Plan of the River Valley, Inc.

Medicaid Risk Business in Western Tennessee, Excluding Long Term Care

As of and for the Period Ended June 30, 2013

I, Kevin Francis, am a Member of the American Academy of Actuaries (Academy) and Vice President of Actuarial Services for United Healthcare Plan of the River Valley, Inc.'s Medicaid plans. I meet the Academy qualification standards for rendering this statement of actuarial opinion.

This statement is for United Healthcare Plan of the River Valley, Inc.'s Medicaid risk business in Western Tennessee, which had approximately 170,500 members in June 2013. This business became effective November 1, 2008.

I have examined the actuarial assumptions and methods used in determining the loss reserves listed below, as prepared for filing with regulatory officials as of June 30, 2013.

I have determined that the appropriate level for claims liability for this block of business is \$46,619,571.

Note that in the annual statement, both Medicaid and non-Medicaid businesses are combined.

My examination included such review of the actuarial assumptions and actuarial methods and of the underlying basic liability records and such tests of the actuarial calculations as I considered necessary.

In my opinion the amounts carried in the balance sheet on account of the actuarial items identified above:

- a) Are computed in accordance with presently accepted actuarial standards consistently applied and are fairly stated in accordance with sound actuarial principles;
- b) Are based on actuarial assumptions which are in accordance with or stronger than those called for in related contract provisions and are appropriate for the purpose for which the statement was prepared;
- c) Meet the requirements of the laws of the State of Tennessee;
- d) Make good and sufficient provision for all unpaid claims and other actuarial liabilities of the organization guaranteed under the terms of its contracts and agreements;

- e) Are computed on the basis of actuarial assumptions and methods consistent in all material respects with those used in computing the corresponding items in the annual statement of the preceding year-end; and
- f) Include provision, in the aggregate, for all actuarial reserves and related statement items which ought to be established.

The actuarial methods, considerations and analyses used in forming my opinion conform to the appropriate Standards of Practice as promulgated from time to time by the Actuarial Standards Board, whose standards form the basis of this statement of opinion.

This statement has been prepared for inclusion with United Healthcare Plan of the River Valley, Inc.'s statutory quarterly statement for filing with regulatory authorities of the State of Tennessee and is intended for no other purpose.

July 15, 2013



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**UnitedHealthcare Community Plan - Tennessee
Reconciliation Between 2A and MLR Report
As of June 30, 2013**

<u>Capitation Revenue</u>	<u>Revenue</u>
Revenue reported per MLR report	1,240,467,073
STAT Adjustment/Other Revenue	(17,543,939)
	1,222,923,133
TennCare Capitation per 2A	1,255,230,192
Less: Restated revenue for prior months	(32,307,058)
	1,222,923,133
Difference	0
<u>Claims & Reserve</u>	<u>Claims</u>
Total 2A Paid Claims and Change in Reserves	1,068,996,801
	1,068,996,801
Incurred Claims per the MLR for the reporting period	1,076,575,005
Restated prior year incurred claims	(7,578,204)
Adjusted MLR	1,068,996,801
Difference (rounding)	0

**UnitedHealthcare Community Plan - East Tennessee
 Reconciliation Between 2A and MLR Report
 As of June 30, 2013**

<u>Capitation Revenue</u>	<u>Revenue</u>
Revenue reported per MLR report	430,668,947
STAT Adjustment/Other Revenue	(7,027,402)
	423,641,545
TennCare Capitation per 2A	436,625,138
Less: Restated revenue for prior months	(12,983,594)
	423,641,545
Difference	0
<u>Claims & Reserve</u>	<u>Claims</u>
Total 2A Paid Claims and Change in Reserves	375,121,980
Incurred Claims per the MLR for the reporting period	374,826,408
Restated prior year incurred claims	295,572
Adjusted MLR	375,121,980
Difference (rounding)	0

UnitedHealthcare Community Plan - Middle Tennessee
Reconciliation Between 2A and MLR Report
As of June 30, 2013

<u>Capitation Revenue</u>	<u>Revenue</u>
Revenue reported per MLR report	454,016,796
STAT Adjustment/Other Revenue	(7,002,541)
	447,014,254
TennCare Capitation per 2A	459,171,386
Less: Restated revenue for prior months	(12,157,132)
	447,014,254
Difference	0
<u>Claims & Reserve</u>	<u>Claims</u>
Total 2A Paid Claims and Change in Reserves	392,217,189
	392,217,189
Incurred Claims per the MLR for the reporting period	396,592,942
Restated prior year incurred claims	(4,375,753)
Adjusted MLR	392,217,189
Difference (rounding)	0

**UnitedHealthcare Community Plan - West Tennessee
Reconciliation Between 2A and MLR Report
As of June 30, 2013**

<u>Capitation Revenue</u>	<u>Revenue</u>
Revenue reported per MLR report	355,781,330
STAT Adjustment/Other Revenue	(3,513,996)
	352,267,335
TennCare Capitation per 2A	359,433,667
Less: Restated revenue for prior months	(7,166,333)
	352,267,335
Difference	0
<u>Claims & Reserve</u>	<u>Claims</u>
Total 2A Paid Claims and Change in Reserves	301,657,632
Incurred Claims per the MLR for the reporting period	305,155,655
Restated prior year incurred claims	(3,498,023)
Adjusted MLR	301,657,632
Difference (rounding)	0

STATEMENT AS OF JUNE 30, 2013 OF UNITEDHEALTHCARE PLAN OF THE RIVER VALLEY, INC.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

Tennessee	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Medicare	Medicaid	Other
Total Members at end of:										
1. Prior Year	660,742	-	22,228	-	-	-	XXX	68,317	570,197	-
2. First Quarter	656,750	-	27,478	-	-	-	XXX	62,242	567,030	-
3. Second Quarter	653,615	-	9,615	-	-	-	XXX	72,208	571,792	-
4. Third Quarter	-	-	-	-	-	-	XXX	-	-	-
5. Current Year	-	-	-	-	-	-	XXX	-	-	-
6. Current Year Member Months	3,919,169	-	75,949	-	-	-	XXX	420,985	3,422,235	-
Total Member Ambulatory Encounters for Year:										
7. Physician	3,646,324	-	39,753	-	-	-	XXX	808,298	2,798,273	-
8. Non-Physician	2,071,968	-	6,779	-	-	-	XXX	394,673	1,670,515	-
9. Total	5,718,292	-	46,532	-	-	-	XXX	1,202,972	4,468,788	-
10. Hospital Patient Days Incurred	3,146,832	-	2,227	-	-	-	XXX	117,519	3,027,086	-
11. Number of Inpatient Admissions	210,716	-	458	-	-	-	XXX	15,588	194,670	-
12. Health Premiums Written	1,687,646,205	-	29,278,301	-	-	-	XXX	403,905,274	1,254,462,630	-
13. Life Premiums Direct	-	-	-	-	-	-	XXX	-	-	-
14. Property/Casualty Premiums Written	-	-	-	-	-	-	XXX	-	-	-
15. Health Premiums Earned	1,687,759,760	-	29,278,301	-	-	-	XXX	404,018,829	1,254,462,630	-
16. Property/Casualty Premiums Earned	-	-	-	-	-	-	XXX	-	-	-
17. Amount Paid for Provision of Health Care Services	1,423,847,023	-	25,976,859	-	-	-	XXX	323,807,968	1,074,062,195	-
18. Amount Incurred for Provision of Health Care Services	1,422,540,488	-	19,826,272	-	-	-	XXX	333,717,416	1,068,996,801	-

STATEMENT AS OF JUNE 30, 2013 FOR
UNITEDHEALTHCARE PLAN OF THE RIVER VALLEY, INC.

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

Individually list all debtors with account balances the greater of 10% of gross Premiums Receivable or \$10,000.

Name of Debtor	1-30 Days	31-60 Days	61-90 Days	Over 90 Days	Non Admitted	Admitted
Total Individuals	-	-	-	-	-	-
Group subscribers:						
Group subscriber subtotal	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Premiums due and unpaid not individually listed	\$ 1,554,789	\$ 90,748	\$ 28,049	\$ 257,512	\$ 263,382	\$ 1,667,716
Total group	\$ 1,554,789	\$ 90,748	\$ 28,049	\$ 257,512	\$ 263,382	\$ 1,667,716
Premiums due and unpaid from Medicare entities	\$ 43,454,310	\$ 49,343	\$ 38,249	\$ 416,762	\$ 700,227	\$ 43,258,437
Premiums due and unpaid from Medicaid entities	\$ 43,634,240	\$ 468,643	\$ 455,500	\$ 3,034,359	\$ -	\$ 47,592,742
Accident and health premiums due and unpaid (Page 2, Line 15)	\$ 88,643,339	\$ 608,734	\$ 521,798	\$ 3,708,633	\$ 963,609	\$ 92,518,895

STATEMENT AS OF JUNE 30, 2013 OF UNITEDHEALTHCARE PLAN OF THE RIVER VALLEY, INC.

Exhibit 3 - Health Care Receivables

	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
OptumRx, Inc.	19,134,255	948,134	628,653	1,554,056	3,092,971	19,172,127
Medco Health Solutions, Inc.	1,297,317	0	0	0	1,297,317	0
0199998 Aggregate Pharmaceutical Rebate Receivables Not Individually Listed	0	0	0	0	0	0
0199999 Total Pharmaceutical Rebate Receivables	20,431,572	948,134	628,653	1,554,056	4,390,288	19,172,127
0299998 Aggregate Claim Overpayment Receivables Not Individually Listed	1,922,664	355,973	522,234	8,772,171	9,178,769	2,394,273
0299999 Total Claim Overpayment Receivables	1,922,664	355,973	522,234	8,772,171	9,178,769	2,394,273
0399998 Aggregate Loans and Advances to Providers Not Individually Listed	0	0	0	0	0	0
0399999 Total Loans and Advances to Providers	0	0	0	0	0	0
0499998 Aggregate Capitation Arrangement Receivables Not Individually Listed	0	0	0	0	0	0
0499999 Total Capitation Arrangement Receivables	0	0	0	0	0	0
0599998 Aggregate Risk Sharing Receivables Not Individually Listed	0	0	0	0	0	0
0599999 Total Risk Sharing Receivables	0	0	0	0	0	0
Members Share Cost of Receivables	0	6,540	0	28,350	34,890	0
Plan to Plan Receivable	2,862	0	0	211	3,073	0
0699998 Aggregate Other Receivables Not Individually Listed	0	0	0	0	0	0
0699999 Total Other Receivables	2,862	6,540	0	28,561	37,963	0
0799999 Gross Health Care Receivables	22,357,098	1,310,647	1,150,887	10,354,788	13,607,020	21,566,400

STATEMENT AS OF JUNE 30, 2013 FOR
 UNITEDHEALTHCARE PLAN OF THE RIVER VALLEY, INC.

Exhibit 5 - Amounts Due From Parent, Subsidiaries and Affiliates

	1 Name of Affiliate	2 1 - 30 Days	3 31 -60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Current	8 Non-Current
0100001	United HealthCare Services, Inc.	9,123,455	-	-	-	-	9,123,455	-
0199999	Individually listed receivables	9,123,455	-	-	-	-	9,123,455	-
0299999	Receivables not individually listed							
0399999	Total gross amounts receivable	9,123,455	-	-	-	-	9,123,455	-

STATEMENT AS OF JUNE 30, 2013 FOR
 UNITEDHEALTHCARE PLAN OF THE RIVER VALLEY, INC.

Exhibit 6 - Amounts Due To Parent, Subsidiaries and Affiliates

	1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
0100001	United HealthCare Services, Inc.	Intercompany Payables	79,800,771	79,800,771	-
0199999	Individually listed payables		79,800,771	79,800,771	-
0299999	Payables not individually listed		-	-	-
0399999	Total gross payables		79,800,771	79,800,771	-

AmeriChoice - Tennessee
 Report 2A - TennCare Income Statement
 CRA 2.30.14.3.3 and 2.30.14.3.4

	East	Middle	West	Total TN
Member Months	1,177,203	1,190,544	1,049,630	3,417,377
Revenues:				
TennCare Capitation	436,339,391	458,914,548	359,208,691	1,254,462,630
Investment	-	-	-	-
Other Revenue - TennCare Incentive	285,747	256,838	224,976	767,562
Total Revenues	436,625,138	459,171,386	359,433,667	1,255,230,192
Estimated Expenses:				
Hospital and Medical (two Mental Health)				
Capitated Physician Services	-	-	-	-
Fee-for Service Physician Services	79,777,052	88,203,838	57,926,849	225,907,738
Inpatient Hospital Services	55,819,782	71,708,865	60,386,476	187,915,124
Outpatient Hospital Services	26,526,089	21,877,427	13,046,263	61,449,779
Emergency Room Services	37,772,757	26,177,259	20,375,763	84,325,779
Dental Services	-	-	-	-
Vision Services	1,768,264	1,814,340	1,747,944	5,330,547
Pharmacy Services	-	-	-	-
Home Health Services	6,270,579	9,789,894	7,424,097	23,484,571
Chiropractic Services	-	-	-	-
Radiology Services	8,863,535	9,835,654	5,155,001	23,854,190
Laboratory Services	7,968,783	9,987,034	4,934,275	22,890,092
Durable Medical Equipment Services	5,262,822	5,799,947	3,427,948	14,490,716
Transportation Services	7,142,938	10,311,393	7,791,506	25,245,837
Outside Referrals	-	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-	-
Occupancy, Depreciation and Amortization	-	-	-	-
Nursing Facility Care	90,753,517	75,038,298	71,319,693	237,111,508
HCBS Services	17,269,050	20,212,920	17,801,466	55,283,437
Other Medical and Hospital Services - Write-Ins	4,900,745	3,448,164	6,309,150	14,658,059
Subtotal Medical and Hospital	350,095,913	353,905,033	277,646,431	981,647,377
Mental Health and Substance Abuse Services				
Inpatient Psychiatric Facility Services	3,742,893	4,815,923	5,353,703	13,912,519
Inpatient Substance Abuse Treatment and Detox	861,664	946,006	253,808	2,061,479
Outpatient Mental Health Services	3,044,973	5,125,384	1,464,766	9,635,123
Outpatient Substance Abuse Treatment and Detox	72,409	51,652	67,025	191,085
Housing/Residential Treatment	3,463,653	4,118,404	3,662,955	11,265,013
Specialized Crisis Services	1,522,217	2,111,053	971,906	4,605,177
Psychiatric Rehab and Support Services	2,133,114	5,030,351	4,235,913	11,399,379
Case Management	8,955,311	14,742,597	7,045,675	30,743,583
Forensics	-	-	-	-
Other Judicial	-	-	-	-
Pharmacy	-	-	-	-
Lab Services	-	-	-	-
Transportation	748,076	769,163	649,766	2,167,005
Medical Incentive Pool and Withhold Adjustments	-	-	-	-
Occupancy, Depreciation and Amortization	-	-	-	-
Other Mental Health and Substance Abuse Services	481,757	601,622	285,682	1,369,061
PCP and Specialist Services	-	-	-	-
Other Mental Health Services - Write-Ins	-	-	-	-
Subtotal MH&SAS	25,026,068	38,312,156	24,011,201	87,349,424
Subtotal Hospital, Medical, MH&SAS, CHOICES	375,121,980	392,217,189	301,657,632	1,069,996,801
LESS:				
Net Reinsurance Recoveries Incurred	-	-	-	-
Copayments	-	-	-	-
Subrogation and Coordination of Benefits	-	-	-	-
Subtotal Reinsurance, Copay, Subrogation	375,121,980	392,217,189	301,657,632	1,069,996,801
Total Hospital, Medical, MH&S&S	-	-	-	-
Administration:				
Compensation	-	-	-	-
Direct and Allocated Admin expenses	-	-	-	-
Marketing	-	-	-	-
Interest Expense	-	-	-	-
Premium Tax Expense	24,732,848	25,842,061	19,481,764	70,056,673
Occupancy, Depreciation, and Amortization	-	-	-	-
Other Administration - Write-Ins	33,242,576	36,148,024	27,255,362	96,645,962
Fines and Penalties - Other Write-Ins	111,000	92,258	57,700	260,958
Total Administration Expenses	58,086,424	62,082,343	46,794,826	166,963,593
Total Expenses	433,208,404	454,299,532	348,452,458	1,235,960,394
Extraordinary Item	-	-	-	-
Provision for Income Tax	1,195,857	1,705,149	3,843,423	6,744,429
Net Income (Loss)	2,220,877	3,166,705	7,137,786	12,525,369
Write-Ins for Other Revenues:				
Total Other Revenues	-	-	-	-
Write-Ins for Other Medical and Hospital:				
Other Miscellaneous	4,783,467	3,636,856	3,745,581	12,167,906
Other Capitated Services	117,278	(190,692)	2,563,568	2,490,154
Total Other Medical and Hospital	4,900,745	3,448,164	6,309,150	14,658,059
Detail of Other MH and SAS:				
Total Other MH and SAS	-	-	-	-
Write-Ins for Other Administration:				
Administrative Services Fee	26,345,935	27,664,603	21,513,182	75,523,720
Behavioral Healthcare Services	3,905,529	5,112,671	2,860,116	11,878,316
Speciera Administration Fees	-	-	-	-
Other Miscellaneous	3,102,112	3,463,008	2,939,764	9,504,884
Total Other Administration	33,353,576	36,240,282	27,313,062	96,906,920

1. The statutory quarterly filing Statement of Revenue and Expenses and the 2A includes TennCare Incentives which are presented as Other Revenue per the direction of the TDCL. As these incentives are not considered written premiums or earned premiums per the NAIC guidelines these amounts have been excluded from the statutory quarterly filing Exhibit of Premiums, Enrollment, and Utilization.

UnitedHealthcare Community Plan - East Tennessee
 Report 2A - TennCare Income Statement
 CRA 2.30.14.3.3 and 2.30.14.3.4

	Current Qtr YTD Total as of 6/30/2013	YTD Total as of 6/30/2013	Prior Year as of 12/31/2012
Revenues:			
TennCare Capitation	221,657,782	436,339,391	863,390,419
Investment	-	285,747	7,313,150
Other Revenue - TennCare Incentive	1 285,747	436,625,138	870,703,569
Total Revenues	221,943,530	872,964,276	1,741,407,129

	Current Qtr YTD Total as of 6/30/2013	YTD Total as of 6/30/2013	Prior Year as of 12/31/2012
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	40,912,585	79,777,052	145,699,179
Fee-for-Service Physician Services	26,236,814	55,819,782	106,448,419
Inpatient Hospital Services	14,330,907	26,526,089	48,964,479
Outpatient Hospital Services	18,454,302	37,772,757	62,608,845
Emergency Room Services	-	-	-
Dental Services	950,169	1,768,264	2,736,080
Vision Services	-	-	-
Pharmacy Services	3,132,278	6,270,579	9,663,458
Home Health Services	-	-	-
Chiropractic Services	4,390,229	8,863,535	17,263,577
Radiology Services	4,090,240	7,968,783	15,520,320
Laboratory Services	2,634,561	5,262,822	10,608,797
Durable Medical Equipment Services	3,608,425	7,142,938	12,443,537
Transportation Services	-	-	-
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	45,290,633	90,753,517	199,777,972
Nursing Facility Care	9,013,744	17,269,050	34,502,957
HCBS Services	4,896,093	4,900,745	(1,542,412)
Other Medical and Hospital Services - Write-Ins	177,940,979	350,095,913	664,655,208
Subtotal Medical and Hospital	177,940,979	350,095,913	664,655,208

Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	1,914,351	3,742,893	7,154,581
Inpatient Substance Abuse Treatment and Detox	452,567	861,664	1,318,955
Outpatient Mental Health Services	1,587,578	3,044,973	5,379,874
Outpatient Substance Abuse Treatment and Detox	38,026	72,409	198,042
Housing/Residential Treatment	1,955,980	3,463,653	5,760,936
Specialized Crisis Services	778,748	1,522,217	2,794,542
Psychiatric Rehab and Support Services	1,125,848	2,133,114	4,204,747
Case Management	4,837,498	8,955,311	18,032,026
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	384,757	748,076	1,434,594
Transportation	-	-	-
Medical Incentive Pool and Withhold Adjustments	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Mental Health and Substance Abuse Services	239,924	481,757	851,951
PCP and Specialist Services	-	-	-
Other Mental Health Services - Write-Ins	-	-	-
Subtotal MH&SAS	13,325,275	25,026,068	47,130,250
Subtotal Hospital, Medical, MH&SAS, CHOICES	191,266,254	375,121,980	711,815,458

LESS:			
Net Reinsurance Recoveries Incurred	-	-	-
Copayments	-	-	-
Subrogation and Coordination of Benefits	-	-	-
Subtotal Reinsurance, Copay, Subrogation	-	-	-
Total Hospital, Medical, MH&S	191,266,254	375,121,980	711,815,458
Administration:			
Compensation	-	-	-
Direct and Allocated Admin expenses	-	-	-
Marketing	-	-	-
Interest Expense	-	-	-
Premium Tax Expense	12,667,637	24,732,848	47,828,183
Occupancy, Depreciation, and Amortization	-	-	-
Other Administration - Write-Ins	16,632,120	33,242,576	78,936,540
Fines and Penalties - Other Write-Ins	7,500	111,000	92,100
Total Administration Expenses	29,327,257	58,086,424	126,856,824
Total Expenses	220,593,511	433,208,404	838,672,281
Extraordinary Item	-	-	-
Provision for Income Tax	472,506	1,195,857	11,210,951
Net Income (Loss)	877,512	2,220,877	20,820,337

Write-Ins for Other Revenues:			
Total Other Revenues	-	-	-
Write-Ins for Other Medical and Hospital:			
Other Miscellaneous	4,896,093	4,783,467	(2,050,046)
Other Capitated Services	-	117,278	507,634
Total Other Medical and Hospital	4,896,093	4,900,745	(1,542,412)

Detail of Other MH and SAS:			
Total Other MH and SAS	-	-	-
Write-Ins for Other Administration:			
Administrative Services Fee	13,081,165	26,345,935	69,080,914
Behavioral Healthcare Services	3,905,529	3,905,529	5,522,535
Speciera Administration Fees	-	-	227,972
Other Miscellaneous	(347,073)	3,102,112	4,197,220
Total Other Administration	16,639,620	33,353,576	79,028,641

1. The statutory quarterly filing Statement of Revenue and Expenses and the 2A includes TennCare incentives which are presented as Other Revenue per the direction of the TDCI. As these incentives are not considered written premiums or earned premiums per the NAIC guidelines these amounts have been excluded from the statutory quarterly filing Exhibit of Premiums, Enrollment, and Utilization.

UnitedHealthcare Community Plan - Middle Tennessee
 Report 2A - TennCare Income Statement
 CRA, 2.30.14,3.3 and 2.30.14,3.4

	Current Qtr YTD Total as of 6/30/2013	YTD Total as of 6/30/2013	Prior Year as of 12/31/2012
Revenues:			
TennCare Capitation	232,711,392	458,914,548	918,948,513
Investment	-	-	-
Other Revenue - TennCare Incentive	256,838	256,838	7,259,380
Total Revenues	232,968,230	459,171,386	926,107,893
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	47,227,432	88,203,838	162,710,031
Fee-for-Service Physician Services	36,783,850	71,708,865	136,312,469
Inpatient Hospital Services	11,495,826	21,577,427	42,892,485
Outpatient Hospital Services	13,654,475	26,177,259	47,904,393
Emergency Room Services	899,826	1,814,340	3,438,713
Dental Services	-	-	-
Vision Services	-	-	-
Pharmacy Services	5,332,503	9,789,894	16,949,396
Home Health Services	-	-	-
Chiropractic Services	5,282,839	9,835,654	17,889,151
Radiology Services	5,101,024	9,987,034	17,958,776
Laboratory Services	3,068,744	5,799,947	11,022,066
Durable Medical Equipment Services	5,319,377	10,311,393	20,138,582
Transportation Services	-	-	-
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	36,763,707	75,038,298	161,697,721
Nursing Facility Care	10,188,718	20,212,920	40,394,412
HCBS Services	3,974,845	3,448,164	822,396
Other Medical and Hospital Services - Write-Ins	185,093,166	353,905,033	680,070,590
Subtotal Medical and Hospital			
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	2,370,942	4,815,923	8,608,845
Inpatient Substance Abuse Treatment and Detox	482,151	946,006	1,635,403
Outpatient Mental Health Services	2,623,822	5,125,384	9,647,326
Outpatient Substance Abuse Treatment and Detox	31,458	51,652	82,555
Housing/Residential Treatment	2,197,459	4,118,404	6,704,451
Specialized Crisis Services	1,077,790	2,111,053	4,203,742
Psychiatric Rehab and Support Services	2,521,116	5,030,351	8,963,382
Case Management	7,571,421	14,742,597	30,152,400
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	382,040	769,163	1,508,876
Medical Incentive Pool and Withhold Adjustments	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Mental Health and Substance Abuse Services	306,172	601,622	1,049,116
PCP and Specialist Services	-	-	-
Other Mental Health Services - Write-Ins	-	-	-
Subtotal MH&SAS	19,563,872	38,312,156	72,456,096
Subtotal Hospital, Medical, MH&SAS, CHOICES	204,656,538	392,217,189	752,526,686
LESS:			
Net Reinsurance Recoveries Incurred	-	-	-
Copayments	-	-	-
Subrogation and Cordination of Benefits	-	-	-
Subtotal Reinsurance, Copy, Subrogation	-	-	-
Total Hospital, Medical, MH&S	204,656,538	392,217,189	752,526,686
Administration:			
Compensation	-	-	-
Direct and Allocated Admin expenses	-	-	-
Marketing	-	-	-
Interest Expense	-	-	-
Premium Tax Expense	-	25,842,061	51,796,935
Occupancy, Depreciation, and Amortization	18,129,575	36,148,024	85,376,659
Other Administration - Write-Ins	23,000	92,258	184,972
Fines and Penalties - Other Write-Ins	18,152,575	62,082,343	137,338,566
Total Administration Expenses	222,809,113	454,299,532	889,865,252
Extraordinary Item	-	-	-
Provision for Income Tax	3,555,691	1,705,149	12,684,924
Net Income (Loss)	6,603,426	3,168,705	23,557,716
Write-Ins for Other Revenues:			
Total Other Revenues	-	-	-
Write-Ins for Other Medical and Hospital:			
Other Miscellaneous	4,073,403	3,638,856	(539,083)
Other Capitated Services	(98,558)	(190,692)	1,361,479
Total Other Medical and Hospital	3,974,845	3,448,164	822,396
Detail of Other MH and SAS:			
Total Other MH and SAS	-	-	-
Write-Ins for Other Administration:			
Administrative Services Fee	13,732,025	27,664,603	72,595,432
Behavioral Healthcare Services	2,163,184	5,112,671	6,976,087
Spectera Administration Fees	-	-	251,089
Other Miscellaneous	2,257,366	3,483,008	5,719,023
Total Other Administration	18,152,575	36,240,282	85,541,631

1. The statutory quarterly filing Statement of Revenue and Expenses and the 2A includes TennCare incentives which are presented as Other Revenue per the direction of the TDCL. As these incentives are not considered written premiums or earned premiums per the MAC guidelines these amounts have been excluded from the statutory quarterly filing Exhibit of Premiums, Enrollment, and Utilization.

UnitedHealthcare Community Plan - West Tennessee
 Report 2A - TennCare Income Statement
 West Tennessee CRA 2.30.14.3.3 and 2.30.14.3.4

	Current Qtr YTD Total as of 6/30/2013	YTD Total as of 6/30/2013	Prior Year as of 12/31/2012
Revenues:			
TennCare Capitation	182,772,778	359,208,691	730,941,031
Investment	224,976	224,976	3,738,972
Other Revenue - TennCare Incentive	182,997,755	359,433,667	734,680,003
Total Revenues	526,663	1,049,630	2,098,607
Member Months			
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	-	-	-
Fee-for-Service Physician Services	30,729,222	57,926,849	108,656,248
Inpatient Hospital Services	30,248,466	60,386,476	117,549,111
Outpatient Hospital Services	6,851,705	13,046,263	25,906,101
Emergency Room Services	10,327,736	20,375,763	34,325,300
Dental Services	-	-	-
Vision Services	964,045	1,747,944	2,854,403
Pharmacy Services	-	-	-
Home Health Services	4,024,348	7,424,097	12,118,695
Chiropractic Services	-	-	-
Radiology Services	2,781,722	5,155,001	10,552,557
Laboratory Services	2,481,962	4,934,275	9,314,417
Durable Medical Equipment Services	1,828,277	3,427,948	6,594,836
Transportation Services	3,894,445	7,791,506	14,935,875
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	35,210,159	71,319,693	146,771,072
Nursing Facility Care	9,115,146	17,801,466	34,146,263
HCBS Services	5,008,949	6,309,150	2,821,849
Other Medical and Hospital Services - Write-Ins	143,467,184	277,646,431	526,546,727
Subtotal Medical and Hospital			
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	2,518,058	5,353,703	11,371,974
Inpatient Substance Abuse Treatment and Detox	134,418	253,808	626,806
Outpatient Mental Health Services	826,544	1,464,786	3,049,578
Outpatient Substance Abuse Treatment and Detox	32,034	67,025	113,372
Housing/Residential Treatment	1,904,212	3,682,955	7,005,785
Specialized Crisis Services	515,673	971,906	2,080,551
Psychiatric Rehab and Support Services	1,949,661	4,235,913	6,512,760
Case Management	3,821,514	7,045,675	15,941,434
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	323,773	649,766	1,383,714
Medical Incentive Pool and Withhold Adjustments	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Mental Health and Substance Abuse Services	192,796	285,682	679,293
PCR and Specialist Services	-	-	-
Other Mental Health Services - Write-Ins	-	-	-
Subtotal MH&SAS			
Subtotal Hospital, Medical, MH&SAS, CHOICES	12,218,684	24,011,201	48,765,267
	155,685,668	301,657,632	575,311,993
LESS:			
Net Reinsurance Recoveries Incurred	-	-	-
Copayments	-	-	-
Subrogation and Coordination of Benefits	-	-	-
Subtotal Reinsurance, Copay, Subrogation	-	-	-
Total Hospital, Medical, MH&S			
Administration:			
Compensation	-	-	-
Direct and Allocated Admin expenses	-	-	-
Marketing	-	-	-
Interest Expense	-	-	-
Premium Tax Expense	-	19,481,764	41,107,274
Occupancy, Depreciation, and Amortization	13,755,290	27,255,362	67,151,486
Other Administration - Write-Ins	9,000	57,700	(132,418)
Fines and Penalties - Other Write-Ins	13,764,290	46,794,826	108,126,341
Total Administration Expenses	169,450,158	348,452,458	683,438,335
Extraordinary Item	-	-	-
Provision for Income Tax	4,741,659	3,843,423	17,934,584
Net Income (Loss)	8,805,938	7,137,786	33,307,084
Write-Ins for Other Revenues:			
Total Other Revenues	-	-	-
Write-Ins for Other Medical and Hospital:			
Other Miscellaneous	3,843,015	3,745,581	(1,748,810)
Other Capitated Services	1,165,934	2,663,668	4,571,659
Total Other Medical and Hospital	5,008,949	6,309,150	2,821,849
Detail of Other MH and SAS:			
Total Other MH and SAS	-	-	-
Write-Ins for Other Administration:			
Administrative Services Fee	10,786,070	21,513,182	59,945,283
Behavioral Healthcare Services	1,184,969	2,860,116	3,655,460
Speciera Administration Fees	-	-	219,102
Other Miscellaneous	1,793,250	2,939,764	3,199,223
Total Other Administration	13,764,290	27,313,062	67,019,067

1. The statutory quarterly filing Statement of Revenue and Expenses and the 2A includes TennCare Incentives which are presented as Other Revenue per the direction of the TDCl. As these incentives are not considered written premiums or earned premiums per the NAIC guidelines these amounts have been excluded from the statutory quarterly filing Exhibit of Premiums, Enrollment, and Utilization.