



SUPPLEMENTAL EXHIBIT FOR THE YEAR 2008 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SUPPLEMENTAL COMPENSATION EXHIBIT

For The Year Ended December 31, 2008
(To be filed by March 1)

PART 1 - INTERROGATORIES

1. The reporting insurer is a member of a group of insurers or other holding company system: Yes No If yes, do the amounts below represent
 1) total gross compensation paid to each individual by or on behalf of all companies which are part of the group: Yes ; or 2) allocation to each insurer: Yes .
2. Did any person while an officer, director, or trustee of the reporting entity receive directly or indirectly, during the period covered by this statement any commission on the business transactions of the reporting entity? Yes No
3. Except for retirement plans generally applicable to its staff employees, has the reporting entity any agreement with any person, other than contracts with its agents for the payment of commission whereby it agrees that for any service rendered or to be rendered, that he/she shall receive directly or indirectly, any salary, compensation or employment that will extend beyond a period of 12 months from the date of the agreement? Yes No

PART 2 - OFFICERS AND EMPLOYEES COMPENSATION

1 Name and Principal Position	2 Year	Annual Compensation			6 Totals
		3 Salary	4 Bonus	5 All Other Compensation	
Chief Executive Officer -	2008				0
	2007				0
	2006				0
1	2008				0
	2007				0
	2006				0
2	2008				0
	2007				0
	2006				0
3	2008				0
	2007				0
	2006				0
4	2008				0
	2007				0
	2006				0
5	2008				0
	2007				0
	2006				0
6	2008				0
	2007				0
	2006				0
7	2008				0
	2007				0
	2006				0
8	2008				0
	2007				0
	2006				0
9	2008				0
	2007				0
	2006				0

PART 3 - DIRECTOR COMPENSATION

1 Name and Principal Position or Occupation	2 Compensation Paid or Deferred for Services as Director	3 All Other Compensation Paid or Deferred	4 Totals

N/A - All Officer and Employee Compensation is paid by UnitedHealthcare Services Co - River Valley

STATEMENT AS OF DECEMBER 31, 2008 OF UNITEDHEALTHCARE PLAN OF THE RIVER VALLEY, INC.

PREMIUMS, ENROLLMENT AND UTILIZATION TABLE

TennCare Supplement	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Medicare	9 Medicaid	10 TennCare Self-Funded	13 Other
		2 Individual	3 Group								
Total Members at end of:											
1. Prior Year	145,256		38,345				XXX	28,721	-	78,190	-
2. First Quarter	331,715		30,768				XXX	33,412	183,309	84,226	-
3. Second Quarter	334,948		32,994				XXX	35,674	181,705	84,575	-
4. Third Quarter	348,017		32,281				XXX	37,734	180,264	97,738	-
5. Current Year	518,538		32,605				XXX	38,280	349,915	97,738	-
6. Current Year Member Months	8,464,518		4,430,112				XXX	428,862	2,545,230	1,060,314	-
Total Member Ambulatory Encounters for Year:											
7. Physician	3,379,776		1,778,445				XXX	54,958	1,091,618	454,755	-
8. Non-Physician	514,965		266,505				XXX	5,132	171,770	71,558	-
9. Total	3,894,741		2,044,950				XXX	60,090	1,263,388	526,313	-
10. Hospital Patient Days Incurred	523,987		266,215				XXX	9,153	175,505	73,114	-
11. Number of Inpatient Admissions	96,546		49,052				XXX	1,629	32,377	13,488	-
12. Premiums Written	1,148,625,167		111,347,598				XXX	373,124,316	664,153,253		-
13. Life Premiums Direct	-						XXX				-
14. Property/Casualty Premiums Written	-						XXX				-
15. Health Premiums Earned	1,148,625,167		111,347,598				XXX	373,124,316	664,153,253		-
16. Property/Casualty Premiums Earned	-						XXX				-
17. Amount Paid for Provision of Health Care Services	1,101,284,983		95,640,442				XXX	294,243,636	506,041,881	205,359,024	-
18. Amount Incurred for Provision of Health Care Services	1,159,223,840		92,596,552				XXX	293,204,592	565,496,833	207,925,863	-



STATE OF TENNESSEE
DEPARTMENT OF COMMERCE AND INSURANCE

CERTIFICATE OF COMPLIANCE COVERING ADVERTISEMENT
OF ACCIDENT AND HEALTH POLICIES

This is to certify that to the best of my knowledge, information and belief, the advertisements which were disseminated by UHC Plan of the River Valley, Inc during the preceding statement year, complied with or were made to comply in all respects with the provisions of the Insurance Laws and Rules of Tennessee as prescribed in Tenn. Comp. R & Regs., Department of Commerce Insurance, ch. 0780-1-8.17 and the ruling issued thereunder by the State Commissioner of Commerce and Insurance of the State of Tennessee.

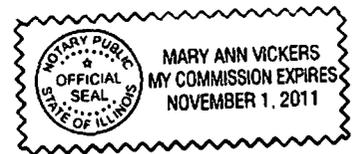
Dail [Signature] 2/18/09
Authorized Officer Date

President
Officers Title

Subscribed and sworn to before me this Feb. 18, 2009
(date)

My Commission Expires Nov. 1, 2011
(date)

Mary Ann Vickers
Notary Signature:



**REPRESENTATION STATEMENT
MATTERS PERTAINING TO
EXAMINATION OF STATUTORY ACTUARIAL ITEMS**

To: Deloitte Consulting LLP
From: UnitedHealthcare Plan of the River Valley, Inc.
Subject: Representation Statement for Data Items at December 31, 2008

In connection with your examination of the unpaid claim liability to be included in the statutory annual statement of UnitedHealthcare Plan of the River Valley, Inc. as of December 31, 2008, I represent that, to the best of my knowledge and belief:

1. All information which affects the actuarial items examined has been given to you; and
2. Membership, incurred and paid claims records, claims inventory, utilization statistics, and other information provided are complete and accurate or it has been represented to me that they are complete and accurate. I have verified, or it has been represented to me, that the paid claims records used to create the claims triangles, reconcile to the general ledger paid claims (or differences have been noted); and
3. I have disclosed all items, that I am aware of, that would have a material impact on the reserves.

Signed:

Chanda Fredrickson

Name:

Chanda Fredrickson

Title:

Manager, Accounting

Date:

2/17/09

**UNITEDHEALTHCARE PLAN OF THE RIVER VALLEY, INC.
DECEMBER 31, 2008**

**RECONCILIATION FROM GAAP BALANCE SHEET TO THE STATUTORY BASIS STATEMENTS
ASSETS**

	GAAP	SAP ADJUSTMENTS	SAP
1. Bonds	311,109,701	0	311,109,701
2. Stocks			
2.1 Preferred stocks	0	0	0
2.2 Common stocks	0	0	0
3. Mortgage loans on real estate			
4. Real estate			
5. Cash and short-term investments	154,118,441	0	154,118,441
6. Contract loans			
7. Other invested assets	0	0	0
8. Receivable for securities	0	0	0
9. Aggregate write-ins for invested assets	0	0	0
10. Subtotal cash and invested assets	465,228,142	0	465,228,142
12. Investment income due and accrued	3,489,631	0	3,489,631
13.1 Uncollected premiums	17,702,790	0	17,702,790
13.3 Accrued Retrospective Premium	5,033,653	0	5,033,653
14.1 Amounts recoverable from reinsurers	1,000,466	0	1,000,466
15. Amounts receivable relating to uninsured accident and health plans	8,795,639	0	8,795,639
16.1 Current federal and foreign income tax recoverable and interest	0	0	2,278,454
16.2 Net deferred tax asset	52,553,874	(45,926,743)	6,627,131
17. Guaranty fund receivable or on deposit			
18. Electronic data processing equipment and software			
19. Furniture and equipment, including health care delivery assets			
20. Net adjustment in assets and liabilities due to foreign exchange rates			
21. Receivables from parent, subsidiaries and affiliates			
22. Health Care Receivables	4,670,372	(1,257,834)	3,412,538
23. Other assets nonadmitted			
24. Aggregate write-ins for other than invested assets	8,458	0	8,458
26. Total assets	560,761,479	(47,184,577)	513,576,902

**UNITEDHEALTHCARE PLAN OF THE RIVER VALLEY, INC.
DECEMBER 31, 2008**

**RECONCILIATION FROM GAAP BALANCE SHEET TO THE STATUTORY BASIS STATEMENTS
LIABILITIES, CAPITAL AND SURPLUS**

	GAAP	SAP ADJUSTMENTS	SAP
1. Claims unpaid	224,544,575		224,544,575
2. Accrued medical incentive pool and bonus payments	2,062,000		2,062,000
3. Unpaid claims adjustment expenses	2,273,488		2,273,488
4. Aggregate health policy reserves	3,824,671		3,824,671
5. Aggregate life policy reserves	0		
6. Property/casualty unearned premium reserves			
7. Aggregate health claim reserves	366,608		366,608
8. Premiums received in advance	6,237,379		6,237,379
9. General expenses due or accrued	10,124,245		10,124,245
10.1. Federal and foreign income taxes payable and interest thereon	0		0
10.2. Net deferred tax liability			0
11. Ceded reinsurance premiums payable			
12. Amounts withheld or retained for the account of others	0		
13. Remittance and items not allocated			
14. Borrowed money and interest thereon	0		
15. Amounts due to parent, subsidiaries and affiliates	38,593,059		38,593,059
16. Payable for Securities	0		
17. Funds held under reinsurance treaties with	0		
18. Reinsurance in unauthorized companies	0		
19. Net adjustment in assets and liabilities due to foreign exchange rates	0		
20. Liability for amounts held under uninsured accident and health plans	0		0
21. Aggregate write-ins for other liabilities	0		0
22. Total liabilities	288,026,025	0	288,026,025
23. Common capital stock	610,000	0	610,000
24. Preferred capital stock	0	0	0
25. Gross Paid in and contributed surplus	37,441,000	0	37,441,000
26. Surplus notes	0	0	0
27. Aggregate write-ins for other than special surplus funds	0	1,500,000	1,500,000
28. Unassigned funds (surplus)	185,999,877	0	185,999,877
29. Less treasury stock, at cost:	0	0	0
29.1 _____ shares common	0	0	0
29.2 _____ shares preferred	0	0	0
30. Total capital and surplus	224,050,877	1,500,000	225,550,877
31. Total liabilities, capital and surplus	512,076,902	1,500,000	513,576,902

**UNITEDHEALTHCARE PLAN OF THE RIVER VALLEY, INC.
DECEMBER 31, 2008**

RECONCILIATION FROM GAAP INCOME STATEMENT TO THE STATUTORY BASIS STATEMENTS

		SAP		
		GAAP	ADJUSTMENTS	SAP
1.	Member Months	4,390,043		4,390,043
		-		
2.	Net premiums income	1,438,002,359		1,438,002,359
3.	Change in unearned premium reserves and reserve for rate credit	-		
4.	Fee-for-service	-		
5.	Risk revenue	-		
6.	Aggregate write-ins for other health care related revenues	-		0
7.	Aggregate write-ins for other non-health revenues	-		
8.	Total revenues	1,438,002,359	0	1,438,002,359
Medical and Hospital:				
9.	Hospital/medical benefits	1,107,868,002		1,107,868,002
10.	Other Professional Services	3,066,411		3,066,411
11.	Outside Referrals	-		
12.	Emergency Room and Out-of-Area	-		0
13.	Prescription Drugs	85,235,696		85,235,696
14.	Aggregate Write-ins for other medical and hospital	-		
15.	Incentive pool and withhold adjustments	2,727,861		2,727,861
16.	Subtotal	1,198,897,970	0	1,198,897,970
		-		
LESS:				
17.	Net reinsurance recoveries	1,141,657		1,141,657
18.	Total hospital and medical	1,197,756,313	0	1,197,756,313
19.	Non-health claims			
20.	Claims adjustment expenses	38,125,705		38,125,705
21.	General administrative expenses	135,687,168	0	135,687,168
22.	Increase in reserves for life and accident and health contracts	-		0
23.	Total underwriting deductions	1,371,569,186	0	1,371,569,186
24.	Net underwriting gain or (loss)	66,433,173	0	66,433,173
25.	Net investment income earned	14,347,412		14,347,412
26.	Net realized capital gains or (losses)	1,855,876		1,855,876
27.	Net investment gains or (losses)	16,203,288	0	16,203,288
28.	Net gain or (loss) from agent's or premium balances charged off	0		
29.	Aggregate write-ins for other income or expenses	(16,139)		(16,139)
30.	Net income or (loss) before federal income taxes	82,620,322	0	82,620,322
31.	Federal and foreign income taxes incurred	25,625,111		25,625,111
32.	Net income (loss)	56,995,211	0	56,995,211