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HEALTH ANNUAL STATEMENT FOR THE YEAR ENDING DECEMBER 31, 2008 OF THE CONDITION AND AFFAIRS OF THE

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UnitedHealthcare Plan of the River Valley, Inc.

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

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

Country of Domicile United States

Licensed as business type: Life, Accident & Health [], Property/Casualty [], Dental Service Corporation [], Vision Service Corporation [], Other [], Health Maintenance Organization [X], Hospital, Medical & Dental Service or Indemnity [], Is HMO, Federally Qualified? Yes [] No [X]

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

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

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

Mail Address 1300 River Drive, Suite 200 (Street and Number or P.O. Box) Moline, IL 61265 (City or Town, State and Zip Code)

Primary Location of Books and Records 1300 River Drive (Street and Number) Moline, IL 61265 (City or Town, State and Zip Code) 309-757-6285 (Area Code) (Telephone Number)

Internet Website Address UHCRiverValley.com

Statutory Statement Contact Joan G. Mincer (Name) 309-757-6285 (Area Code) (Telephone Number) (Extension) 888-250-1769 (FAX Number) Joan_G.Mincer@UHC.com (E-mail Address)

OFFICERS

Name Daniel Roger Kueter #, Title President, Name Robert Worth Oberrender #, Title Treasurer, Name Mary Lynn Stanislav #, Title Secretary

OTHER OFFICERS

Bruce Chase Steffens M.D., Chief Medical Officer

DIRECTORS OR TRUSTEES

James Edward Hecker, William Kenneth Appelgate, Cathie Sue Whiteside, Victoria Kauzlarich, Thomas Patrick Wiffler, Bruce Chase Steffens M.D., Daniel Roger Kueter #, Nyle Brent Cottingham #

State of Illinois County of Rock Island

State of Minnesota County of Hennepin

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...

Signature of Daniel Roger Kueter, Daniel Roger Kueter President

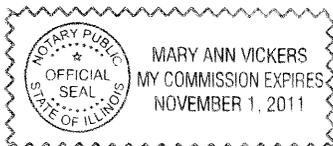
Signature of Mary Lynn Stanislav, Mary Lynn Stanislav Secretary

Subscribed and sworn to before me This 18 day of February 2009

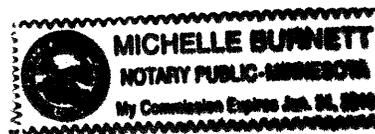
Subscribed and sworn to before me This 12th day of February 2

Signature of Mary Ann Vickers, (Signature)

Signature of Michelle Burnett, (Signature)



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





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FOR THE YEAR ENDING DECEMBER 31, 2008
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(Name) (Area Code) (Telephone Number) (Extension)
Joan_G_Mincer@UHC.com 888-250-1769
(E-mail Address) (FAX Number)

OFFICERS

Name	Title	Name	Title
<u>Daniel Roger Kueter #</u>	<u>President</u>	<u>Robert Worth Oberrender #</u>	<u>Treasurer</u>
<u>Mary Lynn Stanislav #</u>	<u>Secretary</u>		

OTHER OFFICERS

<u>Bruce Chase Steffens M.D.</u>	<u>Chief Medical Officer</u>		
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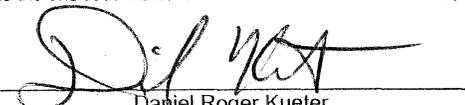
DIRECTORS OR TRUSTEES

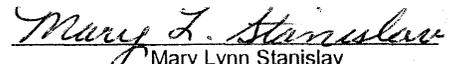
<u>James Edward Hecker</u>	<u>William Kenneth Appelgate</u>	<u>Cathie Sue Whiteside</u>	<u>Victoria Kauzlarich</u>
<u>Thomas Patrick Wiffler</u>	<u>Bruce Chase Steffens M.D.</u>	<u>Daniel Roger Kueter #</u>	<u>Nyle Brent Cottingham #</u>

State of Illinois
County of Rock Island

State of Minnesota
County of Hennepin

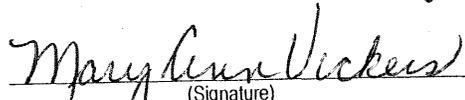
The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and 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 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 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; (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 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.


 Daniel Roger Kueter
 President

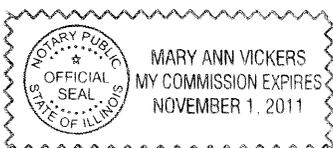

 Mary Lynn Stanislav
 Secretary

Subscribed and sworn to before me
 This 18 day of February 2009

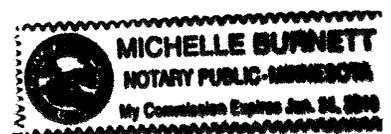
Subscribed and sworn to before me
 This 12th day of February 2009


 (Signature)


 (Signature)



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



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 Yes No
 1) total gross compensation paid to each individual by or on behalf of all companies which are part of the group; or Yes No
 2) allocation to each insurer? Yes No
 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 commissions whereby it agrees that for any service rendered or to be rendered, that he/she shall receive directly or indirectly, any salary, compensation or emolument 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			
		3 Salary	4 Bonus	5 All Other Compensation	6 Totals
President and Director Daniel Roger Kueter	2008	48,116	15,296	15,640	79,053
	2007	66,667	28,333	83,435	178,435
	2006				
Eric Paul Vice President	2008	168,623	106,000	10,354	284,976
	2007				
	2006				
Bruce Chase Steffens, M.D. Chief Medical Officer and Director	2008	85,965	27,050	25,305	138,319
	2007	101,957	28,548	29,649	160,153
	2006	70,882		2,302	73,184
James Alan Cousins Former Treasurer, Former Chief Financial Officer and Former Director	2008	27,657	14,583	12,970	55,210
	2007	64,552	23,333	24,070	111,955
	2006	53,060	-	1,601	54,661
Richard Lowell Bartsh, M.D. Former President and Former Director	2008	4,390	-	29,651	34,041
	2007	118,333	33,400	47,892	199,626
	2006	96,445	-	3,018	99,463

PART 3-DIRECTOR COMPENSATION

1 Name and Principal Position or Occupation	2 Compensation Paid or Deferred for Services as a Director	3 All Other Compensation Paid or Deferred	4 Totals
Directors			
William Kenneth Applegate, Ph. D. Consumer Director	2008	3,000	3,000
Forrest Gregory Burke Former Director	2008		1,092
Nyle Brent Cottingham Director	2008		2,750
Victoria Jane Graves Former Director	2008		10,522
James Edward Hecker Consumer Director	2008	0	0
Victoria Jean Kauzlarich Consumer Director	2008	3,000	3,000
Cathie Sue Whiteside Consumer Director	2008	0	0
Thomas Patrick Wiffler Director	2008		38,097