

HEALTH QUARTERLY STATEMENT
 AS OF JUNE 30, 2009
 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 IL

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 Moline, IL 61265
(Street and Number) (City or Town, State and Zip Code)

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

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

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

Internet Web Site Address UHCRiverValley.com

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

OFFICERS

President Daniel Roger Kueter Treasurer Robert Worth Oberrender
 Secretary Christina Regina Palme-Krizak #

OTHER

Bruce Chase Steffens M.D. Chief Medical Officer

DIRECTORS OR TRUSTEES

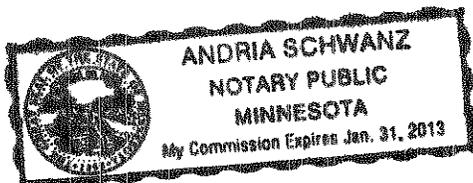
<u>James Edward Hecker</u>	<u>Bruce Chase Steffens M.D.</u>	<u>William Kenneth Appelgate Ph.D.</u>
<u>Daniel Roger Kueter</u>	<u>Cathie Sue Whiteside</u>	<u>Eric Paul #</u>
<u>Victoria Jean Kauzlarich</u>	<u>Thomas Patrick Wiffler</u>	<u>Michael Paul Radu #</u>

State of Illinois State of Minnesota State of NOT USED
 County of Rock Island County of Hennepin County of _____

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.

 _____ Daniel Roger Kueter President	 _____ Christina Regina Palme-Krizak Secretary	_____ NOT USED
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Subscribed and sworn to before me this <u>24</u> day of <u>July</u> , <u>2009</u> 	Subscribed and sworn to before me this <u>30th</u> day of <u>July</u> 	Subscribed and sworn to before me this _____ day of _____
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- 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.....

STATEMENT AS OF JUNE 30, 2009 OF THE UnitedHealthcare Plan of the River Valley, Inc.

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ 0 reinsurance ceded)	256,838,027	18,946,389	275,784,416	224,544,575
2. Accrued medical incentive pool and bonus amounts	1,282,000		1,282,000	2,062,000
3. Unpaid claims adjustment expenses	3,129,130		3,129,130	2,273,488
4. Aggregate health policy reserves	4,132,013		4,132,013	3,824,671
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves	313,483		313,483	366,608
8. Premiums received in advance	11,106,674		11,106,674	6,237,379
9. General expenses due or accrued	15,644,051		15,644,051	10,124,245
10.1 Current federal and foreign income tax payable and interest thereon (including \$ 0 on realized gains (losses))	16,749,533		16,749,533	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable	178,949		178,949	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	118,734,252	0	118,734,252	38,593,059
16. Payable for securities		0	0	0
17. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
18. Reinsurance in unauthorized companies			0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
20. Liability for amounts held under uninsured plans			0	0
21. Aggregate write-ins for other liabilities (including \$ current)	0	0	0	0
22. Total liabilities (Lines 1 to 21)	428,108,112	18,946,389	447,054,501	288,026,025
23. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
24. Common capital stock	XXX	XXX	610,000	610,000
25. Preferred capital stock	XXX	XXX		
26. Gross paid in and contributed surplus	XXX	XXX	37,441,000	37,441,000
27. Surplus notes	XXX	XXX		
28. Aggregate write-ins for other than special surplus funds	XXX	XXX	1,500,000	1,500,000
29. Unassigned funds (surplus)	XXX	XXX	226,682,181	185,999,877
30. Less treasury stock, at cost:				
30.1 shares common (value included in Line 24 \$)	XXX	XXX		
30.2 shares preferred (value included in Line 25 \$)	XXX	XXX		
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	266,233,181	225,550,877
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	713,287,682	513,576,902
DETAILS OF WRITE-INS				
2101.				
2102.				
2103.				
2198. Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199. Totals (Lines 2101 through 2103 plus 2198)(Line 21 above)	0	0	0	0
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	XXX	XXX	0	0
2801. Reserve and Restricted Funds	XXX	XXX	1,500,000	1,500,000
2802.	XXX	XXX		
2803.	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899. Totals (Lines 2801 through 2803 plus 2898)(Line 28 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	4,614,810	2,000,808	4,390,043
2. Net premium income (including \$ non-health premium income)	XXX	1,134,531,152	687,547,206	1,438,002,359
3. Change in unearned premium reserves and reserve for rate credits	XXX	405,022		0
4. Fee-for-service (net of \$ medical expenses)	XXX			0
5. Risk revenue	XXX			0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	1,134,936,174	687,547,206	1,438,002,359
Hospital and Medical:				
9. Hospital/medical benefits	49,020,261	907,393,954	515,878,500	1,107,868,002
10. Other professional services		3,184,758	303,083	3,066,411
11. Outside referrals				0
12. Emergency room and out-of-area				0
13. Prescription drugs		45,059,445	45,777,350	85,235,696
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		(112,055)	0	2,727,861
16. Subtotal (Lines 9 to 15)	49,020,261	955,526,102	561,958,933	1,198,897,970
Less:				
17. Net reinsurance recoveries			641,424	1,141,657
18. Total hospital and medical (Lines 16 minus 17)	49,020,261	955,526,102	561,317,509	1,197,756,313
19. Non-health claims (net)				0
20. Claims adjustment expenses, including \$ cost containment expenses	0	25,780,636	16,823,373	38,125,705
21. General administrative expenses	0	104,700,612	68,271,301	135,687,168
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)				0
23. Total underwriting deductions (Lines 18 through 22)	49,020,261	1,086,007,350	646,412,183	1,371,569,186
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	48,928,824	41,135,023	66,433,173
25. Net investment income earned		6,868,624	7,606,902	14,347,412
26. Net realized capital gains (losses) less capital gains tax of \$ 505,187		1,675,100	1,386,084	1,855,876
27. Net investment gains (losses) (Lines 25 plus 26)	0	8,543,724	8,992,986	16,203,288
28. Net gain or (loss) from agents' or premium balances charged off ((amount recovered \$ (amount charged off \$))				
29. Aggregate write-ins for other income or expenses	0	(134,611)	0	(16,139)
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	57,337,937	50,128,009	82,620,322
31. Federal and foreign income taxes incurred	XXX	17,857,998	21,735,744	25,625,111
32. Net income (loss) (Lines 30 minus 31)	XXX	39,479,939	28,392,265	56,995,211
DETAILS OF WRITE-INS				
0601.	XXX			
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	0	0	0
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 - Regulatory Authorities	0	(134,611)	0	(16,139)
2902.				
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	(134,611)	0	(16,139)

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	225,550,877	168,499,155	168,499,155
34. Net income or (loss) from Line 32	39,479,939	28,392,265	56,995,211
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ (3)	(6)		
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	19,513	(149,412)	(3,334,105)
39. Change in nonadmitted assets	(801,120)	429,042	4,485,978
40. Change in unauthorized 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			
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			
45. Surplus adjustments:			
45.1 Paid in	0	0	0
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			
46. Dividends to stockholders		0	0
47. Aggregate write-ins for gains or (losses) in surplus	1,983,982	0	(1,095,362)
48. Net change in capital & surplus (Lines 34 to 47)	40,682,308	28,671,895	57,051,722
49. Capital and surplus end of reporting period (Line 33 plus 48)	266,233,185	197,171,050	225,550,877
DETAILS OF WRITE-INS			
4701. Corrections subsequent to issuance of the 2007 annual statement	1,983,982	0	(1,052,553)
4702. Income Taxes to Surplus Adj			(42,809)
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)	1,983,982	0	(1,095,362)

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance	1,115,709,932	1,430,822,904
2. Net investment income	6,248,908	15,914,225
3. Miscellaneous income	0	0
4. Total (Lines 1 to 3)	1,121,958,840	1,446,737,129
5. Benefit and loss related payments	905,092,479	1,145,562,951
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7. Commissions, expenses paid and aggregate write-ins for deductions	124,961,442	173,608,074
8. Dividends paid to policyholders		
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	(1,169,989)	22,164,948
10. Total (Lines 5 through 9)	1,028,883,932	1,341,335,973
11. Net cash from operations (Line 4 minus Line 10)	93,074,908	105,401,156
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	78,107,130	194,006,828
12.2 Stocks	0	0
12.3 Mortgage loans	0	0
12.4 Real estate	0	0
12.5 Other invested assets	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0
12.7 Miscellaneous proceeds	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	78,107,130	194,006,828
13. Cost of investments acquired (long-term only):		
13.1 Bonds	160,539,918	268,772,174
13.2 Stocks	0	0
13.3 Mortgage loans	0	0
13.4 Real estate	0	0
13.5 Other invested assets	0	0
13.6 Miscellaneous applications	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	160,539,918	268,772,174
14. Net increase (or decrease) in contract loans and premium notes	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(82,432,788)	(74,765,346)
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0
16.3 Borrowed funds	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0
16.5 Dividends to stockholders	0	0
16.6 Other cash provided (applied)	91,556,760	(1,166,765)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	91,556,760	(1,166,765)
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)	102,198,880	29,469,045
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	154,118,441	124,649,396
19.2 End of period (Line 18 plus Line 19.1)	256,317,321	154,118,441

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

STATEMENT AS OF JUNE 30, 2009 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	506,485	0	115,084	0	0	0	0	41,486	349,915	0
2. First Quarter	660,018	0	111,304	0	0	0	4,538	37,078	507,098	0
3. Second Quarter	675,478	0	104,650	0	0	0	4,574	37,690	528,564	0
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	4,614,810	0	737,979	0	0	0	13,599	223,337	3,639,895	0
Total Member Ambulatory Encounters for Period:										
7. Physician	1,741,305	0	251,090	0	0	0	10,586	210,873	1,268,756	0
8. Non-Physician	298,201	0	41,377	0	0	0	2,163	23,413	231,248	0
9. Total	2,039,506	0	292,467	0	0	0	12,749	234,286	1,500,004	0
10. Hospital Patient Days Incurred	321,621	0	8,550	0	0	0	590	97,594	214,887	0
11. Number of Inpatient Admissions	46,044	0	3,280	0	0	0	143	7,095	35,526	0
12. Health Premiums Written (a)	1,135,661,241	0	179,439,990	0	0	0	9,061,042	241,879,844	705,280,365	0
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	1,135,661,241		179,439,990				9,061,042	241,879,844	705,280,365	
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	892,000,796		141,780,850				8,257,274	178,006,894	563,955,778	
18. Amount Incurred for Provision of Health Care Services	955,526,102		138,808,427				9,074,768	195,963,991	611,678,916	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 241,879,844

STATEMENT AS OF JUNE 30, 2009 OF THE UnitedHealthcare Plan of the River Valley, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
0299999 Aggregate accounts not individually listed-uncovered						0
0399999 Aggregate accounts not individually listed-covered						0
0499999 Subtotals	0	0	0	0	0	0
0599999 Unreported claims and other claim reserves						256,582,741
0699999 Total amounts withheld						19,201,675
0799999 Total claims unpaid						275,784,416
0899999 Accrued medical incentive pool and bonus amounts						1,282,000

STATEMENT AS OF JUNE 30, 2009 OF THE UnitedHealthcare Plan of the River Valley, Inc.

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)	29,738,429	123,153,057	1,130,071	20,353,565	30,868,500	29,396,364
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan	2,642,963	6,354,817	16,380	2,476,539	2,659,343	1,771,425
6. Title XVIII - Medicare	38,719,941	139,286,953	1,487,784	62,612,831	40,207,725	40,265,907
7. Title XIX - Medicaid	115,261,379	449,293,903	4,303,480	183,717,249	119,564,859	153,477,488
8. Other health					0	0
9. Health subtotal (Lines 1 to 8)	186,362,712	718,088,730	6,937,715	269,160,184	193,300,427	224,911,184
10. Healthcare receivables (a)					0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	667,945	0	0	1,282,000	667,945	2,062,000
13. Totals	187,030,657	718,088,730	6,937,715	270,442,184	193,968,372	226,973,184

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

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Operation – United Healthcare Plan of the River Valley, Inc. (“Plan”) is a wholly-owned subsidiary of United Healthcare Services Company of the River Valley, Inc. (“UHS-RV”). UHS-RV is a wholly owned subsidiary of UnitedHealthcare, Inc. (“UHC”), which is a wholly owned subsidiary of UnitedHealthcare Services, Inc. (“UHS”). UHS is a wholly owned subsidiary of UnitedHealth Group, Inc. (“UHG”).

On December 6, 2005, Deere & Company entered into a stock purchase agreement with United Healthcare, Inc. for the sale of John Deere Health Care, Inc. (“JDHC”) and its subsidiaries. Effective February 24, 2006, JDHC became a wholly-owned subsidiary of United Healthcare, Inc.

The Plan was incorporated on August 5, 1985 as a Health Maintenance Organization (“HMO”). Operations commenced in July 1986. The Plan is certified as an HMO by the Illinois Department of Financial and Professional Regulation Division of Insurance (“IDOI”), by the Iowa Department of Commerce-Division of Insurance, by the State of Tennessee Department of Commerce and Insurance and by the Commonwealth of Virginia Bureau of Insurance. The Plan has contracted with physicians, hospitals and other health care provider organizations to deliver health care services for all enrollees.

The Plan is designated as a Competitive Medical Plan and has contracts with the Department of Health and Human Services Centers for Medicare and Medicaid Services (“CMS”) to provide healthcare to Medicare qualified HMO enrollees. The Plan also participates as a managed care organization in the State of Tennessee’s Medicaid program, TennCare.

The Plan serves as a plan sponsor offering the Medicare Part D prescription drug insurance coverage under a contract with CMS. Under the Medicare Part D program, there are six separate elements of payment received by the Plan during the plan year, these payment elements are: CMS premium, member premium, low-income premium subsidy, catastrophic reinsurance subsidy, low-income member cost sharing subsidy, CMS risk share.

A. Basis of Presentation – The Plan prepares its financial statements on the basis of accounting practices prescribed or permitted by the Illinois Department of Financial and Professional Regulation Division of Insurance (statutory basis). These practices differ from accounting principles generally accepted in the United States of America (“generally accepted accounting principles”) as certain assets, including certain aged premium and health care receivables, are considered nonadmitted assets for statutory purposes and are excluded from the statements of admitted assets, liabilities, capital and surplus – statutory basis. The change in nonadmitted assets has been reflected in accumulated surplus in the accompanying statutory basis financial statements. Under generally accepted accounting principles, these amounts would be included in total assets on the balance sheet. In addition, certain debt investments that would be shown at market value under generally accepted accounting principles are presented in the accompanying statements of admitted assets, liabilities, capital and surplus – statutory basis at amortized cost.

The IDOI 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 an HMO and for determining its solvency under Illinois insurance law. The National Association of Insurance Commissioners’ (“NAIC”) Accounting Practices and Procedures manual (“NAIC SAP”) has been adopted with modifications as a component of prescribed or permitted practices by the state of Illinois. No significant differences exist between the statutory practices prescribed or permitted by the state of Illinois and those prescribed or permitted by the NAIC SAP which would materially affect the statutory basis capital and surplus.

B. Use of Estimates – These statutory basis financial statements include certain amounts that are based on the Plan’s estimates and judgments. These estimates require the Plan to apply complex assumptions and judgments, often because the Plan must make estimates about the effects of matters that are inherently uncertain and will change in subsequent periods. The most significant estimates relate to total hospital and medical expenses and claims unpaid. The Plan adjusts these estimates each period, as more current information becomes available. The impact of any changes in estimates is included in the determination of income in the period in which the estimate is adjusted.

C. Accounting Policy –

Cash, Cash Equivalents, and Short-term Investments — Cash, cash equivalents, and short-term investments represent cash held by the Plan in disbursement accounts, money market instruments, commercial paper, and bonds with a maturity of three months or less at the time of purchase. Claims and other payments are made from the disbursement accounts daily. Cash equivalents are reported at cost or amortized cost depending on the nature of the underlying security, which approximates market value. Cash overdrafts are a result of timing differences in funding disbursement accounts for claims payments.

Short-term investments also consist of the Plan's share of an investment pool sponsored and administered by UHS for the benefit of the UHS-owned health plans. The investment pool consists principally of investments with original maturities of less than one year with the average life of the individual investments being less than 60 days. The Plan's share of the pool represents an undivided ownership interest in the pool and is immediately convertible to cash at no cost or penalty. The investments within the pool have an individual fund number to track those investments owned by the Plan. The pool is primarily invested in governmental obligations, commercial paper, certificates of deposit, and short-term agency notes and are recorded at cost. Interest income from the pool accrues daily to participating members based upon ownership percentage.

(1),(2), (5), (6) Bonds and Short-term Investments — Bonds and short-term investments include government obligations and are stated at amortized cost if they meet NAIC designation of one or two and stated at the lower of amortized cost or market value if they meet an NAIC designation of three or higher. Amortization of bond premium or discount is calculated using the constant-yield interest method. Bonds and short-term investments are valued and reported using market prices published by the NAIC National Securities Valuation Office (SVO) in accordance with the NAIC Valuations of Securities manual prepared by the SVO or external pricing service if NAIC values are not available.

Corporate bonds and government obligations include mortgage-backed securities, which are valued using the retrospective adjustment methodology. Prepayment assumptions for the determination of the amortized cost of mortgage-backed securities are based on a three-month constant prepayment rate history. The Plan's investment policy limits investments in other residential mortgage-backed securities, including home equity and subprime mortgages, to 10% of total cash and invested assets, and total investments in mortgage-backed securities to 30% of total cash and invested assets..

The Plan continually monitors the difference between the cost and estimated fair value of its investments. If any of the Plan's investments experience a decline in value that the Plan believes is other than temporary, the Plan records a realized loss net realized capital gains (losses) less capital gains tax in the statutory basis statements of operations. The new cost basis is not changed for subsequent recoveries in fair value. The prospective adjustment method is utilized for mortgage-backed securities for periods subsequent to the loss recognition.

(11) Hospital and Medical Expenses and Claims Unpaid and Aggregate Health Policy Reserves — Hospital and medical expenses and corresponding liabilities include claims paid, claims processed but not yet paid, estimates for claims received but not yet processed, and estimates for the costs of health care services enrollees have received, but for which claims have not yet been submitted.

The estimates for health care services incurred but not yet reported are developed using actuarial methods based upon historical submission and payment data, cost trends, customer and product mix, seasonality, utilization of health care services, contracted service rates, and other relevant factors. The estimates may change as actuarial methods change or as underlying facts upon which estimates are based change. The Company did not change actuarial methods during the respective reporting period. Management believes the amount of claims unpaid is adequate to cover the Company's liability for unpaid claims as of the end of the reporting period; however, actual claim payments may differ from those established estimates. Adjustments to claims unpaid estimates are reflected in operating results in the period in which the change in estimate is identified.

Amounts Receivable Relating to Uninsured Plans and Liability for Amounts Held Under Uninsured Plans — Liabilities for amounts held under uninsured plans represents the cost reimbursement under the Medicare Part D program for the Catastrophic Reinsurance Subsidy and the Low-Income Member Cost Sharing Subsidy. The Plan is fully reimbursed by CMS for costs incurred for these contract elements and, accordingly, there is no insurance risk to the Plan. Amounts received for these subsidies are not reflected as premium income, but rather are accounted for as deposits, with the related liability recorded in amounts held under uninsured plans in the statutory basis statements of admitted assets, liabilities, and capital and surplus. Related cash flows are presented within operating expenses paid within cash provided by operations in the statutory basis statements of cash flows.

Income Taxes — Statutory accounting requires an amount to be recorded for deferred taxes on temporary differences between the financial reporting and tax bases of assets and liabilities, subject to limitations on deferred tax assets. The Plan's operations are included in the consolidated federal income tax return of UnitedHealth Group. Federal income taxes are paid to or refunded by UnitedHealth Group pursuant to the terms of a tax-sharing agreement, approved by the Board of Directors, under which taxes approximate the amount that would have been computed on a separate company basis. Income taxes incurred in the current and prior years will be available for recoupment by the Plan only in the event of future net losses of consolidated UnitedHealth Group. The Plan receives a benefit at the federal rate in the current year for current taxable losses incurred in that year to the extent losses can be utilized in the consolidated federal income tax return of UnitedHealth Group (see Note 9). UnitedHealth Group currently files income tax returns in the U.S. federal jurisdiction, various states, and foreign jurisdictions. The U.S. Internal Revenue

Service (IRS) has completed exams on UnitedHealth Group's consolidated income tax returns for fiscal years 2007 and prior. UnitedHealth Group's 2008 tax return is under advance review by the IRS under its Compliance Assurance Program (CAP). With the exception of a few states, UnitedHealth Group is no longer subject to income tax examinations prior to 2002 in major state and foreign jurisdictions. The Plan does not believe any adjustments that may result from these examinations will be material to the Plan.

(11) Claims Adjustment Expense — Claims adjustment expenses (CAE) as defined by Statement of Statutory Accounting Principles (SSAP) No. 85, *Claim Adjustment Expenses, Amendments to SSAP No. 55 — Unpaid Claims, Losses, and Loss Adjustment Expenses*, are those costs expected to be incurred in connection with the adjustment and recording of accident and health claims. Pursuant to the terms of the management agreement (see Note 10), the Plan pays a management fee to UHS-RV in exchange for administrative and management services. A detailed review of UHS-RV's and the Plan's administrative expenses is performed to determine the allocation between CAE and general administrative expenses in accordance with SSAP No. 85. It is the responsibility of UHS-RV to pay claims adjustment expenses in the event the Plan ceases operations. The Plan has recorded an estimate of unpaid claims adjustment expenses associated with incurred but unpaid claims. Management believes the amount of the liability for unpaid claims adjustment expenses as of the end of the reporting period, is adequate to cover the Plan's cost for the adjustment and recording of unpaid claims; however, actual expenses may differ from those established estimates. The method used for determining CAE is periodically reviewed and updated, and any adjustments are reflected in the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus and the statutory basis statements of operations in the period in which the change in methodology is identified.

Premiums — Net premium income is recognized in the period in which enrollees are entitled to receive health care services. Premiums received prior to the period of service are recorded premiums received in advance in the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus.

Net premium income includes the Medicare Advantage CMS premium, and the CMS premium, member premium, and low-income premium subsidy for the Plan's insurance risk coverage under the Medicare Part D program. Net premium income is recognized ratably over the period in which eligible individuals are entitled to receive prescription drug benefits. The Plan estimates retrospective premiums adjustments based on guidelines determined by CMS.

The Plan also has an arrangement with CMS for certain Medicare products whereby periodic changes in member risk factor adjustment scores, for certain diagnoses codes, result in changes to its Medicare revenues. The Plan recognizes such changes when the amounts become determinable and supportable, and collectability is reasonably assured.

Administrative fee revenues are recognized in the period in which the related services are performed based upon the fee charged to the customer for Administrative Services Only (ASO) contracts, for which the employer retains all health care service risk, while the Plan assumes administrative risk. Administrative fee revenue is netted against general administrative expenses in the statutory basis statements of operations.

Reinsurance Ceded — The Plan has an insolvency-only reinsurance agreement. Reinsurance premiums paid are deducted from premium income in the accompanying statutory basis financial statements.

Incentive Pool — The Plan has agreements with certain independent physicians and physician network organizations that provide for the establishment of a fund into which the Plan places monthly premiums payable for members assigned to the physician. The Plan manages the disbursement of funds from this account as well as reviews the utilization of non-primary care medical services of members assigned to the physicians. Any surpluses or deficits in the fund are shared by the Plan and the physician based upon predetermined risk-sharing percentages and liability or receivable is included in accrued medical incentive pool and bonus amounts or health care and other receivables in the statutory basis statements of assets, liabilities, and capital and surplus, and the corresponding expense or reduction to expense is included in incentive pool, withhold adjustments, and bonus amounts in the statutory basis statements of operations.

Medical Risk Share — The Plan has settlements with CMS that is based on whether the ultimate per-member, per-month benefit costs of any Medicare Part D regional plan varies more than two and one half (2.5) percentage points above or below the level estimated in the original bid submitted by the Plan and approved by CMS. The estimated risk share adjustment, a payable of \$5,321,850 in 2008 and a receivable of \$2,272,256 in 2007, is recorded as an adjustment to premium income in the statutory basis statements of operations and aggregate health policy reserves in the statutory basis statements of admitted assets, liabilities and capital and surplus.

(13) Health Care Receivables — Health care receivables consist of pharmacy rebate receivables estimated based on the most currently available data from the Plan's claims processing systems and from data provided by the Plan's unaffiliated pharmaceutical benefit managers and affiliated pharmaceutical benefit manager, Rx Solutions, Inc. (Rx Solutions). Pharmacy rebate receivables are considered non-admitted assets for statutory purposes if they do not meet the criteria established in SSAP No. 84, *Certain Health Care Receivables and Receivables Under Government Insured Plans*. Accordingly, the Plan has excluded the receivables that do not meet the SSAP No. 84 criteria from the statutory basis statements of admitted assets, liabilities, and capital and surplus.

(10) Premium Deficiency Reserve — Premium deficiency reserves and the related expense, as defined by SSAP No. 54, *Individual and Group Accident Health Contracts*, as well as actuarial practice guidelines, are recognized when it is probable that expected future health care expenses, claim adjustment expenses, and administration costs under a group of existing contracts will exceed anticipated future premiums and reinsurance recoveries considered over the remaining lives of the contracts. The methods for making such estimates and for establishing the resulting reserves are periodically reviewed and updated, and any adjustments are reflected in increase (decrease) in reserves for life and accident and health contracts in the accompanying statutory basis statements of operations in the period in which the change in estimate is identified. The Plan anticipates investment income as a factor in the premium deficiency calculation, in accordance with SSAP No. 54 (see Note 29).

Vulnerability Due to Certain Concentrations — The Plan is subject to substantial federal and state government regulation, including licensing and other requirements relating to the offering of the Plan's existing products in new markets and offerings of new products, both of which may restrict the Plan's ability to expand its business.

Restricted Cash Reserves — The IDOI, Commonwealth of Virginia Bureau of Insurance, and TennCare require the Plan to maintain a minimum regulatory deposit (equal to the minimum capital and surplus requirements). This restricted cash reserve consists principally of government obligations and is stated at amortized cost. This reserve is included in bonds in the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus. Interest earned on this reserve is accrued by the Plan.

Minimum Capital and Surplus — Under the laws of the state of Illinois, the IDOI requires the Plan to provide a contingency reserve based on 2% of the net capitation revenue from risk contracts limited to \$1,500,000. The Plan's accumulated reserve reached \$1,500,000 during 1989 and such reserve has been recorded as a part of capital and surplus.

Risk-based capital (RBC) is a regulatory tool for measuring the minimum amount of capital appropriate for a managed care organization to support its overall business operations in consideration of its size and risk profile. Additionally, there are minimum capital and surplus requirements relating to risk based capital of \$91,128,448 and \$72,580,658 at December 31, 2008 and 2007, respectively. The Plan is in compliance with the required amounts.

Recently Issued Accounting Standards — In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements," (FAS 157). FAS 157 establishes a framework for measuring fair value. It does not require any new fair value measurements, but does require expanded disclosures to provide information about the extent to which fair value is used to measure assets and liabilities, the methods and assumptions to measure fair value, and the effect of fair value measures on earnings. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007. GAAP pronouncements do not become part of Statutory Accounting Principles until and unless adopted by the NAIC. Upon adoption, the Plan will evaluate the impact on its statutory basis financial statements. However, the Plan determined the GAAP disclosure was relevant and significant and therefore has incorporated the GAAP required disclosure in Note 5.

In January 2009, the NAIC issued SSAP No. 98, *Treatment of Cash Flows When Quantifying Changes in Valuation and Impairments, an Amendment to SSAP No. 43 — Loan-backed and Structured Securities* (SSAP 98). SSAP 98 establishes statutory accounting principles for impairment analysis and subsequent valuation of loan-backed and structured securities. This statement is effective for quarterly and annual reporting periods beginning on or after January 1, 2009, with early adoption permitted and encouraged. A change resulting from the adoption of this statement shall be accounted for prospectively. No cumulative effect adjustments or application of the new guidance to prior events or periods are required, similar to a change in accounting estimate. The Plan adopted SSAP 98 as of December 31, 2008. The Plan has assessed the impact of SSAP 98 on its financial condition, results of operations and cash flows and has determined the result was not material to the statutory basis financial statements.

In September 2008, the NAIC issued SSAP No. 99, *Accounting for Certain Securities Subsequent to an Other Than Temporary Impairment* (SSAP 99). SSAP 99 established statutory accounting principles for the treatment of premium or discount applicable to certain securities subsequent to the recognition of an other than temporary impairment. This statement is effective for quarterly and annual reporting periods

beginning on or after January 1, 2009, with early adoption permitted. The Plan adopted SSAP 99 as of December 31, 2008. The Plan has assessed the impact of SSAP 99 on its financial condition, results of operations and cash flows and has determined the result was not material to the statutory basis financial statements.

(3) Capital stock consists of common stock at stated value with no par value and no stated dividend rate. One thousand shares are authorized; ten shares are issued and outstanding

(4) None

(7) Not applicable

(8) Not applicable

(9) Not applicable

(12) Not applicable

2. ACCOUNTING CHANGES AND CORRECTIONS

No changes in accounting principles have been recorded during the respective reporting period.

3. BUSINESS COMBINATIONS AND GOODWILL

The Plan was not party to a business combination during the respective reporting period and does not carry goodwill on its statutory basis statements of admitted assets, liabilities and capital and surplus.

4. DISCONTINUED OPERATIONS

The Plan did not discontinue any operations during the respective reporting period.

5. INVESTMENTS

The Plan has no mortgage loans, restructured debt, reverse mortgages, repurchase agreements, or investments in low-income housing tax credits. For purposes of calculating the realized gains and losses on sales of investments, the amortized cost of each investment sold is used. The gross realized gains and losses on sales of investments totaled \$2,989,000 for the year ended December 31, 2008. The realized gains and losses are included in net realized capital gains (losses) less capital gains tax in the accompanying statutory basis statements of operations.

STATEMENT AS OF JUNE 30, 2009 OF THE UnitedHealthcare Plan of the River Valley, Inc.

As of December 31, 2008 and 2007, the amortized cost, fair value, gross unrealized holding gains and losses, and contractual maturities of the Plan's investments, excluding cash and cash equivalents of \$75,924,754 and \$53,625,399 in 2008 and 2007, respectively, were as follows (in thousands):

	2008				Fair Value
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses < 1 Year	Gross Unrealized Losses > 1 Year	
U.S. government and agency Corporate bonds	272,051	9,394	(70)		281,375
	117,252	379	(733)	(276)	116,622
	<u>389,303</u>	<u>9,773</u>	<u>(803)</u>	<u>(276)</u>	<u>397,997</u>
Due in one year or less	123,002	607	(141)	(39)	123,429
Due one to five years	100,559	2,637	(430)	(127)	102,639
Due five to ten years	90,941	3,586	(24)	-	94,503
Over ten years	74,801	2,943	(208)	(110)	77,426
	<u>389,303</u>	<u>9,773</u>	<u>(803)</u>	<u>(276)</u>	<u>397,997</u>

	2007				Fair Value
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses < 1 Year	Gross Unrealized Losses > 1 Year	
U.S. government and agency Corporate bonds	172,936	2,100		(38)	174,998
	134,471	265	(136)	(124)	134,476
	<u>307,407</u>	<u>2,365</u>	<u>(136)</u>	<u>(162)</u>	<u>309,474</u>
Due in one year or less	113,238	62	(8)	(63)	113,229
Due one to five years	152,394	1,842	(71)	(55)	154,110
Due five to ten years	7,639	155		(13)	7,781
Over ten years	34,136	306	(57)	(31)	34,354
	<u>307,407</u>	<u>2,365</u>	<u>(136)</u>	<u>(162)</u>	<u>309,474</u>

Included within the tables for U.S. government and agency securities are mortgage-backed securities, which do not have a single maturity date. For the 2008 years to maturity table above, these securities have been presented in the maturity group based on the securities' final maturity date and at an amortized cost of \$42,411,000 and a fair value of \$43,302,052.

The tables above show the gross unrealized losses and fair value of investments with unrealized losses that are not deemed to be other-than-temporarily impaired (OTTI), aggregated by investment type and length of time that individual securities have been in a continuous unrealized loss position.

The unrealized losses on investments in U.S. government and agency obligations, municipalities and local agency obligations, and corporate obligations at the end of the reporting period, were mainly caused by interest rate increases and not on unfavorable changes in the credit ratings associated with these securities. The Plan evaluates impairment at each reporting period for each of the securities whereby the fair value of the investment is less than its amortized cost. The contractual cash flows of the U.S. government and agency obligations are either guaranteed by the U.S. government or an agency of the U.S. government. It is expected that the securities would not be settled at a price less than the cost of the investment, as the Plan has the ability to hold, and does not intend to sell the investment until the unrealized loss is fully recovered. The Plan evaluated the credit ratings of the municipalities and local agency obligations and corporate obligations, noting whether a significant deterioration since purchase or other factors which may indicate an other-than-temporary impairment, such as the length of time and extent to which market value has been less than cost, the financial condition and near-term prospects of the issuer as well as specific events or circumstances that may influence the operations of the issuer, and our intent and ability to hold the investment for a sufficient time in order to enable recovery of our cost.

FAS 157 defines fair value, establishes a framework for measuring fair value and expands disclosure about 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 non-active markets (few transactions, limited information, non-current 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.); and
- 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.

Fair values of short-term investments and bonds are based on quoted market prices, where applicable. The Plan obtains one price for each security primarily from the NAIC SVO or an independent pricing service, which generally uses Level 1 or Level 2 inputs for the determination of fair value in accordance with FAS 157. 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 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 Plan is responsible for the determination of fair value, it performs quarterly analysis on the prices received from the pricing service to determine whether the prices are reasonable estimates of fair value. As a result of these reviews, the Plan 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 Plan’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 assets.

6. VENTURES, PARTNERSHIPS, AND LIMITED LIABILITY COMPANIES

The Plan has no investments in joint ventures, partnerships, or limited liability companies.

6. INVESTMENT INCOME

The Plan has admitted all investment income due and accrued in the statutory basis statements of admitted assets, liabilities, and capital and surplus.

7. DERIVATIVE INSTRUMENTS

The Plan has no derivative instruments.

8. INCOME TAXES

The federal income taxes incurred for the years ended December 31, are as follows:

	2008	2007
Total current federal income tax provision	<u>25,625,111</u>	<u>12,882,078</u>

STATEMENT AS OF JUNE 30, 2009 OF THE UnitedHealthcare Plan of the River Valley, Inc.

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities at December 31, are as follows:

Deferred tax assets	2008	2007	Change
Bad debt	134,769	134,622	147
Unpaid losses and CAE	1,580,816	1,133,963	446,853
Unearned premiums	383,386	407,109	(23,723)
Intangibles	50,096,123	54,221,767	(4,125,645)
Nonadmitted assets	405,241	851,627	(446,385)
Total deferred tax assets	52,600,335	56,749,088	(4,148,753)
Nonadmitted deferred tax assets	(45,926,743)	(49,237,336)	3,310,593
Admitted deferred tax assets	6,673,592	7,511,752	(838,160)
Deferred tax liabilities	2008	2007	Change
Accrued expenses	0	(139,283)	139,283
Investments	(46,461)	(721,828)	675,367
Total deferred tax liabilities	(46,461)	(861,111)	814,650
Net admitted deferred tax asset	6,627,131	6,650,641	(23,511)

The change in net deferred income taxes for the years ended December 31, comprises the following:

	2008	2007
Change in deferred tax assets	(4,148,753)	56,815,302
Change in deferred tax liabilities	814,650	611,894
Net deferred tax asset/(liability)	(3,334,103)	57,427,196
Less: Change in deferred on unrealized gain/(loss)	0	0
Change in net deferred income tax	(3,334,103)	57,427,196

The provision for federal income taxes incurred is different from that which would be obtained by applying the statutory federal income tax rate of 35% to income before income taxes. The significant items causing this difference are as follows:

Description	2008		Effective Tax Rate
	Amount	Tax Effect	
Tax provision at the federal statutory rate	82,620,325	28,917,114	35.00%
Tax-exempt interest	(1,353,948)	(473,882)	-0.57%
Other current year items	639	224	0.00%
Tax effect of nonadmitted assets	1,275,387	446,385	0.54%
Prior year true-up	668,028	233,810	0.28%
Deferred corrections	(469,819)	(164,437)	-0.20%
Total	82,740,611	28,959,214	35.05%
Current federal income tax provision		24,947,900	30.20%
Tax on capital gains/(losses)		677,211	0.82%
Change in net deferred income tax		3,334,103	4.04%
Total statutory income taxes		28,959,214	35.05%

10. INFORMATION CONCERNING PARENT, SUBSIDIARIES, AND AFFILIATES

Administrative services including claims processing, broker fees, marketing, quality assurance, financial, accounting, insurance, legal, and data processing, are provided to the Plan by its parent. Under the terms of agreements between the Plan and the parent, and approved by the IDOI, the parent charges the Plan for such services based on a percentage of premiums for each line of business. Expenses charged to the Plan by the parent for the respective reporting period were \$130,481,248 for the respective reporting period, and are reported as claims adjustment expenses and general administrative expenses.

Effective January 1, 2008, RxSolutions collects rebates on certain pharmaceutical products based on member utilization. Rebates related to these agreements of \$9,635,587, are included as a reduction of prescription drugs in the accompanying statutory basis statements of operations.

The Plan has a contract with United Behavioral Health, a wholly owned subsidiary of UHS, to provide mental health and substance abuse services for its enrollees. Fees related to this agreement, which are

calculated on a per-member per-month basis, of \$3,220,456 for the respective reporting period are included in medical services expenses in the accompanying statutory basis statements of revenue and expenses.

The Plan has an agreement with OPTUM, a division of UHS, to provide a 24-hour call-in service, called Care24, to its enrollees. Fees related to this agreement, which are calculated on a per member per month basis, of \$1,096,227 for the respective reporting period are included in medical services expenses in the accompanying statutory basis statements of revenue and expenses.

The Plan contracts with United Resource Network, a division of UHS, to provide access to a network of transplant providers for its enrollees. Fees related to this agreement, which are calculated on a per member per month basis, of \$578,137 for the respective reporting period are included in medical services expenses in the accompanying statutory basis statements of revenue and expenses – statutory basis.

Effective January 1, 2007, the Plan has a contract with ACN Group, Inc., a wholly owned subsidiary of UHS, to provide chiropractic and physical therapy services for its enrollees. Fees related to this agreement, which are calculated on a per member per month basis, were \$172,484 for the respective reporting period and are included in medical services expenses in the accompanying statements of revenue and expenses – statutory basis.

The Plan has a contract with Spectera, Inc., a wholly owned subsidiary of UHS, to provide administrative services related to vision benefit management and claims processing for its enrollees. Fees related to this agreement of approximately \$11,659 for the respective reporting period, are included in medical services expenses in the accompanying statutory basis statements of operations.

The Plan has an agreement with Dental Benefit Providers, Inc. (DBP), a wholly owned subsidiary of UHS, to provide dental care and assistance for its enrollees. Fees related to this agreement, which are calculated on a per-member, per-month basis, of approximately \$15,595 for the respective reporting period are included in other professional services in the accompanying statutory basis statements of operations. Additionally, the Plan reimbursed DBP approximately \$201,890 for claims not covered by the agreement above, which are also included in other professional services in the accompanying statutory basis statements of operations.

Upon acquisition, the Plan entered into a subordinated revolving credit agreement with UnitedHealth Group at and interest rate of LIBOR plus a margin of 0.50%. The aggregate principal amount that may be outstanding at any time is the lesser of 3% of the Plan's admitted assets or 25% of the Plan's policyholder surplus as of the preceding December 31. The credit agreement is for a one-year term and automatically renews annually, unless terminated by either party. The agreement was renewed effective December 31, 2008. No amounts were outstanding under the line of credit as of the end of the reporting period. No amounts were borrowed and no interest paid for the reporting period.

The Plan has an insolvency-only reinsurance agreement with United HealthCare Insurance Company ("UHIC"), a wholly owned subsidiary of UHIC Holdings, Inc., which is a wholly owned subsidiary of UHS, to provide insolvency protection for its enrollees. Reinsurance premiums, which are calculated on a percentage of member premium revenues, of \$1,125,645 for the respective reporting period are netted against premium revenues in the accompanying statement of revenue and expenses – statutory basis. Reinsurance recoveries are netted against medical services expenses in the accompanying statutory basis statements of income. Reinsurance contracts do not relieve the Plan from its obligations to policyholders. Failure of reinsurers to honor their obligations could result in losses to the Plan.

As of the end of the respective reporting period, the Plan reported \$120,718,233 as amounts due from parent, subsidiaries and affiliates, which are included in the statutory basis statements of admitted assets, liabilities, and capital and surplus. The balances are generally settled within 90 days from incurred date. Any balances due to the Plan that are not settled within 90 days are considered nonadmitted assets.

The Plan has an agreement with Ingenix, to provide subrogation services. Fees related to this agreement, which on a fee basis, of approximately \$239,547 for the respective reporting period are included medical services expenses in the accompanying statutory basis statements of operations.

11. DEBT

The Plan had no outstanding debt during the reporting period with third parties.

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

The Plan has no retirement plan, deferred compensation, and other benefit plans, since all personnel are employees of UHS, which provides services to the Plan under the terms of a management agreement (see Note 10).

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

Capital stock consists of common stock at stated value with no par value and no stated dividend rate. One thousand shares are authorized; ten shares are issued and outstanding.

The Plan may make an ordinary dividend payment to its stockholder in an amount not to exceed the greater of ten percent of the Plan's capital and surplus or the Plan's net income for the previous year.

No dividend was granted in 2008. The Plan paid an ordinary dividend to UHS-RV of \$41,500,000 on September 17, 2007, which required no approval.

14. CONTINGENCIES

Because of the nature of our business, we are routinely made party to a variety of legal actions related to the design and management of our service offerings. The Plan records liabilities for estimates of probable costs resulting from these matters. These matters include, but are not limited to, claims relating to health care benefits coverage, medical malpractice actions, contract disputes, and claims related to disclosure of certain business practices. Although the outcomes of any such legal actions cannot be predicted, in the opinion of management, the resolution of any currently pending or threatened actions will not have a material adverse effect on the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus or statutory basis statements of operations of the Plan. The Plan believes there are no assets that it considers to be impaired as of the end of the reporting period.

15. LEASES

According to the management agreement (see Note 10) between the Plan and UHS-RV, operating leases for the rental of office facilities and equipment are the responsibility of UHS-RV. Fees associated with the agreement are included in the Plan's management fee.

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

The Plan does not hold any financial instruments with off-balance-sheet risk or concentrations of credit risk.

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

The Plan did not participate in any transfer of receivables, financial assets, or wash sales.

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

Medicare Part D is a partially insured plan. The Plan recorded a receivable of \$2,319,446 in 2008 for deposits under the Medicare Part D program for the catastrophic reinsurance and low-income member cost sharing subsidies as described above in Summary of Significant Accounting Policies.

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

The Plan did not have any direct premiums written or produced by managing general agents or third-party administrators.

20. OTHER ITEMS

Subprime Mortgage Related Risk Disclosure

- 1) The Plan's investment policy limits investments in Asset Backed Securities, which includes subprime issuers. Further, the policy limits investments in private-issuer mortgage securities to 10% of the portfolio, which also includes subprime issuers. The Plan's exposure to unrealized losses on subprime issuers is due only to changes in market prices. There were no realized losses due to a change in receiving anticipated cashflows. The Plan's holdings have maintained AAA credit ratings.
- 2) Direct exposure through investments in subprime mortgage loans: None
- 3) Direct exposure through other investments: None

4) Underwriting exposure: None

Other Disclosures — The Plan elected to use rounding in reporting amounts in the statutory basis financial statements.

21. EVENTS SUBSEQUENT

There are no events subsequent to the end of the reporting period that require disclosure.

22. REINSURANCE

Ceded Reinsurance Report —

Section 1 — General Interrogatories

1) Are any non-affiliated reinsurers owned in excess of 10% or controlled, either directly or indirectly, by the Plan or by any representative, officer, trustee, or director of the Plan?

Yes () No (X)

2) Have any policies issued by the Plan been reinsured with a company chartered in a country other than the United States (excluding U.S. branches of such companies) that is owned in excess of 10% or controlled directly or indirectly by an insured, a beneficiary, a creditor, or an insured or any other person not primarily engaged in the insurance business?

Yes () No (X)

Section 2 — Ceded Reinsurance — Part A

1) Does the Plan have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credit?

Yes () No (X)

2) Does the reporting entity have any reinsurance agreements in effect that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies?

Yes () No (X)

Section 3 — Ceded Reinsurance — Part B

1) What is the estimated amount of the aggregate reduction in surplus (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of payment or other similar credits that are reflected in Section 2 above) of termination of all reinsurance agreements, by either party, as of the date of this statement? Where necessary, the Plan may consider the current or anticipated experience of the business reinsured in making this estimate.

The Plan estimates there should be no aggregate reduction in surplus for termination of all reinsurance agreements as of December 31, 2008.

2) Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the Plan as of the effective date of the agreement?

Yes () No (X)

Unsecured Reinsurance Recoverables — The Plan does not have an unsecured aggregate reinsurance recoverable with any individual reinsurers, authorized or unauthorized, that exceeds 3% of the Plan's policyholder surplus.

Reinsurance Recoverable in Dispute — The Plan does not have a reinsurance recovery receivable balance that is being disputed by any individual reinsurer.

Reinsurance Assumed and Ceded — The Plan does not have a provision in its reinsurance contract to return commissions to the reinsurer in the event that the Plan cancels its reinsurance policy.

Uncollectible Reinsurance — During the reporting period, there were no uncollectible reinsurance recoverables.

Commutation of Reinsurance — The Plan has an insolvency-only reinsurance agreement with UHIC to provide insolvency protection for its enrollees. There was no commutation of reinsurance during the reporting period.

Retroactive Reinsurance — The Plan did not have a retroactive reinsurance agreement during the reporting period.

23. RETROSPECTIVELY RATED CONTRACTS AND CONTRACTS SUBJECT TO REDETERMINATION

The Plan has Medicare business which is subject to a retrospective rating feature related to Part D premiums. The Plan has estimated accrued retrospective premiums related to Part D premiums based on guidelines determined by CMS. The formula is tiered and based on bid medical loss ratio.

During 2008 and 2007, the Plan contracted with the federal government through the Office of Personnel Management to administer the FEHBP (Federal Employees Health Benefit Program). The Plan is subject to rate adjustments through audits of by the Office of Personnel Management.

Estimated accrued retrospective premiums due to (from) the Plan are recorded in uncollected premiums or aggregate health policy reserves on the statutory basis statements of admitted assets, liabilities, and capital and surplus and as an adjustment to change in unearned premium reserves and reserve for rate credits or net premium income on the statutory basis statements of operations.

The Plan does not have any other retrospectively rated contracts subject to redetermination as of the end of the reporting period.

24. CHANGE IN INCURRED CLAIMS AND CLAIMS ADJUSTMENT EXPENSE

Changes in estimates related to 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 liability for claims unpaid at December 31, 2008, was less than actual claims incurred in 2008 related to prior years by approximately \$2,881,527. The primary drivers consist of favorable development as a result of ongoing analysis of loss development trends and changes to the provider settlement reserves offset by changes in balance sheet only accruals for claims in settlement and provider withhold.

Claims adjustment expenses are included in the management service fees paid by the Plan to UHS-RV as a part of its management agreements (Note 10). The reserve for claims adjustment expenses was approximately \$3,129,130 as of end of the respective reporting period.

25. INTERCOMPANY POOLING ARRANGEMENTS

The Plan did not have any intercompany pooling arrangements as of the respective reporting period.

26. STRUCTURED SETTLEMENTS

The Plan did not have any structured settlements in the respective reporting period.

27. HEALTH CARE RECEIVABLES

Of the amount reported as healthcare and other receivables \$4,555,557 relates to pharmaceutical rebate receivables as of the respective reporting period.

The collection history of pharmacy rebates is summarized as (in thousands):

STATEMENT AS OF JUNE 30, 2009 OF THE UnitedHealthcare Plan of the River Valley, Inc.

Quarter	Estimated Pharmacy Rebates	PHARMACY BILLED	Rebates Collected Within 90 Days of Invoicing/ Confirmation	Rebates Received Within 91 to 180 Days of Invoicing/ Confirmation	Rebates Received More than 181 Days of Invoicing/ Confirmation
6/30/2009	3,102,575	-	-	-	-
3/31/2008	2,861,068	2,994,209	1,952,389	-	-
12/31/2008	3,449,717	3,819,204	2,519,075	894,996	-
9/30/2008	3,442,346	3,642,876	2,454,725	511,946	365,977
6/30/2008	2,993,917	3,098,298	2,330,683	593,507	76,246
3/31/2008	2,356,918	2,901,866	1,662,173	1,138,059	70,878
12/31/2007	1,695,619	1,699,362	1,171,060	527,079	1,222
9/30/2007	1,592,077	1,647,009	1,276,724	314,508	55,777
6/30/2007	1,578,637	1,731,754	908,030	770,472	53,252
3/31/2007	-	1,238,951	242,452	802,462	194,037

Pharmaceutical rebates receivable are recorded when reasonably estimated or billed by the pharmaceutical benefit manager in accordance with pharmaceutical rebate contract provisions. Information used to support rebates billed to the manufacturer is based on utilization information gathered by the pharmaceutical benefit manager and adjusted for significant changes in pharmaceutical contract provisions.

28. PARTICIPATING POLICIES

The Plan did not have any participating contracts in the reporting period.

29. PREMIUM DEFICIENCY RESERVE

The Plan had no premium deficiency reserves, as of the end of the respective reporting period. If applicable, premium deficiency reserves are included in aggregate health policy reserves in the statutory basis statements of admitted assets, liabilities, and capital and surplus. The Plan did consider anticipated investment income when calculating its premium deficiency reserves.

30. ANTICIPATED SALVAGE AND SUBROGATION

Due to the type of business being written, the Plan has no salvage. As of the end of the respective reporting period, the Plan had no specific accruals established for outstanding subrogation, as it is considered a component of the actuarial calculations used to develop the estimates of incurred but not yet reported claims.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted)

**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. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [X] No []
If yes, complete the Schedule Y - Part 1 - organizational chart.
- 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 [] No [X] N/A []
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2007
- 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. 06/22/2009
- 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 [X] No [] N/A []
- 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 Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)) and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
OptumHealth Bank, Inc.	Salt Lake City, Utah	NO	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. 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 3, III Conducting Examinations, E - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [] No []

16.1 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
State Street Bank	801 Pennsylvania, Kansas City, MO 64105

16.2 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)

- 16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [] No []
- 16.4 If yes, give full information relating thereto:

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

16.5 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
113972	Standish Mellon Asset Management Company	One Boston Place, Suite 024-0344, Boston, MA 02108

- 17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [] No []
- 17.2 If no, list exceptions:

STATEMENT AS OF JUNE 30, 2009 OF THE UnitedHealthcare Plan of the River Valley, Inc.

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 Location	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
<p>NONE</p>						

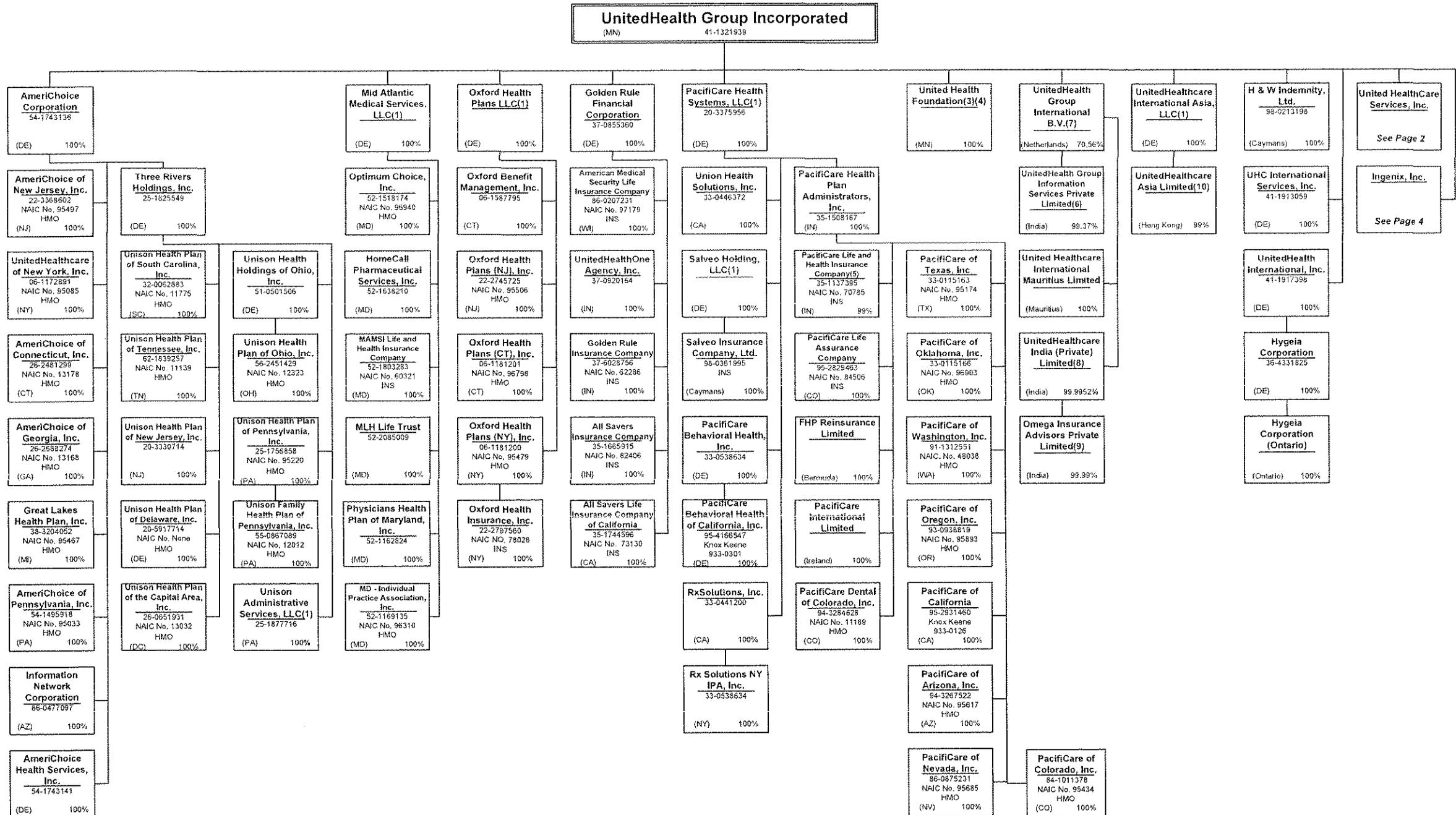
SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

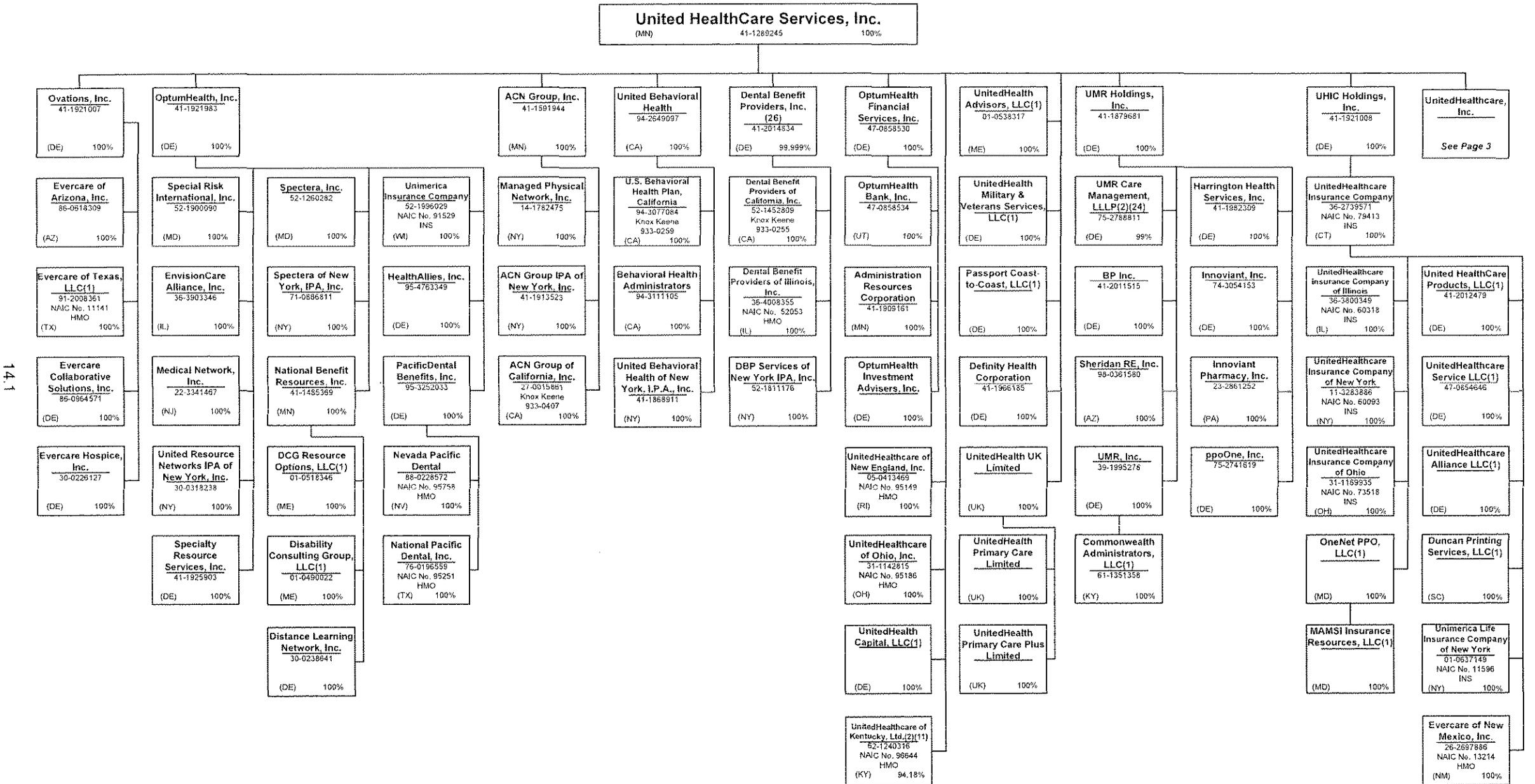
1 States, etc.	2 Active Status	Direct Business Only							8 Total Columns 2 Through 7	9 Deposit-Type Contracts
		3 Accident and Health Premiums	4 Medicare Title XVIII	5 Medicaid Title XIX	6 Federal Employees Health Benefits Program Premiums	7 Life and Annuity Premiums & Other Considerations	8 Property/Casualty Premiums	9 Total Columns 2 Through 7		
1. Alabama .. AL .. N									0	
2. Alaska AK .. N									0	
3. Arizona AZ .. N									0	
4. Arkansas ... AR .. N									0	
5. California .. CA .. N									0	
6. Colorado ... CO .. N									0	
7. Connecticut CT .. N									0	
8. Delaware ... DE .. N									0	
9. District of Columbia DC .. N									0	
10. Florida FL .. N									0	
11. Georgia GA .. N									0	
12. Hawaii HI .. N									0	
13. Idaho ID .. N									0	
14. Illinois ... IL .. L		18,942,646	7,210,044						26,152,690	
15. Indiana IN .. N									0	
16. Iowa IA .. L		87,154,093	17,976,291		9,061,042				114,191,426	
17. Kansas KS .. N									0	
18. Kentucky ... KY .. N									0	
19. Louisiana ... LA .. N									0	
20. Maine ME .. N									0	
21. Maryland ... MD .. N									0	
22. Massachusetts MA .. N									0	
23. Michigan ... MI .. N									0	
24. Minnesota ... MN .. N									0	
25. Mississippi .. MS .. N									0	
26. Missouri ... MO .. N									0	
27. Montana MT .. N									0	
28. Nebraska ... NE .. N									0	
29. Nevada NV .. N									0	
30. New Hampshire NH .. N									0	
31. New Jersey ... NJ .. N									0	
32. New Mexico ... NM .. N									0	
33. New York ... NY .. N									0	
34. North Carolina NC .. N									0	
35. North Dakota ND .. N									0	
36. Ohio OH .. N									0	
37. Oklahoma ... OK .. N									0	
38. Oregon OR .. N									0	
39. Pennsylvania PA .. N									0	
40. Rhode Island RI .. N									0	
41. South Carolina SC .. N									0	
42. South Dakota SD .. N									0	
43. Tennessee ... TN .. L		57,299,601	183,372,849	705,280,365		0	0	945,952,815	0	
44. Texas TX .. N									0	
45. Utah UT .. N									0	
46. Vermont VT .. N									0	
47. Virginia ... VA .. L		16,043,649	33,320,659		0	0	0	49,364,308	0	
48. Washington WA .. N									0	
49. West Virginia WV .. N									0	
50. Wisconsin ... WI .. N									0	
51. Wyoming ... WY .. N									0	
52. American Samoa AS .. N									0	
53. Guam GU .. N									0	
54. Puerto Rico PR .. N									0	
55. U.S. Virgin Islands VI .. N									0	
56. Northern Mariana Islands MP .. N									0	
57. Canada CN .. N									0	
58. Aggregate Other Aliens OT .. XXX		0	0	0	0	0	0	0	0	0
59. Subtotal .. XXX		179,439,989	241,879,843	705,280,365	9,061,042	0	0	1,135,661,239	0	
60. Reporting Entity Contributions for Employee Benefit Plans .. XXX								0		
61. Totals (Direct Business) (a) 4		179,439,989	241,879,843	705,280,365	9,061,042	0	0	1,135,661,239	0	
DETAILS OF WRITE-INS										
5801.	XXX									
5802.	XXX									
5803.	XXX									
5898. Summary of remaining write-ins for Line 58 from overflow page ..	XXX	0	0	0	0	0	0	0	0	
5899. Totals (Lines 5801 through 5803 plus 5898)(Line 58 above)	XXX	0	0	0	0	0	0	0	0	

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

STATEMENT AS OF JUNE 30, 2009 OF THE UnitedHealthcare Plan of the River Valley, Inc.

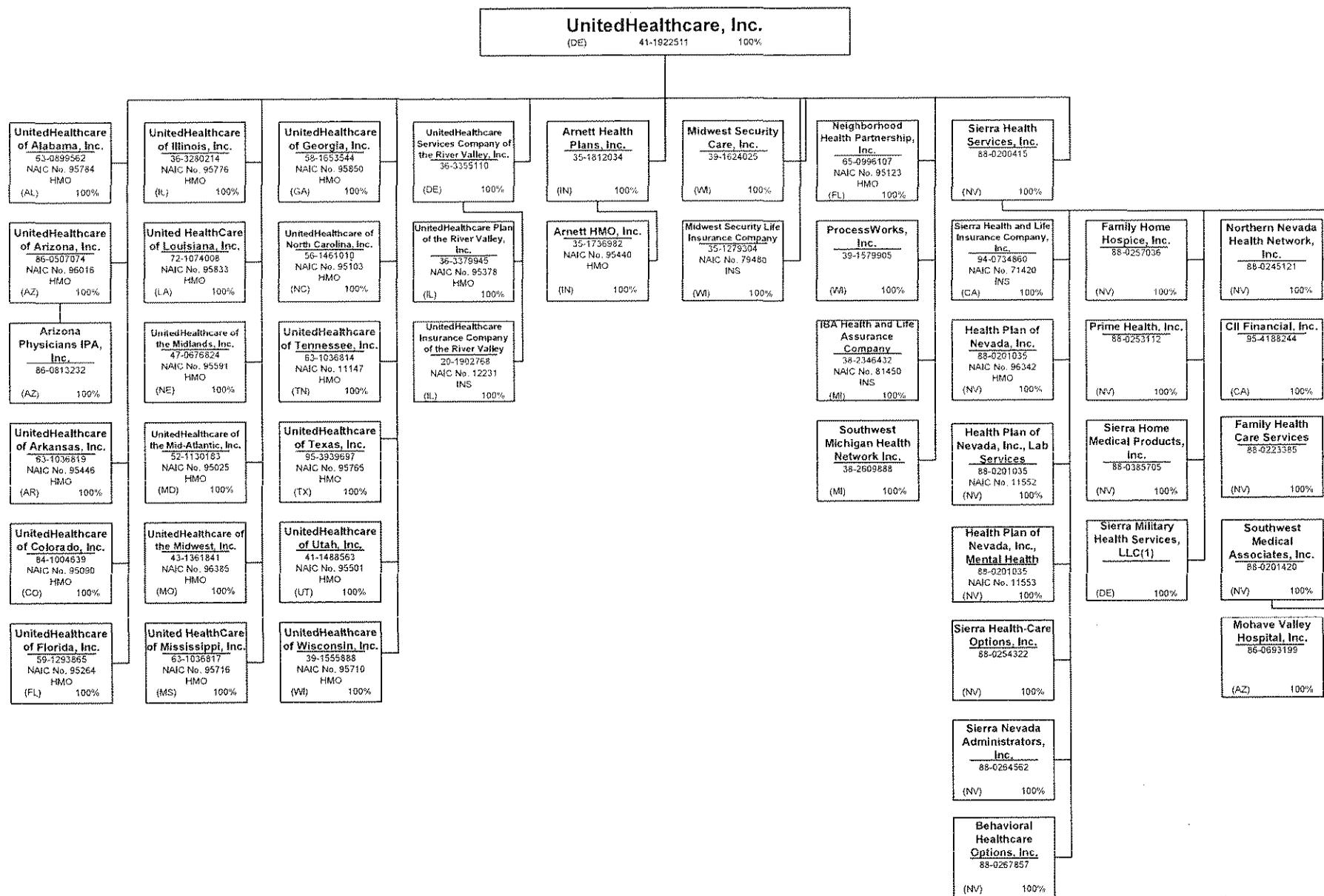


STATEMENT AS OF JUNE 30, 2009 OF THE UnitedHealthcare Plan of the River Valley, Inc.

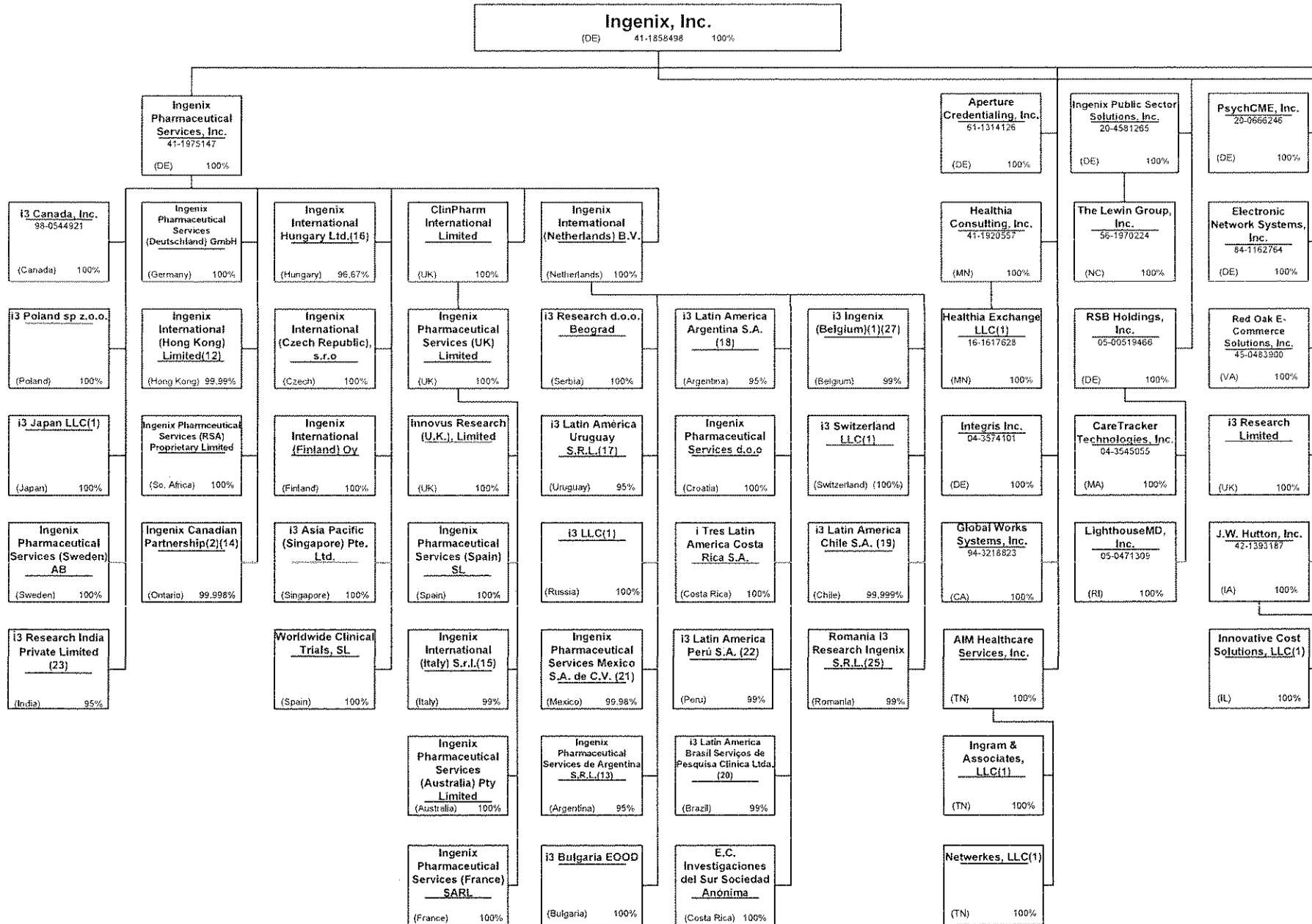


14.1

STATEMENT AS OF JUNE 30, 2009 OF THE UnitedHealthcare Plan of the River Valley, Inc.



STATEMENT AS OF JUNE 30, 2009 OF THE UnitedHealthcare Plan of the River Valley, Inc.



STATEMENT AS OF JUNE 30, 2009 OF THE UnitedHealthcare Plan of the River Valley, Inc.

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) PacifiCare Life and Health Insurance Company is 99% owned by PacifiCare Health Plan Administrators, Inc. and 1% owned by PacifiCare Health Systems, LLC
- (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) UnitedHealth Group International B.V. is 70.56% owned by UnitedHealth Group Incorporated and 29.44% owned by United HealthCare Services, Inc.
- (8) United Healthcare India (Private) Limited is 99.9952% owned by UnitedHealth Group International B.V. and 0.0048% owned by UnitedHealth International, Inc.
- (9) Omega Insurance Advisors Private Limited is 99.99% owned by United Healthcare India (Private) Limited and 0.01% owned by an individual shareholder
- (10) UnitedHealthcare Asia Limited is 99% owned by UnitedHealthcare International Asia, LLC and 1% owned by UnitedHealth International, Inc.
- (11) 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%.
- (12) Ingenix International (Hong Kong) Limited is 99.99% owned by Ingenix Pharmaceutical Services, Inc. and 0.01% owned by Ingenix, Inc.
- (13) Ingenix Pharmaceutical Services de Argentina S.R.L is 95% owned by Ingenix International (Netherlands) B.V. and 5% owned by Ingenix, Inc.
- (14) Ingenix Canada Partnership is 99.998% owned by Ingenix Pharmaceutical Services, Inc. and 0.002% owned by Ingenix, Inc.
- (15) Ingenix International (Italy) S.r.l. is 99% owned by Ingenix Pharmaceutical Services (UK) Limited and 1% owned by Ingenix Pharmaceutical Services, Inc.
- (16) Ingenix International Hungary Ltd. is 96.67% owned by Ingenix Pharmaceutical Services, Inc. and 3.33% owned by Ingenix, Inc.
- (17) i3 Latin America Uruguay S.R.L. is 95% owned by Ingenix International (Netherlands) B.V. and 5% owned by Ingenix Pharmaceutical Services, Inc.
- (18) i3 Latin America Argentina S.A. is 95% owned by Ingenix International (Netherlands) B.V. and 5% owned by Ingenix Pharmaceutical Services, Inc.
- (19) i3 Latin America Chile S.A. is 99.9999% owned by Ingenix International (Netherlands) B.V. and 0.0001% owned by Ingenix Pharmaceutical Services, Inc.

- (20) i3 Latin America Brasil Serviços de Pesquisa Clínica Ltda. Is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by Ingenix Pharmaceutical Services, Inc.
- (21) Ingenix Pharmaceutical Services Mexico S.A. de C.V. is 99.98% owned by Ingenix International (Netherlands) B.V. The remaining 0.02% is owned by i3 Latin America Argentina S.A..
- (22) i3 Latin America Perú S.A. is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by i3 Latin America Argentina S.A.
- (23) i3 Research India Private Limited is 95% owned by Ingenix Pharmaceutical Services, Inc. and 5% owned by Ingenix, Inc.
- (24) Limited partnership interest is held by UMR Holdings, Inc.. (99%). General partnership interest is held by UMR, Inc. (1%)
- (25) Romania i3 Research Ingenix S.R.L. is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by Ingenix Pharmaceutical Services (UK) Limited
- (26) Dental Benefit Providers, Inc. is 99.999% owned by United HealthCare Services, Inc. and 0.001% owned by PacificDental Benefits, Inc.
- (27) i3 Ingenix (Belgium) is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by Ingenix Pharmaceutical Services, Inc.

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.

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

Explanation:

1. Business not written

Bar Code:

1. 
9 5 3 7 8 2 0 0 9 3 6 5 0 0 0 0 2
Medicare Part D Coverage Supplement [Document Identifier 365]

STATEMENT AS OF JUNE 30, 2009 OF THE UnitedHealthcare Plan of the River Valley, Inc.

OVERFLOW PAGE FOR WRITE-INS

STATEMENT AS OF JUNE 30, 2009 OF THE UnitedHealthcare Plan of the River Valley, Inc.

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		
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 depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6+7+8+9+10)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

NONE

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	311,109,698	236,382,934
2. Cost of bonds and stocks acquired	160,539,916	268,772,174
3. Accrual of discount	178,564	446,502
4. Unrealized valuation increase (decrease)	(10)	0
5. Total gain (loss) on disposals	1,594,238	2,261,879
6. Deduct consideration for bonds and stocks disposed of	78,107,124	194,006,828
7. Deduct amortization of premium	1,926,940	2,135,553
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized	595,397	611,410
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6+7+8+9)	392,792,945	311,109,698
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	392,792,945	311,109,698

STATEMENT AS OF JUNE 30, 2009 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)	550,785,839	1,251,949,443	1,168,604,277	(4,385,847)	550,785,839	629,745,158	0	453,641,645
2. Class 2 (a)	10,776,245	3,319,442	83,220	2,850,317	10,776,245	16,862,784	0	9,660,447
3. Class 3 (a)	0				0	0		0
4. Class 4 (a)	0	0	0	481,663	0	481,663	0	0
5. Class 5 (a)	0				0	0		0
6. Class 6 (a)	0				0	0		0
7. Total Bonds	561,562,084	1,255,268,885	1,168,687,497	(1,053,867)	561,562,084	647,089,605	0	463,302,092
PREFERRED STOCK								
8. Class 1	0				0	0		0
9. Class 2	0				0	0		0
10. Class 3	0				0	0		0
11. Class 4	0				0	0		0
12. Class 5	0				0	0		0
13. Class 6	0				0	0		0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	561,562,084	1,255,268,885	1,168,687,497	(1,053,867)	561,562,084	647,089,605	0	463,302,092

(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 \$ 97,986,610 ; NAIC 2 \$ 0 ; 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	179,306,033	XXX	179,299,680	157,439	0

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	78,193,686	71,023,997
2. Cost of short-term investments acquired	2,017,411,865	3,475,077,361
3. Accrual of discount	6,518	79,083
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals	21	45,180
6. Deduct consideration received on disposals	1,916,306,058	3,468,024,950
7. Deduct amortization of premium		6,985
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	179,306,032	78,193,686
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	179,306,032	78,193,686

Schedule DB - Part F - Section 1 - Replicated (Synthetic) Assets Open

NONE

Schedule DB - Part F - Section 2 - Reconciliation of Replicated (Synthetic) Assets Open

NONE

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	73,998,704	50,467,137
2. Cost of cash equivalents acquired	134,970,989	811,781,165
3. Accrual of discount	17,146	1,059,431
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals	(973)	159,541
6. Deduct consideration received on disposals	133,995,242	789,468,570
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	74,990,624	73,998,704
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	74,990,624	73,998,704

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

NONE

Schedule A - Part 3 - Real Estate Disposed

NONE

Schedule B - Part 2 - Mortgage Loans Acquired

NONE

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

NONE

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired

NONE

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid

NONE

STATEMENT AS OF JUNE 30, 2009 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)
912828-AP-5	US Treasury Note 4.000% 11/15/12		05/07/2009	Wells Fargo Bank		5,478,750	5,000,000	96,133	1
912828-KB-5	US Treasury Note 1.125% 01/15/12		06/11/2009	Barclays Capital Inc		4,434,800	4,500,000	20,698	1
912828-KL-3	US Treasury Note 0.875% 04/30/11		06/11/2009	Barclays Capital Inc		8,924,093	9,000,000	9,262	1
0399999. Bonds - U.S. Governments									
235218-48-7	Dallas TX GO Non Call 5.000% 02/15/14		05/20/2009	Wachovia Bank		3,419,550	3,000,000	42,983	1FE
1799999. Bonds - U.S. States, Territories and Possessions									
349469-Y3-3	Fort Worth TX Sch Dist GO Non Call 5.000% 02/15/15		04/29/2009	RBC Capital Markets		4,981,747	4,405,000	37,320	1FE
720399-UL-5	Pierce County WA Sch Dist GO Non Call 5.000% 06/01/12		04/07/2009	Morgan Keegan		2,211,480	2,000,000	36,567	1FE
2499999. Bonds - U.S. Political Subdivisions of States, Territories and Possessions									
00440E-AJ-6	Ace INA Holdings Corp Note Cont Call 5.700% 02/15/17		05/15/2009	Jefferys and Company		275,790	286,000	4,302	1FE
00440E-AJ-6	Ace INA Holdings Corp Note Cont Call 5.700% 02/15/17		05/22/2009	Jefferys and Company		37,678	40,000	652	1FE
313851-EW-3	FNMA Pool 555549 (MBS) 5.000% 06/01/18		06/11/2009	UBS Sec/Warburg Dillon		4,589,208	4,428,687	9,226	1
31412U-MN-7	FNMA Pool 935165 MBS 5.000% 05/01/24		06/08/2009	Bank of America Sec		4,023,474	3,915,790	6,156	1
31415Y-WZ-8	FNMA Pool 993564 MBS 4.500% 04/01/24		05/05/2009	CS First Boston Corp		1,025,462	995,357	2,115	1
31416R-DY-5	FNMA Pool AA3170 MBS 4.500% 04/01/24		04/08/2009	Bank of America Sec		1,485,223	1,434,132	2,689	1
31416S-M2-4	FNMA Pool AA8476 MBS 5.000% 06/01/24		06/30/2009	UBS Sec/Warburg Dillon		2,639,942	2,536,406	5,286	1
31416T-2S-7	FNMA Pool AA9784 MBS 5.000% 07/01/24		06/30/2009	UBS Sec/Warburg Dillon		3,414,363	3,287,981	6,850	1
650028-QZ-9	NY State Txy Auth Rev Bond Non Call 5.000% 03/15/17		06/10/2009	RBC Capital Markets		4,458,400	4,000,000	0	1FE
759911-KS-6	Regional Trns Auth IL Rev Bond Non Call 6.250% 07/01/21		05/05/2009	Morgan Stanley		3,675,210	3,000,000	72,917	1FE
92817S-LR-7	VA ST Pub Sch Auth Rev Bond Cont Call 5.000% 08/01/20		04/22/2009	Wachovia Bank		3,442,500	3,000,000	2,500	1FE
3199999. Bonds - U.S. Special Revenues									
172967-EQ-0	Citigroup Inc Corp Note 5.500% 04/11/13		04/02/2009	CitiGroup		604,469	675,000	16,150	1FE
172967-EG-0	Citigroup Inc Corp Note 5.500% 04/11/13		06/16/2009	CitiGroup		471,840	500,000	5,194	1FE
244240-AA-7	John Deere Corp Note Non Call FDIC 2.875% 06/19/12		04/06/2009	CS First Boston Corp		3,081,258	3,000,000	26,354	1FE
38141E-A2-5	Goldman Sachs Corp Note Non Call 7.500% 02/15/19		04/06/2009	Goldman Sachs		356,510	350,000	4,667	1FE
38141E-CG-7	Goldman Sachs Corp Note Non Call 5.700% 09/01/12		06/16/2009	Goldman Sachs		1,358,682	1,300,000	22,230	1FE
428236-AX-1	Hawlett Packard Co Corp Note MH 25BP 2.250% 05/27/11		05/21/2009	Morgan Stanley		569,812	570,000	0	1FE
46825H-HL-7	JP Morgan Chase Corp Note Non Call 5.300% 04/23/19		04/16/2009	Chase Securities		449,375	450,000	0	1FE
49328C-AA-3	Key Bank Corp Note Non Call FDIC 3.200% 05/15/12		04/06/2009	CS First Boston Corp		3,110,910	3,000,000	36,400	1FE
52109R-BM-2	LB US Comm Mtg Trust 2007 C7 DMO COMM 5.866% 09/15/45		05/20/2009	Barclays Group Inc		457,820	535,000	1,308	1FE
59156B-AU-2	MetLife Inc. Corp Note MH 50BP 6.750% 06/01/16		05/26/2009	Barclays Group Inc		329,778	330,000	0	1FE
617446-HR-3	Morgan Stanley Corporate Note Cont Callable 5.300% 03/01/13		04/06/2009	Morgan Stanley		314,015	325,000	1,818	1FE
74153H-BY-4	Prisco Global Funding Corp Note Non Call Prv Plc 5.450% 06/11/14		06/04/2009	Deutsche Bank		498,940	500,000	0	1FE
91913Y-AN-0	Valero Energy Corp Note MH 50BP 9.375% 03/15/19		04/29/2009	BNP Paribas Securities Corp		359,814	325,000	3,978	2FE
92343Y-AH-6	Verizon Commun Corp Note Cont Call 6.300% 04/15/18		06/23/2009	Jefferys and Company		649,150	625,000	7,519	1FE
927804-FH-2	Virginia Electric Corp Note MW 25 BP 5.000% 06/30/19		06/23/2009	Goldman Sachs		898,245	900,000	0	2FE
92979F-AD-2	Wachovia Bank Mtg Tr 2007-C34 A3 CMBS 5.678% 07/15/17		05/21/2009	Wachovia Bank		602,197	705,000	2,891	1FE
24668R-AC-1	Dalhaise Group Corp Note MH 50BP P Put 5.875% 02/01/14	F	04/13/2009	Bank of America Sec		250,843	250,000	3,019	2FE
636274-AC-6	Natl Grid PLC Corporate Note Cont Callable 6.300% 08/01/16	F	04/23/2009	Cantor Fitzgerald		432,736	446,000	6,790	2FE
636274-AG-6	Natl Grid PLC Corporate Note Cont Callable 6.300% 08/01/16	F	05/11/2009	Jefferys and Company		159,865	158,000	2,848	2FE
636274-AC-6	Natl Grid PLC Corporate Note Cont Callable 6.300% 08/01/16	F	05/15/2009	Barclays Group Inc		44,392	44,000	839	2FE
87927V-AU-2	Telecom Italia Corp Note MH 45BP 6.999% 05/04/18	F	04/22/2009	Goldman Sachs		373,068	400,000	11,121	2FE
87927V-AW-8	Telecom Italia Corp Note MH 50BP 6.175% 06/15/14	F	06/15/2009	Morgan Stanley		1,200,000	1,200,000	0	2FE
87939R-AA-1	Telefonica Emisores Corporate Note Cont Callable 5.984% 06/20/11	F	05/19/2009	CitiGroup		946,521	990,000	22,739	1FE
92957E-AS-9	Vodafone Group Corp Note Mx 30 BP 5.450% 06/10/19	F	06/03/2009	Morgan Stanley		496,705	500,000	0	2FE
8999999. Bonds - Industrial and Miscellaneous (Unaffiliated)									
						18,018,963	17,988,090	171,865	XXX
8399997. Total - Bonds - Part 3						76,468,631	72,819,333	526,665	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						76,468,631	72,819,333	526,665	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						76,468,631	XXX	528,665	XXX

E04

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

STATEMENT AS OF JUNE 30, 2009 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	Maturity Date	NAIC Designation or Market Indicator (a)
312930-SF-8	FHLMC A84118 MBS 4.500% 01/01/39		04/01/2009	Paydown	1,826	1,826	1,826	1,872	0	0	(47)	0	(47)	0	1,826	0	0	0	21	01/01/2039	1
312930-SF-8	FHLMC A84118 MBS 4.500% 01/01/39		05/01/2009	Paydown	1,833	1,833	1,833	1,890	0	0	(47)	0	(47)	0	1,833	0	0	0	27	01/01/2039	1
312930-SF-8	FHLMC A84118 MBS 4.500% 01/01/39		06/01/2009	Paydown	1,846	1,846	1,846	1,893	0	0	(47)	0	(47)	0	1,846	0	0	0	35	01/01/2039	1
36220N-VU-8	GNMA Pool 283327 (MBS) 9.000% 12/15/19		04/01/2009	Paydown	83	83	83	83	0	0	0	0	0	0	83	0	0	0	3	12/15/2019	1
36220N-VU-8	GNMA Pool 283327 (MBS) 9.000% 12/15/19		05/01/2009	Paydown	83	83	83	83	0	0	0	0	0	0	83	0	0	0	3	12/15/2019	1
36220N-VU-8	GNMA Pool 283327 (MBS) 9.000% 12/15/19		06/01/2009	Paydown	83	83	83	83	0	0	0	0	0	0	83	0	0	0	4	12/15/2019	1
912827-SG-3	US Treasury Note 5.500% 05/15/09		05/15/2009	Maturity	5,000,000	5,000,000	5,000,000	5,175,000	5,010,451	0	(18,451)	0	(18,451)	0	5,000,000	0	0	0	137,500	05/15/2009	1
0399999	Bonds - U.S. Governments				5,005,754	5,005,754	5,160,894	5,010,700	0	(10,592)	0	(10,592)	0	5,005,754	0	0	0	0	137,593	XXX	XXX
312896-AQ-1	FHLMC Pool 604215 MBS 5.500% 05/01/38		04/01/2009	Paydown	59,866	59,866	59,866	59,809	0	57	0	57	0	59,866	0	0	0	1,096	05/01/2038	1	
312896-AQ-1	FHLMC Pool 604215 MBS 5.500% 05/01/38		05/01/2009	Paydown	50,739	50,739	50,739	50,692	0	46	0	46	0	50,739	0	0	0	1,163	05/01/2038	1	
312896-AQ-1	FHLMC Pool 604215 MBS 5.500% 05/01/38		06/01/2009	Paydown	52,868	52,868	52,818	52,817	0	50	0	50	0	52,868	0	0	0	1,454	05/01/2038	1	
312896-HW-1	FHLMC Pool 604445 MBS 5.500% 06/01/38		04/01/2009	Paydown	17,395	17,395	17,547	17,645	0	(251)	0	(251)	0	17,395	0	0	0	319	06/01/2038	1	
312896-HW-1	FHLMC Pool 604445 MBS 5.500% 06/01/38		05/01/2009	Paydown	12,065	12,065	12,240	12,239	0	(174)	0	(174)	0	12,065	0	0	0	277	06/01/2038	1	
312896-HW-1	FHLMC Pool 604445 MBS 5.500% 06/01/38		06/01/2009	Paydown	24,162	24,162	24,513	24,509	0	(348)	0	(348)	0	24,162	0	0	0	664	06/01/2038	1	
312896-ZH-2	FHLMC Pool 613248 MBS 5.000% 07/01/23		04/01/2009	Paydown	89,054	89,054	88,845	88,845	0	209	0	209	0	89,054	0	0	0	1,484	07/01/2023	1	
312896-ZH-2	FHLMC Pool 613248 MBS 5.000% 07/01/23		05/01/2009	Paydown	90,466	90,466	90,254	90,254	0	212	0	212	0	90,466	0	0	0	1,885	07/01/2023	1	
312896-ZH-2	FHLMC Pool 613248 MBS 5.000% 07/01/23		06/01/2009	Paydown	85,378	85,378	85,178	85,178	0	200	0	200	0	85,378	0	0	0	2,134	07/01/2023	1	
	US Sec/Marburg Dillon																				
312896-ZH-2	FHLMC Pool 613248 MBS 5.000% 07/01/23		06/30/2009		3,050,110	2,947,857	2,940,848	2,940,955	0	6	0	6	0	2,940,961	0	109,150	109,150	78,609	07/01/2023	1	
312896-K3-3	FHLMC Pool 608313 MBS 5.000% 01/01/39		04/01/2009	Paydown	19,688	19,688	20,101	0	0	(412)	0	(412)	0	19,688	0	0	0	164	01/01/2039	1	
312896-K3-3	FHLMC Pool 608313 MBS 5.000% 01/01/39		05/01/2009	Paydown	81,323	81,323	83,026	81,323	0	(1,703)	0	(1,703)	0	81,323	0	0	0	1,017	01/01/2039	1	
312896-K3-3	FHLMC Pool 608313 MBS 5.000% 01/01/39		06/01/2009	Paydown	82,140	82,140	83,859	82,140	0	(1,720)	0	(1,720)	0	82,140	0	0	0	1,369	01/01/2039	1	
312896-LL-2	FHLMC Pool 608330 MBS 4.500% 01/01/39		04/01/2009	Paydown	5,784	5,784	5,931	0	0	(147)	0	(147)	0	5,784	0	0	0	65	01/01/2039	1	
312896-LL-2	FHLMC Pool 608330 MBS 4.500% 01/01/39		05/01/2009	Paydown	15,487	15,487	15,882	0	0	(394)	0	(394)	0	15,487	0	0	0	232	01/01/2039	1	
312896-LL-2	FHLMC Pool 608330 MBS 4.500% 01/01/39		06/01/2009	Paydown	27,802	27,802	28,510	0	0	(708)	0	(708)	0	27,802	0	0	0	521	01/01/2039	1	
312896-2X-9	FHLMC Pool J01690 (MBS) 5.500% 04/01/21		04/01/2009	Paydown	42,813	42,813	42,800	42,792	0	21	0	21	0	42,813	0	0	0	785	04/01/2021	1	
312896-2X-9	FHLMC Pool J01690 (MBS) 5.500% 04/01/21		05/01/2009	Paydown	3,980	3,980	3,979	3,978	0	2	0	2	0	3,980	0	0	0	91	04/01/2021	1	
312896-2X-9	FHLMC Pool J01690 (MBS) 5.500% 04/01/21		06/01/2009	Paydown	17,844	17,844	17,838	17,836	0	9	0	9	0	17,844	0	0	0	491	04/01/2021	1	
312896-AR-1	FHLMC Pool J03526 MBS 6.000% 10/01/21		04/01/2009	Paydown	3,302	3,302	3,357	3,353	0	(50)	0	(50)	0	3,302	0	0	0	66	10/01/2021	1	
312896-AR-1	FHLMC Pool J03526 MBS 6.000% 10/01/21		05/01/2009	Paydown	9,471	9,471	9,628	9,615	0	(145)	0	(145)	0	9,471	0	0	0	237	10/01/2021	1	
312896-AR-1	FHLMC Pool J03526 MBS 6.000% 10/01/21		06/01/2009	Paydown	3,239	3,239	3,293	3,289	0	(49)	0	(49)	0	3,239	0	0	0	97	10/01/2021	1	
312896-AP-0	FHLMC Pool J03530 MBS 6.000% 10/01/21		04/01/2009	Paydown	3,265	3,265	3,311	3,306	0	(43)	0	(43)	0	3,265	0	0	0	85	10/01/2021	1	
312896-AP-0	FHLMC Pool J03530 MBS 6.000% 10/01/21		05/01/2009	Paydown	3,382	3,382	3,429	3,426	0	(45)	0	(45)	0	3,382	0	0	0	85	10/01/2021	1	
312896-AP-0	FHLMC Pool J03530 MBS 6.000% 10/01/21		06/01/2009	Paydown	3,389	3,389	3,436	3,433	0	(45)	0	(45)	0	3,389	0	0	0	102	10/01/2021	1	
312896-KP-2	FHLMC Pool J03002 (MBS) 5.500% 07/01/21		04/01/2009	Paydown	5,146	5,146	5,132	5,132	0	14	0	14	0	5,146	0	0	0	113	07/01/2021	1	
312896-KP-2	FHLMC Pool J03002 (MBS) 5.500% 07/01/21		05/01/2009	Paydown	6,698	6,698	6,683	6,683	0	16	0	16	0	6,698	0	0	0	154	07/01/2021	1	
312896-KP-2	FHLMC Pool J03002 (MBS) 5.500% 07/01/21		06/01/2009	Paydown	6,037	6,037	6,023	6,023	0	14	0	14	0	6,037	0	0	0	166	07/01/2021	1	
312896-NU-5	FHLMC Pool J07571 MBS 5.500% 04/01/23		04/01/2009	Paydown	8,420	8,420	8,515	8,514	0	(94)	0	(94)	0	8,420	0	0	0	154	04/01/2023	1	
312896-NU-5	FHLMC Pool J07571 MBS 5.500% 04/01/23		05/01/2009	Paydown	8,183	8,183	8,275	8,274	0	(91)	0	(91)	0	8,183	0	0	0	188	04/01/2023	1	
312896-NU-5	FHLMC Pool J07571 MBS 5.500% 04/01/23		06/01/2009	Paydown	9,103	9,103	9,205	9,204	0	(101)	0	(101)	0	9,103	0	0	0	250	04/01/2023	1	
312896-PR-7	FHLMC Pool J08532 MBS 5.500% 08/01/23		04/01/2009	Paydown	6,474	6,474	6,547	6,546	0	(72)	0	(72)	0	6,474	0	0	0	119	08/01/2023	1	
312896-PR-7	FHLMC Pool J08532 MBS 5.500% 08/01/23		05/01/2009	Paydown	10,570	10,570	10,689	10,687	0	(118)	0	(118)	0	10,570	0	0	0	242	08/01/2023	1	
312896-PR-7	FHLMC Pool J08532 MBS 5.500% 08/01/23		06/01/2009	Paydown	6,578	6,578	6,652	6,651	0	(73)	0	(73)	0	6,578	0	0	0	181	08/01/2023	1	
312926-2P-2	FHLMC Pool A80782 MBS 6.000% 08/01/38		04/01/2009	Paydown	100,884	100,884	102,744	102,739	0	(1,855)	0	(1,855)	0	100,884	0	0	0	2,018	08/01/2038	1	
312926-2P-2	FHLMC Pool A80782 MBS 6.000% 08/01/38		05/01/2009	Paydown	56,698	56,698	57,743	57,740	0	(1,042)	0	(1,042)	0	56,698	0	0	0	1,417	08/01/2038	1	
312926-2P-2	FHLMC Pool A80782 MBS 6.000% 08/01/38		06/01/2009	Paydown	48,636	48,636	49,533	49,530	0	(894)	0	(894)	0	48,636	0	0	0	1,459	08/01/2038	1	
312972-LE-0	FHLMC Pool 819325 (MBS) 5.000% 05/01/20		04/01/2009	Paydown	27,238	27,238	26,689	26,749	0	489	0	489	0	27,238	0	0	0	454	05/01/2020	1	
312972-LE-0	FHLMC Pool 819325 (MBS) 5.000% 05/01/20		05/01/2009	Paydown	5,443	5,443	5,333	5,345	0	98	0	98	0	5,443	0	0	0	113	05/01/2020	1	
312972-LE-0	FHLMC Pool 819325 (MBS) 5.000% 05/01/20		06/01/2009	Paydown	33,207	33,207	32,537	32,611	0	596	0	596	0	33,207	0	0	0	830	05/01/2020	1	
31339N-RC-6	FHLMC 2430 VL (CMO) 5.000% 01/15/18		04/01/2009	Paydown	54,070	54,070	57,196	54,116	0	(46)	0	(46)	0	54							

STATEMENT AS OF JUNE 30, 2009 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	Maturity Date	NAIC Designation or Market Indicator (a)
31393A-G2-7	FNMA 2003-24 LC (CMO) PAC 5.000% 12/25/15		05/01/2009	Paydown		47,843	47,843	47,843	47,843	0	0	0	0	0	47,843	0	0	0	997	12/25/2015	1
31393A-G2-7	FNMA 2003-24 LC (CMO) PAC 5.000% 12/25/15		06/01/2009	Paydown		42,312	42,312	42,312	42,312	0	0	0	0	0	42,312	0	0	0	1,058	12/25/2015	1
31393H-LF-7	FHLMC 2548 HA (CMO) 4.500% 01/15/10		04/01/2009	Paydown		34,868	34,868	34,868	34,868	0	61	0	61	0	34,868	0	0	0	523	01/15/2010	1
31393H-LF-7	FHLMC 2548 HA (CMO) 4.500% 01/15/10		05/01/2009	Paydown		37,927	37,927	37,862	37,861	0	66	0	66	0	37,927	0	0	0	711	01/15/2010	1
31393H-LF-7	FHLMC 2548 HA (CMO) 4.500% 01/15/10		06/01/2009	Paydown		36,260	36,260	36,198	36,197	0	63	0	63	0	36,260	0	0	0	816	01/15/2010	1
31393K-F7-5	FHLMC 2572 HG (CMO) 4.500% 02/15/17		04/01/2009	Paydown		23,699	23,699	23,477	23,586	0	111	0	111	0	23,699	0	0	0	355	02/15/2017	1
31393K-F7-5	FHLMC 2572 HG (CMO) 4.500% 02/15/17		05/01/2009	Paydown		20,816	20,816	20,621	20,719	0	98	0	98	0	20,816	0	0	0	390	02/15/2017	1
31393K-F7-5	FHLMC 2572 HG (CMO) 4.500% 02/15/17		06/01/2009	Paydown		22,282	22,282	22,073	22,177	0	105	0	105	0	22,282	0	0	0	501	02/15/2017	1
31393K-FA-8	FHLMC 2572 HK (CMO) 4.000% 02/15/17		04/01/2009	Paydown		23,699	23,699	23,577	23,625	0	74	0	74	0	23,699	0	0	0	316	02/15/2017	1
31393K-FA-8	FHLMC 2572 HK (CMO) 4.000% 02/15/17		05/01/2009	Paydown		20,816	20,816	20,705	20,751	0	65	0	65	0	20,816	0	0	0	347	02/15/2017	1
31393K-FA-8	FHLMC 2572 HK (CMO) 4.000% 02/15/17		06/01/2009	Paydown		22,282	22,282	22,167	22,212	0	70	0	70	0	22,282	0	0	0	446	02/15/2017	1
31393K-FA-8	FHLMC 2572 HK (CMO) 4.000% 02/15/17		04/01/2009	Paydown		202,141	202,141	213,132	203,158	0	(1,017)	0	(1,017)	0	202,141	0	0	0	3,706	05/15/2010	1
31393K-FA-8	FHLMC 2572 LF (CMO) 5.500% 07/15/27		05/01/2009	Paydown		231,375	231,375	243,956	232,539	0	(1,164)	0	(1,164)	0	231,375	0	0	0	5,302	06/15/2010	1
31393K-FA-8	FHLMC 2572 LF (CMO) 5.500% 07/15/27		06/01/2009	Paydown		175,578	175,578	185,125	176,461	0	(883)	0	(883)	0	175,578	0	0	0	4,828	06/15/2010	1
31393L-MY-6	FHLMC 2564 OR (CMO) 4.500% 02/15/26		04/01/2009	Paydown		118,589	118,589	120,164	118,637	0	(47)	0	(47)	0	118,589	0	0	0	1,779	08/15/2010	1
31393L-MY-6	FHLMC 2564 OR (CMO) 4.500% 02/15/26		05/01/2009	Paydown		140,099	140,099	141,960	140,155	0	(56)	0	(56)	0	140,099	0	0	0	2,627	02/15/2010	1
31393L-MY-6	FHLMC 2564 OR (CMO) 4.500% 02/15/26		06/01/2009	Paydown		102,712	102,712	104,076	102,753	0	(41)	0	(41)	0	102,712	0	0	0	2,311	08/15/2010	1
31395B-WF-0	FHLMC 3012 TM (CMO) 4.500% 03/15/25		04/01/2009	Paydown		20,471	20,471	20,416	20,429	0	41	0	41	0	20,471	0	0	0	307	03/15/2025	1
31395B-WF-0	FHLMC 3012 TM (CMO) 4.500% 03/15/25		05/01/2009	Paydown		20,365	20,365	20,311	20,323	0	41	0	41	0	20,365	0	0	0	382	03/15/2025	1
31395B-WF-0	FHLMC 3012 TM (CMO) 4.500% 03/15/25		06/01/2009	Paydown		20,259	20,259	20,205	20,216	0	41	0	41	0	20,259	0	0	0	456	03/15/2025	1
31402Q-R6-0	FNMA Pool 735009 (MBS) 5.000% 05/01/19		04/01/2009	Paydown		20,591	20,591	20,231	20,265	0	326	0	326	0	20,591	0	0	0	343	05/01/2019	1
31402Q-R6-0	FNMA Pool 735009 (MBS) 5.000% 05/01/19		05/01/2009	Paydown		15,997	15,997	15,717	15,744	0	253	0	253	0	15,997	0	0	0	333	05/01/2019	1
31402Q-R6-0	FNMA Pool 735009 (MBS) 5.000% 05/01/19		06/01/2009	Paydown		16,358	16,358	16,071	16,099	0	259	0	259	0	16,358	0	0	0	409	05/01/2019	1
31402R-RN-1	FNMA Pool 735893 (MBS) 5.000% 10/01/35		04/01/2009	Paydown		69,094	69,094	68,030	68,034	0	1,060	0	1,060	0	69,094	0	0	0	1,152	10/01/2035	1
31402R-RN-1	FNMA Pool 735893 (MBS) 5.000% 10/01/35		05/01/2009	Paydown		82,737	82,737	81,464	81,466	0	1,269	0	1,269	0	82,737	0	0	0	1,724	10/01/2035	1
31402R-RN-1	FNMA Pool 735893 (MBS) 5.000% 10/01/35		06/01/2009	Paydown		92,163	92,163	90,744	90,749	0	1,413	0	1,413	0	92,163	0	0	0	2,304	10/01/2035	1
31402R-RN-1	FNMA Pool 735893 (MBS) 5.000% 10/01/35		06/08/2009	Morgan Stanley	4,629,233	4,593,346	4,522,653	4,522,905	0	(435)	0	(435)	0	4,522,470	0	106,764	106,764	121,213	10/01/2035	1	
31407N-FK-4	FNMA Pool 835470 (MBS) 5.000% 09/01/20		04/01/2009	Paydown		17,949	17,949	17,584	17,617	0	331	0	331	0	17,949	0	0	0	299	09/01/2020	1
31407N-FK-4	FNMA Pool 835470 (MBS) 5.000% 09/01/20		05/01/2009	Paydown		17,530	17,530	17,174	17,206	0	324	0	324	0	17,530	0	0	0	365	09/01/2020	1
31407N-FK-4	FNMA Pool 835470 (MBS) 5.000% 09/01/20		06/01/2009	Paydown		19,898	19,898	19,493	19,530	0	367	0	367	0	19,898	0	0	0	497	09/01/2020	1
31407S-GA-4	FNMA Pool 839093 (MBS) 5.000% 10/01/20		04/01/2009	Paydown		22,119	22,119	21,687	21,707	0	412	0	412	0	22,119	0	0	0	389	10/01/2020	1
31407S-GA-4	FNMA Pool 839093 (MBS) 5.000% 10/01/20		05/01/2009	Paydown		9,937	9,937	9,743	9,752	0	185	0	185	0	9,937	0	0	0	257	10/01/2020	1
31407S-GA-4	FNMA Pool 839093 (MBS) 5.000% 10/01/20		06/01/2009	Paydown		5,712	5,712	5,600	5,605	0	106	0	106	0	5,712	0	0	0	143	10/01/2020	1
31410X-VR-4	FNMA Pool 900724 (MBS) 5.500% 08/01/21		04/01/2009	Paydown		41,586	41,586	41,590	41,579	0	7	0	7	0	41,586	0	0	0	792	08/01/2021	1
31410X-VR-4	FNMA Pool 900724 (MBS) 5.500% 08/01/21		05/01/2009	Paydown		31,867	31,867	31,869	31,861	0	6	0	6	0	31,867	0	0	0	730	08/01/2021	1
31410X-VR-4	FNMA Pool 900724 (MBS) 5.500% 08/01/21		06/01/2009	Paydown		11,135	11,135	11,136	11,133	0	2	0	2	0	11,135	0	0	0	306	08/01/2021	1
31412M-X4-5	FNMA Pool 929599 (MBS) 5.500% 06/01/38		04/01/2009	Paydown		34,805	34,805	35,218	35,214	0	(409)	0	(409)	0	34,805	0	0	0	638	06/01/2038	1
31412M-X4-5	FNMA Pool 929599 (MBS) 5.500% 06/01/38		05/01/2009	Paydown		2,488	2,488	2,517	2,517	0	(29)	0	(29)	0	2,488	0	0	0	57	06/01/2038	1
31412M-X4-5	FNMA Pool 929599 (MBS) 5.500% 06/01/38		06/01/2009	Paydown		40,829	40,829	41,314	41,309	0	(480)	0	(480)	0	40,829	0	0	0	1,123	06/01/2038	1
31414F-K9-1	FNMA Pool 964820 (MBS) 5.000% 08/01/23		04/01/2009	Paydown		31,243	31,243	31,536	31,529	0	(285)	0	(285)	0	31,243	0	0	0	521	08/01/2023	1
31414F-K9-1	FNMA Pool 964820 (MBS) 5.000% 08/01/23		05/01/2009	Paydown		84,981	84,981	85,778	85,758	0	(777)	0	(777)	0	84,981	0	0	0	1,770	08/01/2023	1
31414F-K9-1	FNMA Pool 964820 (MBS) 5.000% 08/01/23		06/01/2009	Paydown		70,146	70,146	70,804	70,787	0	(641)	0	(641)	0	70,146	0	0	0	1,754	08/01/2023	1
31415S-W4-1	FNMA Pool 987879 (MBS) 5.500% 09/01/38		04/01/2009	Paydown		4,336	4,336	4,357	4,357	0	(21)	0	(21)	0	4,336	0	0	0	79	09/01/2038	1
31415S-W4-1	FNMA Pool 987879 (MBS) 5.500% 09/01/38		05/01/2009	Paydown		65,825	65,825	66,143	66,141	0	(316)	0	(316)	0	65,825	0	0	0	1,509	09/01/2038	1
31415S-W4-1	FNMA Pool 987879 (MBS) 5.500% 09/01/38		06/01/2009	Paydown		4,495	4,495	4,516	4,516	0	(22)	0	(22)	0	4,495	0	0	0	124	09/01/2038	1
31415S-W4-1	FNMA Pool 987879 (MBS) 5.500% 09/01/38		06/30/2009	Chase Securities	3,484,862	3,366,824	3,383,132	3,383,001	0	13	0	13	0	3,383,014	0	101,649	101,649	98,790	09/01/2038	1	
31415W-BA-0	FNMA Pool 991133 (MBS) 4.500% 01/01/39		04/01/2009	Paydown		23,267	23,267	23,895	23,829	0	(629)	0	(629)	0	23,267	0	0	0	282	01/01/2039	1
31415W-BA-0	FNMA Pool 991133 (MBS) 4.500% 01/01/39		05/01/2009	Paydown																	

STATEMENT AS OF JUNE 30, 2009 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 CUSIP Identification	2 Description	3 Foreign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Maturity Date	22 NAIC Desig- nation or Market Indi- cator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amor- tization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recogn- ized	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value							
3199999	Bonds - U.S. Special Revenues					15,638,006	14,782,030	14,773,052	14,384,052	0	(10,815)	0	(10,815)	0	14,720,446	0	317,563	317,563	377,785	XXX	XXX
030615-AC-2	Americredit Prime Auto 2007-1 A3 ABS 5.270% 11/08/11		04/08/2009	Paydown		99,998	99,998	100,310	100,077	0	(79)	0	(79)	0	99,998	0	0	0	1,757	10/08/2009	1FE
030615-AC-2	Americredit Prime Auto 2007-1 A3 ABS 5.270% 11/08/11		05/08/2009	Paydown		95,534	95,534	95,833	95,610	0	(76)	0	(76)	0	95,534	0	0	0	2,098	10/08/2009	1FE
030615-AC-2	Americredit Prime Auto 2007-1 A3 ABS 5.270% 11/08/11		06/08/2009	Paydown		90,055	90,055	90,336	90,125	0	(171)	0	(171)	0	90,055	0	0	0	2,373	10/08/2009	1FE
1248MB-AG-0	Credit Based Asset Serv 2007-CB2 A2A ABS 5.891% 02/25/37		03/01/2009	Paydown		23,391	23,391	20,635	23,328	0	2,751	2,688	63	0	23,391	0	0	0	351	02/25/2037	1FE
1248MB-AG-0	Credit Based Asset Serv 2007-CB2 A2A ABS 5.891% 02/25/37		04/01/2009	Paydown		(29,931)	(29,931)	(26,405)	(29,931)	0	0	0	0	0	(29,931)	0	0	0	(294)	02/25/2037	1FE
1248MB-AG-0	Credit Based Asset Serv 2007-CB2 A2A ABS 5.891% 02/25/37		04/01/2009	Paydown		25,780	25,780	22,743	25,711	0	3,032	2,963	69	0	25,780	0	0	0	517	02/25/2037	1FE
1248MB-AG-0	Credit Based Asset Serv 2007-CB2 A2A ABS 5.891% 02/25/37		05/01/2009	Paydown		34,917	34,917	30,804	34,823	0	4,107	4,013	94	0	34,917	0	0	0	672	02/25/2037	1FE
1248MB-AG-0	Credit Based Asset Serv 2007-CB2 A2A ABS 5.891% 02/25/37		06/01/2009	Paydown		33,875	33,875	29,885	33,784	0	3,984	3,893	91	0	33,875	0	0	0	1,912	02/25/2037	1FE
12628K-AA-0	CSAB Mtg 2006-3 A1A ABS 6.000% 11/25/36		04/01/2009	Paydown		13,539	13,539	11,723	13,503	0	1,883	1,847	36	0	13,539	0	0	0	271	11/25/2036	2FE
12628K-AA-0	CSAB Mtg 2006-3 A1A ABS 6.000% 11/25/36		05/01/2009	Paydown		17,797	17,797	15,410	17,750	0	2,476	2,428	48	0	17,797	0	0	0	445	11/25/2036	2FE
12628K-AA-0	CSAB Mtg 2006-3 A1A ABS 6.000% 11/25/36		06/01/2009	Paydown		17,245	17,245	14,932	17,199	0	2,399	2,353	46	0	17,245	0	0	0	517	11/25/2036	2FE
14312T-AC-4	Carmax Auto Own 2007-2 A3 ABS 5.230% 12/15/11		04/15/2009	Paydown		22,454	22,454	22,450	22,453	0	1	0	1	0	22,454	0	0	0	391	12/15/2011	1FE
14312T-AC-4	Carmax Auto Den 2007-2 A3 ABS 5.230% 12/15/11		05/15/2009	Paydown		20,778	20,778	20,774	20,777	0	1	0	1	0	20,778	0	0	0	453	12/15/2011	1FE
14312T-AC-4	JP Morgan Chase 2006-S4 A1A CMO 5.440% 12/25/36		06/15/2009	Paydown		19,736	19,736	19,732	19,735	0	1	0	1	0	19,736	0	0	0	516	12/15/2011	1FE
466302-AA-4	JP Morgan Chase 2006-S4 A1A CMO 5.440% 12/25/36		04/25/2009	Paydown		29,985	29,985	26,737	29,985	0	3,614	3,613	1	0	29,985	0	0	0	544	12/25/2036	1FE
466302-AA-4	JP Morgan Chase 2006-S4 A1A CMO 5.440% 12/25/36		05/25/2009	Paydown		34,758	34,758	30,993	34,758	0	4,189	4,189	0	0	34,758	0	0	0	798	12/25/2036	1FE
466302-AA-4	JP Morgan Chase 2006-S4 A1A CMO 5.440% 12/25/36		06/25/2009	Paydown		40,973	40,973	36,535	40,973	0	4,938	4,938	0	0	40,973	0	0	0	1,134	12/25/2036	1FE
46630L-AA-2	JP Morgan Mtg 2007-CH1 AF1A ABS 0.394% 11/25/36		04/27/2009	Paydown		11,485	11,485	10,317	11,485	0	1,313	1,313	0	0	11,485	0	0	0	21	11/25/2036	1FE
46630L-AA-2	JP Morgan Mtg 2007-CH1 AF1A ABS 0.394% 11/25/36		05/26/2009	Paydown		14,176	14,176	12,734	14,176	0	1,621	1,621	0	0	14,176	0	0	0	32	11/25/2036	1FE
46630L-AA-2	JP Morgan Mtg 2007-CH1 AF1A ABS 0.394% 11/25/36		06/25/2009	Paydown		13,710	13,710	12,315	13,710	0	1,567	1,567	0	0	13,710	0	0	0	35	11/25/2036	1FE
61750W-AR-4	Morgan Stanley Cap MSC 2006-1012 A1 CHBS 5.257% 12/15/43		04/01/2009	Paydown		8,027	8,027	6,047	8,027	0	0	0	0	0	8,027	0	0	0	141	10/15/2011	1FE
61750W-AR-4	Morgan Stanley Cap MSC 2006-1012 A1 CHBS 5.257% 12/15/43		05/01/2009	Paydown		9,277	9,277	9,300	9,276	0	0	0	0	0	9,277	0	0	0	203	10/15/2011	1FE
61750W-AR-4	Morgan Stanley Cap MSC 2006-1012 A1 CHBS 5.257% 12/15/43		06/01/2009	Paydown		8,117	8,117	8,137	8,117	0	0	0	0	0	8,117	0	0	0	213	10/15/2011	1FE
75970H-AD-2	Renaissance Home Equity 2006-4 AF1 ABS 5.545% 01/25/37		04/01/2009	Paydown		34,661	34,661	33,130	34,661	0	1,669	1,669	0	0	34,661	0	0	0	641	01/25/2037	1FE
75970H-AD-2	Renaissance Home Equity 2006-4 AF1 ABS 5.545% 01/25/37		05/01/2009	Paydown		10,386	10,386	9,928	10,386	0	500	500	0	0	10,386	0	0	0	240	01/25/2037	1FE
75970H-AD-2	Renaissance Home Equity 2006-4 AF1 ABS 5.545% 01/25/37		06/01/2009	Paydown		13,856	13,856	13,244	13,856	0	667	667	0	0	13,856	0	0	0	364	01/25/2037	1FE
75971E-AE-6	Renaissance Home Equity 2006-3 AF2 (ABS) 5.580% 11/25/36		04/01/2009	Paydown		18,145	18,145	16,877	18,083	0	1,299	1,238	61	0	18,145	0	0	0	337	11/25/2036	1FE
75971E-AE-6	Renaissance Home Equity 2006-3 AF2 (ABS) 5.580% 11/25/36		05/01/2009	Paydown		2,567	2,567	2,387	2,558	0	184	175	9	0	2,567	0	0	0	60	11/25/2036	1FE
75971E-AE-6	Renaissance Home Equity 2006-3 AF2 (ABS) 5.580% 11/25/36		06/01/2009	Paydown		25,411	25,411	23,836	25,325	0	1,819	1,733	86	0	25,411	0	0	0	709	11/25/2036	1FE
83612Q-AA-6	Soundview Home Eq 2007-NS1 A1 ABS 0.434% 01/25/37		04/27/2009	Paydown		12,500	12,500	11,139	12,500	0	1,465	1,465	0	0	12,500	0	0	0	25	01/25/2037	2FE

STATEMENT AS OF JUNE 30, 2009 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	Maturity Date	NAIC Designation or Market Indicator (a)	
836120-AA-6	Soundview Home Eq 2007-NS1 A1 ABS 0.434%		01/25/37	Paydown		11,889	11,889	10,594	11,889	0	1,393	1,393	0	0	11,889	0	0	0	29	01/25/2037	2FE	
836120-AA-6	Soundview Home Eq 2007-NS1 A1 ABS 0.434%		01/25/37	Paydown		10,251	10,251	9,135	10,251	0	1,201	1,201	0	0	10,251	0	0	0	28	01/25/2037	2FE	
3899999, Bonds - Industrial and Miscellaneous (Unaffiliated)								795,342	794,961	0	47,848	47,467	381	0	795,342	0	0	0	16,823	XXX	XXX	
8399997, Total - Bonds - Part 4								20,839,102	20,583,126	0	26,441	47,467	(21,026)	0	20,521,542	0	317,563	317,563	532,181	XXX	XXX	
8399998, Total - Bonds - Part 5								XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999, Total - Bonds								20,839,102	20,583,126	0	26,441	47,467	(21,026)	0	20,521,542	0	317,563	317,563	532,181	XXX	XXX	
8999997, Total - Preferred Stocks - Part 4								0	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
8999999, Total - Preferred Stocks								0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799997, Total - Common Stocks - Part 4								0	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
9799999, Total - Common Stocks								0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999, Total - Preferred and Common Stocks								0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999 - Totals								20,839,102	20,708,293	0	26,441	47,467	(21,026)	0	20,521,542	0	317,563	317,563	532,181	XXX	XXX	

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

Schedule DB - Part A - Section 1 - Options, Caps, Floors and Insurance Futures Options Owned

NONE

Schedule DB - Part B - Section 1 - Options, Caps, Floors and Insurance Futures Options Written and
In Force

NONE

Schedule DB - Part C - Section 1 - Collar, Swap and Forwards Open

NONE

Schedule DB - Part D - Section 1 - Futures Contracts and Insurance Futures Contracts Open

NONE

