

ANNUAL STATEMENT

OF THE

UnitedHealthcare Plan of the River Valley, Inc.

TO THE

Insurance Department

OF THE

STATE OF

Illinois

FOR THE YEAR ENDED
DECEMBER 31, 2011

HEALTH

2011



HEALTH ANNUAL STATEMENT

FOR THE YEAR ENDED DECEMBER 31, 2011
OF THE CONDITION AND AFFAIRS OF THE

UnitedHealthcare Plan of the River Valley, Inc.

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

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

Country of Domicile United States of America

Licensed as business type: Health Maintenance Organization

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

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

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

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

Mail Address 9900 Bren Road East, MN008-W345 Minnetonka, MN 55343
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 1300 River Drive, Suite 200
(Street and Number)
Moline, IL 61265 309-757-6265
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Website Address UHCRiverValley.com

Statutory Statement Contact Gretchen Lea Fischer 952-936-1322
(Name) (Area Code) (Telephone Number)
gretchen_l.fischer@uhc.com 952-936-1370
(E-mail Address) (FAX Number)

OFFICERS

Secretary Christina Regina Palme-Krizak Chief Financial Officer Patrick NMN Caster #
Treasurer Robert Worth Oberrender

OTHER OFFICERS

Daniel Roger Kueter President, Commercial Nyle Brent Cottingham Assistant Treasurer Michelle Marie Huntley Dill Assistant Secretary
Bruce Chase Steffens M.D. Chief Medical Officer Scott Andrew Bowers President, Medicaid Division

DIRECTORS

James Edward Hecker Bruce Chase Steffens M.D. William Kenneth Appelgate Ph.D.
Daniel Roger Kueter Cathie Sue Whiteside Steven Eugene Meeker #
Victoria Jean Kauzlarich James Wesley Waters Scott Andrew Bowers

State of Illinois
County of Rock Island

State of Minnesota
County of Hennepin

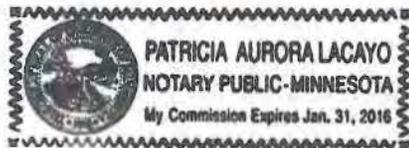
The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any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

[Signature]
Daniel Roger Keuter
President, Commercial

[Signature]
Christina Regina Palme-Krizak
Secretary

Subscribed and sworn to before me this
1 day of February, 2012
Mary Ann Vickers

Subscribed and sworn to before me this
26 day of January, 2012
Patricia Aurora Lacayo



- 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.....

ASSETS

	Current Year			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Net Admitted Assets
1. Bonds (Schedule D)	628,251,495		628,251,495	560,542,521
2. Stocks (Schedule D):				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$64,942,845 , Schedule E - Part 1), cash equivalents (\$10,586,325 , Schedule E - Part 2) and short-term investments (\$194,539,154 , Schedule DA)	270,068,324		270,068,324	467,134,281
6. Contract loans, (including \$ premium notes)			0	0
7. Derivatives (Schedule DB)			0	0
8. Other invested assets (Schedule BA)			0	0
9. Receivables for securities	0		0	9
10. Securities lending reinvested collateral assets (Schedule DL)			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	898,319,819	0	898,319,819	1,027,676,811
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	6,920,620		6,920,620	6,424,011
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	71,471,730	402,008	71,069,722	52,998,578
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums	2,077,951		2,077,951	1,651,803
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	0		0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	3,120,459	46,282	3,074,177	4,037,927
18.1 Current federal and foreign income tax recoverable and interest thereon	0		0	0
18.2 Net deferred tax asset	42,004,618	33,519,179	8,485,439	20,728,957
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	0	0	0	0
24. Health care (\$14,992,635) and other amounts receivable	16,414,063	1,421,428	14,992,635	8,922,535
25. Aggregate write-ins for other than invested assets	5,095,816	0	5,095,816	4,135,843
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	1,045,425,076	35,388,897	1,010,036,179	1,126,576,465
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	1,045,425,076	35,388,897	1,010,036,179	1,126,576,465
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. FEHBP Receivable	4,808,546		4,808,546	3,809,308
2502. Premium Tax Receivable	217,947		217,947	216,440
2503. Miscellaneous Receivable	59,079		59,079	110,095
2598. Summary of remaining write-ins for Line 25 from overflow page	10,244	0	10,244	0
2599. Totals (Lines 2501 thru 2503 plus 2598)(Line 25 above)	5,095,816	0	5,095,816	4,135,843

LIABILITIES, CAPITAL AND SURPLUS

	Current Year			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$0 reinsurance ceded).....	392,842,705	0	392,842,705	396,091,539
2. Accrued medical incentive pool and bonus amounts.....	1,294,235		1,294,235	1,985,566
3. Unpaid claims adjustment expenses.....	9,035,304		9,035,304	9,777,723
4. Aggregate health policy reserves, including the liability of \$172,806 for medical loss ratio rebate per the Public Health Service Act.....	6,527,052		6,527,052	6,092,952
5. Aggregate life policy reserves.....			0	0
6. Property/casualty unearned premium reserves.....			0	0
7. Aggregate health claim reserves.....	9,701		9,701	33,717
8. Premiums received in advance.....	16,226,595		16,226,595	227,804,165
9. General expenses due or accrued.....	45,289,768		45,289,768	50,666,561
10.1 Current federal and foreign income tax payable and interest thereon (including \$1,178,152 on realized capital gains (losses)).....	30,725,213		30,725,213	14,841,539
10.2 Net deferred tax liability.....	0		0	0
11. Ceded reinsurance premiums payable.....	330,904		330,904	245,821
12. Amounts withheld or retained for the account of others.....	0		0	0
13. Remittance and items not allocated.....	1,742,140		1,742,140	22,508
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current).....			0	0
15. Amounts due to parent, subsidiaries and affiliates.....	42,511,452		42,511,452	59,216,186
16. Derivatives.....			0	0
17. Payable for securities.....	0		0	0
18. Payable for securities lending.....			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$0 unauthorized reinsurers).....			0	0
20. Reinsurance in unauthorized companies.....			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates.....			0	0
22. Liability for amounts held under uninsured plans.....	5,848,208		5,848,208	0
23. Aggregate write-ins for other liabilities (including \$38,000 current).....	4,876,884	0	4,876,884	7,498
24. Total liabilities (Lines 1 to 23).....	557,260,161	0	557,260,161	766,785,775
25. Aggregate write-ins for special surplus funds.....	XXX	XXX	0	0
26. Common capital stock.....	XXX	XXX	610,000	610,000
27. Preferred capital stock.....	XXX	XXX		0
28. Gross paid in and contributed surplus.....	XXX	XXX	44,977,137	44,977,137
29. Surplus notes.....	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds.....	XXX	XXX	1,500,000	1,500,000
31. Unassigned funds (surplus).....	XXX	XXX	405,688,880	312,703,553
32. Less treasury stock, at cost:				
32.1..... shares common (value included in Line 26 \$).....	XXX	XXX		0
32.2..... shares preferred (value included in Line 27 \$).....	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32).....	XXX	XXX	452,776,017	359,790,690
34. Total liabilities, capital and surplus (Lines 24 and 33).....	XXX	XXX	1,010,036,179	1,126,576,465
DETAILS OF WRITE-INS				
2301. Risk Adjustment Factor Payable.....	4,838,118		4,838,118	
2302. Fines & Penalties - Accrued.....	38,000		38,000	
2303. Unclaimed Property.....	766		766	7,498
2308. Summary of remaining write-ins for Line 23 from overflow page.....	0	0	0	0
2309. Totals (Lines 2301 thru 2303 plus 2308)(Line 23 above).....	4,876,884	0	4,876,884	7,498
2501.....	XXX	XXX		
2502.....	XXX	XXX		
2503.....	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page.....	XXX	XXX	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598)(Line 25 above).....	XXX	XXX	0	0
3001. Statutory Fund.....	XXX	XXX	1,500,000	1,500,000
3002.....	XXX	XXX		
3003.....	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page.....	XXX	XXX	0	0
3099. Totals (Lines 3001 thru 3003 plus 3098)(Line 30 above).....	XXX	XXX	1,500,000	1,500,000

STATEMENT OF REVENUE AND EXPENSES

	Current Year		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member Months.....	XXX	9,365,383	8,795,788
2. Net premium income (including \$ non-health premium income)	XXX	3,922,804,998	3,187,652,737
3. Change in unearned premium reserves and reserve for rate credits	XXX	(7,916)	(1,268,943)
4. Fee-for-service (net of \$ medical expenses)	XXX	0	0
5. Risk revenue	XXX	0	0
6. Aggregate write-ins for other health care related revenues	XXX	189,607	403,718
7. Aggregate write-ins for other non-health revenues	XXX	605,600	0
8. Total revenues (Lines 2 to 7)	XXX	3,923,592,289	3,186,787,512
Hospital and Medical:			
9. Hospital/medical benefits		2,970,819,078	2,422,385,178
10. Other professional services		14,657,800	10,881,982
11. Outside referrals		0	0
12. Emergency room and out-of-area		0	0
13. Prescription drugs		113,623,113	93,623,001
14. Aggregate write-ins for other hospital and medical	0	0	496,627
15. Incentive pool, withhold adjustments, and bonus amounts		1,025,110	1,271,375
16. Subtotal (Lines 9 to 15)	0	3,100,125,101	2,528,658,163
Less:			
17. Net reinsurance recoveries		0	(52,370)
18. Total hospital and medical (Lines 16 minus 17)	0	3,100,125,101	2,528,710,533
19. Non-health claims (net)			0
20. Claims adjustment expenses, including \$84,708,344 cost containment expenses		121,875,202	125,310,554
21. General administrative expenses		424,870,100	336,002,202
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)		0	0
23. Total underwriting deductions (Lines 18 through 22)	0	3,646,870,403	2,990,023,289
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	276,721,886	196,764,223
25. Net investment income earned (Exhibit of Net Investment Income, Line 17)		16,633,455	16,255,996
26. Net realized capital gains (losses) less capital gains tax of \$1,178,152		2,130,770	109,883
27. Net investment gains (losses) (Lines 25 plus 26)	0	18,764,225	16,365,879
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0
29. Aggregate write-ins for other income or expenses	0	1,106,009	(2,410,088)
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	296,592,120	210,720,014
31. Federal and foreign income taxes incurred	XXX	84,691,354	80,699,894
32. Net income (loss) (Lines 30 minus 31)	XXX	211,900,766	130,020,120
DETAILS OF WRITE-INS			
0601. Emergency Room Diversion Grant	XXX		403,718
0602. TennCare Incentives	XXX	189,607	
0603.	XXX		
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698)(Line 6 above)	XXX	189,607	403,718
0701. TennCare EVV System Revenue	XXX	605,600	
0702.	XXX		
0703.	XXX		
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798)(Line 7 above)	XXX	605,600	0
1401. Patient Transport			456,786
1402. Other Miscellaneous Expenses			39,841
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498)(Line 14 above)	0	0	496,627
2901. Fines & Penalties - Paid and Accrued		1,106,009	(2,410,088)
2902.			
2903.			
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998)(Line 29 above)	0	1,106,009	(2,410,088)

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year	2 Prior Year
CAPITAL AND SURPLUS ACCOUNT		
33. Capital and surplus prior reporting year.....	359,790,690	278,429,438
34. Net income or (loss) from Line 32.....	211,900,766	130,020,120
35. Change in valuation basis of aggregate policy and claim reserves.....		0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....		0
37. Change in net unrealized foreign exchange capital gain or (loss).....		0
38. Change in net deferred income tax.....	(16,436,875)	9,056,747
39. Change in nonadmitted assets.....	5,521,437	4,384,385
40. Change in unauthorized reinsurance.....	0	0
41. Change in treasury stock.....	0	0
42. Change in surplus notes.....	0	0
43. Cumulative effect of changes in accounting principles.....		0
44. Capital Changes:		
44.1 Paid in.....	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0
44.3 Transferred to surplus.....		(100,000)
45. Surplus adjustments:		
45.1 Paid in.....	0	0
45.2 Transferred to capital (Stock Dividend).....		0
45.3 Transferred from capital.....		100,000
46. Dividends to stockholders.....	(108,000,000)	(62,100,000)
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0
48. Net change in capital and surplus (Lines 34 to 47).....	92,985,327	81,361,252
49. Capital and surplus end of reporting period (Line 33 plus 48)	452,776,017	359,790,690
DETAILS OF WRITE-INS		
4701.		
4702.		
4703.		
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798)(Line 47 above)	0	0

CASH FLOW

	1	2
	Current Year	Prior Year
Cash from Operations		
1. Premiums collected net of reinsurance	3,698,487,097	3,425,171,013
2. Net investment income	23,931,657	21,537,802
3. Miscellaneous income	795,207	403,718
4. Total (Lines 1 through 3)	3,723,213,961	3,447,112,533
5. Benefit and loss related payments	3,109,197,471	2,393,149,333
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		0
7. Commissions, expenses paid and aggregate write-ins for deductions	545,031,400	440,409,391
8. Dividends paid to policyholders		0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	69,985,833	68,865,599
10. Total (Lines 5 through 9)	3,724,214,704	2,902,424,323
11. Net cash from operations (Line 4 minus Line 10)	(1,000,743)	544,688,210
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	161,022,038	40,157,603
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	315	(20)
12.7 Miscellaneous proceeds	9	252
12.8 Total investment proceeds (Lines 12.1 to 12.7)	161,022,362	40,157,835
13. Cost of investments acquired (long-term only):		
13.1 Bonds	233,096,501	136,680,401
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	9
13.7 Total investments acquired (Lines 13.1 to 13.6)	233,096,501	136,680,410
14. Net increase (decrease) in contract loans and premium notes	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	(72,074,139)	(96,522,575)
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	108,000,000	62,100,000
16.6 Other cash provided (applied)	(15,991,075)	(180,710,203)
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	(123,991,075)	(242,810,203)
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)	(197,065,957)	205,355,432
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	467,134,281	261,778,849
19.2 End of year (Line 18 plus Line 19.1)	270,068,324	467,134,281

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

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ANNUAL STATEMENT FOR THE YEAR 2011 OF THE UnitedHealthcare Plan of the River Valley, Inc.

ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Net premium income	3,922,804,998	411,996,310				20,085,554	939,963,645	2,550,759,489		
2. Change in unearned premium reserves and reserve for rate credit	(7,916)	(929,600)				(426,148)	1,347,832			
3. Fee-for-service (net of \$ medical expenses)	0									XXX
4. Risk revenue	0									XXX
5. Aggregate write-ins for other health care related revenues	189,607	0	0	0	0	0	0	189,607	0	XXX
6. Aggregate write-ins for other non-health care related revenues	605,600	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	605,600
7. Total revenues (Lines 1 to 6)	3,923,592,289	411,066,710	0	0	0	19,659,406	941,311,477	2,550,949,096	0	605,600
8. Hospital/medical benefits	2,970,819,078	278,496,853				21,169,110	652,355,704	2,018,797,411		XXX
9. Other professional services	14,657,800	1,427,936				104,447	6,430,663	6,694,754		XXX
10. Outside referrals	0									XXX
11. Emergency room and out-of-area	0									XXX
12. Prescription drugs	113,623,113	47,878,685				809,642	64,934,786			XXX
13. Aggregate write-ins for other hospital and medical	0	0	0	0	0	0	0	0	0	XXX
14. Incentive pool, withhold adjustments and bonus amounts	1,025,110	38,869					468,841	517,400		XXX
15. Subtotal (Lines 8 to 14)	3,100,125,101	327,842,343	0	0	0	22,083,199	724,189,994	2,026,009,565	0	XXX
16. Net reinsurance recoveries	0									XXX
17. Total medical and hospital (Lines 15 minus 16)	3,100,125,101	327,842,343	0	0	0	22,083,199	724,189,994	2,026,009,565	0	XXX
18. Non-health claims (net)	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
19. Claims adjustment expenses including \$ 84,708,344 cost containment expenses	121,875,202	10,108,783				137,618	18,319,503	93,309,298		
20. General administrative expenses	424,870,100	67,881,644				937,521	45,364,560	310,686,375		
21. Increase in reserves for accident and health contracts	0									XXX
22. Increase in reserves for life contracts	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
23. Total underwriting deductions (Lines 17 to 22)	3,646,870,403	405,832,770	0	0	0	23,158,338	787,874,057	2,430,005,238	0	0
24. Total underwriting gain or (loss) (Line 7 minus Line 23)	276,721,886	5,233,940	0	0	0	(3,498,932)	153,437,420	120,943,858	0	605,600
DETAILS OF WRITE-INS										
0501. TennCare Incentives	189,607							189,607		XXX
0502.										XXX
0503.										XXX
0598. Summary of remaining write-ins for Line 5 from overflow page	0	0	0	0	0	0	0	0	0	XXX
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above)	189,607	0	0	0	0	0	0	189,607	0	XXX
0601. TennCare EVV System Revenue	605,600	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	605,600
0602.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0603.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0698. Summary of remaining write-ins for Line 6 from overflow page	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	605,600	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	605,600
1301.										XXX
1302.										XXX
1303.										XXX
1398. Summary of remaining write-ins for Line 13 from overflow page	0	0	0	0	0	0	0	0	0	XXX
1399. Totals (Lines 1301 thru 1303 plus 1398) (Line 13 above)	0	0	0	0	0	0	0	0	0	XXX

UNDERWRITING AND INVESTMENT EXHIBIT

PART 1 - PREMIUMS

Line of Business	1 Direct Business	2 Reinsurance Assumed	3 Reinsurance Ceded	4 Net Premium Income (Cols. 1 + 2 - 3)
1. Comprehensive (hospital and medical)	412,423,686		427,376	411,996,310
2. Medicare Supplement				0
3. Dental only				0
4. Vision only				0
5. Federal Employees Health Benefits Plan	20,106,389		20,835	20,085,554
6. Title XVIII - Medicare	940,909,382		945,737	939,963,645
7. Title XIX - Medicaid	2,553,312,802		2,553,313	2,550,759,489
8. Other health				0
9. Health subtotal (Lines 1 through 8)	3,926,752,259	0	3,947,261	3,922,804,998
10. Life	0			0
11. Property/casualty	0			0
12. Totals (Lines 9 to 11)	3,926,752,259	0	3,947,261	3,922,804,998

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE UnitedHealthcare Plan of the River Valley, Inc.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2 - CLAIMS INCURRED DURING THE YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Payments during the year:										
1.1 Direct	3,107,481,029	323,760,368	0	0	0	21,001,598	716,053,735	2,046,665,328		
1.2 Reinsurance assumed	0									
1.3 Reinsurance ceded	0									
1.4 Net	3,107,481,029	323,760,368	0	0	0	21,001,598	716,053,735	2,046,665,328	0	0
2. Paid medical incentive pools and bonuses	1,716,441	38,868					1,076,341	601,232		
3. Claim liability December 31, current year from Part 2A:										
3.1 Direct	392,842,705	42,667,989	0	0	0	3,676,517	102,638,458	243,859,741	0	0
3.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
3.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
3.4 Net	392,842,705	42,667,989	0	0	0	3,676,517	102,638,458	243,859,741	0	0
4. Claim reserve December 31, current year from Part 2D:										
4.1 Direct	9,701	83					9,618			
4.2 Reinsurance assumed	0									
4.3 Reinsurance ceded	0									
4.4 Net	9,701	83	0	0	0	0	9,618	0	0	0
5. Accrued medical incentive pools and bonuses, current year	1,294,235						368,528	925,707		
6. Net healthcare receivables (a)	5,108,190	197,945					6,098,434	(1,188,189)		
7. Amounts recoverable from reinsurers December 31, current year	0									
8. Claim liability December 31, prior year from Part 2A:										
8.1 Direct	396,091,539	38,422,711				2,594,916	88,852,818	266,221,094		
8.2 Reinsurance assumed	0									
8.3 Reinsurance ceded	0									
8.4 Net	396,091,539	38,422,711	0	0	0	2,594,916	88,852,818	266,221,094	0	0
9. Claim reserve December 31, prior year from Part 2D:										
9.1 Direct	33,715	4,309					29,406			
9.2 Reinsurance assumed	0									
9.3 Reinsurance ceded	0									
9.4 Net	33,715	4,309	0	0	0	0	29,406	0	0	0
10. Accrued medical incentive pools and bonuses, prior year	1,985,566	0	0	0	0	0	976,029	1,009,537	0	0
11. Amounts recoverable from reinsurers December 31, prior year	0	0	0	0	0	0	0	0	0	0
12. Incurred Benefits:										
12.1 Direct	3,099,099,991	327,803,475	0	0	0	22,083,199	723,721,153	2,025,492,164	0	0
12.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
12.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
12.4 Net	3,099,099,991	327,803,475	0	0	0	22,083,199	723,721,153	2,025,492,164	0	0
13. Incurred medical incentive pools and bonuses	1,025,110	38,868	0	0	0	0	468,840	517,402	0	0

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

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE UnitedHealthcare Plan of the River Valley, Inc.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Reported in Process of Adjustment:										
1.1 Direct	64,103,502	46,001	0	0	0	573	29,640,763	34,416,165		
1.2 Reinsurance assumed	0									
1.3 Reinsurance ceded	0									
1.4 Net	64,103,502	46,001	0	0	0	573	29,640,763	34,416,165	0	0
2. Incurred but Unreported:										
2.1 Direct	328,657,879	42,560,957	0	0	0	3,675,944	72,997,542	209,423,436		
2.2 Reinsurance assumed	0									
2.3 Reinsurance ceded	0									
2.4 Net	328,657,879	42,560,957	0	0	0	3,675,944	72,997,542	209,423,436	0	0
3. Amounts Withheld from Paid Claims and Capitulations:										
3.1 Direct	81,324	61,031					153	20,140		
3.2 Reinsurance assumed	0									
3.3 Reinsurance ceded	0									
3.4 Net	81,324	61,031	0	0	0	0	153	20,140	0	0
4. TOTALS:										
4.1 Direct	392,842,705	42,667,989	0	0	0	3,676,517	102,638,458	243,859,741	0	0
4.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
4.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
4.4 Net	392,842,705	42,667,989	0	0	0	3,676,517	102,638,458	243,859,741	0	0

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE UnitedHealthcare Plan of the River Valley, Inc.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2B - ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid During the Year		Claim Reserve and Claim Liability December 31 of Current Year		5	6
	1	2	3	4	Claims Incurred In Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid December 31 of Prior Year	On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	30,870,313	292,890,055	3,698,552	38,969,519	34,568,865	38,427,021
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan	1,700,408	19,301,190	313,907	3,362,610	2,014,315	2,594,916
6. Title XVIII - Medicare	45,039,634	671,014,101	6,103,521	96,544,555	51,143,155	88,882,224
7. Title XIX - Medicaid	247,478,575	1,799,186,754	11,520,514	232,339,228	258,999,089	266,221,094
8. Other health					0	0
9. Health subtotal (Lines 1 to 8)	325,088,930	2,782,392,100	21,636,494	371,215,912	346,725,424	396,125,255
10. Healthcare receivables (a)	708,201	14,353,554		1,352,308	708,201	11,305,873
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	935,336	781,106	615,388	678,847	1,550,724	1,985,567
13. Totals (Lines 9 - 10 + 11 + 12)	325,316,065	2,768,819,652	22,251,882	370,542,451	347,567,947	386,804,949

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

UNDERWRITING AND INVESTMENT EXHIBIT

**PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS
(000 Omitted)**

Section A - Paid Health Claims - Comprehensive (Hospital & Medical)

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2007	2 2008	3 2009	4 2010	5 2011
1.	Prior	44,212	44,167	44,167	44,110	44,082
2.	2007	285,456	333,084	333,213	333,167	333,148
3.	2008	XXX	266,706	296,854	296,925	296,990
4.	2009	XXX	XXX	291,768	318,100	318,467
5.	2010	XXX	XXX	XXX	276,693	307,179
6.	2011	XXX	XXX	XXX	XXX	292,929

Section B - Incurred Health Claims - Comprehensive (Hospital & Medical)

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
		1 2007	2 2008	3 2009	4 2010	5 2011
1.	Prior	44,368	44,167	44,167	44,110	44,082
2.	2007	322,320	333,141	333,213	333,167	333,148
3.	2008	XXX	297,004	297,027	296,988	296,990
4.	2009	XXX	XXX	320,161	318,161	318,467
5.	2010	XXX	XXX	XXX	314,996	310,877
6.	2011	XXX	XXX	XXX	XXX	331,898

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio - Comprehensive (Hospital & Medical)

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payment	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2007	405,503	333,148	10,478	3.1	343,626	84.7			343,626	84.7
2. 2008	375,843	296,990	8,883	3.0	305,873	81.4			305,873	81.4
3. 2009	375,940	318,467	9,290	2.9	327,757	87.2			327,757	87.2
4. 2010	401,088	307,179	8,025	2.6	315,204	78.6	3,699		318,903	79.5
5. 2011	411,494	292,929	10,108	3.5	303,037	73.6	38,970	694	342,701	83.3

UNDERWRITING AND INVESTMENT EXHIBIT

**PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS
(000 Omitted)**

Section A - Paid Health Claims - Federal Employees Health Benefits Plan Premium

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2007	2 2008	3 2009	4 2010	5 2011
1.	Prior	1,217	1,217	1,217	1,213	1,211
2.	2007	9,980	11,494	11,494	11,489	11,488
3.	2008	XXX	13,157	15,799	15,805	15,808
4.	2009	XXX	XXX	15,190	17,448	17,468
5.	2010	XXX	XXX	XXX	18,130	19,808
6.	2011	XXX	XXX	XXX	XXX	19,301

Section B - Incurred Health Claims - Federal Employees Health Benefits Plan Premium

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
		1 2007	2 2008	3 2009	4 2010	5 2011
1.	Prior	1,219	1,217	1,217	1,213	1,211
2.	2007	11,306	11,494	11,494	11,489	11,488
3.	2008	XXX	14,928	15,800	15,805	15,808
4.	2009	XXX	XXX	17,087	17,493	17,468
5.	2010	XXX	XXX	XXX	20,679	20,122
6.	2011	XXX	XXX	XXX	XXX	22,664

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio - Federal Employees Health Benefits Plan Premium

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payment	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2007	11,927	11,488	309	2.7	11,797	98.9			11,797	98.9
2. 2008	10,145	15,808	242	1.5	16,050	158.2			16,050	158.2
3. 2009	17,098	17,468	424	2.4	17,892	104.6			17,892	104.6
4. 2010	20,729	19,808	90	0.5	19,898	96.0	314		20,212	97.5
5. 2011	19,680	19,301	138	0.7	19,439	98.8	3,363	42	22,844	116.1

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS

(000 Omitted)

Section A - Paid Health Claims - Title XVIII

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2007	2 2008	3 2009	4 2010	5 2011
1.	Prior	32,524	32,539	32,539	32,502	32,497
2.	2007	231,223	271,573	271,561	271,551	271,550
3.	2008	XXX	287,342	328,559	328,439	328,374
4.	2009	XXX	XXX	361,254	402,281	400,095
5.	2010	XXX	XXX	XXX	445,603	493,835
6.	2011	XXX	XXX	XXX	XXX	671,155

Section B - Incurred Health Claims - Title XVIII

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
		1 2007	2 2008	3 2009	4 2010	5 2011
1.	Prior	32,671	32,539	32,539	32,502	32,497
2.	2007	279,393	271,673	271,561	271,551	271,550
3.	2008	XXX	331,050	328,752	328,436	328,374
4.	2009	XXX	XXX	405,114	404,301	400,095
5.	2010	XXX	XXX	XXX	533,445	499,939
6.	2011	XXX	XXX	XXX	XXX	768,068

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio - Title XVIII

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payment	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2007	357,827	271,550	9,069	3.3	280,619	78.4			280,619	78.4
2. 2008	415,710	328,374	9,753	3.0	338,127	81.3			338,127	81.3
3. 2009	523,993	400,095	12,900	3.2	412,995	78.8			412,995	78.8
4. 2010	642,194	493,835	6,301	1.3	500,136	77.9	6,104		506,240	78.8
5. 2011	942,257	671,155	18,320	2.7	689,475	73.2	96,913	2,298	788,686	83.7

UNDERWRITING AND INVESTMENT EXHIBIT

**PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS
(000 Omitted)**

Section A - Paid Health Claims - Title XIX

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2007	2 2008	3 2009	4 2010	5 2011
1. Prior	0	0	0	0	0	
2. 2007	273,241	360,437	360,437	361,074	361,546	
3. 2008	XXX	419,162	544,641	546,539	546,411	
4. 2009	XXX	XXX	1,086,288	1,248,966	1,255,010	
5. 2010	XXX	XXX	XXX	1,418,095	1,659,185	
6. 2011	XXX	XXX	XXX	XXX	1,799,788	

Section B - Incurred Health Claims - Title XIX

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
		1 2007	2 2008	3 2009	4 2010	5 2011
1. Prior	0	0	0	0	0	
2. 2007	364,098	362,355	360,437	361,074	361,546	
3. 2008	XXX	570,721	546,200	546,539	546,411	
4. 2009	XXX	XXX	1,267,976	1,253,881	1,255,010	
5. 2010	XXX	XXX	XXX	1,680,411	1,671,321	
6. 2011	XXX	XXX	XXX	XXX	2,032,438	

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio - Title XIX

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payment	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2007	377,672	361,546	10,287	2.8	371,833	98.5			371,833	98.5
2. 2008	664,153	546,411	15,849	2.9	562,260	84.7			562,260	84.7
3. 2009	1,486,287	1,255,010	36,871	2.9	1,291,881	86.9			1,291,881	86.9
4. 2010	2,125,509	1,659,185	107,337	6.5	1,766,522	83.1	12,136		1,778,658	83.7
5. 2011	2,553,313	1,799,788	93,309	5.2	1,893,097	74.1	232,650	6,001	2,131,748	83.5

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS (000 Omitted)

Section A - Paid Health Claims - Grand Total

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2007	2 2008	3 2009	4 2010	5 2011
1.	Prior	77,953	77,923	77,923	77,825	77,790
2.	2007	799,900	976,588	976,705	977,281	977,732
3.	2008	XXX	986,367	1,185,853	1,187,708	1,187,583
4.	2009	XXX	XXX	1,754,500	1,986,795	1,991,040
5.	2010	XXX	XXX	XXX	2,158,521	2,480,007
6.	2011	XXX	XXX	XXX	XXX	2,783,173

Section B - Incurred Health Claims - Grand Total

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
		1 2007	2 2008	3 2009	4 2010	5 2011
1.	Prior	78,258	77,923	77,923	77,825	77,790
2.	2007	977,117	978,663	976,705	977,281	977,732
3.	2008	XXX	1,213,703	1,187,779	1,187,768	1,187,583
4.	2009	XXX	XXX	2,010,338	1,993,836	1,991,040
5.	2010	XXX	XXX	XXX	2,549,531	2,502,259
6.	2011	XXX	XXX	XXX	XXX	3,155,068

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio - Grand Total

Years in which Premiums were Earned and Claims were Incurred		1	2	3	4	5	6	7	8	9	10
		Premiums Earned	Claims Payment	Claim Adjustment Expense Payments	(Col. 3/2) Percent	Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	(Col. 5/1) Percent	Claims Unpaid	Unpaid Claims Adjustment Expenses	Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	(Col. 9/1) Percent
1.	2007	1,152,929	977,732	30,143	3.1	1,007,875	87.4	0	0	1,007,875	87.4
2.	2008	1,465,851	1,187,583	34,727	2.9	1,222,310	83.4	0	0	1,222,310	83.4
3.	2009	2,403,318	1,991,040	59,485	3.0	2,050,525	85.3	0	0	2,050,525	85.3
4.	2010	3,189,520	2,480,007	121,753	4.9	2,601,760	81.6	22,253	0	2,624,013	82.3
5.	2011	3,926,744	2,783,173	121,875	4.4	2,905,048	74.0	371,896	9,035	3,285,979	83.7

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UNDERWRITING AND INVESTMENT EXHIBIT

PART 2D - AGGREGATE RESERVE FOR ACCIDENT AND HEALTH CONTRACTS ONLY

	1	2	3	4	5	6	7	8	9
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
1. Unearned premium reserves	0	0							
2. Additional policy reserves (a)	0								
3. Reserve for future contingent benefits	0								
4. Reserve for rate credits or experience rating refunds (including \$) for investment income	6,527,052	1,781,897					4,745,155		
5. Aggregate write-ins for other policy reserves	0	0	0	0	0	0	0	0	0
6. Totals (gross)	6,527,052	1,781,897	0	0	0	0	4,745,155	0	0
7. Reinsurance ceded	0								
8. Totals (Net)(Page 3, Line 4)	6,527,052	1,781,897	0	0	0	0	4,745,155	0	0
9. Present value of amounts not yet due on claims	0								
10. Reserve for future contingent benefits	9,701	83					9,618		
11. Aggregate write-ins for other claim reserves	0	0	0	0	0	0	0	0	0
12. Totals (gross)	9,701	83	0	0	0	0	9,618	0	0
13. Reinsurance ceded	0								
14. Totals (Net)(Page 3, Line 7)	9,701	83	0	0	0	0	9,618	0	0
DETAILS OF WRITE-INS									
0501.									
0502.									
0503.									
0598. Summary of remaining write-ins for Line 5 from overflow page.....	0	0	0	0	0	0	0	0	0
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above)	0	0	0	0	0	0	0	0	0
1101.									
1102.									
1103.									
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0	0	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above)	0	0	0	0	0	0	0	0	0

(a) Includes \$ premium deficiency reserve.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 3 - ANALYSIS OF EXPENSES

	Claim Adjustment Expenses		3 General Administrative Expenses	4 Investment Expenses	5 Total
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses			
1. Rent (\$ for occupancy of own building)	2,558,669	1,122,648	7,147,543		10,828,860
2. Salary, wages and other benefits	47,670,076	20,915,849	133,164,526		201,750,451
3. Commissions (less \$ ceded plus \$ assumed)	0	0	33,647,925		33,647,925
4. Legal fees and expenses	774,851	339,976	2,172,260		3,287,087
5. Certifications and accreditation fees	0	0	0		0
6. Auditing, actuarial and other consulting services	5,108,380	2,241,366	14,413,519		21,763,265
7. Traveling expenses	1,709,750	750,174	4,860,570		7,320,494
8. Marketing and advertising	4,044,259	1,774,470	11,297,481		17,116,210
9. Postage, express and telephone	3,641,122	1,597,589	10,722,199		15,960,910
10. Printing and office supplies	1,174,128	515,164	3,279,882		4,969,174
11. Occupancy, depreciation and amortization	692,719	303,939	1,935,085		2,931,743
12. Equipment	153,458	67,332	428,679		649,469
13. Cost or depreciation of EDP equipment and software	6,846,354	3,003,925	19,125,028		28,975,307
14. Outsourced services including EDP, claims, and other services	6,143,994	2,695,755	10,509,778		19,349,527
15. Boards, bureaus and association fees	119,905	52,610	334,949		507,464
16. Insurance, except on real estate	1,521,508	667,581	4,301,008		6,490,097
17. Collection and bank service charges	406,067	178,167	1,138,413		1,722,647
18. Group service and administration fees	197,083	86,473	(289,792)		(6,236)
19. Reimbursements by uninsured plans	0	0	(134,822)		(134,822)
20. Reimbursements from fiscal intermediaries	0	0	0		0
21. Real estate expenses	0	0	0		0
22. Real estate taxes	145,651	63,906	716,420		925,977
23. Taxes, licenses and fees:					
23.1 State and local insurance taxes	0	0	365,301		365,301
23.2 State premium taxes	0	0	148,356,175		148,356,175
23.3 Regulatory authority licenses and fees	0	0	1,055,466		1,055,466
23.4 Payroll taxes	0	0	9,587,926		9,587,926
23.5 Other (excluding federal income and real estate taxes)	276,716	121,413	772,997		1,171,126
24. Investment expenses not included elsewhere	0			371,428	371,428
25. Aggregate write-ins for expenses	1,523,654	668,521	5,961,584	0	8,153,759
26. Total expenses incurred (Lines 1 to 25)	84,708,344	37,166,858	424,870,100	371,428	(a) 547,116,730
27. Less expenses unpaid December 31, current year	6,279,913	2,755,391	45,087,999	201,769	54,325,072
28. Add expenses unpaid December 31, prior year	7,357,489	2,420,234	50,585,503	81,058	60,444,284
29. Amounts receivable relating to uninsured plans, prior year	0	0	4,037,927	0	4,037,927
30. Amounts receivable relating to uninsured plans, current year	0		3,074,177		3,074,177
31. Total expenses paid (Lines 26 minus 27 plus 28 minus 29 plus 30)	85,785,920	36,831,701	429,403,854	250,717	552,272,192
DETAILS OF WRITE-INS					
2501. Information Technology	326,826	143,399	912,976		1,383,201
2502. Interest	944,797	414,541	2,663,556		4,022,894
2503. Managed Care & Network Access	0	0	654,958		654,958
2598. Summary of remaining write-ins for Line 25 from overflow page	252,031	110,581	1,730,094	0	2,092,706
2599. Totals (Lines 2501 thru 2503 plus 2598)(Line 25 above)	1,523,654	668,521	5,961,584	0	8,153,759

(a) Includes management fees of \$318,203,674 to affiliates and \$ to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

	1 Collected During Year	2 Earned During Year
1. U.S. government bonds	(a) 1,493,695	1,563,571
1.1 Bonds exempt from U.S. tax	(a)	
1.2 Other bonds (unaffiliated)	(a) 14,763,472	14,922,306
1.3 Bonds of affiliates	(a)	
2.1 Preferred stocks (unaffiliated)	(b)	
2.11 Preferred stocks of affiliates	(b)	
2.2 Common stocks (unaffiliated)		
2.21 Common stocks of affiliates		
3. Mortgage loans	(c)	
4. Real estate	(d)	
5. Contract Loans		
6. Cash, cash equivalents and short-term investments	(e) 12,185	6,063
7. Derivative instruments	(f) 237,855	512,944
8. Other invested assets		
9. Aggregate write-ins for investment income	0	0
10. Total gross investment income	16,507,207	17,004,883
11. Investment expenses		(g) 371,428
12. Investment taxes, licenses and fees, excluding federal income taxes		(g) 0
13. Interest expense		(h) 0
14. Depreciation on real estate and other invested assets		(i) 0
15. Aggregate write-ins for deductions from investment income		0
16. Total deductions (Lines 11 through 15)		371,428
17. Net investment income (Line 10 minus Line 16)		16,633,455
DETAILS OF WRITE-INS		
0901.		
0902.		
0903.		
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9, above)	0	0
1501.		
1502.		
1503.		
1598. Summary of remaining write-ins for Line 15 from overflow page		0
1599. Totals (Lines 1501 thru 1503 plus 1598) (Line 15, above)		0

- (a) Includes \$ 119,544 accrual of discount less \$ 7,793,643 amortization of premium and less \$ 990,973 paid for accrued interest on purchases.
- (b) Includes \$ accrual of discount less \$ amortization of premium and less \$ paid for accrued dividends on purchases.
- (c) Includes \$ accrual of discount less \$ amortization of premium and less \$ paid for accrued interest on purchases.
- (d) Includes \$ for company's occupancy of its own buildings; and excludes \$ interest on encumbrances.
- (e) Includes \$ 8,037 accrual of discount less \$ 734,211 amortization of premium and less \$ 214,365 paid for accrued interest on purchases.
- (f) Includes \$ accrual of discount less \$ amortization of premium.
- (g) Includes \$ 371,428 investment expenses and \$ investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.
- (h) Includes \$ interest on surplus notes and \$ interest on capital notes.
- (i) Includes \$ depreciation on real estate and \$ depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

	1	2	3	4	5
	Realized Gain (Loss) On Sales or Maturity	Other Realized Adjustments	Total Realized Capital Gain (Loss) (Columns 1 + 2)	Change in Unrealized Capital Gain (Loss)	Change in Unrealized Foreign Exchange Capital Gain (Loss)
1. U.S. Government bonds	2,162,806	0	2,162,806	0	0
1.1 Bonds exempt from U.S. tax			0		
1.2 Other bonds (unaffiliated)	1,198,589	(52,788)	1,145,801	0	0
1.3 Bonds of affiliates	0	0	0	0	0
2.1 Preferred stocks (unaffiliated)	0	0	0	0	0
2.11 Preferred stocks of affiliates	0	0	0	0	0
2.2 Common stocks (unaffiliated)	0	0	0	0	0
2.21 Common stocks of affiliates	0	0	0	0	0
3. Mortgage loans		0	0	0	0
4. Real estate		0	0	0	0
5. Contract loans			0		
6. Cash, cash equivalents and short-term investments	315		315		
7. Derivative instruments			0		
8. Other invested assets		0	0	0	0
9. Aggregate write-ins for capital gains (losses)	0	0	0	0	0
10. Total capital gains (losses)	3,361,710	(52,788)	3,308,922	0	0
DETAILS OF WRITE-INS					
0901.					
0902.					
0903.					
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0	0
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9, above)	0	0	0	0	0

EXHIBIT OF NON-ADMITTED ASSETS

	1	2	3
	Current Year Total Nonadmitted Assets	Prior Year Total Nonadmitted Assets	Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D)			0
2. Stocks (Schedule D):			
2.1 Preferred stocks			0
2.2 Common stocks			0
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens			0
3.2 Other than first liens			0
4. Real estate (Schedule A):			
4.1 Properties occupied by the company			0
4.2 Properties held for the production of income			0
4.3 Properties held for sale			0
5. Cash (Schedule E - Part 1), cash equivalents (Schedule E - Part 2) and short-term investments (Schedule DA)			0
6. Contract loans			0
7. Derivatives (Schedule DB)			0
8. Other invested assets (Schedule BA)			0
9. Receivables for securities			0
10. Securities lending reinvested collateral assets (Schedule DL)			0
11. Aggregate write-ins for invested assets	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	0	0	0
13. Title plants (for Title insurers only)			0
14. Investment income due and accrued			0
15. Premiums and considerations:			
15.1 Uncollected premiums and agents' balances in the course of collection	402,008	809,585	407,577
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due			0
15.3 Accrued retrospective premiums			0
16. Reinsurance:			
16.1 Amounts recoverable from reinsurers			0
16.2 Funds held by or deposited with reinsured companies			0
16.3 Other amounts receivable under reinsurance contracts			0
17. Amounts receivable relating to uninsured plans	46,282		(46,282)
18.1 Current federal and foreign income tax recoverable and interest thereon			0
18.2 Net deferred tax asset	33,519,179	37,712,535	4,193,356
19. Guaranty funds receivable or on deposit			0
20. Electronic data processing equipment and software			0
21. Furniture and equipment, including health care delivery assets			0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0
23. Receivable from parent, subsidiaries and affiliates	0		0
24. Health care and other amounts receivable	1,421,428	2,383,338	961,910
25. Aggregate write-ins for other than invested assets	0	4,876	4,876
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	35,388,897	40,910,334	5,521,437
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0
28. Total (Lines 26 and 27)	35,388,897	40,910,334	5,521,437
DETAILS OF WRITE-INS			
1101.			
1102.			
1103.			
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198)(Line 11 above)	0	0	0
2501. Prepaid Commissions		4,876	4,876
2502.			
2503.			
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598)(Line 25 above)	0	4,876	4,876

EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY

Source of Enrollment	Total Members at End of					6 Current Year Member Months
	1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	
1. Health Maintenance Organizations	751,054	772,235	774,382	780,064	780,183	9,365,383
2. Provider Service Organizations		0				
3. Preferred Provider Organizations						
4. Point of Service						
5. Indemnity Only						
6. Aggregate write-ins for other lines of business.....	0	0	0	0	0	0
7. Total	751,054	772,235	774,382	780,064	780,183	9,365,383
DETAILS OF WRITE-INS						
0601.						
0602.						
0603.						
0698. Summary of remaining write-ins for Line 6 from overflow page	0	0	0	0	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	0	0	0	0	0	0

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE UnitedHealthcare Plan of the River Valley, Inc.

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
OptumRx, Inc.	14,318,948	449,735	440,558	312,753	873,763	14,648,231
Medco Health Solutions, Inc.	242,058			41,676		283,734
0199998. Aggregate Pharmaceutical Rebate Receivables Not Individually Listed						
0199999. Total Pharmaceutical Rebate Receivables	14,561,006	449,735	440,558	354,429	873,763	14,931,965
0299998. Aggregate Claim Overpayment Receivables Not Individually Listed	3,716	1,776	2,612	539,561	547,665	
0299999. Total Claim Overpayment Receivables	3,716	1,776	2,612	539,561	547,665	0
0399998. Aggregate Loans and Advances to Providers Not Individually Listed						
0399999. Total Loans and Advances to Providers	0	0	0	0	0	0
0499998. Aggregate Capitation Arrangement Receivables Not Individually Listed						
0499999. Total Capitation Arrangement Receivables	0	0	0	0	0	0
0599998. Aggregate Risk Sharing Receivables Not Individually Listed						
0599999. Total Risk Sharing Receivables	0	0	0	0	0	0
Plan To Plan Receivable		16,151	2,100	4,179		22,430
Members Share Cost of Receivables			8,012	30,228		38,240
0699998. Aggregate Other Receivables Not Individually Listed						
0699999. Total Other Receivables	0	16,151	10,112	34,407	0	60,670
.....						
.....						
.....						
.....						
0799999 Gross health care receivables	14,564,722	467,662	453,282	928,397	1,421,428	14,992,635

EXHIBIT 4 - 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)						
0199999. Individually listed claims unpaid	0	0	0	0	0	0
0299999. Aggregate accounts not individually listed- uncovered						0
0399999. Aggregate accounts not individually listed-covered	55,506,533	5,052,109	897,911	265,780	2,381,169	64,103,502
0499999. Subtotals	55,506,533	5,052,109	897,911	265,780	2,381,169	64,103,502
0599999. Unreported claims and other claim reserves						328,657,879
0699999. Total amounts withheld						81,324
0799999. Total claims unpaid						392,842,705
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0899999 Accrued medical incentive pool and bonus amounts						1,294,235

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
United Healthcare Services Company, Inc.	Intercompany payable	103,098,504	103,098,504	
0199999. Individually listed payables		103,098,504	103,098,504	0
0299999. Payables not individually listed		0	0	
		103,098,504	103,098,504	0

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

Description	1 Cost	2 Improvements	3 Accumulated Depreciation	4 Book Value Less Encumbrances	5 Assets Not Admitted	6 Net Admitted Assets
1. Administrative furniture and equipment	NONE					
2. Medical furniture, equipment and fixtures						
3. Pharmaceuticals and surgical supplies						
4. Durable medical equipment						
5. Other property and equipment						
6. Total						

UNITEDHEALTHCARE PLAN OF THE RIVER VALLEY, INC.

NOTES TO STATUTORY BASIS FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010 (in thousands, except common stock shares data)

1. SIGNIFICANT ACCOUNTING POLICIES

Organization and Operation — UnitedHealthcare Plan of the River Valley, Inc. (the “Company”), licensed as a health maintenance organization (HMO), offers its enrollees a variety of managed care programs and products through contractual arrangements with health care providers. The Company is a wholly owned subsidiary of UnitedHealthcare Services Company of the River Valley, Inc. (UHS-RV), an HMO management corporation that provides services to the Company under the terms of a management agreement. UHS-RV is a wholly owned subsidiary of UnitedHealthcare, Inc. (UHC) which in turn is a wholly owned subsidiary of United HealthCare Services, Inc. (UHS). UHS is a wholly owned subsidiary of UnitedHealth Group Incorporated (“UnitedHealth Group”). UnitedHealth Group is a publicly held company trading on the New York Stock Exchange.

The Company was incorporated on August 5, 1985, as a HMO and operations commenced in December 1985. The Company is certified as a HMO by the Illinois Department of Financial and Professional Regulation, Division of Insurance (IDOI). The Company has entered into contracts with physicians, hospitals, and other health care provider organizations to deliver health care services for all enrollees. The Company is licensed in four states.

The Company serves as a plan sponsor offering Medicare Advantage and Medicare Part D prescription drug insurance coverage (Medicare Part D program) under a contract with the Centers for Medicare and Medicaid Services (CMS). Under the Medicare Part D program, there are seven separate elements of payment received by the Company during the plan year; these payment elements are CMS premium, member premium, CMS low-income premium subsidy, CMS catastrophic reinsurance subsidy, CMS low-income member cost-sharing subsidy, CMS risk share and effective January 1, 2011, the CMS coverage gap discount program.

The Company participates state-wide as a contracted managed care organization (MCO) in the TennCare program. TennCare is a project authorized through a conditional waiver by CMS that replaced the State of Tennessee’s Medicaid program on January 1, 1994. Uninsured individuals and Medicaid eligible individuals who enroll in the TennCare program receive prepaid health care through participating MCO’s. The Company has risk arrangements with TennCare servicing individuals in the Middle Grand Region Tennessee, the West Grand Region Tennessee, and the East Grand Region Tennessee.

Effective in March 2010 for individuals in the Middle Grand Region Tennessee and August 2010 for the East and West Grand Regions Tennessee, the Company offers the CHOICES Program which provides long term care benefits to the uninsured individuals and Medicaid eligible individuals who are enrolled in the TennCare program and qualify for this benefit.

The Company has a contract with the Office of Personnel Management (OPM) to provide healthcare services to employees of the Federal government under the Federal Employee Health Benefit Plan (FEHBP). The contract has been renewed through December 31, 2012 and is subject to annual renewal provisions thereafter.

The Company has a contract with the State of Iowa, Department of Human Services, to provide healthcare services to Hawk-i (a program for uninsured children) eligible beneficiaries in Iowa. The current contract is effective through June 30, 2013, and is subject to renewal provisions as outlined in the contract.

Basis of Presentation — The Company prepares its financial statements on the basis of accounting practices prescribed or permitted by the IDOI. These practices differ from accounting principles generally accepted in the United States of America (GAAP).

The more significant differences are as follows:

- Cash, cash equivalents, and short-term investments in the statutory basis financial statements represent cash balances and investments with original maturities of one year or less from the time of acquisition, whereas under GAAP, the corresponding caption of cash, cash equivalents and short-term investments includes cash balances and investments that will mature in one year or less from the balance sheet date;

- Certain debt investments categorized as held to maturity under GAAP are shown at amortized cost, whereas in the statutory basis financial statements, these investments are presented at either the lower of amortized cost or fair value in accordance with the National Association of Insurance Commissioners' (NAIC) designations;
- Certain assets, including certain aged premiums, health care receivables, and components of the deferred tax assets are considered nonadmitted assets for statutory purposes and are excluded from the statutory basis statements of admitted assets, liabilities, and capital and surplus;
- Under statutory accounting, the change to deferred tax assets and liabilities is recorded directly to unassigned surplus and deferred tax assets are subject to limitations regarding the realization and admissibility of the assets in the statutory basis financial statements, whereas under GAAP, the change in deferred tax assets and liabilities is recorded as a component of the income tax provision within the income statement and is based on the ultimate recoverability of the deferred tax assets. Based on the admissibility criteria under statutory accounting, any deferred tax assets determined to be nonadmitted are charged directly to surplus and excluded from the statutory basis financial statements, whereas under GAAP, such assets are included in the balance sheets;
- Assets not specifically identified as an admitted asset by the NAIC are designated as nonadmitted under statutory accounting. Nonadmitted assets are excluded from the statutory basis financial statements and are charged directly to unassigned surplus. Under GAAP, such assets are included in the balance sheet;
- Minimum capital and surplus requirements calculated pursuant to the IDOI governing HMOs are reported as a contingency reserve and included as a component of aggregate write-ins for other than special surplus funds in the statutory basis statements of admitted assets, liabilities, and capital and surplus, whereas under GAAP, such reserves are included in retained earnings;
- Comprehensive income and its components are not presented in the statutory basis financial statements;
- Cash, cash equivalents, and short-term investments in the statutory basis statements of cash flows represent cash balances and investments with original maturities of one year or less from the time of acquisition. Under GAAP, the corresponding caption of cash and cash equivalents includes cash balances and cash equivalents with maturities of three months or less. The statutory basis statements of cash flows are prepared in accordance with the NAIC Annual Statement Instructions.

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 Illinois insurance law. The 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 prescribed or permitted practices by the State of Illinois and NAIC SAP which materially affect the statutory basis net income, capital and surplus, and total admitted assets, as illustrated in the table below.

	2011	2010
Net income — Illinois basis	<u>\$ 211,901</u>	<u>\$ 130,202</u>
Net income — NAIC SAP	<u>\$ 211,901</u>	<u>\$ 130,202</u>
Capital and surplus — Illinois basis	<u>\$ 452,776</u>	<u>\$ 359,791</u>
Capital and surplus — NAIC SAP	<u>\$ 452,776</u>	<u>\$ 359,791</u>
Total admitted assets — Illinois basis	<u>\$1,010,036</u>	<u>\$1,126,576</u>
Total admitted assets — NAIC SAP	<u>\$1,010,036</u>	<u>\$1,126,576</u>

Use of Estimates — The preparation of these statutory basis financial statements in conformity with the NAIC Annual Statement Instructions and the NAIC SAP include certain amounts that are based on the Company's estimates and judgments. These estimates require the Company to apply complex assumptions and judgments, often because the Company must make estimates about the effects of matters that are inherently uncertain and will change in subsequent periods. The most significant estimates relate to hospital and medical benefits, claims unpaid, and aggregate health policy reserves and aggregate health claim reserves (collectively known as "aggregate health reserves"). The Company adjusts these estimates each period as more current information becomes available. The impact of any changes in estimates is included in the determination of net income in the period in which the estimate is adjusted.

Cash and Invested Assets —

- Cash and cash equivalents represent cash held by the Company in disbursement accounts, agency discount notes and commercial paper. Cash equivalents have original maturity dates of three months or less from the date of acquisition and are reported at cost or amortized cost depending on the nature of the underlying security, which approximates fair value.
- Short-term investments represent money market instruments, commercial paper, corporate bonds, government and state and state agency obligations and municipal securities with a maturity of greater than three months but less than one year at the time of purchase. Short-term investments also consist of the Company'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 Company'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 participants within the pool have an individual fund number to track those investments owned by the Company. In addition, the Company has executed a custodial agreement whereby the Company's share in the investment pool is segregated and separately maintained. The pool is primarily invested in government obligations, commercial paper, certificates of deposit, and short-term agency notes and is recorded at cost or amortized cost. Interest income from the pool accrues daily to participating members based upon ownership percentage.
- Bonds include corporate bonds, government and state and state agency obligations, and municipal securities with a maturity of greater than one year at the time of purchase.
- Bonds and short-term investments are stated at amortized cost if they meet NAIC designation of one or two and stated at the lower of amortized cost or fair 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 Securities Valuation Office (SVO) in accordance with the NAIC Valuations of Securities manual prepared by the SVO or an external pricing service.

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 obtained from external data source vendors. The Company's investment policy limits investments in non-agency residential mortgage-backed securities, including home equity and sub-prime mortgages, to 10% of total cash and invested assets and total investments in mortgage-backed securities to 30% of total cash and invested assets.

Realized capital gains and losses on sales of investments are calculated based upon specific identification of the investments sold. These gains and losses are reported as net realized capital gains less capital gains tax in the statutory basis statements of operations.

The Company continually monitors the difference between amortized cost and estimated fair value of its investments. If any of the Company's investments experience a decline in value that the Company has determined is other-than-temporary, the Company records a realized loss in net realized capital gains less capital gains tax in the statutory basis statements of operations as the Company has made the determination to sell the security. 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. The Company recognized an other-than-temporary impairment of \$53 and \$203 for the years ended December 31, 2011 and 2010, respectively.

Investment Income Due and Accrued — Investment income earned and due as of the reporting date in addition to investment income earned but not paid or collected until subsequent periods are reported as investment income due and accrued in the statutory basis statements of admitted assets, liabilities, and capital and surplus. The Company evaluates the collectability of the amounts due and amounts determined to be uncollectible are written off in the period in which the determination is made.

Net Investment Income Earned — Net investment income earned includes investment income collected during the period, as well as the change in investment income due and accrued on the Company's holdings. Amortization of premium or discount on bonds and certain external investment management costs are also included in net investment income earned (see Note 7).

Amounts Due to Parent, Subsidiaries, and Affiliates — In the normal course of business, the Company has various transactions with related parties (see Note 10). The Company reports any unsettled amounts owed as amounts due to parent, subsidiaries, and affiliates, in the statutory basis statements of admitted assets, liabilities, and capital and surplus. The Company has excluded receivables that do not meet the admissibility criteria from the statutory basis statements of admitted assets, liabilities, and capital and surplus.

Hospital and Medical Expenses, Claims Unpaid, and Aggregate Health 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, estimates for the costs of health care services enrollees have received but for which claims have not yet been submitted, and for liabilities for physician, hospital, and other medical costs disputes.

The estimates for incurred but not yet reported claims are developed using an actuarial process that is consistently applied, centrally controlled and automated. The actuarial models consider factors such as 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 Company estimates liabilities for physician, hospital and other medical cost disputes based upon an analysis of potential outcomes, assuming a combination of litigation and settlement strategies. 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 2011 and 2010. Management believes the amount of claims unpaid and aggregate health reserves is adequate to cover the Company's liability for unpaid claims and aggregate health reserves as of December 31, 2011; however, actual payments may differ from those established estimates. Adjustments to claims unpaid estimates and aggregate health reserves are reflected in operating results in the period in which the change in estimate is identified.

The Company contracts with hospitals, physicians, and other providers of health care under capitated or discounted fee for service arrangements, including a hospital per diem to provide medical care services to enrollees. Some of these contracts are with related parties (see Note 10). Capitated providers are at risk for the cost of medical care services provided to the Company's enrollees; however, the Company is ultimately responsible for the provision of services to its enrollees should the capitated provider be unable to provide the contracted services.

Amounts Receivable Relating to Uninsured Plans and Liability for Amounts Held Under Uninsured Plans — Receivables and liabilities for amounts held under uninsured plans represent the cost reimbursement under the Medicare Part D program for the catastrophic reinsurance subsidy and the low-income member cost-sharing subsidy. The Company is fully reimbursed by CMS for costs incurred for these contract elements and, accordingly, there is no insurance risk to the Company. Amounts received for these subsidies are received monthly and are not reflected as net premium income, but rather are accounted for as deposits. Beginning in 2011, the Patient Protection and Affordable Care Act and its related reconciliation act (Health Reform Legislation) mandates consumer discounts of 50% on brand name prescription drugs for Part D plan participants in the coverage gap (Coverage Gap Discount Program or CGDP). These discounts are pre-funded by CMS, and ultimately reimbursed by pharmaceutical manufacturers, and the Company solely administers the application of these funds and has no insurance risk. If the Company incurs costs either in excess of or less than these subsidies, a corresponding receivable or payable is recorded in amounts receivable relating to uninsured plans or liability for 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. Also included in the receivable and payable balances are amounts due from/to TennCare related to the 2008 and 2007 Administrative Services Only (ASO) contract years. If the Company incurs costs in excess/below these subsidies, a corresponding receivable/payable is recorded in amounts receivable and payable relating to 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.

Net Deferred Tax Asset and Federal Income Taxes Incurred — 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 a valuation allowance and admissibility limitations on deferred tax assets (see Note 9). The provision for federal income taxes incurred is calculated based on applying the statutory federal income tax rate of 35% to net income before federal income taxes plus capital gains tax subject to certain adjustments (see Note 9).

Claims Adjustment Expenses — Claims adjustment expenses (CAE) 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 Company pays a management fee to UHS-RV in exchange for administrative and management services. A detailed review of UHS-RV's and the Company's administrative expenses is performed to determine the allocation between CAE and general administrative expenses. It is the responsibility of UHS-RV to pay CAE in the event the Company ceases operations. The Company has recorded an estimate of unpaid claims adjustment expenses associated with incurred but unpaid claims, which is included in general expenses due or accrued in the statutory basis statements of admitted assets, liabilities, and capital and surplus. Management believes the amount of the liability for unpaid claims adjustment expenses as of December 31, 2011 and 2010 is adequate to cover the Company's cost for the adjustment and recording of unpaid claims; however, actual expenses may differ from those established estimates. Adjustments to the estimates for unpaid claims adjustment expenses are reflected in operating results in the period in which the change in estimate is identified.

Remittances and Items Not Allocated — Remittances and items not allocated generally represent monies received from policyholders for monthly premium billings that have not been entered into the billing system. The majority is from monies received in the lockbox account on the last day of the year.

General Administrative Expenses — Pursuant to the terms of the management agreement (see Note 10), the Company pays a management fee to UHS-RV in exchange for administrative and management services. Costs for items not included within the scope of the management agreement are directly expensed as incurred. State income taxes are also a component of general administrative expenses. A detailed review of UHS-RV's and the Company's administrative expenses is performed to determine the allocation between claims adjustment expenses and general administrative expenses to be reported in the statutory basis statements of operations.

Revenues — Revenues consist of commercial net premium income that is recognized in the period in which enrollees are entitled to receive health care services. Net premium income is shown net of reinsurance premiums. Effective in 2011, commercial health plans with medical loss ratios on fully insured products, as calculated under the definitions in the Patient Protection and Affordable Care Act and its related reconciliation act (Health Reform Legislation) (see Note 14) and implementing regulations, that fall below certain targets are required to rebate ratable portions of premiums annually. The Company classifies its estimated rebates as change in reserves for rate credits in the accompanying statutory basis statements of operations. Premiums received in full during the current period which are not due until future periods are recorded as 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 premium under the Medicare Part D program, which includes, CMS premium, member premium, and low-income premium subsidy for the Company's insurance risk coverage. Net premium income is recognized ratably over the period in which eligible individuals are entitled to receive health care services and prescription drug benefits. The Company estimates retrospective premiums adjustments based on guidelines determined by CMS (see Note 24).

CMS deploys a risk adjustment model that apportions premiums paid to all health plans according to health severity and certain demographic factors. The CMS risk adjustment model pays more for members whose medical history indicates they have certain medical conditions. Under this risk adjustment methodology, CMS calculates the risk adjusted premium payment using diagnosis data from hospital inpatient, hospital outpatient and physician treatment settings. The Company and health care providers collect, capture, and submit the necessary and available diagnosis data to CMS within prescribed deadlines. The Company estimates risk adjustment revenues based upon the diagnosis data submitted and expected to be submitted to CMS which result in changes to its Medicare revenues. The Company recognizes such changes when the amounts become determinable and supportable and collectability is reasonably assured. The estimated risk-adjusted payments due to the Company at December 31, 2011 and 2010, were \$18,907 and \$11,587, respectively, and are recorded as premiums and considerations in the statutory basis statements of admitted assets, liabilities, and capital and surplus. The Company recognized (\$496) and \$683 for changes in prior year Medicare risk factor estimates during the years ended December 31, 2011 and 2010, which are recorded as a change to net premium income within the statutory basis statements of operations.

The Company also has an arrangement with TennCare whereby periodic changes in member risk factor adjustment scores, for the acuity of enrolled members, result in changes to its Medicaid revenues. These changes could cause the Company to have a net liability or a net receivable based on a comparison of updated risk scores and the premiums already paid in by TennCare. The Company recognizes such changes when the amounts become determinable and supportable. The estimated risk-adjusted payables at December 31, 2011 and 2010, were \$4,838 and \$12,597, respectively, and are recorded as aggregate write-ins for other liabilities and premiums received in advance, respectively, within the statutory basis statements of admitted assets, liabilities, and capital and surplus. The Company recognized \$0 and (\$168) for changes in prior year Medicaid risk factor estimates during the years ended December 31, 2011 and 2010, which are recorded as a change to net premium income within the statutory basis statements of operations.

Net premium income also includes amounts paid by TennCare for the membership enrolled under the at risk agreement. Premiums are contractual and are recognized in the coverage period in which members are entitled to receive services. The majority of net premium income recorded is based on capitated rates, which are monthly premiums paid for each member enrolled.

Administrative fee revenues consist primarily of fees derived from services performed for customers that self-insure the health care costs of their employees and employees' dependants. Under these contracts, the Company recognizes revenue in the period in which the related services are performed. The customers retain the risk of financing health care costs for their employees and employees' dependants, and the Company administers the payment of customer funds to physicians and other health care professionals from customer-funded bank accounts. As the Company has neither the obligation for funding the health care costs, nor the primary responsibility for providing the medical care, the Company does not recognize premium revenue and hospital/medical benefits for these contracts. Administrative fee revenue and related expenses are netted against general administrative expenses in the statutory basis statements of operations. The amounts included in the statutory basis statements of operations relate to run-out activity (see Note 18).

The Company reports uncollected premium balances from its insured members as premiums and considerations in the statutory basis statements of admitted assets, liabilities and capital and surplus. Premiums and considerations that are over 90 days past due, with the exception of amounts due from government insured plans, are considered nonadmitted assets. In addition to those balances, current balances are also considered nonadmitted if the corresponding balance greater than 90 days past due is deemed more than inconsequential.

Reinsurance Ceded — In the normal course of business, the Company seeks to limit its exposure to loss on point-of-service membership in the State of Illinois and to recover a portion of benefits paid by ceding premium to other insurance enterprises or reinsurers under excess coverage contracts. The Company remains primarily liable as the direct insurer on most risks reinsured. Reinsurance premiums paid and reinsurance premiums incurred but not paid are deducted from net premium income in the accompanying statutory basis financials statements. The Company also has an insolvency-only reinsurance agreement. Reinsurance premiums paid and reinsurance premiums incurred but not paid are deducted from net premium income in the accompanying statutory basis financial statements.

Ceded Reinsurance Premiums Payable — The Company has an excess loss reinsurance agreement on its point of service product with UnitedHealthcare Insurance Company (UHIC), whereby \$0.32 per member per month is ceded to UHIC to cover certain hospital claims in excess of defined limits. The Company also has an insolvency-only agreement with UHIC whereby 0.1% of net premium income is ceded to UHIC. The ceded reinsurance premiums payable balance represents amounts due to the reinsurer for coverage which will be paid based on the contract terms.

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

Medical Risk Share — The Company has settlements with CMS based on whether the ultimate per member per month benefit costs of any Medicare Part D program regional plan varies more than 5% above or below the level estimated in the original bid submitted by the Company and approved by CMS in 2011 and 2010. The estimated risk share adjustment of \$4,723 and \$4,519 in 2011 and 2010, respectively, is recorded as a decrease to change in reserves for rate credits in the statutory basis statements of operations and premiums and considerations and included in aggregate health policy reserves in the statutory basis statements of admitted assets, liabilities, and capital and surplus.

Reserve for Experience Rated Refunds — A liability is established for estimated premium refunds on experience rated contracts based on actuarial methods and assumptions and minimum loss ratio requirements. The liability also includes the estimated rebate on the commercial health products for which the medical loss ratios on fully insured products, as calculated under the definitions in the Patient Protection and Affordable care Act and its related reconciliation act (Health Reform Legislation) (see Note 14) and implementing regulations, fall below certain targets. The Company is required to rebate the ratable portions of the premiums annually. Estimated accrued retrospective premiums due from the Company are recorded in aggregate health policy reserves on the statutory basis statements of admitted assets, liabilities, and capital and surplus and as a decrease to change in reserve for rate credits in the statutory basis statements of operations.

Accrued Retrospective Premium — A receivable is established for estimated premium refunds on FEHBP experience rated contracts based on actuarial methods and assumptions. Estimated accrued retrospective premiums due to the Company are recorded in premium and considerations on the statutory basis statements of admitted assets, liabilities, and capital and surplus and as a decrease to change in reserve for rate credits in the statutory basis statements of operations.

Health Care Receivables — Health care receivables consist of pharmacy rebate receivables estimated based on the most currently available data from the Company's claims processing systems and from data provided by the Company's unaffiliated pharmaceutical benefit manager and affiliated pharmaceutical benefit manager, OptumRx, Inc. ("OptumRx" - formerly known as Rx Solutions, Inc.). Also included in health care receivables are claim overpayments due from providers, gross of any amounts payable due to the same provider. Health care receivables are considered nonadmitted assets for statutory purposes if they do not meet admissibility requirements. Accordingly, the Company has excluded receivables that do not meet the admissibility criteria from the statutory basis statements of admitted assets, liabilities, and capital and surplus (see Note 28).

Premium Deficiency Reserve — Premium deficiency reserves and the related expenses are recognized when it is probable that expected future health care expenses, claim adjustment expenses, direct administration costs, and an allocation of indirect administration costs under a group of existing contracts will exceed anticipated future premiums and reinsurance recoveries considered over the remaining lives of the contracts and are recorded as aggregate health policy reserves in the statutory basis statements of admitted assets, liabilities, and capital and surplus. Indirect administration costs arise from activities that are not specifically identifiable to a specific group of existing contracts and therefore, those costs are fully allocated among the various contract groupings. The allocation of indirect administration costs to each contract grouping is made proportionately to the expected margins remaining in the premiums after future health care expenses, claim adjustment expenses and direct administration costs are considered. The methods for making such estimates and for establishing the resulting reserves are periodically reviewed and updated. The Company anticipates investment income as a factor in the premium deficiency calculation (see Note 30).

FEHBP Receivable – The FEHBP contract includes provisions for funds to be accessible to the Company when expenses are paid. Funds cannot be withdrawn from the account until the expenses have been paid. In order to ensure the availability of cash to the Company, the OPM makes provision for excess funds which is included as a liability in claims unpaid in the statutory basis statements of admitted assets, liabilities, and capital and surplus. When the Company records an amount incurred but not reported for an FEHBP member, the Company records a corresponding receivable due from the excess funds established which is included in FEHBP receivable as an aggregate write-in in the statutory basis statements of admitted assets, liabilities, and capital and surplus.

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

Direct premium income from members and CMS related to Medicare Special Needs, Medicare Advantage and the Medicare Part D program as a percentage of direct premiums written are 24% and 20% for the years ended December 31, 2011 and 2010, respectively.

Direct premium income from the State of Tennessee, TennCare program, as a percentage of direct premiums written is 65% and 67% for the years ended December 31, 2011 and 2010, respectively.

Restricted Cash Reserves — The Company is required to hold minimum regulatory deposits in the amount of \$46,610 and \$46,010 as of December 31, 2011 and 2010, respectively, and is in compliance with the requirements. These restricted cash reserves consist principally of government obligations and are stated at amortized cost, which approximates fair value. These reserves are included in bonds in the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus. Interest earned on these deposits accrues to the Company.

Minimum Capital and Surplus — Under the laws of the state of Illinois, the IDOI requires the Company to provide a contingency reserve based on 2% of the net capitation revenue from risk contracts limited to \$1,500. The Company's contingency reserve reached \$1,500 during 1989 and is recorded as aggregate write-ins for other than special surplus funds as a component of capital and surplus in the accompanying statutory basis statements of admitted assets, liabilities and 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. The Illinois Department of Insurance requires the Company to maintain minimum capital and surplus equal to the greater of the state statute as outlined above or the company action level as calculated by the RBC model. The Company is in compliance with the required amount.

Recently Issued Accounting Standards — In December 2010, the NAIC adopted revisions to SSAP No. 10R, *Income Taxes – Revised, A Temporary Replacement of SSAP No. 10* (SSAP No. 10R), which extended the effective date of the temporary replacement through the interim and annual financial statement periods of 2011. The revision to the temporary standard adds additional disclosures related to the impact of tax planning strategies and the nature of the net admitted deferred tax assets by percentage and tax character. These disclosures are incorporated in Note 9 – Income Taxes, as applicable.

In December 2010, the NAIC issued revisions to SSAP No. 100, *Fair Value Measurements* (SSAP No. 100). SSAP No. 100 established a framework for measuring fair value and establishes disclosure requirements about fair value. The original statement was early adopted for December 31, 2009, with interim and annual financial statement reporting thereafter. The 2010 revisions to SSAP No. 100 relate to the reporting and disclosure of investments measured and reported at fair value and are effective for December 31, 2010 annual financial statements. The Company adopted the revisions to SSAP No. 100 as of December 31, 2010, and the related disclosure requirements are outlined in Note 20– Fair Value Measurements.

In October 2010, the NAIC issued SSAP No. 5R, *Liabilities, Contingencies and Impairments of Assets – Revised* (SSAP No. 5R), effective for all guarantees issued or outstanding as of December 31, 2011. The revised standard requires entities to recognize, at the inception of a guarantee, a liability for the obligations it has undertaken in issuing the guarantee, even if the likelihood of having to make payments under the guarantee is remote. The impact of adoption was immaterial to the overall financial condition, results of operations and cash flows of the Company.

In October 2010, the NAIC issued SSAP No. 35R, *Guaranty Fund and Other Assessments – Revised* (SSAP No. 35R) which contains substantive revisions to certain paragraphs of SSAP No. 35 and is initially effective for the reporting period beginning January 1, 2011. The result of applying this revised Statement shall be considered a change in accounting principle in accordance with SSAP No. 3, *Accounting Changes and Corrections of Errors*. The revised standard modifies the conditions required before recognizing liabilities for insurance-related assessments. Under SSAP No. 35R, the liability is not recognized until an assessment has been imposed or is probable and the event obligating an entity to pay an imposed or probable assessment has occurred and can be reasonably estimated. Additionally, under this revised standard an asset relating to future premium tax offsets or policy surcharges shall be recognized at the time the liability is recorded, considering expected future premiums on in-force policies for long-term contracts. The impact of adoption was immaterial to the overall financial condition, results of operations and cash flows of the Company.

In November 2011, the NAIC adopted Statement of Statutory Accounting Principles (SSAP) No. 101, *Income Taxes — A Replacement of SSAP No. 10R and SSAP No. 10*, effective for 2012 interim and annual financial statements and beyond. The new standard includes revised guidance for tax contingencies, non-elective deferred tax asset admissibility test along with significant modifications to the deferred tax asset admissibility test, and disclosure modifications. A change resulting from the adoption of this revised statement shall be accounted for prospectively. The Company has assessed the impact of adopting SSAP No. 101 and believes that there will not be a material impact to total capital and surplus.

2. ACCOUNTING CHANGES AND CORRECTIONS

No changes in accounting principles and no correction of errors have been recorded during the year ended December 31, 2011 and 2010.

3. BUSINESS COMBINATIONS AND GOODWILL

Effective June 30, 2011, UHCTN, a Tennessee domiciled (HMO), was merged into the Company under a statutory merger. The Company remains as the surviving entity. The transaction was approved by both the Department and Tennessee Department of Commerce and Insurance.

Pursuant to the requirements of the Statements of SSAP No. 3, *Accounting changes and Corrections of Error*, the December 31, 2010 and December 31, 2011 amounts have been restated to reflect the balances as if the merger had occurred January 1, 2010. The impact of the merger on admitted assets, liabilities, capital and surplus, revenue, and net income for 2010 as presented in the accompanying statutory basis financial statement is as follows:

<u>as of December 31,</u>	The Company 2010 as reported	UHCTN 2010 as reported	2010 reclassifications	Consolidated 2010 as restated
Total assets	\$ 1,112,011	\$ 15,062	\$ (496)	\$ 1,126,577
Total liabilities	\$ 761,411	\$ 5,871	\$ (496)	\$ 766,786
Common stock	610	100	(100)	610
Gross paid in and contributed capital	37,441	7,436	100	44,977
Aggregate write-ins for other than special surplus funds	1,500	-	-	1,500
Unassigned funds	311,049	1,655	-	312,704
Total capital and surplus	\$ 350,600	\$ 9,191	\$ -	\$ 359,791
Total revenues	\$ 3,157,217	\$ 29,571	\$ -	\$ 3,186,788
Net income	\$ 129,440	\$ 580	\$ -	\$ 130,020

As a result of the merger, a reclassification for \$333 of current federal and foreign income taxes recoverable was made to current federal and foreign income taxes payable and \$163 of liability for amounts held under uninsured plans was made to amounts receivable relating to uninsured plans in the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus. As a result of the transaction, all outstanding shares of UHCTN common stock valued at \$100 were cancelled and no shares of stock were issued (see Note 13).

As of the date of the merger, UHCTN coverage insured 19 comprehensive members for health benefits. These individuals continue to be covered by the Company through the effective date of their coverage.

4. DISCONTINUED OPERATIONS

The Company did not discontinue any operations during 2011 and 2010.

5. INVESTMENTS AND OTHER INVESTED ASSETS

The Company has no mortgage loans, real estate loans, restructured debt, reverse mortgages, repurchase agreements, or investments in low-income housing tax credits and does not participate in securities lending activities. The Company also has no real estate property occupied by the Company, real estate property held for the production of income, or real estate property held for sale. Total proceeds on the sale of investments for bonds were \$70,415 and \$14,894 and for short term investments were \$7,299,835 and \$5,722,141 in 2011 and 2010, respectively.

For purposes of calculating gross 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 for bonds were \$3,371 and \$9, respectively, for 2011 and \$620 and \$248, respectively, for 2010. The Company had no gross realized gains and losses on sales of investments for short term investments in 2011 and 2010, respectively. The net realized gain is included in net realized capital gains less capital gains tax in the accompanying statutory basis statements of operations.

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE UnitedHealthcare Plan of the River Valley, Inc.

As of December 31, 2011 and 2010, the amortized cost, fair value, and gross unrealized holding gains and losses of the Company's investments, excluding cash and cash equivalents of \$75,529 and \$49,372, respectively, are as follows:

	2011				
	Amortized Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses < 1 year	Gross Unrealized Holding Losses > 1 year	Fair Value
U.S. government and agency	\$217,358	\$ 3,879	\$ (6)	\$ (36)	\$221,195
State and state agency	184,302	12,723	(33)	-	196,992
Municipalities and local agency	87,884	5,729	-	-	93,613
Corporate bonds	165,497	6,123	(249)	-	171,371
Commercial paper and money market funds	<u>167,750</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>167,750</u>
Total bonds and short-term investments	<u>\$822,791</u>	<u>\$28,454</u>	<u>\$ (288)</u>	<u>\$ (36)</u>	<u>\$850,921</u>
Less than one year	\$281,386	\$ 388	\$ (31)	\$ -	\$281,743
One to five years	264,518	10,087	(193)	-	274,412
Five to ten years	186,172	14,567	(62)	(36)	200,641
Over ten years	<u>90,715</u>	<u>3,412</u>	<u>(2)</u>	<u>-</u>	<u>94,125</u>
Total bonds and short-term investments	<u>\$822,791</u>	<u>\$28,454</u>	<u>\$ (288)</u>	<u>\$ (36)</u>	<u>\$850,921</u>

	2010				
	Amortized Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses < 1 year	Gross Unrealized Holding Losses > 1 year	Fair Value
U.S. government and agency	\$191,949	\$ 3,455	\$ (310)	\$ (37)	\$195,057
State and state agency	163,717	5,811	(674)	-	168,854
Municipalities and local agency	94,133	2,885	(124)	-	96,894
Corporate bonds	134,171	5,278	(128)	-	139,321
Commercial paper and money market funds	<u>394,335</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>394,335</u>
Total bonds and short-term investments	<u>\$978,305</u>	<u>\$17,429</u>	<u>\$ (1,236)</u>	<u>\$ (37)</u>	<u>\$994,461</u>
Less than one year	\$479,623	\$ 460	\$ (15)	-	\$480,068
One to five years	232,535	8,057	(65)	-	240,527
Five to ten years	185,376	6,590	(986)	-	190,980
Over ten years	<u>80,771</u>	<u>2,322</u>	<u>(170)</u>	<u>(37)</u>	<u>82,886</u>
Total bonds and short-term investments	<u>\$978,305</u>	<u>\$17,429</u>	<u>\$ (1,236)</u>	<u>\$ (37)</u>	<u>\$994,461</u>

2010 was adjusted to reflect the merger as discussed in Note 3.

Included in U.S. government and agency securities and corporate bonds in the tables above are mortgage-backed securities, which do not have a single maturity date. For the 2011 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 \$86,578 and fair value of \$89,355.

The following table illustrates the fair value and gross unrealized losses, aggregated by investment category and length of time that the individual securities have been in a continuous unrealized loss position as of December 31, 2011 and 2010:

	<u>< 1 year</u>		<u>> 1 year</u>		Total Fair Value	Gross Unrealized Holding Losses
	Fair Value	Gross Unrealized Holding Losses	Fair Value	Gross Unrealized Holding Losses		
2011						
U.S. government and agency	\$ 18,636	\$ (6)	\$ 1	\$ (36)	\$18,637	\$ (42)
State and state agency	5,219	(33)	-	-	5,219	(33)
Corporate bonds	<u>43,528</u>	<u>(249)</u>	<u>-</u>	<u>-</u>	<u>43,528</u>	<u>(249)</u>
Total bonds and short-term investments	<u>\$ 67,383</u>	<u>\$ (288)</u>	<u>\$ 1</u>	<u>\$ (36)</u>	<u>\$67,384</u>	<u>\$ (324)</u>
	<u>< 1 year</u>		<u>> 1 year</u>		Total Fair Value	Gross Unrealized Holding Losses
	Fair Value	Gross Unrealized Holding Losses	Fair Value	Gross Unrealized Holding Losses		
2010						
U.S. government and agency	\$ 35,937	\$ (310)	\$ 1	\$ (37)	\$35,938	\$ (347)
State and state agency	24,422	(674)	-	-	24,422	(674)
Municipalities and local agency	4,568	(124)	-	-	4,568	(124)
Corporate bonds	<u>29,955</u>	<u>(128)</u>	<u>-</u>	<u>-</u>	<u>29,955</u>	<u>(128)</u>
Total bonds and short-term investments	<u>\$ 94,882</u>	<u>\$ (1,236)</u>	<u>\$ 1</u>	<u>\$ (37)</u>	<u>\$94,883</u>	<u>\$ (1,273)</u>

2010 was adjusted to reflect the merger as discussed in Note 3.

The unrealized losses on investments in U.S. government and agency obligations, state and state agency obligations, municipalities and local agency obligations, and corporate bonds at December 31, 2011 and 2010, were mainly caused by interest rate increases and not by unfavorable changes in the credit ratings associated with these securities. The Company 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, and the Company does not intend to sell the investment until the unrealized loss is fully recovered. The Company 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 fair 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 the Company's intent to sell the investment. Additionally, the Company evaluated its intent and ability to retain mortgage-backed securities for a period of time sufficient to recover the amortized cost. As a result of this review, the Company recorded other-than-temporary impairments of \$53 and \$203 as of December 31, 2011 and 2010, respectively, which is included net realized capital gains less capital gains tax in the statutory basis statements of operations.

The Company did not recognize any other-than-temporary impairments on mortgage-backed securities as of December 31, 2011 or 2010.

The Company did not have mortgage-type investments with an other-than-temporary impairment to report by CUSIP as of December 31, 2011.

The following table illustrates the fair value, gross unrealized losses, and length of time that the mortgage-backed securities have been in a continuous unrealized loss position at December 31, 2011 and 2010:

2011	< 1 year		> 1 year		Total Fair Value	Gross Unrealized Holding Losses
	Fair Value	Gross Unrealized Holding Losses	Fair Value	Gross Unrealized Holding Losses		
Fixed income - mortgage	\$ 1,588	\$ (2)	\$ 1	\$ (36)	\$ 1,589	\$ (38)

2010	< 1 year		> 1 year		Total Fair Value	Gross Unrealized Holding Losses
	Fair Value	Gross Unrealized Holding Losses	Fair Value	Gross Unrealized Holding Losses		
Fixed income - mortgage	\$ 8,801	\$ (52)	\$ 1	\$ (37)	\$ 8,802	\$ (89)

2010 was adjusted to reflect the merger as discussed in Note 3.

6. JOINT VENTURES, PARTNERSHIPS, AND LIMITED LIABILITY COMPANIES

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

7. INVESTMENT INCOME

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

The components of net investment income earned at December 31, 2011 and 2010, are as follows:

	2011	2010
Bonds	\$ 16,486	\$ 16,206
Cash, cash equivalents, and short-term investments	<u>519</u>	<u>356</u>
Total investment income	17,005	16,562
Expenses — investment management fees	<u>(372)</u>	<u>(306)</u>
Net investment income	<u>\$ 16,633</u>	<u>\$ 16,256</u>

2010 was adjusted to reflect the merger as discussed in Note 3.

8. DERIVATIVE INSTRUMENTS

The Company has no derivative instruments.

9. INCOME TAXES

The components of the net deferred tax asset for the years ended December 31, 2011 and 2010, are as follows:

	2011			2010			Change		
	Ordinary	Capital	Total	Ordinary	Capital	Total	Ordinary	Capital	Total
Gross deferred tax asset	\$ 42,090	\$ -	\$ 42,090	\$ 58,457	\$ -	\$ 58,457	\$ (16,367)	\$ -	\$ (16,367)
Statutory valuation allowance	-	-	-	-	-	-	-	-	-
Adjusted gross deferred tax asset	42,090	-	42,090	58,457	-	58,457	(16,367)	-	(16,367)
Gross deferred tax liabilities	<u>73</u>	<u>12</u>	<u>85</u>	<u>15</u>	<u>-</u>	<u>15</u>	<u>58</u>	<u>12</u>	<u>70</u>
Net deferred tax asset	42,017	(12)	42,005	58,442	-	58,442	(16,425)	(12)	(16,437)
Non-admitted deferred tax asset	<u>33,519</u>	<u>-</u>	<u>33,519</u>	<u>37,713</u>	<u>-</u>	<u>37,713</u>	<u>(4,194)</u>	<u>-</u>	<u>(4,194)</u>
Net admitted deferred tax asset	<u>\$ 8,498</u>	<u>\$ (12)</u>	<u>\$ 8,486</u>	<u>\$ 20,729</u>	<u>\$ -</u>	<u>\$ 20,729</u>	<u>\$ (12,231)</u>	<u>\$ (12)</u>	<u>\$ (12,243)</u>

2010 was adjusted to reflect the merger as discussed in Note 3.

The components of the adjusted gross deferred tax assets admissibility calculation under SSAP No. 10R, *Income Taxes – Revised, A Temporary Replacement of SSAP No. 10*, are as follows:

SSAP 10R Paragraph	2011			2010			Change		
	Ordinary	Capital	Total	Ordinary	Capital	Total	Ordinary	Capital	Total
¶ 10.a Federal income taxes recoverable through loss carryback	\$ 8,486	-	\$ 8,486	\$ 20,729	-	\$ 20,729	\$ (12,243)	-	\$ (12,243)
¶ 10.b.i. Adjusted gross deferred tax assets expected to be realized within one year of the balance sheet date not recovered via loss carrybacks	-	-	-	-	-	-	-	-	-
¶ 10.b.ii. Ten percent adjusted statutory capital and surplus shown on most recently filed financial statement Admitted pursuant to ¶ 10b (lesser of i. or ii.)	N/A	N/A	35,709	N/A	N/A	36,262	N/A	N/A	(553)
¶ 10.c. Adjusted gross deferred tax assets after application of above items that can be offset against existing gross deferred tax liabilities	85	-	85	15	-	15	70	-	70
Admitted deferred tax asset	<u>\$ 8,571</u>	<u>\$ -</u>	<u>\$ 8,571</u>	<u>\$ 20,744</u>	<u>\$ -</u>	<u>\$ 20,744</u>	<u>\$ (12,173)</u>	<u>\$ -</u>	<u>\$ (12,173)</u>

2010 was adjusted to reflect the merger as discussed in Note 3.

The Company has not elected to admit additional deferred tax assets under the expanded admissibility test.

No additional adjusted gross deferred tax assets are included in the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus as a result of tax-planning strategies.

The results from the deferred tax asset admissibility calculation in relation to total admitted assets and total capital and surplus is presented below:

	2011			2010			Change		
	Ordinary	Capital	Total	Ordinary	Capital	Total	Ordinary	Capital	Total
Admitted deferred tax asset	\$ 8,571	\$ -	\$ 8,571	\$ 20,744	\$ -	\$ 20,744	\$ (12,173)	\$ -	\$ (12,173)
Total admitted assets at December 31			\$ 1,010,036			\$ 1,126,577			\$ (116,541)
Adjusted capital and surplus at September 30			\$ 357,087			\$ 362,614			\$ (5,527)
Total capital and surplus from net deferred tax assets at December 31			\$ 444,291			\$ 339,062			\$ 105,229

2010 was adjusted to reflect the merger as discussed in Note 3.

There are no unrecognized deferred tax liabilities.

The current federal income taxes incurred for the years ended December 31, 2011 and 2010, are as follows:

	2011	2010	Change
Federal income taxes incurred	\$ 84,691	\$ 80,700	\$ 3,991
Capital gains tax	<u>1,178</u>	<u>59</u>	<u>1,119</u>
Total current federal income taxes incurred	<u>\$ 85,869</u>	<u>\$ 80,759</u>	<u>\$ 5,110</u>

2010 was adjusted to reflect the merger as discussed in Note 3.

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities at December 31, 2011 and 2010, are as follows:

	2011	2010	Change
Ordinary deferred tax assets:			
Unpaid losses and CAE	\$ 2,380	\$ 2,645	\$ (265)
Premiums received in advance	873	11,902	(11,029)
Intangibles	37,727	41,850	(4,123)
Nonadmitted assets	654	1,119	(465)
Bad debt	251	241	10
General expenses due and accrued	205	700	(495)
Adjusted ordinary gross deferred tax asset	<u>42,090</u>	<u>58,457</u>	<u>(16,367)</u>
Nonadmitted ordinary deferred tax asset	<u>33,519</u>	<u>37,713</u>	<u>(4,194)</u>
Admitted ordinary deferred tax asset	8,571	20,744	(12,173)
Total admitted deferred tax asset	<u>8,571</u>	<u>20,744</u>	<u>(12,173)</u>
Ordinary deferred tax liabilities:			
Investments	<u>73</u>	<u>15</u>	<u>58</u>
Subtotal ordinary gross deferred tax liability	<u>73</u>	<u>15</u>	<u>58</u>
Capital deferred tax liabilities:			
Investments	<u>12</u>	<u>-</u>	<u>12</u>
Subtotal capital gross deferred tax liability	<u>12</u>	<u>-</u>	<u>12</u>
Total deferred tax liabilities	<u>85</u>	<u>15</u>	<u>70</u>
Net deferred tax asset	<u>\$ 8,486</u>	<u>\$ 20,729</u>	<u>\$ (12,243)</u>

2010 was adjusted to reflect the merger as discussed in Note 3.

The Company assessed the potential realization of the gross deferred tax asset and as a result no statutory valuation allowance was required and no allowance was established as of December 31, 2011 and 2010. The application of the statutory valuation allowance is required under SSAP No. 10R effective for 2009 through 2011. The change in the valuation allowance is attributable to the change in timing of deductibility of expenses and/or expectations for future taxable income.

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 net income before federal income taxes plus capital gains tax. The significant items causing this difference are as follows:

	2011	2010
Tax provision at the federal statutory rate	\$ 104,219	\$ 73,773
Tax-exempt interest	(2,377)	(2,221)
Tax effect of nonadmitted assets	464	102
Other	-	48
Total	<u>\$ 102,306</u>	<u>\$ 71,702</u>
Federal income taxes incurred	\$ 84,691	\$ 80,700
Capital gains tax	1,178	59
Change in net deferred tax asset	16,437	(9,057)
Total statutory income taxes	<u>\$ 102,306</u>	<u>\$ 71,702</u>

2010 was adjusted to reflect the merger as discussed in Note 3.

At December 31, 2011, the Company had no net operating loss carryforwards.

Current federal income taxes payable of \$30,725 and \$14,842 as of December 31, 2011 and 2010, respectively, are included in the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus. Federal income taxes paid, net of refunds was \$69,986 and \$68,866 in 2011 and 2010, respectively.

Federal income taxes incurred of \$85,871 and \$80,733 for 2011 and 2010, respectively, is available for recoupment in the event of future net losses.

The Company has not admitted any aggregate amounts of deposits that are included within Section 6603 (“Deposits made to suspend running of interest on potential underpayments, etc.”) of the Internal Revenue Service (IRS) Code.

The Company does not have a provision for tax contingencies recorded as of December 31, 2011 or 2010.

The Company is included in a consolidated federal income tax return with its ultimate parent, UnitedHealth Group. The entities included within the consolidated return are included in NAIC Statutory Statement Schedule Y – Information Concerning Activities of Insurer Members Of A Holding Company 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, with the exception of net operating losses and capital losses. For these losses, the Company 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. UnitedHealth Group currently files income tax returns in the U.S. federal jurisdiction, various states, and foreign jurisdictions. The U.S. IRS has completed exams on UnitedHealth Group’s consolidated income tax returns for fiscal years 2010 and prior. UnitedHealth Group’s 2011 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 2004 in major state and foreign jurisdictions. The Company does not believe any adjustments that may result from these examinations will be material to the Company.

10. INFORMATION CONCERNING PARENT, SUBSIDIARIES, AND AFFILIATES

Pursuant to the terms of a management agreement, UHS-RV will provide management services to the Company, until terminated upon the written agreement of both parties, for a fee based on a percentage of net premium income and change in reserve for rate credits. Management fees under this arrangement totaled \$318,204 and \$262,984 in 2011 and 2010, respectively, and are included in general administrative expenses and claims adjustment expenses in the accompanying statutory basis statements of operations. In addition, UHS-RV pays, on the Company’s behalf, certain direct expenses, such as broker commissions, DOI exam fees, and premium taxes on behalf of the Company. UHS-RV is reimbursed for these expenses by the Company.

Management believes that its transactions with affiliates are fair and reasonable; however, operations of the Company may not be indicative of those that would have occurred if it had operated as an independent company.

The Company included as hospital and medical expenses, general administrative expenses, and claims adjustment expenses \$37,597 and \$35,159 in capitation fees to related parties during 2011 and 2010, respectively. UHS’ subsidiaries and divisions provide various services to enrollees of the Company during the year. OptumHealth, a division of United HealthCare Services, Inc. provides services including, but are not limited to, integrated personal health management solutions, such as disease management, treatment decision support and wellness services, including a 24-hour call-in service, as well as, access to a network of transplant providers. HealthAllies, Inc. provides discount program services. OptumHealth Care Solutions, Inc. (formerly ACN Group, Inc.) provides chiropractic and physical therapy services. Spectera, Inc. provides administrative services related to vision benefit management and claims processing, Dental Benefit Providers, Inc., provides dental care assistance, United Behavioral Health, Inc. provides mental health and substance abuse services and Collaborative Care Holdings LLC. owns, operates and provides services to health care delivery systems.

The capitation expenses, administrative services, and access fees paid to related parties, that are included as hospital and medical expenses, general administrative expenses, and claims adjustment expenses in the accompanying statutory basis statements of operations for the years ended December 31, 2011 and 2010, are shown below:

	2011	2010
United Behavioral Health	\$ 26,346	\$ 25,847
OptumHealth	6,439	5,633
OptumHealth Care Solutions, Inc. (formerly ACN Group, Inc.)	1,581	810
Spectera, Inc.	2,082	2,203
Dental Benefit Providers, Inc.	1,111	640
HealthAllies, Inc.	<u>38</u>	<u>26</u>
Total	<u>\$ 37,597</u>	<u>\$ 35,159</u>

The Company has some premium payments that are received and some claim payments that are processed by an affiliated UnitedHealth Group entity. Both premiums and claims applicable to the Company are settled at regular intervals throughout the month via the intercompany settlement process and any amounts outstanding are reflected in amounts due to parent, subsidiaries and affiliates in the accompanying statutory basis statements of admitted assets, liabilities and capital and surplus.

The Company contracts with affiliates (UHS and OptumRx) to provide administrative services related to pharmacy management and pharmacy claims processing for its enrollees. Fees related to these agreements, which are calculated on a per-claim basis, of \$5,238 and \$3,414 in 2011 and 2010, respectively, are included in general administrative expenses and claims adjustment expenses in the accompanying statutory basis statements of operations. Additionally, the affiliates collect rebates on certain pharmaceutical products based on member utilization. Rebates related to these agreements of \$46,925 and \$29,750 in 2011 and 2010, respectively, are included as a reduction of prescription drugs in the accompanying statutory basis statements of operations.

The Company contracts with OptumRx to provide personal health products catalogues showing the healthcare products and benefit credits needed to redeem the respective products. OptumRx will mail the appropriate personal health products catalogues to the Company's members and manage the personal health products credit balance. OptumRx also distributes personal health products to individual members based upon the terms of the agreement. Fees related to this agreement in 2011 and 2010, which are calculated on a per member per month basis of \$6,137 and \$3,033 are included in hospital and medical expenses in the accompanying statutory basis statements of operations.

Effective January 1, 2010, the Company has agreements with OptumInsight, Inc. (formerly Ingenix, Inc.) for services that lead up to and include the prevention and recovery of medical expense (*benefit*) overpayments. Percentages of every recovery are retained by OptumInsight as service fees based on the services performed. Recoveries, net of fees, are returned to the Company on a monthly basis. Service fees of \$9,788 and \$1,283 are included in claims adjustment expenses and general administrative expenses in the accompanying statutory basis statements of operations for the years ended December 31, 2011 and 2010, respectively.

The Company 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 income, of \$3,930 in 2011 and \$3,116 in 2010 are netted against net premium income in the accompanying statutory basis statements of operations.

The Company also has a reinsurance agreement on its point-of-service product with UHIC to cover certain inpatient hospital claims in excess of defined limits. Reinsurance premiums, which are calculated on a per member per month basis, of \$17 and \$20 in 2011 and 2010, respectively, are netted against net premium income in the accompanying statutory basis statements of operations. The Company did not receive any reinsurance recoveries and does not have any reinsurance receivables recorded as of December 31, 2011 and 2010. This agreement also has an insolvency provision which allows continued coverage to the enrollee through the date to which premiums were paid. Reinsurance contracts do not relieve the Company from its obligations to policyholders. Failure of reinsurers to honor their obligations could result in losses to the Company.

The Company holds a \$12,000,000 subordinated revolving credit agreement with UnitedHealth Group at an 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 Company's admitted assets or 25% of the Company'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, 2011. No amounts were outstanding under the line of credit as of December 31, 2011 and 2010.

At December 31, 2011 and 2010, the Company reported \$42,511 and \$59,216 respectively, as amounts due to parent, subsidiaries and affiliates which are included in the statutory basis statements of admitted assets, liabilities, and capital and surplus. These balances are generally settled within 90 days from the incurred date. Any balances due to the Company that are not settled within 90 days are considered nonadmitted assets.

In addition to the agreements above, UHS maintains a private short-term money market investment pool in which affiliated companies may participate (see Note 1). At December 31, 2011 and 2010, the Company's portion was \$20,116 and \$18,340, respectively, and is included in cash, cash equivalents, and short-term investments in the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus.

The Company has entered into a Tax Sharing Agreement with UnitedHealth Group (see Note 9).

The Company paid dividends of \$108,000 and \$62,100 in 2011 and 2010, respectively, to its parent (see Note 13).

The Company does not have any investments in a subsidiary, controlled, or affiliated entity that exceeds 10% of admitted assets.

The Company has not extended any guarantees or undertakings for the benefit of an affiliate or related party, it does not have any investments in a foreign insurance subsidiary and it does not hold any investments in a downstream noninsurance holding company.

11. DEBT

The Company had no outstanding debt with third parties during 2011 and 2010.

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

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

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

The Company has 1,000 shares authorized and 10 shares issued and outstanding of no par value common stock. The Company has no preferred stock outstanding. All issued and outstanding shares of common stock are held by the Company's parent, UHS-RV.

As a result of the statutory merger, 2,000 authorized shares of \$50 par value common stock in UHCTN were cancelled on June 30, 2011. The result was a contribution of \$100,000 to gross paid in and contributed surplus at June 30, 2011 on the surviving company (see Note 3).

Payment of dividends may be restricted by the IDOI, which generally require that dividends be paid out of accumulated surplus.

The Company declared and paid an ordinary cash dividends on June 24, 2011, September 16, 2011, December 19, 2011 and December 30, 2011 for \$38,000, \$30,000, \$38,000 and \$2,000 respectively, to its parent, UHS-RV. Also, the Company paid an ordinary cash dividend of \$60,000 on December 8, 2010. The ordinary dividends complied with the provisions set forth in the statutes of Illinois which required no approval and were recorded as a reduction to unassigned surplus in the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus.

There are no restrictions placed on the Company's unassigned surplus. The Company does not hold any stock, including stock of affiliated companies for special purposes, such as conversion of preferred stock, employee stock options or stock purchase warrants.

The Company does not have any special surplus funds.

The portion of unassigned surplus reduced by each item below is as follows:

	2011	2010
Net deferred income taxes	\$ 42,005	\$ 58,442
Nonadmitted assets	<u>35,389</u>	<u>40,910</u>
Total	<u>\$ 77,394</u>	<u>\$ 99,352</u>

2010 was adjusted to reflect the merger as discussed in Note 3.

The Company has never been a party to a quasi-reorganization and does not have any outstanding surplus notes.

14. CONTINGENCIES

Because of the nature of the business, the Company is routinely made party to a variety of legal actions related to the design and management of its service offerings. The Company records liabilities for estimates of probable costs resulting from these matters where appropriate. These matters include, but are not limited to, claims relating to health care benefits coverage, medical malpractice actions, contract disputes, and claims related to certain other 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 Company.

The Company's business is regulated at the federal, state and local levels. The laws and rules governing the Company's business and interpretations of those laws and rules are subject to frequent change. Broad latitude is given to the agencies administering those regulations. Further, the Company must obtain and maintain regulatory approvals to market and sell many of its products.

The Company has been and is currently involved in various governmental investigations, audits and reviews. These include routine, regular and special investigations, audits and reviews by CMS, state insurance and health and welfare departments, state attorneys general, the Office of Inspector General (OIG), the Office of Personnel Management, the Office of Civil Rights, U.S. Congressional committees, the U.S. Department of Justice, U.S. Attorneys, the SEC, the IRS, the U.S. Department of Labor, the Federal Deposit Insurance Corporation and other governmental authorities. Examples of audits include the risk adjustment data validation (RADV) audits discussed below and a review by the U.S. Department of Labor of the Company's administration of applicable customer employee benefit plans with respect to ERISA compliance.

Government actions can result in assessment of damages, civil or criminal fines or penalties, or other sanctions, including loss of licensure or exclusion from participation in government programs and could have a material adverse impact on the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus or statutory basis statements of operations of the Company.

Risk Adjustment Data Validation Audit. CMS adjusts capitation payments to Medicare Advantage plans and Medicare Part D plans according to the predicted health status of each beneficiary as supported by data from health care providers as well as, for Medicare Part D plans only, based on comparing costs predicted in the Company's annual bids to actual prescription drug costs. The Company collects claim and encounter data from providers, who the Company generally relies on to appropriately code their claim submissions and document their medical records. CMS then determines the risk score and payment amount for each enrolled member based on the health care data submitted and member demographic information.

In 2008, CMS announced that it would perform RADV audits of selected Medicare Advantage health plans each year to validate the coding practices of and supporting documentation maintained by health care providers. These audits involve a review of medical records maintained by providers and may result in retrospective adjustments to payments made to health plans. Certain of the Company's health plans have been selected for audit. These audits are focused on medical records supporting risk adjustment data for 2006 that were used to determine 2007 payment amounts. Although these audits are ongoing, the Company does not believe they will have a material impact on the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus or statutory basis statements of operations of the Company.

In December 2010, CMS published for public comment a new proposed RADV audit and payment adjustment methodology. The proposed methodology contains provisions allowing retroactive contract level payment adjustments for the year audited using an extrapolation of the “error rate” identified in audit samples. The Company has submitted comments to CMS regarding concerns the Company has with CMS’ proposed methodology. These concerns include, among others, the fact that the proposed methodology does not take into account the “error rate” in the original Medicare fee-for-service data that was used to develop the risk adjustment system. Additionally, payments received from CMS, as well as benefits offered and premiums charged to members, are based on actuarially certified bids that did not include any assumption of retroactive audit payment adjustments. The Company believes that applying retroactive audit and payment adjustments after CMS acceptance of bids undermines the actuarial soundness of the bids. On February 3, 2011, CMS notified the Company that CMS was evaluating all comments received on the proposed methodology and that it anticipated making changes to the draft, based on input CMS had received. On February 24, 2012 CMS issued their final audit approach methodology. Management is currently evaluating the impact the revised methodology could have on the accompanying statutory basis financial statements. Potential payment adjustments could 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 Company.

During the first quarter of 2010, the Patient Protection and Affordable Care Act and a reconciliation measure, the Health Care and Education Reconciliation Act of 2010 (collectively known as Health Reform Legislation), were signed into law. The Health Reform Legislation expands access to coverage and modifies aspects of the commercial insurance market, as well as the Medicaid and Medicare programs, Children’s Health Insurance Program (CHIP), and other aspects of the health care system. Certain provisions of the Health Reform Legislation have already taken effect, and other provisions become effective at various dates over the next several years. The Department of Health and Human Services (HHS), the Department of Labor (DOL) and the Treasury Department have issued regulations (or proposed regulations) on a number of aspects of Health Reform Legislation, but final rules and interim guidance on the other key aspects of the legislation remain pending.

Certain aspects of the Health Reform Legislation are also being challenged in federal court, with the proponents of such challenges seeking to limit the scope of or have all or portions of the Health Reform Legislation declared unconstitutional. The United States Supreme Court is scheduled to hear oral arguments on certain aspects of these cases in March 2012, including the constitutionality of the individual mandate. Congress may also withhold the funding necessary to implement the Health Reform Legislation, or may attempt to replace the legislation with amended provisions or repeal it altogether.

The Health Reform Legislation and the related federal and state regulations will impact how the Company does business and could restrict revenue and enrollment growth in certain products and market segments, restrict premium growth rates for certain products and market segments, increase the Company’s medical and administrative costs, expose the Company to an increased risk of liability (including increasing our liability in federal and state courts for coverage determinations and contract interpretation) or put the Company at risk for loss of business. In addition, the Company’s results of operations, financial condition and cash flows could be materially adversely affected by such changes. The Health Reform Legislation may create new or expand existing opportunities for business growth, but due to its complexity, the impact of the Health Reform Legislation remains difficult to predict and is not yet fully known.

The Company is not aware of any assessments, potential or accrued, that could have a material financial effect on the operations of the entity or any gain contingencies that should be recorded or disclosed in the financial statements.

The Company believes there are no other assets that it considers to be impaired at December 31, 2011 and 2010, except as disclosed in Note 5.

15. LEASES

According to the management agreement between the Company and UHS-RV (see Note 10), 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 Company’s management fee.

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

The Company 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 Company 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

The Medicare Part D program is a partially insured plan. The Company recorded a payable and receivable of \$505 and \$2,146 at December 31, 2011 and 2010, respectively, for cost reimbursements under the Medicare Part D program for the catastrophic reinsurance and low-income member cost-sharing subsidies as described in Note 1 *Amounts Receivable Related to Uninsured Plans and Liability for Amounts Held Under Uninsured Plans*. The Company also recorded a receivable of \$3,039 and a payable of \$5,210 at December 31, 2011 for the Medicare Part D Coverage Gap Discount Program as described in Note 1, *Amounts Receivable Relating to Uninsured Plans and Liability for Amounts Held Under Uninsured Plans*.

Prior to January 1, 2009, the Company had an ASO contract in eastern Tennessee for the TennCare product, for which the State of Tennessee retains all health care service risk, while the Company assumes administrative risk. The Company recorded administrative fee revenues of \$134 and \$6 in 2011 and 2010, respectively, related to retroactive premiums for those ASO contracts. These amounts are included as a reduction to general administrative expenses in the accompanying statutory basis statements of operations.

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

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

20. FAIR VALUE MEASUREMENT

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

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

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

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

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

The estimated fair values of bonds and short-term investments (investments) are based on quoted market prices, where available. The Company obtains one price for each security primarily from a third-party pricing service (pricing service), which generally uses quoted or other observable inputs for the determination of fair value. The pricing service normally derives the security prices through recently reported trades for identical or similar securities, making adjustments through the reporting date based upon available observable market information. For securities not actively traded, the pricing service may use quoted market prices of comparable instruments or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include, but are not limited to, non-binding broker quotes, benchmark yields, credit spreads, default rates and prepayment speeds. As the Company is responsible for the determination of fair value, it performs quarterly analyses on the prices received from the pricing service to determine whether the prices are reasonable estimates of fair value. Specifically, the Company compares the prices received from the pricing service to prices reported by its custodian, its investment consultant and third-party investment advisors. Additionally, the Company compares changes in the reported market values and returns to relevant market indices to test the reasonableness of the reported prices. Based on the Company's internal price verification procedures and review of fair value methodology documentation provided by independent pricing services, the Company has not historically adjusted the prices obtained from the pricing service.

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

The following table presents information about the Company's financial assets that are measured and reported at fair value at December 31, 2011, in the statutory basis statements of admitted assets, liabilities, and capital and surplus according to the valuation techniques the Company used to determine their fair values:

	2011			Total Fair Value
	Quoted Prices in Active Markets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	
Corporate bonds	\$ -	\$ 1,147	\$ -	\$ 1,147

There were no transfers between Levels 1 and 2 during the year ended December 31, 2011.

The Company has does not have any financial assets that are measured and reported at fair value on the statutory basis statements of admitted assets, liabilities, and capital and surplus at December 31, 2010.

The Company does not have any financial assets with a fair value hierarchy of Level 3.

21. OTHER ITEMS

The Company's business is regulated at federal, state and local levels, and the Company must obtain and maintain regulatory approvals to market and sell many of its products. The laws and rules governing the Company's business and interpretations of those laws and rules are subject to frequent change. Broad latitude is given to the agencies administering those regulations. State legislatures and Congress continue to focus on health care issues.

The Company did not encounter any extraordinary items for the years ended December 31, 2011 or 2010.

The Company has no troubled debt restructurings as of December 31, 2011 or 2010.

The Company routinely evaluates the collectability of all receivable amounts included within the statutory basis statements of admitted assets, liabilities, and capital and surplus. Reserves are established for those amounts where collectability is uncertain. Based on the Company's past experience, exposure related to uncollectible balances and the potential of loss for those balances not currently reserved for is not material to the Company's financial condition.

The Company has not received any business interruption insurance recoveries during 2011 and 2010, and does not have any state transferable tax credits or hybrid securities as of December 31, 2011 and 2010.

Sub-Prime Mortgage Related Risk Exposure - The investment policy for the Company limits investments in asset-backed securities, which includes the sub-prime issuers. Further, the policy limits investments in private-issuer mortgage securities to 10% of the portfolio, which also includes sub-prime issuers. The exposure to unrealized losses on sub-prime issuers is due to changes in market prices. There are no realized losses due to not receiving anticipated cash flows. The investments covered are rated NAIC rating of 1 or 2. The Company has no direct exposure through investments in sub-prime mortgage loans. The Company has no underwriting exposure to sub-prime mortgage risk through mortgage guaranty or financial guaranty insurance coverage. The Company did not have any direct exposure through other investments related to sub-prime residential mortgage-backed securities and commercial mortgage-backed securities during 2011 or 2010.

The Company recorded receivables related to retroactive policies and estimated withholds of \$33,092 and \$2,160 as of December 31, 2010 for TennCare Medicaid and CHOICES, respectively. As of December 31, 2011, the Company has collected \$42,468 and \$12,248 in Medicaid and CHOICES retroactive premiums and estimated withholds related to prior year, respectively. Currently, there is \$24 and \$0 in retroactive receivables and estimated withholds recorded for the prior year for TennCare Medicaid and CHOICES, respectively. The amounts above exclude activity related to the rate change accrual and the extra contractual payments received for members outside of the 12 month retro-eligibility period. The majority of retrospective activity experience is due to the twelve month retroactive membership eligibility contract provision.

22. EVENTS SUBSEQUENT

The Company has evaluated subsequent events through March 1, 2012, which is the date these statutory basis financial statements were available for issuance.

There are no events subsequent to December 31, 2011, that require disclosure.

23. REINSURANCE

The Company does not have any external reinsurance agreements in place as of December 31, 2011 or 2010.

Reinsurance Agreements — In the normal course of business, the Company seeks to reduce potential losses that may arise from catastrophic events that cause unfavorable underwriting results by reinsuring certain levels of such risk with affiliated (see Note 10) reinsurers. The Company remains primarily liable as the direct insurer on all risks reinsured.

Ceded Reinsurance Report —

Section 1 — General Interrogatories

- a. Are any nonaffiliated reinsurers owned in excess of 10% or controlled, either directly or indirectly, by the Company or by any representative, officer, trustee, or director of the Company?
Yes () No (X)
- b. Have any policies issued by the Company 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 any other person not primarily engaged in the insurance business?
Yes () No (X)

Section 2 — Ceded Reinsurance — Part A

- 1. Does the Company 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 premium 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 Company may consider the current or anticipated experience of the business reinsured in making this estimate.

The Company estimates there should be no aggregate reduction in surplus for termination of all reinsurance agreements as of December 31, 2011.

- 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 Company as of the effective date of the agreement?

Yes () No (X)

Unsecured Reinsurance Recoverable — The Company does not have an unsecured aggregate reinsurance recovery receivable with any individual reinsurers, authorized or unauthorized, that exceeds 3% of the Company’s policyholder surplus.

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

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

Uncollectible Reinsurance — During 2011 and 2010, there were no uncollectible reinsurance recoverables.

Commutation of Reinsurance — There was no commutation of reinsurance in 2011 or 2010.

Retroactive Reinsurance — The Company did not have a retroactive reinsurance agreement in 2011 or 2010.

24. RETROSPECTIVELY RATED CONTRACTS AND CONTRACTS SUBJECT TO REDETERMINATION

The Company has Medicare Part D program business that is subject to a retrospective rating feature related to Part D Premiums. The Company has estimated accrued retrospective premiums related to certain Part D premiums based on guidelines determined by the CMS. The formula is tiered and based on the bid medical loss ratio. The amount of Part D earned premiums subject to retrospective rating was \$78,658 and \$38,280 representing 2.0% and 1.2% of total net premiums written for 2011 and 2010, respectively.

During 2011 and 2010, the Company contracted with the federal government through the Office of Personnel Management to administer the FEHBP. The Company is subject to rate adjustments through audits by the Office of Personnel Management. The amount of earned premiums subject to retrospective rating was \$20,106 and \$22,178 representing 0.5% and 0.7% of total net premiums written as of December 31, 2011 and 2010, respectively.

Pursuant to the Health Reform Legislation (see Note 14), the Company is required to maintain specific minimum loss ratios. These minimum loss ratios apply to comprehensive major medical coverage and vary depending on group size. The following table discloses the minimum medical loss ratio rebates required pursuant to the Health Reform Legislation for the year ended December 31, 2011:

	1 Individual	2 Small Group Employer	3 Large Group Employer	4 Other Categories with rebates	5 Total
Prior Reporting Year					
(1) Medical Loss Ratio Rebates Incurred	\$ -	\$ -	\$ -	\$ -	\$ -
(2) Medical Loss Ratio Rebates Paid	\$ -	\$ -	\$ -	\$ -	\$ -
(3) Medical Loss Rebates Unpaid	\$ -	\$ -	\$ -	\$ -	\$ -
(4) Plus reinsurance assumed amounts	XXX	XXX	XXX	XXX	
(5) Less reinsurance ceded amounts	XXX	XXX	XXX	XXX	
(6) Rebates unpaid net of reinsurance	XXX	XXX	XXX	XXX	
Current Reporting Year-to-Date					
(7) Medical Loss Ratio Rebates Incurred	\$ -	\$ 173	\$ -	\$ -	\$ 173
(8) Medical Loss Ratio Rebates Paid	\$ -	\$ -	\$ -	\$ -	\$ -
(9) Medical Loss Rebates Unpaid	\$ -	\$ 173	\$ -	\$ -	\$ 173
(10) Plus reinsurance assumed amounts	XXX	XXX	XXX	XXX	
(11) Less reinsurance ceded amounts	XXX	XXX	XXX	XXX	
(12) Rebates Unpaid net of reinsurance	XXX	XXX	XXX	XXX	

Estimated accrued retrospective premiums due to the Company are recorded in premiums and considerations and 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 reserves for rate credits in the statutory basis statements of operations.

The Company does not have any other retrospectively rated contracts or contracts subject to redetermination as of December 31, 2011 or 2010.

25. CHANGE IN INCURRED CLAIMS AND CLAIMS ADJUSTMENT EXPENSE

Changes in estimates related to the prior year incurred claims are included in total hospital and medical expenses in the current year in the accompanying statutory basis statements of operations. The following tables disclose paid claims, incurred claims, and the balance in the claims unpaid, accrued medical incentive pool and bonus amounts, aggregate health claim reserves, and health care receivables for 2011 and 2010:

	2011		
	Current Year Incurred Claims	Prior Year Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ (398,111)	\$ (398,111)
Paid claims	2,783,173	326,024	3,109,197
End of year claim reserve	<u>371,895</u>	<u>22,252</u>	<u>394,147</u>
Incurred claims excluding health care receivables	3,155,068	(49,835)	3,105,233
Beginning of year health care receivables	-	11,306	11,306
End of year health care receivables	<u>(15,706)</u>	<u>(708)</u>	<u>(16,414)</u>
Total incurred claims	<u>\$ 3,139,362</u>	<u>\$ (39,237)</u>	<u>\$ 3,100,125</u>

	2010		
	Current Year Incurred Claims	Prior Year Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ (257,765)	\$ (257,765)
Paid claims	2,158,521	234,628	2,393,149
End of year claim reserve	<u>391,010</u>	<u>7,101</u>	<u>398,111</u>
Incurred claims excluding health care receivables	2,549,531	(16,036)	2,533,495
Beginning of year health care receivables	-	6,521	6,521
End of year health care receivables	<u>(10,015)</u>	<u>(1,291)</u>	<u>(11,306)</u>
Total incurred claims	<u>\$ 2,539,516</u>	<u>\$ (10,806)</u>	<u>\$ 2,528,710</u>

2010 was adjusted to reflect the merger as discussed in Note 3.

The liability for claims unpaid, accrued medical incentive pool and bonus amounts, aggregate health claim reserves and health care receivables as of December 31, 2010 were \$386,805. As of December 31, 2011, \$326,024 has been paid for incurred claims attributable to insured events of prior years. Reserves remaining for prior years are now \$21,544 as a result of re-estimation of unpaid claims. Therefore, there has been \$39,237 favorable prior-year development since December 31, 2010 to December 31, 2011. The primary drivers consist of favorable development as a result of ongoing analysis of loss development trends related to the release and reestablishment of \$22,329 in known environmental claims offset by \$1,827 of unfavorable retroactivity for inpatient, outpatient, physician, and pharmacy claims. Included in this favorable development is the impact related to retrospectively rated policies. As a result of the prior-year effects, on a regular basis, the Company adjusts revenue and the corresponding liability and/or receivable related to retrospectively rated policies and the impact of the change is included as a component of change in reserve for rate credits in the statutory basis statements of operations. At December 31, 2010, the Company recorded \$10,806 of favorable development related to insured events of prior years primarily as a result of ongoing analysis of loss development trends and changes to the provider settlement reserves. Original estimates are increased or decreased, as additional information becomes known regarding individual claims. Included in this favorable development is the impact related to retrospectively rated policies. As a result of the prior-year effects, on a regular basis, the Company adjusts revenue and the corresponding liability and/or receivable related to retrospectively rated policies and the impact of the change is included as a component of change in reserve for rate credits in the statutory basis statements of operations.

The Company incurred claims adjustment expenses of \$121,875 and \$125,311 in 2011 and 2010, respectively. These costs are included in the management service fees paid by the Company to UHS-RV as a part of its management agreement (see Note 10). The following tables disclose paid CAE, incurred CAE, and the balance in the unpaid claim adjustment expenses reserve for 2011 and 2010:

	2011	2010
Total claims adjustment expenses incurred	\$ 121,875	\$ 125,311
Less current year unpaid claims adjustment expenses	(9,035)	(9,778)
Add prior year unpaid claims adjustment expenses	<u>9,778</u>	<u>6,221</u>
Total claims adjustment expenses paid	<u>\$ 122,618</u>	<u>\$ 121,754</u>

2010 was adjusted to reflect the merger as discussed in Note 3.

26. INTERCOMPANY POOLING ARRANGEMENTS

The Company did not have any intercompany pooling arrangements in 2011 or 2010.

27. STRUCTURED SETTLEMENTS

The Company did not have any structured settlements in 2011 or 2010.

28. HEALTH CARE RECEIVABLES

Pharmaceutical rebates receivable are recorded when reasonably estimated or billed by the affiliated 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. The Company has excluded receivables that do not meet the admissibility criteria from the statutory basis statements of admitted assets, liabilities, and capital and surplus.

The collection history of pharmacy rebates is summarized as follows:

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
December 31, 2011	\$ 10,746	\$ -	\$ -	\$ -	\$ -
September 30, 2011	10,280	10,510	5,930	-	-
June 30, 2011	9,097	9,141	8,089	952	-
March 31, 2011	8,199	8,242	7,385	772	84
December 31, 2010	5,987	6,064	5,378	472	331
September 30, 2010	5,603	5,649	4,544	1,153	113
June 30, 2010	4,993	5,064	3,836	1,152	62
March 31, 2010	4,553	4,680	3,774	796	114
December 31, 2009	4,141	4,404	3,743	519	-
September 30, 2009	3,749	3,974	3,350	461	114
June 30, 2009	3,103	3,380	2,891	396	88
March 31, 2009	2,861	3,038	1,952	999	107

Of the amount reported as health care receivables, \$14,932 and \$8,381 relates to pharmaceutical rebate receivables as of December 31, 2011 and 2010, respectively. The Company has \$61 of other related health care receivables.

Provider capitation receivables of \$542 were determined to be admissible at December 31, 2010.

29. PARTICIPATING POLICIES

The Company did not have any participating contracts in 2011 or 2010.

30. PREMIUM DEFICIENCY RESERVES

The Company had no premium deficiency reserves recorded as of December 31, 2011 and 2010, respectively. The analysis of the premium deficiency reserves was completed as of December 31, 2011 and 2010, respectively. The Company did anticipate investment income when calculating its premium deficiency reserves.

31. ANTICIPATED SALVAGE AND SUBROGATION

Due to the type of business being written, the Company has no salvage. As of December 31, 2011 and 2010, the Company had no specific accruals established for outstanding subrogation, as it is considered a component of the actuarial calculations used to develop the estimates of claims unpaid and aggregate health claim reserves.

* * * * *

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES GENERAL

- 1.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No []
- 1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent, or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? Yes [X] No [] N/A []
- 1.3 State Regulating? Illinois
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
- 3.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2007
- 3.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2007
- 3.3 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
- 3.4 By what department or departments?
Illinois Department of Insurance
- 3.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] N/A [X]
- 3.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] N/A []
- 4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity), receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
4.11 sales of new business? Yes [] No [X]
4.12 renewals? Yes [] No [X]
- 4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
4.21 sales of new business? Yes [] No [X]
4.22 renewals? Yes [] No [X]
- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [X] No []
- 5.2 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
UnitedHealthcare of Tennessee	11147	TN

- 6.1 Has the 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]
- 6.2 If yes, give full information:
- 7.1 Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity? Yes [] No [X]
- 7.2 If yes,
7.21 State the percentage of foreign control; %
7.22 State the nationality(s) of the foreign person(s) or entity(s) or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact; and identify the type of entity(s) (e.g., individual, corporation or government, manager or attorney in fact).

1 Nationality	2 Type of Entity
.....

GENERAL INTERROGATORIES

- 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 the names and locations (city and state of the main office) of any affiliates regulated by a federal financial 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

- 9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?
Deloitte & Touche LLP, Minneapolis, MN
- 10.1 Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation? Yes [] No [X]
- 10.2 If the response to 10.1 is yes, provide information related to this exemption:
.....
- 10.3 Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 17A of the Model Regulation, or substantially similar state law or regulation? Yes [] No [X]
- 10.4 If the response to 10.3 is yes, provide information related to this exemption:
.....
- 10.5 Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws? Yes [X] No [] N/A []
- 10.6 If the response to 10.5 is no or n/a, please explain
.....
- 11. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?
Tim Feeser, FSA, MAAA, Eden Prairie, MN, Vice President, Actuarial Consulting of OptumInsight, Inc.
- 12.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes [] No [X]
 - 12.11 Name of real estate holding company
 - 12.12 Number of parcels involved
 - 12.13 Total book/adjusted carrying value \$
- 12.2 If, yes provide explanation:
.....
- 13. **FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:**
- 13.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?
.....
- 13.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? Yes [] No []
- 13.3 Have there been any changes made to any of the trust indentures during the year? Yes [] No []
- 13.4 If answer to (13.3) is yes, has the domiciliary or entry state approved the changes? Yes [] No [] N/A []
- 14.1 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 [X] 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.
- 14.11 If the response to 14.1 is No, please explain:
.....
- 14.2 Has the code of ethics for senior managers been amended? Yes [X] No []
- 14.21 If the response to 14.2 is yes, provide information related to amendment(s).
UnitedHealth Group's previous code of conduct ("The Principles of Ethics & Integrity") was somewhat outdated and had not been substantially revised in many years. In 2010, the Company's compliance and ethics team began the process of researching best practices and benchmarking our code against other companies' codes. On May 24, 2011, the UnitedHealth Group Board of Directors adopted the newly revised "Code of Conduct: Our Principles of Ethics & Integrity." The Code covers all employees at all levels. The topics covered in the new Code are not considerably different, but the material is now much more user- friendly, intuitive and helpful in both aesthetics and content.
- 14.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]
- 14.31 If the response to 14.3 is yes, provide the nature of any waiver(s).
.....

GENERAL INTERROGATORIES

- 15.1 Is the reporting entity the beneficiary of a Letter of Credit that is unrelated to reinsurance with a NAIC rating of 3 or below? Yes [] No [X]
 15.2 If the response to 15.1 is yes, indicate the American Bankers Association (ABA) Routing Number and the name of the issuing or confirming bank of the Letter of Credit and describe the circumstances in which the Letter of Credit is triggered.

1 American Bankers Association (ABA) Routing Number	2 Issuing or Confirming Bank Name	3 Circumstances That Can Trigger the Letter of Credit	4 Amount

BOARD OF DIRECTORS

16. Is the purchase or sale of all investments of the reporting entity passed upon either by the board of directors or a subordinate committee thereof? Yes [X] No []
 17. Does the reporting entity keep a complete permanent record of the proceedings of its board of directors and all subordinate committees thereof? Yes [X] No []
 18. Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict with the official duties of such person? Yes [X] No []

FINANCIAL

19. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)? Yes [] No [X]
 20.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):
 20.11 To directors or other officers.....\$0
 20.12 To stockholders not officers.....\$0
 20.13 Trustees, supreme or grand (Fraternal Only).....\$0
 20.2 Total amount of loans outstanding at the end of year (inclusive of Separate Accounts, exclusive of policy loans):
 20.21 To directors or other officers.....\$0
 20.22 To stockholders not officers.....\$0
 20.23 Trustees, supreme or grand (Fraternal Only).....\$0
 21.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement? Yes [] No [X]
 21.2 If yes, state the amount thereof at December 31 of the current year:
 21.21 Rented from others.....\$0
 21.22 Borrowed from others.....\$0
 21.23 Leased from others.....\$0
 21.24 Other.....\$0
 22.1 Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty association assessments? Yes [X] No []
 22.2 If answer is yes:
 22.21 Amount paid as losses or risk adjustment \$0
 22.22 Amount paid as expenses.....\$1,582,891
 22.23 Other amounts paid.....\$0
 23.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [] No [X]
 23.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:\$0

INVESTMENT

- 24.1 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date? (other than securities lending programs addressed in 24.3)..... Yes [X] No []
 24.2 If no, give full and complete information relating thereto

 24.3 For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet. (an alternative is to reference Note 17 where this information is also provided)

 24.4 Does the Company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions? Yes [] No [] N/A [X]
 24.5 If answer to 24.4 is yes, report amount of collateral for conforming programs.....\$
 24.6 If answer to 24.4 is no, report amount of collateral for other programs.....\$
 24.7 Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract? Yes [] No [] N/A [X]
 24.8 Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%? Yes [] No [] N/A [X]
 24.9 Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities lending Agreement (MSLA) to conduct securities lending? Yes [] No [] N/A [X]

GENERAL INTERROGATORIES

25.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity, or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 21.1 and 24.3). Yes [X] No []

25.2 If yes, state the amount thereof at December 31 of the current year:

25.21 Subject to repurchase agreements	\$	0
25.22 Subject to reverse repurchase agreements	\$	0
25.23 Subject to dollar repurchase agreements	\$	0
25.24 Subject to reverse dollar repurchase agreements	\$	0
25.25 Pledged as collateral	\$	0
25.26 Placed under option agreements	\$	0
25.27 Letter stock or other securities restricted as to sale	\$	0
25.28 On deposit with state or other regulatory body	\$	48,548,005
25.29 Other	\$	0

25.3 For category (25.27) provide the following:

1 Nature of Restriction	2 Description	3 Amount

26.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes [] No [X]

26.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No [] N/A []
If no, attach a description with this statement.

27.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity? Yes [] No [X]

27.2 If yes, state the amount thereof at December 31 of the current year. \$

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

28.01 For agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

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

28.02 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)

28.03 Have there been any changes, including name changes, in the custodian(s) identified in 28.01 during the current year?..... Yes [X] No []

28.04 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
State Street Bank	Northern Trust	06/23/2011	Economics

28.05 Identify all investment advisors, brokers/dealers or individuals acting on behalf of brokers/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 Number(s)	2 Name	3 Address
N/A	Internally Managed	N/A
1070387	JPMorgan Investment Management Inc.	245 Park Avenue New York, NY 10167
113972	Standish Mellon Asset Management Company	201 Washington Street Suite 2900 Boston, MA 02108-4408

GENERAL INTERROGATORIES

- 29.1 Does the reporting entity have any diversified mutual funds reported in Schedule D, Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5(b)(1)])? Yes [] No [X]
- 29.2 If yes, complete the following schedule:

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
29.2999 - Total		0

- 29.3 For each mutual fund listed in the table above, complete the following schedule:

1 Name of Mutual Fund (from above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	4 Date of Valuation

30. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
30.1 Bonds	833,376,974	854,408,269	21,031,295
30.2 Preferred stocks	0		0
30.3 Totals	833,376,974	854,408,269	21,031,295

- 30.4 Describe the sources or methods utilized in determining the fair values:

For those securities that had prices in the NAIC SVO ISIS database, those prices were used; for those securities that did not have prices in the NAIC SVO ISIS database, pricing was obtained from HUB which is an external data sources vendor. Hub utilizes various pricing sources.

- 31.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D? Yes [] No [X]
- 31.2 If the answer to 31.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source? Yes [] No []
- 31.3 If the answer to 31.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D:
<http://www.hubdata.com/HMDWeb/Logon.asp>
- 32.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [X] No []
- 32.2 If no, list exceptions:

GENERAL INTERROGATORIES

OTHER

33.1 Amount of payments to trade associations, service organizations and statistical or rating bureaus, if any?\$0

33.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to trade associations, service organizations and statistical or rating bureaus during the period covered by this statement.

1 Name	2 Amount Paid

34.1 Amount of payments for legal expenses, if any?\$7,743

34.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
Balch & Bingham LLP	7,743

35.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any?\$0

35.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1 Name	2 Amount Paid

GENERAL INTERROGATORIES

PART 2 - HEALTH INTERROGATORIES

1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force? Yes [] No [X]

1.2 If yes, indicate premium earned on U.S. business only. \$ _____

1.3 What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit? \$ _____

1.31 Reason for excluding

1.4 Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above \$ _____

1.5 Indicate total incurred claims on all Medicare Supplement Insurance. \$ _____ 0

1.6 Individual policies:

Most current three years:

1.61 Total premium earned \$ _____ 0

1.62 Total incurred claims \$ _____ 0

1.63 Number of covered lives 0

All years prior to most current three years:

1.64 Total premium earned \$ _____ 0

1.65 Total incurred claims \$ _____ 0

1.66 Number of covered lives 0

1.7 Group policies:

Most current three years:

1.71 Total premium earned \$ _____ 0

1.72 Total incurred claims \$ _____ 0

1.73 Number of covered lives 0

All years prior to most current three years:

1.74 Total premium earned \$ _____ 0

1.75 Total incurred claims \$ _____ 0

1.76 Number of covered lives 0

2. Health Test:

	1 Current Year	2 Prior Year
2.1 Premium Numerator	3,922,804,998	3,187,652,737
2.2 Premium Denominator	3,922,804,998	3,187,652,737
2.3 Premium Ratio (2.1/2.2)	1.000	1.000
2.4 Reserve Numerator	400,673,693	404,203,774
2.5 Reserve Denominator	400,673,693	404,203,774
2.6 Reserve Ratio (2.4/2.5)	1.000	1.000

3.1 Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, as and if the earnings of the reporting entity permits? Yes [] No [X]

3.2 If yes, give particulars:

4.1 Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency? Yes [X] No []

4.2 If not previously filed, furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered? Yes [] No [X]

5.1 Does the reporting entity have stop-loss reinsurance? Yes [X] No []

5.2 If no, explain:

5.3 Maximum retained risk (see instructions)

5.31 Comprehensive Medical \$ _____ 0

5.32 Medical Only \$ _____ 0

5.33 Medicare Supplement \$ _____ 0

5.34 Dental & Vision \$ _____ 0

5.35 Other Limited Benefit Plan \$ _____ 0

5.36 Other \$ _____ 165,000

6. Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:
 Hold harmless clauses in provider agreements and continuation of coverage endorsements in reinsurance agreement.

7.1 Does the reporting entity set up its claim liability for provider services on a service date basis? Yes [X] No []

7.2 If no, give details

8. Provide the following information regarding participating providers:

8.1 Number of providers at start of reporting year 78,517

8.2 Number of providers at end of reporting year 121,044

9.1 Does the reporting entity have business subject to premium rate guarantees? Yes [] No [X]

9.2 If yes, direct premium earned:

9.21 Business with rate guarantees between 15-36 months. \$ _____

9.22 Business with rate guarantees over 36 months \$ _____

GENERAL INTERROGATORIES

10.1 Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contracts? Yes [X] No []

10.2 If yes:

10.21 Maximum amount payable bonuses.....\$

10.22 Amount actually paid for year bonuses.....\$1,716,441

10.23 Maximum amount payable withholds.....\$0

10.24 Amount actually paid for year withholds.....\$456,981

11.1 Is the reporting entity organized as:

11.12 A Medical Group/Staff Model, Yes [] No [X]

11.13 An Individual Practice Association (IPA), or, . Yes [] No [X]

11.14 A Mixed Model (combination of above)? Yes [X] No []

11.2 Is the reporting entity subject to Minimum Net Worth Requirements? Yes [X] No []

11.3 If yes, show the name of the state requiring such net worth. Illinois

11.4 If yes, show the amount required. \$ 353,507,103

11.5 Is this amount included as part of a contingency reserve in stockholder's equity? Yes [] No [X]

11.6 If the amount is calculated, show the calculation
 Used 2011 Risk Based Calculation at 300% authorized control level as outlined by the State of Illinois since this is higher than the State of Illinois required minimum surplus and capital.

12. List service areas in which reporting entity is licensed to operate:

1 Name of Service Area
Illinois Counties in Service Area: Bureau, Carroll, DeWitt, Fulton, Henderson, Henry, Jo Daviess, Knox, La Salle, Lee, Livingston, Marshall, McLean, Mercer, Peoria, Putnam, Rock Island, Stark, Tazewell, Warren, Whiteside, Woodford
Iowa Counties in Service Area: Adair, Adams, Allamakee, Appanoose, Audubon, Benton, Blackhawk, Boone, Bremer, Buchanan, Buena Vista, Butler, Calhoun, Carroll, Cass, Cedar, Cerro Gordo, Cherokee, Chickasaw, Clarke, Clayton, Clinton, Crawford, Dallas, Davis, Decatur, Delaware, Des Moines, Dickinson, Dubuque, Emmet Fayette, Floyd, Franklin, Fremont, Greene, Grundy, Guthrie, Hamilton, Hancock, Hardin, Harrison, Henry, Howard, Humboldt, Ida, Iowa, Jackson, Jasper, Jefferson, Johnson, Jones, Keokuk, Kossuth, Lee, Linn, Louisa, Lucas, Lyon, Madison, Mahaska, Marion, Marshall, Mills, Mitchell, Monona, Monroe, Montgomery, Muscatine, O'Brien, Osceola, Page, Palo Alto, Plymouth, Pocahontas, Polk, Pottawattamie, Poweshiek, Ringgold, Sac, Scott, Shelby, Story, Tama, Taylor, Union, Van Buren, Wapello, Warren, Washington, Wayne, Webster, Winnebago, Winneshiek, Woodbury, Worth, Wright
Tennessee Counties in Service Area: Anderson, Bedford, Bledsoe, Blount, Bradley, Campbell, Cannon, Carroll, Carter, Cheatham, Chester, Claiborne, Clay, Cocke, Coffee, Crockett, Cumberland, Davidson, Decatur, DeKalb, Dickson, Dyer, Fayette, Fentress, Franklin, Gibson, Giles, Grainger, Greene, Grundy, Hamblen, Hamilton, Hancock, Hardeman, Hawkins, Haywood, Henderson, Hickman, Houston, Jackson, Jefferson, Johnson, Knox, Lake, Lauderdale, Lincoln, Loudon, Macon, Madison, Marion, Marshall, Maury, McMinn, Meigs, Monroe, Montgomery, Moore, Morgan, Obion, Overton, Pickett, Polk, Putnam, Rhea, Roane, Robertson, Rutherford, Scott, Sequatchie, Sevier, Shelby, Smith, Stewart, Sullivan, Sumner, Tipton, Trousdale, Unicoi, Union, Van Buren, Warren, Washington, Weakley, White, Williamson, Wilson
Virginia Counties in Service Area: Bedford, Bland, Botetourt, Buchanan, Carroll, Craig, Dickenson, Floyd, Franklin, Giles, Grayson, Henry, Lee, Montgomery, Patrick, Pulaski, Roanoke, Rockbridge, Russell, Scott, Smyth, Tazewell, Washington, Wise, Wythe, City of Norton

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

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

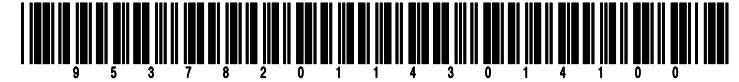
13.3 Do you act as an administrator for health savings accounts? Yes [] No [X]

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

FIVE-YEAR HISTORICAL DATA

	1 2011	2 2010	3 2009	4 2008	5 2007
Balance Sheet (Pages 2 and 3)					
1. Total admitted assets (Page 2, Line 28)	1,010,036,179	1,126,576,465	814,058,107	513,576,902	397,082,187
2. Total liabilities (Page 3, Line 24)	557,260,161	564,945,177	546,062,318	288,026,025	228,583,032
3. Statutory surplus	353,507,103	291,327,658	229,215,567	37,441,000	37,441,000
4. Total capital and surplus (Page 3, Line 33)	452,776,017	359,790,690	267,995,789	225,550,877	168,499,155
Income Statement (Page 4)					
5. Total revenues (Line 8)	3,923,592,289	3,186,787,512	2,370,700,094	1,438,002,359	1,110,200,134
6. Total medical and hospital expenses (Line 18)	3,100,125,101	2,528,710,533	1,965,096,525	1,197,756,313	929,539,743
7. Claims adjustment expenses (Line 20)	121,875,202	125,310,554	58,957,623	38,125,705	27,518,383
8. Total administrative expenses (Line 21)	424,870,100	336,002,202	252,624,509	135,687,168	111,672,958
9. Net underwriting gain (loss) (Line 24)	276,721,886	196,764,223	94,021,437	66,433,173	41,469,050
10. Net investment gain (loss) (Line 27)	18,764,225	16,365,879	15,099,731	16,203,288	17,606,782
11. Total other income (Lines 28 plus 29)	1,106,009	(2,410,088)	(1,011,187)	(16,139)	0
12. Net income or (loss) (Line 32)	211,900,766	130,020,120	76,327,723	56,995,211	46,193,754
Cash Flow (Page 6)					
13. Net cash from operations (Line 11)	(1,000,743)	554,688,210	81,284,674	105,401,156	120,348,994
Risk-Based Capital Analysis					
14. Total adjusted capital	452,776,017	359,790,690	267,995,789	225,550,877	168,499,155
15. Authorized control level risk-based capital	117,835,701	97,604,941	76,140,827	45,749,780	36,290,329
Enrollment (Exhibit 1)					
16. Total members at end of period (Column 5, Line 7)	780,183	751,054	684,162	506,485	336,916
17. Total members months (Column 6, Line 7)	9,365,383	8,795,788	8,244,539	4,390,043	3,536,903
Operating Percentage (Page 4) (Item divided by Page 4, sum of Lines 2, 3 and 5) x 100.0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5)	100.0	100.0	100.0	100.0	100.0
19. Total hospital and medical plus other non-health (Lines 18 plus Line 19)	79.0	79.3	82.9	83.3	83.7
20. Cost containment expenses	2.2	3.1	1.5	0.7	0.3
21. Other claims adjustment expenses	0.9	0.9	1.0	2.0	2.1
22. Total underwriting deductions (Line 23)	93.0	93.8	96.0	95.4	96.3
23. Total underwriting gain (loss) (Line 24)	7.1	6.2	4.0	4.6	3.7
Unpaid Claims Analysis (U&I Exhibit, Part 2B)					
24. Total claims incurred for prior years (Line 13, Col. 5)	347,567,947	240,438,064	199,721,843	176,000,097	75,007,208
25. Estimated liability of unpaid claims-[prior year (Line 13, Col. 6)]	386,804,949	251,243,748	226,973,184	173,118,571	90,677,432
Investments In Parent, Subsidiaries and Affiliates					
26. Affiliated bonds (Sch. D Summary, Line 12, Col. 1)	0	0	0	0	0
27. Affiliated preferred stocks (Sch. D Summary, Line 18, Col. 1)	0	0	0	0	0
28. Affiliated common stocks (Sch. D Summary, Line 24, Col. 1)	0	0	0	0	0
29. Affiliated short-term investments (subtotal included in Schedule DA Verification, Col. 5, Line 10)	0	0	0	0	0
30. Affiliated mortgage loans on real estate	0	0	0	0	0
31. All other affiliated	0	0	0	0	0
32. Total of above Lines 26 to 31	0	0	0	0	0

NOTE: If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of SSAP No. 3, Accounting Changes and Correction of Errors? Yes [X] No []
 If no, please explain:



ANNUAL STATEMENT FOR THE YEAR 2011 OF THE UnitedHealthcare Plan of the River Valley, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION

UnitedHealthcare Plan of the River Valley, Inc.

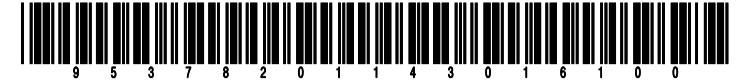
2. Moline, IL

NAIC Group Code	0707	BUSINESS IN THE STATE OF		DURING THE YEAR							(LOCATION)	
		Illinois		2011							NAIC Company Code	
		1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	
	Total	2	3	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other		
Total Members at end of:												
1. Prior Year	10,899		7,913					2,986				
2. First Quarter	14,317		7,467					6,850				
3. Second Quarter	14,317		7,467					6,850				
4. Third Quarter	14,124		6,844					7,280				
5. Current Year	13,811		6,330					7,481				
6. Current Year Member Months	168,992		83,876					85,116				
Total Member Ambulatory Encounters for Year:												
7. Physician	175,605		39,989					135,616				
8. Non-Physician	60,104		8,325					51,779				
9. Total	235,709	0	48,314	0	0	0	0	187,395	0	0		
10. Hospital Patient Days Incurred	18,215		2,243					15,972				
11. Number of Inpatient Admissions	2,620		484					2,136				
12. Health Premiums Written (b)	93,809,715		32,688,719					61,120,996				
13. Life Premiums Direct	0											
14. Property/Casualty Premiums Written	0											
15. Health Premiums Earned	93,876,816		32,688,719					61,188,097				
16. Property/Casualty Premiums Earned	0											
17. Amount Paid for Provision of Health Care Services	78,688,709		28,024,835	0	0	0	0	50,663,874	0			
18. Amount Incurred for Provision of Health Care Services	81,704,347		29,961,975					51,742,372				

(a) For health business: number of persons insured under PPO managed care products and number of persons insured under indemnity only products

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$61,120,996

29 JL



ANNUAL STATEMENT FOR THE YEAR 2011 OF THE UnitedHealthcare Plan of the River Valley, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION

UnitedHealthcare Plan of the River Valley, Inc.

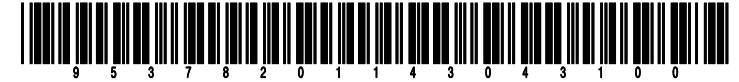
2. Moline, IL

NAIC Group Code	0707	BUSINESS IN THE STATE OF		DURING THE YEAR							(LOCATION)	
		Iowa		2011							NAIC Company Code	
		1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	
	Total	2	3	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other		
Total Members at end of:												
1. Prior Year	79,210		63,898				5,254	10,058				
2. First Quarter	78,959		54,782				5,236	18,941				
3. Second Quarter	88,343		63,862				5,218	19,263				
4. Third Quarter	88,575		63,737				5,193	19,645				
5. Current Year	88,989		63,842				5,157	19,990				
6. Current Year Member Months	1,050,101		758,437				59,307	232,357				
Total Member Ambulatory Encounters for Year:												
7. Physician	667,699		274,160				21,438	372,101				
8. Non-Physician	188,009		62,527				4,889	120,593				
9. Total	855,708	0	336,687	0	0	0	26,327	492,694	0	0		
10. Hospital Patient Days Incurred	55,676		14,438				1,129	40,109				
11. Number of Inpatient Admissions	10,326		3,613				282	6,431				
12. Health Premiums Written (b)	386,591,672		211,662,141				20,106,389	154,823,142				
13. Life Premiums Direct	0											
14. Property/Casualty Premiums Written	0											
15. Health Premiums Earned	385,643,601		210,732,540				19,680,241	155,230,820				
16. Property/Casualty Premiums Earned	0											
17. Amount Paid for Provision of Health Care Services	309,441,563		155,093,831				21,001,598	133,346,134				
18. Amount Incurred for Provision of Health Care Services	316,646,751		157,444,287				22,083,199	137,119,265				

(a) For health business: number of persons insured under PPO managed care products and number of persons insured under indemnity only products

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 154,823,142

291A



ANNUAL STATEMENT FOR THE YEAR 2011 OF THE UnitedHealthcare Plan of the River Valley, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION

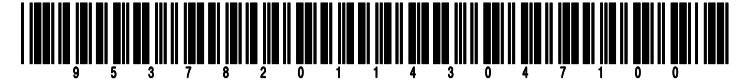
UnitedHealthcare Plan of the River Valley, Inc.

2. Moline, IL

NAIC Group Code	0707	BUSINESS IN THE STATE OF		DURING THE YEAR							(LOCATION)	
		Tennessee		2011							NAIC Company Code	
		1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	
	Total	2	3	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other		
Total Members at end of:												
1. Prior Year	643,638	3	35,441					45,459	562,735			
2. First Quarter	659,664		35,715					53,170	570,779			
3. Second Quarter	652,296		32,643					55,300	564,353			
4. Third Quarter	658,138		31,675					57,827	568,636			
5. Current Year	658,047		30,049					59,932	568,066			
6. Current Year Member Months	7,914,219		390,504					665,628	6,858,087			
Total Member Ambulatory Encounters for Year:												
7. Physician	4,212,125		188,284					1,053,451	2,970,390			
8. Non-Physician	1,166,045		24,053					377,624	764,368			
9. Total	5,378,170	0	212,337	0	0	0	0	1,431,075	3,734,758	0		
10. Hospital Patient Days Incurred	4,962,539		9,468					158,298	4,794,773			
11. Number of Inpatient Admissions	321,796		2,054					21,219	298,523			
12. Health Premiums Written (b)	3,303,831,425		130,100,701					620,417,922	2,553,312,802			
13. Life Premiums Direct	0											
14. Property/Casualty Premiums Written	0											
15. Health Premiums Earned	3,304,704,479		130,100,701					621,290,976	2,553,312,802			
16. Property/Casualty Premiums Earned	0											
17. Amount Paid for Provision of Health Care Services	2,617,793,133	772	107,031,433					463,494,367	2,047,266,561			
18. Amount Incurred for Provision of Health Care Services	2,597,699,904	(11,651)	106,484,013					465,217,977	2,026,009,565			

(a) For health business: number of persons insured under PPO managed care products and number of persons insured under indemnity only products

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 620,417,922



ANNUAL STATEMENT FOR THE YEAR 2011 OF THE UnitedHealthcare Plan of the River Valley, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION

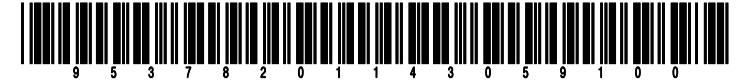
UnitedHealthcare Plan of the River Valley, Inc.

2. Moline, IL

NAIC Group Code	0707	BUSINESS IN THE STATE OF		DURING THE YEAR							(LOCATION)	
		Virginia		2011							NAIC Company Code	
		1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	
	Total	2	3	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other		
		Individual	Group									
Total Members at end of:												
1. Prior Year	17,307		9,112					8,195				
2. First Quarter	19,295		9,011					10,284				
3. Second Quarter	19,469		9,083					10,386				
4. Third Quarter	19,227		8,741					10,486				
5. Current Year	19,336		8,738					10,598				
6. Current Year Member Months	232,071		106,998					125,073				
Total Member Ambulatory Encounters for Year:												
7. Physician	259,194		49,587					209,607				
8. Non-Physician	122,247		7,761					114,486				
9. Total	381,441	0	57,348	0	0	0	0	324,093	0	0		
10. Hospital Patient Days Incurred	23,112		2,052					21,060				
11. Number of Inpatient Admissions	4,046		642					3,404				
12. Health Premiums Written (b)	142,519,447		37,972,125					104,547,322				
13. Life Premiums Direct	0											
14. Property/Casualty Premiums Written	0											
15. Health Premiums Earned	142,519,448		37,972,125					104,547,323				
16. Property/Casualty Premiums Earned	0											
17. Amount Paid for Provision of Health Care Services	103,274,066		33,648,364					69,625,702				
18. Amount Incurred for Provision of Health Care Services	104,074,099		33,963,719					70,110,380				

(a) For health business: number of persons insured under PPO managed care products and number of persons insured under indemnity only products

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 104,547,322



ANNUAL STATEMENT FOR THE YEAR 2011 OF THE UnitedHealthcare Plan of the River Valley, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION

UnitedHealthcare Plan of the River Valley, Inc.

2. Moline, IL

NAIC Group Code	0707	BUSINESS IN THE STATE OF	(LOCATION)										
			Grand Total		DURING THE YEAR					2011		NAIC Company Code	95378
			1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	
Total	2	3	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other				
Total Members at end of:													
1. Prior Year	751,054	3	116,364	0	0	0	5,254	66,698	562,735	0			
2. First Quarter	772,235	0	106,975	0	0	0	5,236	89,245	570,779	0			
3. Second Quarter	774,425	0	113,055	0	0	0	5,218	91,799	564,353	0			
4. Third Quarter	780,064	0	110,997	0	0	0	5,193	95,238	568,636	0			
5. Current Year	780,183	0	108,959	0	0	0	5,157	98,001	568,066	0			
6. Current Year Member Months	9,365,383	0	1,339,815	0	0	0	59,307	1,108,174	6,858,087	0			
Total Member Ambulatory Encounters for Year:													
7. Physician	5,314,623	0	552,020	0	0	0	21,438	1,770,775	2,970,390	0			
8. Non-Physician	1,536,405	0	102,666	0	0	0	4,889	664,482	764,368	0			
9. Total	6,851,028	0	654,686	0	0	0	26,327	2,435,257	3,734,758	0			
10. Hospital Patient Days Incurred	5,059,542	0	28,201	0	0	0	1,129	235,439	4,794,773	0			
11. Number of Inpatient Admissions	338,788	0	6,793	0	0	0	282	33,190	298,523	0			
12. Health Premiums Written (b)	3,926,752,259	0	412,423,686	0	0	0	20,106,389	940,909,382	2,553,312,802	0			
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0			
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0			
15. Health Premiums Earned	3,926,744,344	0	411,494,085	0	0	0	19,680,241	942,257,216	2,553,312,802	0			
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0			
17. Amount Paid for Provision of Health Care Services	3,109,197,471	772	323,798,463	0	0	0	21,001,598	717,130,077	2,047,266,561	0			
18. Amount Incurred for Provision of Health Care Services	3,100,125,101	(11,651)	327,853,994	0	0	0	22,083,199	724,189,994	2,026,009,565	0			

(a) For health business: number of persons insured under PPO managed care products0 and number of persons insured under indemnity only products0 .

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$940,909,382

29.GT

Schedule S - Part 1 - Section 2

N O N E

Schedule S - Part 2

N O N E

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE S - PART 3 - SECTION 2

Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Company	5 Domiciliary Jurisdiction	6 Type	7 Premiums	8 Unearned Premiums (Estimated)	9 Reserve Credit Taken Other than for Unearned Premiums	10 Outstanding Surplus Relief		12 Modified Coinsurance Reserve	13 Funds Withheld Under Coinsurance
									10 Current Year	11 Prior Year		
79413	36-2739571	07/01/2008	UnitedHealthcare Insurance Company	CT	OTH/L/G	3,929,891						
79413	36-2739571	07/01/2008	UnitedHealthcare Insurance Company	CT	SSL/L/G	17,370						
0199999. General Account - Authorized U.S. Affiliates						3,947,261	0	0	0	0	0	0
0399999. Total General Account - Authorized Affiliates						3,947,261	0	0	0	0	0	0
0699999. Total General Account - Authorized Non-Affiliates						0	0	0	0	0	0	0
0799999. Total General Account Authorized						3,947,261	0	0	0	0	0	0
1099999. Total General Account - Unauthorized Affiliates						0	0	0	0	0	0	0
1399999. Total General Account - Unauthorized Non-Affiliates						0	0	0	0	0	0	0
1499999. Total General Account Unauthorized						0	0	0	0	0	0	0
1599999. Total General Account Authorized and Unauthorized						3,947,261	0	0	0	0	0	0
1899999. Total Separate Accounts - Authorized Affiliates						0	0	0	0	0	0	0
2199999. Total Separate Accounts - Authorized Non-Affiliates						0	0	0	0	0	0	0
2299999. Total Separate Accounts Authorized						0	0	0	0	0	0	0
2599999. Total Separate Accounts - Unauthorized Affiliates						0	0	0	0	0	0	0
2899999. Total Separate Accounts - Unauthorized Non-Affiliates						0	0	0	0	0	0	0
2999999. Total Separate Accounts Unauthorized						0	0	0	0	0	0	0
3099999. Total Separate Accounts Authorized and Unauthorized						0	0	0	0	0	0	0
3199999. Total U.S. (Sum of 0199999, 0499999, 0899999, 1199999, 1699999, 1999999, 2399999 and 2699999)						3,947,261	0	0	0	0	0	0
3299999. Total Non-U.S. (Sum of 0299999, 0599999, 0999999, 1299999, 1799999, 2099999, 2499999 and 2799999)						0	0	0	0	0	0	0
3399999 - Totals						3,947,261	0	0	0	0	0	0

Schedule S - Part 4

N O N E

Schedule S - Part 4 - Bank Footnote

N O N E

SCHEDULE S - PART 5

Five Year Exhibit of Reinsurance Ceded Business (000 Omitted)

	1 2011	2 2010	3 2009	4 2008	5 2007
A. OPERATIONS ITEMS					
1. Premiums	448	435	397	432	493
2. Title XVIII - Medicare	946	611	382	258	118
3. Title XIX - Medicaid	2,553	2,090	1,606	376	0
4. Commissions and reinsurance expense allowance					
5. Total hospital and medical expenses	0	(52)	52	1,142	612
B. BALANCE SHEET ITEMS					
6. Premiums receivable					
7. Claims payable	0				
8. Reinsurance recoverable on paid losses	0			1,000	467
9. Experience rating refunds due or unpaid					
10. Commissions and reinsurance expense allowances unpaid					
11. Unauthorized reinsurance offset					
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
12. Funds deposited by and withheld from (F)	0				
13. Letters of credit (L)	0				
14. Trust agreements (T)	0				
15. Other (O)	0				

SCHEDULE S - PART 6

Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1 As Reported (net of ceded)	2 Restatement Adjustments	3 Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 12)	898,319,819		898,319,819
2. Accident and health premiums due and unpaid (Line 15)	73,147,673		73,147,673
3. Amounts recoverable from reinsurers (Line 16.1)	0		0
4. Net credit for ceded reinsurance	xxx	(330,904)	(330,904)
5. All other admitted assets (Balance)	38,568,687		38,568,687
6. Total assets (Line 28)	1,010,036,179	(330,904)	1,009,705,275
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1)	392,842,705		392,842,705
8. Accrued medical incentive pool and bonus payments (Line 2)	1,294,235		1,294,235
9. Premiums received in advance (Line 8)	16,226,595		16,226,595
10. Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19)	0		0
11. Reinsurance in unauthorized companies (Line 20)	0		0
12. All other liabilities (Balance)	146,896,627	(330,904)	146,565,723
13. Total liabilities (Line 24)	557,260,161	(330,904)	556,929,257
14. Total capital and surplus (Line 33)	452,776,017	xxx	452,776,017
15. Total liabilities, capital and surplus (Line 34)	1,010,036,179	(330,904)	1,009,705,275
NET CREDIT FOR CEDED REINSURANCE			
16. Claims unpaid	0		
17. Accrued medical incentive pool	0		
18. Premiums received in advance	0		
19. Reinsurance recoverable on paid losses	0		
20. Other ceded reinsurance recoverables	0		
21. Total ceded reinsurance recoverables	0		
22. Premiums receivable	0		
23. Funds held under reinsurance treaties with authorized and unauthorized reinsurers	0		
24. Unauthorized reinsurance	0		
25. Other ceded reinsurance payables/offsets	330,904		
26. Total ceded reinsurance payables/offsets	330,904		
27. Total net credit for ceded reinsurance	(330,904)		

SCHEDULE T PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories

States, etc.	1 Active Status	Direct Business Only								
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts	
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	32,688,719	61,120,996				93,809,715		
15. Indiana	IN	N							0	
16. Iowa	IA	L	211,662,141	154,823,142		20,106,389		386,591,672		
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	130,100,701	620,417,922	2,553,312,802			3,303,831,425		
44. Texas	TX	N							0	
45. Utah	UT	N							0	
46. Vermont	VT	N							0	
47. Virginia	VA	L	37,972,125	104,547,322				142,519,447		
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 alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX		412,423,686	940,909,382	2,553,312,802	20,106,389	0	3,926,752,259	0	
60. Reporting entity contributions for Employee Benefit Plans	XXX							0		
61. Total (Direct Business)	(a) 4		412,423,686	940,909,382	2,553,312,802	20,106,389	0	3,926,752,259	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

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

Explanation of basis of allocation by states, premiums by state, etc.

Premiums allocated by state based upon Geographic Market

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

**SCHEDULE T - PART 2
INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN**

Allocated by States and Territories

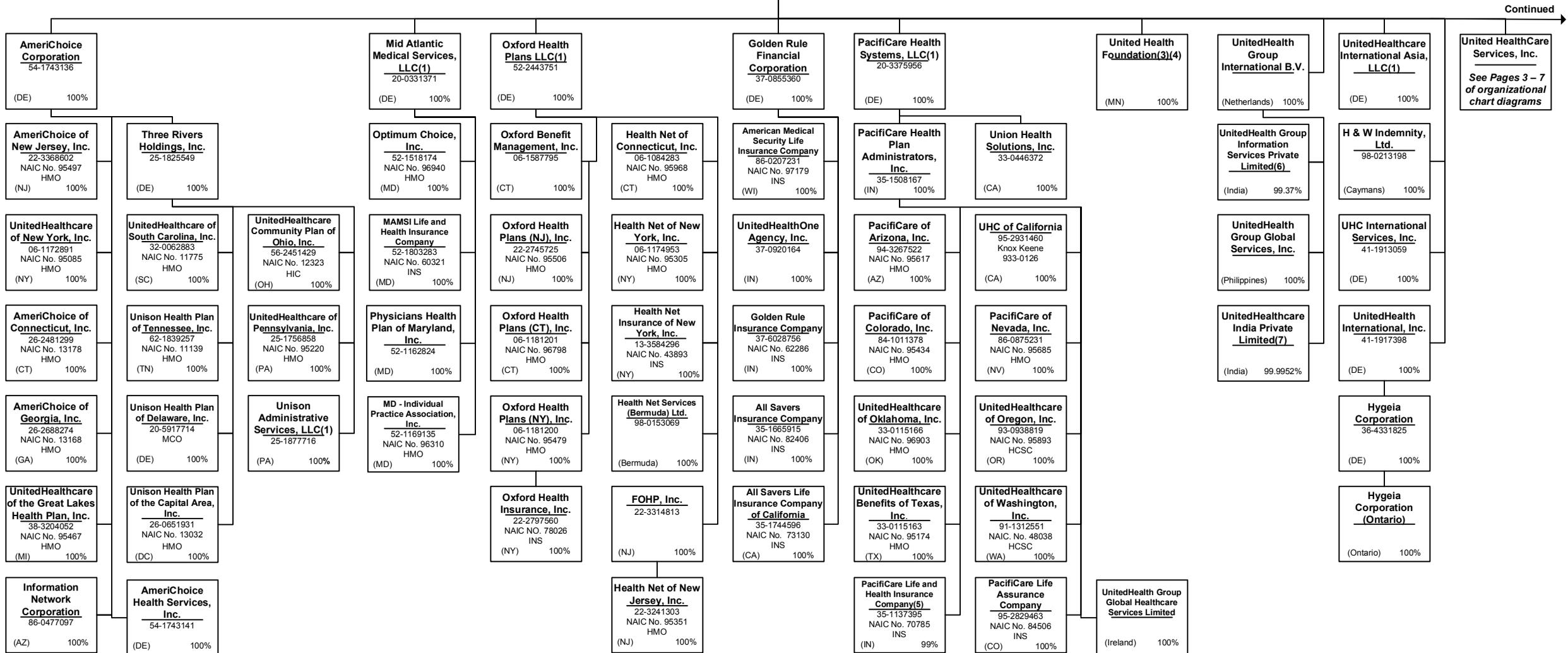
States, Etc.	Direct Business Only					Totals
	1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts	
1. Alabama						
2. Alaska						
3. Arizona						
4. Arkansas						
5. California						
6. Colorado						
7. Connecticut						
8. Delaware						
9. District of Columbia						
10. Florida						
11. Georgia						
12. Hawaii						
13. Idaho						
14. Illinois						
15. Indiana						
16. Iowa						
17. Kansas						
18. Kentucky						
19. Louisiana						
20. Maine						
21. Maryland						
22. Massachusetts						
23. Michigan						
24. Minnesota						
25. Mississippi						
26. Missouri						
27. Montana						
28. Nebraska						
29. Nevada						
30. New Hampshire						
31. New Jersey						
32. New Mexico						
33. New York						
34. North Carolina						
35. North Dakota						
36. Ohio						
37. Oklahoma						
38. Oregon						
39. Pennsylvania						
40. Rhode Island						
41. South Carolina						
42. South Dakota						
43. Tennessee						
44. Texas						
45. Utah						
46. Vermont						
47. Virginia						
48. Washington						
49. West Virginia						
50. Wisconsin						
51. Wyoming						
52. American Samoa						
53. Guam						
54. Puerto Rico						
55. U.S. Virgin Islands						
56. Northern Mariana Islands						
57. Canada						
58. Aggregate Other Alien						
59. Total						

NONE

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

PART 1 - ORGANIZATIONAL CHART

UnitedHealth Group Incorporated
(MN) 41-1321939

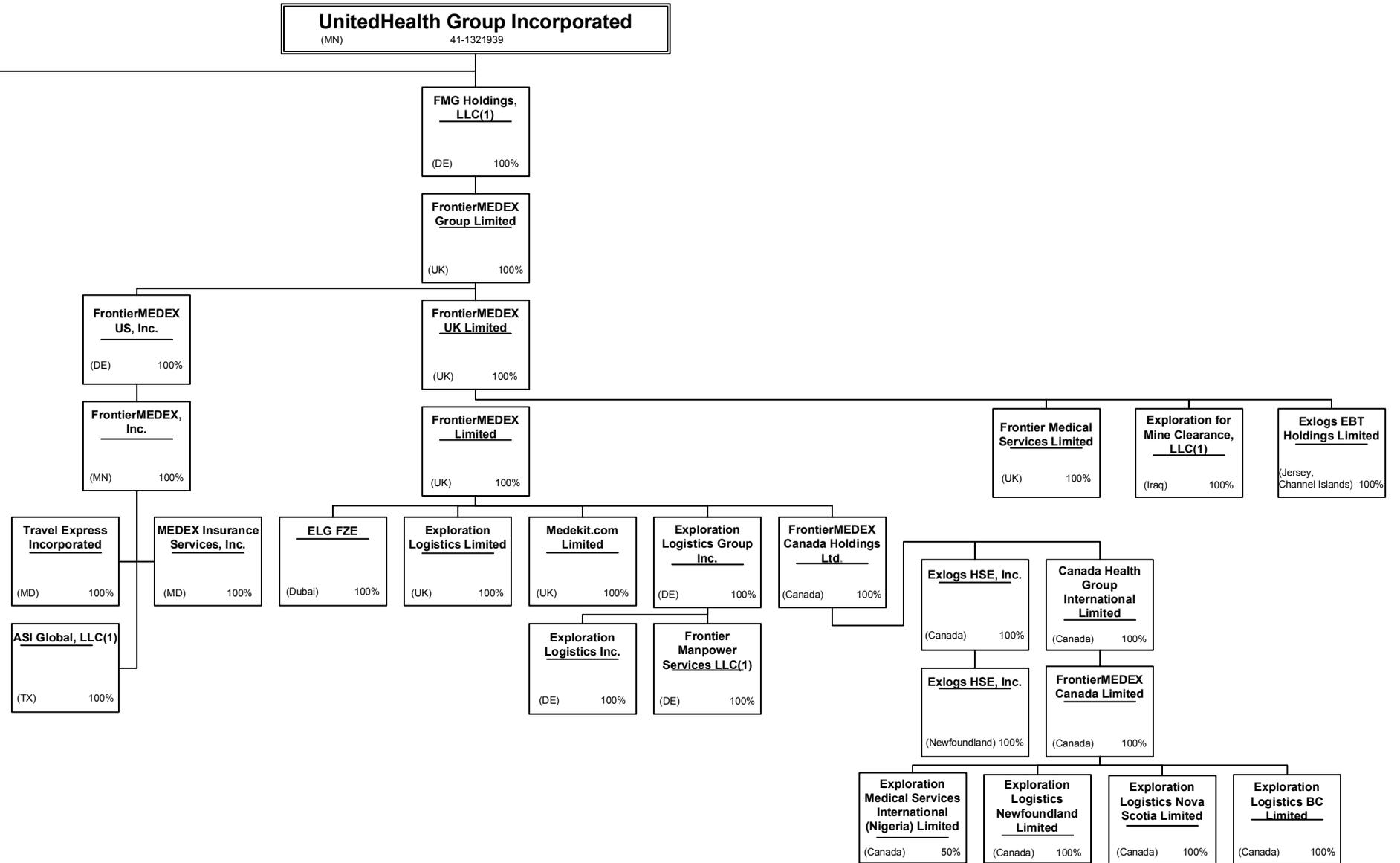


Continued →

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

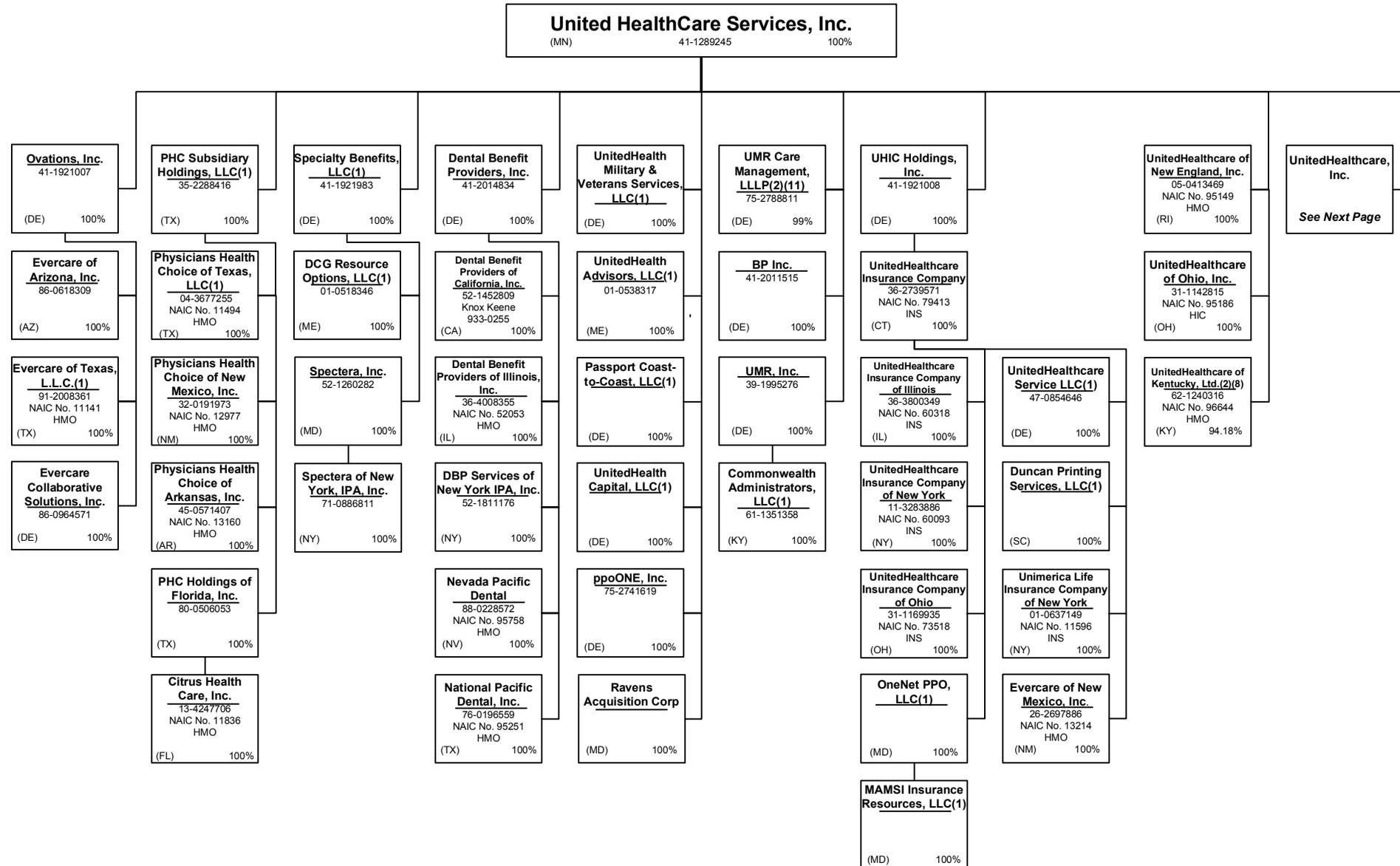
PART 1 - ORGANIZATIONAL CHART

Continued From Prior Page



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

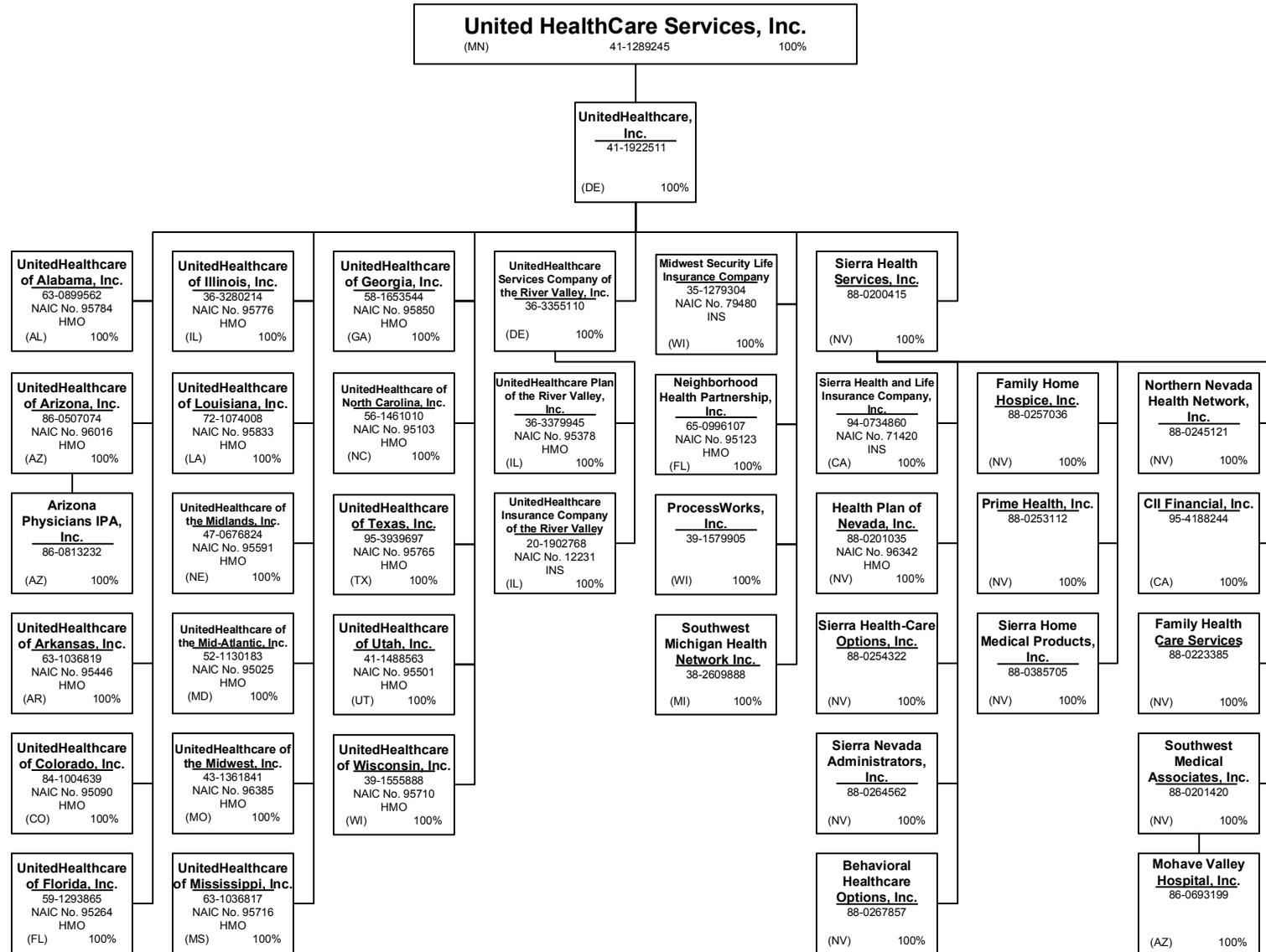
PART 1 - ORGANIZATIONAL CHART



38.2

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

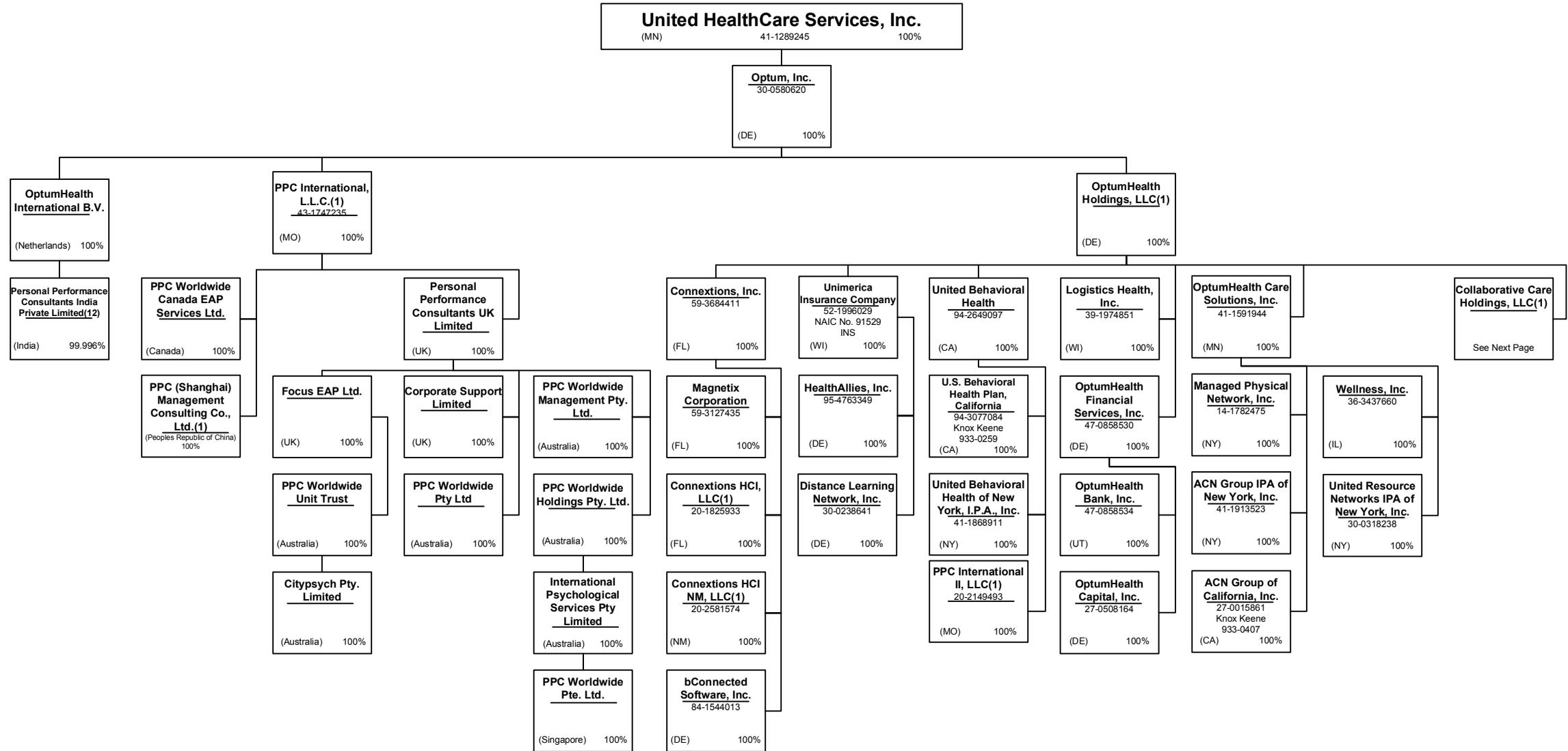
PART 1 - ORGANIZATIONAL CHART



38.3

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

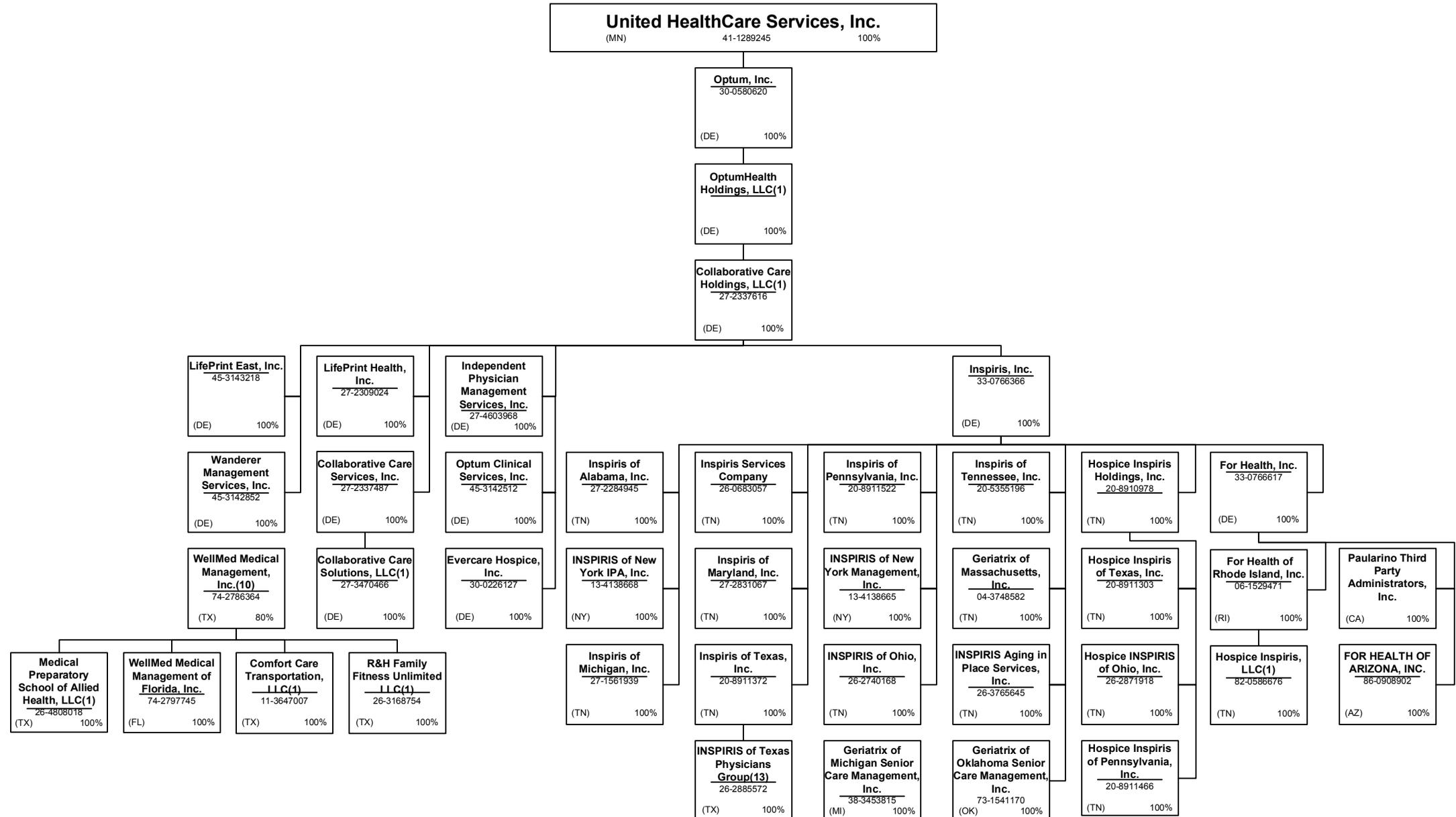
PART 1 - ORGANIZATIONAL CHART



38.4

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

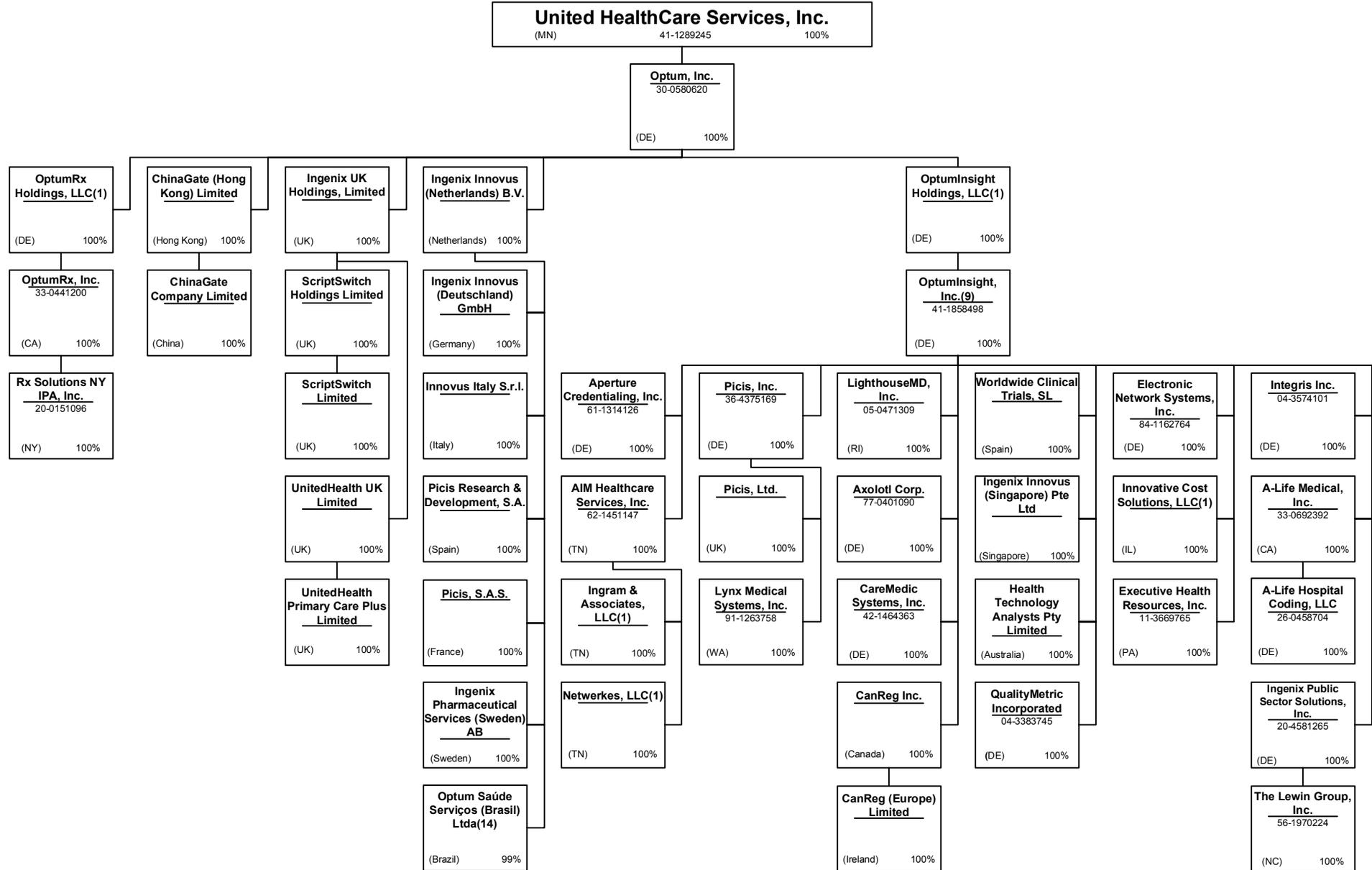
PART 1 - ORGANIZATIONAL CHART



38.5

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

PART 1 - ORGANIZATIONAL CHART



38.6

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

PART 1 - ORGANIZATIONAL CHART

Notes

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

(1) Entity is a Limited Liability Company

(2) Entity is a Partnership

(3) Entity is a Non-Profit Corporation

(4) Control of the Foundation is based on sole membership, not the ownership of voting securities

(5) 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) United Healthcare India Private Limited is 99.9952% owned by UnitedHealth Group International B.V. and 0.0048% owned by UnitedHealth International, Inc.

(8) General partnership interests are held by United HealthCare Services, Inc. (89.77%) and by UnitedHealthcare, Inc. (10.23%). United HealthCare Services, Inc. also holds 100% of the limited partnership interests. When combining general and limited partner interests, United HealthCare Services, Inc. owns 94.18% and UnitedHealthcare, Inc. owns 5.83%.

(9) Established a branch, Ingenix, Inc. – Abu Dhabi, located in Abut Dhabi, UAE.

(10) WellMed Medical Management, Inc. is 80% owned by Collaborative Care Holdings, LLC and 20% owned by WMG Healthcare Partners, L.P.

(11) Limited partnership interest is held by United HealthCare Services, Inc. (99%). General partnership interest is held by UMR, Inc. (1%)

(12) Personal Performance Consultants India Private Limited is 99.996% owned by OptumHealth International B.V. and 0.004 % owned by United Behavioral Health.

(13) INSPIRIS of Texas Physicians Group is a Texas non-profit (taxable) whose sole member is Inspiris of Texas, Inc.

(14) Optum Saúde Serviços (Brasil) Ltda. Is 99% owned by Ingenix Innovus (Netherlands) B.V. The remaining 1% is owned by OptumInsight, Inc.

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.0000	41-1913523				ACN Group IPA of New York, Inc.	NY	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	27-0015861				ACN Group of California, Inc.	CA	JA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	62-1451147				AIM Healthcare Services, Inc.	TN	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	26-0458704				A-Life Hospital Coding, LLC	DE	NIA	A-Life Medical, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	33-0692392				A-Life Medical, Inc.	CA	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.82406	35-1665915				All Savers Insurance Company	JN	JA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.73130	35-1744596				All Savers Life Insurance Company of California	CA	JA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.97179	86-0207231				American Medical Security Life Insurance Company	WI		Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	54-1743136				AmeriChoice Corporation	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	54-1743141				AmeriChoice Health Services, Inc.	DE	NIA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.13178	26-2481299				AmeriChoice of Connecticut, Inc.	CT	JA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.13168	26-2688274				AmeriChoice of Georgia, Inc.	GA	JA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95497	22-3368602				AmeriChoice of New Jersey, Inc.	NJ	JA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	61-1314126				Aperture Credentialing, Inc.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	86-0813232				Arizona Physicians IPA, Inc.	AZ	JA	UnitedHealthcare of Arizona, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	77-0401090				ASI Global, LLC	TX	NIA	FrontierMEDEX, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	84-1544013				Axolotl Corp.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	88-0267857				bConnected Software, Inc.	DE	NIA	Connexions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-2011515				Behavioral Healthcare Options, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					BP Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					Canada Health Group International Limited	CA	NIA	FrontierMEDEX Canada Holdings Ltd	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					CanReg (Europe) Limited	IE	NIA	CanReg Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					CanReg Inc.	CA	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	42-1464363				CareMedic Systems, Inc.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					ChinaGate (Hong Kong) Limited	HK	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					ChinaGate Company Limited	CN	NIA	ChinaGate (Hong Kong) Limited	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.11836	95-4188244				CII Financial, Inc.	CA	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	13-4247706				Citrus Health Care, Inc.	FL	JA	PHC Holdings of Florida, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					Citypsych Pty Ltd.	AU	NIA	PPC Worldwide Unit Trust	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	27-2337616				Collaborative Care Holdings, LLC	DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	27-2337487				Collaborative Care Services, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	27-3470466				Collaborative Care Solutions, LLC	DE	NIA	Collaborative Care Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	11-3647007				Comfort Care Transportation, LLC	TX	NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	61-1351358				Commonwealth Administrators, LLC	KY	NIA	UMR, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	20-2581574				Connexions HCI NM, LLC	NM	NIA	Connexions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	20-1825933				Connexions HCI, LLC	FL	NIA	Connexions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	59-3684411				Connexions, Inc.	FL	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					Corporate Support Limited	UK	NIA	Personal Performance Consultants UK Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	52-1811176				DBP Services of New York IPA, Inc.	NY	NIA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	01-0518346				DCG Resource Options, LLC	ME	NIA	Specialty Benefits, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					Dental Benefit Providers of California, Inc.	CA	JA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.52053	52-1452809				Dental Benefit Providers of Illinois, Inc.	IL	JA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	36-4008355				Dental Benefit Providers, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-2014834				Distance Learning Network, Inc.	DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	30-0238641											

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.00000					Duncan Printing Services, LLC	SC	NIA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	84-1162764				Electronic Network Systems, Inc.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					ELG FZE	AE	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	86-0964571				Evercare Collaborative Solutions, Inc.	DE	NIA	Ovations, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	30-0226127				Evercare Hospice, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	86-0618309				Evercare of Arizona, Inc.	AZ	JA	Ovations, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.13214	26-2697886				Evercare of New Mexico, Inc.	NM	JA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.11141	91-2008361				Evercare of Texas, L.L.C.	TX	JA	Ovations, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	11-3669765				Executive Health Resources, Inc.	PA	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Exlogs EBT Holdings Limited	JE	NIA	FrontierMEDEX UK Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Exlogs HSE, Inc.	CA	NIA	Exlogs HSE, Inc. (Canada)	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Exlogs HSE, Inc. (Canada)	CA	NIA	FrontierMEDEX Canada Holdings Ltd	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Exploration for Mine Clearance, LLC	IQ	NIA	FrontierMEDEX UK Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Exploration Logisitcs Newfoundland Limited	CA	NIA	FrontierMEDEX Canada Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Exploration Logistics BC Limited	CA	NIA	FrontierMEDEX Canada Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Exploration Logistics Group Inc.	DE	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Exploration Logistics Inc.	DE	NIA	Exploration Logistics Group Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Exploration Logistics Limited	UK	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Exploration Logistics Nova Scotia Limited	CA	NIA	FrontierMEDEX Canada Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Exploration Medical Services International (Nigeria) Limited	CA	NIA	FrontierMEDEX Canada Limited	Ownership	50.000	UnitedHealth Group Incorporated	1
		.00000	88-0223385				Family Health Care Services	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	88-0257036				Family Home Hospice, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					FMG Holdings, LLC	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Focus EAP Ltd.	UK	NIA	Personal Performance Consultants UK Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	22-3314813				FOHP, Inc.	NJ	NIA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					FrontierMEDEX Canada Limited	CA	NIA	Canada Health Group International Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	86-0908902				FOR HEALTH OF ARIZONA, INC.	AZ	NIA	For Health, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	06-1529471				For Health of Rhode Island, Inc.	RI	NIA	For Health, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	33-0766617				For Health, Inc.	DE	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Frontier Manpower Services LLC	DE	NIA	Exploration Logistics Group Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Frontier Medical Services Limited	UK	NIA	FrontierMEDEX UK Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					FrontierMEDEX Canada Holdings Ltd.	CA	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					FrontierMEDEX Group Limited	UK	NIA	FMG Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					FrontierMEDEX Limited	UK	NIA	FrontierMEDEX UK Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					FrontierMEDEX UK Limited	UK	NIA	Frontier MEDEX Group Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					FrontierMEDEX US, Inc.	DE	NIA	Frontier MEDEX Group Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					FrontierMEDEX, Inc.	MN	NIA	FrontierMEDEX US, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	04-3748582				Geriatric of Massachusetts, Inc.	TN	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	38-3453815				Geriatric of Michigan Senior Care Management, Inc.	MI	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	73-1541170				Geriatric of Oklahoma Senior Care Management, Inc.	OK	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	37-0855360				Golden Rule Financial Corporation	DE	UDP	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	

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

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..0707	UnitedHealth Group Incorporated	.62286 .00000	37-6028756 98-0213198	3057283			Golden Rule Insurance Company H & W Indemnity, Ltd. Health Net Insurance of New York, Inc.	..IN ..KY ..NY	..JA ..NIA ..JA	Golden Rule Financial Corporation UnitedHealth Group Incorporated Oxford Health Plans LLC	Ownership Ownership Ownership	..100.000 ..100.000 ..100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	.43893	13-3584296				Health Net of Connecticut, Inc.	..CT	..JA	Oxford Health Plans LLC	Ownership	..100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	.95968	06-1084283				Health Net of New Jersey, Inc.	..NJ	..JA	FOHP, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	.95351	22-3241303				Health Net of New York, Inc.	..NY	..JA	Oxford Health Plans LLC	Ownership	..100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	.95305	06-1174953				Health Net Services (Bermuda) Ltd.	..BM	..NIA	Oxford Health Plans LLC	Ownership	..100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	.00000	98-0153069				Health Plan of Nevada, Inc.	..NV	..JA	Sierra Health Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	.96342	88-0201035				Health Technology Analysts Pty Limited	..AU	..NIA	OptumInsight, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	95-4763349				HealthAllies, Inc.	..DE	..NIA	OptumHealth Holdings, LLC	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	20-8910978				Hospice Inspiris Holdings, Inc.	..TN	..NIA	Inspiris, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	26-2871918				Hospice INSPIRIS of Ohio, Inc.	..TN	..NIA	Hospice Inspiris Holdings, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	20-8911466				Hospice Inspiris of Pennsylvania, Inc.	..TN	..NIA	Hospice Inspiris Holdings, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	20-8911303				Hospice Inspiris of Texas, Inc.	..TN	..NIA	Hospice Inspiris Holdings, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	82-0586676				Hospice Inspiris, LLC	..TN	..NIA	FOR HEATH OF ARIZONA, INC.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	36-4331825				Hygeia Corporation	..DE	..NIA	UnitedHealth International, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000					Hygeia Corporation (Ontario)	..CA	..NIA	Hygeia Corporation	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	27-4603968				Independent Physician Management Services, Inc.	..DE	..NIA	Collaborative Care Holdings, LLC	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	86-0477097				Information Network Corporation	..AZ	..NIA	AmeriChoice Corporation	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000					Ingenix Innovus (Deutschland) GmbH	..DE	..NIA	Optum Innovus (Netherlands) B.V.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000					Ingenix Innovus (Netherlands) B.V.	..NL	..NIA	Optum, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000					Ingenix Innovus (Singapore) Pte Ltd	..SG	..NIA	OptumInsight, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000					Ingenix Pharmaceutical Services (Sweden) AB	..SE	..NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	20-4581265				Ingenix Public Sector Solutions, Inc.	..DE	..NIA	OptumInsight, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000					Ingenix UK Holdings Limited	..UK	..NIA	Optum, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	62-1641102				Ingram & Associates, LLC	..TN	..NIA	AIM Healthcare Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000					Innovative Cost Solutions, LLC	..IL	..NIA	OptumInsight, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000					Innovus Italy S.r.l.	..IT	..NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	26-3765645				INSPIRIS Aging in Place Services, Inc.	..TN	..NIA	Inspiris, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	27-2284945				Inspiris of Alabama, Inc.	..TN	..NIA	Inspiris, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	27-2831067				Inspiris of Maryland, Inc.	..TN	..NIA	Inspiris, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	27-1561939				Inspiris of Michigan, Inc.	..TN	..NIA	Inspiris, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	13-4138668				INSPIRIS of New York IPA, Inc.	..NY	..NIA	Inspiris, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	13-4138665				INSPIRIS of New York Management, Inc.	..NY	..NIA	Inspiris, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	26-2740168				INSPIRIS of Ohio, Inc.	..TN	..NIA	Inspiris, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	20-8911466				Inspiris of Pennsylvania, Inc.	..TN	..NIA	Inspiris, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	20-5355196				Inspiris of Tennessee, Inc.	..TN	..NIA	Inspiris, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	26-2885572				INSPIRIS of Texas Physician Group	..TX	..NIA	Inspiris of Texas, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	20-8911372				Inspiris of Texas, Inc.	..TN	..NIA	Inspiris, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	26-0683057				Inspiris Services Company	..TN	..NIA	Inspiris, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	33-0766366				Inspiris, Inc.	..DE	..NIA	Collaborative Care Holdings, LLC	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	04-3574101				Integris Inc.	..DE	..NIA	OptumInsight, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.00000					International Psychological Services Pty Limited	AU	NIA	PPC Worldwide Holdings Pty. Ltd.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	45-3143218				Lifepoint East, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-2309024				Lifepoint Health, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	05-0471309				LighthouseMD, Inc.	RI	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	39-1974851				Logistics Health, Inc.	WI	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	91-1263758				Lynx Medical Systems, Inc.	WA	NIA	Picis, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	59-3127435				Magnetix Corporation	FL	NIA	Connexions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					MAMSI Insurance Resources, LLC	MD	NIA	OneNet PPO, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					MAMSI Life and Health Insurance Company	MD	JA	Mid Atlantic Medical Services, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	60321	52-1803283				Managed Physical Network, Inc.	NY	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	14-1782475				MD-Individual Practice Association, Inc.	MD	JA	Mid Atlantic Medical Services, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	96310	52-1169135				Medekit.com Limited	UK	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					MEDEX Insurance Services, Inc.	MD	NIA	FrontierMEDEX, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Medical Preparatory School of Allied Health, LLC	TX	NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	26-4808018				Mid Atlantic Medical Services, LLC	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-0331371				Midwest Security Life Insurance Company	WI	JA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	79480	35-1279304				Mohave Valley Hospital, Inc.	AZ	NIA	Southwest Medical Associates, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	86-0693199				National Pacific Dental, Inc.	TX	JA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95251	76-0196559				Neighborhood Health Partnership, Inc.	FL	JA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.95123	65-0996107				Netwerkes, LLC	TN	NIA	AIM Healthcare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-4755277				Nevada Pacific Dental	NV	JA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95758	88-0228572				Northern Nevada Health Network, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	88-0245121				OneNet PPO, LLC	MD	NIA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Optimum Choice, Inc.	MD	JA	Mid Atlantic Medical Services, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	96940	52-1518174				Optum Clinical Services, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	45-3142512				Optum Sa de Servi os (Brasil) Ltda	BR	NIA	Ingenix Innovos (Netherlands) B.V.	Ownership	99.000	UnitedHealth Group Incorporated	
		.00000					Optum Sa de Servi os (Brasil) Ltda	BR	NIA	OptumInsight, Inc.	Ownership	1.000	UnitedHealth Group Incorporated	
		.00000	30-0580620	3119994			Optum, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	47-0858534	3202702			OptumHealth Bank, Inc.	UT	NIA	OptumHealth Financial Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-0508164				OptumHealth Capital, Inc.	DE	NIA	OptumHealth Financial Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1591944				OptumHealth Care Solutions, Inc.	MN	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	47-0858530				OptumHealth Financial Services, Inc.	DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					OptumHealth Holdings, LLC	DE	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					OptumHealth International B.V.	NL	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					OptumInsight Holdings, LLC	DE	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1858498				OptumInsight, Inc.	DE	NIA	OptumInsight Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					OptumRx Holdings, LLC	DE	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	33-0441200				OptumRx, Inc.	CA	NIA	OptumRx Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1921007				Ovations, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	06-1587795				Oxford Benefit Management, Inc.	CT	NIA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	

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

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...0707	UnitedHealth Group Incorporated	...78026	22-2797560				Oxford Health Insurance, Inc.	...NY	...JA	Oxford Health Plans (NY), Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...96798	06-1181201				Oxford Health Plans (CT), Inc.	...CT	...JA	Oxford Health Plans LLC	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95506	22-2745725				Oxford Health Plans (NJ), Inc.	...NJ	...JA	Oxford Health Plans LLC	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95479	06-1181200				Oxford Health Plans (NY), Inc.	...NY	...JA	Oxford Health Plans LLC	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000	52-2443751				Oxford Health Plans LLC	...DE	...NIA	UnitedHealth Group Incorporated	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000	35-1508167				PacifiCare Health Plan							
		...00000	20-3375956				Administrators, Inc.	...IN	...NIA	PacifiCare Health Systems, LLC	Ownership	...100.000	UnitedHealth Group Incorporated	
							PacifiCare Health Systems, LLC	...DE	...NIA	UnitedHealth Group Incorporated	Ownership	...100.000	UnitedHealth Group Incorporated	
							PacifiCare Life and Health Insurance Company	...IN	...JA	PacifiCare Health Plan				
...0707	UnitedHealth Group Incorporated	...70785	35-1137395				PacifiCare Life and Health Insurance Company	...IN	...JA	Administrators, Inc.	Ownership	...99.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...70785	35-1137395				PacifiCare Life and Health Insurance Company	...IN	...JA	PacifiCare Health Systems, LLC	Ownership	...1.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...84506	95-2829463				PacifiCare Life Assurance Company	...CO	...JA	Administrators, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95617	94-3267522				PacifiCare of Arizona, Inc.	...AZ	...JA	PacifiCare Health Plan	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95434	84-1011378				PacifiCare of Colorado, Inc.	...CO	...JA	Administrators, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95685	86-0875231				PacifiCare of Nevada, Inc.	...NV	...JA	Administrators, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000					Passport Coast-to-Coast LLC	...DE	...NIA	United HealthCare Services, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000					Paularino Third Party Administrators, Inc.	...CA	...NIA	For Health, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000					Personal Performance Consultants India Private Limited	...IN	...NIA	OptumHealth International B.V.	Ownership	...99.996	UnitedHealth Group Incorporated	
		...00000					Personal Performance Consultants India Private Limited	...IN	...NIA	United Behavioral Health	Ownership	...0.004	UnitedHealth Group Incorporated	
		...00000					Personal Performance Consultants UK Limited	...UK	...NIA	PPC International, L.L.C.	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000	80-0506053				PHC Holdings of Florida, Inc.	...TX	...NIA	PHC Subsidiary Holdings, LLC	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000	35-2288416				PHC Subsidiary Holdings, LLC	...TX	...NIA	United HealthCare Services, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...13160	45-0571407				Physicians Health Choice of Arkansas, Inc.	...AR	...JA	PHC Subsidiary Holdings, LLC	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...12977	32-0191973				Physicians Health Choice of New Mexico, Inc.	...NM	...JA	PHC Subsidiary Holdings, LLC	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...11494	04-3677255				Physicians Health Choice of Texas, LLC	...TX	...JA	PHC Subsidiary Holdings, LLC	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000	52-1162824				Physicians Health Plan of Maryland, Inc.	...MD	...NIA	Mid Atlantic Medical Services, LLC	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000					Picis Research & Development, S.A.	...ES	...NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000	36-4375169	3886791			Picis, Inc.	...DE	...NIA	OptumInsight, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000					Picis, Ltd.	...UK	...NIA	Picis, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000					Picis, S.A.S.	...FR	...NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000					PPC (Shanghai) Management Consulting Co., Ltd	...CN	...NIA	PPC International, L.L.C.	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000	20-2149493				PPC International II, LLC	...MO	...NIA	United Behavioral Health	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000	43-1747235				PPC International, L.L.C.	...MO	...NIA	Optum, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000					PPC Worldwide Canada EAP Services Ltd.	...CA	...NIA	PPC International, L.L.C.	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000					PPC Worldwide Holdings Pty. Ltd.	...AU	...NIA	Personal Performance Consultants UK Limited	Ownership	...100.000	UnitedHealth Group Incorporated	

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.00000					PPC Worldwide Management Pty. Ltd.	AU	NIA	PPC Worldwide Holdings Pty. Ltd.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					PPC Worldwide Pte. Ltd.	SG	NIA	International Psychological Services Pty, Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					PPC Worldwide Pty Ltd	AU	NIA	PPC Worldwide Holdings Pty. Ltd.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					PPC Worldwide Unit Trust	AU	NIA	PPC Worldwide Holdings Pty. Ltd.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	75-2741619				ppoONE, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	88-0253112				Prime Health, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	39-1579905				ProcessWorks, Inc.	WI	NIA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	04-3383745	3014512			QualityMetric Incorporated	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	26-3168754				R&H Family Fitness Unlimited LLC	TX	NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Ravens Acquisition Corp.	MD	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-0151096				Rx Solutions NY IPA, Inc.	NY	NIA	OptumRx, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					ScriptSwitch Holdings Limited	UK	NIA	Ingenux UK Holdings Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					ScriptSwitch Limited	UK	NIA	ScriptSwitch Holdings Limited	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.71420	94-0734860				Sierra Health and Life Insurance Company, Inc.	CA	JA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	88-0200415				Sierra Health Services, Inc.	NV	NIA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	88-0254322				Sierra Health-Care Options, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	88-0385705				Sierra Home Medical Products, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	88-0264562				Sierra Nevada Administrators, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	88-0201420				Southwest Medical Associates, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	38-2609888				Southwest Michigan Health Network Inc.	MI	NIA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1921983				Specialty Benefits, LLC	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	71-0886811				Spectera of New York, IPA, Inc.	NY	NIA	Spectera, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	52-1260282				Spectera, Inc.	MD	NIA	Specialty Benefits, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	56-1970224				The Lewin Group, Inc.	NC	NIA	Ingenux Public Sector Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	25-1825549				Three Rivers Holdings, Inc.	DE	NIA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Travel Express Incorporated	MD	NIA	FrontierMEDEX, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	94-3077084				U.S. Behavioral Health Plan, California	CA	JA	United Behavioral Health	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1913059				UHC International Services, Inc.	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	95-2931460				UHC of California	CA	JA	PacifiCare Health Plan Administrators, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1921008				UHC Holdings, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	75-2788811				UMR Care Management, LLLP	DE	NIA	United HealthCare Services, Inc.	Ownership	99.000	UnitedHealth Group Incorporated	4
		.00000	75-2788811				UMR Care Management, LLLP	DE	NIA	UMR, Inc.	Ownership	1.000	UnitedHealth Group Incorporated	4
		.00000	39-1995276				UMR, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.91529	52-1996029				Unimerica Insurance Company	WI	JA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.11596	01-0637149				Unimerica Life Insurance Company of New York	NY	JA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.00000	33-0446372				Union Health Solutions, Inc.	CA	NIA	PacifiCare Health Systems, LLC.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	25-1877716				Unison Administrative Services, LLC	PA	NIA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-5917714				Unison Health Plan of Delaware, Inc.	DE	JA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.11139	62-1839257				Unison Health Plan of Tennessee, Inc.	TN	JA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.13032	26-0651931				Unison Health Plan of the Capital Area, Inc.	DC	JA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	94-2649097				United Behavioral Health	CA	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	

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ANNUAL STATEMENT FOR THE YEAR 2011 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.00000	41-1868911				United Behavioral Health of New York, I.P.A., Inc.	NY	NIA	United Behavioral Health	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1941615				United Health Foundation	MN	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1289245	3410132			United HealthCare Services, Inc.	MN	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	30-0318238				United Resource Networks IPA of New York, Inc.	NY	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	01-0538317				UnitedHealth Advisors, LLC	ME	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					UnitedHealth Capital, LLC	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					UnitedHealth Group Global Healthcare Services Limited	IE	NIA	PacifiCare Health Plan Administrators, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					UnitedHealth Group Global Services, Inc.	PH	NIA	UnitedHealth Group International B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1321939		0000731766	New York Stock Exchange	UnitedHealth Group Incorporated	MN	UIP					
		.00000					UnitedHealth Group Information Services Private Limited	IN	NIA	UnitedHealth Group International B.V.	Ownership	99.370	UnitedHealth Group Incorporated	
		.00000					UnitedHealth Group Information Services Private Limited	IN	NIA	UnitedHealth International, Inc.	Ownership	0.630	UnitedHealth Group Incorporated	
		.00000					UnitedHealth Group International B.V.	NL	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1917398				UnitedHealth International, Inc.	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					UnitedHealth Military & Veterans Services, LLC	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					UnitedHealth Primary Care Plus Limited	UK	NIA	UnitedHealth UK Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					UnitedHealth UK Limited	UK	NIA	Ingenix UK Holdings Limited	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95174	33-0115163				UnitedHealthcare Benefits of Texas, Inc.	TX	JA	PacifiCare Health Plan Administrators, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.12323	56-2451429				UnitedHealthcare Community Plan of Ohio, Inc.	OH	JA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					UnitedHealthcare India Private Limited	IN	NIA	UnitedHealth Group International B.V.	Ownership	99.995	UnitedHealth Group Incorporated	
		.00000					UnitedHealthcare India Private Limited	IN	NIA	UnitedHealth International, Inc.	Ownership	0.005	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.79413	36-2739571				UnitedHealthcare Insurance Company	CT	JA	UHC Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.60318	36-3800349				UnitedHealthcare Insurance Company of Illinois	IL	JA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.60093	11-3283886				UnitedHealthcare Insurance Company of New York	NY	JA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.73518	31-1169935				UnitedHealthcare Insurance Company of Ohio	OH	JA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.12231	20-1902768				UnitedHealthcare Insurance Company of the River Valley	IL	JA	UnitedHealthcare Services Company of the River Valley, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					UnitedHealthcare International Asia, LLC	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95784	63-0899562				UnitedHealthcare of Alabama, Inc.	AL	JA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.96016	86-0507074				UnitedHealthcare of Arizona, Inc.	AZ	JA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95446	63-1036819				UnitedHealthcare of Arkansas, Inc.	AR	JA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95090	84-1004639				UnitedHealthcare of Colorado, Inc.	CO	JA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95264	59-1293865				UnitedHealthcare of Florida, Inc.	FL	JA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95850	58-1653544				UnitedHealthcare of Georgia, Inc.	GA	JA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.60318	36-3280214				UnitedHealthcare of Illinois, Inc.	IL	JA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE UnitedHealthcare Plan of the River Valley, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
...0707	UnitedHealth Group Incorporated	...96644	62-1240316				UnitedHealthcare of Kentucky, Ltd.	...KY	...JA	United HealthCare Services, Inc.	Ownership	...94.180	UnitedHealth Group Incorporated	...2
...0707	UnitedHealth Group Incorporated	...96644	62-1240316				UnitedHealthcare of Kentucky, Ltd.	...KY	...JA	UnitedHealthcare, Inc.	Ownership	...5.820	UnitedHealth Group Incorporated	...2
...0707	UnitedHealth Group Incorporated	...95833	72-1074008				UnitedHealthcare of Louisiana, Inc.	...LA	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95716	63-1036817				UnitedHealthcare of Mississippi, Inc.	...MS	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95149	05-0413469				UnitedHealthcare of New England, Inc.	...RI	...JA	United HealthCare Services, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95085	06-1172891				UnitedHealthcare of New York, Inc.	...NY	...JA	AmeriChoice Corporation	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95103	56-1461010				UnitedHealthcare of North Carolina, Inc.	...NC	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95186	31-1142815				UnitedHealthcare of Ohio, Inc.	...OH	...JA	United HealthCare Services, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...96903	33-0115166				UnitedHealthcare of Oklahoma, Inc.	...OK	...JA	PacifiCare Health Plan Administrators, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95893	93-0938819				UnitedHealthcare of Oregon, Inc.	...OR	...JA	PacifiCare Health Plan Administrators, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95220	25-1756858				UnitedHealthcare of Pennsylvania, Inc.	...PA	...JA	Three Rivers Holdings, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...11775	32-0062883				UnitedHealthcare of South Carolina, Inc.	...SC	...JA	Three Rivers Holdings, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95765	95-3939697				UnitedHealthcare of Texas, Inc.	...TX	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95467	38-3204052				UnitedHealthcare of the Great Lakes Health Plan, Inc.	...MI	...JA	AmeriChoice Corporation	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95025	52-1130183				UnitedHealthcare of the Mid-Atlantic, Inc.	...MD	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95591	47-0676824				UnitedHealthcare of the Midlands, Inc.	...NE	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...96385	43-1361841				UnitedHealthcare of the Midwest, Inc.	...MO	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95501	41-1488563				UnitedHealthcare of Utah, Inc.	...UT	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...48038	91-1312551				UnitedHealthcare of Washington, Inc.	...WA	...JA	Administrators, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95710	39-1555888				UnitedHealthcare of Wisconsin, Inc.	...WI	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95378	36-3379945				UnitedHealthcare Plan of the River Valley, Inc.	...IL	...JA	UnitedHealthcare Services Company of the River Valley, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000	47-0854646				UnitedHealthcare Insurance Company	...DE	...NIA	UnitedHealthcare Insurance Company	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000	36-3355110				UnitedHealthcare Service LLC	...DE	...NIA	UnitedHealthcare Services Company of the River Valley, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000	41-1922511				UnitedHealthcare, Inc.	...DE	...NIA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000	37-0920164				UnitedHealthOne Agency, Inc.	...IN	...NIA	Golden Rule Financial Corporation	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000	45-3142852				Wanderer Management Services, Inc.	...DE	...NIA	Collaborative Care Holdings, LLC	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000	74-2797745				WellMed Medical Management of Florida, Inc.	...FL	...NIA	WellMed Medical Management, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000	74-2786364				WellMed Medical Management, Inc.	...TX	...NIA	Collaborative Care Holdings, LLC	Ownership	...80.000	UnitedHealth Group Incorporated	...3
		...00000	36-3437660				Wellness, Inc.	...IL	...NIA	OptumHealth Care Solutions, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000					Worldwide Clinical Trials, SL	...ES	...NIA	OptumInsight, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	

Asterisk	Explanation
1	The remaining 50% is owned by a non-UnitedHealth Group company

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE UnitedHealthcare Plan of the River Valley, Inc.

2	The general partnership interest of 89.77% is held by United HealthCare Services, Inc. (UHS) and 10.23% is held by UnitedHealthcare, Inc. (UHC). UHS also holds 100% of the limited partnership interests. When combining general and limited partner interests, UHS owns 94.18% and UHC owns 5.83%
3	The remaining 20% is owned by a non-UnitedHealth Group company
4	The general partnership interest of 1.0% is held by UMR, Inc. and the limited partnership interest of 99% is held by United HealthCare Services, Inc.

SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
	41-1913523	ACN Group IPA of New York, Inc.	0	0	0	0	1,700,613	0		0	1,700,613	0
	27-0015861	ACN Group of California, Inc.	(2,500,000)	0	0	0	4,228,462	0		0	1,728,462	0
82406	35-1665915	All Savers Insurance Company	0	1,000,000	0	0	(3,488,383)	4,969		0	(2,483,414)	0
73130	35-1744596	All Savers Life Insurance Company of California	0	0	0	0	(31,192)	0		0	(31,192)	0
97179	86-0207231	American Medical Security Life Insurance Company	(20,000,000)	0	0	0	12,398,083	1,186		0	(7,600,731)	12,922
	54-1743141	AmeriChoice Health Services, Inc.	0	0	0	0	13,883,674	0		0	13,883,674	0
13178	26-2481299	AmeriChoice of Connecticut, Inc.	0	0	0	0	(14,065,309)	(128,485)		0	(14,193,794)	0
13168	26-2688274	AmeriChoice of Georgia, Inc.	0	0	0	0	(316)	0		0	(316)	0
95497	22-3368602	AmeriChoice of New Jersey, Inc.	(20,000,000)	0	0	0	(124,963,591)	0		0	(144,963,591)	0
	86-0813232	Arizona Physicians IPA, Inc.	(15,000,000)	0	0	0	0	0		0	(15,000,000)	0
	88-0267857	Behavioral Healthcare Options, Inc.	0	0	0	0	13,408,013	0		0	13,408,013	0
	41-2011515	BP Inc.	0	0	0	0	2,813,033	0		0	2,813,033	0
11836	13-4247706	Citrus Health Care, Inc.	0	15,060,000	0	0	(5,712,375)	0		0	9,347,625	0
	27-2337487	Collaborative Care Services, Inc.	0	0	0	0	(6,662)	0		0	(6,662)	0
	52-1452809	Dental Benefit Providers of California, Inc.	(12,000,000)	0	0	0	(3,182,058)	0		(158,193)	(15,340,251)	0
52053	36-4008355	Dental Benefit Providers of Illinois, Inc.	0	0	0	0	(354,326)	0		0	(354,326)	0
	41-2014834	Dental Benefit Providers, Inc.	0	0	0	0	138,277,773	0		0	138,277,773	0
13214	26-2697886	Evercare of New Mexico, Inc.	0	(10,000,000)	0	0	(39,982,480)	0		0	(49,982,480)	0
11141	91-2008361	Evercare of Texas, L.L.C.	0	0	0	0	(128,701,981)	0		0	(128,701,981)	0
	88-0223385	Family Health Care Services	0	0	0	0	25,706,571	0		0	25,706,571	0
	88-0257036	Family Home Hospice, Inc.	0	0	0	0	3,028,486	0		0	3,028,486	0
	37-0855360	Golden Rule Financial Corporation	0	0	0	0	4,506,517	0		0	4,506,517	0
62286	37-6028756	Golden Rule Insurance Company	(100,000,000)	0	0	0	(114,441,546)	(4,969)		0	(214,446,515)	0
	98-0213198	H & W Indemnity, Ltd.	0	0	0	0	1,400,000	0		0	1,400,000	0
43893	13-3584296	Health Net Insurance of New York, Inc.	0	0	0	0	(170,734)	0		0	(170,734)	0
95968	06-1084283	Health Net of Connecticut, Inc.	(65,000,000)	0	0	0	(312,268)	(2,276)		0	(65,314,544)	0
95351	22-3241303	Health Net of New Jersey, Inc.	0	0	0	0	5,746,631	0		0	5,746,631	0
95305	06-1174953	Health Net of New York, Inc.	0	6,000,000	0	0	4,861,174	0		0	10,861,174	0
96342	88-0201035	Health Plan of Nevada, Inc.	(70,000,000)	0	0	0	(634,964,886)	(501,112)		0	(705,465,998)	0
	95-4763349	HealthAllies, Inc.	0	0	0	0	327,140	0		0	327,140	0
	27-4603968	Independent Physician Management Services, Inc.	0	0	0	0	41,804,055	0		0	41,804,055	0
	27-2309024	Lifepoint Health, Inc.	0	0	0	0	236,986,773	0		0	236,986,773	0
60321	52-1803283	MAMSI Life and Health Insurance Company	(10,000,000)	0	0	0	(5,161,846)	0		0	(15,161,846)	0
96310	52-1169135	MD-Individual Practice Association, Inc.	(70,000,000)	0	0	0	(67,316,322)	(559,775)		0	(137,876,097)	0
79480	35-1279304	Midwest Security Life Insurance Company	0	(7,500,000)	0	0	(256,544)	0		0	(7,756,544)	0
95251	76-0196559	National Pacific Dental, Inc.	(1,900,000)	0	0	0	(2,491,043)	0		0	(4,391,043)	0
95123	65-0996107	Neighborhood Health Partnership, Inc.	(23,800,000)	0	0	0	(45,575,939)	0		0	(69,375,939)	0
95758	88-0228572	Nevada Pacific Dental	0	0	0	0	(134,151)	0		0	(134,151)	0
96940	52-1518174	Optimum Choice, Inc.	(80,000,000)	0	0	0	(32,868,372)	(258,488)		0	(113,126,860)	0

SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
	47-0858534	OptumHealth Bank, Inc.	0	0	0	0	(247,899)	0		0	(247,899)	0
	41-1591944	OptumHealth Care Solutions, Inc.	0	0	0	0	61,022,131	0		0	61,022,131	0
	47-0858530	OptumHealth Financial Services, Inc.	0	0	0	0	10,968,549	0		0	10,968,549	0
	41-1858498	OptumInsight, Inc.	0	0	0	0	51,958,383	0		0	51,958,383	0
	33-0441200	OptumRx, Inc.	0	0	0	0	531,687,586	0		(33,832,594)	497,854,992	0
78026	22-2797560	Oxford Health Insurance, Inc.	(20,000,000)	0	0	0	(336,233,541)	(261,713,334)		0	(617,946,875)	(530,135,286)
96798	06-1181201	Oxford Health Plans (CT), Inc.	0	50,000,000	0	0	(74,886,625)	(681,940)		0	(25,568,565)	0
95506	22-2745725	Oxford Health Plans (NJ), Inc.	(61,200,000)	0	0	0	(89,841,422)	(10,309,467)		0	(161,350,889)	(2,755,906)
95479	06-1181200	Oxford Health Plans (NY), Inc.	(85,000,000)	0	0	0	(209,139,167)	0		0	(294,139,167)	0
	52-2443751	Oxford Health Plans LLC	0	0	0	0	8,569,967	0		0	8,569,967	0
	35-1508167	PacifiCare Health Plan Administrators, Inc.	359,630,000	0	0	0	134,216,095	0		(27,480,750)	466,365,345	0
70785	35-1137395	PacifiCare Life and Health Insurance Company	(237,000,000)	0	0	0	(62,925,121)	(1,186)		125,309,934	(174,616,373)	(12,922)
84506	95-2829463	PacifiCare Life Assurance Company	(60,000,000)	0	0	0	(1,498,179)	(193,446)		(9,369)	(61,700,994)	231
95617	94-3267522	PacifiCare of Arizona, Inc.	(6,000,000)	0	0	0	(364,279,466)	(986,305)		0	(371,265,771)	0
95434	84-1011378	PacifiCare of Colorado, Inc.	(80,000,000)	0	0	0	(103,056,457)	(760,016)		(5,694,356)	(189,510,829)	0
95685	86-0875231	PacifiCare of Nevada, Inc.	(25,000,000)	0	0	0	(3,073,075)	193,446		(149,930)	(28,029,559)	(231)
	80-0506053	PHC Holdings of Florida, Inc.	0	(2,560,000)	0	0	0	0		0	(2,560,000)	0
	35-2288416	PHC Subsidiary Holdings, LLC	0	(12,500,000)	0	0	7,536,782	0		0	(4,963,218)	0
13160	45-0571407	Physicians Health Choice of Arkansas, Inc.	0	0	0	0	(47,817)	0		0	(47,817)	0
12977	32-0191973	Physicians Health Choice of New Mexico, Inc.	0	0	0	0	(59,876)	0		0	(59,876)	0
11494	04-3677255	Physicians Health Choice of Texas, LLC	0	12,500,000	0	0	(24,714,821)	0		0	(12,214,821)	0
71420	94-0734860	Sierra Health and Life Insurance Company, Inc.	(17,000,000)	0	0	0	(9,421,500)	30,280		0	(26,391,220)	0
	88-0200415	Sierra Health Services, Inc.	0	0	0	0	(734,683)	0		0	(734,683)	0
	88-0385705	Sierra Home Medical Products, Inc.	0	0	0	0	27,309,138	0		0	27,309,138	0
	88-0201420	Southwest Medical Associates, Inc.	0	0	0	0	492,665,362	0		0	492,665,362	0
	52-1260282	Spectera, Inc.	0	0	0	0	30,542,354	0		0	30,542,354	0
	94-3077084	U.S. Behavioral Health Plan, California	(16,000,000)	0	0	0	39,086,022	0		(604,028)	22,481,994	0
	95-2931460	UHC of California	(500,000,000)	0	0	0	(279,678,426)	0		(47,670,448)	(827,348,874)	0
	39-1995276	UMR, Inc.	0	0	0	0	(611,375)	0		0	(611,375)	0
91529	52-1996029	Unimerica Insurance Company	(13,000,000)	0	0	0	(21,465,353)	0		0	(34,465,353)	0
11596	01-0637149	Unimerica Life Insurance Company of New York	0	0	0	0	(1,674,270)	0		0	(1,674,270)	0
	25-1877716	Unison Administrative Services, LLC	0	0	0	0	55,536,591	0		0	55,536,591	0
	20-5917714	Unison Health Plan of Delaware, Inc.	(2,000,000)	0	0	0	(31,518,886)	(2,232,145)		0	(35,751,031)	(236,836)
11139	62-1839257	Unison Health Plan of Tennessee, Inc.	0	0	0	0	(1,613,434)	0		0	(1,613,434)	0
13032	26-0651931	Unison Health Plan of the Capital Area, Inc.	0	22,000,000	0	0	(16,381,794)	0		0	5,618,206	0
	94-2649097	United Behavioral Health	0	0	0	0	541,078,516	0		(342,359)	540,736,157	0
	41-1289245	United HealthCare Services, Inc.	2,746,600,000	(59,500,000)	0	0	4,677,462,944	0		0	7,364,562,944	0

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SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
	41-1321939	UnitedHealth Group Incorporated	1,406,047,860	(119,612,549)	0	0	2,399,011,125	0		0	3,685,446,436	0
95174	33-0115163	UnitedHealthcare Benefits of Texas, Inc.	(163,000,000)	0	0	0	(246,608,500)	(2,201,193)		0	(411,809,693)	0
12323	56-2451429	UnitedHealthcare Community Plan of Ohio, Inc.	(12,500,000)	0	0	0	(49,733,388)	(2,059,976)		0	(64,293,364)	(478,460)
79413	36-2739571	UnitedHealthcare Insurance Company	(2,152,077,860)	31,427,807	0	0	(4,481,048,734)	414,802,473		(4,797,744)	(6,191,694,058)	1,048,629,648
60318	36-3800349	UnitedHealthcare Insurance Company of Illinois	(42,000,000)	0	0	0	(52,949,273)	0		0	(94,949,273)	0
60093	11-3283886	UnitedHealthcare Insurance Company of New York	0	0	0	0	(352,386,174)	(109,047,295)		0	(461,433,469)	(500,571,623)
73518	31-1169935	UnitedHealthcare Insurance Company of Ohio	0	0	0	0	(2,689,243)	0		0	(2,689,243)	0
12231	20-1902768	UnitedHealthcare Insurance Company of the River Valley	0	0	0	0	(25,947,274)	0		0	(25,947,274)	0
95784	63-0899562	UnitedHealthcare of Alabama, Inc.	(20,000,000)	0	0	0	(58,324,828)	(407,202)		0	(78,732,030)	0
96016	86-0507074	UnitedHealthcare of Arizona, Inc.	15,000,000	0	0	0	(33,971,507)	(294,448)		0	(19,265,955)	0
95446	63-1036819	UnitedHealthcare of Arkansas, Inc.	(1,200,000)	0	0	0	(4,684,854)	(36,731)		0	(5,921,585)	0
95090	84-1004639	UnitedHealthcare of Colorado, Inc.	0	0	0	0	(30,050)	(5,264)		0	(35,314)	0
95264	59-1293865	UnitedHealthcare of Florida, Inc.	(90,000,000)	0	0	0	(194,152,798)	(1,291,010)		0	(285,443,808)	0
95850	58-1653544	UnitedHealthcare of Georgia, Inc.	(15,000,000)	0	0	0	(19,366,307)	(223,146)		0	(34,589,453)	0
60318	36-3280214	UnitedHealthcare of Illinois, Inc.	0	0	0	0	(7,731,832)	(54,570)		0	(7,786,402)	0
96644	62-1240316	UnitedHealthcare of Kentucky, Ltd.	(9,300,000)	0	0	0	(10,389,071)	(81,138)		0	(19,770,209)	0
95833	72-1074008	UnitedHealthcare of Louisiana, Inc.	0	0	0	0	(1,147,448)	(5,405)		0	(1,152,853)	0
95716	63-1036817	UnitedHealthcare of Mississippi, Inc.	0	0	0	0	(19,486,886)	(130,890)		0	(19,617,776)	(3,186,599)
95149	05-0413469	UnitedHealthcare of New England, Inc.	0	0	0	0	(89,047,758)	(2,349,449)		0	(91,397,207)	(3,921,917)
95085	06-1172891	UnitedHealthcare of New York, Inc.	(105,000,000)	30,612,549	0	0	(206,905,773)	0		0	(281,293,224)	0
95103	56-1461010	UnitedHealthcare of North Carolina, Inc.	(39,000,000)	0	0	0	(127,343,603)	(987,559)		0	(167,331,162)	0
95186	31-1142815	UnitedHealthcare of Ohio, Inc.	(20,900,000)	15,000,000	0	0	(136,867,685)	(870,481)		0	(143,638,166)	0
96903	33-0115166	UnitedHealthcare of Oklahoma, Inc.	(30,000,000)	0	0	0	(53,628,274)	0		(3,015,273)	(86,643,547)	0
95893	93-0938819	UnitedHealthcare of Oregon, Inc.	(13,000,000)	0	0	0	(24,386,194)	0		(1,554,890)	(38,941,084)	0
95220	25-1756858	UnitedHealthcare of Pennsylvania, Inc.	0	0	0	0	(154,209,133)	(7,978,785)		0	(162,187,918)	3,147,331
11775	32-0062883	UnitedHealthcare of South Carolina, Inc.	0	10,000,000	0	0	(23,765,764)	1,701,925		0	(12,063,839)	(2,600,957)
95765	95-3939697	UnitedHealthcare of Texas, Inc.	0	572,193	0	0	16,121	(3,369)		0	584,945	0
95467	38-3204052	UnitedHealthcare of the Great Lakes Health Plan, Inc.	0	0	0	0	(94,060,040)	(34,726)		0	(94,094,766)	(1,305,213)
95025	52-1130183	UnitedHealthcare of the Mid-Atlantic, Inc.	(40,000,000)	0	0	0	(96,612,915)	(735,178)		0	(137,348,093)	0
95591	47-0676824	UnitedHealthcare of the Midlands, Inc.	(4,500,000)	0	0	0	(22,609,731)	(680,649)		0	(27,790,380)	0
96385	43-1361841	UnitedHealthcare of the Midwest, Inc.	(35,000,000)	0	0	0	(71,029,586)	(5,917,690)		0	(111,947,276)	(5,425,078)
95501	41-1488563	UnitedHealthcare of Utah, Inc.	0	10,000,000	0	0	(30,028,844)	(263,938)		0	(20,292,782)	0
48038	91-1312551	UnitedHealthcare of Washington, Inc.	(6,900,000)	0	0	0	(64,032,316)	0		0	(70,932,316)	0
95710	39-1555888	UnitedHealthcare of Wisconsin, Inc.	0	0	0	0	(150,852,228)	1,206,018		0	(149,646,210)	(1,159,104)
95378	36-3379945	UnitedHealthcare Plan of the River Valley, Inc.	(108,000,000)	0	0	0	(446,914,571)	(3,947,261)		0	(558,861,832)	0
	47-0854646	UnitedHealthcare Service LLC	0	0	0	0	288,177,750	0		0	288,177,750	0

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SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
	36-3355110	UnitedHealthcare Services Company of the River Valley, Inc.	0	0	0	0	320,683,990	0		0	320,683,990	0
	37-0920164	UnitedHealthOne Agency, Inc.	0	0	0	0	(99,792)	0		0	(99,792)	0
	74-2797745	WellMed Medical Management of Florida, Inc.	0	0	0	0	3,074,220	0		0	3,074,220	0
	74-2786364	WellMed Medical Management, Inc.	0	0	0	0	18,647,261	0		0	18,647,261	0
9999999	Control Totals		0	0	0	0	0	0	XXX	0	0	0

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED 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.

	Responses
MARCH FILING	
1. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	YES
2. Will an actuarial opinion be filed by March 1?	YES
3. Will the confidential Risk-based Capital Report be filed with the NAIC by March 1?	YES
4. Will the confidential Risk-based Capital Report be filed with the state of domicile, if required, by March 1?	YES
APRIL FILING	
5. Will Management's Discussion and Analysis be filed by April 1?	YES
6. Will the Supplemental Investment Risks Interrogatories be filed by April 1?	YES
7. Will the Accident and Health Policy Experience Exhibit be filed by April 1?	YES
JUNE FILING	
8. Will an audited financial report be filed by June 1?	YES
9. Will Accountant's Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?	YES
AUGUST FILING	
10. Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1?	YES

The following supplemental reports are required to be filed as part of your annual 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.

MARCH FILING	
11. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	NO
12. Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	NO
13. Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	NO
14. Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	NO
15. Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	NO
16. Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	NO
17. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?	NO
18. Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partner be filed electronically with the NAIC by March 1?	NO
19. Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1?	NO
20. Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed electronically with the NAIC by March 1?	NO
APRIL FILING	
21. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	NO
22. Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	NO
23. Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?	NO
24. Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1?	YES
25. Will the regulator only (non-public) Supplemental Health Care Exhibit's Expense Allocation Report be filed with the state of domicile and the NAIC by April 1?	YES
AUGUST FILING	
26. Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1?	YES

- Explanations:
- 11.
 - 12.
 - 13.
 - 14.
 - 15.
 - 16.
 - 17.
 - 18.
 - 19.
 - 20.
 - 21.
 - 22.
 - 23.

Bar Codes:

11. Medicare Supplement Insurance Experience Exhibit [Document Identifier 360]	
12. Life Supplement [Document Identifier 205]	
13. Property/Casualty Supplement [Document Identifier 207]	
14. SIS Stockholder Information Supplement [Document Identifier 420]	
15. Participating Opinion for Exhibit 5 [Document Identifier 371]	
16. Non-Guaranteed Opinion for Exhibit 5 [Document Identifier 370]	
17. Medicare Part D Coverage Supplement [Document Identifier 365]	
18. Relief from the five-year rotation requirement for lead audit partner [Document Identifier 224]	
19. Relief from the one-year cooling off period for independent CPA [Document Identifier 225]	

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE UnitedHealthcare Plan of the River Valley, Inc.

20. Relief from the Requirements for Audit Committees [Document Identifier 226]



21. Long-Term Care Experience Reporting Forms [Document Identifier 306]



22. Life Supplement [Document Identifier 211]



23. Property/Casualty Supplement Insurance Expense Exhibit [Document Identifier 213]



OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Assets Line 25

	Current Year			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Net Admitted Assets
2504. State Tax Receivable	10,244		10,244	
2597. Summary of remaining write-ins for Line 25 from overflow page	10,244	0	10,244	0

Additional Write-ins for Underwriting and Investment Exhibit Part 3 Line 25

	Claim Adjustment Expenses		3	4	5
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses	General Administrative Expenses	Investment Expenses	Total
2504. Miscellaneous Losses	40,783	17,894	1,139,984		1,198,661
2505. Sundry General Expenses	211,248	92,687	590,110		894,045
2597. Summary of remaining write-ins for Line 25 from overflow page	252,031	110,581	1,730,094	0	2,092,706

SUMMARY INVESTMENT SCHEDULE

Investment Categories	Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement			
	1 Amount	2 Percentage	3 Amount	4 Securities Lending Reinvested Collateral Amount	5 Total (Col. 3 + 4) Amount	6 Percentage
1. Bonds:						
1.1 U.S. treasury securities	104,507,085	11.634	104,507,085	0	104,507,085	11.634
1.2 U.S. government agency obligations (excluding mortgage-backed securities):						
1.21 Issued by U.S. government agencies	0	0.000	0	0	0	0.000
1.22 Issued by U.S. government sponsored agencies	38,344,575	4.268	38,344,575	0	38,344,575	4.268
1.3 Non-U.S. government (including Canada, excluding mortgaged-backed securities)	3,987,287	0.444	3,987,287	0	3,987,287	0.444
1.4 Securities issued by states, territories, and possessions and political subdivisions in the U.S. :						
1.41 States, territories and possessions general obligations	72,383,037	8.058	72,383,037	0	72,383,037	8.058
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations	44,163,746	4.916	44,163,746	0	44,163,746	4.916
1.43 Revenue and assessment obligations	155,639,501	17.326	155,639,501	0	155,639,501	17.326
1.44 Industrial development and similar obligations	0	0.000	0	0	0	0.000
1.5 Mortgage-backed securities (includes residential and commercial MBS):						
1.51 Pass-through securities:						
1.511 Issued or guaranteed by GNMA	8,587	0.001	8,587	0	8,587	0.001
1.512 Issued or guaranteed by FNMA and FHLMC	86,228,864	9.599	86,228,864	0	86,228,864	9.599
1.513 All other	0	0.000	0	0	0	0.000
1.52 CMOs and REMICs:						
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA	36,907	0.004	36,907	0	36,907	0.004
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-backed securities issued or guaranteed by agencies shown in Line 1.521	304,023	0.034	304,023	0	304,023	0.034
1.523 All other	0	0.000	0	0	0	0.000
2. Other debt and other fixed income securities (excluding short-term):						
2.1 Unaffiliated domestic securities (includes credit tenant loans and hybrid securities)	104,682,486	11.653	104,682,486	0	104,682,486	11.653
2.2 Unaffiliated non-U.S. securities (including Canada)	17,965,397	2.000	17,965,397	0	17,965,397	2.000
2.3 Affiliated securities	0	0.000	0	0	0	0.000
3. Equity interests:						
3.1 Investments in mutual funds		0.000			0	0.000
3.2 Preferred stocks:						
3.21 Affiliated		0.000			0	0.000
3.22 Unaffiliated		0.000			0	0.000
3.3 Publicly traded equity securities (excluding preferred stocks):						
3.31 Affiliated		0.000			0	0.000
3.32 Unaffiliated		0.000			0	0.000
3.4 Other equity securities:						
3.41 Affiliated		0.000			0	0.000
3.42 Unaffiliated		0.000			0	0.000
3.5 Other equity interests including tangible personal property under lease:						
3.51 Affiliated		0.000			0	0.000
3.52 Unaffiliated		0.000			0	0.000
4. Mortgage loans:						
4.1 Construction and land development		0.000			0	0.000
4.2 Agricultural		0.000			0	0.000
4.3 Single family residential properties		0.000			0	0.000
4.4 Multifamily residential properties		0.000			0	0.000
4.5 Commercial loans		0.000			0	0.000
4.6 Mezzanine real estate loans		0.000			0	0.000
5. Real estate investments:						
5.1 Property occupied by company	0	0.000	0		0	0.000
5.2 Property held for production of income (including \$ _____ of property acquired in satisfaction of debt)	0	0.000	0		0	0.000
5.3 Property held for sale (including \$ _____ property acquired in satisfaction of debt)	0	0.000	0		0	0.000
6. Contract loans	0	0.000	0		0	0.000
7. Derivatives	0	0.000	0		0	0.000
8. Receivables for securities	0	0.000	0		0	0.000
9. Securities Lending (Line 10, Asset Page reinvested collateral)	0	0.000	0	XXX	XXX	XXX
10. Cash, cash equivalents and short-term investments	270,068,324	30.064	270,068,324		270,068,324	30.064
11. Other invested assets	0	0.000			0	0.000
12. Total invested assets	898,319,819	100.000	898,319,819	0	898,319,819	100.000

Schedule A - Verification - Real Estate

N O N E

Schedule B - Verification - Mortgage Loans

N O N E

SCHEDULE BA - VERIFICATION BETWEEN YEARS

Other Long-Term Invested Assets

1.	Book/adjusted carrying value, December 31 of prior year	
2.	Cost of acquired:	
	2.1 Actual cost at time of acquisition (Part 2, Column 8)	
	2.2 Additional investment made after acquisition (Part 2, Column 9)	
3.	Capitalized deferred interest and other:	
	3.1 Totals, Part 1, Column 16	
	3.2 Totals, Part 3, Column 12	
4.	Accrual of discount	
5.	Unrealized valuation increase (decrease):	
	5.1 Totals, Part 1, Column 13	
	5.2 Totals, Part 3, Column 9	
6.	Total gain (loss) on disposals, Part 3, Column 19	
7.	Deduct amounts received on disposals, Part 3, Column 16	
8.	Deduct amortization of premium and depreciation	
9.	Total foreign exchange change in book/adjusted carrying value:	
	9.1 Totals, Part 1, Column 17	
	9.2 Totals, Part 3, Column 14	
10.	Deduct current year's other than temporary impairment recognized:	
	10.1 Totals, Part 1, Column 15	
	10.2 Totals, Part 3, Column 11	
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 BETWEEN YEARS

Bonds and Stocks

1.	Book/adjusted carrying value, December 31 of prior year	560,542,524
2.	Cost of bonds and stocks acquired, Part 3, Column 7	233,096,501
3.	Accrual of discount	119,544
4.	Unrealized valuation increase (decrease):	
	4.1. Part 1, Column 12	0
	4.2. Part 2, Section 1, Column 15	
	4.3. Part 2, Section 2, Column 13	
	4.4. Part 4, Column 11	0
5.	Total gain (loss) on disposals, Part 4, Column 19	3,361,395
6.	Deduction consideration for bonds and stocks disposed of, Part 4, Column 7	161,022,038
7.	Deduct amortization of premium	7,793,643
8.	Total foreign exchange change in book/adjusted carrying value:	
	8.1. Part 1, Column 15	0
	8.2. Part 2, Section 1, Column 19	
	8.3. Part 2, Section 2, Column 16	
	8.4. Part 4, Column 15	0
9.	Deduct current year's other than temporary impairment recognized:	
	9.1. Part 1, Column 14	52,788
	9.2. Part 2, Section 1, Column 17	
	9.3. Part 2, Section 2, Column 14	
	9.4. Part 4, Column 13	0
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	628,251,495
11.	Deduct total nonadmitted amounts	0
12.	Statement value at end of current period (Line 10 minus Line 11)	628,251,495

SCHEDULE D - SUMMARY BY COUNTRY

Long-Term Bonds and Stocks OWNED December 31 of Current Year

Description		1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
BONDS					
Governments (Including all obligations guaranteed by governments)	1. United States	142,860,247	143,955,810	144,942,257	139,504,261
	2. Canada	3,987,287	4,173,413	3,986,801	3,985,000
	3. Other Countries				
	4. Totals	146,847,534	148,129,223	148,929,058	143,489,261
U.S. States, Territories and Possessions (Direct and guaranteed)	5. Totals	72,383,037	76,920,184	75,099,487	66,100,000
U.S. Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	6. Totals	44,163,746	47,074,682	46,373,705	41,660,000
U.S. Special revenue and special assessment obligations and all non- guaranteed obligations of agencies and authorities of governments and their political subdivisions	7. Totals	242,209,295	256,956,218	247,415,939	226,482,968
Industrial and Miscellaneous and Hybrid Securities (unaffiliated)	8. United States	104,682,484	109,428,982	105,406,634	103,060,841
	9. Canada	3,604,342	3,844,450	3,606,928	3,605,000
	10. Other Countries	14,361,057	15,302,079	14,386,012	14,308,000
	11. Totals	122,647,883	128,575,511	123,399,574	120,973,841
Parent, Subsidiaries and Affiliates	12. Totals	0	0	0	0
	13. Total Bonds	628,251,495	657,655,818	641,217,763	598,706,070
PREFERRED STOCKS					
Industrial and Miscellaneous (unaffiliated)	14. United States				
	15. Canada				
	16. Other Countries				
	17. Totals	0	0	0	0
Parent, Subsidiaries and Affiliates	18. Totals	0	0	0	0
	19. Total Preferred Stocks	0	0	0	0
COMMON STOCKS					
Industrial and Miscellaneous (unaffiliated)	20. United States				
	21. Canada				
	22. Other Countries				
	23. Totals	0	0	0	0
Parent, Subsidiaries and Affiliates	24. Totals	0	0	0	0
	25. Total Common Stocks	0	0	0	0
	26. Total Stocks	0	0	0	0
	27. Total Bonds and Stocks	628,251,495	657,655,818	641,217,763	