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HEALTH QUARTERLY STATEMENT

AS OF JUNE 30, 2012
OF THE CONDITION AND AFFAIRS OF THE

UnitedHealthcare Plan of the River Valley, Inc.

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

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

Country of Domicile United States 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 (Street and Number), Moline, IL 61265 (City or Town, State and Zip Code)

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

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

Primary Location of Books and Records 1300 River Drive, Suite 200 (Street and Number)
Moline, IL 61265 (City or Town, State and Zip Code), 309-757-6285 (Area Code) (Telephone Number)

Internet Web Site Address www.UHCRiverValley.com

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

OFFICERS

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

OTHER OFFICERS

Daniel Roger Kueter President, Commercial
Nyle Brent Cottington 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
James Wesley Waters
Scott Andrew Bowers

State of Illinois County of Rock Island
State of MN County of Hennepin
State of Tennessee County of Williamson

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

Daniel Roger Kueter	Michelle Marie Huntley Dill	James Wesley Waters
President, Commercial	Assistant Secretary	Chief Financial Officer

Subscribed and sworn to before me this 30 day of July, 2012
Mary Ann Vickers

Subscribed and sworn to before me this 19th day of July, 2012
Andria Schwanz

Subscribed and sworn to before me this 26th day of July 2012
Suzanne A Miller
Comm Exp 03-23-15

OFFICIAL SEAL
MARY ANN VICKERS
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES 12-9-2015

ANDRIA SCHWANZ
NOTARY PUBLIC
MINNESOTA
My Commission Expires Jan. 31, 2013

1. State the amendment number
2. Date filed
3. Number of pages attached

Yes [x] No [ ]

SUZANNE A. MILLER
STATE OF TENNESSEE NOTARY PUBLIC
WILLIAMSON

JURAT

QUARTERLY STATEMENT

OF THE

UnitedHealthcare Plan of the River Valley, Inc.

TO THE

Insurance Department

OF THE

STATE OF

Illinois

FOR THE QUARTER ENDED
JUNE 30, 2012

HEALTH

2012

QUARTERLY STATEMENT

OF THE

UnitedHealthcare Plan of the River Valley, Inc.

TO THE

Insurance Department

OF THE

STATE OF

Iowa

FOR THE QUARTER ENDED
JUNE 30, 2012

HEALTH

2012

QUARTERLY STATEMENT

OF THE

UnitedHealthcare Plan of the River Valley, Inc.

TO THE

Insurance Department

OF THE

STATE OF

Tennessee

FOR THE QUARTER ENDED
JUNE 30, 2012

HEALTH

2012

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QUARTERLY STATEMENT

OF THE

UnitedHealthcare Plan of the River Valley, Inc.

TO THE

Insurance Department

OF THE

STATE OF

Virginia

FOR THE QUARTER ENDED
JUNE 30, 2012

HEALTH

2012

9 5 3 7 8 2 0 1 2 2 0 1 0 0 1 0 2

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AS OF JUNE 30, 2012

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State of _____ County of _____ State of _____ County of _____ State of _____ County of _____

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Daniel Roger Kueter	Michelle Marie Huntley Dill	James Wesley Waters
President, Commercial	Assistant Secretary	Chief Financial Officer
Subscribed and sworn to before me this _____ day of _____	Subscribed and sworn to before me this _____ day of _____	Subscribed and sworn to before me this _____ day of _____

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……..

JURAT

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	675,288,488		675,288,488	628,251,495
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
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 ($ 7,638,868), cash equivalents ($ 0) and short-term investments ($ 156,502,012)	164,140,880		164,140,880	270,068,324
6. Contract loans (including $ ..... premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets			0	0
9. Receivables for securities	1,500,000		1,500,000	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	840,929,368	0	840,929,368	898,319,819
13. Title plants less $ ..... charged off (for Title insurers only)			0	0
14. Investment income due and accrued	7,301,276		7,301,276	6,920,620
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	85,477,931	78,459	85,399,472	71,069,722
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	1,534,715		1,534,715	2,077,951
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			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	1,016,801	149,492	867,309	3,074,177
18.1 Current federal and foreign income tax recoverable and interest thereon	0		0	0
18.2 Net deferred tax asset	47,210,609	23,211,905	23,998,704	8,485,439
19. Guaranty funds receivable or on deposit	513,319		513,319	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	76,781,750	72,303	76,709,447	0
24. Health care ($ 15,753,612) and other amounts receivable	18,426,622	2,673,010	15,753,612	14,992,635
25. Aggregate write-ins for other than invested assets	4,808,811	0	4,808,811	5,095,816
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	1,084,001,202	26,185,169	1,057,816,033	1,010,036,179
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	1,084,001,202	26,185,169	1,057,816,033	1,010,036,179
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. FEHBP Receivable	4,808,811	0	4,808,811	4,808,546
2502. Premium Tax Receivable	0	0	0	217,947
2503. Miscellaneous Receivable	0	0	0	59,079
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	10,244
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	4,808,811	0	4,808,811	5,095,816

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less $ ..... reinsurance ceded)	372,020,560		372,020,560	392,842,705
2.	Accrued medical incentive pool and bonus amounts	1,259,641		1,259,641	1,294,235
3.	Unpaid claims adjustment expenses	9,229,680		9,229,680	9,035,304
4.	Aggregate health policy reserves, including the liability of $ 1,722,137 for medical loss ratio rebate per the Public Health Service Act	6,805,682		6,805,682	6,527,052
5.	Aggregate life policy reserves			0	0
6.	Property/casualty unearned premium reserve			0	0
7.	Aggregate health claim reserves	11,974		11,974	9,701
8.	Premiums received in advance	114,399,311		114,399,311	16,226,595
9.	General expenses due or accrued	43,985,089		43,985,089	45,289,768
10.1	Current federal and foreign income tax payable and interest thereon (including $ 436,367 on realized gains (losses))	7,663,013		7,663,013	30,725,213
10.2	Net deferred tax liability	0		0	0
11.	Ceded reinsurance premiums payable	331,623		331,623	330,904
12.	Amounts withheld or retained for the account of others	0	0	0	0
13.	Remittances and items not allocated	9,698		9,698	1,742,140
14.	Borrowed money (including $ ..... current) and interest thereon $ ..... (including $ ..... current)			0	0
15.	Amounts due to parent, subsidiaries and affiliates	0		0	42,511,452
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 $ ..... 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	20,842,889		20,842,889	5,848,208
23.	Aggregate write-ins for other liabilities (including $ ..... current)	75	0	75	4,876,884
24.	Total liabilities (Lines 1 to 23)	576,559,235	0	576,559,235	557,260,161
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		
28.	Gross paid in and contributed surplus	XXX	XXX	44,977,137	44,977,137
29.	Surplus notes	XXX	XXX		
30.	Aggregate write-ins for other than special surplus funds	XXX	XXX	1,500,000	1,500,000
31.	Unassigned funds (surplus)	XXX	XXX	434,169,661	405,688,880
32.	Less treasury stock, at cost:				
	32.1 ..... shares common (value included in Line 26 $ .....)	XXX	XXX		
	32.2 ..... shares preferred (value included in Line 27 $ .....)	XXX	XXX		
33.	Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	481,256,798	452,776,017
34.	Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	1,057,816,033	1,010,036,179
	DETAILS OF WRITE-INS				
2301.	Unclaimed Property	75	0	75	766
2302.	Risk Adjustment Factor Payable	0	0	0	4,838,118
2303.	Fines & Penalties - Accrued	0	0	0	38,000
2398.	Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399.	Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	75	0	75	4,876,884
2501.		XXX	XXX		
2502.		XXX	XXX		
2503.		XXX	XXX		
2598.	Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599.	Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	XXX	XXX	0	0
3001.	Statutory Fund	XXX	XXX	1,500,000	1,500,000
3002.		XXX	XXX		
3003.		XXX	XXX		
3098.	Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099.	Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	1,500,000	1,500,000

STATEMENT OF REVENUE AND EXPENSES

		Current Year To Date		Prior Year To Date	Prior Year Ended December 31
		1 Uncovered	2 Total	3 Total	4 Total
1.	Member Months	XXX	4,702,107	4,627,548	9,365,383
2.	Net premium income (including $ non-health premium income)	XXX	2,006,154,888	1,928,622,642	3,922,804,998
3.	Change in unearned premium reserves and reserve for rate credits	XXX	(797,914)	1,361,308	(7,916)
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	200,000	0	189,607
7.	Aggregate write-ins for other non-health revenues	XXX	0	605,600	605,600
8.	Total revenues (Lines 2 to 7)	XXX	2,005,556,974	1,930,589,550	3,923,592,289
	Hospital and Medical:				
9.	Hospital/medical benefits		1,505,081,794	1,465,446,410	2,970,819,078
10.	Other professional services		6,599,607	6,633,318	14,657,800
11.	Outside referrals		0		0
12.	Emergency room and out-of-area		0		0
13.	Prescription drugs		75,513,862	64,642,819	113,623,113
14.	Aggregate write-ins for other hospital and medical	0	0	6,902	0
15.	Incentive pool, withhold adjustments and bonus amounts		1,491,040	62,142	1,025,110
16.	Subtotal (Lines 9 to 15)	0	1,588,686,303	1,536,791,591	3,100,125,101
	Less:				
17.	Net reinsurance recoveries		0		0
18.	Total hospital and medical (Lines 16 minus 17)	0	1,588,686,303	1,536,791,591	3,100,125,101
19.	Non-health claims (net)		0		
20.	Claims adjustment expenses, including $ 42,637,663 cost containment expenses		61,345,477	70,461,088	121,875,202
21.	General administrative expenses		213,856,950	192,946,420	424,870,100
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	1,863,888,730	1,800,199,099	3,646,870,403
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	141,668,244	130,390,451	276,721,886
25.	Net investment income earned		8,420,327	8,418,983	16,633,455
26.	Net realized capital gains (losses) less capital gains tax of $ 436,367		824,051	782,046	2,130,770
27.	Net investment gains (losses) (Lines 25 plus 26)	0	9,244,378	9,201,029	18,764,225
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	(469,072)	(85,107)	1,106,009
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	150,443,550	139,506,373	296,592,120
31.	Federal and foreign income taxes incurred	XXX	56,346,434	45,648,229	84,691,354
32.	Net income (loss) (Lines 30 minus 31)	XXX	94,097,116	93,858,144	211,900,766
	DETAILS OF WRITE-INS				
0601.	TennCare Incentives	XXX	200,000	0	189,607
0602.		XXX			
0603.		XXX			
0698.	Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699.	Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	200,000	0	189,607
0701.	TennCare EVV System Revenue	XXX	0	605,600	605,600
0702.		XXX			
0703.		XXX			
0798.	Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799.	Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	605,600	605,600
1401.	Patient Transport		0	2,980	0
1402.	Other Miscellaneous Expense		0	3,922	0
1403					
1498.	Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499.	Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	0	6,902	0
2901.	Fines and Penalties - Paid and Accrued		(469,072)	(85,107)	1,106,009
2902.					
2903					
2998.	Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999.	Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	(469,072)	(85,107)	1,106,009

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
	CAPITAL AND SURPLUS ACCOUNT			
33.	Capital and surplus prior reporting year	452,776,017	359,790,690	359,790,690
34.	Net income or (loss) from Line 32	94,097,116	93,858,144	211,900,766
35.	Change in valuation basis of aggregate policy and claim reserves			
36.	Change in net unrealized capital gains (losses) less capital gains tax of $ 9,119	(16,936)		
37.	Change in net unrealized foreign exchange capital gain or (loss)			
38.	Change in net deferred income tax	5,196,872	(2,387,866)	(16,436,875)
39.	Change in nonadmitted assets	957,886	2,994,051	5,521,437
40	Change in unauthorized reinsurance	0	0	0
41.	Change in treasury stock	0	0	0
42.	Change in surplus notes	0	0	0
43.	Cumulative effect of changes in accounting principles	8,245,843		
44.	Capital Changes:			
	44.1 Paid in	0	0	0
	44.2 Transferred from surplus (Stock Dividend)	0	0	0
	44.3 Transferred to surplus			
45.	Surplus adjustments:			
	45.1 Paid in	0	0	0
	45.2 Transferred to capital (Stock Dividend)			
	45.3 Transferred from capital			
46.	Dividends to stockholders	(80,000,000)	(38,000,000)	(108,000,000)
47.	Aggregate write-ins for gains or (losses) in surplus	0	0	0
48.	Net change in capital & surplus (Lines 34 to 47)	28,480,781	56,464,329	92,985,327
49.	Capital and surplus end of reporting period (Line 33 plus 48)	481,256,798	416,255,019	452,776,017
	DETAILS OF WRITE-INS			
4701.				
4702.				
4703.				
4798.	Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799.	Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	0

CASH FLOW

		1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
	Cash from Operations			
1.	Premiums collected net of reinsurance	2,090,346,073	1,915,548,050	3,698,487,097
2.	Net investment income	12,674,832	12,082,676	23,931,657
3.	Miscellaneous income	200,000	605,600	795,207
4.	Total (Lines 1 to 3)	2,103,220,905	1,928,236,326	3,723,213,961
5.	Benefit and loss related payments	1,611,553,327	1,561,364,335	3,109,197,471
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	264,797,997	259,624,729	545,031,400
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $ 436,367 tax on capital gains (losses)	79,845,001	57,286,003	69,985,833
10.	Total (Lines 5 through 9)	1,956,196,325	1,878,275,067	3,724,214,704
11.	Net cash from operations (Line 4 minus Line 10)	147,024,580	49,961,259	(1,000,743)
	Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	77,338,009	86,288,958	161,022,038
	12.2 Stocks	0	0	0
	12.3 Mortgage loans	0	0	0
	12.4 Real estate	0	0	0
	12.5 Other invested assets	0	0	0
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	235	315
	12.7 Miscellaneous proceeds	0	685,894	9
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	77,338,009	86,975,087	161,022,362
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	127,763,435	103,883,064	233,096,501
	13.2 Stocks	0	0	0
	13.3 Mortgage loans	0	0	0
	13.4 Real estate	0	0	0
	13.5 Other invested assets	0	0	0
	13.6 Miscellaneous applications	1,500,000	15,399,991	0
	13.7 Total investments acquired (Lines 13.1 to 13.6)	129,263,435	119,283,055	233,096,501
14.	Net increase (or decrease) in contract loans and premium notes	0	0	0
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(51,925,426)	(32,307,968)	(72,074,139)
	Cash from Financing and Miscellaneous Sources			
16.	Cash provided (applied):			
	16.1 Surplus notes, capital notes	0	0	0
	16.2 Capital and paid in surplus, less treasury stock	0	0	0
	16.3 Borrowed funds	0	0	0
	16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
	16.5 Dividends to stockholders	80,000,000	38,000,000	108,000,000
	16.6 Other cash provided (applied)	(121,026,598)	(81,391,884)	(15,991,075)
17.	Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(201,026,598)	(119,391,884)	(123,991,075)
	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)	(105,927,444)	(101,738,593)	(197,065,957)
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	270,068,324	467,134,281	467,134,281
	19.2 End of period (Line 18 plus Line 19.1)	164,140,880	365,395,688	270,068,324

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
	Total	2 Individual	3 Group	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	780,183	0	108,959	0	0	0	5,157	98,001	568,066	0
2. First Quarter	780,972		106,231				4,505	103,206	567,030	
3. Second Quarter	780,427		103,097				4,486	106,152	566,692	
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	4,702,107		634,936				26,870	623,207	3,417,094	
Total Member Ambulatory Encounters for Period:										
7 Physician	2,920,141		261,591				9,282	986,717	1,662,551	
8. Non-Physician	863,183		53,821				2,259	373,809	433,294	
9. Total	3,783,324	0	315,412	0	0	0	11,541	1,360,526	2,095,845	0
10. Hospital Patient Days Incurred	1,340,753		13,200				489	157,615	1,169,449	
11. Number of Inpatient Admissions	98,270		2,958				117	21,466	73,729	
12. Health Premiums Written (a)	2,008,171,517		203,490,544				9,532,113	539,168,790	1,255,980,070	
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	2,007,373,603		201,489,990				8,945,909	540,957,634	1,255,980,070	
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	1,611,553,327		160,768,209				9,173,922	429,343,161	1,012,268,035	
18. Amount Incurred for Provision of Health Care Services	1,588,686,303		148,653,778				8,441,077	426,704,220	1,004,887,228	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $ 539,168,790

STATEMENT AS OF JUNE 30, 2012 OF THE UnitedHealthcare Plan of the River Valley, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
0299999 Aggregate accounts not individually listed-uncovered						0
0399999 Aggregate accounts not individually listed-covered	79,402,943	2,920,926	299,521	155,051	91,606	82,870,047
0499999 Subtotals	79,402,943	2,920,926	299,521	155,051	91,606	82,870,047
0599999 Unreported claims and other claim reserves						288,977,174
0699999 Total amounts withheld						173,339
0799999 Total claims unpaid						372,020,560
0899999 Accrued medical incentive pool and bonus amounts						1,259,641

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)	30,710,119	130,058,090	6,373,978	24,352,104	37,084,097	42,668,071
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan	2,944,907	6,229,015	38,330	2,905,341	2,983,237	3,676,517
6. Title XVIII - Medicare	72,763,092	355,538,708	6,326,443	95,277,323	79,089,535	102,648,076
7 Title XIX - Medicaid	196,307,560	815,476,203	18,032,578	218,726,437	214,340,138	243,859,742
8. Other health					0	0
9. Health subtotal (Lines 1 to 8)	302,725,678	1,307,302,016	30,771,329	341,261,205	333,497,007	392,852,406
10. Healthcare receivables (a)	1,634,453	14,381,564		2,410,605	1,634,453	16,414,063
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	1,247,067	278,566	1,159,766	99,876	2,406,833	1,294,235
13. Totals (Lines 9-10+11+12)	302,338,292	1,293,199,018	31,931,095	338,950,476	334,269,387	377,732,578

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

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

A. Accounting Practices

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

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

1-8. No significant differences exist between the practices prescribed or permitted by the State of Illinois and those prescribed or permitted by the NAIC SAP which materially affect the statutory basis net income, capital and surplus, and total admitted assets, as illustrated in the table below (in thousands):

	June 30, 2012	2011
Net income — Illinois basis	$ 94,097	$ 211,901
Net income — NAIC SAP	$ 94,097	$ 211,901
Capital and surplus — Illinois basis	$ 481,257	$ 452,776
Capital and surplus — NAIC SAP	$ 481,257	$ 452,776
Total admitted assets — Illinois basis	$ 1,057,816	$ 1,010,036
Total admitted assets — NAIC SAP	$ 1,057,894	$ 1,010,036

Note 2 - Accounting Changes and Corrections of Errors

In 2012, the Company implemented Statement of Statutory Accounting Principles (SSAP) No. 101, Income Taxes – A Replacement of SSAP No. 10R and SSAP No. 10. The new statement includes revised guidance for tax contingencies, non-elective deferred tax asset admissibility test along with significant modifications to the deferred tax asset admissibility test. A change resulting from the adoption of this revised statement should be accounted for prospectively. As a result of the adoption, the Company recalculated the non-admitted deferred tax asset balance as of December 31, 2011 in accordance with SSAP No. 101. This resulted in an increase to the net deferred tax asset of approximately $8,246,000 and a corresponding decrease of approximately $8,246,000 to the non-admitted deferred tax asset balance. The cumulative effect of this change in accounting principle was recorded by the Company in accordance with SSAP No. 3, Accounting *Changes and Corrections of Errors* and is reflected as an increase to unassigned funds in the accompanying statutory basis financial statements as of June 30, 2012.

Note 3 - Business Combinations and Goodwill

No significant change.

Note 4 - Discontinued Operations

No significant change.

Note 5 – Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans

No significant change.

B. Debt restructuring.

No significant change.

C. Reverse Mortgages.

No significant change.

D. Loan-Backed Securities

NOTES TO FINANCIAL STATEMENTS

1) Prepayment assumptions for single class and multi-class mortgage-backed/asset-backed securities were obtained from an external data source vendor.

2) The Company did not recognize other-than-temporary impairments on mortgage-type investments as of June 30, 2012.

3) The Company did not have mortgage-type investments with an other-than-temporary impairment to report by CUSIP as of June 30, 2012.

4) The table below represents impaired Mortgages, Collateralized Mortgage Obligations and Asset Backed Securities - Structured Assets Only for which an other-than-temporary impairment has not been recognized in earnings as of June 30, 2012 (in thousands):

	Less Than 12 Months		12 Months or Greater		Total Unrealized	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Fixed Income-Mortgage	$ -	$ -	$ -	$ (36)	$ -	$ (36)

5) The Company believes that it will collect all principal and interest due on all investments that have an amortized cost in excess of fair value. The unrealized losses as of June 30, 2012 were primarily caused by interest rate increases and not by unfavorable changes in the credit ratings associated with these securities.

E. Repurchase Agreements and/or Securities Lending Transactions

No significant change.

F. Real Estate

No significant change.

G. Investments in Low-Income Housing Tax Credits

No significant change.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

Note 7 - Investment Income

No significant change.

Note 8 - Derivative Instruments

No significant change.

Note 9 - Income Taxes

SSAP No. 101, *Income Taxes – A Replacement of SSAP No. 10R and SSAP No. 10*, is 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 assets admissibility test, and disclosure modifications. A change resulting from this adoption should be accounted for prospectively and reflected as a change in accounting principle in accordance with SSAP No. 3 —*Accounting Changes and Corrections of Errors* (see Note 2).

The Company's net deferred tax asset increased approximately $5,197,000 from December 31, 2011 to June 30, 2012 primarily as a result of the changes in premiums received in advance. This change in net deferred income taxes had a corresponding impact on the current federal income tax provision.

Note 10 - Information Concerning Parent, Subsidiaries and Affiliates

No significant change.

Note 11 - Debt

No significant change.

Note 12 - Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

No significant change.

NOTES TO FINANCIAL STATEMENTS

Note 13 - Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

On March 7 and May 18, 2012, the Company declared ordinary cash dividends of $20,000,000 and $60,000,000, respectively, to the sole shareholder, UnitedHealthcare Services Company of the River Valley, Inc. (UHS-RV). The dividends were paid on March 29 and June 8, 2012, respectively . The ordinary dividends complied with the provisions set forth in the statutes of Illinois. The dividends were recorded as a reduction to unassigned surplus.

Note 14 - Contingencies

No significant change.

Note 15 - Leases

No significant change.

Note 16 - Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

No significant change.

Note 17 - Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

A. The Company did not have any transfers of receivables reported as sales as of June 30, 2012 or December 31, 2011.

B. The Company did not have any transfer and servicing of financial assets as of June 30, 2012 or December 31, 2011.

C. No transactions involving wash sales of securities with an NAIC designation of 3 or below or unrated securities occurred as of June 30, 2012 or the year ended December 31, 2011.

Note 18 - Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

Included as a liability and receivable for amounts held under uninsured plans is approximately $20,754,000 and $836,000 as of June 30, 2012 and approximately $5,715,000 and $3,039,000 as of December 31, 2011, respectively, related to Medicare Part D program for the catastrophic reinsurance, low-income member cost-sharing subsidies and coverage gap discount program. The Company has also recorded a liability and receivable of approximately $0 and $31,000 as of June 30, 2012 and approximately $61,000 and $35,000 as of December 31, 2011, respectively, related to uninsured plans for a prior ASO contract in eastern Tennessee for the TennCare product. In addition, the Company recorded approximately $89,000 and $72,000 as a liability for amounts held under uninsured plans related to certain pharmacy data events as of June 30, 2012 and December 31, 2011, respectively.

Note 19 - Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

No significant change.

Note 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 inactive 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.

NOTES TO FINANCIAL STATEMENTS

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 June 30, 2012 and 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 (in thousands):

	June 30, 2012			
	Quoted Prices in Active Markets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	Total Fair Value
Corporate bonds	$ -	$ 807	$ -	$ 807

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

There were no transfers between Levels 1 and 2 as of June 30, 2012 and December 31, 2011.

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

NOTES TO FINANCIAL STATEMENTS

The aggregate fair value by hierarchy of all financial instruments as of June 30, 2012 and December 31, 2011 is presented in the table below (in thousands):

	June 30, 2012				
	Total Fair Value	Total Admitted Assets	Quoted Prices In Active Markets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
U.S. Government and Agency Securities	$ 259,586	$ 255,334	$ 128,715	$ 130,871	$ -
State and Agency Municipalities	197,167	185,756	-	197,167	-
City and County Municipalities	93,056	87,483	-	93,056	-
Corporate Debt Securities	210,186	203,609	-	210,186	-
Commercial Paper and Money-Market Funds	99,609	99,609	99,609	-	-
Total	$ 859,604	$ 831,791	$ 228,324	$ 631,280	$ -

	2011				
	Total Fair Value	Total Admitted Assets	Quoted Prices In Active Markets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
U.S. Government and Agency Securities	$ 221,194	$ 217,357	$ 103,612	$ 117,582	$ -
State and Agency Municipalities	196,992	184,302	-	196,992	-
City and County Municipalities	93,613	87,884	-	93,613	-
Corporate Debt Securities	171,371	165,497	-	171,371	-
Commercial Paper and Money-Market Funds	167,751	167,751	167,751	-	-
Total	$ 850,921	$ 822,791	$ 271,363	$ 579,558	$ -

There were no financial instruments that were not practicable to estimate at fair value.

Fair values of 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, benchmark yields, credit spreads, default rates, prepayment speeds and non-binding broker quotes. 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 a secondary pricing source, 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. The Company's internal price verification procedures and review of fair value methodology documentation provided by independent pricing services has not historically resulted in adjustment in the prices obtained from the pricing service.

Note 21 - Other Items

The Company recorded receivables related to retroactive policies and estimated withholds of approximately $42,004,000 and $6,923,000 as of December 31, 2011 for TennCare Medicaid and CHOICES, respectively. As of June 30, 2012, the Company has collected approximately $49,406,000 and $12,272,000 in Medicaid and CHOICES retroactive premiums and estimated withholds related to prior year, respectively. Currently, there is approximately $5,509,000 and $14,000 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 in 2011.

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

The Company elected to use rounding in reporting amounts in the notes to statutory basis statements.

NOTES TO FINANCIAL STATEMENTS

Note 22 - Events Subsequent

Effective July 1, 2012, the Company entered into a revised subordinated revolving credit agreement with UnitedHealth Group, Incorporated (UnitedHealth Group). The Company now holds a $200,000,000 subordinated revolving credit with UnitedHealth Group. Interest on the outstanding balance shall be payable at an interest rate of LIBOR plus a margin of 0.50%. This agreement may be terminated without penalty by either party or will terminate immediately if the Company is no longer under common ownership and control of UnitedHealth Group.

Note 23 - Reinsurance

No significant change.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

The Company has Medicare business which is subject to a retrospective rating feature related to Part D premiums. The Company has estimated accrued retrospective premiums related to Part D premiums based on guidelines determined by the Center for Medicare and Medicaid Services. The formula is tiered and based on medical loss ratio. The amount of Part D earned premiums subject to retrospective rating was approximately $45,514,000 and $76,658,000 representing 2.3% and 2.0% of total net premiums written as of June 30, 2012 and December 31, 2011, respectively.

The Company has contracts with the federal government through the Office of Personnel Management to administer the Federal Employees Health Benefit Program. The Company is subject to rate adjustments through audits by the Office of Personnel Management. The amount of earned premiums subject to retrospective rating was approximately $8,946,000 and $20,106,000 representing 0.4% and 0.5% of total net premiums written as of June 30, 2012 and December 31, 2011, respectively.

Pursuant to the Health Reform Legislation, 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 period ended June 30, 2012 (in thousands):

	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	$ -	$ 173	$ -	$ -	$ 173
(2) Medical Loss Ratio Rebates Paid	-	-	-	-	-
(3) Medical Loss Rebates Unpaid	-	173	-	-	173
(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	-	1,296	253	-	1,549
(8) Medical Loss Ratio Rebates Paid	-	-	-		-
(9) Medical Loss Rebates Unpaid	-	1,469	253	-	1,722
(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	1,722

NOTES TO FINANCIAL STATEMENTS

Note 25 - Change in Incurred Losses and Loss Adjustment Expenses

Changes in estimates related to the prior year incurred claims are included in total hospital and medical expenses in the current year in the accompanying statutory basis statements of operations. The following tables disclose paid claims, incurred claims, and the balance in the claims unpaid, accrued medical incentive pool and bonus amounts, aggregate health claim reserves and health care receivables at June 30, 2012 and December 31, 2011 (in thousands):

	June 30, 2012		
	Current Year Incurred Claims	Prior Years Incurred Claims	Total
Beginning of year claim reserve	$ -	$ (394,147)	$ (394,147)
Paid claims, net of health care receivables	1,307,580	303,973	1,611,553
End of year claim reserve	341,361	31,931	373,292
Incurred claims excluding the change in health care receivables	1,648,941	(58,243)	1,590,698
Beginning of year health care receivables and reinsurance recoveries	-	16,413	16,413
End of year health care receivables	(16,791)	(1,634)	(18,425)
Total incurred claims	$ 1,632,150	$ (43,464)	$ 1,588,686

	2011		
	Current Year Incurred Claims	Prior Years Incurred Claims	Total
Beginning of year claim reserve	$ -	$ (398,112)	$ (398,112)
Paid claims, net of health care receivables	2,783,173	326,024	3,109,197
End of year claim reserve	371,895	22,252	394,147
Incurred claims excluding the change in health care receivables	3,155,068	(49,836)	3,105,232
Beginning of year health care receivables	-	11,306	11,306
End of year health care receivables	(15,706)	(707)	(16,413)
Total incurred claims	$ 3,139,362	$ (39,237)	$ 3,100,125

The liability for claims unpaid, accrued medical incentive pool and bonus amounts, aggregate health claim reserves and health care receivables as of December 31, 2011 were approximately $377,734,000. As of June 30, 2012, approximately $303,973,000 has been paid for incurred claims attributable to insured events of prior years. Reserves remaining for prior years are now approximately $30,297,000 as a result of re-estimation of unpaid claims. Therefore, there has been approximately $43,464,000 favorable prior year development since December 31, 2011 to June 30, 2012. The primary drivers consists of favorable development as a result of ongoing analysis of loss development trends related to the release and reestablishment of $18,300,000 in known environmental claims and approximately $26,369,000 in retroactivity for inpatient, outpatient, physician, and pharmacy claims. At December 31, 2011, the Company recorded approximately $39,237,000 of favorable development related to insured events of prior years primarily as a result of ongoing analysis of loss development trends related to the release and reestablishment of approximately $22,329,000 in known environmental claims offset by approximately $1,827,000 of unfavorable retroactivity for inpatient, outpatient, physician, and pharmacy claims. 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 unearned premium reserves and reserve for rate credits in the statutory basis statements of operations.

NOTES TO FINANCIAL STATEMENTS

The Company incurred claims adjustment expenses (CAE) of approximately $61,345,000 and $121,875,000 for the six months ended June 30, 2012 and the year ended December 31, 2011, respectively. These costs are included in the management service fees paid by the Company to UHS-RV as a part of its management agreement. The following table discloses paid CAE and incurred CAE for the six months ended June 30, 2012 and the year ended December 31, 2011, and the balance in the unpaid claim adjustment expenses reserve as of June 30, 2012 and December 31, 2011 (in thousands):

	June 30, 2012	2011
Total claims adjustment expenses incurred	$ 61,345	$ 121,875
Less current year unpaid claims adjustment expenses	(9,230)	(9,035)
Add prior year unpaid claims adjustment expenses	9,035	9,778
Total claims adjustment expenses paid	$ 61,150	$ 122,618

Note 26 - Intercompany Pooling Arrangements

No significant change.

Note 27 - Structured Settlements

No significant change.

Note 28 - Health Care Receivables

No significant change.

Note 29 - Participating Policies

No significant change.

Note 30 - Premium Deficiency Reserves

No significant change.

Note 31 – Anticipated Salvage and Subrogation

No significant change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [ ] No [X]

1.2 If yes, has the report been filed with the domiciliary state? Yes [ ] No [ ]

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [ ] No [X]

2.2 If yes, date of change:

3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [X] No [ ]
If yes, complete the Schedule Y - Part 1 - organizational chart.

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [ ] No [X]

4.2 If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [ ] No [X] N/A [ ]
If yes, attach an explanation.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2007

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2007

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 06/22/2009

6.4 By what department or departments?
Illinois Department of Insurance

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [ ] No [ ] N/A [X]

6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [ ] N/A [ ]

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [ ] No [X]

7.2 If yes, give full information:

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [ ] No [X]

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [X] No [ ]

8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

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

GENERAL INTERROGATORIES

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [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.

9.11 If the response to 9.1 is No, please explain:

9.2 Has the code of ethics for senior managers been amended? Yes [ ] No [X]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [ ] No [X]

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [X] No [ ]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $ 0

INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [ ] No [X]

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

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: $

13. Amount of real estate and mortgages held in short-term investments: $

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [ ] No [X]

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	$ 0	$
14.22 Preferred Stock	$ 0	$
14.23 Common Stock	$ 0	$
14.24 Short-Term Investments	$ 0	$
14.25 Mortgage Loans on Real Estate	$ 0	$
14.26 All Other	$ 0	$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 0	$ 0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	$	$

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [ ] No [X]

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

GENERAL INTERROGATORIES

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

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

1 Name of Custodian(s)	2 Custodian Address
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

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

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

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? ..... Yes [ ] No [X]

16.4 If yes, give full information relating thereto:

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

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

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

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

17.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent ..... 81.3 %

1.2 A&H cost containment percent ..... 2.1 %

1.3 A&H expense percent excluding cost containment expenses ..... 11.6 %

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

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

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

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

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

		1	Direct Business Only							
			2	3	4	5	6	7	8	9
	States, etc.	Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	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	14,054,187	39,297,751					53,351,938	
15.	Indiana IN	N							0	
16.	Iowa IA	L	113,542,820	88,029,261		9,532,113			211,104,194	
17.	Kansas KS	N							0	
18.	Kentucky KY	N							0	
19.	Louisiana LA	N							0	
20.	Maine ME	N							0	
21.	Maryland MD	N							0	
22.	Massachusetts MA	N							0	
23.	Michigan MI	N							0	
24.	Minnesota MN	N							0	
25.	Mississippi MS	N							0	
26.	Missouri MO	N							0	
27.	Montana MT	N							0	
28.	Nebraska NE	N							0	
29.	Nevada NV	N							0	
30.	New Hampshire NH	N							0	
31.	New Jersey NJ	N							0	
32.	New Mexico NM	N							0	
33.	New York NY	N							0	
34.	North Carolina NC	N							0	
35.	North Dakota ND	N							0	
36.	Ohio OH	N							0	
37.	Oklahoma OK	N							0	
38.	Oregon OR	N							0	
39.	Pennsylvania PA	N							0	
40.	Rhode Island RI	N							0	
41.	South Carolina SC	N							0	
42.	South Dakota SD	N							0	
43.	Tennessee TN	L	57,385,724	366,493,656	1,255,980,070				1,679,859,450	
44.	Texas TX	N							0	
45.	Utah UT	N							0	
46.	Vermont VT	N							0	
47.	Virginia VA	L	18,507,813	45,348,122					63,855,935	
48.	Washington WA	N							0	
49.	West Virginia WV	N							0	
50.	Wisconsin WI	N							0	
51.	Wyoming WY	N							0	
52.	American Samoa AS	N							0	
53.	Guam GU	N							0	
54.	Puerto Rico PR	N							0	
55.	U.S. Virgin Islands VI	N							0	
56.	Northern Mariana Islands MP	N							0	
57.	Canada CN	N							0	
58.	Aggregate Other Aliens OT	XXX	0	0	0	0	0	0	0	0
59.	Subtotal	XXX	203,490,544	539,168,790	1,255,980,070	9,532,113	0	0	2,008,171,517	0
60.	Reporting Entity Contributions for Employee Benefit Plans	XXX							0	
61.	Totals (Direct Business)	(a) 4	203,490,544	539,168,790	1,255,980,070	9,532,113	0	0	2,008,171,517	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

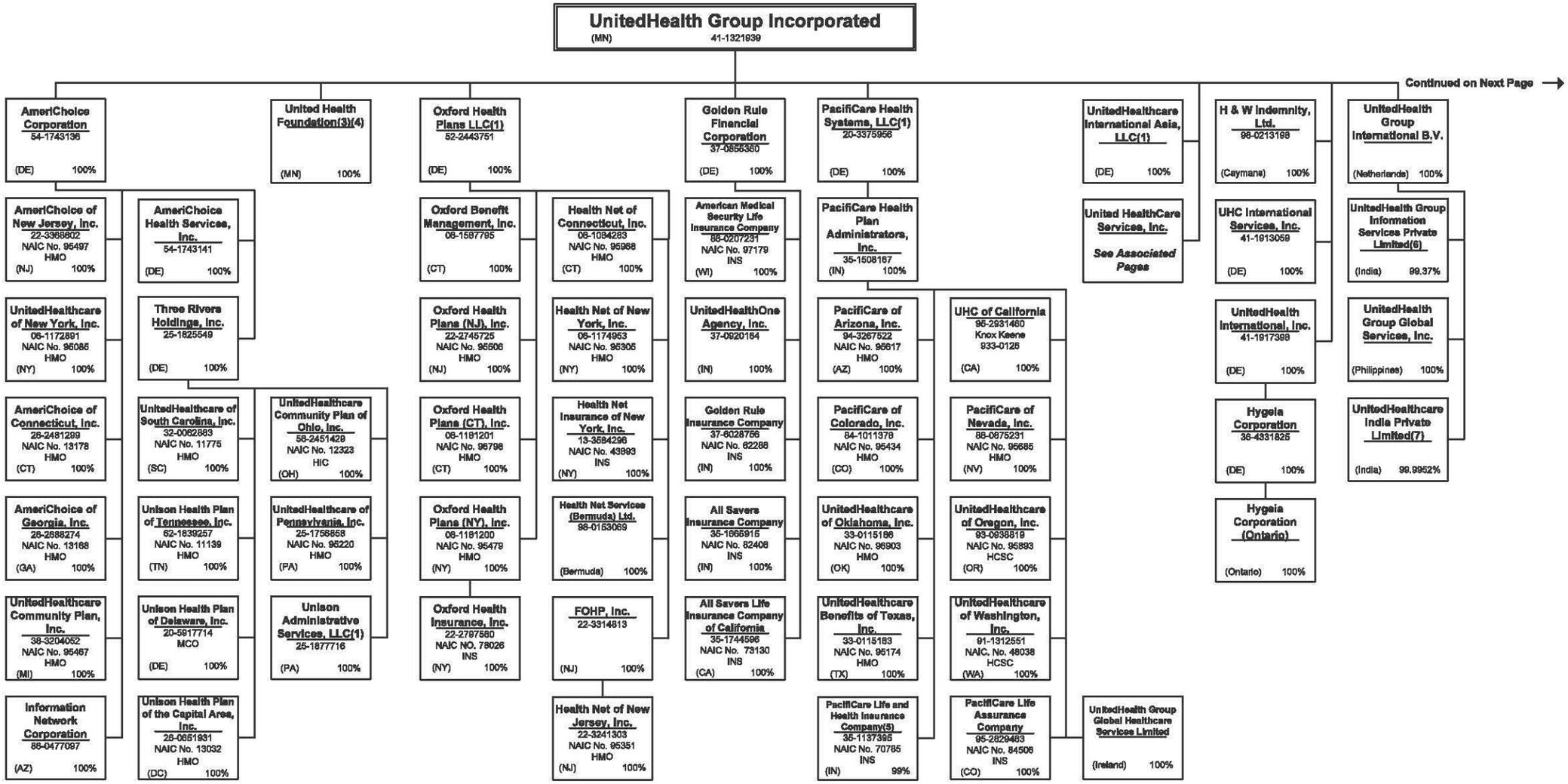
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

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

Premiums are allocated by state based on geographic market.

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

PART 1 - ORGANIZATIONAL CHART



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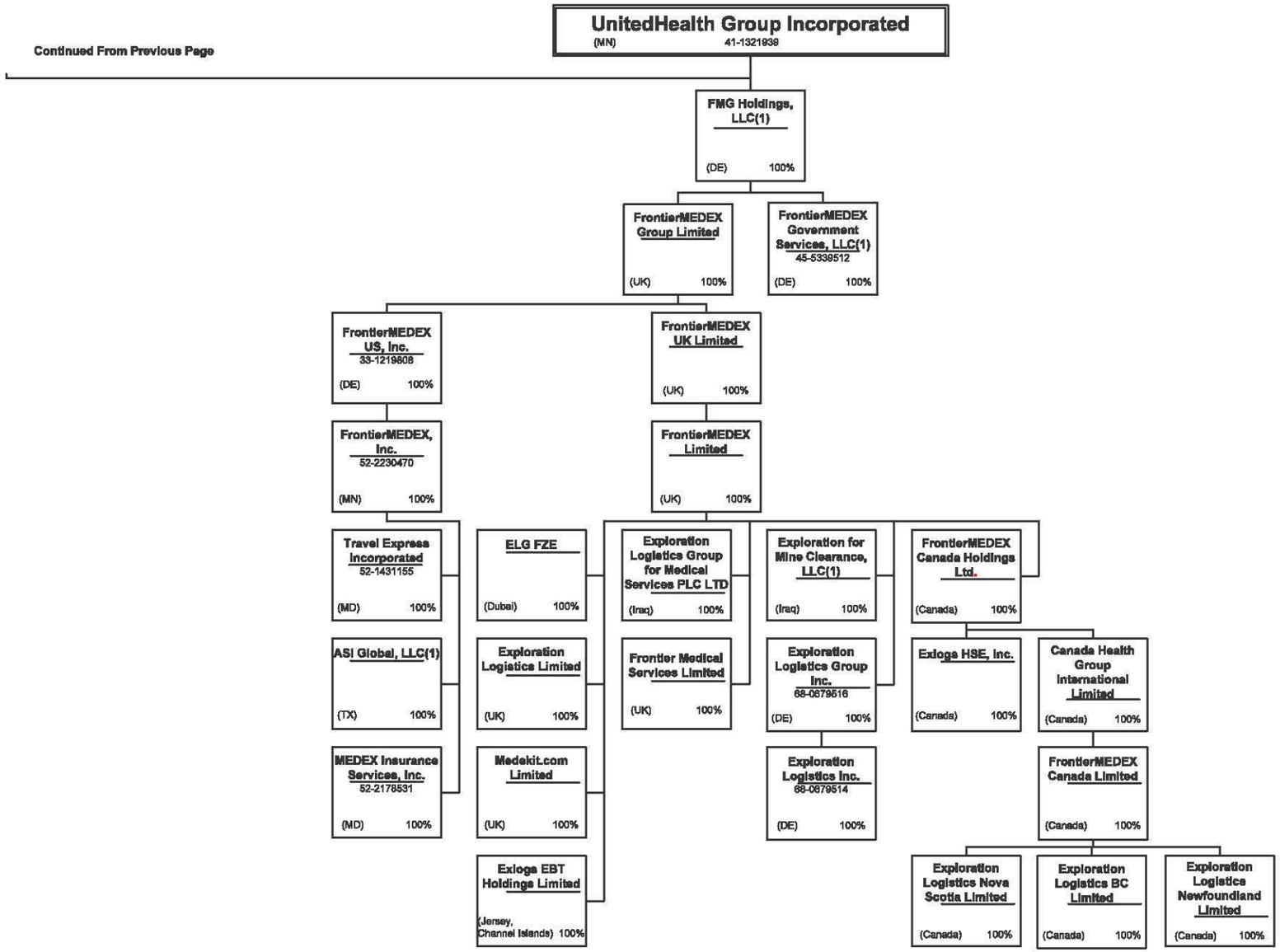

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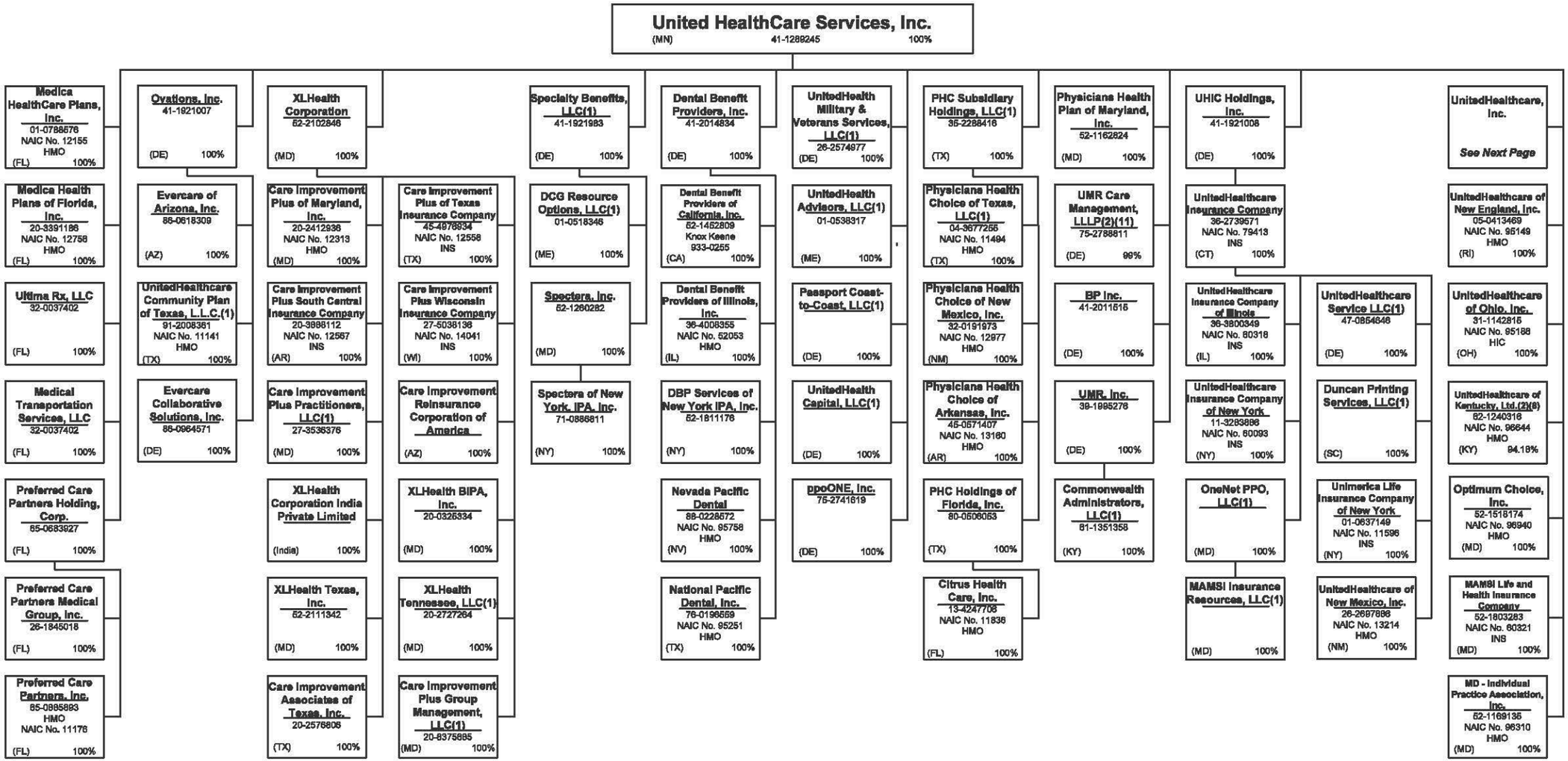

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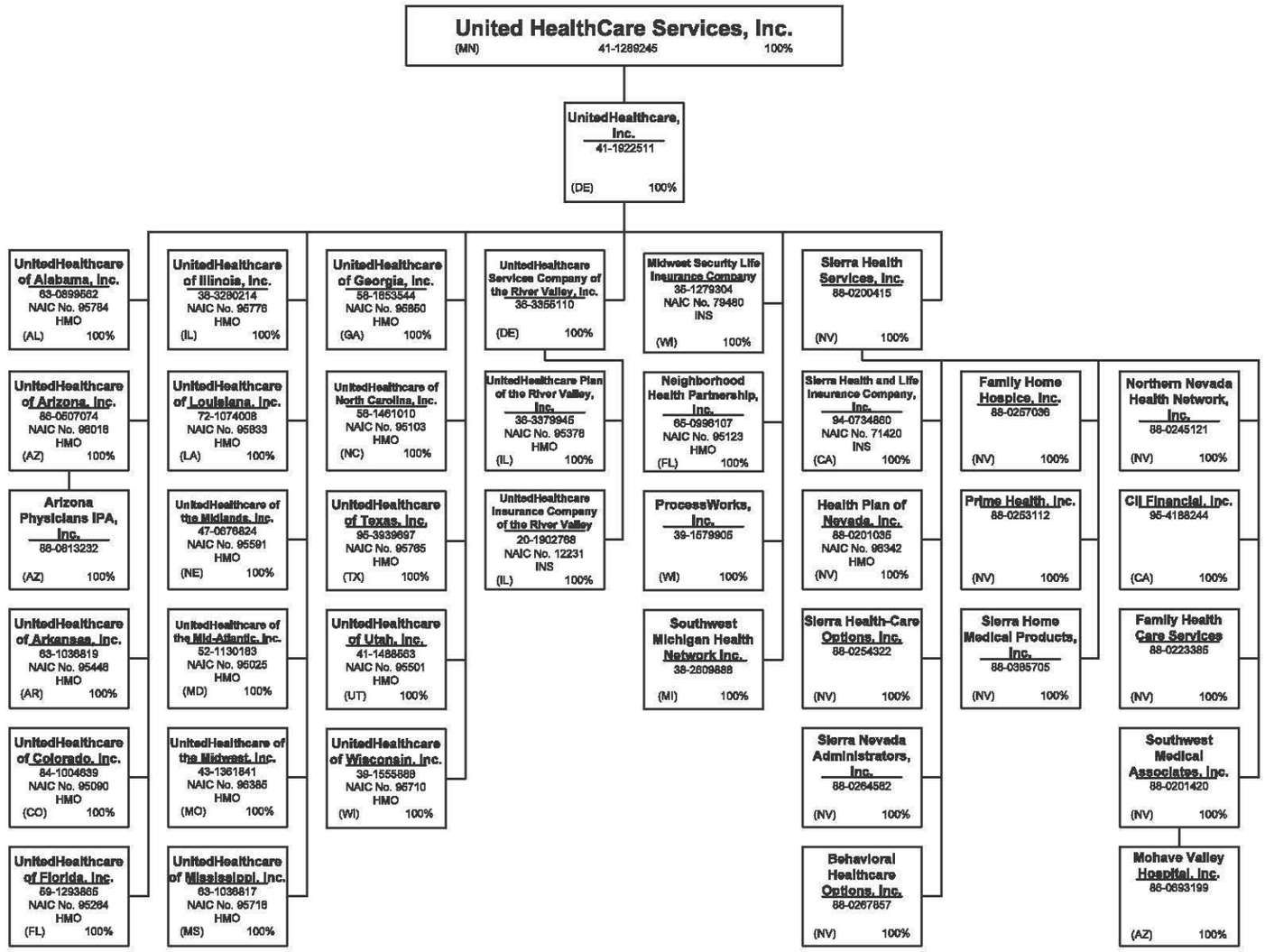

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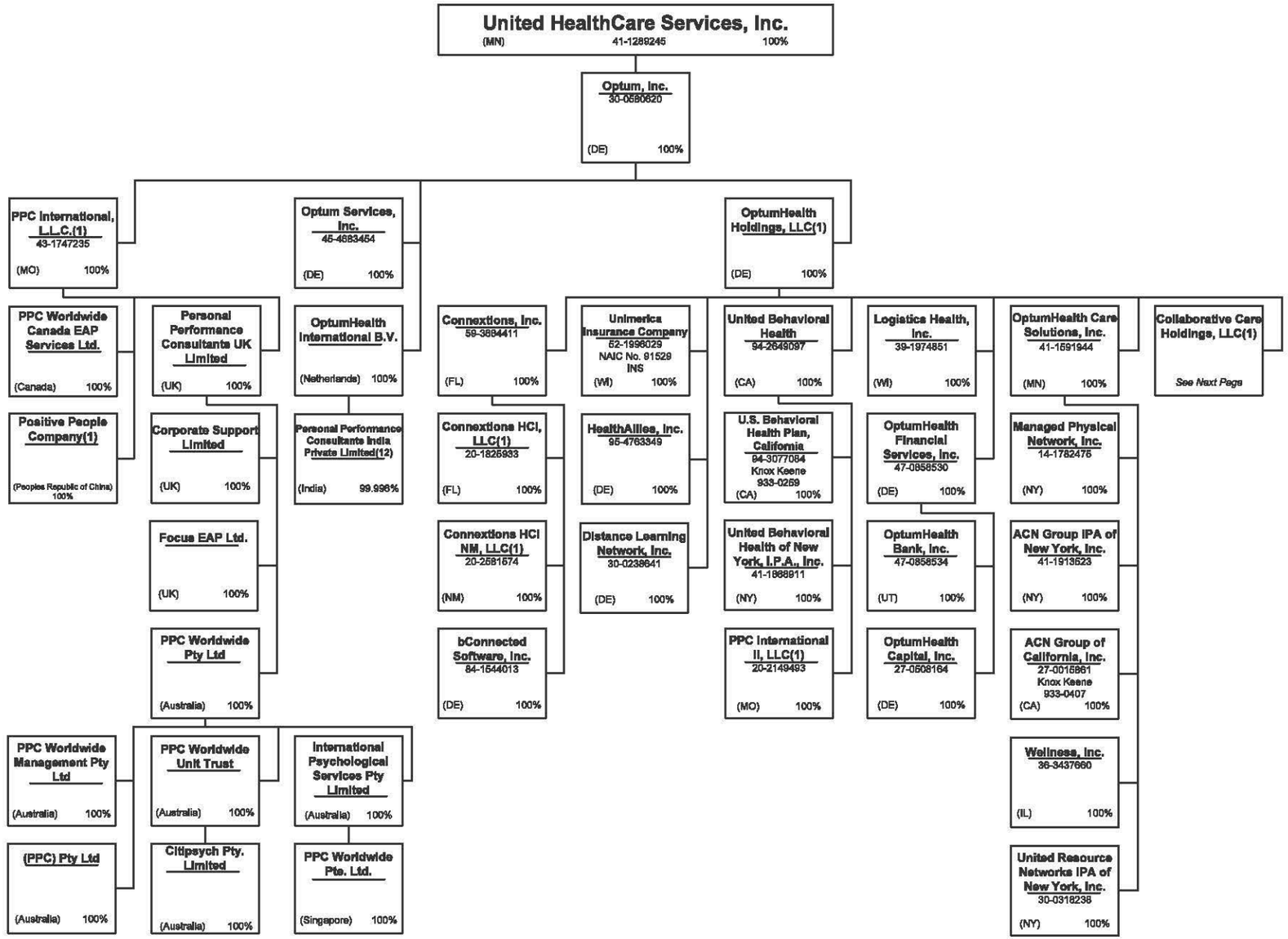

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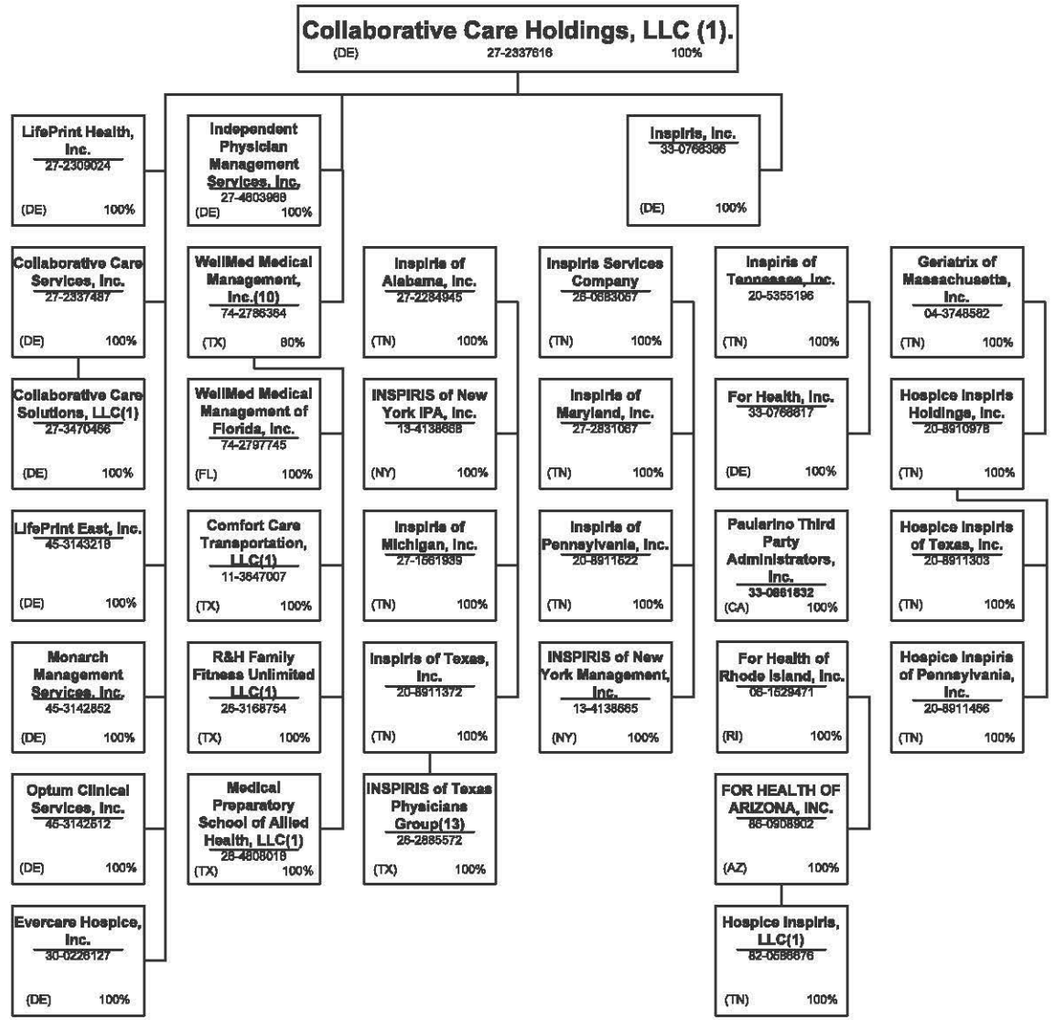

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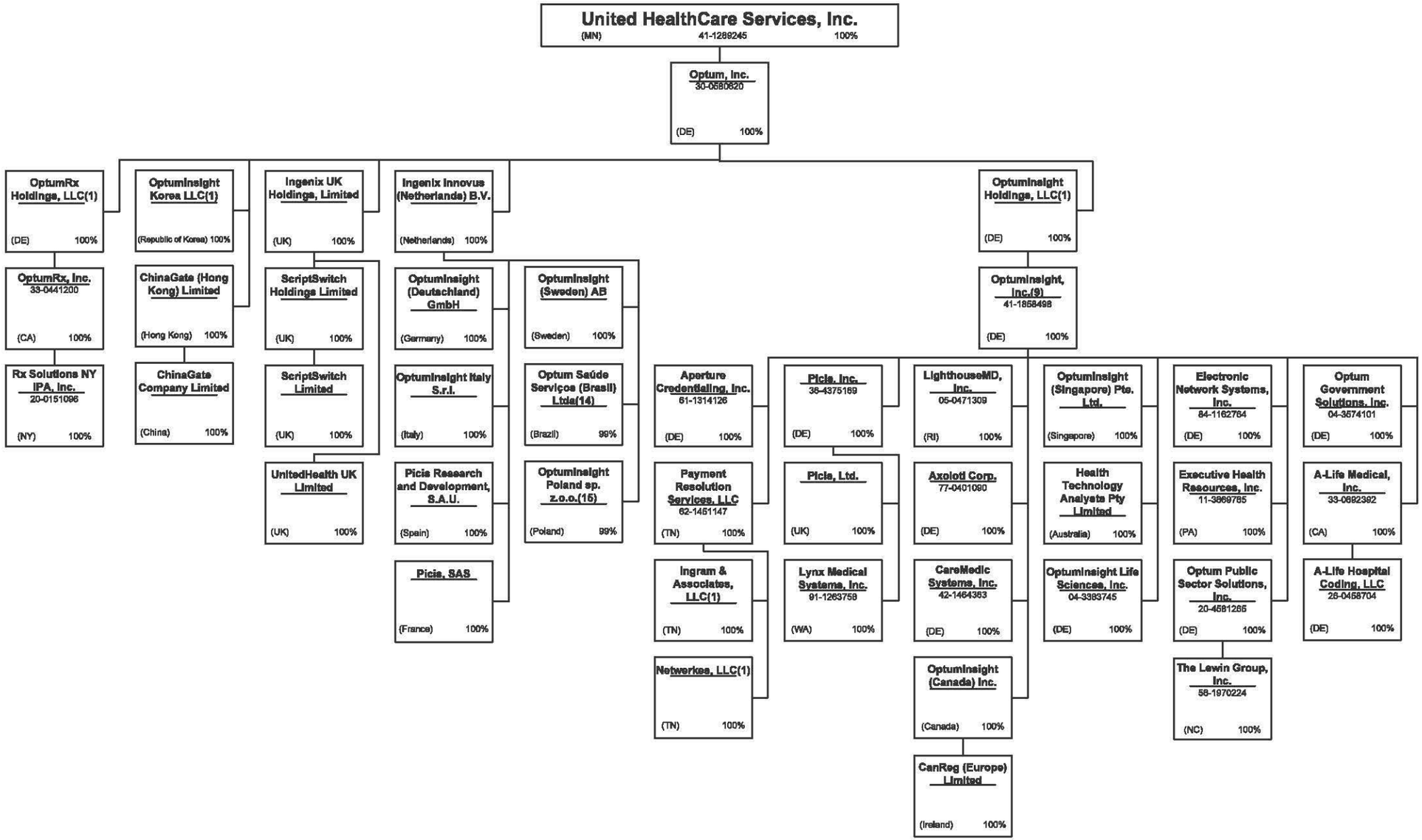
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