



HEALTH QUARTERLY STATEMENT
 AS OF JUNE 30, 2010
 OF THE CONDITION AND AFFAIRS OF THE
UnitedHealthcare Plan of the River Valley, Inc.

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

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

Country of Domicile United States of America

Licensed as business type: Health Maintenance Organization

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

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

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

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

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

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

Internet Web Site Address UHCRiverValley.com

Statutory Statement Contact Joan G Mincer, 309-757-6285
(Name) (Area Code) (Telephone Number)
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OFFICERS

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

OTHER

Bruce Chase Steffens M.D. Chief Medical Officer

DIRECTORS OR TRUSTEES

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

State of Illinois
 County of Rock Island

State of Minnesota
 County of Hennepin

State of NOT USED
 County of _____

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

<u>Daniel Roger Kueter</u> President	<u>Christina Regina Palme-Krizak</u> Secretary	NOT USED
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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 _____
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- a. Is this an original filing?..... Yes [X] No []
- b. If no,
1. State the amendment number.....
 2. Date filed.....
 3. Number of pages attached.....

STATEMENT AS OF JUNE 30, 2010 OF THE UnitedHealthcare Plan of the River Valley, Inc.

ASSETS

	Current Statement Date			4 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	502,070,102		502,070,102	468,400,347
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 (\$1,191,071), cash equivalents (\$1,999,964), and short-term investments (\$174,792,947)	177,983,985		177,983,985	251,082,820
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets			0	0
9. Receivables for securities	945,000		945,000	0
10. Aggregate write-ins for invested assets	0	0	0	0
11. Subtotals, cash and invested assets (Lines 1 to 10)	680,999,086	0	680,999,086	719,483,167
12. Title plants less \$ charged off (for Title insurers only)			0	0
13. Investment income due and accrued	5,896,575		5,896,575	5,224,125
14. Premiums and considerations:				
14.1 Uncollected premiums and agents' balances in the course of collection	50,659,208		50,659,208	69,674,822
14.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
14.3 Accrued retrospective premiums	2,454,238		2,454,238	2,069,610
15. Reinsurance:				
15.1 Amounts recoverable from reinsurers	0		0	0
15.2 Funds held by or deposited with reinsured companies			0	0
15.3 Other amounts receivable under reinsurance contracts			0	0
16. Amounts receivable relating to uninsured plans	6,264		6,264	4,305,290
17.1 Current federal and foreign income tax recoverable and interest thereon			0	0
17.2 Net deferred tax asset	48,434,587	41,800,673	6,633,914	7,356,847
18. Guaranty funds receivable or on deposit			0	0
19. Electronic data processing equipment and software	0		0	0
20. Furniture and equipment, including health care delivery assets (\$)			0	0
21. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
22. Receivables from parent, subsidiaries and affiliates			0	0
23. Health care (\$) and other amounts receivable	7,812,330	1,856,170	5,956,160	5,364,165
24. Aggregate write-ins for other than invested assets	3,854,444	75,000	3,779,444	580,083
25. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 11 to 24)	800,116,732	43,731,843	756,384,890	814,058,108
26. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
27. Total (Lines 25 and 26)	800,116,732	43,731,843	756,384,890	814,058,108
DETAILS OF WRITE-INS				
1001.				
1002.				
1003.				
1098. Summary of remaining write-ins for Line 10 from overflow page	0	0	0	0
1099. Totals (Lines 1001 through 1003 plus 1098)(Line 10 above)	0	0	0	0
2401. Medicare	3,779,444		3,779,444	580,083
2402. Prepaid Assets	75,000	75,000	0	0
2403.				
2498. Summary of remaining write-ins for Line 24 from overflow page	0	0	0	0
2499. Totals (Lines 2401 through 2403 plus 2498)(Line 24 above)	3,854,444	75,000	3,779,444	580,083

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$0 reinsurance ceded)	292,135,865	14,407,540	306,543,405	253,290,037
2. Accrued medical incentive pool and bonus amounts	1,616,311		1,616,311	1,631,240
3. Unpaid claims adjustment expenses	7,255,011		7,255,011	6,174,911
4. Aggregate health policy reserves	3,630,302		3,630,302	5,176,110
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves	343,659		343,659	320,070
8. Premiums received in advance	4,956,456		4,956,456	6,321,533
9. General expenses due or accrued	39,330,616		39,330,616	32,784,452
10.1 Current federal and foreign income tax payable and interest thereon (including \$0 on realized gains (losses))	7,591,139		7,591,139	2,905,353
10.2 Net deferred tax liability	0		0	1
11. Ceded reinsurance premiums payable	245,821		245,821	202,439
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	66,784,290		66,784,290	237,256,171
16. Derivatives			0	0
17. Payable for securities	0		0	0
18. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
19. Reinsurance in unauthorized companies			0	0
20. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
21. Liability for amounts held under uninsured plans	783,658		783,658	1
22. Aggregate write-ins for other liabilities (including \$ current)	0	0	0	0
23. Total liabilities (Lines 1 to 22)	424,673,127	14,407,540	439,080,667	546,062,318
24. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
25. Common capital stock	XXX	XXX	610,000	610,000
26. Preferred capital stock	XXX	XXX		
27. Gross paid in and contributed surplus	XXX	XXX	37,441,000	37,441,000
28. Surplus notes	XXX	XXX		0
29. Aggregate write-ins for other than special surplus funds	XXX	XXX	1,500,000	1,500,000
30. Unassigned funds (surplus)	XXX	XXX	277,753,223	228,444,789
31. Less treasury stock, at cost:				
31.1 shares common (value included in Line 25 \$)	XXX	XXX		
31.2 shares preferred (value included in Line 26 \$)	XXX	XXX		
32. Total capital and surplus (Lines 24 to 30 minus Line 31)	XXX	XXX	317,304,223	267,995,789
33. Total liabilities, capital and surplus (Lines 23 and 32)	XXX	XXX	756,384,890	814,058,107
DETAILS OF WRITE-INS				
2201.				
2202.				
2203.				
2298. Summary of remaining write-ins for Line 22 from overflow page	0	0	0	0
2299. Totals (Lines 2201 through 2203 plus 2298)(Line 22 above)	0	0	0	0
2401.	XXX	XXX		
2402.	XXX	XXX		
2403.	XXX	XXX		
2498. Summary of remaining write-ins for Line 24 from overflow page	XXX	XXX	0	0
2499. Totals (Lines 2401 through 2403 plus 2498)(Line 24 above)	XXX	XXX	0	0
2901. Statutory Fund	XXX	XXX	1,500,000	1,500,000
2902.	XXX	XXX		
2903.	XXX	XXX		
2998. Summary of remaining write-ins for Line 29 from overflow page	XXX	XXX	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 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	4,302,687	4,614,810	8,244,539
2. Net premium income (including \$ non-health premium income).....	XXX	1,379,217,898	1,134,531,152	2,376,528,654
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	1,379,098	405,022	(5,828,560)
4. Fee-for-service (net of \$ medical expenses).....	XXX			0
5. Risk revenue	XXX			0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	1,380,596,996	1,134,936,174	2,370,700,094
Hospital and Medical:				
9. Hospital/medical benefits	36,232,738	1,061,022,403	907,393,954	1,868,771,109
10. Other professional services		6,114,799	3,184,758	10,269,386
11. Outside referrals				0
12. Emergency room and out-of-area				0
13. Prescription drugs		49,725,589	45,059,445	85,173,198
14. Aggregate write-ins for other hospital and medical	0	214,160	0	0
15. Incentive pool, withhold adjustments and bonus amounts		334,511	(112,055)	935,202
16. Subtotal (Lines 9 to 15)	36,232,738	1,117,411,462	955,526,102	1,965,148,895
Less:				
17. Net reinsurance recoveries		(52,370)		52,370
18. Total hospital and medical (Lines 16 minus 17)	36,232,738	1,117,463,832	955,526,102	1,965,096,525
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$ 22,612,376 cost containment expenses		37,070,376	25,780,636	58,957,623
21. General administrative expenses		158,631,792	104,700,612	252,624,509
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)				0
23. Total underwriting deductions (Lines 18 through 22).....	36,232,738	1,313,166,000	1,086,007,350	2,276,678,657
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	67,430,996	48,928,824	94,021,437
25. Net investment income earned		7,940,076	6,868,624	14,348,072
26. Net realized capital gains (losses) less capital gains tax of \$		(51,124)	1,675,100	751,659
27. Net investment gains (losses) (Lines 25 plus 26)	0	7,888,952	8,543,724	15,099,731
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)].....				
29. Aggregate write-ins for other income or expenses	0	(3,184,400)	(134,611)	(1,011,187)
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	72,135,548	57,337,937	108,109,981
31. Federal and foreign income taxes incurred	XXX	23,085,929	17,857,998	31,782,258
32. Net income (loss) (Lines 30 minus 31)	XXX	49,049,619	39,479,939	76,327,723
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401. Med Cst-Patient Transport		194,226		
1402. Med Cst-Other Misc Expenses		19,934		
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	214,160	0	0
2901. Fines and Penalties - Regulatory Authorities		(3,184,400)	(134,611)	(1,011,187)
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	(3,184,400)	(134,611)	(1,011,187)

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.....	267,995,787	225,550,877	225,550,877
34. Net income or (loss) from Line 32.....	49,049,619	39,479,939	76,327,723
35. Change in valuation basis of aggregate policy and claim reserves.....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....		(6)	
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....	(722,933)	19,513	(3,396,354)
39. Change in nonadmitted assets.....	981,750	(801,120)	2,470,984
40. Change in unauthorized reinsurance.....	0	0	0
41. Change in treasury stock.....	0	0	0
42. Change in surplus notes.....	0	0	0
43. Cumulative effect of changes in accounting principles.....			
44. Capital Changes:			
44.1 Paid in.....	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in.....	0	0	0
45.2 Transferred to capital (Stock Dividend).....			
45.3 Transferred from capital.....			
46. Dividends to stockholders.....			(35,000,000)
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	2,042,559
48. Net change in capital & surplus (Lines 34 to 47).....	49,308,436	38,698,326	42,444,912
49. Capital and surplus end of reporting period (Line 33 plus 48)	317,304,223	264,249,203	267,995,789
DETAILS OF WRITE-INS			
4701. Corrections subsequent to issuance of the prior Y/E annual statement.....			2,042,577
4702. Income Taxes to Surplus Adj.....			(18)
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	2,042,559

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	1,397,862,905	1,115,709,932	2,321,776,259
2. Net investment income	3,213,438	6,248,908	9,256,877
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	1,401,076,343	1,121,958,840	2,331,033,136
5. Benefit and loss related payments	1,066,168,068	905,092,479	1,933,216,900
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	192,340,404	124,961,442	289,933,112
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	18,400,144	(1,169,989)	26,598,450
10. Total (Lines 5 through 9)	1,276,908,616	1,028,883,932	2,249,748,462
11. Net cash from operations (Line 4 minus Line 10)	124,167,727	93,074,908	81,284,674
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	24,803,199	78,107,130	134,701,400
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	0	0
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	24,803,199	78,107,130	134,701,400
13. Cost of investments acquired (long-term only):			
13.1 Bonds	61,586,079	160,539,918	295,026,920
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	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	61,586,079	160,539,918	295,026,920
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)	(36,782,880)	(82,432,788)	(160,325,520)
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	0	0	35,000,000
16.6 Other cash provided (applied)	(160,483,683)	91,556,760	211,005,226
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(160,483,683)	91,556,760	176,005,226
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)	(73,098,836)	102,198,880	96,964,380
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	251,082,821	154,118,441	154,118,441
19.2 End of period (Line 18 plus Line 19.1)	177,983,985	256,317,321	251,082,821

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	684,162	0	112,720	0	0	0	4,558	51,767	515,117	0
2. First Quarter	715,497		116,595				4,840	55,941	538,121	
3. Second Quarter	727,659		113,301				4,867	58,950	550,541	
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	4,302,687		691,431				14,499	343,687	3,253,070	
Total Member Ambulatory Encounters for Period:										
7. Physician	2,316,640		369,713				1,715	460,993	1,484,219	
8. Non-Physician	582,516		57,574				2,155	189,332	333,455	
9. Total	2,899,156	0	427,287	0	0	0	3,870	650,325	1,817,674	0
10. Hospital Patient Days Incurred	701,462		33,612				567	27,956	639,327	
11. Number of Inpatient Admissions	49,536		2,306				135	3,964	43,131	
12. Health Premiums Written (a)	1,380,628,790		193,459,756				11,470,649	292,775,179	882,923,206	
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	1,380,628,790		193,459,756				11,470,649	292,775,179	882,923,206	
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services.....	1,065,538,878		148,792,815				10,253,860	221,568,763	684,923,440	
18. Amount Incurred for Provision of Health Care Services	1,117,411,462		149,953,739				10,742,417	237,539,856	719,175,450	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 292,775,179

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
0299999 Aggregate accounts not individually listed-uncovered						0
0399999 Aggregate accounts not individually listed-covered						0
0499999 Subtotals	0	0	0	0	0	0
0599999 Unreported claims and other claim reserves						304,842,667
0699999 Total amounts withheld						1,700,738
0799999 Total claims unpaid						306,543,405
0899999 Accrued medical incentive pool and bonus amounts						1,616,311

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	33,742,025	105,786,775	516,196	46,024,657	34,258,221	28,135,899
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan	2,641,548	15,189,813	42,204	2,349,576	2,683,752	1,899,223
6. Title XVIII - Medicare	43,104,385	178,464,379	2,825,257	53,583,161	45,929,642	40,940,847
7. Title XIX - Medicaid	158,014,288	526,909,152	9,278,308	192,267,704	167,292,596	182,634,137
8. Other health					0	0
9. Health subtotal (Lines 1 to 8)	237,502,246	826,350,119	12,661,965	294,225,098	250,164,211	253,610,106
10. Healthcare receivables (a)					0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	(373,929)	723,369	1,063,311	553,000	689,382	1,631,240
13. Totals	237,128,317	827,073,488	13,725,276	294,778,098	250,853,593	255,241,346

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

**NOTES TO STATUTORY BASIS FINANCIAL STATEMENTS
AS OF AND FOR THE QUARTER ENDED JUNE 30, 2010**

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Accounting Practices

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) as certain assets, including certain aged premium and healthcare receivables, are considered nonadmitted assets for statutory purposes and are excluded from the statutory basis statements of admitted assets, liabilities, and capital and surplus.

The IDOI recognizes only statutory accounting practices prescribed or permitted by the state of Illinois for determining and reporting the financial condition and results of operations of an HMO and for determining its solvency under Illinois insurance law. The National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures manual (NAIC SAP) has been adopted with modifications as a component of prescribed or permitted practices by the State of Illinois. No significant differences exist between prescribed or permitted practices by the State of Illinois and NAIC SAP which would materially affect the statutory basis capital and surplus.

B. Use of Estimates in the Preparation of the Financial Statements — These statutory basis financial statements 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 expenses, claims unpaid, and aggregate health 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 income in the period in which the estimate is adjusted.

C. Accounting Policies

In addition, the Company uses the following accounting policies.

1. Short term investments are stated at amortized cost.
2. Bonds are stated at amortized cost.
3. The Company has no investments in common stocks.
4. The Company has no investments in preferred stocks.
5. The company has no investments in mortgage loans on real estate.
6. Loan-backed securities are generally carried at amortized cost or, if rated NAIC 3 or lower, at the lower of the cost or fair value. Amortization is calculated using the retrospective method.
7. The Company has no investments in subsidiaries, controlled or affiliated companies.
8. The Company has no investment in partnerships, joint ventures or limited liability companies.
9. The Company has no investments in derivative financial instruments.
10. The Company anticipates investment income in the premium deficiency reserve calculation, in accordance with SSAP No. 54.
11. Unpaid losses and loss adjustment expenses include amounts, based on past experience, for losses incurred but not reported. Such liabilities are necessarily based on assumptions and estimates and while management believes the amount is adequate, the ultimate liability may be in excess of or less than the amount provided. The methods for making such estimates and for establishing the resulting liability are continually reviewed and any adjustments are reflected in the current period.
12. The Company has not modified its capitalization policy from the prior period.

13. Pharmaceutical rebates receivables consist of reasonable estimated amounts and billed amounts. Both the billed amounts and the estimated amount are admitted assets subject to the following conditions: The estimated amounts are related solely to the actual prescriptions filled during the three months immediately preceding the reporting date; Billed amounts represent pharmaceutical rebate receivables that have been invoiced or confirmed in writing but not collected as of the reporting date and are invoiced within two months following the reporting date. Rebates that have been collected within 90 days of the invoiced date are non-admitted assets.

2. ACCOUNTING CHANGES AND CORRECTION OF ERRORS

No changes in accounting principles or corrections of errors have been recorded during reporting period.

3. BUSINESS COMBINATIONS AND GOODWILL

- A. The Company did not have any business combinations accounted for under the statutory purchase method during the reporting period.
- B. The Company did not have any business combinations account for under the statutory merger method during the reporting period.
- C. The Company did not enter into any assumption reinsurance agreements during the reporting period.
- D. The Company did not recognize an impairment loss relating to a business combination during the reporting period.

4. DISCONTINUED OPERATIONS

- A. The Company did not discontinue any operations during the reporting period.

5. INVESTMENTS AND OTHER INVESTED ASSETS

- A. The Company had no investment in mortgage loans during the reporting period.
- B. The Company had no restructured debt during the reporting period.
- C. The Company had no reverse mortgages during the reporting period.
- D. Loan Backed Securities

5D1 Market Value of Loan-Backed Securities 65,523,822

5D2 Prepayment assumptions for single class and multi-class mortgage-backed/asset-backed securities were obtained from an external data source vendor.

5D4 & 5D5 The table below represents the other-than-temporary impairments on mortgage-type investments for year-to-date 2010:

	1	2	3	4
	Amortized Cost Basis Before Other-Than-Temporary Impairment	Other-Than-Temporary Impairment Recognized in Realized Loss	Fair Value (1 - 2)	Amortized Cost After Other-Than-Temporary Impairment
Aggregate Intent to Sell	0	0	0	0
Aggregate Intent & Ability				

The Company did not recognize any other-than-temporary impairments on mortgage-backed securities due to an inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis, or where the present value of cash flows expected to be collected is less than the amortized cost basis of the security, as of June 30, 2010.

Please note that all impairments were marked down to fair value. No impairment was bifurcated between Realized Losses and Unrealized Losses.

5D6

The table below represents impaired Mortgages, Collateralized Mortgage Obligations and Asset Back Securities - Structured Assets Only for which an other-than-temporary impairment has not been recognized in earnings as of June 30, 2010.

	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	4,659,455	(4,533)	-	-	4,659,455	(4,533)

5D7

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, 2010 were primarily caused by interest rate increases and not by unfavorable changes in the credit ratings associated with these securities.

- E. The Company did not enter into any repurchase agreements during the reporting period.
- F. The Company has no investments in real estate.
- G. The Company has no investments in low-income housing tax credits.

6. JOINT VENTURES, PARTNERSHIPS, AND LIMITED LIABILITY COMPANIES

- A. The Company has no investments in joint ventures, partnerships, or limited liability companies.
- B. The Company did not recognize any impairment write down for investments in joint ventures, partnerships, or limited liability companies.

7. INVESTMENT INCOME

- A. The Company has admitted all investment income due and accrued in the statutory basis statements of admitted assets, liabilities, and capital and surplus.
- B. The total amount excluded: NA

8. DERIVATIVE INSTRUMENTS

The Company has no derivative instruments.

9. INCOME TAXES

- A. No significant change.
- B. There are no unrecognized deferred tax liabilities.
- C. No significant change.
- D. 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 gain taxes.
- E. At the end of the reporting period, the Company had no net operating losses.

Federal income taxes incurred of approximately \$32,208,000 and \$26,305,000 for 2009 and 2008, 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 Code.

The Company does not have any tax contingencies recorded as of the end of the reporting period.

F. (1) The companies included with this Company in a consolidated federal income return filing comprise the Company's ultimate parent UnitedHealth Group Incorporated and its subsidiaries. For a complete list of the companies, please refer to Schedule Y Part 1 excluding Foreign Companies.

(2) The method of allocation between the companies is subject to a written tax sharing agreement that is approved by the Board of Directors of the Company. Under this agreement, the amount of federal income taxes that are paid to or received from UnitedHealth Group Incorporated approximate the amount that would have been computed on a separate company basis. Such payments are made or received on a quarterly basis, at the time of filing of an extension and upon filing of the final return. To the extent the Company's net operating loss or tax credit is utilized on the consolidated tax return, the

Company is entitled to received the amount of tax savings the consolidated group realizes in that year. Any portion of such loss not so utilized by the Company is available for future use.

10. INFORMATION CONCERNING PARENT, SUBSIDIARIES, AND AFFILIATES

A-D,F.

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 unearned premium reserves. Management fees under this agreement 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 expenses not covered within the scope of the management agreement. UHS-RV is reimbursed for these expenses by the Company.

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

UHS subsidiaries and divisions provide various services to enrollees of the Company during the year. United Behavioral Health provides mental health and substance abuse services. OPTUM provides a 24-hour call-in service, called Care 24, United Resource Network provides access to a network of transplant providers, ACN Group provides chiropractic and physical therapy services, Spectera Inc., provides administrative services related to vision benefit management and claims processing, and Dental Benefit Providers, Inc., provides dental care assistance. The capitation is calculated on a per member per month basis.

The capitation expenses, paid to related parties, that are included as hospital and medical expenses in the accompanying statutory basis statements of operations for the reporting period, are shown below (in thousands):

	Q2 2010
United Behavioral Health	\$ 4,449,000
OPTUM	1,958,000
United Resource Network	674,000
A CN Group	393,000
Spectera, Inc.	322,000
Dental Benefit Providers, Inc.	265,000
	<u>\$ 8,061,000</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 receivables from parent, subsidiaries, and affiliates, or 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 Rx Solutions to provide administrative services related to pharmacy management and claims processing for its enrollees. Fees related to these agreements, which are calculated on a per-claim basis, of approximately \$1,840,000, are included in claims adjustment expenses in the accompanying statutory basis statements of operations. Additionally, Rx Solutions collects rebates on certain pharmaceutical products based on member utilization. Rebates related to these agreements of approximately \$983,000 are included as a reduction of prescription drugs in the accompanying statutory basis statements of operations.

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 approximately \$1,411,000 are netted against net premium income in the accompanying statutory basis statements of operations. 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 Plan.

The Company holds a \$10,000,000 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. No amounts were outstanding under the line of credit as of the end of the reporting period.

The Company reported \$66,617,000 as amounts due to parent, subsidiaries and affiliates which are included in the statutory basis statements of admitted assets, liabilities, and capital and surplus. The balances are generally settled within 90 days from the incurred date. Any balances due to the Company that are not settled within 90 days are considered nonadmitted assets.

E. There were no guarantees or undertakings for the benefit of an affiliate that resulted in a material contingent exposure for the Company or any affiliated insurer's assets or liabilities.

G. The Company does not have any relationships whereby the Company and one or more other enterprises are under common ownership or control and the existence of that control could result in operating results or financial positions of the Company being significantly different from those that would have been obtained if the enterprises were autonomous.

H. The Company does not have any ownership in an upstream intermediate entity or ultimate parent, either directly or indirectly, via a downstream subsidiary, controlled or affiliated ("SCA") entity.

I. The Company had no investment in any SCA entities during the reporting period.

J. The Company had no investment in any SCA entities during the reporting period, hence it did not recognize any related impairment write downs during the year.

K. The Company did not have any investment in foreign insurance subsidiaries.

L. The Company does not have any investment in downstream non-insurance holding companies.

11. DEBT

A. The Company did not have any capital note obligations outstanding as of the end of the reporting period.

B. The Company did not have any Federal Home Loan Bank agreements outstanding as of the end of the reporting period.

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

A. The Company did not offer defined benefit plans as of the end of the reporting period.

B. The Company did not offer contribution plans as of the end of the reporting period.

C. The Company did not offer multi employer plans as of the end of the reporting period.

D. The Company did not offer consolidated/holding company plans as of the end of the reporting period.

E. The Company did not offer post-employment benefits and compensated absences as of the end of the reporting period.

F. Impact of Medicare Modernization Act on Postretirement Benefits (INT04-17): NA

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

(1) The Company has 1,000 shares authorized and 10 shares issued of no par value common stock.

(2) The Company has no preferred stock outstanding.

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

(4) The Company paid an ordinary dividend to UHS-RV of \$35,000,000 on November 20, 2009 which required no approval and was recorded as a reduction to unassigned surplus in the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus.

(5) Within the limitations of Paragraph 3 above, dividends may be paid by the Company without the prior approval of the Department.

- (6) There are no restrictions placed on the Company's unassigned surplus.
- (7) There have been no advances to surplus.
- (8) 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.
- (9) The Company does not have any special surplus funds.
- (10) The portion of unassigned surplus reduced by each item below is as follows (in thousands):

	2009	2008
Nonadmitted asset values	\$ 44,714	\$ 47,263

- (11) The Company does not have any outstanding surplus notes.
- (12) The Company has not had any restatements due to prior quasi-reorganizations.
- (13) The Company has never been a party to a quasi-reorganization.

14. CONTINGENCIES

A. Contingent Commitments: N/A

B. Assessments: N/A

C. 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. These matters include, but are not limited to, claims relating to health care benefits coverage, medical malpractice actions, contract disputes, and claims related to disclosure of certain business practices. Although the outcomes of any such legal actions cannot be predicted, in the opinion of management, the resolution of any currently pending or threatened actions will not have a material adverse effect on the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus or statutory basis statements of operations of the Company.

D. The Company believes there are no assets that it considers to be impaired as of the end of the reporting period, except as disclosed in Note 5 and Note 20.

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

- A. The Company did not have any transfer receivables as of the end of the reporting period.
- B. The Company did not have any transfer and servicing of financial assets as of the end of the reporting period.
- C. The Company did not have any wash sales during the reporting period.

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

A. Administrative Services Only (ASO) 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. Retroactive premium amounts are included as a reduction to general administrative expenses in the accompanying statutory basis statements of operations.

B. Administrative Services Contract (ASC) Plan: N/A

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contracts:

Medicare Part D is a partially insured plan. The Company recorded a receivable of \$3,019,000 and \$2,319,000 at December 31, 2009 and 2008, 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..*

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. OTHER ITEMS

A. The Company did not encounter any extraordinary items during the reporting period.

B. The Company has no troubled debt restructuring.

D. 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.

E. The Company has not received any business interruption insurance recoveries during 2009, and does not have any state transferable tax credits or hybrid securities as of December 31, 2009.

F. State transferable tax Credits: N/A

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

G. 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 only 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.

21. EVENTS SUBSEQUENT

There are no events that require disclosure.

22. REINSURANCE

Ceded Reinsurance Report —

Section 1 — General Interrogatories

a. Are any non-affiliated 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 the end of the reporting period.

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)

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

C. Commutation of Reinsurance — There was no commutation of reinsurance during the reporting period.

23. RETROSPECTIVELY RATED CONTRACTS AND CONTRACTS SUBJECT TO REDETERMINATION

The Company has Medicare 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.

During the year, the Company contracted with the federal government through the Office of Personnel Management to administer the Federal Employees Health Benefit Program FEHBP. The Company is subject to rate adjustments through audits by the Office of Personnel Management.

Estimated accrued retrospective premiums due to the Company are recorded in premiums and considerations or aggregate health policy reserves on the statutory basis statements of admitted assets, liabilities, and capital and surplus and as an adjustment to change in unearned premium reserves or net premium income on the statutory basis statements of operations.

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

24. CHANGE IN INCURRED CLAIMS AND CLAIMS ADJUSTMENT EXPENSES

Reserves as of June 30, 2010 were \$308,547,000. As of June 30, 2010, \$237,128,000 has been paid for incurred losses attributable to insured events of prior years. Reserves remaining for prior years are now

\$13,725,000 as a result of re-estimation of unpaid claims. Therefore there has been a \$4,389,000 favorable prior-year development since December 31, 2009 to June 30, 2010. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are adjusted as additional information becomes known regarding individual claims.

25. INTERCOMPANY POOLING ARRANGEMENTS

The Company did not have any intercompany pooling arrangements during the reporting period.

26. STRUCTURED SETTLEMENTS

The Company did not have structured settlements during the reporting period.

27. HEALTH CARE AND OTHER RECEIVABLES

A. 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 Company also has a contract with an unaffiliated pharmacy benefits manager for a small portion of pharmacy rebates. However, the rebate balance represented from this unaffiliated pharmacy benefits manager is not included in the table and is considered immaterial and a non-admitted asset.

B. RISK SHARING RECEIVABLES: N/A

28. PARTICIPATING POLICIES

The Company did not have any participating contracts during the reporting period.

29. PREMIUM DEFICIENCY RESERVES

The Company had no premium deficiency reserves recorded in the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus as of the end of the reporting period.

30. ANTICIPATED SALVAGE AND SUBROGATION

Due to the type of business being written, the Company has no salvage. As of the end of the reporting period, 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 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [X] No []
If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] N/A []
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2007
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 06/22/2009
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 06/22/2009
- 6.4 By what department or departments?
Illinois Department of Insurance
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [X] No [] N/A []
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] N/A []
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]
- 7.2 If yes, give full information:
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [X] No []
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
OptumHealth Bank	Salt Lake City, UT	NO	NO	NO	YES	NO

GENERAL INTERROGATORIES

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [] No []
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended? Yes [] No []
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No []
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [] No []
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No []
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$0
13. Amount of real estate and mortgages held in short-term investments: \$0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [] No []
- 14.2 If yes, please complete the following:

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

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No []
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No []
- If no, attach a description with this statement.

GENERAL INTERROGATORIES

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

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

1 Name of Custodian(s)	2 Custodian Address
State Street Bank	801 Pennsylvania, Kansas City, MO 64105
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 []

16.4 If yes, give full information relating thereto:

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

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

1 Central Registration Depository	2 Name(s)	3 Address
113972	Standish Mellon Asset Management Company	One Boston Place, Suite 024-0344, Boston MA 02108
0	Internally Managed	0

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

17.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent 82.6 %
1.2 A&H cost containment percent 1.6 %
1.3 A&H expense percent excluding cost containment expenses 12.5 %

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 Location	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
<h1>NONE</h1>						

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

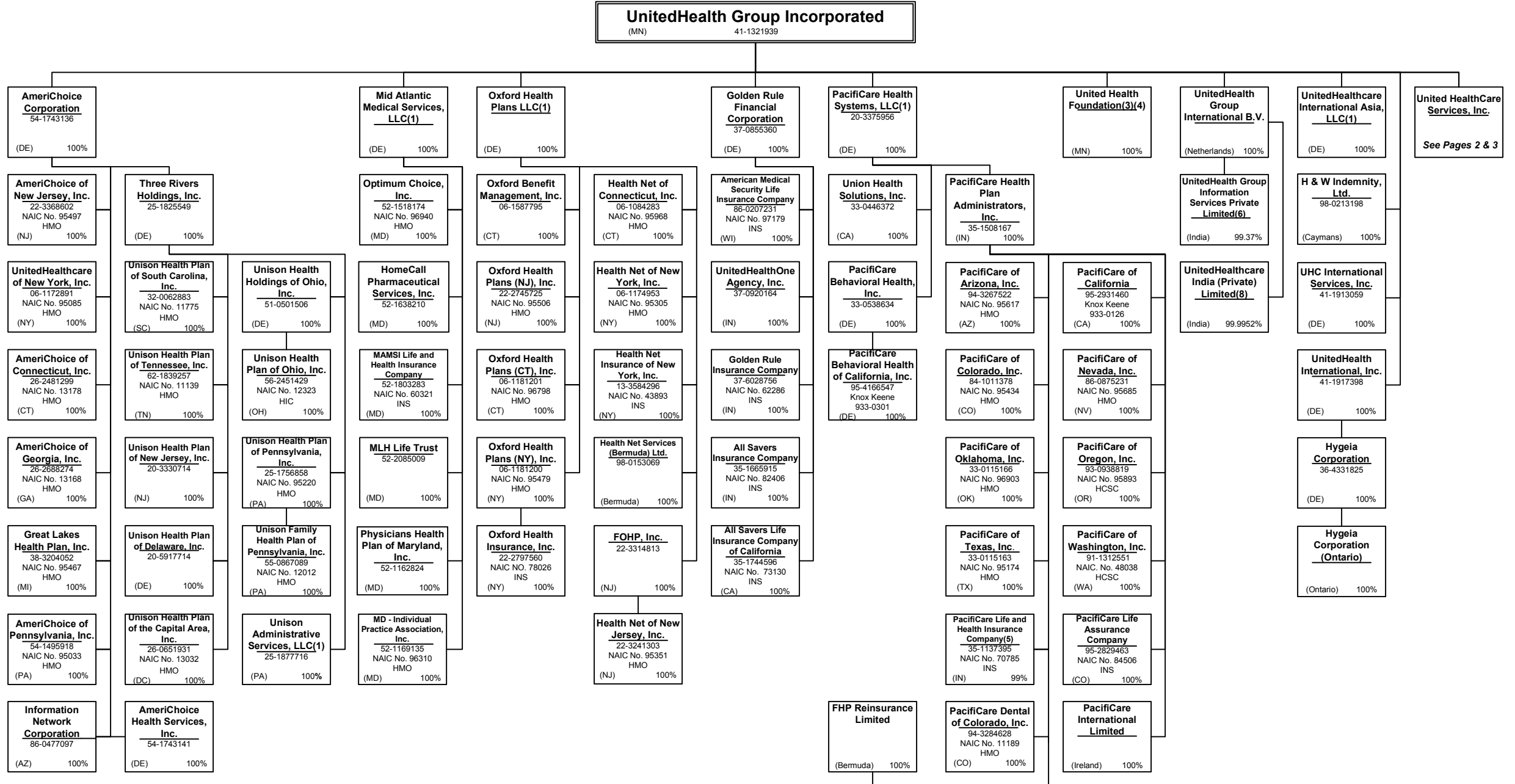
States, etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama	AL	N							0	
2. Alaska	AK	N							0	
3. Arizona	AZ	N							0	
4. Arkansas	AR	N							0	
5. California	CA	N							0	
6. Colorado	CO	N							0	
7. Connecticut	CT	N							0	
8. Delaware	DE	N							0	
9. District of Columbia	DC	N							0	
10. Florida	FL	N							0	
11. Georgia	GA	N							0	
12. Hawaii	HI	N							0	
13. Idaho	ID	N							0	
14. Illinois	IL	L	17,166,752	10,967,689					28,134,441	
15. Indiana	IN	N							0	
16. Iowa	IA	L	95,464,528	37,348,343		11,470,649			144,283,520	
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	63,908,217	206,495,934	882,923,206				1,153,327,357	
44. Texas	TX	N							0	
45. Utah	UT	N							0	
46. Vermont	VT	N							0	
47. Virginia	VA	L	16,920,260	37,963,213					54,883,473	
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		193,459,757	292,775,179	882,923,206	11,470,649	0	0	1,380,628,791	0
60. Reporting Entity Contributions for Employee Benefit Plans	XXX								0	
61. Totals (Direct Business)	(a) 4		193,459,757	292,775,179	882,923,206	11,470,649	0	0	1,380,628,791	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.

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

PART 1 - ORGANIZATIONAL CHART



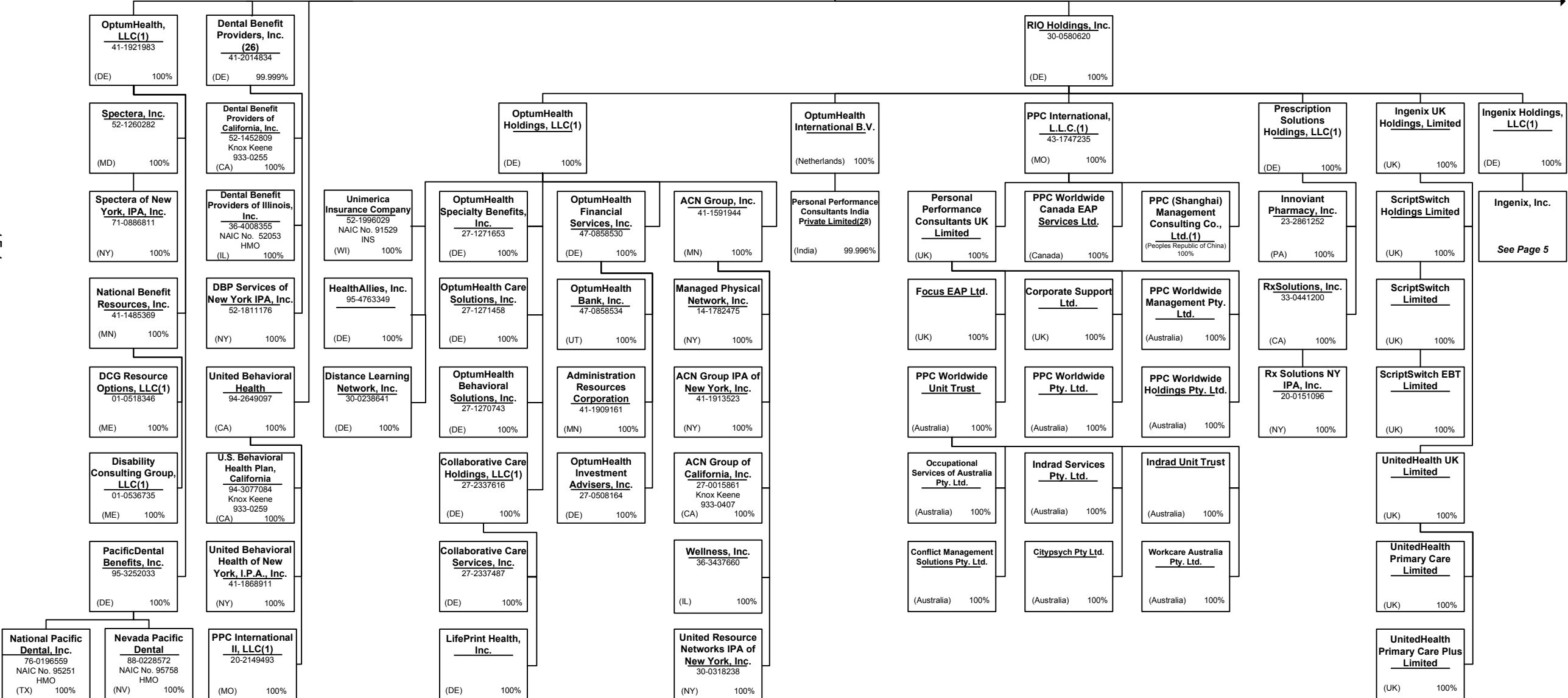
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

United HealthCare Services, Inc.
(MN) 41-1289245 100%

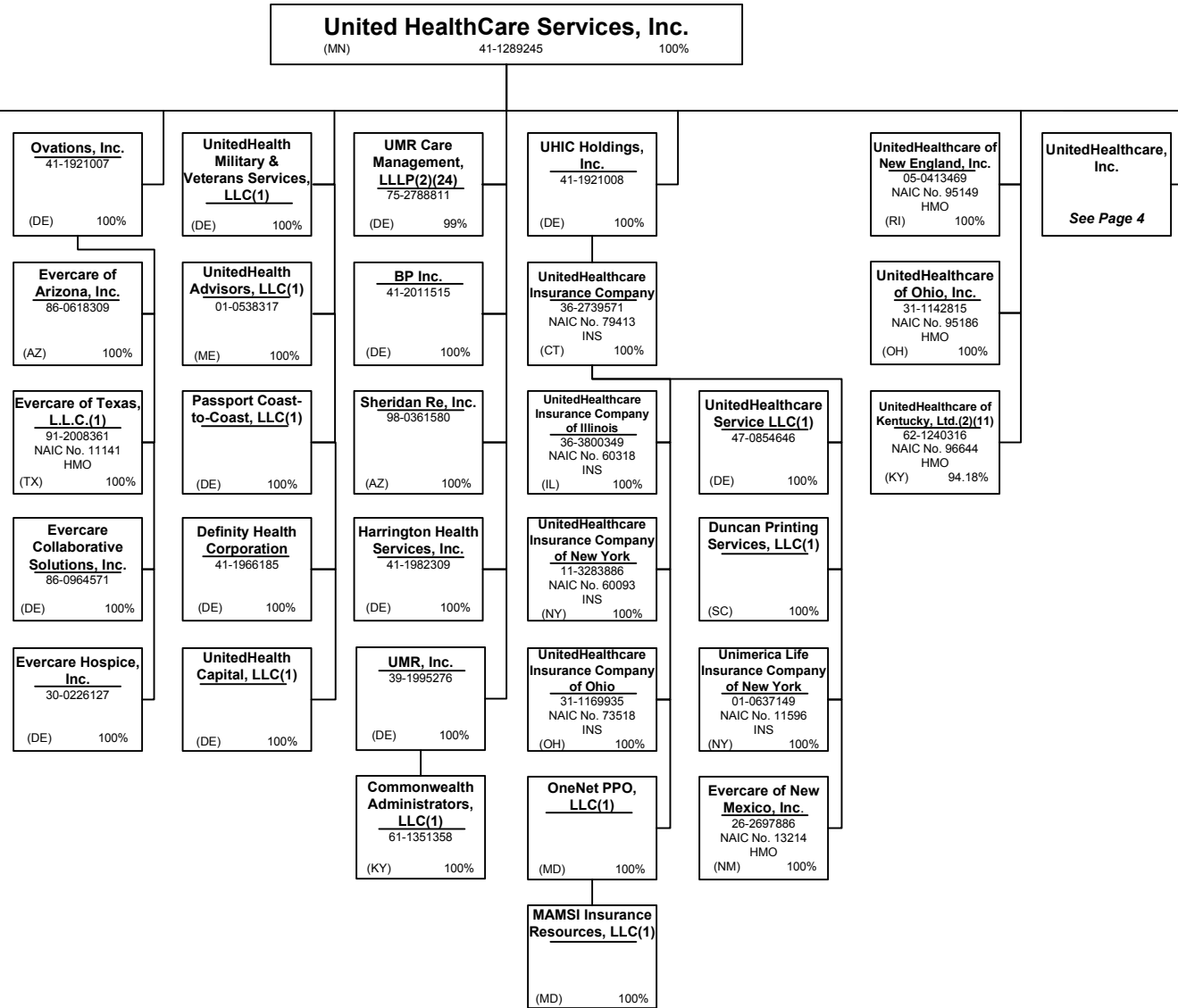
Continued on Page 3 →

15.1



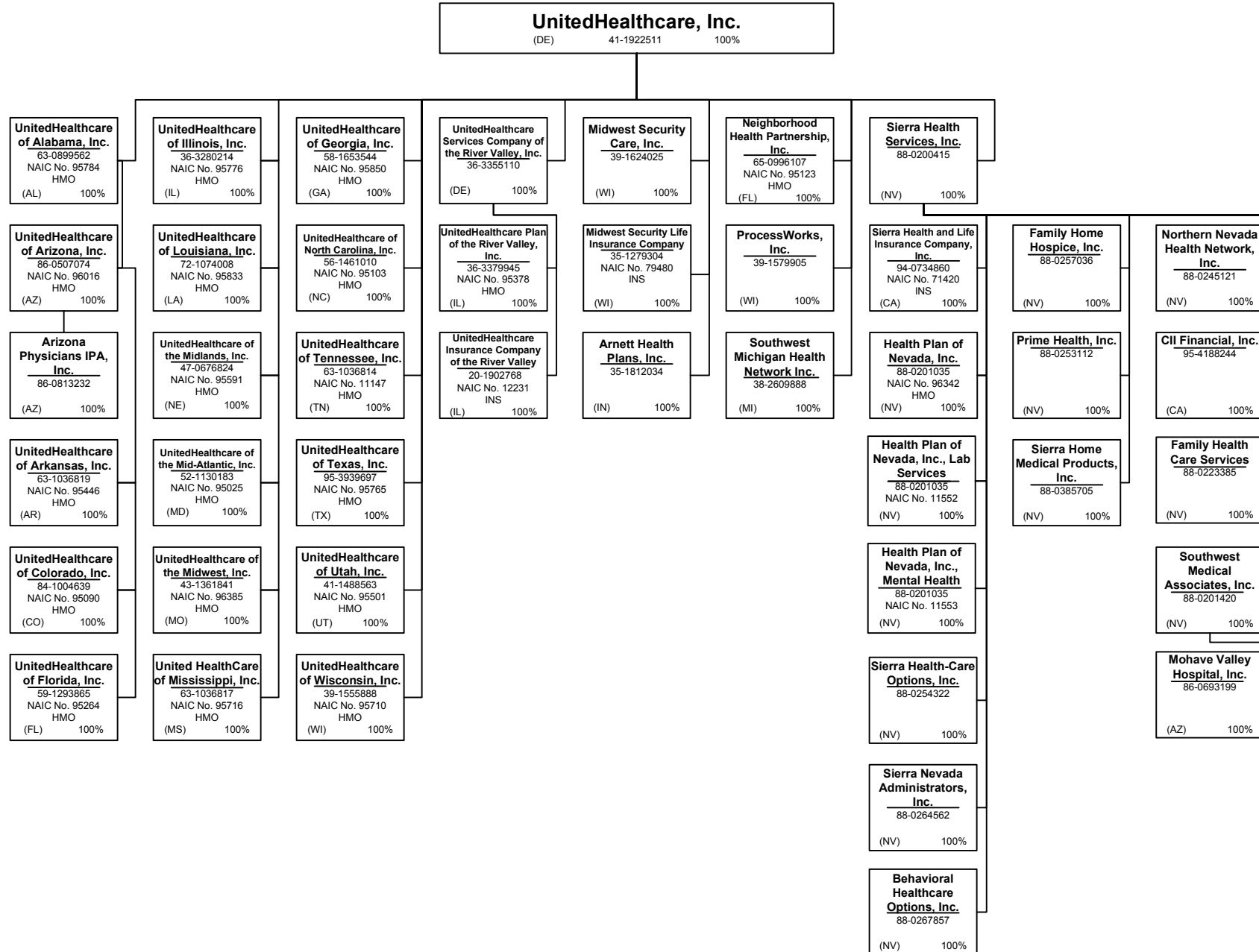
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

Continued from
Page 2

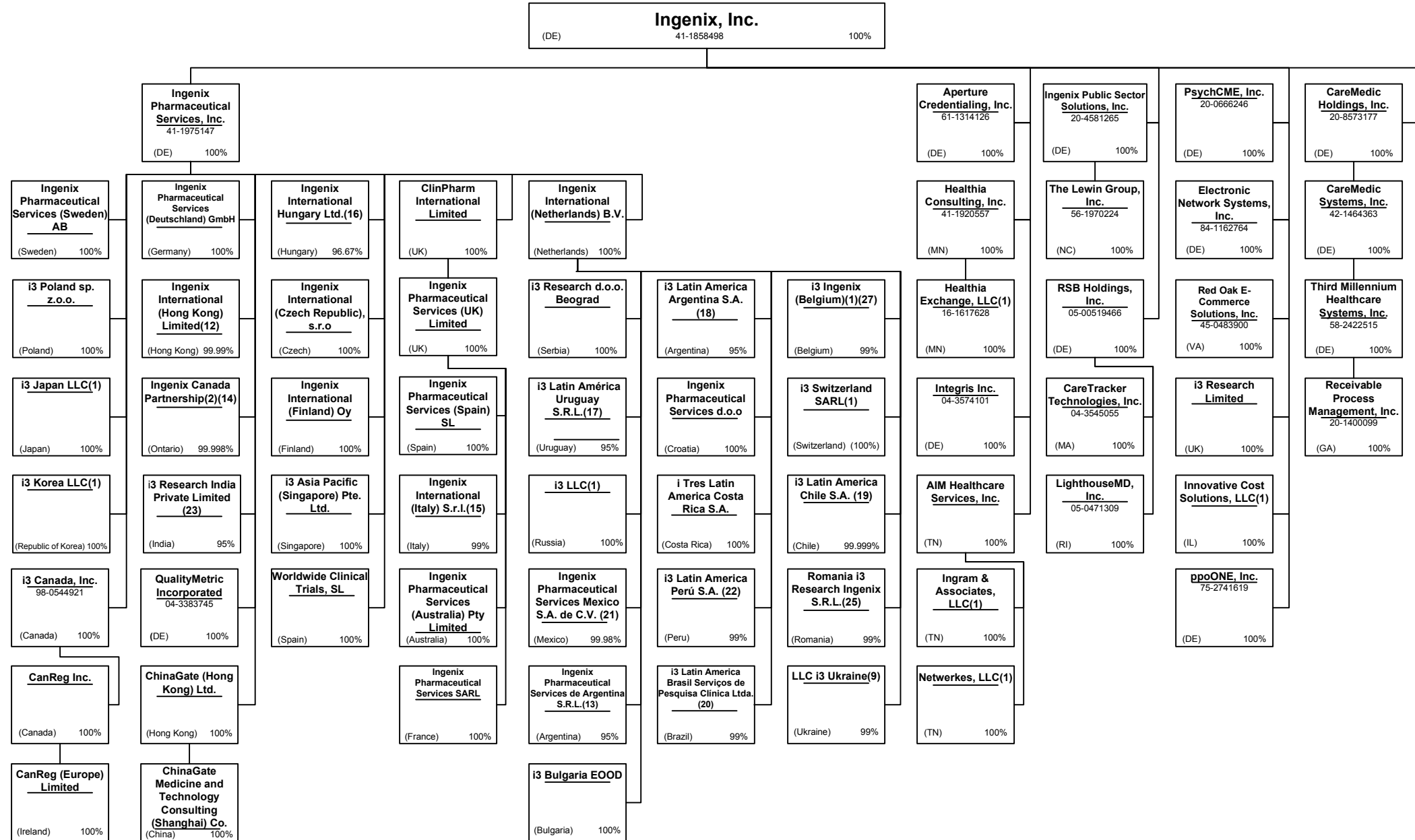


SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



15.4

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

PART 1 - ORGANIZATIONAL CHART

All legal entities on the Organization Chart are Corporations

(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) Greater Phoenix Collaborative Care, P.C. is 49% owned by Collaborative Care Holdings, LLC and 51% owned by an individual shareholder. Collaborative Care Holdings, LLC has control via a succession agreement.

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

(9) LLC i3 Ukraine is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by Ingenix Pharmaceutical Services, Inc.

(10) Placeholder

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

(12) Ingenix International (Hong Kong) Limited is 99.99% owned by Ingenix Pharmaceutical Services, Inc. and 0.01% owned by Ingenix, Inc.

(13) Ingenix Pharmaceutical Services de Argentina S.R.L is 95% owned by Ingenix International (Netherlands) B.V. and 5% owned by Ingenix, Inc.

(14) Ingenix Canada Partnership is 99.998% owned by Ingenix Pharmaceutical Services, Inc. and 0.002% owned by Ingenix, Inc.

(15) Ingenix International (Italy) S.r.l. is 99% owned by Ingenix Pharmaceutical Services (UK) Limited and 1% owned by Ingenix Pharmaceutical Services, Inc.

(16) Ingenix International Hungary Ltd. is 96.67% owned by Ingenix Pharmaceutical Services, Inc. and 3.33% owned by Ingenix, Inc.

(17) i3 Latin América Uruguay S.R.L. is 95% owned by Ingenix International (Netherlands) B.V. and 5% owned by Ingenix Pharmaceutical Services, Inc.

(18) i3 Latin America Argentina S.A. is 95% owned by Ingenix International (Netherlands) B.V. and 5% owned by Ingenix Pharmaceutical Services, Inc.

(19) i3 Latin America Chile S.A. is 99.9999% owned by Ingenix International (Netherlands) B.V. and 0.0001% owned by Ingenix Pharmaceutical Services, Inc.

Notes

(20) i3 Latin America Brasil Serviços de Pesquisa Clínica Ltda. Is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by Ingenix Pharmaceutical Services, Inc.

(21) Ingenix Pharmaceutical Services Mexico S.A. de C.V. is 99.98% owned by Ingenix International (Netherlands) B.V. The remaining 0.02% is owned by i3 Latin America Argentina S.A..

(22) i3 Latin America Perú S.A. is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by i3 Latin America Argentina S.A.

(23) i3 Research India Private Limited is 95% owned by Ingenix Pharmaceutical Services, Inc. and 5% owned by Ingenix, Inc.

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

(25) Romania i3 Research Ingenix S.R.L. is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by Ingenix Pharmaceutical Services (UK) Limited

(26) Dental Benefit Providers, Inc. is 99.999% owned by United HealthCare Services, Inc. and 0.001% owned by PacificDental Benefits, Inc.

(27) i3 Ingenix (Belgium) is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by Ingenix Pharmaceutical Services, Inc.

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

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

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

Explanation:

1. Not Applicable

Bar Code:

1. Medicare Part D Coverage Supplement [Document Identifier 365]



OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)		
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)		

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest points and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

NONE

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	468,400,350	311,109,701
2. Cost of bonds and stocks acquired	61,586,079	295,026,920
3. Accrual of discount	96,735	386,318
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	151,866	1,730,231
6. Deduct consideration for bonds and stocks disposed of	24,803,199	134,701,400
7. Deduct amortization of premium	3,158,736	4,556,025
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	202,991	595,395
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	502,070,104	468,400,350
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	502,070,104	468,400,350

STATEMENT AS OF JUNE 30, 2010 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	545,460,239	1,381,811,860	1,283,622,497	(1,700,292)	545,460,239	641,949,310	0	688,003,912
2. Class 2 (a)	36,711,592	3,801,551	3,535,985	(63,454)	36,711,592	36,913,704	0	29,755,668
3. Class 3 (a)	0	0	0	0	0	0	0	0
4. Class 4 (a)	0	0	0	0	0	0	0	0
5. Class 5 (a)	0	0	0	0	0	0	0	0
6. Class 6 (a)	0	0	0	0	0	0	0	0
7. Total Bonds	582,171,831	1,385,613,411	1,287,158,482	(1,763,746)	582,171,831	678,863,014	0	717,759,580
PREFERRED STOCK								
8. Class 1	0	0	0	0	0	0	0	0
9. Class 2	0	0	0	0	0	0	0	0
10. Class 3	0	0	0	0	0	0	0	0
11. Class 4	0	0	0	0	0	0	0	0
12. Class 5	0	0	0	0	0	0	0	0
13. Class 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	582,171,831	1,385,613,411	1,287,158,482	(1,763,746)	582,171,831	678,863,014	0	717,759,580

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ 1,999,965 ; NAIC 2 \$ 0 ; NAIC 3 \$ 0 ; NAIC 4 \$ 0 ; NAIC 5 \$ 0 ; NAIC 6 \$ 0

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SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	174,792,949	XXX	174,792,949	34,638	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	219,359,308	78,193,687
2. Cost of short-term investments acquired	2,767,682,827	3,604,936,214
3. Accrual of discount	0	9,776
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	190
6. Deduct consideration received on disposals	2,812,249,188	3,463,780,559
7. Deduct amortization of premium	0	0
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	174,792,947	219,359,308
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	174,792,947	219,359,308

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards

N O N E

Schedule DB - Part B - Verification - Futures Contracts

N O N E

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open

N O N E

Schedule DB - Part C - Section 2 - Reconciliation of Replication (Synthetic Asset) Transactions Open

N O N E

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of
Derivatives

N O N E

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	29,999,924	73,998,704
2. Cost of cash equivalents acquired	60,996,076	248,934,501
3. Accrual of discount	3,964	51,571
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	3,057
6. Deduct consideration received on disposals	89,000,000	292,987,909
7. Deduct amortization of premium	0	0
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	1,999,964	29,999,924
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	1,999,964	29,999,924

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

N O N E

Schedule A - Part 3 - Real Estate Disposed

N O N E

Schedule B - Part 2 - Mortgage Loans Acquired

N O N E

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

N O N E

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

N O N E

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

N O N E

STATEMENT AS OF JUNE 30, 2010 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Desig- nation or Market Indicator (a)
912828-AU-4	US Treasury Note 3.875% 02/15/13		.06/17/2010	Bank New York Mellon		3,230,625	3,000,000	39,499	1
912828-LM-0	US Treasury Note 1.375% 09/15/12		.05/18/2010	Goldman Sachs		10,094,174	10,000,000	24,660	1
0399999. Bonds - U.S. Governments									
13066Y-QM-4	CA State Dpt of Water Rev Bond Non Call 5.000% 05/01/19		.05/27/2010	Morgan Stanley		13,324,799	13,000,000	64,159	XXX
13066Y-QM-4	CA State Dpt of Water Rev Bond Non Call 5.000% 05/01/19		.05/28/2010	Morgan Stanley		1,615,423	1,425,000	3,958	1FE
3128PR-LU-6	FHLMC Pool 12385 MBS 4.500% 06/01/25		.06/16/2010	Wachovia Bank		1,699,155	1,500,000	4,375	1FE
31417N-6B-2	FNMA Pool AC4465 MBS 5.000% 11/01/24		.05/12/2010	JP Morgan Chase		1,162,391	1,100,000	2,750	1
796253-W3-2	San Antonio TX Util Rev Bond Non Call 5.250% 02/01/14		.06/16/2010	Tax Free Exchange		1,179,781	1,111,036	2,623	1
796253-W4-0	San Antonio TX Util Rev Bond Non Call 5.250% 02/01/14		.06/16/2010	Tax Free Exchange		31,896	30,000	591	1FE
						3,151,788	2,970,000	58,472	1FE
3199999. Bonds - U.S. Special Revenues									
25459H-AN-5	DirectTV Holding Corp Note MW 20BP 3.550% 03/15/15		.06/15/2010	Tax Free Exchange		8,840,374	8,136,036	72,769	XXX
31418T-HR-1	FNMA Pool AD5639 MBS 5.000% 04/01/25		.05/07/2010	JP Morgan Chase		1,299,036	1,300,000	12,050	2FE
31418V-VF-6	FNMA Pool AD7813 MBS 4.500% 06/01/25		.06/16/2010	Bank of America Sec		1,037,039	977,762	2,309	1
31418W-4T-4	FNMA Pool AD8933 MBS 4.500% 06/01/25		.06/16/2010	JP Morgan Chase		2,291,932	2,166,031	5,415	1
494550-BE-5	Kinder Morgan Corp Note MW 30 BP 5.300% 09/15/20		.05/12/2010	Wachovia Bank		1,210,659	1,145,000	2,863	1
57629W-BK-5	Massmutual Glob Fndg II Corp Note Non Call Prv Plc 2.875% 04/21/14		.04/14/2010	Morgan Stanley		1,204,530	1,205,000	0	2FE
62875U-AA-3	NBC Universal Corp Note Non Call Prv Plc MW 5.150% 04/30/20		.04/27/2010	Chase Securities		672,854	675,000	0	1FE
64952W-AW-3	New York Life Corp Note Non Call Prv Plc 3.000% 05/04/15		.04/29/2010	Barclays Group Inc.		1,297,985	1,300,000	0	2FE
683234-BK-7	Ontario Province Cnda Corp Note Non Call 4.400% 04/14/20	A	.04/07/2010	Scotia Capital		2,343,608	2,350,000	0	1FE
						1,380,457	1,385,000	0	1FE
3899999. Bonds - Industrial and Miscellaneous (Unaffiliated)									
						12,738,100	12,503,793	22,637	XXX
8399997. Total - Bonds - Part 3						34,903,273	33,639,829	159,565	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						34,903,273	33,639,829	159,565	XXX
8999997. Total - Preferred Stocks - Part 3						0	XXX	0	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	XXX
9799997. Total - Common Stocks - Part 3						0	XXX	0	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	XXX
9999999 - Totals						34,903,273	XXX	159,565	XXX

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

STATEMENT AS OF JUNE 30, 2010 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)	
796253-WA-6	San Antonio TX Util Rev Bond Non Call 5.250% 02/01/14		06/16/2010	Tax Free Exchange		3,183,625	3,000,000	3,257,100	3,205,213	.0	(21,589)	.0	(21,589)	.0	3,183,625	.0	.0	.0	137,813	02/01/2014	1FE	
3199999	Bonds - U.S. Special Revenues					5,923,915	5,740,290	6,049,400	5,990,485	0	(71,238)	0	(71,238)	0	5,923,915	0	0	0	194,788	XXX	XXX	
032511-BC-0	Anadarko Petroleum Corp Note MW 50BP 8.700% 03/15/19		06/29/2010	CitiGroup		945,000	1,000,000	1,200,810	1,195,040	.0	(8,091)	.0	(8,091)	.0	1,186,949	.0	(241,949)	(241,949)	69,358	03/15/2019	2FE	
14312T-AC-4	Carmax Auto Own Tr 2007-2 A3 ABS 5.230% 12/15/11		04/15/2010	Paydown		19,459	19,459	19,456	19,459	.0	.0	.0	.0	.0	19,459	.0	.0	.0	339	12/15/2011	1FE	
14312T-AC-4	Carmax Auto Own Tr 2007-2 A3 ABS 5.230% 12/15/11		05/15/2010	Paydown		17,884	17,884	17,881	17,884	.0	.0	.0	.0	.0	17,884	.0	.0	.0	390	12/15/2011	1FE	
14312T-AC-4	Carmax Auto Own Tr 2007-2 A3 ABS 5.230% 12/15/11		06/15/2010	Paydown		16,275	16,275	16,272	16,275	.0	.0	.0	.0	.0	16,275	.0	.0	.0	426	12/15/2011	1FE	
25459H-AM-7	DirectTV Holding Corp Note MW 20BP Prv Plc 3.550% 03/15/15		06/15/2010	Tax Free Exchange		1,299,036	1,300,000	1,298,986	.0	.0	.50	.0	.50	.0	1,299,036	.0	.0	.0	12,050	03/15/2015	2FE	
31418T-HR-1	FNMA Pool AD5639 MBS 5.000% 04/01/25		06/01/2010	Paydown		5,086	5,086	5,394	.0	.0	(308)	.0	(308)	.0	5,086	.0	.0	.0	21	04/01/2025	1	
38141E-AE-5	Goldman Sachs Corp Note Non Call 7.500% 02/15/19		04/23/2010	Jefferys and Company		106,383	95,000	96,767	96,691	.0	(43)	.0	(43)	.0	96,649	.0	9,734	9,734	5,007	02/15/2019	1FE	
38141E-AE-5	Goldman Sachs Corp Note Non Call 7.500% 02/15/19		04/26/2010	Barclays Group Inc.		294,847	265,000	271,086	259,540	.0	(139)	.0	(139)	.0	270,744	.0	24,103	24,103	13,848	02/15/2019	1FE	
38141E-AE-5	Goldman Sachs Corp Note Non Call 7.500% 02/15/19		04/26/2010	Deutsche Bank		294,828	265,000	300,579	.0	.0	(607)	.0	(607)	.0	299,972	.0	(5,143)	(5,143)	4,085	02/15/2019	1FE	
38141G-CG-7	Goldman Sachs Corp Note Non Call 5.700% 09/01/12		04/22/2010	Fidelity Capital Markets		1,387,477	1,300,000	1,358,682	1,349,425	.0	(5,620)	.0	(5,620)	.0	1,343,805	.0	43,672	43,672	48,577	09/01/2012	1FE	
406216-AX-9	Halliburton Corp Note MW 50BP 6.150% 09/15/19		06/25/2010	UBS Sec/Warburg Dillion		493,556	450,000	450,344	450,326	.0	(13)	.0	(13)	.0	450,313	.0	43,242	43,242	21,909	09/15/2019	1FE	
466302-AA-4	JP Morgan Chase 2006-S4 A1A CMO 5.440% 12/25/36		04/25/2010	Paydown		28,014	28,014	24,979	25,050	.0	2,964	.0	2,964	.0	28,014	.0	.0	.0	508	12/25/2036		
466302-AA-4	JP Morgan Chase 2006-S4 A1A CMO 5.440% 12/25/36		05/25/2010	Paydown		33,653	33,653	30,008	30,093	.0	3,561	.0	3,561	.0	33,653	.0	.0	.0	763	12/25/2036		
466302-AA-4	JP Morgan Chase 2006-S4 A1A CMO 5.440% 12/25/36		06/25/2010	Paydown		22,548	22,548	20,105	20,162	.0	2,386	.0	2,386	.0	22,548	.0	.0	.0	613	12/25/2036		
46630L-AA-2	JP Morgan Mtg 2007-CH1 AF1A ABS 0.427% 11/25/36		04/26/2010	Paydown		7,901	7,901	7,097	7,123	.0	778	.0	778	.0	7,901	.0	.0	.0	8	11/25/2036	1Z*	
46630L-AA-2	JP Morgan Mtg 2007-CH1 AF1A ABS 0.427% 11/25/36		05/25/2010	Paydown		7,587	7,587	6,815	6,841	.0	747	.0	747	.0	7,587	.0	.0	.0	10	11/25/2036	1Z*	
46630L-AA-2	JP Morgan Mtg 2007-CH1 AF1A ABS 0.427% 11/25/36		06/25/2010	Paydown		10,028	10,028	9,008	9,041	.0	987	.0	987	.0	10,028	.0	.0	.0	17	11/25/2036	1Z*	
677415-CM-1	OH Power Co Corp Note Cont Call Adj 0.472% 04/05/10		04/05/2010	Maturity		350,000	350,000	350,000	350,000	.0	.0	.0	.0	.0	350,000	.0	.0	.0	792	04/05/2010	2FE	
75970H-AD-2	Renaissance Home Equity 2006-4 AF1 ABS 5.545% 01/25/37		05/01/2010	Paydown		3,048	3,048	2,913	2,916	.0	132	.0	132	.0	3,048	.0	.0	.0	70	01/25/2037	1Z*	
75970H-AD-2	Renaissance Home Equity 2006-4 AF1 ABS 5.545% 01/25/37		06/01/2010	Paydown		9,415	9,415	8,999	9,007	.0	408	.0	408	.0	9,415	.0	.0	.0	261	01/25/2037	1Z*	
828807-BL-0	Simon Property Corp Note Cont Call 4.600% 06/15/10		06/15/2010	Maturity		275,000	275,000	271,455	274,326	.0	674	.0	674	.0	275,000	.0	.0	.0	6,325	06/15/2010	1FE	
25156P-AB-9	Deutsche Tel Fin Corp Bond Non Call 8.500% 06/15/10	F	06/15/2010	Maturity		700,000	700,000	762,160	708,263	.0	(8,263)	.0	(8,263)	.0	700,000	.0	.0	.0	29,750	06/15/2010	2FE	
8399999	Bonds - Industrial and Miscellaneous (Unaffiliated)					6,327,025	6,180,898	6,529,796	4,847,462	0	(10,397)	0	(10,397)	0	6,453,366	0	(126,341)	(126,341)	214,927	XXX	XXX	
8399997	Total - Bonds - Part 4					16,794,267	15,921,483	17,038,271	15,228,589	0	(121,996)	0	(121,996)	0	16,727,561	0	66,706	66,706	520,558	XXX	XXX	
8399998	Total - Bonds - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999	Total - Bonds					16,794,267	15,921,483	17,038,271	15,228,589	0	(121,996)	0	(121,996)	0	16,727,561	0	66,706	66,706	520,558	XXX	XXX	
8999997	Total - Preferred Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8999998	Total - Preferred Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999	Total - Preferred Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799997	Total - Common Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799998	Total - Common Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999	Total - Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX

E05.2

STATEMENT AS OF JUNE 30, 2010 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1 CUSIP Ident- ification	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change In Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Maturity Date	22 NAIC Desig- nation or Market In- dicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amor- tization)/ Accretion	13 Other Than Temporary Impairment Recog- nized	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value							
9899999. Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999 - Totals						16,794,267	XXX	17,038,271	15,228,589	0	(121,996)	0	(121,996)	0	16,727,561	0	66,706	66,706	520,558	XXX	XXX

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

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open

N O N E

Schedule DB - Part B - Section 1 - Futures Contracts Open

N O N E

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made

N O N E

Schedule DB - Part D - Counterparty Exposure for Derivative Instruments Open

N O N E

STATEMENT AS OF JUNE 30, 2010 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due and Accrued	8 Amount Received During Year
US Treasury Bill		.06/09/2010	0.089	.07/08/2010	1,999,965	0	104
0199999. U.S. Governments - Issuer Obligations					1,999,965	0	104
0399999. Total - U.S. Government Bonds					1,999,965	0	104
1099999. Total - All Other Government Bonds					0	0	0
1799999. Total - U.S. States, Territories and Possessions Bonds					0	0	0
2499999. Total - U.S. Political Subdivisions of States, Territories and Possessions Bonds					0	0	0
3199999. Total - U.S. Special Revenues Bonds					0	0	0
3899999. Total - Industrial and Miscellaneous Bonds (Unaffiliated)					0	0	0
4199999. Total - Credit Tenant Loans					0	0	0
4899999. Total - Hybrid Securities					0	0	0
5599999. Total - Parent, Subsidiaries and Affiliates Bonds					0	0	0
7799999. Total - Issuer Obligations					1,999,965	0	104
7899999. Total - Single Class Mortgage-Backed/Asset-Backed Securities					0	0	0
7999999. Total - Defined Multi-Class Residential Mortgage-Backed Securities					0	0	0
8099999. Total - Other Multi-Class Residential Mortgage-Backed Securities					0	0	0
8199999. Total - Defined Multi-Class Commercial Mortgage-Backed Securities					0	0	0
8299999. Total - Other Multi-Class Commercial Mortgage-Backed/Asset-Backed Securities					0	0	0
8399999. Total Bonds					1,999,965	0	104
8699999 - Total Cash Equivalents					1,999,965	0	104

E10

STATEMENT AS OF JUNE 30, 2010 OF UNITEDHEALTHCARE PLAN OF THE RIVER VALLEY
EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

Name of Debtor	1	2	3	4	5	Admitted	
	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Non-Admitted	6 Current	7 Non-Current
AMOUNTS DUE FROM AFFILIATES							
NONE							
0199999 INDIVIDUALLY LISTED RECEIVABLES	-	0	0	0	-	-	0
0299999 RECEIVABLES NOT INDIVIDUALLY LISTED					0	0	0
0399999 TOTAL GROSS AMOUNTS RECEIVABLE					-	-	0

AmeriChoice - West Tennessee
 Report 2A - TennCare Income Statement
 West Tennessee CRA 2.30.14.3.3 and 2.30.14.3.4

Member Months	Current Qtr 501,610	YTD Total 993,974	Previous Yr Total 1,947,780
Revenues:			
TennCare Capitation	115,716,797	227,035,496	429,324,147
Investment	-	-	-
Other Revenues	-	-	-
Total Revenues	115,716,797	227,035,496	429,324,147
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	-	-	-
Fee-for Service Physician Services	23,650,433	50,101,730	100,580,382
Inpatient Hospital Services	24,768,562	56,880,018	99,363,933
Outpatient Hospital Services	3,865,990	8,361,908	15,655,786
Emergency Room Services	7,236,534	16,771,992	41,746,002
Dental Services	-	-	-
Vision Services	285,806	609,638	1,257,885
Pharmacy Services	-	-	-
Home Health Services	1,852,907	3,228,840	7,183,185
Chiropractic Services	-	-	-
Radiology Services	4,658,326	9,432,845	18,182,014
Laboratory Services	1,905,120	3,879,935	7,506,753
Durable Medical Equipment Services	1,379,491	2,750,299	4,337,357
Transportation Services	2,727,944	6,714,404	15,214,501
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Nursing Facility Care	-	-	-
HCBS Services	-	-	-
Other Medical and Hospital Services - Write-Ins	692,572	1,544,704	3,278,346
Subtotal Medical and Hospital	73,023,683	160,276,315	314,306,143
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	2,843,511	5,996,076	14,468,811
Inpatient Substance Abuse Treatment and Detox	77,830	164,119	307,427
Outpatient Mental Health Services	563,393	1,184,716	2,738,302
Outpatient Substance Abuse Treatment and Detox	22,617	47,559	103,338
Housing/Residential Treatment	1,450,790	3,351,485	7,818,357
Specialized Crisis Services	428,998	935,752	2,068,209
Psychiatric Rehab and Support Services	1,244,172	2,826,114	4,763,305
Case Management	3,504,449	7,330,784	18,108,786
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	289,324	663,128	1,329,400
Medical Incentive Pool and Withhold Adjustments	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Mental Health and Substance Abuse Services	272,225	484,870	481,199
PCP and Specialist Services	-	-	-
Other Mental Health Services - Write-Ins	-	-	-
Subtotal MH&SAS	10,697,311	22,984,603	52,187,134
Subtotal Hospital, Medical, MH&SAS, CHOICES	83,720,994	183,260,918	366,493,277
LESS:			
Net Reinsurance Recoveries Incurred	-	-	-
Copayments	-	-	-
Subrogation and Coordination of Benefits	-	-	-
Subtotal Reinsurance, Copay, Subrogation	-	-	-
Total Hospital, Medical, MHS&S	83,720,994	183,260,918	366,493,277
Administration:			
Compensation	-	-	-
Direct and Allocated Admin expenses	-	-	-
Marketing	-	-	-
Interest Expense	-	-	-
Premium Tax Expense	6,275,738	12,838,575	15,782,170
Occupancy, Depreciation, and Amortization	-	-	-
Other Administration - Write-Ins	10,944,983	21,503,549	38,948,882
Total Administration Expenses	17,220,720	34,342,124	54,731,052
Total Expenses	100,941,714	217,603,042	421,224,329
Extraordinary Item	-	-	-
Provision for Income Tax	5,171,279	3,301,359	2,834,936
Net Income (Loss)	9,603,804	6,131,095	5,264,882
Write-Ins for Other Revenues			
Total Other Revenues	0.00	0.00	0.00
Write-Ins for Other Medical and Hospital			
Other Capitated Services	1,059,166	1,911,298	3,278,346
Paid claims adjustment	(366,594)	(366,594)	-
Total Other Medical and Hospital	692,572	1,544,704	3,278,346
Detail of Other MH and SAS:			
-	-	-	-
-	-	-	-
Total Other MH and SAS	-	-	-
Write-Ins for Other Administration:			
Administrative Services Fee	9,488,777	18,616,911	35,344,156
Behavioral Healthcare Services	1,456,205	2,886,638	3,604,726
ASO Claims Administration Fees	-	-	-
8/10/2011 Other Administration and Settings\cfredr\Local 361949588mp\wz20100540 Care 2A Q2 18,948,882 sent	-	-	-

**Americhoice - West Tennessee
Reconciliation Between 2A and MLR Report
As of June 30, 2010**

<u>Capitation Revenue</u>	<u>Revenue</u>
Revenue reported per MLR report	222,178,714
Restated revenue for prior months	4,856,782
	227,035,496
TennCare Capitation per 2A	227,035,496
Difference	0
<u>Claims & Reserve</u>	<u>Claims</u>
Paid claims per the 2A	181,038,410
Change in IBNR	2,222,507
Total 2A Paid Claims and Change in Reserves	183,260,918
Incurred Claims per the MLR for the reporting period	192,772,164
Restated prior year incurred claims	(9,511,246)
Adjusted MLR	183,260,918
Difference (rounding)	0

Americhoice - Middle Tennessee
 Report 2A - TennCare Income Statement
 Middle Tennessee CRA 2.30.14.3.3 and 2.30.14.3.4

	Current Period	Year-To-Date Total	Previous Year Total
Member Months	589,363	1,169,974	2,272,126
Revenues:			
TennCare Capitation	226,461,053	406,937,438	610,162,020
Investment	-	-	-
Other Revenues	-	-	-
Total Revenues	226,461,053	406,937,438	610,162,020
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	-	-	-
Fee-for Service Physician Services	30,697,329	70,317,653	156,649,730
Inpatient Hospital Services	31,307,511	65,254,841	128,299,070
Outpatient Hospital Services	9,951,768	16,863,632	26,141,917
Emergency Room Services	9,304,760	19,737,991	37,511,286
Dental Services	-	-	-
Vision Services	358,079	778,581	1,582,927
Pharmacy Services	-	-	-
Home Health Services	3,910,521	7,231,670	16,546,089
Chiropractic Services	-	-	-
Radiology Services	7,013,541	14,306,192	30,317,702
Laboratory Services	3,158,730	6,473,262	11,685,099
Durable Medical Equipment Services	2,244,570	4,348,510	7,553,940
Transportation Services	3,279,881	8,340,807	18,487,856
Outside Referrals	0	-	-
Medical Incentive Pool and Withhold Adj	0	-	-
Occupancy, Depreciation and Amortization	0	-	-
Nursing Facility Care	48,336,632	64,501,264	-
HCBS Services	4,503,844	4,919,238	-
Other Medical and Hospital Services - Write-Ins	435,190	749,826	1,104,423
Subtotal Medical and Hospital	154,502,357	283,823,468	435,880,038
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	2,138,152	4,280,925	8,426,931
Inpatient Substance Abuse Treatment and Detox	444,333	889,627	1,475,533
Outpatient Mental Health Services	2,452,458	4,709,166	7,783,819
Outpatient Substance Abuse Treatment and Detox	279,610	536,902	439,363
Housing/Residential Treatment	3,095,946	5,912,070	9,044,360
Specialized Crisis Services	999,912	2,020,006	3,955,592
Psychiatric Rehab and Support Services	1,941,150	3,448,905	5,672,663
Case Management	6,892,000	12,543,364	20,158,453
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	397,480	772,942	1,489,586
Medical Incentive Pool and Withhold Adjustments	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Mental Health and Substance Abuse Services	720,123	1,254,951	2,033,998
PCP and Specialist Services	-	-	-
Other Mental Health Services - Write-Ins	-	-	-
Subtotal MH&SAS	19,361,165	36,368,857	60,480,299
Subtotal Hospital, Medical and MH&SAS	173,863,521	320,192,325	496,360,337
LESS:			
Net Reinsurance Recoveries Incurred	-	-	-
Copayments	-	-	-
Subrogation and Corrdination of Benefits	-	-	-
Subtotal Reinsurance, Copay, Subrogation	-	-	-
Total Hospital, Medical, MHS&S	173,863,521	320,192,325	496,360,337
Administration:			
Compensation	-	-	-
Direct and Allocated Admin expenses	-	-	-
Marketing	-	-	-
Interest Expense	-	-	-
Premium Tax Expense	14,202,873	23,458,243	22,160,955
Occupancy, Depreciation, and Amortization	0	-	-
Other Administration - Write-Ins	22,376,649	39,673,326	55,567,036
Total Administration Expenses	36,579,522	63,131,568	77,727,991
Total Expenses	210,443,043	383,323,894	574,088,328
Extraordinary Item	-	-	-
Provision for Income Tax	5,606,303	8,264,741	12,625,792
Net Income (Loss)	10,411,706	15,348,804	23,447,900
Write-Ins for Other Revenues			
	-	-	-
Total Other Revenues	-	-	-
Write-Ins for Other Medical and Hospital			
Other Capitated Services	435,190	749,826	827,852
Total Other Medical and Hospital	435,190	749,826	827,852
Write-Ins for Other MH & SS			
	-	-	-
Total Other MH and SAS	-	-	-
Write-Ins for Other Administration			
Administrative Services Fee	19,221,350	33,478,972	48,555,639
Behaviorial Healthcare Services	3,155,299	6,194,354	7,010,223
ASO Claims Administration Fees	-	-	1,174
Other Administration and Settings	-	-	-
Total Other Administration and Settings	22,376,649	39,673,326	55,567,036

**Americhoice - Middle Tennessee
Reconciliation Between 2A and MLR Report
As of June 30, 2010**

Capitation Revenue	Revenue
Revenue reported per MLR report (restated)	404,940,552
Add back the decrease in restated revenue for prior months	10,420,474
GAAP to Stat adjustment	(8,423,587)
	406,937,438
TennCare Capitation per 2A (GL)	406,937,438
Difference	0
Claims & Reserve	Claims
Paid claims per the 2A	294,416,635
Change in IBNR	25,956,105
Total 2A Paid Claims and Change in Reserves	320,372,740
Incurred Claims per the MLR for the reporting period	341,193,890
Restated prior year incurred claims	(20,821,149)
Adjusted MLR	320,372,740
Difference	0

Americhoice - East Tennessee
 Report 2A - TennCare Income Statement
 East Tennessee CRA 2.30.14.3.3 and 2.30.14.3.4

	Current Period	Year-To-Date Total	Previous Year Total
Member Months	<u>551,083</u>	<u>1,085,223</u>	<u>2,072,999</u>
Revenues:			
TennCare Capitation	127,516,179	248,950,433	446,801,189
Investment	-	-	-
Other Revenues	-	-	-
Total Estimated Revenues	<u>127,516,179</u>	<u>248,950,433</u>	<u>446,801,189</u>
Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	-	-	-
Fee-for Service Physician Services	33,379,579	66,769,549	132,551,805
Inpatient Hospital Services	22,292,766	49,959,156	76,919,643
Outpatient Hospital Services	7,904,048	15,842,202	27,983,140
Emergency Room Services	12,947,412	25,377,544	46,838,977
Dental Services	-	-	-
Vision Services	262,150	557,414	1,205,266
Pharmacy Services	-	-	-
Home Health Services	1,883,494	2,813,329	3,641,478
Chiropractic Services	-	-	-
Radiology Services	7,125,484	13,688,971	28,414,902
Laboratory Services	3,103,184	5,951,390	11,867,447
Durable Medical Equipment Services	1,819,100	3,520,065	6,785,016
Transportation Services	3,004,806	6,208,679	11,372,150
Outside Referrals	0	-	-
Medical Incentive Pool and Withhold Adj	0	-	-
Occupancy, Depreciation and Amortization	0	-	-
Nursing Facility Care	0	-	-
HCBS Services	0	-	-
Other Medical and Hospital Services - Write-Ins	417,835	740,760	1,129,207
Subtotal Medical and Hospital	<u>94,139,859</u>	<u>191,429,059</u>	<u>348,709,031</u>
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	2,798,434	4,630,148	8,787,435
Inpatient Substance Abuse Treatment and Detox	504,101	832,709	1,040,507
Outpatient Mental Health Services	1,289,636	2,322,881	3,751,257
Outpatient Substance Abuse Treatment and Detox	92,203	166,076	255,939
Housing/Residential Treatment	1,759,523	3,300,151	5,624,075
Specialized Crisis Services	761,218	1,437,297	2,638,868
Psychiatric Rehab and Support Services	1,578,073	2,559,995	4,924,912
Case Management	4,307,800	8,043,495	13,726,348
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	355,838	691,969	1,534,912
Medical Incentive Pool and Withhold Adjustments	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Mental Health and Substance Abuse Services	342,664	594,366	1,073,827
PCP and Specialist Services	-	-	-
Other Mental Health Services - Write-Ins	-	-	-
Subtotal MH&SAS	<u>13,789,490</u>	<u>24,579,087</u>	<u>43,358,080</u>
Subtotal Hospital, Medical, MH&SAS, CHOICES	<u>107,929,349</u>	<u>216,008,146</u>	<u>392,067,111</u>
LESS:			
Net Reinsurance Recoveries Incurred	-	-	-
Copayments	-	-	-
Subrogation and Corrdination of Benefits	-	-	-
Subtotal Reinsurance, Copay, Subrogation	<u>-</u>	<u>-</u>	<u>-</u>
Total Hospital, Medical, MHS&S	<u>107,929,349</u>	<u>216,008,146</u>	<u>392,067,111</u>
Administration:			
Compensation	-	-	-
Direct and Allocated Admin expenses	-	-	-
Marketing	-	-	-
Interest Expense	-	-	-
Premium Tax Expense	6,869,871	13,961,674	16,364,503
Occupancy, Depreciation, and Amortization	-	-	-
Other Administration - Write-Ins	12,222,339	23,925,980	40,765,444
Total Administration Expenses	<u>19,092,210</u>	<u>37,887,654</u>	<u>57,129,946</u>
Total Expenses	<u>127,021,559</u>	<u>253,895,800</u>	<u>449,197,058</u>
Extraordinary Item	-	-	-
Provision for Income Tax	173,117	(1,730,879)	(838,554)
Net Income (Loss)	<u>321,503</u>	<u>(3,214,489)</u>	<u>(1,557,315)</u>
Write-Ins for Other Revenues			
Total Other Revenues	0	0	0
Write-Ins for Other Expense			
Other Capitated Services	438,606	761,531	1,129,207
Paid claims adjustment	(20,771)	(20,771)	-
Total Other Medical and Hospital	<u>417,835</u>	<u>740,760</u>	<u>1,129,207</u>
Write-Ins for Other Medical and Hospital			
-	-	-	-
-	-	-	-
Total Other MH and SAS	<u>-</u>	<u>-</u>	<u>-</u>
Detail of Other Administration:			
Administrative Services Fee	10,155,596	19,870,337	35,880,083
Behavioral Healthcare Services	2,066,743	4,055,644	4,885,361
ASO Claims Administration Fees	-	-	-
Other Administration	12,222,339	23,925,980	40,765,444

**Americhoice - East Tennessee
Reconciliation Between 2A and MLR Report
As of June 30, 2010**

<u>Capitation Revenue</u>	<u>Revenue</u>
Revenue reported per MLR report	241,454,044
Add back accruals for premium tax and for payment	7,496,390
	248,950,433
TennCare Capitation per 2A	248,950,433
Difference	0
<u>Claims & Reserve</u>	
	<u>Claims</u>
Paid claims per the 2A	209,263,281
Change in IBNR	6,744,865
Total 2A Paid Claims and Change in Reserves	216,008,146
Incurred Claims per the MLR for the reporting period	218,954,726
Restated prior year incurred claims	(2,946,579)
Adjusted MLR	216,008,146
Difference (rounding)	0

UHC Plan of the River Valley
Reconciliation of Cash to Accrual Basis Accounting
As of June 30, 2010

	<u>Middle</u>	<u>East</u>	<u>West</u>	<u>Consolidated</u>	<u>Key</u>
Cash received per premium tax reconciliation	426,513,504	253,848,615	233,428,642	913,790,761	
Change in accruals	(25,891,519)	(4,041,046)	(6,456,614)	(36,389,179)	a
Change in withhold	6,315,291	(857,136)	63,468	5,521,624	b
Accrual basis	406,937,276	248,950,433	227,035,496	882,923,206	
				-	
2A Reported premiums	406,937,276	248,950,433	227,035,496	882,923,206	
Difference	0	(0)	(0)	-	

Key

(a) Consistent with NAIC guidelines, UPRV records premiums on an accrual basis of accounting. The accrued premium amount in June 2010 was 36,389,179 less than the premium accrued for at December 2009. The change is driven by a rate change accrual for all three regions made in December 2009 not being made in June 2010 because TennCare is now paying at the updated contracted rates upon which the accruals were based upon by June 2010.

(b) This item is because the December 2009 withholds are 5.5M less than the June 2010 withholds due to the Middle TN withhold rate as of June 2010 was

Accrual change is calculated as follows:	<u>Middle</u>	<u>East</u>	<u>West</u>	<u>Consolidated</u>
Reversal of December 09 accrual for rate change accrual	(16,506,241)	(7,687,802)	(8,031,736)	(32,225,779)
Reversal of December 09 accrual for future retro membership	(7,479,713)	(7,209,212)	(6,417,893)	(21,106,819)
Reversal of December 09 accrual for prem tax reconciliation	(459,522)	(206,988)	(328,920)	(995,429)
Reversal of Dec 09 accrual for Clinically Related Group (CRG)/Target Population Group (TPG) reconciliation	54,724	(68,886)	(21,394)	(35,556)
Jun 10 accrual for future retro membership	6,478,333	11,040,439	8,265,539	25,784,310
Mar 10 accrual for prem tax recon invoice	34,963	69,696	46,418	151,077
Jun 10 accrual for prem tax recon invoice	11,261	20,687	29,965	61,913
April 2010 Under 1 year old give back accrual change	398,262	1,022	1,407	400,692
Reversal of 2009 STAT adjustment for additional rate change	(8,423,587)			(8,423,587)
Total change in accrual	(25,891,519)	(4,041,046)	(6,456,614)	(36,389,179)