



HEALTH QUARTERLY STATEMENT

AS OF JUNE 30, 2011
OF THE CONDITION AND AFFAIRS OF THE
UnitedHealthcare Plan of the River Valley, Inc.

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

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

Country of Domicile United States of America

Licensed as business type: Health Maintenance Organization

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

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

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

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

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

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

Internet Web Site Address UHCRiverValley.com

Statutory Statement Contact Daynita Marie Smith, 952-936-1223
(Name) (Area Code) (Telephone Number)
daynita_smith@uhc.com, 952-936-1187
(E-mail Address) (FAX Number)

OFFICERS

President, Commercial Daniel Roger Kueter Treasurer Robert Worth Oberrender
Secretary Christina Regina Palme-Krizak Chief Financial Officer Patrick NMN Caster #

OTHER

<u>Bruce Chase Steffens M.D. Chief Medical Officer</u>	<u>Nyle Brent Cottingham Assistant Treasurer</u>	<u>Michelle Marie Huntley Dill Assistant Secretary</u>
<u>Scott Andrew Bowers President, Medicaid Division</u>	<u>Timothy Gilbert Caron Assistant Secretary</u>	<u>Mark Andrew Murr General Counsel</u>
<u>Mary Lynn Stanislav Assistant Secretary</u>	<u>Thomas Shaun McGlinch Assistant Treasurer</u>	<u>Paul Timothy Runice Assistant Treasurer</u>

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>Michael Paul Radu</u>
<u>Victoria Jean Kauzlarich</u>	<u>James Wesley Waters</u>	<u>Scott Andrew Bowers</u>

State of Illinois
County of Rock Island

State of Minnesota
County of Hennepin

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

Daniel Roger Keuter
President, Commercial

Christina Regina Palme-Krazik
Secretary

Subscribed and sworn to before me this _____ day of _____

Subscribed and sworn to before me this _____ day of _____

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



July 14, 2011

STATEMENT OF ACTUARIAL OPINION

Statutory Quarterly Statement of United Healthcare Plan of the River Valley, Inc.

Medicaid Risk Business in Western Tennessee, Excluding Long Term Care

As of and for the Period Ended June 30, 2011

I, Jed L. Linfield, am a Member of the American Academy of Actuaries (Academy) and Director of Actuarial Reserving Services for United Healthcare Plan of the River Valley, Inc.'s Medicaid plans. I meet the Academy qualification standards for rendering this statement of actuarial opinion.

This statement is for United Healthcare Plan of the River Valley, Inc.'s Medicaid risk business in Western Tennessee, which had approximately 167,000 members in June 2011. This business became effective November 1, 2008.

I have examined the actuarial assumptions and methods used in determining the loss reserves listed below, as prepared for filing with regulatory officials as of June 30, 2011.

I have determined that the appropriate level for claims liability for this block of business is \$54,811,488.

Note that in the annual statement, both Medicaid and non-Medicaid businesses are combined.

My examination included such review of the actuarial assumptions and actuarial methods and of the underlying basic liability records and such tests of the actuarial calculations as I considered necessary.

In my opinion the amounts carried in the balance sheet on account of the actuarial items identified above:

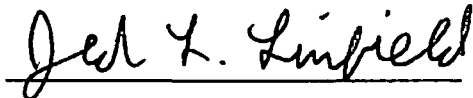
- a) Are computed in accordance with presently accepted actuarial standards consistently applied and are fairly stated in accordance with sound actuarial principles;
- b) Are based on actuarial assumptions which are in accordance with or stronger than those called for in related contract provisions and are appropriate for the purpose for which the statement was prepared;
- c) Meet the requirements of the laws of the State of Tennessee;
- d) Make good and sufficient provision for all unpaid claims and other actuarial liabilities of the organization guaranteed under the terms of its contracts and agreements;
- e) Are computed on the basis of actuarial assumptions and methods consistent in all material respects with those used in computing the corresponding items in the annual statement of the preceding year-end; and

- f) Include provision, in the aggregate, for all actuarial reserves and related statement items which ought to be established.

The actuarial methods, considerations and analyses used in forming my opinion conform to the appropriate Standards of Practice as promulgated from time to time by the Actuarial Standards Board, whose standards form the basis of this statement of opinion.

This statement has been prepared for inclusion with United Healthcare Plan of the River Valley, Inc.'s statutory quarterly statement for filing with regulatory authorities of the State of Tennessee and is intended for no other purpose.

July 14, 2011



Jed L. Linfield

Fellow, Society of Actuaries

Member, American Academy of Actuaries

Director of Actuarial Reserving Services

United HealthCare Community and State

12018 Sunrise Valley Drive

Reston, VA 20191

(571) 262-8922

e-mail: Jlinfield@uhc.com



July 14, 2011

STATEMENT OF ACTUARIAL OPINION

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Medicaid Risk Business in Western Tennessee, Long Term Care

As of and for the Period Ended June 30, 2011

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This statement is for United Healthcare Plan of the River Valley, Inc.'s Medicaid Long Term Care risk business in Western Tennessee, which had approximately 4,400 members in June 2011. This business became effective August 1, 2010.

I have examined the actuarial assumptions and methods used in determining the loss reserves listed below, as prepared for filing with regulatory officials as of June 30, 2011.

I have determined that the appropriate level for claims liability for this block of business is \$22,917,933.

Note that in the annual statement, both Medicaid and non-Medicaid businesses are combined.

My examination included such review of the actuarial assumptions and actuarial methods and of the underlying basic liability records and such tests of the actuarial calculations as I considered necessary.

In my opinion the amounts carried in the balance sheet on account of the actuarial items identified above:

- a) Are computed in accordance with presently accepted actuarial standards consistently applied and are fairly stated in accordance with sound actuarial principles;
- b) Are based on actuarial assumptions which are in accordance with or stronger than those called for in related contract provisions and are appropriate for the purpose for which the statement was prepared;
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STATEMENT OF ACTUARIAL OPINION

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Medicaid Risk Business in Middle Tennessee, Excluding Long Term Care

As of and for the Period Ended June 30, 2011

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This statement is for United Healthcare Plan of the River Valley, Inc.'s Medicaid risk business in Middle Tennessee, which had approximately 196,000 members in June 2011. This business became effective April 1, 2007.

I have examined the actuarial assumptions and methods used in determining the loss reserves listed below, as prepared for filing with regulatory officials as of June 30, 2011.

I have determined that the appropriate level for claims liability for this block of business is \$73,151,064.

Note that in the annual statement, both Medicaid and non-Medicaid businesses are combined.

My examination included such review of the actuarial assumptions and actuarial methods and of the underlying basic liability records and such tests of the actuarial calculations as I considered necessary.

In my opinion the amounts carried in the balance sheet on account of the actuarial items identified above:

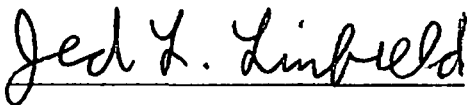
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- b) Are based on actuarial assumptions which are in accordance with or stronger than those called for in related contract provisions and are appropriate for the purpose for which the statement was prepared;
- c) Meet the requirements of the laws of the State of Tennessee;
- d) Make good and sufficient provision for all unpaid claims and other actuarial liabilities of the organization guaranteed under the terms of its contracts and agreements;
- e) Are computed on the basis of actuarial assumptions and methods consistent in all material respects with those used in computing the corresponding items in the annual statement of the preceding year-end; and

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Medicaid Risk Business in Middle Tennessee, Long Term Care

As of and for the Period Ended June 30, 2011

I, Jed L. Linfield, am a Member of the American Academy of Actuaries (Academy) and Director of Actuarial Reserving Services for United Healthcare Plan of the River Valley, Inc.'s Medicaid plans. I meet the Academy qualification standards for rendering this statement of actuarial opinion.

This statement is for United Healthcare Plan of the River Valley, Inc.'s Medicaid Long Term Care risk business in Middle Tennessee, which had approximately 5,100 members in June 2011. This business became effective March 1, 2010.

I have examined the actuarial assumptions and methods used in determining the loss reserves listed below, as prepared for filing with regulatory officials as of June 30, 2011.

I have determined that the appropriate level for claims liability for this block of business is \$26,214,256.

Note that in the annual statement, both Medicaid and non-Medicaid businesses are combined.

My examination included such review of the actuarial assumptions and actuarial methods and of the underlying basic liability records and such tests of the actuarial calculations as I considered necessary.

In my opinion the amounts carried in the balance sheet on account of the actuarial items identified above:

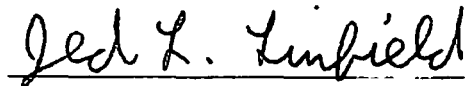
- a) Are computed in accordance with presently accepted actuarial standards consistently applied and are fairly stated in accordance with sound actuarial principles;
- b) Are based on actuarial assumptions which are in accordance with or stronger than those called for in related contract provisions and are appropriate for the purpose for which the statement was prepared;
- c) Meet the requirements of the laws of the State of Tennessee;
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- e) Are computed on the basis of actuarial assumptions and methods consistent in all material respects with those used in computing the corresponding items in the annual statement of the preceding year-end; and

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July 14, 2011

STATEMENT OF ACTUARIAL OPINION

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Medicaid Risk Business in Eastern Tennessee, Excluding Long Term Care

As of and for the Period Ended June 30, 2011

I, Jed L. Linfield, am a Member of the American Academy of Actuaries (Academy) and Director of Actuarial Reserving Services for United Healthcare Plan of the River Valley, Inc.'s Medicaid plans. I meet the Academy qualification standards for rendering this statement of actuarial opinion.

This statement is for United Healthcare Plan of the River Valley, Inc.'s Medicaid risk business in Eastern Tennessee, which had approximately 186,000 members in June 2011. This business became effective January 1, 2009.

I have examined the actuarial assumptions and methods used in determining the loss reserves listed below, as prepared for filing with regulatory officials as of June 30, 2011.

I have determined that the appropriate level for claims liability for this block of business is \$66,766,251.

Note that in the annual statement, both Medicaid and non-Medicaid businesses are combined.

My examination included such review of the actuarial assumptions and actuarial methods and of the underlying basic liability records and such tests of the actuarial calculations as I considered necessary.

In my opinion the amounts carried in the balance sheet on account of the actuarial items identified above:

- a) Are computed in accordance with presently accepted actuarial standards consistently applied and are fairly stated in accordance with sound actuarial principles;
- b) Are based on actuarial assumptions which are in accordance with or stronger than those called for in related contract provisions and are appropriate for the purpose for which the statement was prepared;
- c) Meet the requirements of the laws of the State of Tennessee;
- d) Make good and sufficient provision for all unpaid claims and other actuarial liabilities of the organization guaranteed under the terms of its contracts and agreements;
- e) Are computed on the basis of actuarial assumptions and methods consistent in all material respects with those used in computing the corresponding items in the annual statement of the preceding year-end; and

- f) Include provision, in the aggregate, for all actuarial reserves and related statement items which ought to be established.

The actuarial methods, considerations and analyses used in forming my opinion conform to the appropriate Standards of Practice as promulgated from time to time by the Actuarial Standards Board, whose standards form the basis of this statement of opinion.

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Medicaid Risk Business in Eastern Tennessee, Long Term Care

As of and for the Period Ended June 30, 2011

I, Jed L. Linfield, am a Member of the American Academy of Actuaries (Academy) and Director of Actuarial Reserving Services for United Healthcare Plan of the River Valley, Inc.'s Medicaid plans. I meet the Academy qualification standards for rendering this statement of actuarial opinion.

This statement is for United Healthcare Plan of the River Valley, Inc.'s Medicaid Long Term Care risk business in Eastern Tennessee, which had approximately 6,000 members in June 2011. This business became effective August 1, 2010.

I have examined the actuarial assumptions and methods used in determining the loss reserves listed below, as prepared for filing with regulatory officials as of June 30, 2011.

I have determined that the appropriate level for claims liability for this block of business is \$27,695,386.

Note that in the annual statement, both Medicaid and non-Medicaid businesses are combined.

My examination included such review of the actuarial assumptions and actuarial methods and of the underlying basic liability records and such tests of the actuarial calculations as I considered necessary.

In my opinion the amounts carried in the balance sheet on account of the actuarial items identified above:

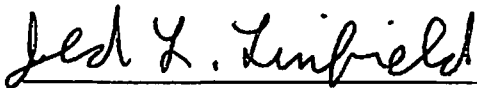
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- c) Meet the requirements of the laws of the State of Tennessee;
- d) Make good and sufficient provision for all unpaid claims and other actuarial liabilities of the organization guaranteed under the terms of its contracts and agreements;
- e) Are computed on the basis of actuarial assumptions and methods consistent in all material respects with those used in computing the corresponding items in the annual statement of the preceding year-end; and

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STATEMENT AS OF JUNE 30, 2011 OF THE UnitedHealthcare Plan of the River Valley, Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	575,616,324		575,616,324	560,542,521
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 (\$3,365,940), cash equivalents (\$6,552,000) and short-term investments (\$355,477,748)	365,395,688		365,395,688	467,134,281
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets			0	0
9. Receivables for securities	15,400,000		15,400,000	9
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	956,412,012	0	956,412,012	1,027,676,811
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	6,510,203		6,510,203	6,424,011
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	76,876,445	384,241	76,492,204	52,998,578
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums	1,865,542		1,865,542	1,651,803
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	0		0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	2,164,258	23,161	2,141,097	4,037,927
18.1 Current federal and foreign income tax recoverable and interest thereon	0		0	0
18.2 Net deferred tax asset	56,053,628	35,651,076	20,402,552	20,728,957
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	21,167,320	0	21,167,320	0
24. Health care (\$12,742,919) and other amounts receivable	14,600,723	1,857,804	12,742,919	8,922,535
25. Aggregate write-ins for other than invested assets	5,971,625	0	5,971,625	4,135,843
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	1,141,621,756	37,916,282	1,103,705,474	1,126,576,465
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	1,141,621,756	37,916,282	1,103,705,474	1,126,576,465
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. FEHBP Receivable	4,808,979		4,808,979	3,809,308
2502. Miscellaneous Receivable	45,537		45,537	110,095
2503. Premium Tax Receivable	1,117,109	0	1,117,109	216,440
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	5,971,625	0	5,971,625	4,135,843

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	375,243,421	0	375,243,421	396,091,539
2. Accrued medical incentive pool and bonus amounts	1,564,083		1,564,083	1,985,566
3. Unpaid claims adjustment expenses	9,070,786		9,070,786	9,777,723
4. Aggregate health policy reserves	4,945,383		4,945,383	6,092,952
5. Aggregate life policy reserves			0	
6. Property/casualty unearned premium reserve			0	
7. Aggregate health claim reserves	25,424		25,424	33,717
8. Premiums received in advance	237,715,569		237,715,569	227,804,165
9. General expenses due or accrued	44,226,719		44,226,719	50,666,561
10.1 Current federal and foreign income tax payable and interest thereon (including \$429,338 on realized gains (losses))	3,633,105		3,633,105	14,841,539
10.2 Net deferred tax liability	0		0	
11. Ceded reinsurance premiums payable	328,109		328,109	245,821
12. Amounts withheld or retained for the account of others	0		0	
13. Remittances and items not allocated	20,578		20,578	22,508
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	
15. Amounts due to parent, subsidiaries and affiliates	0		0	59,216,186
16. Derivatives			0	
17. Payable for securities	685,894		685,894	
18. Payable for securities lending			0	
19. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthorized reinsurers)			0	
20. Reinsurance in unauthorized companies			0	
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	
22. Liability for amounts held under uninsured plans	9,952,664		9,952,664	0
23. Aggregate write-ins for other liabilities (including \$38,000 current)	38,720	0	38,720	7,498
24. Total liabilities (Lines 1 to 23)	687,450,455	0	687,450,455	766,785,775
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	610,000	610,000
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	44,977,137	44,977,137
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	1,500,000	1,500,000
31. Unassigned funds (surplus)	XXX	XXX	369,167,882	312,703,553
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	416,255,019	359,790,690
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	1,103,705,474	1,126,576,465
DETAILS OF WRITE-INS				
2301. Fines & Penalties - Accrued	38,000		38,000	
2302. Unclaimed Property	720		720	7,498
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	38,720	0	38,720	7,498
2501.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	XXX	XXX	0	0
3001. Statutory Fund	XXX	XXX	1,500,000	1,500,000
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	1,500,000	1,500,000

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	4,627,548	4,323,565	8,795,788
2. Net premium income (including \$ non-health premium income).....	XXX	1,928,622,642	1,394,504,646	3,187,652,737
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	1,361,308	1,307,664	(1,268,943)
4. Fee-for-service (net of \$ medical expenses).....	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	403,718
7. Aggregate write-ins for other non-health revenues	XXX	605,600	0	0
8. Total revenues (Lines 2 to 7)	XXX	1,930,589,550	1,395,812,310	3,186,787,512
Hospital and Medical:				
9. Hospital/medical benefits	0	1,465,446,410	1,070,477,660	2,422,385,178
10. Other professional services	0	6,633,318	6,191,744	10,881,982
11. Outside referrals			0	0
12. Emergency room and out-of-area			0	0
13. Prescription drugs		64,642,819	51,059,967	93,623,001
14. Aggregate write-ins for other hospital and medical	0	6,902	214,160	496,627
15. Incentive pool, withhold adjustments and bonus amounts		62,142	343,702	1,271,375
16. Subtotal (Lines 9 to 15)	0	1,536,791,591	1,128,287,233	2,528,658,163
Less:				
17. Net reinsurance recoveries			(52,370)	(52,370)
18. Total hospital and medical (Lines 16 minus 17)	0	1,536,791,591	1,128,339,603	2,528,710,533
19. Non-health claims (net)				0
20. Claims adjustment expenses, including \$55,002,887 cost containment expenses		70,461,088	37,351,801	125,310,554
21. General administrative expenses	0	192,946,420	160,945,719	336,002,202
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)				
23. Total underwriting deductions (Lines 18 through 22)	0	1,800,199,099	1,326,637,123	2,990,023,289
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	130,390,451	69,175,187	196,764,223
25. Net investment income earned		8,418,983	7,959,959	16,255,996
26. Net realized capital gains (losses) less capital gains tax of \$429,338		782,046	(51,124)	109,883
27. Net investment gains (losses) (Lines 25 plus 26)	0	9,201,029	7,908,835	16,365,879
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	(85,107)	(3,184,600)	(2,410,088)
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	139,506,373	73,899,422	210,720,014
31. Federal and foreign income taxes incurred	XXX	45,648,229	23,703,284	80,699,894
32. Net income (loss) (Lines 30 minus 31)	XXX	93,858,144	50,196,138	130,020,120
DETAILS OF WRITE-INS				
0601. Emergency Room Diversion Grant	XXX			403,718
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	403,718
0701. TennCare EVW System Revenue	XXX	605,600		
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	605,600	0	0
1401. Patient Transport		2,980	194,226	456,786
1402. Other Miscellaneous Expenses		3,922	19,934	39,841
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	6,902	214,160	496,627
2901. Fines & Penalties - Paid and Accrued		(85,107)	(3,184,600)	(2,410,088)
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	(85,107)	(3,184,600)	(2,410,088)

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.....	359,790,690	278,429,436	278,429,438
34. Net income or (loss) from Line 32.....	93,858,144	50,196,138	130,020,120
35. Change in valuation basis of aggregate policy and claim reserves.....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....			
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....	(2,387,866)	(902,311)	9,056,747
39. Change in nonadmitted assets.....	2,994,051	1,494,260	4,384,385
40. Change in unauthorized reinsurance.....	0		
41. Change in treasury stock.....	0		
42. Change in surplus notes.....	0		
43. Cumulative effect of changes in accounting principles.....			
44. Capital Changes:			
44.1 Paid in.....	0		
44.2 Transferred from surplus (Stock Dividend).....	0		
44.3 Transferred to surplus.....		(100,000)	(100,000)
45. Surplus adjustments:			
45.1 Paid in.....	0		
45.2 Transferred to capital (Stock Dividend).....			
45.3 Transferred from capital.....		100,000	100,000
46. Dividends to stockholders.....	(38,000,000)	(2,100,000)	(62,100,000)
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	0
48. Net change in capital & surplus (Lines 34 to 47).....	56,464,329	48,688,087	81,361,252
49. Capital and surplus end of reporting period (Line 33 plus 48)	416,255,019	327,117,523	359,790,690
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	0

STATEMENT AS OF JUNE 30, 2011 OF THE UnitedHealthcare Plan of the River Valley, Inc.

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	1,915,548,050	1,412,304,187	3,425,171,013
2. Net investment income	12,082,676	3,243,662	21,537,802
3. Miscellaneous income	605,600	0	403,718
4. Total (Lines 1 to 3)	1,928,236,326	1,415,547,849	3,447,112,533
5. Benefit and loss related payments	1,561,364,335	1,076,045,999	2,393,149,333
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	259,624,729	194,685,778	440,409,391
8. Dividends paid to policyholders		0	0
9. Federal and foreign income taxes paid (recovered) net of \$0 tax on capital gains (losses)	57,286,003	18,010,144	68,865,599
10. Total (Lines 5 through 9)	1,878,275,067	1,288,741,921	2,902,424,323
11. Net cash from operations (Line 4 minus Line 10)	49,961,259	126,805,928	544,688,210
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	86,288,958	24,803,310	40,157,603
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	235	0	(20)
12.7 Miscellaneous proceeds	685,894	0	252
12.8 Total investment proceeds (Lines 12.1 to 12.7)	86,975,087	24,803,310	40,157,835
13. Cost of investments acquired (long-term only):			
13.1 Bonds	103,883,064	61,586,079	136,680,401
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	15,399,991	0	9
13.7 Total investments acquired (Lines 13.1 to 13.6)	119,283,055	61,586,079	136,680,410
14. Net increase (or decrease) in contract loans and premium notes	0	0	
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(32,307,968)	(36,782,769)	(96,522,575)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	
16.2 Capital and paid in surplus, less treasury stock	0	0	
16.3 Borrowed funds	0	0	
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	
16.5 Dividends to stockholders	38,000,000	2,100,000	62,100,000
16.6 Other cash provided (applied)	(81,391,884)	(159,909,014)	(180,710,203)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(119,391,884)	(162,009,014)	(242,810,203)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(101,738,593)	(71,985,855)	205,355,432
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	467,134,281	261,778,849	261,778,849
19.2 End of period (Line 18 plus Line 19.1)	365,395,688	189,792,994	467,134,281

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	751,054	3	116,364				5,254	66,698	562,735	
2. First Quarter	772,235		106,975				5,236	89,245	570,779	
3. Second Quarter	774,382		112,845				5,218	91,966	564,353	
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	4,627,548		626,127				28,437	534,007	3,438,977	
Total Member Ambulatory Encounters for Period:										
7. Physician	2,783,787		279,427				11,830	865,849	1,626,681	
8. Non-Physician	807,669		50,407				2,643	329,694	424,925	
9. Total	3,591,456	0	329,834	0	0	0	14,473	1,195,543	2,051,606	0
10. Hospital Patient Days Incurred	2,578,967		14,250				640	91,697	2,472,380	
11. Number of Inpatient Admissions	168,615		3,523				162	13,163	151,767	
12. Health Premiums Written (a)	1,930,618,778		207,472,087				10,078,088	458,814,451	1,254,254,152	
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	1,931,980,086		207,137,646				10,291,827	460,296,461	1,254,254,152	
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services.....	1,561,364,335		161,770,744				11,180,978	344,511,519	1,043,901,094	
18. Amount Incurred for Provision of Health Care Services	1,536,791,591		158,441,046				12,074,809	344,727,165	1,021,548,571	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 458,814,451

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	99,931,586	7,295,903	958,189	338,125	6,048,771	114,572,574
0499999 Subtotals	99,931,586	7,295,903	958,189	338,125	6,048,771	114,572,574
0599999 Unreported claims and other claim reserves						260,396,194
0699999 Total amounts withheld						274,653
0799999 Total claims unpaid						375,243,421
0899999 Accrued medical incentive pool and bonus amounts						1,564,083

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)	25,371,978	136,359,897	4,906,752	30,379,579	30,278,730	38,427,021
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan	4,756,704	6,424,275	76,441	3,412,306	4,833,145	2,594,916
6. Title XVIII - Medicare	51,254,023	293,061,915	3,172,659	90,619,548	54,426,682	88,882,224
7. Title XIX - Medicaid	211,696,511	831,955,406	44,146,315	198,555,245	255,842,826	266,221,094
8. Other health					0	0
9. Health subtotal (Lines 1 to 8)	293,079,216	1,267,801,493	52,302,167	322,966,678	345,381,383	396,125,255
10. Healthcare receivables (a)	1,598,715	11,186,816		1,815,192	1,598,715	11,305,873
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	54,575	429,051	1,291,024	273,059	1,345,599	1,985,567
13. Totals (Lines 9-10+11+12)	291,535,076	1,257,043,728	53,593,191	321,424,545	345,128,267	386,804,949

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

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

A. Accounting Practices

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

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

1-8. No significant differences exist between the statutory practices prescribed or permitted by the State of Illinois and those prescribed or permitted by the NAIC SAP which would materially affect the statutory basis capital and surplus.

Note 2 - Accounting Changes and Corrections of Errors

No significant change.

Note 3 - Business Combinations and Goodwill

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

Pursuant to the requirements of the Statements of Statutory Accounting Principles (SSAP) No. 3, "Accounting changes and Corrections of Error", the June 30, 2010 and December 31, 2010 amounts have been restated to reflect the balances as if the merger had occurred January 1, 2010. The impact of the merger on admitted assets, liabilities, capital and surplus, revenue, and net income for 2010 as presented in the accompanying financial statement is as follows (in thousands):

	The Company 2010 as reported	UHCTN 2010 reported	2010 reclassification	Consolidated 2010 as restated
as of December 31,				
Total admitted assets	\$ 1,112,011	\$ 15,062	\$ (496)	\$ 1,126,577
Total liabilities	\$ 761,411	\$ 5,871	\$ (496)	\$ 766,786
Common stock	610	100	(100)	610
Gross paid in and contributed capital	37,441	7,436	100	44,977
Aggregate write-ins for other than special surplus funds	1,500	-	-	1,500
Unassigned funds	311,049	1,655	-	312,704
Total capital and surplus	\$ 350,600	\$ 9,191	\$ -	\$ 359,791
Total revenues	\$ 3,157,217	\$ 29,570	\$ -	\$ 3,186,787
Net income	\$ 129,440	\$ 580	\$ -	\$ 130,020
as of June 30,				
Total revenues	\$ 1,380,597	\$ 15,215	\$ -	\$ 1,395,812
Net income	\$ 49,050	\$ 1,146	\$ -	\$ 50,196

As a result of the merger, a reclassification for \$333,000 of current federal and foreign income tax recoverable was made to current federal and foreign income tax payable and \$163,000 of liability for amounts held under uninsured plans was made to amounts receivable relating to uninsured plans in the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus. As a result of the transaction, all outstanding shares of UHCTN common stock were cancelled and no shares of stock were issued (see Note 13).

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

Note 4 - Discontinued Operations

No significant change.

Note 5 – Investments

A. No significant change.

B. No significant change.

NOTES TO FINANCIAL STATEMENTS

C. No significant change.

D. Loan-Backed Securities

- 1) Prepayment assumptions for single class and multi-class mortgage-backed/asset-backed securities were obtained from an external data source vendor.
- 2) The Company did not recognize other-than-temporary impairments on mortgage-type investments as of June 30, 2011.
- 3) The Company did not have mortgage-type investments with an other-than-temporary impairment to report by CUSIP as of June 30, 2011.
- 4) 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, 2011 (in thousands):

	<u>Less Than 12 Months</u>		<u>12 Months or Greater</u>		<u>Total Unrealized</u>	
	<u>Fair Value</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>	<u>Gross Unrealized Losses</u>
Fixed Income-Mortgage	\$ 8,145	\$ (14)	\$ 1	\$ (36)	\$ 8,146	\$ (50)

- 5) The Company believes that it will collect all principal and interest due on all investments that have an amortized cost in excess of fair value. The unrealized losses as of June 30, 2011 were primarily caused by interest rate increases and not by unfavorable changes in the credit ratings associated with these securities.

E. No significant change.

F. No significant change.

G. No significant change.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

Note 7 - Investment Income

No significant change.

Note 8 - Derivative Instruments

No significant change.

Note 9 - Income Taxes

No significant change.

Note 10 - Information Concerning Parent, Subsidiaries and Affiliates

No significant change.

Note 11 - Debt

No significant change.

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

No significant change.

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

On June 24, 2011, the Company declared and paid an ordinary cash dividend of \$38,000,000 to the sole shareholder, UnitedHealthcare Services Company of the River Valley, Inc. The ordinary dividend complied with the provisions set forth in the statutes of Illinois. The dividend was recorded as a reduction to unassigned surplus.

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

NOTES TO FINANCIAL STATEMENTS

Note 14 - Contingencies

No significant change.

Note 15 - Leases

No significant change.

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

No significant change.

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

- A. The Company did not have any transfers of receivables reported as sales as of June 30, 2011 or December 31, 2010.
- B. The Company did not have any transfer and servicing of financial assets as of June 30, 2011 or December 31, 2010.
- C. No transactions involving wash sales of securities with an NAIC designation of 3 or below or unrated securities occurred as of June 30, 2011 or the year ended December 31, 2010.

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

Effective January 1, 2011, the Center for Medicare and Medicaid Services (CMS) introduced the Medicare Part D Coverage Gap Discount Program, which provides a 50% discount from the negotiated price of brand drugs between the initial coverage limit and the catastrophic coverage limit. The Company acts as a pass-through between CMS and the drug manufacturer. As a result, there is no insurance risk to the Company as a result of this arrangement. As of June 30, 2011, the Company has \$829,000 included as amounts receivable relating to uninsured plans and \$2,598,000 included as a liability for amounts held under uninsured plans for this new program in the accompanying statutory basis financial statements.

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

No significant change.

Note 20 – Fair Value Measurement

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

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

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

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

NOTES TO FINANCIAL STATEMENTS

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

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

There were no transfers between Levels 1 and 2 as of June 30, 2011 and December 31, 2010.

The Company does not have any financial assets that are measured and reported at fair value on the statutory basis statements of admitted assets, liabilities, and capital and surplus at June 30, 2011 and December 31, 2010.

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

Note 21 - Other Items

The Company recorded receivables related to retroactive policies and estimated withholds of approximately \$33,092,000 and \$2,160,000 as of December 31, 2010 for TennCare Medicaid and CHOICES, respectively. As of June 30, 2011, the Company has collected \$34,266,000 and \$10,860,000 in Medicaid and CHOICES retroactive premiums and estimated withholds related to prior year, respectively. Currently, there is approximately \$3,738,000 and \$5,000 in retroactive receivables and estimated withholds recorded for the prior year for TennCare Medicaid and CHOICES, respectively. The amounts above exclude activity related to the rate change accrual. The majority of retrospective activity experience is due to the twelve month retroactive membership eligibility contract provision.

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

Note 22 - Events Subsequent

No significant change.

Note 23 - Reinsurance

No significant change.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

The Company has Medicare business which is subject to a retrospective rating feature related to Part D premiums. The Company has estimated accrued retrospective premiums related to Part D premiums based on guidelines determined by CMS. The formula is tiered and based on medical loss ratio. As of June 30, 2011, the amount of Part D premium subject to retrospective rating was approximately \$40,321,000 representing 2.1% of total net premiums written.

The Company has contracts 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. As of June 30, 2011, the amount of earned premiums subject to retrospective ratings was \$10,078,000, representing 0.5% of total net premiums written.

NOTES TO FINANCIAL STATEMENTS

Note 25 - Change in Incurred Losses and Loss Adjustment Expenses

Changes in estimates related to the prior year incurred claims are included in total hospital and medical expenses in the current year in the accompanying statutory basis statements of operations. The following tables disclose paid claims, incurred claims, and the balance in the claims unpaid, accrued medical incentive pool and bonus amounts, aggregate health claim reserves and health care receivables at June 30, 2011 and December 31, 2010 (in thousands):

	2011		
	Current Year Incurred Claims	Prior Years Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ (398,111)	\$ (398,111)
Paid claims, net of health care receivables	1,268,230	293,134	1,561,364
End of year claim reserve	323,240	53,593	376,833
Incurred claims excluding the change in health care receivables as presented below	1,591,470	(51,384)	1,540,086
Beginning of year health care receivables	-	11,306	11,306
End of year health care receivables	(13,002)	(1,599)	(14,601)
Total incurred claims	\$ 1,578,468	\$ (41,677)	\$ 1,536,791
	2010		
	Current Year Incurred Claims	Prior Years Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ (257,765)	\$ (257,765)
Paid claims, net of health care receivables	2,158,521	234,628	2,393,149
End of year claim reserve	391,010	7,101	398,111
Incurred claims excluding the change in health care receivables as presented below	2,549,531	(16,036)	2,533,495
Beginning of year health care receivables	-	6,521	6,521
End of year health care receivables	(10,015)	(1,291)	(11,306)
Total incurred claims	\$ 2,539,516	\$ (10,806)	\$ 2,528,710

The liability for claims unpaid, accrued medical incentive pool and bonus amounts, aggregate health claim reserves and health care receivables as of December 31, 2010 were \$386,805,000. As of June 30, 2011, \$293,134,000 has been paid for incurred claims attributable to insured events of prior years. Reserves remaining for prior years are now \$51,994,000 as a result of re-estimation of unpaid claims. Therefore, there has been \$41,677,000 favorable prior-year development since December 31, 2010 to June 30, 2011. In 2011, the favorable development is primarily due to approximately \$18,857,000 in retroactivity for inpatient, outpatient, pharmacy claims and claims settlement payments, in addition to favorable developments related to the release and re-establishment of approximately \$21,196,000 in known environmental claims reserve. At December 31, 2010, the Company recorded \$10,806,000 of favorable development related to insured events of prior years primarily as a result of ongoing analysis of loss development trends and changes to the provider settlement reserves. Original estimates are increased or decreased, as additional information becomes known regarding individual claims. Included in this favorable development is the impact related to retrospectively rated policies. As a result of the prior-year effects, on a regular basis, the Company adjusts revenue and the corresponding liability and/or receivable related to retrospectively rated policies and the impact of the change is included as a component of change in unearned premium reserves and reserve for rate credits in the statutory basis statements of operations.

NOTES TO FINANCIAL STATEMENTS

The Company incurred claims adjustment expenses (CAE) of approximately \$70,461,000 and \$125,311,000 as of June 30, 2011 and December 31, 2010, respectively. These costs are included in the management service fees paid by the Company to UnitedHealthcare Services Company of the River Valley, Inc. (UHS-RV) as a part of its management agreement.

The following tables disclose paid CAE, incurred CAE, and the balance in the unpaid claim adjustment expenses reserve as of June 30, 2011 and December 31, 2010 (in thousands):

	2011	2010
Total claims adjustment expenses incurred	\$ 70,461	\$ 125,311
Less current year unpaid claims adjustment expenses	(9,071)	(9,778)
Add prior year unpaid claims adjustment expenses	<u>9,778</u>	<u>6,221</u>
Total claims adjustment expenses paid	<u>\$ 71,168</u>	<u>\$ 121,754</u>

Note 26 - Intercompany Pooling Arrangements

No significant change.

Note 27 - Structured Settlements

No significant change.

Note 28 - Health Care Receivables

Pharmaceutical rebates receivable are recorded when reasonably estimated and/or billed by the affiliated pharmaceutical benefit manager in accordance with pharmaceutical rebate contract provisions and the applicable statutory guidance. 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 accompanying statutory basis financial statements.

Of the amount reported as health care and other receivables, \$12,743,000 and \$8,920,000 relates to pharmaceutical rebate receivables as of June 30, 2011 and December 31, 2010, respectively. This increase is due to increased membership, change in generic/name brand mix, better rebate rates negotiated with Pharma and significant increases in drug weighted average cost.

Note 29 - Participating Policies

No significant change.

Note 30 - Premium Deficiency Reserves

No significant change.

Note 31 – Anticipated Salvage and Subrogation

No significant change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [X] No []
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [X] 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 [X] No []
- 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
UnitedHealthcare of Tennessee, Inc.	11147	TN

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

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

GENERAL INTERROGATORIES

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [] No []
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended? Yes [] No []
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
 UnitedHealth Group's previous code of conduct ("The Principles of Ethics & Integrity") was somewhat outdated and had not been substantially revised in many years. In 2010, the Company's compliance and ethics team began the process of researching best practices and benchmarking our code against other companies' codes. On May 24, 2011, the UnitedHealth Group Board of Directors adopted the newly revised "Code of Conduct: Our Principles of Ethics & Integrity." The Code covers all employees at all levels. The topics covered in the new Code are not considerably different, but the material is now much more user- friendly, intuitive and helpful in both aesthetics and content.
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No []
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [] No []
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$0

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No []
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$
13. Amount of real estate and mortgages held in short-term investments: \$
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [] No []
- 14.2 If yes, please complete the following:
- | | 1
Prior Year-End
Book/Adjusted
Carrying Value | 2
Current Quarter
Book/Adjusted
Carrying Value |
|---|--|---|
| 14.21 Bonds | \$0 | \$ |
| 14.22 Preferred Stock | \$0 | \$ |
| 14.23 Common Stock | \$0 | \$ |
| 14.24 Short-Term Investments | \$0 | \$ |
| 14.25 Mortgage Loans on Real Estate | \$0 | \$ |
| 14.26 All Other | \$0 | \$ |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) | \$0 | \$0 |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above | \$ | \$ |
- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No []
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No []
 If no, attach a description with this statement.

GENERAL INTERROGATORIES

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

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

1 Name of Custodian(s)	2 Custodian Address
State Street Bank	801 Pennsylvania, Kansas City, MO 64105
Northern Trust	50 S. LaSalle, Chicago, IL 60675
Bank of New York Mellon	Global Liquidity Services, 1 Wall St, 14th Floor, New York NY 10286

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

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

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

16.4 If yes, give full information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
State Street Bank	Northern Trust06/01/2011	economics

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	201 Washington Street Suite 2900 Boston, MA 02108-4408
107038	JP Morgan Investment Management Inc.	245 Park Avenue New York, NY 10167
N/A	Internally Managed	N/A

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

17.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent 82.5 %
1.2 A&H cost containment percent 2.8 %
1.3 A&H expense percent excluding cost containment expenses 10.8 %

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

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

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

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

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
NONE						

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

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	16,932,955	29,261,025					46,193,980	
15. Indiana	IN	N							0	
16. Iowa	IA	L	104,436,265	75,682,772		10,078,088			190,197,125	
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	67,270,891	305,313,534	1,254,254,152				1,626,838,577	
44. Texas	TX	N							0	
45. Utah	UT	N							0	
46. Vermont	VT	N							0	
47. Virginia	VA	L	18,831,976	48,557,120					67,389,096	
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		207,472,087	458,814,451	1,254,254,152	10,078,088	0	0	1,930,618,778	0
60. Reporting Entity Contributions for Employee Benefit Plans	XXX								0	
61. Totals (Direct Business)	(a) 4		207,472,087	458,814,451	1,254,254,152	10,078,088	0	0	1,930,618,778	0
DETAILS OF WRITE-INS										
5801.	XXX									
5802.	XXX									
5803.	XXX									
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX		0	0	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898)(Line 58 above)	XXX		0	0	0	0	0	0	0	0

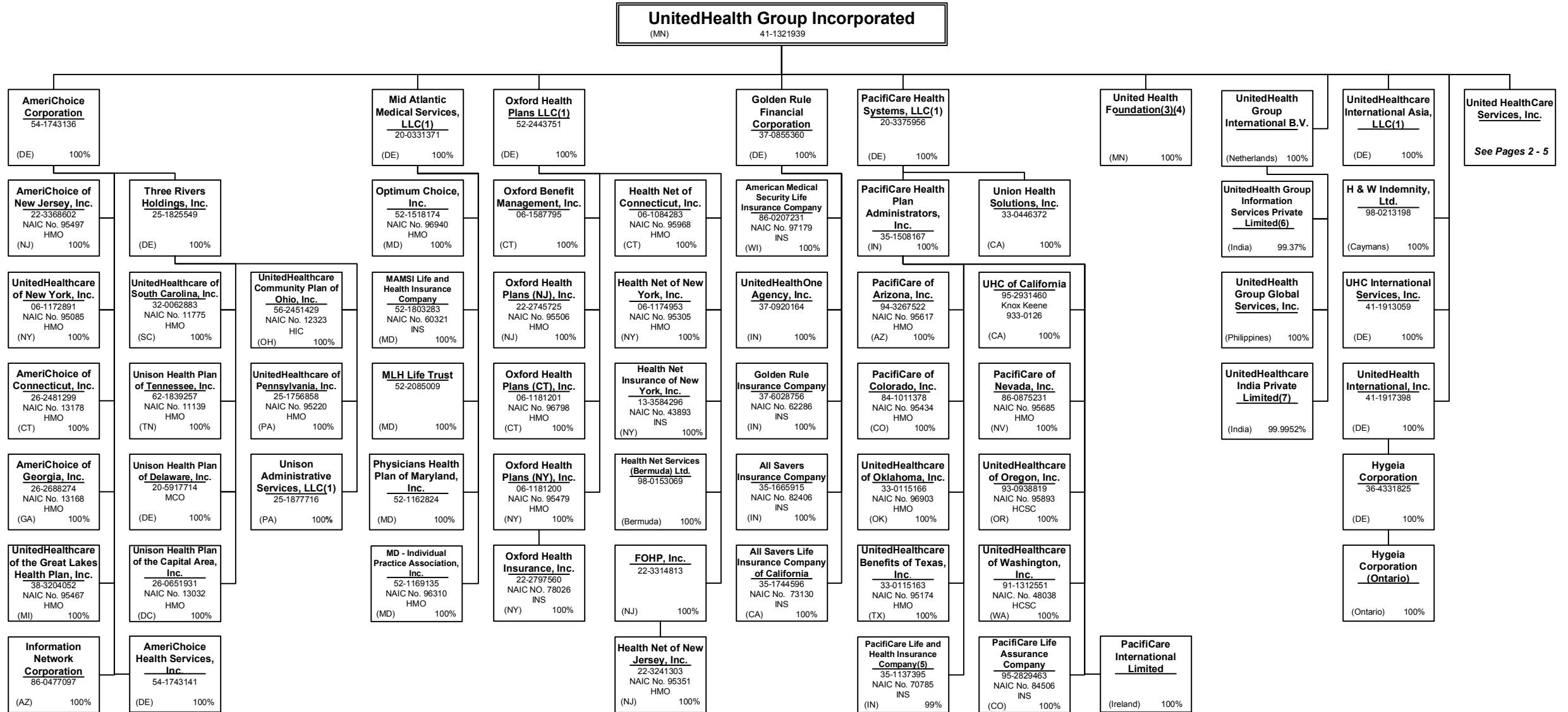
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

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

Premiums allocated by state based upon Geographic Market.

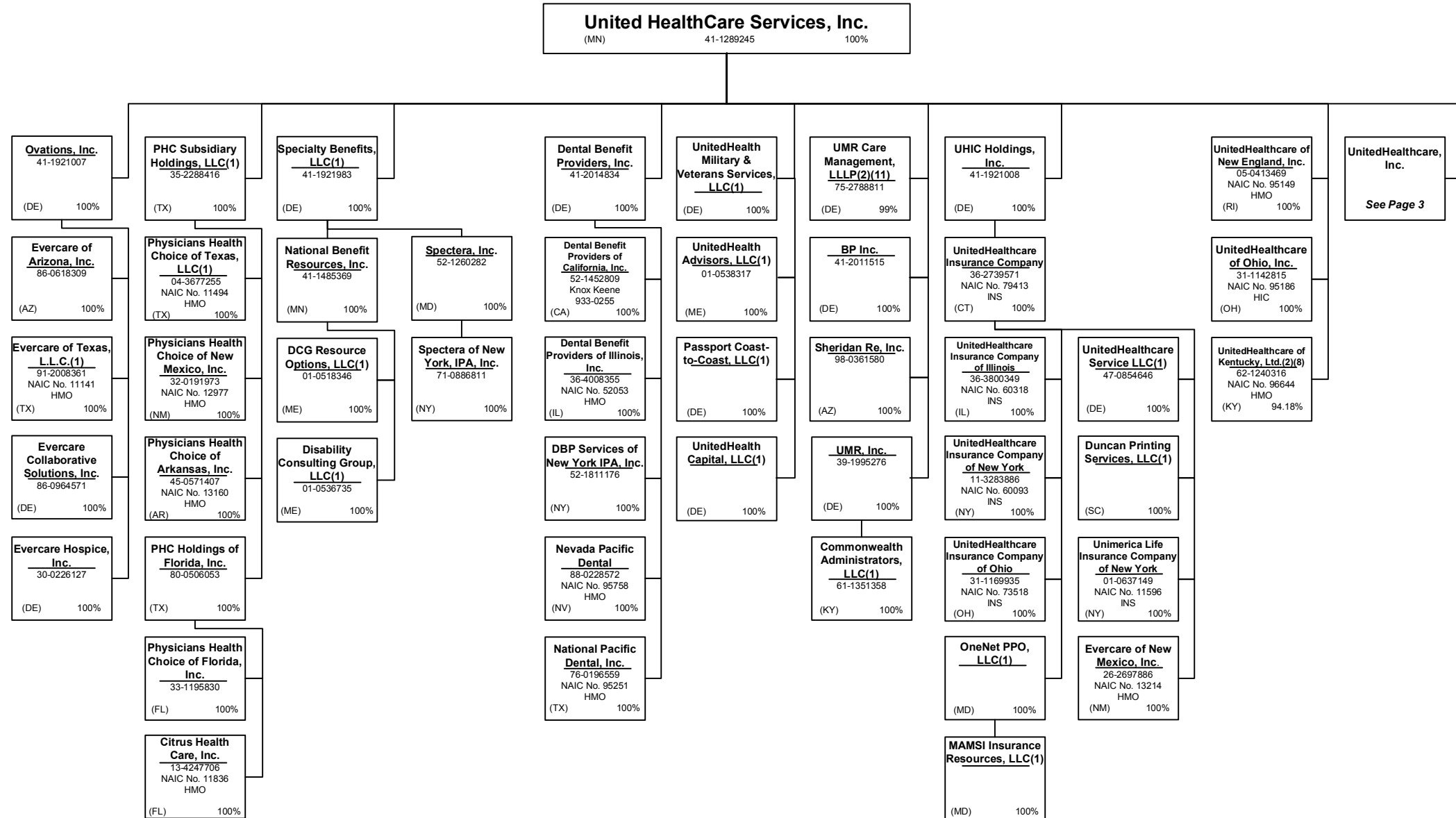
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



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

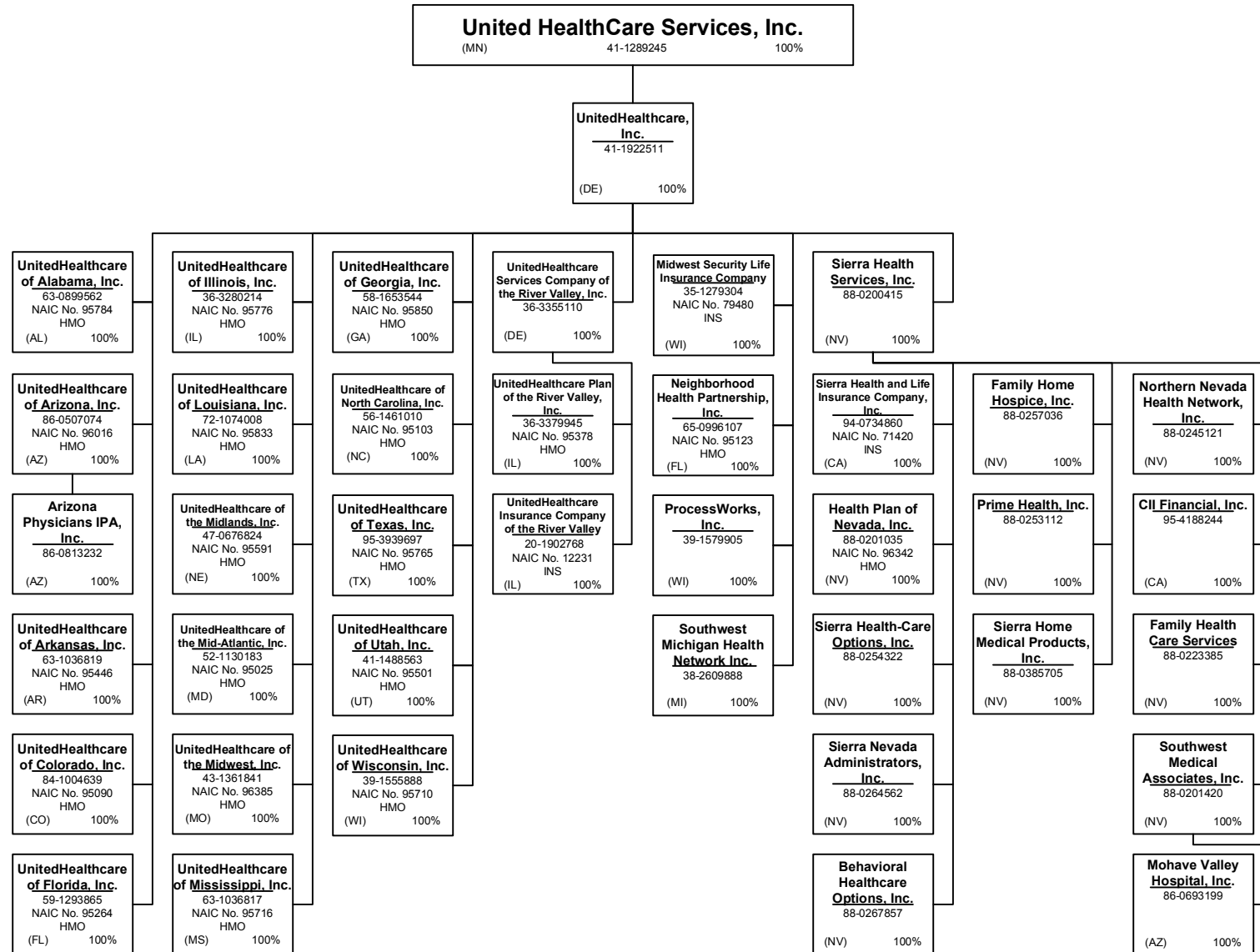
PART 1 - ORGANIZATIONAL CHART



15.1

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

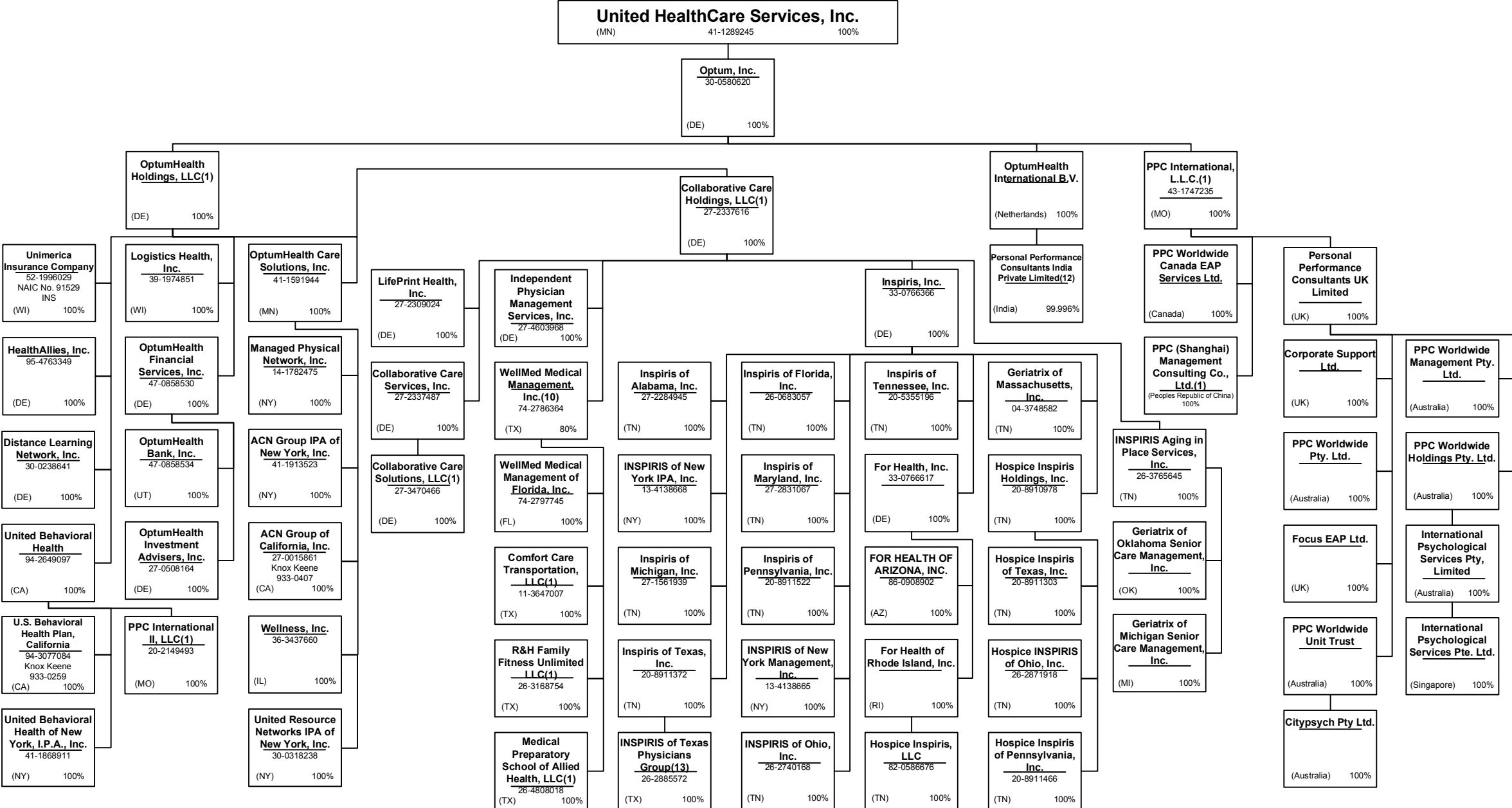
PART 1 - ORGANIZATIONAL CHART



15.2

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

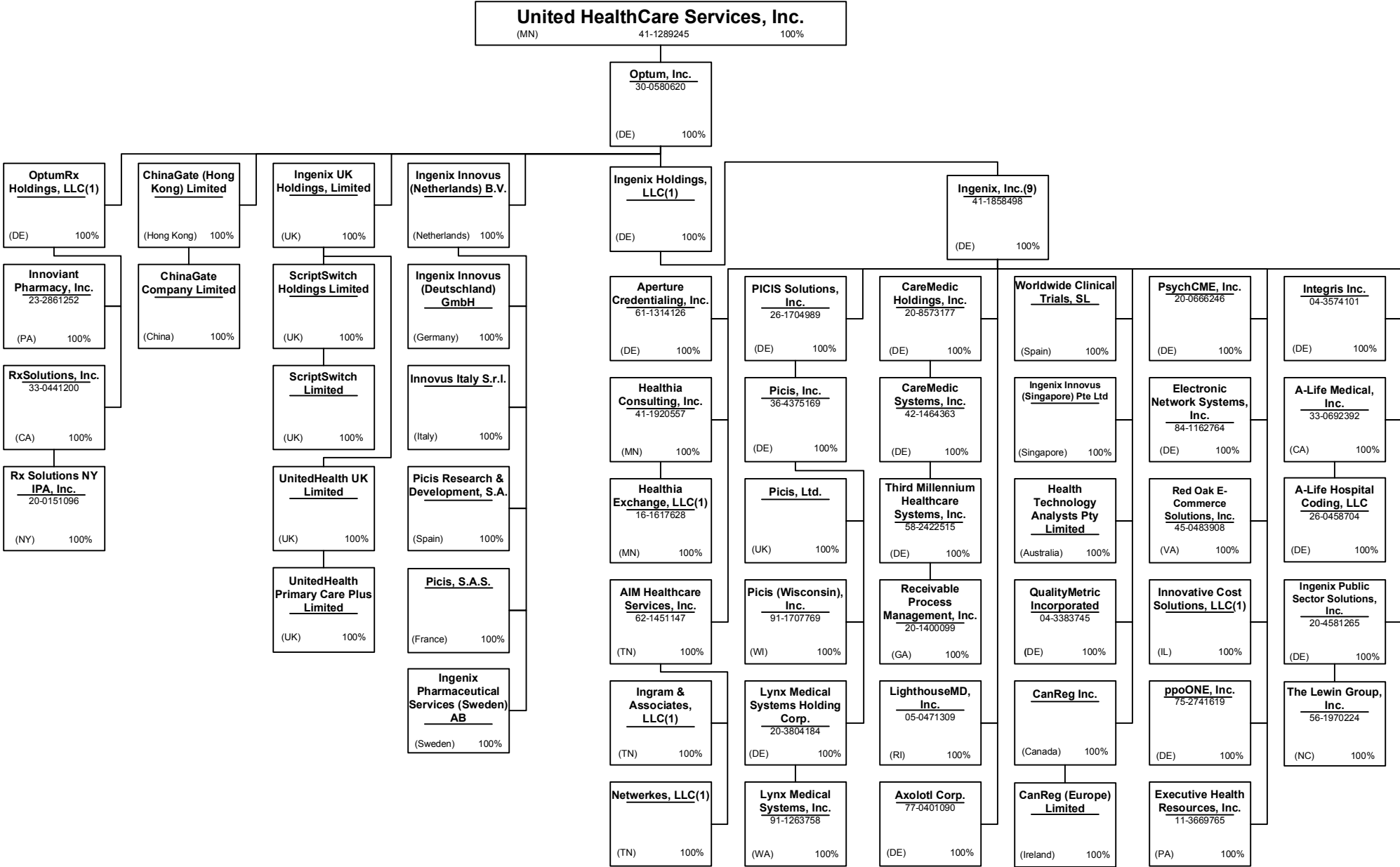
PART 1 - ORGANIZATIONAL CHART



15.3

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

Notes

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

(1) Entity is a Limited Liability Company

(2) Entity is a Partnership

(3) Entity is a Non-Profit Corporation

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

(5) PacifiCare Life and Health Insurance Company is 99% owned by PacifiCare Health Plan Administrators, Inc. and 1% owned by PacifiCare Health Systems, LLC

(6) UnitedHealth Group Information Services Private Limited is 99.37% owned by UnitedHealth Group International B.V.. The remaining 0.63% is owned by UnitedHealth International, Inc.

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

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

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

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

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

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

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

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. The Company does not offer Medicare Part D Supplement Product.

Bar Code:

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



OVERFLOW PAGE FOR WRITE-INS

NONE

STATEMENT AS OF JUNE 30, 2011 FOR
UNITEDHEALTHCARE PLAN OF THE RIVER VALLEY, INC.

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

Individually list all debtors with account balances the greater of 10% of gross Premiums Receivable or \$10,000.

Name of Debtor	1-30 Days	31-60 Days	61-90 Days	Over 90 Days	Non Admitted	Admitted
Total Individuals	-	-	-	-	-	-
Group subscribers:						
Group subscriber subtotal	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Premiums due and unpaid not individually listed	\$ 2,416,385	\$ 272,089	\$ 29,389	\$ -	\$ -	\$ 2,717,862
Total group	\$ 2,416,385	\$ 272,089	\$ 29,389	\$ -	\$ -	\$ 2,717,862
Premiums due and unpaid from Medicare entities	\$ 31,045,146	\$ 1,023,552	\$ 959,817	\$ 4,992,313	\$ 384,241	\$ 37,636,588
Premiums due and unpaid from Medicaid entities	\$ 36,137,753	\$ -	\$ -	\$ -	\$ -	\$ 36,137,753
Accident and health premiums due and unpaid (Page 2, Line 15)	\$ 69,599,285	\$ 1,295,640	\$ 989,206	4,992,313	\$ 384,241	\$ 76,492,204

EXHIBIT 3 - HEALTH CARE RECEIVABLES

Name of Debtor	1 1 - 30 Days	2 31 - 60 Days	3 61 - 90 Days	4 Over 90 Days	5 Non-Admitted	6 Admitted
Rx Solutions, Inc.	3,108,407	3,071,784	2,916,335	3,787,931	464,872	12,419,585
Medco Health Solutions, Inc.	278,603	276	276	122,166	400,738	583
0199998 Aggregate Pharmaceutical Rebate Receivables Not Individually Listed	-	-	-	-	-	-
0199999 Total Pharmaceutical Rebate Receivables	3,387,009	3,072,061	2,916,611	3,910,097	865,610	12,420,169
0299998 Aggregate Claim Overpayment Receivables Not Individually Listed	47	915	7,068	1,306,914	992,193	322,751
0299999 Total Claim Overpayment Receivables	47	915	7,068	1,306,914	992,193	322,751
0399998 Aggregate Loans and Advances to Providers Not Individually Listed	-	-	-	-	-	-
0399999 Total Loans and Advances to Providers	-	-	-	-	-	-
0499998 Aggregate Capitation Arrangement Receivables Not Individually Listed	-	-	-	-	-	-
0499999 Total Capitation Arrangement Receivables	-	-	-	-	-	-
0599998 Aggregate Risk Sharing Receivables Not Individually Listed	-	-	-	-	-	-
0599999 Total Risk Sharing Receivables	-	-	-	-	-	-
0699998 Aggregate Other Receivables Not Individually Listed	-	-	-	-	-	-
0699999 Total Other Receivables	-	-	-	-	-	-
0799999 Gross Health Care Receivables	3,387,056	3,072,976	2,923,680	5,217,011	1,857,804	12,742,919

STATEMENT AS OF MARCH 31, 2011 OF THE UnitedHealthcare Plan of the River Valley, Inc.
Exhibit 5 - Amounts Due From Parent, Subsidiaries and Affiliates

	2 1 - 30 Days	3 31 -60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	Admitted	
						7 Current	8 Non-Current
United HealthCare Services, Inc.	21,167,320					21,167,320	0
0199999 Individually listed receivables	21,167,320	0	0	0	0	21,167,320	0
0299999 Receivables not individually listed							
0399999 Total gross amounts receivable	21,167,320	0	0	0	0	21,167,320	0

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	560,542,521	470,305,227
2. Cost of bonds and stocks acquired	103,883,064	136,680,401
3. Accrual of discount	66,263	208,306
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	1,211,149	371,820
6. Deduct consideration for bonds and stocks disposed of	86,288,958	40,157,603
7. Deduct amortization of premium	3,797,715	6,662,639
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	202,991
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	575,616,324	560,542,521
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	575,616,324	560,542,521

STATEMENT AS OF JUNE 30, 2011 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)	753,204,366	2,333,959,108	2,183,956,904	(23,487)	753,204,366	903,183,083	0	958,290,556
2. Class 2 (a)	35,888,025	1,034,268	425,000	(2,034,304)	35,888,025	34,462,989	0	35,067,530
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	789,092,391	2,334,993,376	2,184,381,904	(2,057,791)	789,092,391	937,646,072	0	993,358,086
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	789,092,391	2,334,993,376	2,184,381,904	(2,057,791)	789,092,391	937,646,072	0	993,358,086

(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 \$ 30,443,094 ; NAIC 2 \$ 1,752,865 ; 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	355,477,748	XXX	355,773,310	329,565	63,348

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	417,762,526	230,734,979
2. Cost of short-term investments acquired	3,467,492,725	5,898,312,863
3. Accrual of discount	1,944	391
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	235	0
6. Deduct consideration received on disposals	3,529,482,002	5,711,245,521
7. Deduct amortization of premium	297,680	40,186
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)	355,477,748	417,762,526
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	355,477,748	417,762,526

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	15,053,036	29,999,924
2. Cost of cash equivalents acquired	681,277,436	742,018,920
3. Accrual of discount	1,991	8,545
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	0
6. Deduct consideration received on disposals	689,771,000	756,966,000
7. Deduct amortization of premium	9,463	8,353
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)	6,552,000	15,053,036
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	6,552,000	15,053,036

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, 2011 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
912828-BR-0	US Treasury Note 4.250% 11/15/13		06/07/2011	Bank New York Mellon		18,401,855	16,900,000	46,842	1
912828-QZ-6	US Treasury Note 0.500% 05/31/13		05/31/2011	CitiGroup		5,002,165	5,000,000	68	1
0599999. Bonds - U.S. Governments									
20772J-BQ-4	CT St GO Non Call 5.000% 05/15/21		05/19/2011	MR BEAL and Co		23,404,020	21,900,000	46,910	XXX
882722-YF-2	TX St GO Non Call 5.000% 08/01/18		05/18/2011	DEPPA First Albany		4,997,916	4,200,000	0	1FE
1799999. Bonds - U.S. States, Territories and Possessions									
167593-FZ-0	Chicago IL O'Hare Airport Rev Bond Non Call 5.000% 01/01/18		04/27/2011	CitiGroup		7,809,810	6,555,000	0	XXX
3128PR-S5-4	FHLMC Pool J12657 MBS 4.500% 07/01/25		05/16/2011	Nomura Securities		4,331,080	4,000,000	0	1FE
3128PU-KU-5	FHLMC Pool J14807 MBS 4.500% 03/01/26		05/19/2011	JP Morgan Chase		501,792	473,109	1,065	1
3128PU-T6-9	FHLMC Pool J15073 MBS 4.000% 04/01/26		04/12/2011	Nomura Securities		479,805	452,180	1,300	1
3128PU-UP-5	FHLMC Pool J15090 MBS 4.500% 04/01/26		05/17/2011	UBS Financial Services		2,872,097	2,784,220	5,259	1
3128PU-IF-5	FHLMC Pool J15146 MBS 4.500% 04/01/26		05/16/2011	Jefferys and Company		951,008	896,517	2,129	1
3128PU-YZ-9	FHLMC Pool J15228 MBS 4.500% 04/01/26		05/16/2011	UBS Financial Services		1,058,525	995,819	2,241	1
3128PV-AA-2	FHLMC Pool J15427 MBS 4.500% 05/01/26		05/17/2011	Bank of America Sec		841,758	791,080	1,780	1
3128PV-F3-9	FHLMC Pool J15586 MBS 4.500% 06/01/26		05/17/2011	Bank of America Sec		744,406	700,000	1,663	1
3128PV-HG-8	FHLMC Pool J15631 MBS 4.000% 06/01/26		06/21/2011	Nomura Securities		1,063,125	1,000,000	2,375	1
3128PV-QQ-6	FHLMC Pool J15863 MBS 4.000% 06/01/26		06/20/2011	JP Morgan Chase		187,998	179,929	460	1
3138A5-PT-3	FNMA Pool AH4033 MBS 4.500% 04/01/41		05/17/2011	UBS Financial Services		1,156,461	1,100,000	2,689	1
3138AB-2Q-1	FNMA Pool AH9782 MBS 4.000% 03/01/26		05/18/2011	Wells Fargo Bank		1,038,809	998,405	2,371	1
3138AD-FA-8	FNMA Pool A10160 MBS 4.000% 04/01/26		06/21/2011	Jefferys and Company		207,826	198,787	486	1
3138AE-ZT-3	FNMA Pool A11653 MBS 4.500% 04/01/26		05/17/2011	Bank of America Sec		792,996	756,811	1,934	1
3138AF-GA-2	FNMA Pool A11992 MBS 4.000% 05/01/26		05/16/2011	Barclays Capital Inc		687,921	647,360	1,537	1
3138AG-XV-5	FNMA Pool A13391 MBS 4.000% 06/01/26		06/20/2011	Goldman Sachs		2,076,942	1,991,971	3,984	1
3138AH-ZC-3	FNMA Pool A14338 MBS 4.000% 06/01/26		06/20/2011	Barclays Capital Inc		786,855	750,000	1,833	1
3138AK-L5-6	FNMA Pool A15747 MBS 4.000% 06/01/26		06/20/2011	JP Morgan Chase		1,226,468	1,165,204	2,848	1
31416X-6C-9	FNMA Pool AB2666 MBS 4.500% 04/01/26		05/16/2011	Barclays Capital Inc		1,155,773	1,100,000	2,689	1
31419C-L9-2	FNMA Pool AE2151 MBS 4.000% 03/01/26		04/11/2011	UBS Financial Services		2,113,041	1,983,494	4,463	1
31419G-SG-0	FNMA Pool AE5918 MBS 4.500% 10/01/25		05/16/2011	CS First Boston Corp		2,269,596	2,205,834	4,167	1
3199999. Bonds - U.S. Special Revenues									
09247X-AG-6	BlackRock Inc Corp Note Non Call 0.558% 05/24/13		05/19/2011	Bank of America Sec		826,715	778,256	1,751	1
141781-AV-6	Cargill Inc Note Cont Call Prv Plc 5.600% 09/15/12		04/06/2011	Stifel Nicolaus & Co.		750,000	750,000	0	1FE
57629H-BH-2	Massmutual Glob Fndg II Note Non Call Prv Plc 3.625% 07/16/12		06/10/2011	Barclays Group Inc.		812,751	765,000	3,094	1FE
64952H-BA-0	New York Life Corp Note Non Call Prv Plc 0.309% 08/22/12		06/29/2011	Jefferys and Company		206,410	200,000	3,021	1FE
69371R-J7-2	PACCAR Inc Corp Note Non Call 1.950% 12/17/12		04/29/2011	Stifel Nicolaus & Co.		685,049	685,000	845	1FE
882508-AS-3	Texas Instruments Corp Note Non Call 0.441% 05/15/13		05/16/2011	Morgan Stanley		356,580	350,000	2,597	1FE
91159H-HA-1	US Bancorp Corp Note MW 15BP Call 4.125% 05/24/21		05/19/2011	Morgan Stanley		3,120,000	3,120,000	0	1FE
927804-FD-1	VA Electric Corp Note Cont Call 5.100% 11/30/12		06/20/2011	First Tennessee		1,295,047	1,300,000	0	1FE
3899999. Bonds - Industrial and Miscellaneous (Unaffiliated)									
						7,332,080	7,270,000	9,883	XXX
8399997. Total - Bonds - Part 3						65,916,907	61,673,976	105,817	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						65,916,907	61,673,976	105,817	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						65,916,907	XXX	105,817	XXX

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

STATEMENT AS OF JUNE 30, 2011 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	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)		
428236-AX-1	Hewlett Packard Co Corp Note MW 25BP 2.250% 05/27/11		05/27/2011	Maturity		570,000	570,000	569,812	569,961	0	39	0	39	0	570,000	0	0	0	6,413	05/27/2011	1FE		
49328C-AA-3	Key Bank NA Corp Note Non Call FDIC 3.200% 06/15/12		05/13/2011	Barclays Group Inc.		3,093,450	3,000,000	3,110,910	3,051,523	0	(13,207)	0	(13,207)	0	3,038,316	0	55,134	55,134	40,800	06/15/2012	1FE		
87938W-AA-1	Telefonica Emisiones Corp Note Cont Call 5.984% 06/20/11	F	06/20/2011	Maturity		900,000	900,000	946,521	910,742	0	(10,742)	0	(10,742)	0	900,000	0	0	0	26,928	06/20/2011	1FE		
3899999. Bonds - Industrial and Miscellaneous (Unaffiliated)						13,286,293	12,970,000	13,279,781	13,102,222	0	(41,762)	0	(41,762)	0	13,060,461	0	225,832	225,832	173,251	XXX	XXX		
8399997. Total - Bonds - Part 4						49,053,950	47,944,787	50,508,880	47,755,992	0	(443,633)	0	(443,633)	0	48,487,521	0	566,429	566,429	896,923	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						49,053,950	47,944,787	50,508,880	47,755,992	0	(443,633)	0	(443,633)	0	48,487,521	0	566,429	566,429	896,923	XXX	XXX		
8999997. Total - Preferred Stocks - Part 4						0	XXX	0	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	XXX
8999999. Total - Preferred Stocks						0	XXX	0	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	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	XXX
9799999. Total - Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999 - Totals						49,053,950	XXX	50,508,880	47,755,992	0	(443,633)	0	(443,633)	0	48,487,521	0	566,429	566,429	896,923	896,923	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

Schedule DL - Part 1 - Reinvested Collateral Assets Owned
N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned
N O N E

STATEMENT AS OF JUNE 30, 2011 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
FFC Disc Note			0.010		3,300,000	.0	1
FHLB Disc Note		06/30/2011	0.001	07/01/2011	3,252,000	.0	0
0199999. U.S. Governments - Issuer Obligations					6,552,000	0	1
0599999. Total - U.S. Government Bonds					6,552,000	0	1
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 Bonds					0	0	0
3199999. Total - U.S. Special Revenues Bonds					0	0	0
3899999. Total - Industrial and Miscellaneous (Unaffiliated) Bonds					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					6,552,000	0	1
7899999. Total - Residential Mortgage-Backed Securities					0	0	0
7999999. Total - Commercial Mortgage-Backed Securities					0	0	0
8099999. Total - Other Loan-Backed and Structured Securities					0	0	0
8399999. Total Bonds					6,552,000	0	1
8699999 - Total Cash Equivalents					6,552,000	0	1

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

Member Months	Current Qtr <u>579,074</u>	YTD Total <u>1,149,359</u>	Prior Year <u>2,210,913</u>
Revenues:			
TennCare Capitation	217,667,533	429,390,824	647,971,693
Investment	-	-	-
Other Revenues	-	-	-
Total Revenues	<u>217,667,533</u>	<u>429,390,824</u>	<u>647,971,693</u>
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	-	-	-
Fee-for Service Physician Services	37,778,227	69,018,978	122,054,327
Inpatient Hospital Services	31,889,663	63,957,622	96,011,726
Outpatient Hospital Services	12,675,674	23,512,590	46,302,839
Emergency Room Services	16,130,129	29,420,267	50,356,538
Dental Services	-	-	-
Vision Services	435,458	888,631	1,682,141
Pharmacy Services	-	-	-
Home Health Services	3,062,707	5,574,734	9,229,529
Chiropractic Services	-	-	-
Radiology Services	9,182,699	16,331,517	29,023,173
Laboratory Services	4,249,208	7,954,083	12,847,823
Durable Medical Equipment Services	2,398,942	4,316,745	7,618,011
Transportation Services	3,413,812	6,187,323	12,158,959
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Nursing Facility Care	52,785,806	105,413,710	90,962,899
HCBS Services	5,872,674	10,828,675	7,586,161
Other Medical and Hospital Services - Write-Ins	98,127	(245,819)	614,110
Subtotal Medical and Hospital	<u>179,973,126</u>	<u>343,159,056</u>	<u>486,448,235</u>
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	2,113,301	4,187,153	8,846,332
Inpatient Substance Abuse Treatment and Detox	432,828	804,876	1,589,646
Outpatient Mental Health Services	1,457,066	2,685,134	4,996,999
Outpatient Substance Abuse Treatment and Detox	82,568	170,369	357,263
Housing/Residential Treatment	1,197,884	2,905,973	7,014,624
Specialized Crisis Services	725,507	1,436,109	2,712,621
Psychiatric Rehab and Support Services	1,080,019	2,195,594	5,021,197
Case Management	4,599,895	8,783,323	15,416,907
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	376,406	746,678	1,363,888
Medical Incentive Pool and Withhold Adjustments	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Mental Health and Substance Abuse Services	428,104	780,477	1,361,603
PCP and Specialist Services	-	-	-
Other Mental Health Services - Write-Ins	-	-	-
Subtotal MH&SAS	<u>12,493,578</u>	<u>24,695,685</u>	<u>48,681,080</u>
Subtotal Hospital, Medical, MH&SAS, CHOICES	<u>192,466,704</u>	<u>367,854,741</u>	<u>535,129,315</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>192,466,704</u>	<u>367,854,741</u>	<u>535,129,315</u>
Administration:			
Compensation	-	-	-
Direct and Allocated Admin expenses	-	-	-
Marketing	-	-	-
Interest Expense	-	-	-
Premium Tax Expense	15,469,663	23,457,612	40,184,087
Occupancy, Depreciation, and Amortization	-	-	-
Other Administration - Write-Ins	19,577,064	38,095,639	59,202,262
Total Administration Expenses	<u>35,046,727</u>	<u>61,553,251</u>	<u>99,386,349</u>
Total Expenses	<u>227,513,432</u>	<u>429,407,991</u>	<u>634,515,664</u>
Extraordinary Item	-	-	-
Provision for Income Tax	(3,446,065)	(6,009)	4,709,610
Net Income (Loss)	<u>(6,399,834)</u>	<u>(11,159)</u>	<u>8,746,419</u>
Write-Ins for Other Revenues:			
Total Other Revenues	<u>-</u>	<u>-</u>	<u>-</u>
Write-Ins for Other Medical and Hospital:			
Other Miscellaneous	(235,543)	(942,245)	(1,040,234)
Other Capitated Services	333,670	696,426	1,654,344
Total Other Medical and Hospital	<u>98,126.90</u>	<u>(245,819)</u>	<u>614,110</u>
Detail of Other MH and SAS:			
Total Other MH and SAS	<u>-</u>	<u>-</u>	<u>-</u>
Write-Ins for Other Administration:			
Administrative Services Fee	17,413,403	34,351,266	51,837,735
Behaviorial Healthcare Services	1,369,600	2,713,762	5,237,587
Spectera Administration Fees	208,425	286,612	475,060
Other Miscellaneous	585,636	743,999	1,651,879
Total Other Administration	<u>18,991,428</u>	<u>38,095,639</u>	<u>59,202,262</u>

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

Member Months	Current Qtr <u>606,587</u>	YTD Total <u>1,209,255</u>	Prior Year <u>2,371,033</u>
Revenues:			
TennCare Capitation	229,686,192	465,619,754	899,356,215
Investment	-	-	-
Other Revenues	<u>605,600</u>	<u>605,600</u>	<u>-</u>
Total Revenues	<u>230,291,792</u>	<u>466,225,354</u>	<u>899,356,215</u>
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	-	-	-
Fee-for Service Physician Services	40,420,035	76,679,752	136,960,238
Inpatient Hospital Services	37,549,325	71,074,665	129,923,011
Outpatient Hospital Services	12,090,121	22,722,978	39,488,678
Emergency Room Services	11,269,574	22,506,029	41,943,775
Dental Services	-	-	-
Vision Services	656,878	1,288,249	2,286,023
Pharmacy Services	-	-	-
Home Health Services	4,485,763	8,547,043	19,739,697
Chiropractic Services	-	-	-
Radiology Services	8,057,112	14,998,418	28,852,508
Laboratory Services	4,860,776	9,189,378	13,738,769
Durable Medical Equipment Services	2,632,726	4,850,119	9,097,424
Transportation Services	5,397,821	10,460,888	17,284,702
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Nursing Facility Care	40,520,319	82,579,798	151,673,917
HCBS Services	6,319,956	12,229,222	15,871,744
Other Medical and Hospital Services - Write-Ins	<u>353,721</u>	<u>1,438,561</u>	<u>141,930</u>
Subtotal Medical and Hospital	<u>174,614,126</u>	<u>338,565,099</u>	<u>607,002,415</u>
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	2,343,497	4,887,045	8,555,589
Inpatient Substance Abuse Treatment and Detox	642,690	1,171,269	1,777,952
Outpatient Mental Health Services	2,853,571	5,252,210	9,503,322
Outpatient Substance Abuse Treatment and Detox	55,841	329,315	1,083,494
Housing/Residential Treatment	1,444,580	3,325,824	10,433,186
Specialized Crisis Services	1,184,628	2,302,153	4,283,858
Psychiatric Rehab and Support Services	2,010,922	3,943,863	7,589,812
Case Management	8,152,684	15,686,836	27,220,993
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	438,547	851,997	1,544,412
Medical Incentive Pool and Withhold Adjustments	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Mental Health and Substance Abuse Services	807,145	1,357,302	2,585,832
PCP and Specialist Services	-	-	-
Other Mental Health Services - Write-Ins	<u>-</u>	<u>-</u>	<u>-</u>
Subtotal MH&SAS	<u>19,934,105</u>	<u>39,107,813</u>	<u>74,578,450</u>
Subtotal Hospital, Medical, MH&SAS, CHOICES	<u>194,548,231</u>	<u>377,672,912</u>	<u>681,580,865</u>
LESS:			
Net Reinsurance Recoveries Incurred	-	-	-
Copayments	-	-	-
Subrogation and Corrdination of Benefits	<u>-</u>	<u>-</u>	<u>-</u>
Subtotal Reinsurance, Copay, Subrogation	<u>-</u>	<u>-</u>	<u>-</u>
Total Hospital, Medical, MHS&S	<u>194,548,231</u>	<u>377,672,912</u>	<u>681,580,865</u>
Administration:			
Compensation	-	-	-
Direct and Allocated Admin expenses	-	-	-
Marketing	-	-	-
Interest Expense	-	-	-
Premium Tax Expense	17,431,243	26,155,193	55,155,915
Occupancy, Depreciation, and Amortization	-	-	-
Other Administration - Write-Ins	<u>21,062,963</u>	<u>41,575,079</u>	<u>80,189,212</u>
Total Administration Expenses	<u>38,494,206</u>	<u>67,730,272</u>	<u>135,345,127</u>
Total Expenses	<u>233,042,437</u>	<u>445,403,184</u>	<u>816,925,992</u>
Extraordinary Item	-	-	-
Provision for Income Tax	<u>(962,726)</u>	<u>7,287,760</u>	<u>28,850,578</u>
Net Income (Loss)	<u>(1,787,920)</u>	<u>13,534,411</u>	<u>53,579,645</u>
Write-Ins for Other Revenues:			
Total Other Revenues	<u>-</u>	<u>-</u>	<u>-</u>
Write-Ins for Other Medical and Hospital:			
Other Miscellaneous	(131,359)	544,887	(1,526,771)
Other Capitated Services	<u>485,081</u>	<u>893,674</u>	<u>1,668,701</u>
Total Other Medical and Hospital	<u>353,721</u>	<u>1,438,561</u>	<u>141,930</u>
Detail of Other MH and SAS:			
Total Other MH and SAS	<u>-</u>	<u>-</u>	<u>-</u>
Write-Ins for Other Administration:			
Administrative Services Fee	18,145,209	36,783,961	71,714,604
Behaviorial Healthcare Services	1,753,886	3,499,018	6,836,067
Spectera Administration Fees	115,368	195,111	495,463
Other Miscellaneous	<u>1,048,500</u>	<u>1,096,989</u>	<u>1,143,078</u>
Total Other Administration	<u>20,014,463</u>	<u>41,575,079</u>	<u>80,189,212</u>

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 <u>517,173</u>	YTD Total <u>1,031,640</u>	Prior Year <u>2,012,096</u>
Revenues:			
TennCare Capitation	183,994,155	359,243,574	578,180,578
Investment	-	-	-
Other Revenues	-	-	-
Total Revenues	<u>183,994,155</u>	<u>359,243,574</u>	<u>578,180,578</u>
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	-	-	-
Fee-for Service Physician Services	23,625,317	45,296,340	91,595,924
Inpatient Hospital Services	30,362,628	62,331,952	112,480,484
Outpatient Hospital Services	5,948,950	11,946,409	24,321,944
Emergency Room Services	8,166,285	16,621,181	33,934,016
Dental Services	-	-	-
Vision Services	407,675	881,519	1,888,031
Pharmacy Services	-	-	-
Home Health Services	2,700,093	5,053,054	9,565,248
Chiropractic Services	-	-	-
Radiology Services	5,041,163	9,521,690	18,725,501
Laboratory Services	2,398,576	4,663,233	8,295,116
Durable Medical Equipment Services	1,363,612	2,520,578	5,589,777
Transportation Services	3,526,021	6,668,414	13,408,838
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Nursing Facility Care	38,145,617	74,514,971	71,309,845
HCBS Services	5,201,947	9,577,416	6,647,703
Other Medical and Hospital Services - Write-Ins	1,319,172	2,079,441	4,014,011
Subtotal Medical and Hospital	<u>128,207,056</u>	<u>251,676,197</u>	<u>401,776,438</u>
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	3,342,544	5,911,067	12,662,584
Inpatient Substance Abuse Treatment and Detox	148,596	218,899	346,586
Outpatient Mental Health Services	800,580	1,480,488	2,714,147
Outpatient Substance Abuse Treatment and Detox	21,781	49,075	108,956
Housing/Residential Treatment	1,156,125	2,583,931	6,888,721
Specialized Crisis Services	565,508	1,149,762	1,921,878
Psychiatric Rehab and Support Services	1,575,570	3,279,173	5,851,322
Case Management	4,661,768	8,904,995	15,137,608
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	370,697	713,666	1,307,183
Medical Incentive Pool and Withhold Adjustments	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Mental Health and Substance Abuse Services	330,373	622,648	1,114,730
PCP and Specialist Services	-	-	-
Other Mental Health Services - Write-Ins	-	-	-
Subtotal MH&SAS	<u>12,973,540</u>	<u>24,913,703</u>	<u>48,053,716</u>
Subtotal Hospital, Medical, MH&SAS, CHOICES	<u>141,180,596</u>	<u>276,589,901</u>	<u>449,830,154</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>141,180,596</u>	<u>276,589,901</u>	<u>449,830,154</u>
Administration:			
Compensation	-	-	-
Direct and Allocated Admin expenses	-	-	-
Marketing	-	-	-
Interest Expense	-	-	-
Premium Tax Expense	13,104,572	19,886,476	35,639,182
Occupancy, Depreciation, and Amortization	-	-	-
Other Administration - Write-Ins	16,447,686	31,721,106	53,136,297
Total Administration Expenses	<u>29,552,258</u>	<u>51,607,582</u>	<u>88,775,479</u>
Total Expenses	<u>170,732,854</u>	<u>328,197,482</u>	<u>538,605,633</u>
Extraordinary Item	-	-	-
Provision for Income Tax	4,641,455	10,866,132	13,851,231
Net Income (Loss)	<u>8,619,845</u>	<u>20,179,960</u>	<u>25,723,715</u>
Write-Ins for Other Revenues:			
Total Other Revenues	<u>-</u>	<u>-</u>	<u>-</u>
Write-Ins for Other Medical and Hospital:			
Other Miscellaneous	(59,549)	(1,227,153)	(680,222)
Other Capitated Services	1,378,722	3,306,594	4,694,234
Total Other Medical and Hospital	<u>1,319,172</u>	<u>2,079,441</u>	<u>4,014,011</u>
Detail of Other MH and SAS:			
Total Other MH and SAS	<u>-</u>	<u>-</u>	<u>-</u>
Write-Ins for Other Administration:			
Administrative Services Fee	15,087,521	29,457,973	47,410,807
Behaviorial Healthcare Services	900,433	1,792,494	3,503,776
Spectera Administration Fees	152,076	218,386	440,447
Other Miscellaneous	307,657	252,252	1,781,267
Total Other Administration	<u>16,140,029</u>	<u>31,721,106</u>	<u>53,136,297</u>

Americhoice - East Tennessee
Reconciliation Between 2A and MLR Report
As of June 30, 2011

<u>Capitation Revenue</u>	<u>Revenue</u>
Revenue reported per MLR report	420,366,866
STAT Adjustment	0
	<u>420,366,866</u>
TennCare Capitation per 2A	429,390,824
Less: Restated revenue for prior months	(9,023,958)
	<u>420,366,866</u>
Difference	<u>0</u>
<u>Claims & Reserve</u>	<u>Claims</u>
Total 2A Paid Claims and Change in Reserves	<u>367,854,741</u>
Incurred Claims per the MLR for the reporting period	365,407,391
Restated prior year incurred claims	2,447,350
Adjusted MLR	<u>367,854,741</u>
Difference (rounding)	<u>0</u>

Americhoice - Middle Tennessee
Reconciliation Between 2A and MLR Report
As of June 30, 2011

<u>Capitation Revenue</u>	<u>Revenue</u>
Revenue reported per MLR report	460,539,632
STAT Adjustment	0
	<u>460,539,632</u>
TennCare Capitation per 2A	466,225,354
Less: Restated revenue for prior months	(5,685,722)
	<u>460,539,632</u>
Difference	<u>0</u>
<u>Claims & Reserve</u>	<u>Claims</u>
Total 2A Paid Claims and Change in Reserves	377,672,912
	<u>377,672,912</u>
Incurred Claims per the MLR for the reporting period	387,829,374
Restated prior year incurred claims	(10,156,462)
Adjusted MLR	<u>377,672,912</u>
Difference (rounding)	<u>0</u>

Americhoice - West Tennessee
Reconciliation Between 2A and MLR Report
As of June 30, 2011

<u>Capitation Revenue</u>	<u>Revenue</u>
Revenue reported per MLR report	358,961,995
STAT Adjustment	0
	<u>358,961,995</u>
TennCare Capitation per 2A	359,243,574
Less: Restated revenue for prior months	(281,579)
	<u>358,961,995</u>
Difference	<u>0</u>
<u>Claims & Reserve</u>	<u>Claims</u>
Total 2A Paid Claims and Change in Reserves	<u>276,589,901</u>
Incurred Claims per the MLR for the reporting period	285,017,639
Restated prior year incurred claims	(8,427,738)
Adjusted MLR	<u>276,589,901</u>
Difference (rounding)	<u>0</u>