

**QUARTERLY STATEMENT**

**OF THE**

**UnitedHealthcare Plan of the River Valley, Inc.**

**TO THE**

**Insurance Department**

**OF THE**

**STATE OF**

Tennessee

FOR THE QUARTER ENDED  
JUNE 30, 2014

HEALTH

**2014**



# HEALTH QUARTERLY STATEMENT

AS OF JUNE 30, 2014  
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, US 61265  
(Street and Number) (City or Town, State, Country and Zip Code)

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

Mail Address 9700 Health Care Lane, MN017-E900 Minnnetonka, MN, US 55343  
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 1300 River Drive, Suite 200  
(Street and Number)  
Moline, IL, US 61265 309-736-4600  
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.uhcrivervalley.com

Statutory Statement Contact: Gretchen Lea Fischer 952-979-6138  
(Name) (Area Code) (Telephone Number)  
gretchen\_l\_fischer@uhc.com 952-979-7825  
(E-mail Address) (FAX Number)

**OFFICERS**

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

**OTHER OFFICERS**

Scott Andrew Bowers President, Medicaid Division Nyle Brent Cottingham Assistant Treasurer Michelle Marie Huntley Assistant Secretary  
Tracey Irene McLoone, M.D. Chief Medical Director Steven Craig Walli President, Commercial

**DIRECTORS**

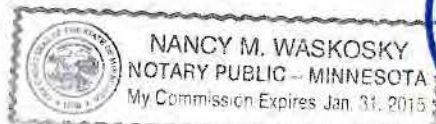
William Kenneth Appelgate Ph.D. Scott Andrew Bowers James Edward Hecker  
Tracey Irene McLoone M.D. Steven Craig Walli James Wesley Waters  
Cathie Sue Whiteside Scott Edward Williams

State of MISSOURI State of MINNESOTA State of Tennessee  
 County of ST LOUIS County of HENNEPIN County of Williamson

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

Steven C Walli Michelle Marie Huntley James Wesley Waters  
 Steven Craig Walli Michelle Marie Huntley James Wesley Waters  
 President, Commercial Assistant Secretary Chief Financial Officer

Subscribed and sworn to before me this 21 day of July 2014 15<sup>th</sup> day of July 2014 13<sup>th</sup> day of July 2014  
Cynthia L Dalpiaz Kenny M Waskosky Darlene C Mora



**My Commission Expires September 23, 2014**

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

**ASSETS**

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds .....	725,886,016	0	725,886,016	676,536,942
2. Stocks:				
2.1 Preferred stocks .....	0	0	0	0
2.2 Common stocks .....	0	0	0	0
3. Mortgage loans on real estate:				
3.1 First liens .....	0	0	0	0
3.2 Other than first liens.....	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ .....0 encumbrances) .....	0	0	0	0
4.2 Properties held for the production of income (less \$ .....0 encumbrances) .....	0	0	0	0
4.3 Properties held for sale (less \$ .....0 encumbrances) .....	0	0	0	0
5. Cash (\$ .....16,803,051 ), cash equivalents (\$ .....0 ) and short-term investments (\$ .....138,386,536 ) .....	155,189,587	0	155,189,587	233,779,310
6. Contract loans (including \$ .....0 premium notes) .....	0	0	0	0
7. Derivatives .....	0	0	0	0
8. Other invested assets .....	20,617,605	0	20,617,605	21,263,841
9. Receivables for securities .....	13,005,347	0	13,005,347	0
10. Securities lending reinvested collateral assets .....	0	0	0	0
11. Aggregate write-ins for invested assets .....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	914,698,555	0	914,698,555	931,580,093
13. Title plants less \$ .....0 charged off (for Title insurers only) .....	0	0	0	0
14. Investment income due and accrued .....	6,766,249	0	6,766,249	6,846,790
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	160,499,181	1,050,069	159,449,112	65,925,475
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ .....0 earned but unbilled premiums) .....	0	0	0	0
15.3 Accrued retrospective premiums .....	678,302	0	678,302	678,302
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....	0	0	0	0
16.2 Funds held by or deposited with reinsured companies .....	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts .....	0	0	0	0
17. Amounts receivable relating to uninsured plans .....	35,742,230	108,053	35,634,177	33,973,439
18.1 Current federal and foreign income tax recoverable and interest thereon .....	0	0	0	0
18.2 Net deferred tax asset .....	37,654,877	14,993,547	22,661,330	21,770,452
19. Guaranty funds receivable or on deposit .....	852,574	0	852,574	1,404,737
20. Electronic data processing equipment and software .....	0	0	0	0
21. Furniture and equipment, including health care delivery assets (\$ .....0 ) .....	0	0	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates .....	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates .....	0	0	0	0
24. Health care (\$ .....31,464,197 ) and other amounts receivable .....	50,157,258	18,693,061	31,464,197	29,152,424
25. Aggregate write-ins for other than invested assets .....	422,854	152,211	270,643	2,323,239
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	1,207,472,080	34,996,941	1,172,475,139	1,093,654,951
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	0	0	0	0
28. Total (Lines 26 and 27) .....	1,207,472,080	34,996,941	1,172,475,139	1,093,654,951
<b>DETAILS OF WRITE-INS</b>				
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 .....	189,136	0	189,136	2,302,370
2502. Service Fee Receivable .....	152,211	152,211	0	0
2503. Section 1343 ACA Risk Adjustment Receivable .....	81,507	0	81,507	0
2598. Summary of remaining write-ins for Line 25 from overflow page .....	0	0	0	20,869
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above) .....	422,854	152,211	270,643	2,323,239

**LIABILITIES, CAPITAL AND SURPLUS**

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ .....0 reinsurance ceded) .....	367,712,593	0	367,712,593	398,807,155
2. Accrued medical incentive pool and bonus amounts .....	6,740,142	0	6,740,142	2,673,487
3. Unpaid claims adjustment expenses .....	7,020,661	0	7,020,661	7,501,050
4. Aggregate health policy reserves, including the liability of \$ .....141,555 for medical loss ratio rebate per the Public Health Service Act .....	5,865,171	0	5,865,171	9,209,130
5. Aggregate life policy reserves .....	0	0	0	0
6. Property/casualty unearned premium reserve .....	0	0	0	0
7. Aggregate health claim reserves .....	195,450	0	195,450	198,785
8. Premiums received in advance .....	31,147,601	0	31,147,601	37,211,802
9. General expenses due or accrued .....	102,054,635	0	102,054,635	48,398,096
10.1 Current federal and foreign income tax payable and interest thereon (including \$ .....0 on realized gains (losses)) .....	16,601,761	0	16,601,761	4,007,884
10.2 Net deferred tax liability .....	0	0	0	0
11. Ceded reinsurance premiums payable .....	358,583	0	358,583	353,384
12. Amounts withheld or retained for the account of others .....	4,513	0	4,513	117,081
13. Remittances and items not allocated .....	20,142	0	20,142	25,126
14. Borrowed money (including \$ .....0 current) and interest thereon \$ .....0 (including \$ .....0 current) .....	0	0	0	0
15. Amounts due to parent, subsidiaries and affiliates .....	97,989,269	0	97,989,269	48,767,697
16. Derivatives .....	0	0	0	0
17. Payable for securities .....	5,403,125	0	5,403,125	9,899,967
18. Payable for securities lending .....	0	0	0	0
19. Funds held under reinsurance treaties (with \$ .....0 authorized reinsurers, \$ .....0 unauthorized reinsurers and \$ .....0 certified reinsurers) .....	0	0	0	0
20. Reinsurance in unauthorized and certified (\$ .....0 ) companies .....	0	0	0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates .....	0	0	0	0
22. Liability for amounts held under uninsured plans .....	14,020,981	0	14,020,981	13,083,005
23. Aggregate write-ins for other liabilities (including \$ .....2,829 current) .....	2,829	0	2,829	172
24. Total liabilities (Lines 1 to 23) .....	655,137,456	0	655,137,456	580,253,821
25. Aggregate write-ins for special surplus funds .....	XXX	XXX	35,178,428	0
26. Common capital stock .....	XXX	XXX	610,000	610,000
27. Preferred capital stock .....	XXX	XXX	0	0
28. Gross paid in and contributed surplus .....	XXX	XXX	44,977,137	44,977,137
29. Surplus notes .....	XXX	XXX	0	0
30. Aggregate write-ins for other than special surplus funds .....	XXX	XXX	1,500,000	1,500,000
31. Unassigned funds (surplus) .....	XXX	XXX	435,072,118	466,313,993
32. Less treasury stock, at cost:				
32.1 .....0 shares common (value included in Line 26 \$ .....0 ) .....	XXX	XXX	0	0
32.2 .....0 shares preferred (value included in Line 27 \$ .....0 ) .....	XXX	XXX	0	0
33. Total capital and surplus (Lines 25 to 31 minus Line 32) .....	XXX	XXX	517,337,683	513,401,130
34. Total liabilities, capital and surplus (Lines 24 and 33) .....	XXX	XXX	1,172,475,139	1,093,654,951
<b>DETAILS OF WRITE-INS</b>				
2301. Section 1343 ACA Risk Adjustment Payable .....	2,829	0	2,829	0
2302. Unclaimed Property .....	0	0	0	172
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) .....	2,829	0	2,829	172
2501. Section 9010 ACA Subsequent Fee Year Assessment .....	XXX	XXX	35,178,428	0
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	35,178,428	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	4,584,858	4,614,964	9,187,464
2. Net premium income ( including \$ .....0 non-health premium income)	XXX	2,096,654,510	2,013,496,252	4,067,708,191
3. Change in unearned premium reserves and reserve for rate credits	XXX	3,343,959	(966,899)	2,466,357
4. Fee-for-service (net of \$ .....0 medical expenses)	XXX	0	0	0
5. Risk revenue	XXX	0	0	0
6. Aggregate write-ins for other health care related revenues	XXX	574,823	767,562	1,435,819
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	2,100,573,292	2,013,296,915	4,071,610,367
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits	0	1,539,979,961	1,604,451,101	3,233,185,430
10. Other professional services	0	8,358,429	10,196,319	19,248,353
11. Outside referrals	0	0	0	0
12. Emergency room and out-of-area	0	0	0	0
13. Prescription drugs	0	65,057,881	66,979,590	110,565,377
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts	0	5,986,044	1,617,582	3,887,298
16. Subtotal (Lines 9 to 15)	0	1,619,382,315	1,683,244,592	3,366,886,458
<b>Less:</b>				
17. Net reinsurance recoveries	0	0	0	104,034
18. Total hospital and medical (Lines 16 minus 17)	0	1,619,382,315	1,683,244,592	3,366,782,424
19. Non-health claims (net)	0	0	0	0
20. Claims adjustment expenses, including \$ .....53,499,731 cost containment expenses	0	89,164,177	62,921,111	168,220,056
21. General administrative expenses	0	226,352,459	186,519,710	334,124,351
22. Increase in reserves for life and accident and health contracts (including \$ .....0 increase in reserves for life only)	0	0	0	0
23. Total underwriting deductions (Lines 18 through 22)	0	1,934,898,951	1,932,685,413	3,869,126,831
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	165,674,341	80,611,502	202,483,536
25. Net investment income earned	0	6,984,634	7,968,704	14,741,899
26. Net realized capital gains (losses) less capital gains tax of \$ .....679,956	0	1,205,572	2,062,527	4,229,347
27. Net investment gains (losses) (Lines 25 plus 26)	0	8,190,206	10,031,231	18,971,246
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ .....118 ) (amount charged off \$ .....(157,903) )]	0	(157,785)	(111,373)	(430,496)
29. Aggregate write-ins for other income or expenses	0	(289,120)	(260,931)	(456,833)
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	173,417,642	90,270,429	220,567,453
31. Federal and foreign income taxes incurred	XXX	71,900,922	27,394,092	68,518,617
32. Net income (loss) (Lines 30 minus 31)	XXX	101,516,720	62,876,337	152,048,836
<b>DETAILS OF WRITE-INS</b>				
0601. TennCare Incentives	XXX	574,823	767,562	1,435,819
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	574,823	767,562	1,435,819
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	0	0	0
2901. Fines & Penalties – Paid and Accrued	0	(289,145)	(260,958)	(456,861)
2902. Investment Settlement Proceeds	0	25	27	28
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	(289,120)	(260,931)	(456,833)

**STATEMENT OF REVENUE AND EXPENSES (Continued)**

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
33. Capital and surplus prior reporting year.....	513,401,130	441,221,776	441,221,776
34. Net income or (loss) from Line 32 .....	101,516,720	62,876,337	152,048,836
35. Change in valuation basis of aggregate policy and claim reserves .....	0	0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ ..... 0	0	0	0
37. Change in net unrealized foreign exchange capital gain or (loss) .....	0	0	0
38. Change in net deferred income tax .....	(1,170,583)	(3,253,212)	(4,829,554)
39. Change in nonadmitted assets .....	(1,409,584)	5,938,396	4,960,072
40. Change in unauthorized and certified reinsurance .....	0	0	0
41. Change in treasury stock .....	0	0	0
42. Change in surplus notes .....	0	0	0
43. Cumulative effect of changes in accounting principles.....	0	0	0
44. Capital Changes:			
44.1 Paid in .....	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....	0	0	0
45. Surplus adjustments:			
45.1 Paid in .....	0	0	0
45.2 Transferred to capital (Stock Dividend) .....	0	0	0
45.3 Transferred from capital .....	0	0	0
46. Dividends to stockholders .....	(95,000,000)	(40,000,000)	(80,000,000)
47. Aggregate write-ins for gains or (losses) in surplus .....	0	0	0
48. Net change in capital & surplus (Lines 34 to 47) .....	3,936,553	25,561,521	72,179,354
49. Capital and surplus end of reporting period (Line 33 plus 48)	517,337,683	466,783,297	513,401,130
<b>DETAILS OF WRITE-INS</b>			
4701. ....			
4702. ....			
4703. ....			
4798. Summary of remaining write-ins for Line 47 from overflow page .....	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	0

**CASH FLOW**

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance .....	1,996,794,851	1,968,234,190	4,051,210,283
2. Net investment income .....	12,734,926	13,218,235	25,517,019
3. Miscellaneous income .....	574,823	767,562	1,435,819
4. Total (Lines 1 to 3) .....	2,010,104,600	1,982,219,987	4,078,163,121
5. Benefit and loss related payments .....	1,651,866,352	1,679,113,435	3,362,657,084
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions .....	262,961,210	241,277,482	510,539,264
8. Dividends paid to policyholders .....	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ .....0 tax on capital gains (losses) .....	59,987,001	42,641,000	67,570,735
10. Total (Lines 5 through 9) .....	1,974,814,563	1,963,031,917	3,940,767,083
11. Net cash from operations (Line 4 minus Line 10) .....	35,290,037	19,188,070	137,396,038
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	162,791,549	191,891,840	421,857,333
12.2 Stocks .....	0	0	0
12.3 Mortgage loans .....	0	0	0
12.4 Real estate .....	0	0	0
12.5 Other invested assets .....	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	0	0	4,839
12.7 Miscellaneous proceeds .....	0	0	3,172,813
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	162,791,549	191,891,840	425,034,985
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	215,267,610	183,512,440	411,493,991
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	12,791,583
13.6 Miscellaneous applications .....	17,502,189	2,558,337	0
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	232,769,799	186,070,777	424,285,574
14. Net increase (or decrease) in contract loans and premium notes .....	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	(69,978,250)	5,821,063	749,411
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes .....	0	0	0
16.2 Capital and paid in surplus, less treasury stock .....	0	0	0
16.3 Borrowed funds .....	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	0	0	0
16.5 Dividends to stockholders .....	95,000,000	40,000,000	80,000,000
16.6 Other cash provided (applied) .....	51,098,491	1,789,747	(17,713,760)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	(43,901,509)	(38,210,253)	(97,713,760)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	(78,589,723)	(13,201,120)	40,431,689
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year .....	233,779,310	193,347,621	193,347,621
19.2 End of period (Line 18 plus Line 19.1) .....	155,189,587	180,146,501	233,779,310

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							
<b>Total Members at end of:</b>										
1. Prior Year .....	760,431	9,424	60,620	0	0	0	3,760	119,393	567,234	0
2. First Quarter .....	771,494	8,819	52,138	0	0	0	3,539	110,738	596,260	0
3. Second Quarter .....	788,322	8,833	47,945	0	0	0	3,509	111,867	616,168	0
4. Third Quarter .....	0	0	0	0	0	0	0	0	0	0
5. Current Year	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months	4,584,858	53,180	304,684	0	0	0	21,113	665,458	3,540,423	0
<b>Total Member Ambulatory Encounters for Period:</b>										
7. Physician .....	4,368,242	22,283	151,517	0	0	0	13,844	1,206,050	2,974,548	0
8. Non-Physician .....	2,217,641	4,270	38,136	0	0	0	2,483	553,261	1,619,491	0
9. Total	6,585,883	26,553	189,653	0	0	0	16,327	1,759,311	4,594,039	0
10. Hospital Patient Days Incurred	2,454,243	325	7,756	0	0	0	380	170,171	2,275,611	0
11. Number of Inpatient Admissions	166,356	67	1,745	0	0	0	60	20,831	143,653	0
12. Health Premiums Written (a) .....	2,098,758,823	10,536,401	109,564,918	0	0	0	9,627,851	630,449,201	1,338,580,452	0
13. Life Premiums Direct .....	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written .....	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned .....	2,102,102,781	10,536,401	109,913,357	0	0	0	9,627,851	633,444,720	1,338,580,452	0
16. Property/Casualty Premiums Earned .....	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services.....	1,651,866,354	7,133,914	85,399,364	0	0	0	9,008,542	492,182,313	1,058,142,221	0
18. Amount Incurred for Provision of Health Care Services	1,619,382,315	7,247,292	76,780,274	0	0	0	9,397,821	482,681,976	1,043,274,952	0

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ .....630,449,201





## 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) .....	16,935,029	75,543,080	714,704	14,162,090	17,649,733	23,928,764
2. Medicare Supplement .....	0	0	0	0	0	0
3. Dental Only .....	0	0	0	0	0	0
4. Vision Only .....	0	0	0	0	0	0
5. Federal Employees Health Benefits Plan .....	1,472,872	7,515,382	2,400,264	1,673,869	3,873,136	3,741,762
6. Title XVIII - Medicare .....	73,060,274	418,055,362	6,543,778	103,609,288	79,604,052	120,346,533
7. Title XIX - Medicaid .....	189,270,653	868,094,313	31,758,466	207,045,583	221,029,119	250,988,881
8. Other health .....	0	0	0	0	0	0
9. Health subtotal (Lines 1 to 8) .....	280,738,828	1,369,208,137	41,417,212	326,490,830	322,156,040	399,005,940
10. Healthcare receivables (a) .....	9,738,045	35,665,510	0	4,753,703	9,738,045	44,704,462
11. Other non-health .....	0	0	0	0	0	0
12. Medical incentive pools and bonus amounts .....	1,071,094	848,295	3,507,826	3,232,315	4,578,920	2,673,487
13. Totals (Lines 9-10+11+12)	272,071,877	1,334,390,922	44,925,038	324,969,442	316,996,915	356,974,965

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

## NOTES TO FINANCIAL STATEMENTS

(Amounts Presented in thousands)

### 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 a health maintenance organization, for determining its solvency under Illinois Insurance Law. The state prescribes the use of the National Association of Insurance Commissioners' ("NAIC") Accounting Practices and Procedures manual ("NAIC SAP") in effect for the accounting periods covered in the financial statement.

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

	State of Domicile	June 30, 2014	December 31, 2013
<b>Net Income</b>			
(1) Company state basis	Illinois	\$ 101,517	\$ 152,049
(2) State prescribed practices that increase/(decrease) NAIC SAP: None	Illinois	-	-
(3) State permitted practices that increase/(decrease) NAIC SAP: None	Illinois	-	-
(4) NAIC SAP (1-2-3=4)	Illinois	\$ 101,517	\$ 152,049
<b>Surplus</b>			
(5) Company state basis	Illinois	\$ 517,338	\$ 513,401
(6) State prescribed practices that increase/(decrease) NAIC SAP: None	Illinois	-	-
(7) State permitted practices that increase/(decrease) NAIC SAP: None	Illinois	-	-
(8) NAIC SAP (5-6-7=8)	Illinois	\$ 517,338	\$ 513,401

#### B. Use of Estimates in the Preparation of the Statutory Basis Financial Statements

No significant change.

#### C. Accounting Policy

The Company is subject to an annual fee under section 9010 of the Affordable Care Act ("ACA"). A health insurance entity's annual fee becomes payable once the entity provides health insurance for any U.S. health risk for each calendar year beginning on or after January 1, 2014. Under statutory accounting, the entire amount of the estimated annual fee expense is recognized on January 1 of the fee year in general administrative expenses in the statutory basis financial statements, whereas under GAAP, a deferred asset is created on January 1 of the fee year which is amortized to expense on a straight-line basis. In addition, under statutory accounting, an amount equal to the estimated subsequent year fee must be apportioned out of unassigned surplus and reported as aggregate write-ins for special surplus funds, whereas under GAAP, no such special surplus designation is required.

There were no other significant changes to accounting policies.

### 2. ACCOUNTING CHANGES AND CORRECTION OF ERRORS

No significant change.

### 3. BUSINESS COMBINATIONS AND GOODWILL

A-D. No significant change.

**4. DISCONTINUED OPERATIONS**

(1–5) No significant change.

**5. INVESTMENTS AND OTHER INVESTED ASSETS**

**A. Mortgage Loans, including Mezzanine Real Estate Loans**

No significant change.

**B. Debt restructuring**

No significant change.

**C. Reverse Mortgages**

No significant change.

**D. Loan-Backed Securities**

- (1) Corporate bonds and government obligations include mortgage-backed securities, which are valued using the retrospective adjustment methodology. Prepayment assumptions for the determination of the amortized cost of mortgage-backed securities are based on a three-month constant prepayment rate history obtained from external data source vendors.
- (2) The Company did not recognize any other-than-temporary impairments (“OTTI”) on mortgage-backed securities as of June 30, 2014.
- (3) As of June 30, 2014, the Company did not have mortgage-backed securities with any OTTI to report by CUSIP.
- (4) The following table illustrates the fair value, gross unrealized losses, and length of time that the mortgage-backed securities have been in a continuous unrealized loss position at June 30, 2014 and December 31, 2013:

	<b>June 30, 2014</b>
The aggregate amount of unrealized losses:	
1. Less than 12 months	\$ (5)
2. 12 Months or longer	(681)
 The aggregate related fair value of securities with unrealized losses:	
1. Less than 12 months	8,741
2. 12 Months or longer	24,379
	<b>December 31, 2013</b>
The aggregate amount of unrealized losses:	
1. Less than 12 months	\$ (1,616)
2. 12 Months or longer	(892)
 The aggregate related fair value of securities with unrealized losses:	
1. Less than 12 months	51,164
2. 12 Months or longer	8,473

- (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, 2014 were primarily caused by interest rate increases and not by unfavorable changes in the credit ratings associated with these securities.

**E. Repurchase Agreements and/or Securities Lending Transactions**

The Company does not have any repurchase agreements and/or securities lending transactions.

**F. Real Estate**

No significant change.

**G. Investments in Low-Income Housing Tax Credits**

No significant change.

**H. Restricted Assets**

No significant change.

**I. Working Capital Finance Investments**

Not applicable.

**6. JOINT VENTURES, PARTNERSHIPS, AND LIMITED LIABILITY COMPANIES**

**A–B.** No significant change.

**7. INVESTMENT INCOME**

**A–B.** No significant change.

**8. DERIVATIVE INSTRUMENTS**

**A–F.** No significant change.

**9. INCOME TAXES**

The provision for federal income taxes incurred is different from that which would be obtained by applying the statutory federal income tax rate of 35% to net income before federal income taxes, plus capital gains tax primarily as a result of the new annual health insurer fee under section 9010 of the ACA that requires the Company to expense 100% of the estimated annual fee on January 1, 2014 which is nondeductible for tax purposes. The Company estimates its health insurer fee liability to be \$49,252 in 2014, which will be payable in September 2014 and is included in general expenses due or accrued.

**10. INFORMATION CONCERNING PARENT, SUBSIDIARIES, AND AFFILIATES**

**A–L. Material Related Party Transactions**

No significant change.

**11. DEBT**

**A–B.** No significant change.

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

**A–F.** The Company has no defined benefit plans, defined contribution plans, multiemployer plans, consolidated/holding company plans, postemployment benefits, and compensated absences plans and is not impacted by the Medicare Modernization Act on postretirement benefits, since all personnel are employees of United HealthCare Services, Inc. ("UHS") which provides services to the Company under the terms of a management agreement.

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

**(1–3)** No significant change.

**(4)** On March 11 and June 23, 2014, the Company paid ordinary cash dividends of \$35,000 and \$60,000 to the sole shareholder, UnitedHealthcare Services Company of the River Valley, Inc. The dividends complied with the provisions set forth in the statutes of Illinois and Tennessee. The dividends were recorded as a reduction to unassigned surplus.

**(5–13)** No significant change.

**14. CONTINGENCIES**

**A–E.** No significant change.

**15. LEASES**

**A–B.** No significant change.

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

**(1–4)** No significant change.

**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, 2014 or December 31, 2013.
- B. The Company did not have any transfer and servicing of financial assets as of June 30, 2014 or December 31, 2013.
- C. No transactions involving wash sales of securities with an NAIC designation of 3 or below or unrated securities occurred as of June 30, 2014 or the year ended December 31, 2013.

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

A–B. No significant change.

**C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract**

The Medicare Part D program is a partially insured plan. The Company recorded a receivable in amounts receivable relating to uninsured plans in the statutory basis statements of admitted assets, liabilities, and capital and surplus of \$23,013 and \$21,752 as of June 30, 2014 and December 31, 2013, respectively, for cost reimbursement under the Medicare Part D program for the catastrophic reinsurance and low-income member cost-sharing subsidies. The Company also recorded a receivable of \$1,004 and \$2,296 and a payable of \$7,987 and \$8,161 as of June 30, 2014 and December 31, 2013, respectively, for the Medicare Part D Coverage Gap Discount Program in amounts receivable relating to uninsured plans and liability for amounts held under uninsured plans, respectively, in the statutory basis statements of admitted assets, liabilities, and capital and surplus.

Effective June 1, 2013, the Company participates in administering the payment for the State of Tennessee Bureau of TennCare (“TennCare”) Pharmacy Benefit Manager (“PBM”). There is no risk to the Company as a result of these transactions. The Company recorded premium tax receivables from TennCare and a corresponding premium tax payable of \$5,590 and \$5,590 and \$5,003 and \$5,003 as of June 30, 2014 and December 31, 2013, respectively, which is included in amounts receivable relating to uninsured plans and general expenses due or accrued, respectively, in the statutory basis statements of admitted assets, liabilities, and capital and surplus. Additionally, the Company recorded unreimbursed PBM receivables and corresponding payable of \$6,026 and \$6,026 and \$4,921 and \$4,921 as of June 30, 2014 and December 31, 2013, respectively, which is included in amounts receivables relating to uninsured plans and liability for amounts held for uninsured plans, respectively, in the statutory basis statements of admitted assets, liabilities, and capital and surplus.

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

No significant change.

**20. FAIR VALUE MEASUREMENT**

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

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

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

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

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

The estimated fair values of bonds and short-term investments 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 prices 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

STATEMENT AS OF JUNE 30, 2014 OF THE UnitedHealthcare Plan of the River Valley, Inc.

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 a secondary pricing source; prices reported by its custodian, its investment consultant and third-party investment advisors. Additionally, the Company compares changes in the reported market values and returns to relevant market indices to test the reasonableness of the reported prices. The Company's internal price verification procedures and review of fair value methodology documentation provided by independent pricing services have not historically resulted in an adjustment in 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.

**A. Fair Value**

- (1) The Company does not have any financial assets that are measured and reported at fair value in the statutory basis statements of admitted assets, liabilities, and capital and surplus at June 30, 2014 and December 31, 2013.
- (2) Fair value measurements included in Level 3 of the fair value hierarchy table above at June 30, 2014 and December 31, 2013, are presented in the table below:

Description	June 30, 2014								
	Beginning Balance at 1/1/2014	Transfers Into Level 3	Transfers Out of Level 3	Total Gains and (losses) included in net income	Purchases	Insurances	Sales	Settlements	Ending Balance at 6/30/2014
a. Assets:									
Loan-backed and structured Securities (NAIC 3-6):									
Residential mortgaged-backed securities	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Commercial mortgaged-backed securities	-	-	-	-	-	-	-	-	-
Derivative:									
Credit contracts	-	-	-	-	-	-	-	-	-
Other fund investments:									
Hedge fund high-yield debt securities	-	-	-	-	-	-	-	-	-
Private equity	-	-	-	-	-	-	-	-	-
Low-income tax credit housing investments	\$ 21,264	-	-	-	-	-	-	(646)	\$ 20,618
<b>Total assets</b>	<b>\$ 21,264</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>(646)</b>	<b>\$ 20,618</b>
b. Liabilities									
None	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Total liabilities</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>

## STATEMENT AS OF JUNE 30, 2014 OF THE UnitedHealthcare Plan of the River Valley, Inc.

Description	December 31, 2013								Ending Balance at 12/31/2013
	Beginning Balance at 1/1/2013	Transfers Into Level 3	Transfers Out of Level 3	Total Gains and (losses) included in net income	Purchases	Insurances	Sales	Settlements	
a. Assets:									
Loan-backed and structured Securities (NAIC 3-6):									
Residential mortgaged- backed securities	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Commercial mortgaged- backed securities	-	-	-	-	-	-	-	-	-
Derivative:									
Credit contracts	-	-	-	-	-	-	-	-	-
Other fund investments:									
Hedge fund high-yield debt securities	-	-	-	-	-	-	-	-	-
Private equity	-	-	-	-	-	-	-	-	-
Low-income tax credit housing investments	8,949	-	-	-	12,792	-	-	(477)	21,264
<b>Total assets</b>	<b>8,949</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>12,792</b>	<b>-</b>	<b>-</b>	<b>(477)</b>	<b>21,264</b>
b. Liabilities									
None	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Total liabilities</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>

(3) Transfers between levels, if any, are recorded as of the beginning of the reporting period in which the transfer occurs. There were no transfers between Levels 1, 2 or 3 of any financial assets or liabilities during the six months ended June 30, 2014 and the year ended December 31, 2013.

(4) **Investments** — Fair values of debt and equity securities 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 prices 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, and, if necessary, makes adjustments through the reporting date based upon available observable market information. For securities not actively traded, the pricing service may use quoted market prices of comparable instruments or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include, but are not limited to, benchmark yields, credit spreads, default rates, prepayment speeds and non-binding broker quotes. As the Company is responsible for the determination of fair value, it performs quarterly analyses on the prices received from the pricing service to determine whether the prices are reasonable estimates of fair value. Specifically, the Company compares the prices received from the pricing service to prices reported by a secondary pricing source, such as its custodian, its investment consultant and third-party investment advisors. Additionally, the Company compares changes in the reported market values and returns to relevant market indices to test the reasonableness of the reported prices. The Company's internal price verification procedures and reviews of fair value methodology documentation provided by independent pricing services have not historically resulted in adjustment in the prices obtained from the pricing service.

Fair values of debt securities that do not trade on a regular basis in active markets but are priced using other observable inputs are classified as Level 2.

**Low-Income Housing Tax-Credit Investments**— The fair values of Level 3 investments in Low Income Housing securities are deemed held-to-maturity as there is no active market and they will not be sold. Because of this, these securities are held at amortized cost. Should any contractual breakage occur that jeopardizes the ability to receive the tax credits associated with these securities, an impairment will be made. As of June 30, 2014, these investments are performing in accordance with their original contract terms.

(5) The Company has no derivative assets and liabilities to disclose.

**B. Fair Value Combination** — Not applicable.



**C. Aggregate Fair Value Hierarchy**

The aggregate fair value by hierarchy of all financial instruments as of June 30, 2014 and December 31, 2013, is presented in the table below:

Types of Financial Investment	June 30, 2014					Not Practical Carrying Value
	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	
U.S. government and agency securities	\$ 162,574	\$ 162,662	\$ 87,223	\$ 75,351	\$ -	\$ -
State and agency municipalities	146,633	143,614	-	146,633	-	-
City and county municipalities	161,825	156,504	-	161,825	-	-
Corporate debt securities (includes commercial paper)	284,118	279,748	-	284,118	-	-
Money-market funds	121,744	121,744	121,744	-	-	-
Other invested assets	20,618	20,618	-	-	20,618	-
Total bonds, short-term investments, and other invested assets	<u>\$ 897,512</u>	<u>\$ 884,890</u>	<u>\$ 208,967</u>	<u>\$ 667,927</u>	<u>\$ 20,618</u>	<u>\$ -</u>

Types of Financial Investment	December 31, 2013					Not Practical Carrying Value
	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	
U.S. government and agency securities	\$ 201,856	\$ 204,904	\$ 86,776	\$ 115,080	\$ -	\$ -
State and agency municipalities	172,873	169,992	-	172,873	-	-
City and county municipalities	142,605	141,424	-	142,605	-	-
Corporate debt securities (includes commercial paper)	180,078	177,039	-	180,078	-	-
Money-market funds	99,630	99,630	99,630	-	-	-
Other invested assets	21,326	21,264	-	-	21,326	-
Total bonds, short-term investments, and other invested assets	<u>\$ 818,368</u>	<u>\$ 814,253</u>	<u>\$ 186,406</u>	<u>\$ 610,636</u>	<u>\$ 21,326</u>	<u>\$ -</u>

U.S. government and agency securities in the tables above reflect short-term and long-term investment holdings only. Included as Level 1 in U.S. government and agency securities in the fair value hierarchy table above are U.S. Treasury securities of \$87,223 and \$86,776 as of June 30, 2014 and December 31, 2013, respectively.

Included as Level 2 in corporate debt securities in the fair value hierarchy table above are commercial paper investments of \$1,375 and \$1,499 as of June 30, 2014 and December 31, 2013, respectively. Commercial paper is reflected in cash, cash equivalents and short-term investments in the statutory basis statements of admitted assets, liabilities, and capital and surplus.

**D. Not Practicable to Estimate Fair Value — Not applicable.****21. OTHER ITEMS**

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

The Company recorded receivables related to retroactive policies and estimated withholds of \$39,417 and \$2,164 as of December 31, 2013 for the State of Tennessee Bureau of TennCare Medicaid and CHOICES, respectively. As of June 30, 2014, the Company has collected \$34,262 and \$2,332 related to retroactive policies and estimated withholds related to these prior year balances for Medicaid and CHOICES, respectively. Currently, there is \$5,489 and \$59 accrued for TennCare retroactive receivables and estimated withholds for Medicaid and CHOICES, respectively, remaining for the prior year. These amounts are included in premiums and considerations in the statutory basis financial statements.

The Company has recorded payables for estimated recoupments of \$34,930 for State of Tennessee Bureau of TennCare Medicaid and CHOICES, net as of December 31, 2013. Currently, there is \$19,503 in estimated recoupments for Medicaid and CHOICES, net, remaining for the prior year based on new information communicated from TennCare. The estimated recoupments are included in premiums received in advance in the statutory basis financial statements.

The Company continues to refine the estimated recoupments on the CHOICES product. The impact of further refining the estimates due to updated information and additional history with the CHOICES product could result in a reduction to the amounts previously reported as net premium income. However, the Company is unable to accurately estimate the financial impact of the change at this time and any change would be reflected in operating results in the period in which the change in the estimate is identified.

**A–H.** No significant change.

**I. Joint and Several Liabilities** — Not applicable.

**J. Risk Sharing Provisions of the Affordable Care Act**

Effective January 1, 2014, the ACA imposed fees and premium stabilization provisions on health insurance issuers offering commercial health insurance. The three premium stabilization programs are commonly referred to as the 3Rs – risk adjustment, risk corridors and reinsurance.

**Risk Adjustment** - The permanent risk adjustment program, designed to mitigate the potential impact of adverse selection and provide stability for health insurance issuers, applies to all non-grandfathered plans in the individual and small group markets both inside and outside of the insurance exchanges. Premium adjustments pursuant to the risk adjustment program are accounted for as premium subject to redetermination and user fees are accounted for as assessments.

**Risk Corridors** – The temporary risk corridors program, designed to provide some aggregate protection against variability for issuers in the individual and small group markets during the period 2014 through 2016, applies to Qualified Health Plans (QHPs) in the individual and small group markets both inside and outside of the insurance exchanges. Premium adjustments pursuant to the risk corridors program are accounted for as premium adjustments for retrospectively rated contracts.

**Reinsurance** – The transitional reinsurance program was designed to protect issuers in the individual market from an expected increase in large claims due to the elimination of preexisting condition limitations. The transitional reinsurance program is effective from 2014 through 2016 and applies to all issuers of major medical commercial products and third party administrators. Contributions attributable to enrollees in individual plans, including program administrative costs are accounted for as ceded premium and payments received are accounted for as ceded benefit recoveries. The portion of the individual contributions earmarked for the U.S. Treasury is accounted for as an assessment. Contributions made for enrollees in fully insured plans other than individual plans, including program administrative costs and payments to the U.S. Treasury, are treated as assessments.

The Company has Accident and Health insurance premiums in 2014 subject to the ACA risk sharing provisions.

STATEMENT AS OF JUNE 30, 2014 OF THE UnitedHealthcare Plan of the River Valley, Inc.

The following table presents the current year impact of risk sharing provisions of the ACA on assets, liabilities, and revenue:

<b>a. Permanent ACA Risk Adjustment Program</b>	<b>June 30, 2014</b>
<u>Assets</u>	
1. Premium adjustments receivable due to ACA Risk Adjustment	\$ 82
<u>Liabilities</u>	
2. Risk adjustment user fees payable for ACA Risk Adjustment	\$ 1
3. Premium adjustments payable due to ACA Risk Adjustment	\$ 3
<u>Operations (Revenue &amp; Expense)</u>	
4. Reported as revenue in premium for accident and health contracts (written/collected) due to ACA Risk Adjustment	\$ 79
5. Reported in expenses as ACA risk adjustment user fees (incurred/paid)	\$ 1
<b>b. Transitional ACA Reinsurance Program</b>	
<u>Assets</u>	
1. Amounts recoverable for claims paid due to ACA Reinsurance	\$ -
2. Amounts recoverable for claims unpaid due to ACA Reinsurance	\$ -
3. Amounts receivable relating to uninsured plans for contributions for ACA Reinsurance	\$ -
<u>Liabilities</u>	
4. Claims unpaid - ceded due to ACA Reinsurance	\$ -
5. Liabilities for contributions payable due to ACA Reinsurance - not reported as ceded premium	\$ 1,723
6. Ceded reinsurance premiums payable due to ACA Reinsurance	\$ -
7. Liability for amounts held under uninsured plans contributions for ACA Reinsurance	\$ -
<u>Operations (Revenue &amp; Expense)</u>	
8. Ceded reinsurance premiums due to ACA Reinsurance	\$ -
9. Reinsurance recoveries (income statement) due to ACA reinsurance payments or expected payments	\$ -
10. ACA Reinsurance contributions - not reported as ceded premium	\$ 1,723
<b>c. Temporary ACA Risk Corridors Program</b>	
<u>Assets</u>	
1. Accrued retrospective premium due to ACA Risk Corridors	\$ -
<u>Liabilities</u>	
2. Reserve for rate credits or policy experience rating refunds due to ACA Risk Corridors	\$ -
<u>Operations (Revenue &amp; Expense)</u>	
3. Effect of ACA Risk Corridors on net premium income (paid/received)	\$ -
4. Effect of ACA Risk Corridors on change in reserves for rate credits	\$ -

**22. EVENTS SUBSEQUENT**

No significant change.

**23. REINSURANCE**

**A-C.** No significant change.

**24. RETROSPECTIVELY RATED CONTRACTS AND CONTRACTS SUBJECT TO REDETERMINATION**

**A-B.** No significant change.

- C.** The Company has Medicare Part D program business which is subject to a retrospective rating feature related to Part D Premiums. The Company has estimated accrued retrospective premiums related to certain Part D premiums based on guidelines determined by the Centers for Medicare and Medicaid Services ("CMS"). The formula is tiered and based on the bid medical loss ratio. The amount of Part D direct premiums written subject to retrospective rating was \$47,403 and \$99,805 representing 2.3% and 2.5% of total direct premiums written as of June 30, 2014 and December 31, 2013, respectively.

Pursuant to the Health Reform Legislation, effective for calendar years 2013 and 2014, the state has elected to administer the additional primary care physician funds through prospective capitation increases with risk-sharing that incorporates a retrospective reconciliation model. Under this model, the state pays the Company prospectively but also reconciles retrospectively and any excess or shortage, subject to risk corridor thresholds, is remitted or received back from the state. The amount of Medicaid direct premiums written subject to retrospective rating was \$1,338,580 and \$2,567,779 representing 64% and 63% of total direct premiums written as of June 30, 2014 and December 31,

STATEMENT AS OF JUNE 30, 2014 OF THE UnitedHealthcare Plan of the River Valley, Inc.

2013, respectively. The Company has estimated accrued retrospective premiums related to this legislation and as of June 30, 2014, no additional amounts have been accrued in the statutory basis financial statement.

Effective for calendar year 2014, the ACA has mandated the establishment of a temporary risk corridors program to provide limitations on insurer losses and gains for individual and small group qualified health plans through additional protection against initial pricing risk. Receipts and payments pursuant to the temporary risk corridors program shall be treated as premium adjustments for retrospectively rated contracts. See Note 21 for additional information regarding risk corridors program accruals.

- D. The Company is required to maintain specific minimum loss ratios. These minimum loss ratios apply to comprehensive major medical coverage and vary depending on group size. The following table discloses the minimum medical loss ratio rebates required pursuant to the Health Reform Legislation for the six months ended June 30, 2014 and the year ended December 31, 2013:

	1 Individual	2 Small Group Employer	3 Large Group Employer	4 Other Categories with Rebates	5 Total
Prior reporting year:					
(1) Medical loss ratio rebates incurred	\$ -	\$ 660	\$ -	\$ -	\$ 660
(2) Medical loss ratio rebates paid	-	-	-	-	-
(3) Medical loss rebates unpaid	-	660	-	-	660
(4) Plus reinsurance assumed amounts	XXX	XXX	XXX	XXX	-
(5) Less reinsurance ceded amounts	XXX	XXX	XXX	XXX	-
(6) Rebates unpaid net of reinsurance	XXX	XXX	XXX	XXX	660
Current reporting year-to-date:					
(7) Medical loss ratio rebates incurred	\$ -	\$ (660)	\$ 142	\$ -	\$ (518)
(8) Medical loss ratio rebates paid	-	-	-	-	-
(9) Medical loss rebates unpaid	-	-	142	-	142
(10) Plus reinsurance assumed amounts	XXX	XXX	XXX	XXX	-
(11) Less reinsurance ceded amounts	XXX	XXX	XXX	XXX	-
(12) Rebates unpaid net of reinsurance	XXX	XXX	XXX	XXX	142

The Company recorded \$142 and \$660 of estimated rebates as of June 30, 2014 and December 31, 2013, respectively, which is included in aggregate health policy reserves in the statutory basis statements of admitted assets, liabilities, and capital and surplus.

Pursuant to Health Care Reform changes effective for contract years beginning in 2014, the Company is required to maintain a specific minimum medical loss ratio on its Medicare contracts. The Company's actual medical loss ratios were in excess of the minimum requirements and, as a result, no minimum medical loss ratio liability for Medicare was required to be established as of June 30, 2014.

**25. CHANGE IN INCURRED CLAIMS AND CLAIMS 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 receivable at June 30, 2014 and December 31, 2013:

	June 30, 2014		Total
	Current Year Incurred Claims	Prior Years Incurred Claims	
Beginning of year claim reserve	\$ -	\$ (401,679)	\$ (401,679)
Paid claims, net of health care receivable	1,370,056	281,810	1,651,866
End of year claim reserve	<u>329,723</u>	<u>44,925</u>	<u>374,648</u>
Incurred claims excluding the change in health care receivable	1,699,779	(74,944)	1,624,835
Beginning of year health care receivable	-	44,704	44,704
End of year health care receivable	<u>(40,419)</u>	<u>(9,738)</u>	<u>(50,157)</u>
Total incurred claims	<u>\$ 1,659,360</u>	<u>\$ (39,978)</u>	<u>\$ 1,619,382</u>

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	December 31, 2013		
	Current Year Incurred Claims	Prior Years Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$(387,759)	\$ (387,759)
Paid claims, net of health care receivable and reinsurance recoveries collected	3,027,282	335,375	3,362,657
End of year claim reserve	<u>388,116</u>	<u>13,563</u>	<u>401,679</u>
Incurred claims excluding the change in health care receivable	3,415,398	(38,821)	3,376,577
Beginning of year health care receivable	-	34,909	34,909
End of year health care receivable	<u>(39,279)</u>	<u>(5,425)</u>	<u>(44,704)</u>
Total incurred claims	<u>\$ 3,376,119</u>	<u>\$ (9,337)</u>	<u>\$ 3,366,782</u>

The liability for claims unpaid, accrued medical incentive pool and bonus amounts, aggregate health claim reserves, and health care receivable as of December 31, 2013 were \$356,975. As of June 30, 2014, \$281,810 has been paid for incurred claims attributable to insured events of prior years. Reserves remaining for prior years, net of healthcare receivable are \$35,187 as a result of re-estimation of unpaid claims. Therefore, there has been \$39,978 favorable prior year development since December 31, 2013 to June 30, 2014. The primary drivers consist of favorable development as a result of a change in the provision for adverse deviations in experience of \$18,704 and favorable development of \$24,317 in retroactivity for inpatient, outpatient, physician, and pharmacy claims. At December 31, 2013, the Company recorded \$9,337 of favorable development related to the provision for adverse deviations in experience of \$18,232 offset by unfavorable development of \$2,928 in provider settlements, and \$5,404 in retroactivity for inpatient, outpatient, and physician, and pharmacy claims. Original estimates are increased or decreased, as additional information becomes known regarding individual claims, including the medical loss ratio rebate accrual. Included in this favorable development is the impact related to retrospectively rated policies, which also has a corresponding impact on medical loss ratio rebates. As a result of the prior year effects, on a regular basis, the Company adjusts revenue and the corresponding liability and/or receivable related to retrospectively rated policies and the impact of the change is included as a component of change in reserve for rate credits in the statutory basis statements of operations.

The Company incurred claims adjustment expenses of \$89,164 and \$168,220 for the six months ended June 30, 2014 and the year ended December 31, 2013, respectively. These costs are included in the management service fees paid by the Company to UHS as a part of its management agreement. The following tables disclose paid claims adjustment expense ("CAE"), incurred CAE, and the balance in the unpaid claim adjustment expenses reserve for the six months ended June 30, 2014 and the year ended December 31, 2013:

	June 30, 2014	December 31, 2013
Total claims adjustment expenses incurred	\$ 89,164	\$ 168,220
Less current year unpaid claims adjustment expenses	(7,021)	(7,501)
Add prior year unpaid claims adjustment expenses	<u>7,501</u>	<u>9,344</u>
Total claims adjustment expenses paid	<u>\$ 89,644</u>	<u>\$ 170,063</u>

**26. INTERCOMPANY POOLING ARRANGEMENTS**

**A-G.** No significant change.

**27. STRUCTURED SETTLEMENTS**

**A-B.** No significant change.

**28. HEALTH CARE AND OTHER AMOUNTS RECEIVABLE**

**A-B.** No significant change.

**29. PARTICIPATING POLICIES**

No significant change.

**30. PREMIUM DEFICIENCY RESERVES**

The following table summarizes the Company's premium deficiency reserves as of June 30, 2014 and December 31, 2013:

	<b>June 30, 2014</b>
1. Liability carried for premium deficiency reserves	\$ <u>                    -</u>
2. Date of the most recent evaluation of this liability	<u>                    6/30/2014</u>
3. Was anticipated investment income utilized in this calculation?	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
	<b>December 31, 2013</b>
1. Liability carried for premium deficiency reserves	\$ <u>                    -</u>
2. Date of the most recent evaluation of this liability	<u>                    12/31/2013</u>
3. Was anticipated investment income utilized in this calculation?	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

**31. ANTICIPATED SALVAGE AND SUBROGATION**

No significant change.

# GENERAL INTERROGATORIES

## PART 1 - COMMON INTERROGATORIES

### GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? ..... Yes [ ] No [ X ]
- 1.2 If yes, has the report been filed with the domiciliary state? ..... Yes [ ] No [ ]
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? ..... Yes [ ] No [ X ]
- 2.2 If yes, date of change: .....
- 3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? ..... Yes [ X ] No [ ]  
If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? ..... Yes [ X ] No [ ]
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes.  
April 1, 2014 - CareMedic Systems, LLC, a California limited liability company, merged with and into Optum360, LLC, a Delaware limited liability company.  
April 1, 2014 -Lynx Medical Systems, LLC, a Washington limited liability company, merged with and into Optum360, LLC, a Delaware limited liability company.  
April 1, 2014 - Oxford Health Insurance, Inc., a New York corporation, became a wholly-owned subsidiary of UnitedHealthcare Insurance Company, a Connecticut corporation, following the redemption and retirement of 309 shares of the issued and outstanding shares of Oxford Health Plans (NY), Inc. in consideration for the issued and outstanding shares of Oxford Health Insurance, Inc., the distribution of such shares from Oxford Health Plans LLC to UnitedHealth Group Incorporated, and the contribution of such shares to UnitedHealthcare Insurance Company.  
April 1, 2014 - Dental Center Serviços Odontológicos Ltda., a Brazilian company, was acquired with Seisa Serviços Integrados de Saúde Ltda., a Brazilian company, owning 65.278% and Amil Assistência Médica Internacional S.A., a Brazilian company, owning 34.72%.  
April 1, 2014 - Hospital AMA S.A., a Brazilian company, was acquired with Seisa Serviços Integrados de Saúde Ltda., a Brazilian company, owning 55% and Esho Empresas de Serviços Hospitalares S.A., a Brazilian company, owning 34.72%.  
April 30, 2014 - Aveta Colorado, Inc., a Delaware corporation, merged with and into Aveta Tennessee, Inc, a Delaware corporation.  
April 30, 2014 - Informed Choice HealthCare Alliance, Inc., an Illinois corporation, merged with and into Your Partner in Health Services, Inc., an Illinois corporation.  
April 30, 2014 - Connexions HCI NM, LLC, a New Mexico limited liability company, merged with and into Connexions HCI, LLC, a Florida limited liability company.  
May 6, 2014 - Optum Global Solutions, Inc., a Delaware corporation, was formed as a wholly owned subsidiary of United HealthCare Services, Inc.  
May 16, 2014 - Collaborative Care Holdings, LLC, a Delaware limited liability company, acquired an 86% ownership interest in WESTMED Practice Partners LLC, a Delaware limited liability company. The remaining 14% is owned by an external shareholder.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? ..... Yes [ ] No [ X ]
- 4.2 If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.
- | 1<br>Name of Entity | 2<br>NAIC Company Code | 3<br>State of Domicile |
|---------------------|------------------------|------------------------|
|                     |                        |                        |
5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? ..... Yes [ ] No [ X ] N/A [ ]  
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. .... 12/31/2011
- 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. .... 12/31/2011
- 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). .... 09/23/2013
- 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 [ ] No [ ] N/A [ X ]
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? ..... Yes [ ] No [ X ]
- 7.2 If yes, give full information:
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? ..... Yes [ ] No [ X ]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? ..... Yes [ X ] No [ ]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

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



## GENERAL INTERROGATORIES

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

### FINANCIAL

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

### INVESTMENT

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

## GENERAL INTERROGATORIES

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- |  |          |   |
|--|----------|---|
| 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 .....                   | \$ ..... | 0 |
| 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 ..... | \$ ..... | 0 |
| 16.3 Total payable for securities lending reported on the liability page .....                                       | \$ ..... | 0 |

17. 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 [  ] No [  ]
- 17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

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

- 17.2 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)

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? ..... Yes [  ] No [  ]

- 17.4 If yes, give full information relating thereto:

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

- 17.5 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
107038 .....	JPMorgan Investment Management Inc. ....	245 Park Avenue, New York, NY 10167 .....
113972 .....	Standish Mellon Asset Management Company .....	201 Washington Street Suite 2900, Boston, MA 02108-4408 .....

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

- 18.2 If no, list exceptions:

# GENERAL INTERROGATORIES

## PART 2 - HEALTH

1. Operating Percentages:
- 1.1 A&H loss percent .....79.7 %
  - 1.2 A&H cost containment percent .....2.5 %
  - 1.3 A&H expense percent excluding cost containment expenses .....12.5 %
- 2.1 Do you act as a custodian for health savings accounts? ..... Yes [ ] No [ X ]
- 2.2 If yes, please provide the amount of custodial funds held as of the reporting date .....\$.....0
- 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 .....\$.....0

**SCHEDULE S - CEDED REINSURANCE**

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Type of Reinsurer	8 Certified Reinsurer Rating (1 through 6)	9 Effective Date of Certified Reinsurer Rating
<b>NONE</b>								

**SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**

Current Year to Date - Allocated by States and Territories

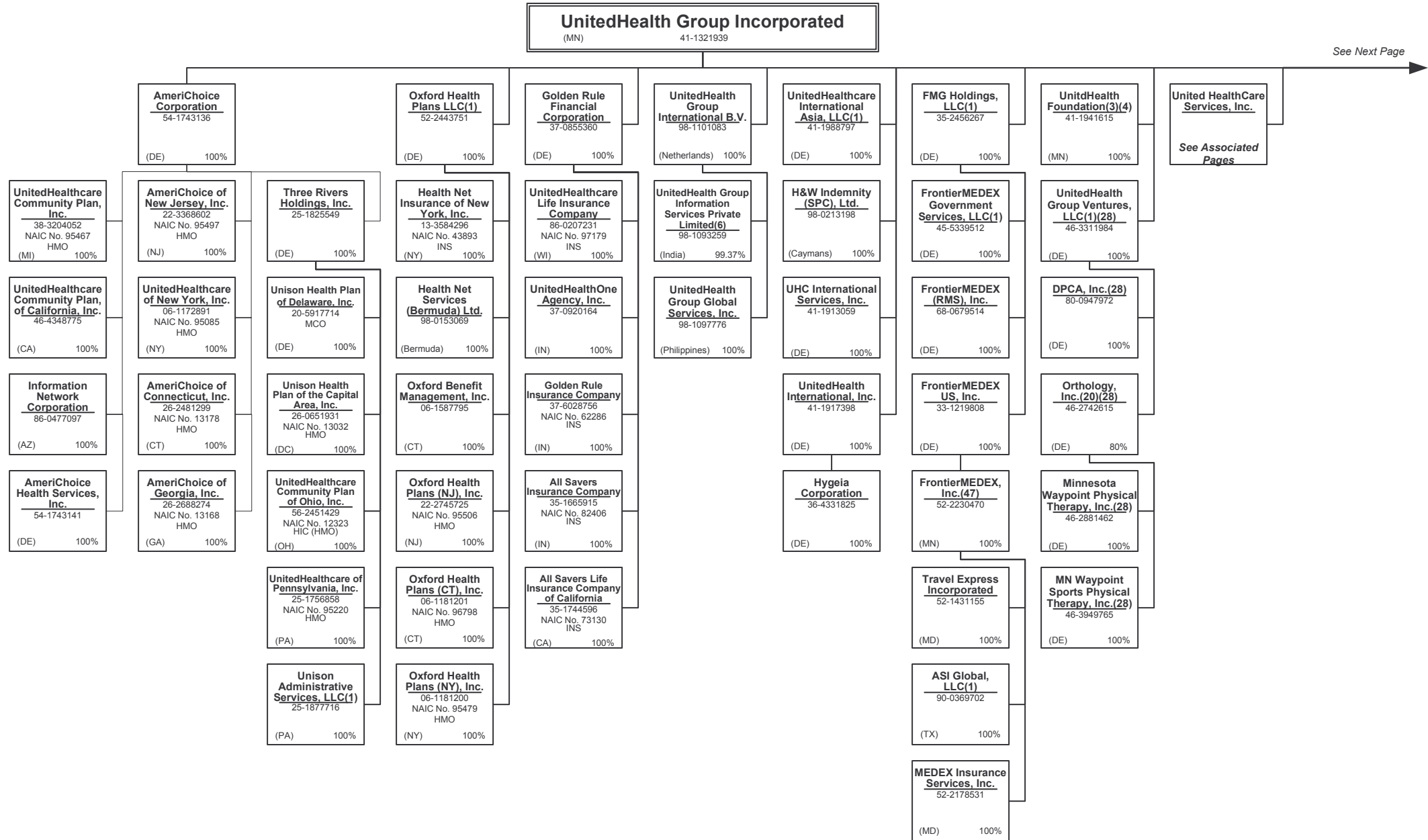
States, etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama AL	N	0	0	0	0	0	0	0	0	
2. Alaska AK	N	0	0	0	0	0	0	0	0	
3. Arizona AZ	N	0	0	0	0	0	0	0	0	
4. Arkansas AR	N	0	0	0	0	0	0	0	0	
5. California CA	N	0	0	0	0	0	0	0	0	
6. Colorado CO	N	0	0	0	0	0	0	0	0	
7. Connecticut CT	N	0	0	0	0	0	0	0	0	
8. Delaware DE	N	0	0	0	0	0	0	0	0	
9. District of Columbia DC	N	0	0	0	0	0	0	0	0	
10. Florida FL	N	0	0	0	0	0	0	0	0	
11. Georgia GA	N	0	0	0	0	0	0	0	0	
12. Hawaii HI	N	0	0	0	0	0	0	0	0	
13. Idaho ID	N	0	0	0	0	0	0	0	0	
14. Illinois IL	L	5,199,959	45,402,788	0	0	0	0	50,602,747	0	
15. Indiana IN	N	0	0	0	0	0	0	0	0	
16. Iowa IA	L	97,808,088	87,109,000	0	9,627,851	0	0	194,544,939	0	
17. Kansas KS	N	0	0	0	0	0	0	0	0	
18. Kentucky KY	N	0	0	0	0	0	0	0	0	
19. Louisiana LA	N	0	0	0	0	0	0	0	0	
20. Maine ME	N	0	0	0	0	0	0	0	0	
21. Maryland MD	N	0	0	0	0	0	0	0	0	
22. Massachusetts MA	N	0	0	0	0	0	0	0	0	
23. Michigan MI	N	0	0	0	0	0	0	0	0	
24. Minnesota MN	N	0	0	0	0	0	0	0	0	
25. Mississippi MS	N	0	0	0	0	0	0	0	0	
26. Missouri MO	N	0	0	0	0	0	0	0	0	
27. Montana MT	N	0	0	0	0	0	0	0	0	
28. Nebraska NE	N	0	0	0	0	0	0	0	0	
29. Nevada NV	N	0	0	0	0	0	0	0	0	
30. New Hampshire NH	N	0	0	0	0	0	0	0	0	
31. New Jersey NJ	N	0	0	0	0	0	0	0	0	
32. New Mexico NM	N	0	0	0	0	0	0	0	0	
33. New York NY	N	0	0	0	0	0	0	0	0	
34. North Carolina NC	N	0	0	0	0	0	0	0	0	
35. North Dakota ND	N	0	0	0	0	0	0	0	0	
36. Ohio OH	N	0	0	0	0	0	0	0	0	
37. Oklahoma OK	N	0	0	0	0	0	0	0	0	
38. Oregon OR	N	0	0	0	0	0	0	0	0	
39. Pennsylvania PA	N	0	0	0	0	0	0	0	0	
40. Rhode Island RI	N	0	0	0	0	0	0	0	0	
41. South Carolina SC	N	0	0	0	0	0	0	0	0	
42. South Dakota SD	N	0	0	0	0	0	0	0	0	
43. Tennessee TN	L	5,499,612	444,687,968	1,338,580,452	0	0	0	1,788,768,032	0	
44. Texas TX	N	0	0	0	0	0	0	0	0	
45. Utah UT	N	0	0	0	0	0	0	0	0	
46. Vermont VT	N	0	0	0	0	0	0	0	0	
47. Virginia VA	L	11,593,660	53,249,445	0	0	0	0	64,843,105	0	
48. Washington WA	N	0	0	0	0	0	0	0	0	
49. West Virginia WV	N	0	0	0	0	0	0	0	0	
50. Wisconsin WI	N	0	0	0	0	0	0	0	0	
51. Wyoming WY	N	0	0	0	0	0	0	0	0	
52. American Samoa AS	N	0	0	0	0	0	0	0	0	
53. Guam GU	N	0	0	0	0	0	0	0	0	
54. Puerto Rico PR	N	0	0	0	0	0	0	0	0	
55. U.S. Virgin Islands VI	N	0	0	0	0	0	0	0	0	
56. Northern Mariana Islands MP	N	0	0	0	0	0	0	0	0	
57. Canada CAN	N	0	0	0	0	0	0	0	0	
58. Aggregate Other Aliens OT	XXX	0	0	0	0	0	0	0	0	
59. Subtotal	XXX	120,101,319	630,449,201	1,338,580,452	9,627,851	0	0	2,098,758,823	0	
60. Reporting Entity Contributions for Employee Benefit Plans	XXX	0	0	0	0	0	0	0	0	
61. Totals (Direct Business)	(a) 4	120,101,319	630,449,201	1,338,580,452	9,627,851	0	0	2,098,758,823	0	
DETAILS OF WRITE-INS										
58001.	XXX									
58002.	XXX									
58003.	XXX									
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0	
58999. Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX	0	0	0	0	0	0	0	0	

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

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

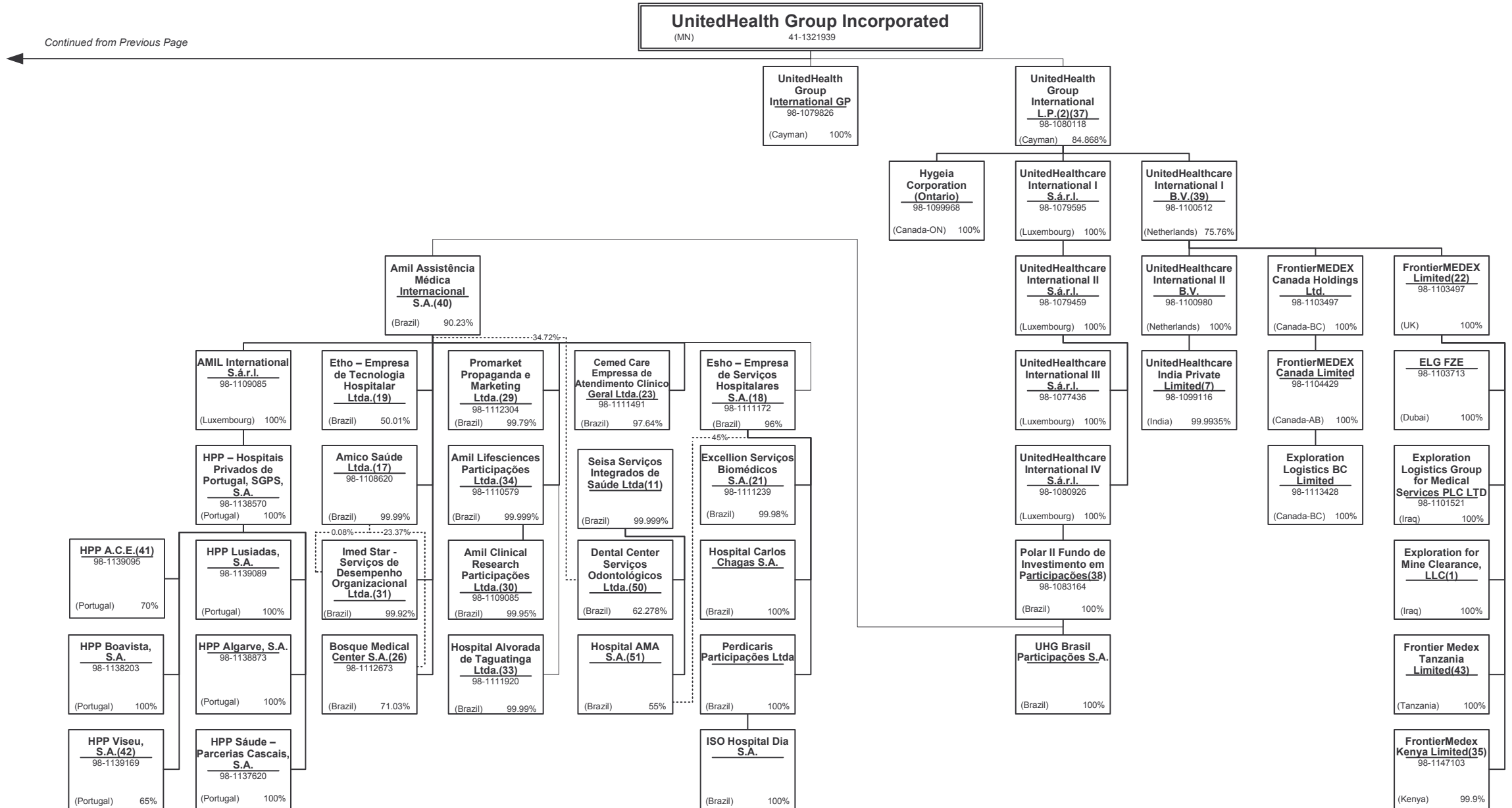
Premiums are allocated based upon geographic market.

**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**

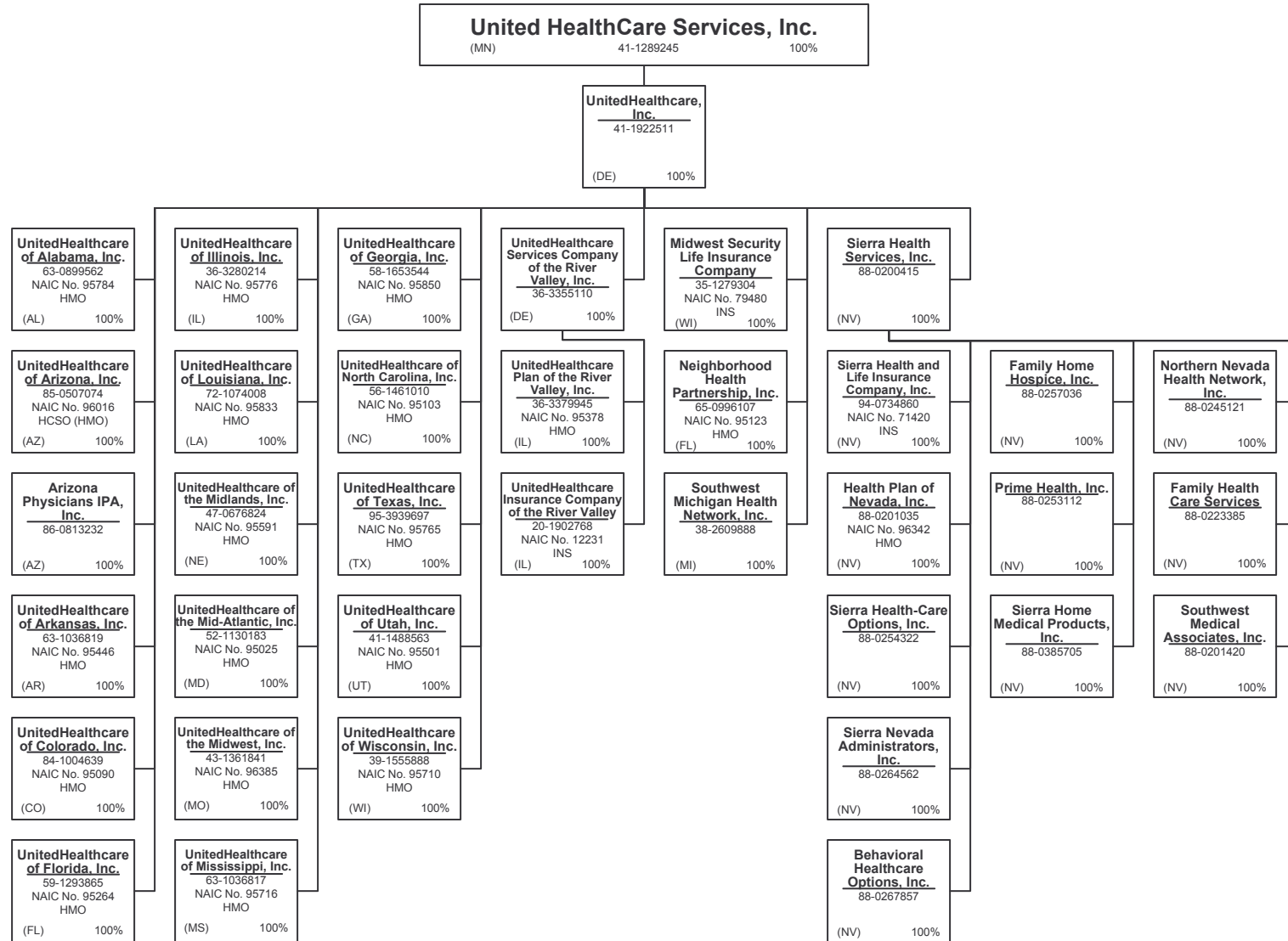


15.1



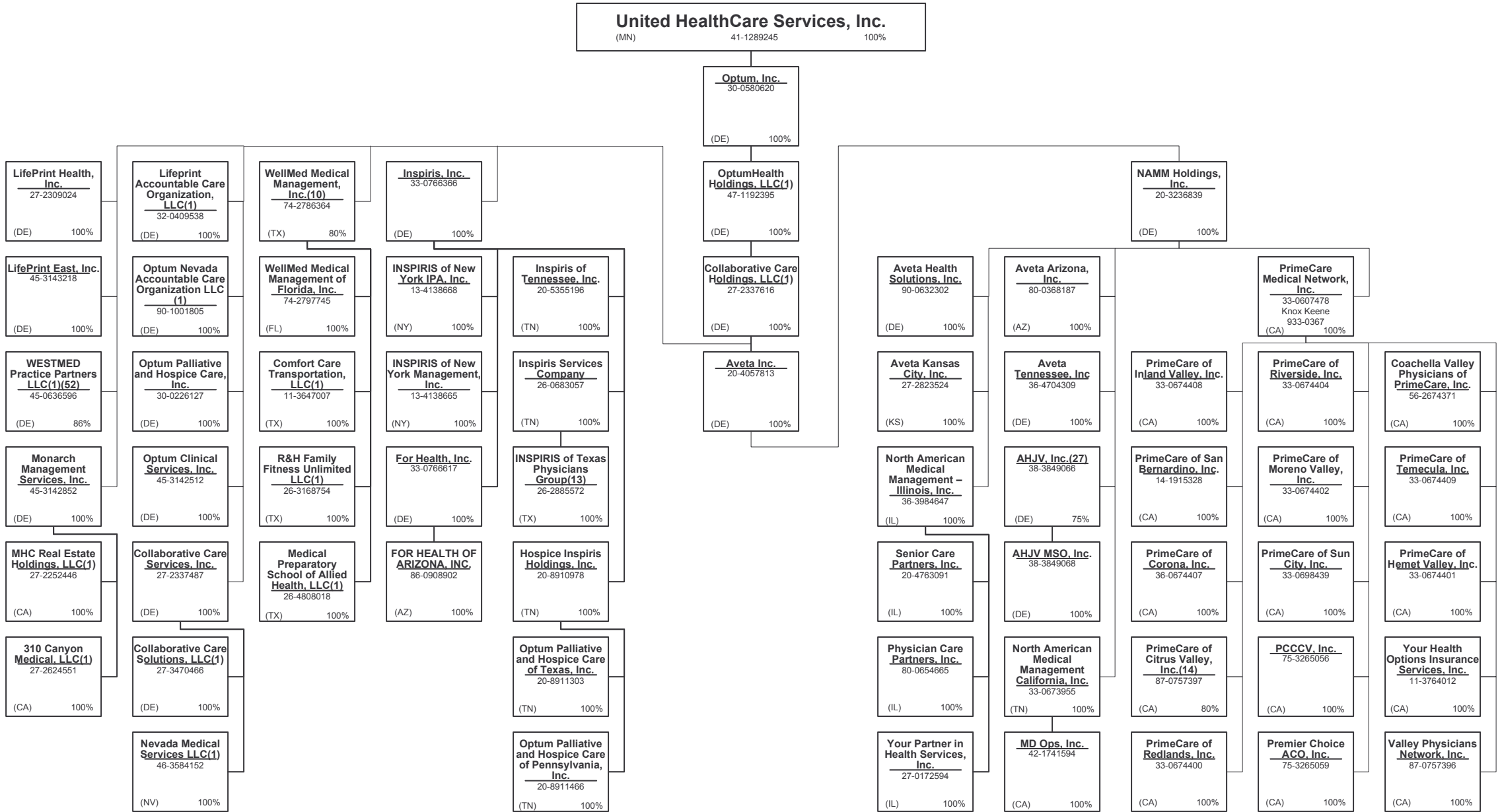


**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP**  
**PART 1 - ORGANIZATIONAL CHART**



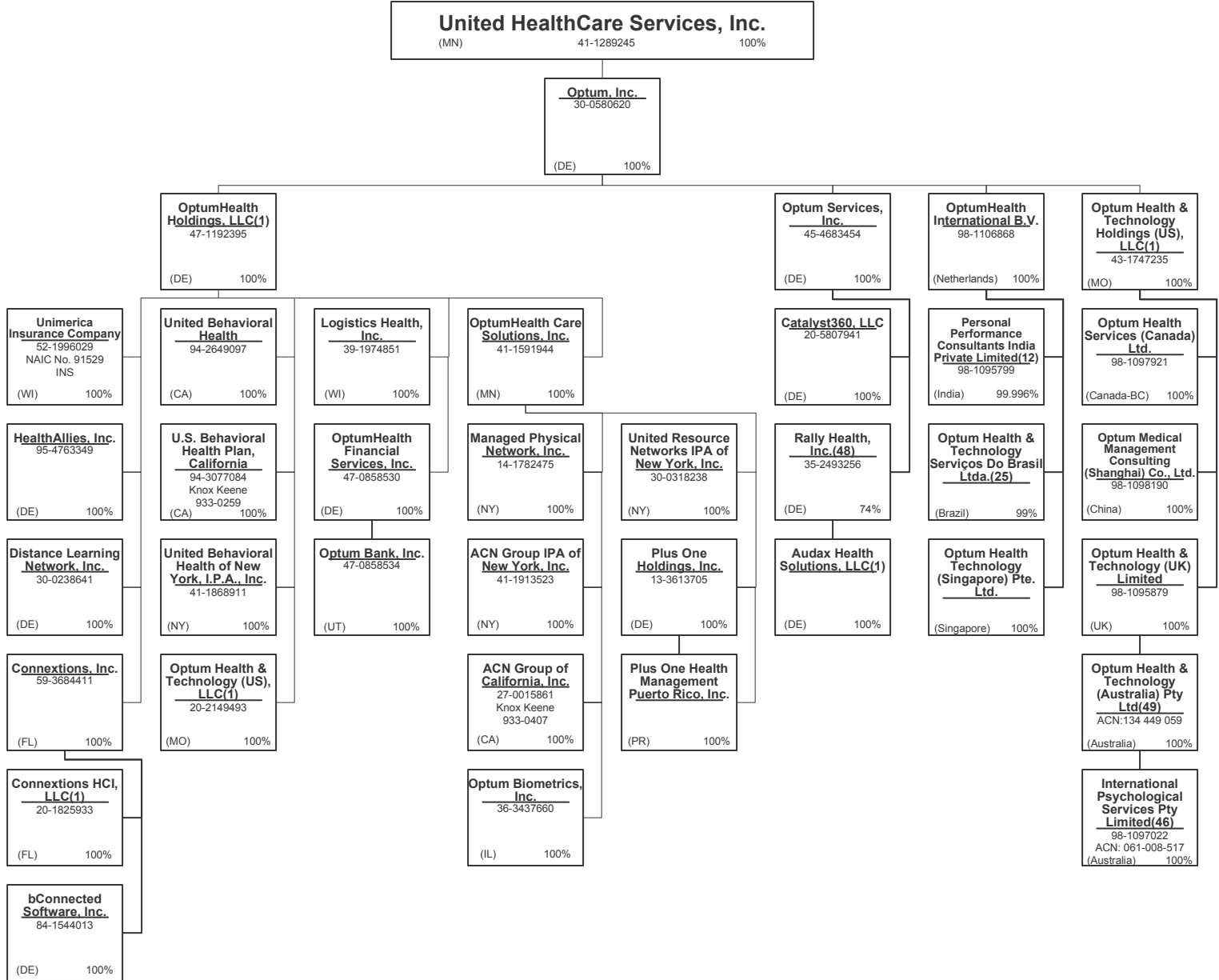
**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP**

**PART 1 - ORGANIZATIONAL CHART**

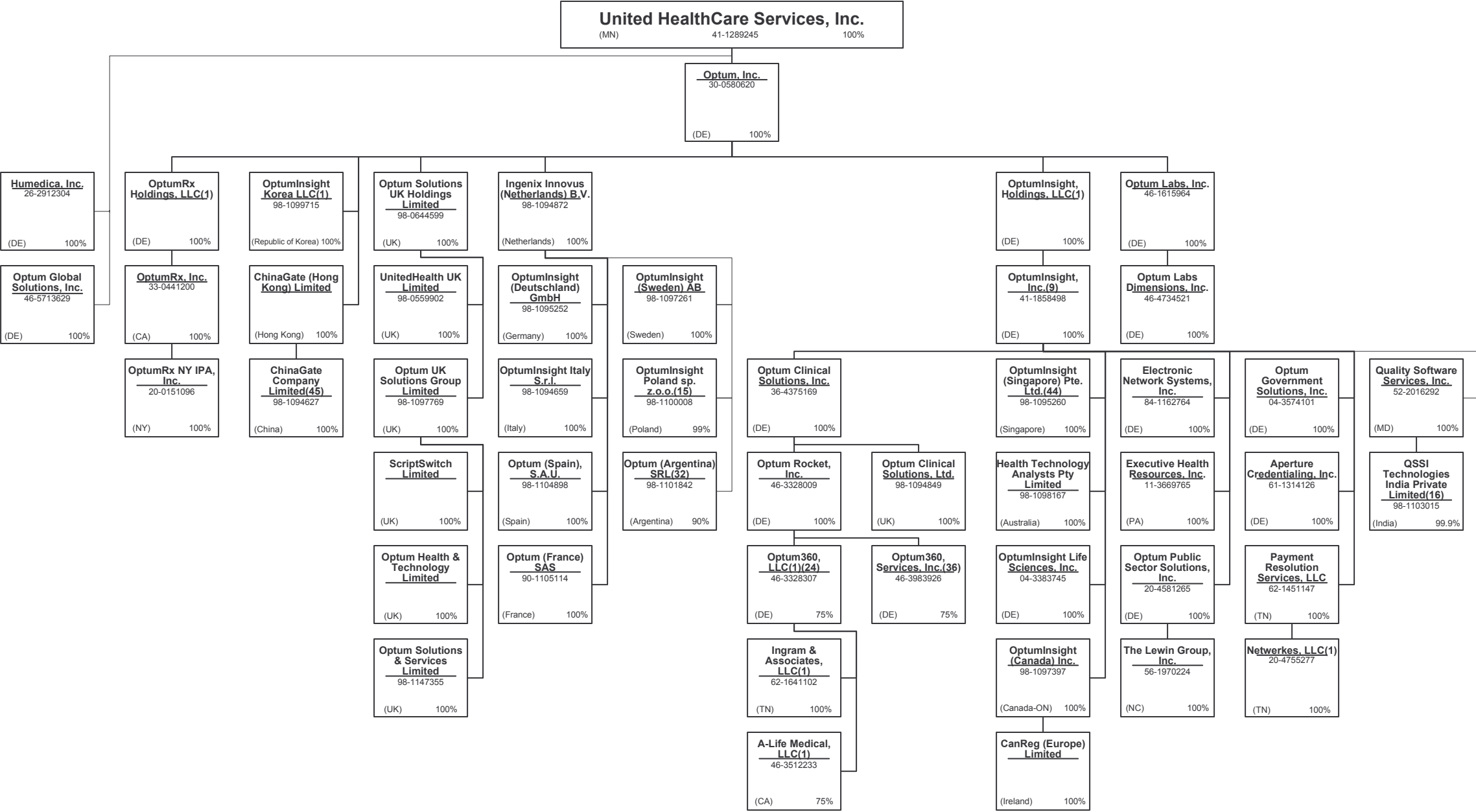


15.4

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



**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) Monarch Financial Services, LLC is 85% owned by Monarch Management Services, Inc. and 15% owned by external shareholders.
- (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 99.9935% owned by UnitedHealthcare International II 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) Branch office located in Abu 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) Seisa Serviços Integrados de Saúde Ltda is 99.99999% owned by Amil Assistência Médica Internacional S.A. and 0.000001% owned by Dental Center Serviços Odontológicos Ltda.
- (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 Services Company.
- (14) PrimeCare of Citrus Valley, Inc. is 80% owned by PrimeCare Medical Network, Inc. and 20% owned by Citrus Valley Medical Associates, Inc.
- (15) OptumInsight Poland sp. z.o.o. is 99% owned by Ingenix Innovus (Netherlands) B.V. The remaining 1% is owned by OptumInsight, Inc.
- (16) QSSI Technologies India Private Limited is 99.9% owned by Quality Software Services, Inc. and 0.1% owned by an Indian citizen.
- (17) Amico Saúde Ltda. is 99.99% owned by Amil Assistência Médica Internacional S.A. and the remaining percentage is owned by and officer of Amil.

- (18) Esho – Empresa de Serviços Hospitalares S.A is 96% owned by Amil Assistência Médica Internacional S.A.; 2.54% owned by Amico Saúde Ltda.; 0.011477% owned by Treasury Shares and 1.44% owned by external shareholders.
- (19) Etho – Empresa de Tecnologia Hospitalar Ltda. 50.01% owned by Amil Assistência Médica Internacional S.A. and 49.99% owned by an external shareholder.
- (20) Orthology, Inc. is 80% owned by UnitedHealth Group Ventures, LLC and 20% owned by external shareholders.
- (21) Excellion Serviços Biomédicos S.A. is 99.98% owned by Esho – Empresa de Serviços Hospitalares S.A. and 0.02% owned by external shareholders.
- (22) Branch offices in Iraq and Uganda.
- (23) Cemed Care Empresa de Atendimento Clínico Geral Ltda. Is 97.64% owned by Amil Assistência Médica Internacional S.A., 2.36% owned by Amico Saúde Ltd. and 0.000001% owned by an officer of Amil.
- (24) Optum 360, LLC is 75% owned by Optum Rocket, Inc. and 25% owned by an external interest holder.
- (25) Optum Health & Technology Serviços Do Brasil Ltda. is 99% owned by OptumHealth International B.V. and 1 % owned by OptumInsight, Inc.
- (26) Bosque Medical Center S.A. is 71.03% owned by Amil Assistência Médica Internacional S.A.; 23.37% owned by Amico Saúde Ltd. and 5.60% owned by Esho – Empresa de Serviços Hospitalares S.A.
- (27) AHJV, Inc. is 75% owned by NAMM Holdings, Inc. and 25% owned by Humana, Inc.
- (28) Entity is majority-owned by UHG or one of its affiliates. Corporate secretarial services for this entity are the responsibility of the portfolio company.
- (29) Promarket Propaganda e Marketing Ltda. is 99.79% owned by Amil Assistência Médica Internacional S.A. and 0.21% owned by Amico Saúde Ltd.
- (30) Amil Clinical Research Participações Ltda. is 99.95% owned by Amil Lifesciences Participações Ltda. and .05% owned by an officer of Amil.
- (31) Imed Star Serviços de Desempenho Organizacional Ltda. is 99.92% owned by Amil Assistência Médica Internacional S.A. and 0.08% owned by Amico Saúde Ltd.
- (32) Optum Argentina is 90% owned by Ingenix Innovus (Netherlands) BV and 10% owned by Optum UK Solutions Group Limited.
- (33) Hospital Alvorada Taguatinga Ltda. Is 99.99% owned by Amil Assistência Médica Internacional S.A. and 0.000001% owned by an officer of Amil.
- (34) Amil Lifesciences Participações Ltda. Is 99.99928% owned by Amil Assistência Médica Internacional S.A. and 0.00072% owned by an officer of Amil.
- (35) FrontierMedex Kenya Limited is 99.9% owned by FrontierMEDEX Limited and 0.1% owned by UnitedHealthcare International I B.V.

- (36) Optum360 Services, Inc. is 75% owned by Optum Rocket, Inc. and 25% owned by an external interest holder.
- (37) The limited partners of UnitedHealth Group International, L.P. include FMG Holdings, LLC (14.929%), Hygeia Corporation (DE) (0.203%) and UnitedHealth Group Incorporated (84.868%). UnitedHealth Group International GP is the general partner of UnitedHealth Group International, L.P.
- (38) Polar II Fundo de Investimento em Participações is a Brazilian private equity investment fund incorporated in the form of a closed-end condominium.
- (39) UnitedHealthcare International I, B.V. is 75.76% owned by UnitedHealth Group International L.P. and 24.24% owned by UnitedHealth Group International B.V.
- (40) Amil Assistência Médica Internacional S.A. is 90.23% owned by Polar II Fundo de Investimento em Participações and the remaining 9.77% is owned by the former controlling shareholders of Amil Assistência Médica Internacional S.A.
- (41) HPP A.C.E. is 70% owned by HPP - Hospitais Privados de Portugal, SGPS, S.A. The remaining 30% is owned by (1) HPP Boavista, S.A., (2) HPP Lusiadas, S.A., (3) HPP Algarve, S.A., (4) HPP Saúde - Parcerias Cascais, S.A., and (5) HPP Viseu, S.A.; each owning 6%.
- (42) HPP Viseu, S.A. is 65% owned by HPP - Hospitais Privados de Portugal, SGPS, S.A.. The remaining 35% is jointly owned VISABEIRA Saúde - Serviços de Saúde, S.A., VISABEIRA Participações Financeiras, SGPS, S.A., VISABEIRA Investimentos Financeiros SGPS, S.A. and Ciclorama - Estudos, Projectos e Produções, Lda.
- (43) Frontier Medex Tanzania Limited is 99% owned by FrontierMEDEX Limited. The remaining 1% is owned by an officer of FrontierMEDEX Limited.
- (44) Branch office located in Taiwan
- (45) Liaison office located in Beijing.
- (46) Branch office located in Hong Kong.
- (47) Representative office in Beijing
- (48) The remaining 26% is owned by internal and external investors.
- (49) Branch office located in Hong Kong.
- (50) Dental Center Serviços Odontológicos Ltda. is 65.278% owned by Seisa Serviços Integrados de Saúde Ltda. and 34.72% owned by Amil Assistência Médica Internacional S.A.
- (51) Hospital AMA S.A. is 45% owned by Esho Empresas de Serviços Hospitalares S.A. and 55% owned by Seisa Serviços Integrados de Saúde Ltda.
- (52) WESTMED Practice Partners LLC is 86% owned by Collaborative Care Holdings, LLC and 14% owned by external shareholders.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.0000	27-2624551				310 Canyon Medical, LLC	CA	NIA	Monarch Management Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-1913523				ACN Group IPA of New York, Inc.	NY	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	27-0015861				ACN Group of California, Inc.	CA	IA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	38-3849068				AHJV MSO, Inc.	DE	NIA	AHJV, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	38-3849066				AHJV, Inc.	CA	NIA	NAMM Holdings, Inc.	Ownership	75.000	UnitedHealth Group Incorporated	2
		.0000	46-3512233				A-Life Medical, LLC	CA	NIA	Optum360, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.82406	35-1665915				All Savers Insurance Company	IN	IA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
							All Savers Life Insurance Company of California	CA	IA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.73130	35-1744596				AmeriChoice Corporation	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	54-1743136				AmeriChoice Health Services, Inc.	DE	NIA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.13178	26-2481299				AmeriChoice of Connecticut, Inc.	CT	IA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.13168	26-2688274				AmeriChoice of Georgia, Inc.	GA	IA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95497	22-3368602				AmeriChoice of New Jersey, Inc.	NJ	IA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1108620				Amico Saúde Ltda.	BRA	NIA	Polar II Fundo de Investimento em Participações	Ownership	99.998	UnitedHealth Group Incorporated	3
		.00000					Amil Assistência Médica Internacional S.A.	BRA	NIA	Polar II Fundo de Investimento em Participações	Ownership	90.230	UnitedHealth Group Incorporated	4
		.00000	98-1109085				Amil Clinical Research Participações Ltda.	BRA	NIA	Amil Lifesciences Participações Ltda.	Ownership	99.950	UnitedHealth Group Incorporated	3
		.00000	98-1138212				AMIL International S.á.r.l.	LUX	NIA	Amil Assistência Médica Internacional S.A.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1110579				Amil Lifesciences Participações Ltda.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	99.999	UnitedHealth Group Incorporated	3
		.00000	61-1314126				Aperture Credentialing, Inc.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	86-0813232				Arizona Physicians IPA, Inc.	AZ	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	90-0369702				ASI Global, LLC	TX	NIA	FrontierMEDEX, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Audax Health Solutions, LLC	DE	NIA	Rally Health, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	80-0368187				Aveta Arizona, Inc.	AZ	NIA	NAMM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	90-0632302				Aveta Health Solutions Inc.	DE	NIA	NAMM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-4057813				Aveta Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-2823524				Aveta Kansas City, Inc.	KS	NIA	NAMM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	36-4704309				Aveta Tennessee, Inc	DE	NIA	NAMM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	84-1544013				bConnected Software, Inc.	DE	NIA	Connexions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	88-0267857				Behavioral Healthcare Options, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1112673				Bosque Medical Center S.A.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	71.030	UnitedHealth Group Incorporated	
		.00000	98-1112673				Bosque Medical Center S.A.	BRA	NIA	Amico Saúde Ltda.	Ownership	23.370	UnitedHealth Group Incorporated	
		.00000	98-1112673				Bosque Medical Center S.A.	BRA	NIA	Esho - Empresa de Serviços Hospitalares S.A.	Ownership	5.600	UnitedHealth Group Incorporated	
		.00000					CanReg (Europe) Limited	JRL	NIA	OptumInsight (Canada) Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-8375685				Care Improvement Plus Group Management, LLC	MD	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.12313	20-2412936				Care Improvement Plus of Maryland, Inc.	MD	IA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Care Improvement Plus of Texas Insurance Company	TX	IA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.12558	45-4976934				Care Improvement Plus Practitioners, LLC	MD	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-3536376				Care Improvement Plus South Central Insurance Company	AR	IA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.12567	20-3888112				Care Improvement Plus Wisconsin Insurance Company	WI	IA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF JUNE 30, 2014 OF THE UnitedHealthcare Plan of the River Valley, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.0000	20-5807941				Catalyst360, LLC	.DE	NIA	Optum Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1111491				Cemed Care Empresa de Atendimento Clínico Geral Ltda	.BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	97.640	UnitedHealth Group Incorporated	3
		.0000	98-1094627				ChinaGate (Hong Kong) Limited	.HKG	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.11836	13-4247706				ChinaGate Company Limited	.CHN	NIA	ChinaGate (Hong Kong) Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	13-4247706				Citrus Health Care, Inc.	.FL	IA	PHC Holdings of Florida, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	56-2674371				Coachella Valley Physicians of PrimeCare, Inc.	.CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	27-2337616				Collaborative Care Holdings, LLC	.DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	27-2337487				Collaborative Care Services, Inc.	.DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	27-3470466				Collaborative Care Solutions, LLC	.DE	NIA	Collaborative Care Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	11-3647007				Comfort Care Transportation, LLC	.TX	NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	61-1351358				Commonwealth Administrators, LLC	.KY	NIA	UMR, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	20-1825933				Connexions HCl, LLC	.FL	NIA	Connexions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	59-3684411				Connexions, Inc.	.FL	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	52-1811176				DBP Services of New York IPA, Inc.	.NY	NIA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	52-1452809				Dental Benefit Providers of California, Inc.	.CA	IA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.52053	36-4008355				Dental Benefit Providers of Illinois, Inc.	.IL	IA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-2014834				Dental Benefit Providers, Inc.	.DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					Dental Center Serviços Odontológicos Ltda.	.BRA	NIA	Seisa Serviços Integrados de Saúde Ltda.	Ownership	65.278	UnitedHealth Group Incorporated	2
		.0000	30-0238641				Distance Learning Network, Inc.	.DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	80-0947972				DPCA, Inc.	.DE	NIA	UnitedHealth Group Ventures, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					Duncan Printing Services, LLC	.SC	NIA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	84-1162764				Electronic Network Systems, Inc.	.DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1103713				ELG FZE	.ARE	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1111172				Esho - Empresa de Serviços Hospitalares S.A.	.BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	96.000	UnitedHealth Group Incorporated	5
		.0000	98-1111172				Esho - Empresa de Serviços Hospitalares S.A.	.BRA	NIA	Amico Saúde Ltda.	Ownership	2.540	UnitedHealth Group Incorporated	5
		.0000					Etho - Empresa de Tecnologia Hospitalar Ltda.	.BRA	NIA	S.A. Amil Assistência Médica Internacional	Ownership	50.010	UnitedHealth Group Incorporated	5
		.0000	86-0964571				Evercare Collaborative Solutions, Inc.	.DE	NIA	Ovations, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	86-0618309				Evercare of Arizona, Inc.	.AZ	IA	Ovations, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1111239				Excellion Serviços Biomédicos S.A.	.BRA	NIA	Esho - Empresa de Serviços Hospitalares S.A.	Ownership	99.980	UnitedHealth Group Incorporated	6
		.0000	11-3669765				Executive Health Resources, Inc.	.PA	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					Exploration for Mine Clearance LLC	.JRO	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1113428				Exploration Logistics B.C. Ltd.	.CAN	NIA	FrontierMEDEX Canada Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					Exploration Logistics Group for Medical Services PLC LTD	.JRO	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-0223385				Family Health Care Services	.NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	88-0257036				Family Home Hospice, Inc.	.NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	35-2456267				FMG Holdings, LLC	.DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	86-0908902				FOR HEALTH OF ARIZONA, INC.	.AZ	NIA	For Health, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	33-0766617				For Health, Inc.	.DE	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					Frontier Medex Tanzania Limited	.TZA	NIA	FrontierMEDEX Limited	Ownership	99.000	UnitedHealth Group Incorporated	3
		.0000	68-0679514				FrontierMEDEX (RMS), Inc.	.DE	NIA	FMG Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1103497				FrontierMEDEX Canada Holdings Ltd.	.CAN	NIA	UnitedHealthcare International I B.V.	Ownership	100.000	UnitedHealth Group Incorporated	

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.00000	98-1104429				FrontierMEDEX Canada Limited	.CAN	.NIA	FrontierMEDEX Canada Holdings Ltd.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	45-5339512				FrontierMEDEX Government Services, LLC	.DE	.NIA	FMG Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1147103				FrontierMedex Kenya Limited	.KEN	.NIA	FrontierMEDEX Limited	Ownership	99.900	UnitedHealth Group Incorporated	
		.00000	98-1147103				FrontierMedex Kenya Limited	.KEN	.NIA	UnitedHealthcare International I B.V.	Ownership	0.100	UnitedHealth Group Incorporated	
		.00000					FrontierMEDEX Limited	.GBR	.NIA	UnitedHealthcare International I B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	33-1219808				FrontierMEDEX US, Inc.	.DE	.NIA	FMG Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	52-2230470				FrontierMEDEX, Inc.	.MN	.NIA	FrontierMEDEX US, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	37-0855360				Golden Rule Financial Corporation	.DE	.NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.62286	37-6028756	3057283			Golden Rule Insurance Company	.IN	.IA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-0213198				H&W Indemnity (SPC), Ltd.	.CYM	.NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.43893	13-3584296				Health Net Insurance of New York, Inc.	.NY	.IA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-0153069				Health Net Services (Bermuda) Ltd.	.BMU	.NIA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.96342	88-0201035				Health Plan of Nevada, Inc.	.NV	.IA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1098167				Health Technology Analysts Pty Limited	.AUS	.NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	95-4763349				HealthAllies, Inc.	.DE	.NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-8910978				Hospice Inspiris Holdings, Inc.	.TN	.NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1111920				Hospital Alvorada de Taguatinga Ltda.	.BRA	.NIA	Amil Assistência Médica Internacional S.A.	Ownership	99.990	UnitedHealth Group Incorporated	3
		.00000					Hospital AMA S.A.	.BRA	.NIA	Seisa Serviços Integrados de Saúde Ltda.	Ownership	55.000	UnitedHealth Group Incorporated	
		.00000					Hospital AMA S.A.	.BRA	.NIA	Esho - Empresa de Serviços Hospitalares S.A.	Ownership	45.000	UnitedHealth Group Incorporated	
		.00000					Hospital Carlos Chagas S.A.	.BRA	.NIA	Esho - Empresa de Serviços Hospitalares S.A.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1138570				HPP - Hospitais Privados de Portugal, SGPS, S.A.	.PRT	.NIA	Amil Internacional S.á.r.l.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1139095				HPP A.C.E.	.PRT	.NIA	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership	70.000	UnitedHealth Group Incorporated	
		.00000	98-1139095				HPP A.C.E.	.PRT	.NIA	HPP Lusiadas, S.A.	Ownership	6.000	UnitedHealth Group Incorporated	
		.00000	98-1139095				HPP A.C.E.	.PRT	.NIA	HPP Viseu, S.A.	Ownership	6.000	UnitedHealth Group Incorporated	
		.00000	98-1139095				HPP A.C.E.	.PRT	.NIA	HPP Boavista, S.A.	Ownership	6.000	UnitedHealth Group Incorporated	
		.00000	98-1139095				HPP A.C.E.	.PRT	.NIA	HPP Saúde - Parcerias Cascais, S.A.	Ownership	6.000	UnitedHealth Group Incorporated	
		.00000	98-1139095				HPP A.C.E.	.PRT	.NIA	HPP Algarve, S.A.	Ownership	6.000	UnitedHealth Group Incorporated	
		.00000	98-1138873				HPP Algarve, S.A.	.PRT	.NIA	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1138203				HPP Boavista, S.A.	.PRT	.NIA	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1139089				HPP Lusiadas, S.A.	.PRT	.NIA	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1137620				HPP Saúde - Parcerias Cascais, S.A.	.PRT	.NIA	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1139169				HPP Viseu, S.A.	.PRT	.NIA	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership	65.000	UnitedHealth Group Incorporated	2
		.00000	26-2912304				Humedica, Inc.	.DE	.NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	36-4331825				Hygeia Corporation	.DE	.NIA	UnitedHealth International, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1099968				Hygeia Corporation (Ontario)	.CAN	.NIA	UnitedHealth Group International L.P.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Imed Star - Serviços de Desempenho Organizacional Ltda.	.BRA	.NIA	Amil Assistência Médica Internacional S.A.	Ownership	99.920	UnitedHealth Group Incorporated	
		.00000					Imed Star - Serviços de Desempenho Organizacional Ltda.	.BRA	.NIA	Amico Saúde Ltda.	Ownership	0.080	UnitedHealth Group Incorporated	
		.00000	86-0477097				Information Network Corporation	.AZ	.NIA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	



STATEMENT AS OF JUNE 30, 2014 OF THE UnitedHealthcare Plan of the River Valley, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.00000	98-1094872				Ingenix Innovus (Netherlands) B.V.	NLD	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	62-1641102				Ingram & Associates, LLC	TN	NIA	Optum360, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	13-4138668				INSPIRIS of New York IPA, Inc.	NY	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	13-4138665				INSPIRIS of New York Management, Inc.	NY	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-5355196				Inspiris of Tennessee, Inc.	TN	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	26-2885572				INSPIRIS of Texas Physician Group	TX	NIA	Inspiris Services Company	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	26-0683057				Inspiris Services Company	TN	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	33-0766366				Inspiris, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1097022				International Psychological Services Pty Limited	AUS	NIA	Optum Health & Technology (Australia) Pty Ltd	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					ISO Hospital Dia S.A.	BRA	NIA	Perdicaris Participações Ltda.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	32-0409538				Lifeprint Accountable Care Organization, LLC	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	45-3143218				Lifeprint East, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-2309024				LifePrint Health, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	39-1974851				Logistics Health, Inc.	WI	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	52-2129787				MAMSI Insurance Resources, LLC	MD	NIA	OneNet PPO, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.60321	52-1803283				MAMSI Life and Health Insurance Company	MD	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	14-1782475				Managed Physical Network, Inc.	NY	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	42-1741594				MD Ops, Inc.	CA	NIA	North American Medical Management California, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.96310	52-1169135				MD-Individual Practice Association, Inc.	MD	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	52-2178531				MEDEX Insurance Services, Inc.	MD	NIA	FrontierMEDEX, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.12756	20-3391186				Medica Health Plans of Florida, Inc.	FL	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.12155	01-0788576				Medica HealthCare Plans, Inc.	FL	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	26-4808018				Medical Preparatory School of Allied Health, LLC	TX	NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	32-0037402				Medical Transportation Services, LLC	FL	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-2252446				MHC Real Estate Holdings, LLC	CA	NIA	Monarch Management Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.79480	35-1279304				Midwest Security Life Insurance Company	WI	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	46-2881462				Minnesota Waypoint Physical Therapy, Inc.	DE	NIA	Orthology, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	46-3949765				MN Waypoint Sports Physical Therapy, Inc.	DE	NIA	Orthology, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-1799346				Monarch Financial Services, LLC	CA	NIA	Monarch Management Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	45-3142852				Monarch Management Services, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-3236839				NAMM Holdings, Inc.	DE	NIA	Aveta Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95251	76-0196559				National Pacific Dental, Inc.	TX	IA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95123	65-0996107				Neighborhood Health Partnership, Inc.	FL	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-4755277				Netwerkes, LLC	TN	NIA	Payment Resolution Services, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	46-3584152				Nevada Medical Services LLC	NV	NIA	Collaborative Care Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95758	88-0228572				Nevada Pacific Dental	NV	IA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	36-3984647				North American Medical Management - Illinois, Inc.	IL	NIA	NAMM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	33-0673955				North American Medical Management California, Inc.	TN	NIA	NAMM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	88-0245121				Northern Nevada Health Network, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	52-2129786				OneNet PPO, LLC	MD	NIA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.96940	52-1518174				Optimum Choice, Inc.	MD	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1101842				Optum (Argentina) SRL	ARG	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	90.000	UnitedHealth Group Incorporated	
		.00000	98-1101842				Optum (Argentina) SRL	ARG	NIA	Optum UK Solutions Group Limited	Ownership	10.000	UnitedHealth Group Incorporated	
		.00000	90-1105114				Optum (France) SAS	FRA	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1104898				Optum (Spain), S.A.U.	ESP	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.00000	47-0858534	3202702			Optum Bank, Inc.	.UT	NIA	OptumHealth Financial Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	36-3437660				Optum Biometrics, Inc.	.IL	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	45-3142512				Optum Clinical Services, Inc.	.DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	36-4375169	3886791			Optum Clinical Solutions, Inc.	.DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1094849				Optum Clinical Solutions, Ltd.	.GBR	NIA	Optum Clinical Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	46-5713629				Optum Global Solutions, Inc.	.DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	04-3574101				Optum Government Solutions, Inc.	.DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Optum Health & Technology (Australia) Pty Ltd	.AUS	NIA	Optum Health & Technology (UK) Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Optum Health & Technology (Singapore) Pte. Ltd.	.SGP	NIA	OptumHealth International B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1095879				Optum Health & Technology (UK) Limited	.GBR	NIA	Optum Health & Technology Holdings (US), LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-2149493				Optum Health & Technology (US), LLC	.MO	NIA	United Behavioral Health	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	43-1747235				Optum Health & Technology Holdings (US), LLC	.MO	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Optum Health & Technology Limited	.GBR	NIA	Optum UK Solutions Group Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Optum Health & Technology Serviços Do Brasil Ltda.	.BRA	NIA	OptumHealth International B.V.	Ownership	99.000	UnitedHealth Group Incorporated	
		.00000					Optum Health & Technology Serviços Do Brasil Ltda.	.BRA	NIA	OptumInsight, Inc.	Ownership	1.000	UnitedHealth Group Incorporated	
		.00000	98-1097921				Optum Health Services (Canada) Ltd.	.CAN	NIA	Optum Health & Technology Holdings (US), LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	46-4734521				Optum Labs Dimensions, Inc.	.DE	NIA	Optum Labs, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	46-1615964				Optum Labs, Inc.	.DE	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	90-1001805				Optum Nevada Accountable Care Organization LLC	.DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-8911466				Optum Palliative and Hospice Care of Pennsylvania, Inc.	.TN	NIA	Hospice Inspiris Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-8911303				Optum Palliative and Hospice Care of Texas, Inc.	.TN	NIA	Hospice Inspiris Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	30-0226127				Optum Palliative and Hospice Care, Inc.	.DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-4581265				Optum Public Sector Solutions, Inc.	.DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	46-3328009				Optum Rocket, Inc.	.DE	NIA	Optum Clinical Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	45-4683454				Optum Services, Inc.	.DE	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1147355				Optum Solutions & Services Limited	.GBR	NIA	Optum UK Solutions Group Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-0644599				Optum Solutions UK Holdings Limited	.GBR	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1097769				Optum UK Solutions Group Limited	.GBR	NIA	Optum Solutions UK Holdings Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	30-0580620	3119994			Optum, Inc.	.DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	46-3983926				Optum360 Services, Inc.	.DE	NIA	Optum Rocket, Inc.	Ownership	75.000	UnitedHealth Group Incorporated	6
		.00000	46-3328307				Optum360, LLC	.DE	NIA	Optum Rocket, Inc.	Ownership	75.000	UnitedHealth Group Incorporated	6
		.00000	41-1591944				OptumHealth Care Solutions, Inc.	.MN	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	47-0858530				OptumHealth Financial Services, Inc.	.DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	47-1192395				OptumHealth Holdings, LLC	.DE	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1106868				OptumHealth International B.V.	.NLD	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1097397				OptumInsight (Canada) Inc.	.CAN	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1095252				OptumInsight (Deutschland) GmbH	.DEU	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1095260				OptumInsight (Singapore) Pte. Ltd.	.SGP	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1097261				OptumInsight (Sweden) AB	.SWE	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					OptumInsight Holdings, LLC	.DE	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1094659				OptumInsight Italy S.r.l.	.ITA	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF JUNE 30, 2014 OF THE UnitedHealthcare Plan of the River Valley, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.00000	98-1099715				OptumInsight Korea LLC	.KOR	.NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	04-3383745				OptumInsight Life Sciences, Inc.	.DE	.NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1100008				OptumInsight Poland sp. z.o.o.	.POL	.NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	99.000	UnitedHealth Group Incorporated	
		.00000	98-1100008				OptumInsight Poland sp. z.o.o.	.POL	.NIA	OptumInsight, Inc.	Ownership	1.000	UnitedHealth Group Incorporated	
		.00000	41-1858498				OptumInsight, Inc.	.DE	.NIA	OptumInsight Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					OptumRx Holdings, LLC	.DE	.NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-0151096				OptumRx NY IPA, Inc.	.NY	.NIA	OptumRx, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	33-0441200				OptumRx, Inc.	.CA	.NIA	OptumRx Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1921007				Ovations, Inc.	.DE	.NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	06-1587795				Oxford Benefit Management, Inc.	.CT	.NIA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.78026	22-2797560				Oxford Health Insurance, Inc.	.NY	.IA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.96798	06-1181201				Oxford Health Plans (CT), Inc.	.CT	.IA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95506	22-2745725				Oxford Health Plans (NJ), Inc.	.NJ	.IA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95479	06-1181200				Oxford Health Plans (NY), Inc.	.NY	.IA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	52-2443751				Oxford Health Plans LLC	.DE	.NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.70785	35-1137395				PacifiCare Life and Health Insurance Company	.IN	.IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.84506	95-2829463				PacifiCare Life Assurance Company	.CO	.IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95617	94-3267522				PacifiCare of Arizona, Inc.	.AZ	.IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95434	84-1011378				PacifiCare of Colorado, Inc.	.CO	.IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95685	86-0875231				PacifiCare of Nevada, Inc.	.NV	.IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	62-1451147				Payment Resolution Services, LLC	.TN	.NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	75-3265056				PCCCV, Inc.	.CA	.NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Perdicaris Participações Ltda.	.BRA	.NIA	Esho - Empresa de Serviços Hospitalares S.A.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1095799				Personal Performance Consultants India Private Limited	.IND	.NIA	OptumHealth International B.V.	Ownership	99.996	UnitedHealth Group Incorporated	1
		.00000	98-1095799				Personal Performance Consultants India Private Limited	.IND	.NIA	United Behavioral Health	Ownership	0.004	UnitedHealth Group Incorporated	1
		.00000	80-0506053				PHC Holdings of Florida, Inc.	.TX	.NIA	PHC Subsidiary Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	35-2288416				PHC Subsidiary Holdings, LLC	.TX	.NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	80-0654665				Physician Care Partners, Inc.	.IL	.NIA	North American Medical Management - Illinois, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.11494	04-3677255				Physicians Health Choice of Texas, LLC	.TX	.IA	PHC Subsidiary Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	52-1162824				Physicians Health Plan of Maryland, Inc.	.MD	.NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Plus One Health Management Puerto Rico, Inc.	.PR	.NIA	Plus One Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	13-3613705				Plus One Holdings, Inc.	.DE	.NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1083164				Polar II Fundo de Investimento em Participações	.BRA	.NIA	UnitedHealthcare International IV S.á.r.l.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1098190				Positive People Company	.CHN	.NIA	Optum Health & Technology Holdings (US), LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	75-2741619				ppoONE, Inc.	.DE	.NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	65-0683927				Preferred Care Partners Holding, Corp.	.FL	.NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	26-1845018				Preferred Care Partners Medical Group, Inc.	.FL	.NIA	Preferred Care Partners Holding, Corp.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	26-1845018				Preferred Care Partners Medical Group, Inc.	.FL	.NIA	Preferred Care Partners Holding, Corp.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.11176	65-0885893				Preferred Care Partners, Inc.	.FL	.IA	Preferred Care Partners Holding, Corp.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	75-3265059				Premier Choice ACO, Inc.	.CA	.NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	88-0253112				Prime Health, Inc.	.NV	.NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

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STATEMENT AS OF JUNE 30, 2014 OF THE UnitedHealthcare Plan of the River Valley, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.0000	33-0607478				PrimeCare Medical Network, Inc.	CA	IA	NAIM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	87-0757397				PrimeCare of Citrus Valley, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	80.000	UnitedHealth Group Incorporated	2
		.0000	33-0674407				PrimeCare of Corona, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	33-0674401				PrimeCare of Hemet Valley, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	33-0674408				PrimeCare of Inland Valley, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	33-0674402				PrimeCare of Moreno Valley, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	33-0674400				PrimeCare of Redlands, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	33-0674404				PrimeCare of Riverside, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	14-1915328				PrimeCare of San Bernardino, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	33-0698439				PrimeCare of Sun City, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	33-0674409				PrimeCare of Temecula, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1112304				Promarket Propaganda e Marketing Ltda.	BRA	NIA	S.A. Amil Assistência Médica Internacional	Ownership	99.790	UnitedHealth Group Incorporated	
		.0000	98-1112304				Promarket Propaganda e Marketing Ltda.	BRA	NIA	Amico Saúde Ltda.	Ownership	0.210	UnitedHealth Group Incorporated	
		.0000	98-1103015				QSSI Technologies India Private Limited	JND	NIA	Quality Software Services, Inc.	Ownership	99.900	UnitedHealth Group Incorporated	6
		.0000	52-2016292				Quality Software Services, Inc.	MD	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	26-3168754				R&H Family Fitness Unlimited LLC	TX	NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	35-2493256				Rally Health, Inc.	DE	NIA	Optum Services, Inc.	Ownership	74.000	UnitedHealth Group Incorporated	6
		.0000					ScriptSwitch Limited	GBR	NIA	Optum UK Solutions Group Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					Seisa Serviços Integrados de Saúde Ltda.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	99.990	UnitedHealth Group Incorporated	
		.0000					Seisa Serviços Integrados de Saúde Ltda.	BRA	NIA	Dental Center Serviços Odontológicos Ltda.	Ownership	0.010	UnitedHealth Group Incorporated	
		.0000	20-4763091				Senior Care Partners, Inc.	IL	NIA	North American Medical Management - Illinois, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.71420	94-0734860				Sierra Health and Life Insurance Company, Inc.	NV	IA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	88-0200415				Sierra Health Services, Inc.	NV	NIA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	88-0254322				Sierra Health-Care Options, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	88-0385705				Sierra Home Medical Products, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	88-0264562				Sierra Nevada Administrators, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	88-0201420				Southwest Medical Associates, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	38-2609888				Southwest Michigan Health Network Inc.	MI	NIA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-1921983				Specialty Benefits, LLC	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	71-0886811				Spectera of New York, IPA, Inc.	NY	NIA	Spectera, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	52-1260282				Spectera, Inc.	MD	NIA	Specialty Benefits, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	56-1970224				The Lewin Group, Inc.	NC	NIA	Optum Public Sector Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	25-1825549				Three Rivers Holdings, Inc.	DE	NIA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	52-1431155				Travel Express Incorporated	MD	NIA	FrontierMEDEX, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	94-3077084				U.S. Behavioral Health Plan, California	CA	IA	United Behavioral Health	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-1913059				UHC International Services, Inc.	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	95-2931460				UHC of California	CA	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					UHG Brasil Participações S.A.	BRA	NIA	Polar II Fundo de Investimento em Participações	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-1921008				UHC Holdings, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	14-1892398				Ultima Rx, LLC	FL	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	39-1995276				UMR, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.91529	52-1996029				Unimerica Insurance Company	WI	IA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.11596	01-0637149				Unimerica Life Insurance Company of New York	NY	IA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	25-1877716				Unison Administrative Services, LLC	PA	NIA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF JUNE 30, 2014 OF THE UnitedHealthcare Plan of the River Valley, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		00000	20-5917714				Unison Health Plan of Delaware, Inc.	DE	IA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	13032	26-0651931				Unison Health Plan of the Capital Area, Inc.	DC	IA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	94-2649097				United Behavioral Health	CA	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1868911				United Behavioral Health of New York, I.P.A., Inc.	NY	NIA	United Behavioral Health	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1941615				United Health Foundation	MN	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1289245	3410132			United HealthCare Services, Inc.	MN	UIP	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	30-0318238				United Resource Networks IPA of New York, Inc.	NY	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	01-0538317				UnitedHealth Advisors, LLC	ME	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1097761				UnitedHealth Group Global Healthcare Services Limited	JRL	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1097776				UnitedHealth Group Global Services, Inc.	PHL	NIA	UnitedHealth Group International B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1321939		0000731766	New York Stock Exchange	UnitedHealth Group Incorporated	MN	UIP			0.000		
		00000	98-1093259				UnitedHealth Group Information Services Private Limited	JND	NIA	UnitedHealth Group International B.V.	Ownership	99.370	UnitedHealth Group Incorporated	
		00000	98-1093259				UnitedHealth Group Information Services Private Limited	JND	NIA	UnitedHealth International, Inc.	Ownership	0.630	UnitedHealth Group Incorporated	
		00000	98-1101083				UnitedHealth Group International B.V.	NLD	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1079826				UnitedHealth Group International GP	CYM	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1080118				UnitedHealth Group International L.P.	CYM	NIA	UnitedHealth Group Incorporated	Ownership	84.868	UnitedHealth Group Incorporated	7
		00000	98-1080118				UnitedHealth Group International L.P.	CYM	NIA	FMG Holdings, LLC	Ownership	14.929	UnitedHealth Group Incorporated	7
		00000	98-1080118				UnitedHealth Group International L.P.	CYM	NIA	Hygeia Corporation	Ownership	0.203	UnitedHealth Group Incorporated	7
		00000	46-3311984				UnitedHealth Group Ventures, LLC	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1917398				UnitedHealth International, Inc.	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	26-2574977				UnitedHealth Military & Veterans Services, LLC	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-0559902				UnitedHealth UK Limited	GBR	NIA	Optum UK Solutions Group Limited	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95174	33-0115163				UnitedHealthcare Benefits of Texas, Inc.	TX	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	46-4348775				UnitedHealthcare Community Plan of California, Inc.	CA	NIA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	12323	56-2451429				UnitedHealthcare Community Plan of Ohio, Inc.	OH	IA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	11141	91-2008361				UnitedHealthcare Community Plan of Texas, L.L.C.	TX	IA	Ovations, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95467	38-3204052				UnitedHealthcare Community Plan, Inc.	MI	IA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1099116				UnitedHealthcare India Private Limited	JND	NIA	UnitedHealthcare International II B.V.	Ownership	99.994	UnitedHealth Group Incorporated	
		00000	98-1099116				UnitedHealthcare India Private Limited	JND	NIA	UnitedHealth International, Inc.	Ownership	0.007	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	79413	36-2739571				UnitedHealthcare Insurance Company	CT	IA	UHC Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	60318	36-3800349				UnitedHealthcare Insurance Company of Illinois	IL	IA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	60093	11-3283886				UnitedHealthcare Insurance Company of New York	NY	IA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	12231	20-1902768				UnitedHealthcare Insurance Company of the River Valley	IL	IA	UnitedHealthcare Services Company of the River Valley, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1988797				UnitedHealthcare International Asia, LLC	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1100512				UnitedHealthcare International I B.V.	NLD	NIA	UnitedHealth Group International L.P.	Ownership	75.760	UnitedHealth Group Incorporated	
		00000	98-1100512				UnitedHealthcare International I B.V.	NLD	NIA	UnitedHealth Group International B.V.	Ownership	24.240	UnitedHealth Group Incorporated	
		00000	98-1079595				UnitedHealthcare International I S.a.r.l.	LUX	NIA	UnitedHealth Group International L.P.	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF JUNE 30, 2014 OF THE UnitedHealthcare Plan of the River Valley, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.00000	98-1100980				UnitedHealthcare International II B.V.	NLD	NIA	UnitedHealth Group International B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1079459				UnitedHealthcare International II S.á.r.l.	LUX	NIA	UnitedHealthcare International I S.á.r.l.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1077436				UnitedHealthcare International III S.á.r.l.	LUX	NIA	UnitedHealthcare International II S.á.r.l.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1080926				UnitedHealthcare International IV S.á.r.l.	LUX	NIA	UnitedHealthcare International II S.á.r.l.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.97179	86-0207231				UnitedHealthcare Life Insurance Company	WI	IA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95784	63-0899562				UnitedHealthcare of Alabama, Inc.	AL	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.96016	86-0507074				UnitedHealthcare of Arizona, Inc.	AZ	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95446	63-1036819				UnitedHealthcare of Arkansas, Inc.	AR	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95090	84-1004639				UnitedHealthcare of Colorado, Inc.	CO	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95264	59-1293865				UnitedHealthcare of Florida, Inc.	FL	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95850	58-1653544				UnitedHealthcare of Georgia, Inc.	GA	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95776	36-3280214				UnitedHealthcare of Illinois, Inc.	IL	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.96644	62-1240316				UnitedHealthcare of Kentucky, Ltd.	KY	IA	United HealthCare Services, Inc.	Ownership	94.180	UnitedHealth Group Incorporated	8
.0707	UnitedHealth Group Incorporated	.96644	62-1240316				UnitedHealthcare of Kentucky, Ltd.	KY	IA	UnitedHealthcare, Inc.	Ownership	5.820	UnitedHealth Group Incorporated	8
.0707	UnitedHealth Group Incorporated	.95833	72-1074008				UnitedHealthcare of Louisiana, Inc.	LA	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95716	63-1036817				UnitedHealthcare of Mississippi, Inc.	MS	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95149	05-0413469				UnitedHealthcare of New England, Inc.	RI	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.13214	26-2697886				UnitedHealthcare of New Mexico, Inc.	NM	IA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95085	06-1172891				UnitedHealthcare of New York, Inc.	NY	IA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95103	56-1461010				UnitedHealthcare of North Carolina, Inc.	NC	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95186	31-1142815				UnitedHealthcare of Ohio, Inc.	OH	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.96903	33-0115166				UnitedHealthcare of Oklahoma, Inc.	OK	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95893	93-0938819				UnitedHealthcare of Oregon, Inc.	OR	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95220	25-1756858				UnitedHealthcare of Pennsylvania, Inc.	PA	IA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95765	95-3939697				UnitedHealthcare of Texas, Inc.	TX	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
							UnitedHealthcare of the Mid-Atlantic, Inc.							
.0707	UnitedHealth Group Incorporated	.95025	52-1130183				UnitedHealthcare of the Mid-Atlantic, Inc.	MD	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95591	47-0676824				UnitedHealthcare of the Midlands, Inc.	NE	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.96385	43-1361841				UnitedHealthcare of the Midwest, Inc.	MO	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95501	41-1488563				UnitedHealthcare of Utah, Inc.	UT	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.48038	91-1312551				UnitedHealthcare of Washington, Inc.	WA	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95710	39-1555888				UnitedHealthcare of Wisconsin, Inc.	WI	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95378	36-3379945				UnitedHealthcare Plan of the River Valley, Inc.	IL	RE	UnitedHealthcare Services Company of the River Valley, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	47-0854646				UnitedHealthcare Service LLC	DE	NIA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	36-3355110				UnitedHealthcare Specialty Benefits, LLC	DE	UDP	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	01-0518346				UnitedHealthcare, Inc.	ME	NIA	Specialty Benefits, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1922511				UnitedHealthcare, Inc.	DE	UIP	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	37-0920164				UnitedHealthOne Agency, Inc.	IN	NIA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	87-0757396				Valley Physicians Network, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	74-2797745				WellMed Medical Management of Florida, Inc.	FL	NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	74-2786364				WellMed Medical Management, Inc.	TX	NIA	Collaborative Care Holdings, LLC	Ownership	80.000	UnitedHealth Group Incorporated	2
		.00000	45-0636596				WESTMED Practice Partners LLC	DE	NIA	Collaborative Care Holdings, LLC	Ownership	86.000	UnitedHealth Group Incorporated	2
		.00000	52-2102846				XLHealth Corporation	MD	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1107695				XLHealth Corporation India Private Limited	IND	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.....00000 .....	11-3764012	.....	.....	.....	Your Health Options Insurance Services, Inc. ....	..CA.....	.....NIA.....	PrimeCare Medical Network, Inc. ....	Ownership.....	..100.000 .....	UnitedHealth Group Incorporated .....	.....
		.....00000 .....	27-0172594	.....	.....	.....	Your Partner in Health Services, Inc. ....	..IL.....	.....NIA.....	North American Medical Management - Illinois, Inc. ....	Ownership.....	..100.000 .....	UnitedHealth Group Incorporated .....	.....

Asterisk	Explanation
1 .....	The remaining 0.004 % is owned by United Behavioral Health. ....
2 .....	The remaining percentage is owned by a non-affiliated company. ....
3 .....	The remaining ownership percent is owned by an officer of the company. ....
4 .....	The remaining 9.77% is owned by the former controlling shareholders of Amil Participações S.A. ....
5 .....	The remaining percent is as follows: 0.011477% owned by Treasury Shares and 1.44% owned by external shareholders. ....
6 .....	The remaining percentage is owned by an external stakeholder or party. ....
7 .....	The limited partners of UnitedHealth Group International, L.P. include FMG Holdings, LLC (14.929%), Hygeia Corporation (DE) (0.203%) and UnitedHealth Group Incorporated (84.868%). UnitedHealth Group International GP is the general partner of UnitedHealth Group International, L.P. ....
8 .....	The general partnership interest of 89.77% is held by United HealthCare Services, Inc. (UHS) and 10.23% is held by UnitedHealthcare, Inc. (UHC). UHS also holds 100% of the limited partnership interests. When combining general and limited partner interests, UHS owns 94.18% and UHC owns 5.82%. ....

## 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 the stand-alone Medicare Part D product.

Bar Code:

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





**OVERFLOW PAGE FOR WRITE-INS**

Additional Write-ins for Assets Line 25

	Current Statement Date			4 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
2504. Premium Tax Receivable .....	0	0	0	20,869
2597. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	20,869

## 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	21,263,841	8,949,246
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	12,791,583
2.2 Additional investment made after acquisition	0	0
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	0	0
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	0	0
8. Deduct amortization of premium and depreciation	646,236	476,988
9. Total foreign exchange change in book/adjusted carrying value	0	0
10. Deduct current year's other than temporary impairment recognized	0	0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	20,617,605	21,263,841
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	20,617,605	21,263,841

## 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	676,536,942	690,266,794
2. Cost of bonds and stocks acquired	215,267,610	411,493,991
3. Accrual of discount	47,812	151,378
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	1,885,528	6,583,017
6. Deduct consideration for bonds and stocks disposed of	162,791,549	421,857,333
7. Deduct amortization of premium	5,060,327	10,100,905
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)	725,886,016	676,536,942
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	725,886,016	676,536,942

STATEMENT AS OF JUNE 30, 2014 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 NAIC Designation

NAIC Designation	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
<b>BONDS</b>								
1. NAIC 1 (a) .....	880,009,692	1,884,002,471	1,982,207,439	(894,450)	880,009,692	780,910,274	0	792,606,183
2. NAIC 2 (a) .....	78,981,487	10,464,739	4,369,821	(1,714,127)	78,981,487	83,362,278	0	75,382,296
3. NAIC 3 (a) .....	0	0	0	0	0	0	0	0
4. NAIC 4 (a) .....	0	0	0	0	0	0	0	0
5. NAIC 5 (a) .....	0	0	0	0	0	0	0	0
6. NAIC 6 (a) .....	0	0	0	0	0	0	0	0
7. Total Bonds	958,991,179	1,894,467,210	1,986,577,260	(2,608,577)	958,991,179	864,272,552	0	867,988,479
<b>PREFERRED STOCK</b>								
8. NAIC 1 .....	0	0	0	0	0	0	0	0
9. NAIC 2 .....	0	0	0	0	0	0	0	0
10. NAIC 3 .....	0	0	0	0	0	0	0	0
11. NAIC 4 .....	0	0	0	0	0	0	0	0
12. NAIC 5 .....	0	0	0	0	0	0	0	0
13. NAIC 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	958,991,179	1,894,467,210	1,986,577,260	(2,608,577)	958,991,179	864,272,552	0	867,988,479

(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 \$ 8,420,051 ; NAIC 2 \$ 4,703,202 ; NAIC 3 \$ 0 ; NAIC 4 \$ 0 ; NAIC 5 \$ 0 ; NAIC 6 \$ 0

**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	138,386,536	xxx	138,486,785	85,345	37,987

**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 .....	116,451,767	182,856,543
2. Cost of short-term investments acquired .....	3,752,033,768	7,423,664,617
3. Accrual of discount .....	1,401	4,082
4. Unrealized valuation increase (decrease) .....	0	0
5. Total gain (loss) on disposals .....	0	4,690
6. Deduct consideration received on disposals .....	3,729,922,380	7,488,942,977
7. Deduct amortization of premium .....	178,020	1,135,188
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) .....	138,386,536	116,451,767
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	138,386,536	116,451,767

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 .....	74,999,771	0
2. Cost of cash equivalents acquired .....	24,349,284	125,295,422
3. Accrual of discount .....	945	3,822
4. Unrealized valuation increase (decrease) .....	0	0
5. Total gain (loss) on disposals .....	0	149
6. Deduct consideration received on disposals .....	99,350,000	50,276,767
7. Deduct amortization of premium .....	0	22,855
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) .....	0	74,999,771
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	0	74,999,771

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**

Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE During the Current Quarter

1 CUSIP Identification	2 Name or Description	Location		5 Name of Vendor or General Partner	6 NAIC Designation	7 Date Originally Acquired	8 Type and Strategy	9 Actual Cost at Time of Acquisition	10 Additional Investment Made After Acquisition	11 Amount of Encumbrances	12 Commitment for Additional Investment	13 Percentage of Ownership
		3 City	4 State									
<b>NONE</b>												
4699999 - Totals												XXX

**SCHEDULE BA - PART 3**

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

1 CUSIP Identification	2 Name or Description	Location		5 Name of Purchaser or Nature of Disposal	6 Date Originally Acquired	7 Disposal Date	8 Book/ Adjusted Carrying Value Less Encum- brances, Prior Year	Change in Book/Adjusted Carrying Value						15 Book/ Adjusted Carrying Value Less Encum- brances on Disposal	16 Consid- eration	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Invest- ment Income
		3 City	4 State					9 Unrealized Valuation Increase (De- crease)	10 Current Year's (Depre- ciation) or (Amorti- zation)/ Accretion	11 Current Year's Other Than Temporary Impair- ment Recogn- ized	12 Capital- ized Deferred Interest and Other	13 Total Change in Book/ Adjusted Carrying Value (9+10- 11+12)	14 Total Foreign Exchange Change in Book/ Adjusted Carrying Value						
000000-00-0	US Bancorp Guar Fed LIHTC Fd 2012-5 Prv P 0.000% 12/31/23		US	Paydown	07/02/2012	04/15/2014	223,731	0	(223,731)	0	0	(223,731)	0	223,731	0	0	0	0	0
3199999. Guaranteed Federal Low Income Housing Tax Credit - Unaffiliated							223,731	0	(223,731)	0	0	(223,731)	0	223,731	0	0	0	0	0
000000-00-0	Enterprise N Guar Fed LIHTC PrvPlc CS Low Income Housing Tax Credit- Unaffiliated 0.000% 12/31/29		US	Paydown	08/27/2013	04/15/2014	99,387	0	(99,387)	0	0	(99,387)	0	99,387	0	0	0	0	0
3399999. Non-Guaranteed Federal Low Income Housing Tax Credit - Unaffiliated							99,387	0	(99,387)	0	0	(99,387)	0	99,387	0	0	0	0	0
4499999. Total - Unaffiliated							323,118	0	(323,118)	0	0	(323,118)	0	323,118	0	0	0	0	0
4599999. Total - Affiliated							0	0	0	0	0	0	0	0	0	0	0	0	0
4699999 - Totals							323,118	0	(323,118)	0	0	(323,118)	0	323,118	0	0	0	0	0

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STATEMENT AS OF JUNE 30, 2014 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-NZ-9	US Treasury Note 1.250% 09/30/15		.04/22/2014	Deutsche Bank		2,029,688	2,000,000	1,571	1
912828-TK-6	US Treasury Note 0.250% 08/15/15		.04/30/2014	Merrill Lynch		1,501,699	1,500,000	.777	1
912828-TT-7	US Treasury Note 0.250% 10/15/15		.04/24/2014	Merrill Lynch		750,322	750,000	.51	1
912828-TX-8	US Treasury Note 0.375% 11/15/15		.06/27/2014	Bank New York Mellon		751,729	750,000	.352	1
912828-VU-1	US Treasury Note 0.375% 08/31/15		.05/14/2014	RBS Securities		3,008,906	3,000,000	2,323	1
912828-VY-3	US Treasury Note 0.250% 09/30/15		.06/13/2014	Wells Fargo Bank		1,000,664	1,000,000	.526	1
<b>0599999. Subtotal - Bonds - U.S. Governments</b>						9,043,008	9,000,000	5,600	XXX
13063C-JG-6	CALIFORNIA ST GO Cont Call 5.000% 12/01/24		.04/02/2014	CitiGroup		4,953,545	4,250,000	5,903	1FE
<b>1799999. Subtotal - Bonds - U.S. States, Territories and Possessions</b>						4,953,545	4,250,000	5,903	XXX
438670-J4-4	HONOLULU CITY & GO Cont Call 5.000% 11/01/24		.04/01/2014	Goldman Sachs		6,272,768	5,350,000	113,688	1FE
<b>2499999. Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions</b>						6,272,768	5,350,000	113,688	XXX
29270C-ZR-9	ENERGY N W WA EL Rev Bond Non Call 5.000% 07/01/18		.04/10/2014	JP Morgan Chase		4,207,246	3,650,000		1FE
57604T-AM-8	MASSACHUSETTS ST Rev Bond Non Call 5.000% 06/01/20		.06/27/2014	Morgan Stanley		2,396,300	2,000,000	8,056	1FE
<b>3199999. Subtotal - Bonds - U.S. Special Revenues</b>						6,603,546	5,650,000	8,056	XXX
00214J-AC-4	ARI FLEET LEASE ARIFL 2014-A A2 ABS Prv Plc 0.810% 11/15/22		.04/01/2014	JP Morgan Chase		2,199,945	2,200,000	.0	1FE
03064V-AE-8	AMERICREDIT AUTO AMCAR 2014-2 C ABS 2.180% 06/08/20		.06/03/2014	Deutsche Bank		2,449,578	2,450,000	.0	1FE
031162-BT-6	AMGEN INC Corp Note Non Call 0.828% 05/22/19		.05/19/2014	Morgan Stanley		1,000,000	1,000,000	.0	2FE
05579U-AB-9	BMW VEHICLE LEAS BMWLT 2014-1 A2 ABS 0.450% 03/21/16		.04/09/2014	Barclays Group Inc.		3,184,815	3,185,000	.0	1FE
06742L-AC-7	BARCLAYS DRYROCK DROCK 2014-2 A ABS 0.492% 03/16/20		.05/21/2014	Barclays Group Inc.		2,300,000	2,300,000	.0	1FE
12623P-AB-2	CNH EQUIPMENT TR CNH 2014-B A2 ABS 0.480% 08/15/17		.06/03/2014	CitiGroup		3,449,838	3,450,000	.0	1FE
12631D-AW-3	COMM MORTGAGE TR COMM 2014-CR17 A1 CMBS 1.275% 05/10/47		.04/29/2014	Deutsche Bank		1,399,983	1,400,000	.595	1FE
126650-BT-6	CVS PASS-THROUGH Corp Note MW 15BP PPut 3.250% 05/18/15		.05/12/2014	Cantor Fitzgerald		411,231	400,000	6,392	2FE
13975H-AE-6	CAPITAL AUTO REC AFIN 2014-2 B ABS 2.030% 12/20/18		.04/16/2014	Deutsche Bank		1,349,800	1,350,000	.0	1FE
14040H-BE-4	CAPITAL ONE FINL Corp Note Call 1.450% 04/24/19		.04/21/2014	JP Morgan Chase		1,358,980	1,358,000	.0	2FE
14313R-AB-9	CARMAX AUTO OWNE CARMX 2014-2 A2 ABS 0.460% 04/17/17		.05/07/2014	JP Morgan Chase		3,019,853	3,020,000	.0	1FE
14912L-6A-4	CATERPILLAR FINL Corp Note Non Call 0.329% 05/20/16		.05/22/2014	Merrill Lynch		750,000	750,000	.0	1FE
17322M-AS-5	Citigroup Commercial Mtge Tr CGCMT 2014-GC21 A1 CMBS 1.242% 05/10/47		.05/07/2014	CitiGroup		2,639,933	2,640,000	1,913	1FE
26875P-AF-8	EOG RESOURCES IN Corp Note MW 15BP 2.950% 06/01/15		.05/15/2014	KGS ALPHA CAPITAL MKTS		410,242	400,000	5,339	1FE
26875P-AF-8	EOG RESOURCES IN Corp Note MW 15BP 2.950% 06/01/15		.05/22/2014	Market Axess		266,643	260,000	3,750	1FE
30219G-AJ-7	EXPRESS SCRIPTS Corp Note MW 1.250% 06/02/17		.06/02/2014	JP Morgan Chase		1,459,445	1,460,000	.0	2FE
31620M-AL-0	FIDELITY NATIOLA Corp Note MW 1.450% 06/05/17		.05/27/2014	Merrill Lynch		944,140	945,000	.0	2FE
31677Q-AW-9	FIFTH THIRD BANK Corp Note Call 0.637% 02/26/16		.04/21/2014	Market Axess		351,012	350,000	.357	1FE
31677Q-BA-6	FIFTH THIRD BANK Corp Note Call 1.350% 06/01/17		.04/22/2014	Morgan Stanley		2,039,062	2,040,000	.0	1FE
34530M-AA-7	FORD CREDIT AUTO FORDR 2014-1 A ABS Prv Plc 2.260% 11/15/25		.05/06/2014	Merrill Lynch		2,314,422	2,315,000	.0	1FE
36163L-AB-6	GE EQUIPMENT SMA GEEST 2014-1A A2 ABS Prv Plc 0.590% 08/24/16		.04/02/2014	RBC Capital Markets		2,459,902	2,460,000	.0	1FE
361894-AC-2	GM FINANCIAL AUT GMALT 2014-1A A2 ABS Prv Plc 0.610% 07/20/16		.04/03/2014	Deutsche Bank		2,799,701	2,800,000	.0	1FE
41284A-AC-2	HARLEY-DAVIDSON HDMOT 2014-1 A2B ABS 0.322% 04/15/18		.04/08/2014	JP Morgan Chase		3,300,000	3,300,000	.0	1FE
421915-AG-4	HOP INC Corp Note Call 7.072% 06/08/15		.04/16/2014	Wells Fargo Bank		375,179	350,000	9,213	2FE
437076-BE-1	HOME DEPOT INC Corp Note Call MW 2.000% 06/15/19		.06/09/2014	Merrill Lynch		2,042,149	2,050,000	.0	1FE
44890U-AE-4	HYUNDAI AUTO REC HART 2014-B B ABS 1.720% 11/15/19		.05/07/2014	JP Morgan Chase		2,214,254	2,215,000	.0	1FE
46641W-AS-6	JPMBB COMMERCIAL JPMBB 2014-C19 A1 CMBS 1.266% 04/15/47		.04/29/2014	JP Morgan Chase		2,070,000	2,070,000	1,456	1FE
47787V-AB-7	JOHN DEERE OWNER JDOT 2014-A A2 ABS 0.450% 09/15/16		.04/02/2014	Merrill Lynch		3,819,851	3,820,000	.0	1FE
494368-BM-4	KIMBERLY-CLARK Corp Note Non Call 0.276% 05/19/16		.05/19/2014	Barclays Group Inc.		500,000	500,000	.0	1FE
55315C-AB-3	MIAF EQUIPMENT F MIAF 2014-AA A2 ABS Prv Plc 0.520% 04/10/17		.06/03/2014	JP Morgan Chase		3,399,715	3,400,000	.0	1FE
58768E-AC-3	MERCEDES-BENZ AU MBALT 2014-A A2A ABS 0.480% 06/15/16		.04/01/2014	CitiGroup		3,149,917	3,150,000	.0	1FE
61763M-AB-6	MORGAN STANLEY B NSBAM 2014-C16 A2 CMBS 2.849% 06/15/47		.06/05/2014	Morgan Stanley		3,218,623	3,125,000	4,204	1FE
63938E-AA-2	NAVIENT STUDENT NAVSL 2014-1 A1 ABS 0.402% 03/25/21		.05/20/2014	RBC Capital Markets		3,000,000	3,000,000	.0	1FE
64952W-BS-1	NEW YORK LIFE GL Corp Note Non Call Prv Plc 0.260% 10/05/15		.04/01/2014	Deutsche Bank		750,000	750,000	.0	1FE
66572Z-CF-4	Northern States Power Corp Note MW 5BP 1.950% 08/15/15		.04/22/2014	KEYBANC CAP/ McDonald		625,325	625,000	2,370	1FE
674599-BZ-7	OCCIDENTAL PETE Corp Note MW 2.500% 02/01/16		.05/27/2014	Jefferys and Company		619,812	600,000	4,958	1FE
69371R-L3-8	PACCAR FINL CORP Corp Note Non Call 0.495% 02/08/16		.05/01/2014	Cantor Fitzgerald		501,380	500,000	598	1FE
713448-CA-4	PEPSICO INC Corp Note MW 0.700% 08/13/15		.05/09/2014	KEYBANC CAP/ McDonald		753,075	750,000	1,327	1FE
74005P-BE-3	PRAAIR INC Corp Note MW 0.750% 02/21/16		.05/28/2014	KEYBANC CAP/ McDonald		402,112	400,000	842	1FE
74153W-CC-1	PRICOA GLOB FUND Corp Note Non Call Prv Plc 0.375% 05/16/16		.05/13/2014	UBS Financial Services		150,000	150,000	.0	1FE
74256L-AC-3	PRINCIPAL LFE II Note Non Call Prv Plc 1.000% 12/11/15		.04/24/2014	KGS ALPHA CAPITAL MKTS		301,254	300,000	1,150	1FE
74456Q-AW-6	PUBLIC SERVICE E Corp Note MW 10BP 2.700% 05/01/15		.04/24/2014	Market Axess		613,554	600,000	8,010	1FE
79286Q-AH-1	Travelers Corp Note MW 20BP 5.500% 12/01/15		.04/28/2014	HSBC Securities Inc		565,268	525,000	12,031	1FE
80283W-AE-9	SANTANDER DRIVE SDART 2014-2 B ABS 1.620% 02/15/19		.04/16/2014	Deutsche Bank		2,299,640	2,300,000	.0	1FE
808513-AH-8	CHARLES SCHWAB Corp Note MW 10BP 0.850% 12/04/15		.05/27/2014	Market Axess		200,886	200,000	831	1FE
92343V-CE-2	VERIZON COMM INC Corp Note MW 1.350% 06/09/17		.06/04/2014	JP Morgan Chase		1,049,475	1,050,000	.0	2FE
928668-AD-4	VOLKSWAGEN GPP Corp Note Non Call Prv Plc 0.447% 05/23/16		.05/15/2014	Merrill Lynch		750,000	750,000	.0	1FE

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STATEMENT AS OF JUNE 30, 2014 OF THE UnitedHealthcare Plan of the River Valley, Inc.

**SCHEDULE D - PART 3**

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
963280-AC-8	WHEELS SPV LLC WHLS 2014-1A A2 ABS Prv Plc 0.840% 03/20/23		.05/13/2014	JP Morgan Chase		2,169,862	2,170,000	0	1FE
78010U-D3-8	ROYAL BK CANADA Corp Note Non Call 0.471% 06/16/17	A	.06/10/2014	RBC Capital Markets		2,375,000	2,375,000	0	1FE
878742-AY-1	TECK RESOURC Corp Note Call MW 3.750% 02/01/23	A	.04/23/2014	CitiGroup		1,381,111	1,450,000	13,141	2FE
00080Q-AE-5	ABN AMRO BANK NV Corp Note Non Call Prv Plc 0.641% 06/06/16	F	.05/30/2014	Barclays Group Inc.		1,000,000	1,000,000	0	1FE
034863-AL-4	ANGLO AMERICAN Corp Note Non Call Prv Plc 1.176% 04/15/16	F	.04/08/2014	Credit Suisse		730,000	730,000	0	2FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						82,895,967	82,740,000	78,677	XXX
8399997. Total - Bonds - Part 3						109,768,834	106,990,000	211,924	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						109,768,834	106,990,000	211,924	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						109,768,834	XXX	211,924	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues .....0

STATEMENT AS OF JUNE 30, 2014 OF THE UnitedHealthcare Plan of the River Valley, Inc.

**SCHEDULE D - PART 4**

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
313980-TE-7	FHLMC FHR 3747 HG CMO 2.400% 07/15/37		04/01/2014	Paydown		52,072	52,072	52,902	0	0	(830)	0	(830)	0	52,072	0	0	0	104	07/15/2037	1
313980-TE-7	FHLMC FHR 3747 HG CMO 2.400% 07/15/37		05/01/2014	Paydown		70,039	70,039	71,155	0	0	(1,116)	0	(1,116)	0	70,039	0	0	0	280	07/15/2037	1
313980-TE-7	FHLMC FHR 3747 HG CMO 2.400% 07/15/37		06/01/2014	Paydown		81,434	81,434	82,732	0	0	(1,298)	0	(1,298)	0	81,434	0	0	0	489	07/15/2037	1
3620A9-PQ-8	GNMA Pool 723231 MBS 4.000% 10/15/39		04/01/2014	Paydown		6,785	6,785	7,266	7,261	0	(476)	0	(476)	0	6,785	0	0	0	90	10/15/2039	1
3620A9-PQ-8	GNMA Pool 723231 MBS 4.000% 10/15/39		05/01/2014	Paydown		6,056	6,056	6,056	6,059	0	(397)	0	(397)	0	5,659	0	0	0	94	10/15/2039	1
3620A9-PQ-8	GNMA Pool 723231 MBS 4.000% 10/15/39		06/01/2014	Paydown		25,623	25,623	27,440	27,420	0	(1,798)	0	(1,798)	0	25,623	0	0	0	512	10/15/2039	1
36220N-VU-8	GNMA Pool 283327 MBS 9.000% 12/15/19		04/01/2014	Paydown		62	62	63	62	0	0	0	0	0	62	0	0	0	2	12/15/2019	1
36220N-VU-8	GNMA Pool 283327 MBS 9.000% 12/15/19		05/01/2014	Paydown		59	59	59	59	0	0	0	0	0	59	0	0	0	2	12/15/2019	1
36220N-VU-8	GNMA Pool 283327 MBS 9.000% 12/15/19		06/01/2014	Paydown		66	66	66	66	0	0	0	0	0	66	0	0	0	3	12/15/2019	1
912828-CJ-7	US Treasury Note 4.750% 05/15/14		05/15/2014	Maturity		2,000,000	2,000,000	2,274,149	2,020,384	0	(20,384)	0	(20,384)	0	2,000,000	0	0	0	47,500	05/15/2014	1
912828-OM-5	US Treasury Note 1.000% 05/15/14		05/15/2014	Maturity		3,000,000	3,000,000	3,029,180	3,008,934	0	(8,934)	0	(8,934)	0	3,000,000	0	0	0	15,000	05/15/2014	1
912828-TA-8	US Treasury Note 0.250% 06/30/14		06/30/2014	Maturity		2,000,000	2,000,000	2,001,328	2,000,478	0	(478)	0	(478)	0	2,000,000	0	0	0	2,500	06/30/2014	1
912828-UJ-7	US Treasury Note 0.875% 01/31/18		06/27/2014	Barclays Group Inc.		8,988,815	9,080,000	9,091,026	9,089,056	0	(1,084)	0	(1,084)	0	9,087,772	0	(99,157)	(99,157)	72,646	01/31/2018	1
0599999	Subtotal - Bonds - U.S. Governments					16,230,614	16,321,799	16,643,426	16,159,776	0	(36,795)	0	(36,795)	0	16,329,771	0	(99,157)	(99,157)	139,222	XXX	XXX
130638-SE-3	CALIFORNIA ST GO Non Call 5.000% 02/01/19		06/30/2014	Morgan Stanley		9,346,160	8,000,000	9,461,440	0	0	0	0	(95,478)	0	9,365,962	0	(19,802)	(19,802)	168,889	02/01/2019	1FE
658256-VC-3	NORTH CAROLINA S GO Non Call 5.000%		04/01/2014	Maturity		3,045,000	3,045,000	3,269,599	3,056,024	0	(11,024)	0	(11,024)	0	3,045,000	0	0	0	76,125	04/01/2014	1FE
1799999	Subtotal - Bonds - U.S. States, Territories and Possessions					12,391,160	11,045,000	12,731,039	3,056,024	0	(106,502)	0	(106,502)	0	12,410,962	0	(19,802)	(19,802)	245,014	XXX	XXX
3128PC-2X-9	FHLMC Pool J01690 MBS 5.500% 04/01/21		04/01/2014	Paydown		1,123	1,123	1,123	1,122	0	1	0	1	0	1,123	0	0	0	21	04/01/2021	1
3128PC-2X-9	FHLMC Pool J01690 MBS 5.500% 04/01/21		05/01/2014	Paydown		1,128	1,128	1,127	1,127	0	1	0	1	0	1,128	0	0	0	26	04/01/2021	1
3128PC-2X-9	FHLMC Pool J01690 MBS 5.500% 04/01/21		06/01/2014	Paydown		1,134	1,134	1,134	1,133	0	1	0	1	0	1,134	0	0	0	31	04/01/2021	1
3128PE-4K-1	FHLMC Pool J03526 MBS 6.000% 10/01/21		04/01/2014	Paydown		2,092	2,092	2,116	2,116	0	(24)	0	(24)	0	2,092	0	0	0	42	10/01/2021	1
3128PE-4K-1	FHLMC Pool J03526 MBS 6.000% 10/01/21		05/01/2014	Paydown		2,255	2,255	2,292	2,280	0	(26)	0	(26)	0	2,255	0	0	0	56	10/01/2021	1
3128PE-4K-1	FHLMC Pool J03526 MBS 6.000% 10/01/21		06/01/2014	Paydown		5,719	5,719	5,814	5,784	0	(65)	0	(65)	0	5,719	0	0	0	172	10/01/2021	1
3128PE-4P-0	FHLMC Pool J03530 MBS 6.000% 10/01/21		04/01/2014	Paydown		1,519	1,519	1,540	1,535	0	(16)	0	(16)	0	1,519	0	0	0	30	10/01/2021	1
3128PE-4P-0	FHLMC Pool J03530 MBS 6.000% 10/01/21		05/01/2014	Paydown		21,994	21,994	22,303	22,224	0	(230)	0	(230)	0	21,994	0	0	0	550	10/01/2021	1
3128PE-4P-0	FHLMC Pool J03530 MBS 6.000% 10/01/21		06/01/2014	Paydown		1,305	1,305	1,324	1,319	0	(14)	0	(14)	0	1,305	0	0	0	39	10/01/2021	1
3128PL-PR-7	FHLMC Pool J08532 MBS 5.500% 08/01/23		04/01/2014	Paydown		46,678	46,678	47,203	47,097	0	(418)	0	(418)	0	46,678	0	0	0	856	08/01/2023	1
3128PL-PR-7	FHLMC Pool J08532 MBS 5.500% 08/01/23		05/01/2014	Paydown		5,886	5,886	5,952	5,939	0	(53)	0	(53)	0	5,886	0	0	0	135	08/01/2023	1
3128PL-PR-7	FHLMC Pool J08532 MBS 5.500% 08/01/23		06/01/2014	Paydown		6,152	6,152	6,221	6,207	0	(55)	0	(55)	0	6,152	0	0	0	169	08/01/2023	1
3128PT-MF-9	FHLMC Pool J13958 MBS 4.000% 12/01/25		04/01/2014	Paydown		4,952	4,952	5,114	5,095	0	(142)	0	(142)	0	4,952	0	0	0	66	12/01/2025	1
3128PT-MF-9	FHLMC Pool J13958 MBS 4.000% 12/01/25		05/01/2014	Paydown		4,963	4,963	5,125	5,106	0	(143)	0	(143)	0	4,963	0	0	0	83	12/01/2025	1
3128PT-MF-9	FHLMC Pool J13958 MBS 4.000% 12/01/25		06/01/2014	Paydown		4,981	4,981	5,144	5,124	0	(143)	0	(143)	0	4,981	0	0	0	100	12/01/2025	1
3128PU-WF-5	FHLMC Pool J15146 MBS 4.500% 04/01/26		04/01/2014	Paydown		7,182	7,182	7,634	7,601	0	(419)	0	(419)	0	7,182	0	0	0	108	04/01/2026	1
3128PU-WF-5	FHLMC Pool J15146 MBS 4.500% 04/01/26		05/01/2014	Paydown		35,635	35,635	37,879	37,716	0	(2,081)	0	(2,081)	0	35,635	0	0	0	668	04/01/2026	1
3128PU-WF-5	FHLMC Pool J15146 MBS 4.500% 04/01/26		06/01/2014	Paydown		3,595	3,595	3,821	3,805	0	(210)	0	(210)	0	3,595	0	0	0	81	04/01/2026	1
3128PV-A4-2	FHLMC Pool J15427 MBS 4.500% 05/01/26		04/01/2014	Paydown		2,394	2,394	2,546	2,534	0	(140)	0	(140)	0	2,394	0	0	0	36	05/01/2026	1
3128PV-A4-2	FHLMC Pool J15427 MBS 4.500% 05/01/26		05/01/2014	Paydown		61,454	61,454	65,352	65,040	0	(3,586)	0	(3,586)	0	61,454	0	0	0	1,152	05/01/2026	1
3128PV-A4-2	FHLMC Pool J15427 MBS 4.500% 05/01/26		06/01/2014	Paydown		2,316	2,316	2,463	2,452	0	(135)	0	(135)	0	2,316	0	0	0	52	05/01/2026	1
3128PV-F3-9	FHLMC Pool J15586 MBS 4.500% 06/01/26		04/01/2014	Paydown		3,519	3,519	3,741	3,723	0	(204)	0	(204)	0	3,519	0	0	0	53	06/01/2026	1
3128PV-F3-9	FHLMC Pool J15586 MBS 4.500% 06/01/26		05/01/2014	Paydown		3,569	3,569	3,794	3,776	0	(207)	0	(207)	0	3,569	0	0	0	67	06/01/2026	1
3128PV-F3-9	FHLMC Pool J15586 MBS 4.500% 06/01/26		06/01/2014	Paydown		3,589	3,589	3,816	3,798	0	(209)	0	(209)	0	3,589	0	0	0	81	06/01/2026	1
312906-FZ-8	FHLMC FHR 1105 Cls EZ CMO 7.950% 07/01/21		04/01/2014	Paydown		18	18	18	18	0	0	0	0	0	18	0	0	0	0	07/01/2021	1
312906-FZ-8	FHLMC FHR 1105 Cls EZ CMO 7.950% 07/01/21		05/01/2014	Paydown		11	11	11	11	0	0	0	0	0	11	0	0	0	0	07/01/2021	1
312906-FZ-8	FHLMC FHR 1105 Cls EZ CMO 7.950% 07/01/21		06/01/2014	Paydown		8	8	8	8	0	0	0	0	0	8	0	0	0	0	07/01/2021	1
312926-2P-2	FHLMC Pool A80782 MBS 6.000% 08/01/38		04/01/2014	Paydown		295	295	301	301	0	(5)	0	(5)	0	295	0	0	0	6	08/01/2038	1
312926-2P-2	FHLMC Pool A80782 MBS 6.000% 08/01/38		05/01/2014	Paydown		316	316	322	322	0	(6)	0	(6)	0	316	0	0	0	8	08/01/2038	1
312926-2P-2	FHLMC Pool A80782 MBS 6.000% 08/01/38		06/01/2014	Paydown		324	324	330	330	0	(6)	0	(6)	0	324	0	0	0	10	08/01/2038	1
31292L-YA-7	FHLMC Pool C04305 MBS 3.000% 11/01/42		04/01/2014	Paydown		2,398	2,398	2,501	2,499	0	(101)	0	(101)	0	2,398	0	0	0	24	11/01/2042	1
31292L-YA-7	FHLMC Pool C04305 MBS 3.000% 11/01/42		05/01/2014	Paydown		4,926	4,926	5,137	5,133	0	(207)	0	(207)	0	4,926	0	0	0	62	11/01/2042	1
31292L-YA-7	FHLMC Pool C04305 MBS 3.000%																				

STATEMENT AS OF JUNE 30, 2014 OF THE UnitedHealthcare Plan of the River Valley, Inc.

**SCHEDULE D - PART 4**

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
31323V-JF-0	FHLMC Pool 009862 MBS 3.500% 08/01/42		05/01/2014	Paydown		.919	.919	.983	.981	.0	(62)	.0	(62)	.0	.919	.0	.0	.0	.13	08/01/2042	1
31326V-JF-0	FHLMC Pool 009862 MBS 3.500% 08/01/42		06/01/2014	Paydown		6,479	6,479	6,926	6,915	.0	(436)	.0	(436)	.0	6,479	.0	.0	.0	.113	08/01/2042	1
3132HQ-DB-5	FHLMC Pool 013698 MBS 3.000% 12/01/42		04/01/2014	Paydown		2,945	2,945	3,084	3,082	.0	(136)	.0	(136)	.0	2,945	.0	.0	.0	.29	12/01/2042	1
3132HQ-DB-5	FHLMC Pool 013698 MBS 3.000% 12/01/42		05/01/2014	Paydown		2,877	2,877	3,012	3,010	.0	(133)	.0	(133)	.0	2,877	.0	.0	.0	.36	12/01/2042	1
3132HQ-DB-5	FHLMC Pool 013698 MBS 3.000% 12/01/42		06/01/2014	Paydown		2,990	2,990	3,128	3,128	.0	(138)	.0	(138)	.0	2,990	.0	.0	.0	.45	12/01/2042	1
3132HQ-MA-1	FHLMC Pool 013979 MBS 3.000% 12/01/42		04/01/2014	Paydown		2,063	2,063	2,160	2,158	.0	(95)	.0	(95)	.0	2,063	.0	.0	.0	.21	12/01/2042	1
3132HQ-MA-1	FHLMC Pool 013979 MBS 3.000% 12/01/42		05/01/2014	Paydown		1,830	1,830	1,916	1,914	.0	(84)	.0	(84)	.0	1,830	.0	.0	.0	.23	12/01/2042	1
3132HQ-MA-1	FHLMC Pool 013979 MBS 3.000% 12/01/42		06/01/2014	Paydown		1,835	1,835	1,921	1,920	.0	(84)	.0	(84)	.0	1,835	.0	.0	.0	.28	12/01/2042	1
3132HQ-MR-0	FHLMC Pool 013968 MBS 3.000% 12/01/42		04/01/2014	Paydown		1,694	1,694	1,779	1,777	.0	(84)	.0	(84)	.0	1,694	.0	.0	.0	.17	12/01/2042	1
3132HQ-MR-0	FHLMC Pool 013968 MBS 3.000% 12/01/42		05/01/2014	Paydown		1,559	1,559	1,636	1,636	.0	(77)	.0	(77)	.0	1,559	.0	.0	.0	.20	12/01/2042	1
3132HQ-MR-0	FHLMC Pool 013968 MBS 3.000% 12/01/42		06/01/2014	Paydown		1,573	1,573	1,652	1,650	.0	(78)	.0	(78)	.0	1,573	.0	.0	.0	.24	12/01/2042	1
3132HQ-MR-0	FHLMC Pool 013968 MBS 3.000% 12/01/42		06/24/2014	Nomura Securities		817,140	817,140	871,460	870,686	.0	(261)	.0	(261)	.0	870,425	.0	(53,286)	(53,286)	.14,243	12/01/2042	1
313560-RD-7	FNMA Note Call 1.550% 10/29/19		06/27/2014	Nomura Securities		3,998,400	4,080,000	4,080,000	4,080,000	.0	.0	.0	.0	.0	4,080,000	.0	(81,600)	(81,600)	.42,336	10/29/2019	1
3137EA-DR-7	FHLMC Note Non Call 1.375% 05/01/20		06/24/2014	CitiGroup		5,412,455	5,610,000	5,474,294	5,485,269	.0	9,102	.0	9,102	.0	5,494,372	.0	(81,917)	(81,917)	.50,568	05/01/2020	1
31385X-EW-3	FNMA Pool 555549 MBS 5.000% 06/01/18		04/01/2014	Paydown		27,769	27,769	28,776	28,389	.0	(620)	.0	(620)	.0	27,769	.0	.0	.0	.463	06/01/2018	1
31385X-EW-3	FNMA Pool 555549 MBS 5.000% 06/01/18		05/01/2014	Paydown		28,908	28,908	29,956	29,553	.0	(645)	.0	(645)	.0	28,908	.0	.0	.0	.602	06/01/2018	1
31385X-EW-3	FNMA Pool 555549 MBS 5.000% 06/01/18		06/01/2014	Paydown		26,694	26,694	27,661	27,290	.0	(596)	.0	(596)	.0	26,694	.0	.0	.0	.667	06/01/2018	1
3138A2-BQ-1	FNMA Pool AH0946 MBS 4.000% 12/01/40		04/01/2014	Paydown		3,522	3,522	3,702	3,700	.0	(178)	.0	(178)	.0	3,522	.0	.0	.0	.47	12/01/2040	1
3138A2-BQ-1	FNMA Pool AH0946 MBS 4.000% 12/01/40		05/01/2014	Paydown		4,271	4,271	4,488	4,486	.0	(216)	.0	(216)	.0	4,271	.0	.0	.0	.71	12/01/2040	1
3138A2-BQ-1	FNMA Pool AH0946 MBS 4.000% 12/01/40		06/01/2014	Paydown		4,095	4,095	4,304	4,302	.0	(207)	.0	(207)	.0	4,095	.0	.0	.0	.82	12/01/2040	1
3138A8-YD-2	FNMA Pool AH7007 MBS 4.000% 03/01/41		04/01/2014	Paydown		3,215	3,215	3,384	3,382	.0	(167)	.0	(167)	.0	3,215	.0	.0	.0	.43	03/01/2041	1
3138A8-YD-2	FNMA Pool AH7007 MBS 4.000% 03/01/41		05/01/2014	Paydown		4,288	4,288	4,513	4,511	.0	(223)	.0	(223)	.0	4,288	.0	.0	.0	.71	03/01/2041	1
3138A8-YD-2	FNMA Pool AH7007 MBS 4.000% 03/01/41		06/01/2014	Paydown		3,847	3,847	4,049	4,047	.0	(200)	.0	(200)	.0	3,847	.0	.0	.0	.77	03/01/2041	1
3138AM-SW-1	FNMA Pool A18060 MBS 3.500% 10/01/26		04/01/2014	Paydown		9,697	9,697	10,147	10,106	.0	(409)	.0	(409)	.0	9,697	.0	.0	.0	.113	10/01/2026	1
3138AM-SW-1	FNMA Pool A18060 MBS 3.500% 10/01/26		05/01/2014	Paydown		9,836	9,836	10,292	10,251	.0	(415)	.0	(415)	.0	9,836	.0	.0	.0	.143	10/01/2026	1
3138AM-SW-1	FNMA Pool A18060 MBS 3.500% 10/01/26		06/01/2014	Paydown		10,472	10,472	10,958	10,914	.0	(442)	.0	(442)	.0	10,472	.0	.0	.0	.183	10/01/2026	1
3138AP-OP-0	FNMA Pool A19109 MBS 4.000% 05/01/42		04/01/2014	Paydown		7,387	7,387	7,972	7,957	.0	(570)	.0	(570)	.0	7,387	.0	.0	.0	.98	05/01/2042	1
3138AP-OP-0	FNMA Pool A19109 MBS 4.000% 05/01/42		05/01/2014	Paydown		7,775	7,775	8,391	8,375	.0	(600)	.0	(600)	.0	7,775	.0	.0	.0	.130	05/01/2042	1
3138AP-OP-0	FNMA Pool A19109 MBS 4.000% 05/01/42		06/01/2014	Paydown		7,356	7,356	7,939	7,924	.0	(568)	.0	(568)	.0	7,356	.0	.0	.0	.147	05/01/2042	1
3138AR-X4-1	FNMA Pool AJ0698 MBS 4.500% 09/01/41		04/01/2014	Paydown		10,268	10,268	11,088	11,086	.0	(817)	.0	(817)	.0	10,268	.0	.0	.0	.154	09/01/2041	1
3138AR-X4-1	FNMA Pool AJ0698 MBS 4.500% 09/01/41		05/01/2014	Paydown		9,258	9,258	9,997	9,995	.0	(737)	.0	(737)	.0	9,258	.0	.0	.0	.174	09/01/2041	1
3138AR-X4-1	FNMA Pool AJ0698 MBS 4.500% 09/01/41		06/01/2014	Paydown		65,450	65,450	70,675	70,659	.0	(5,209)	.0	(5,209)	.0	65,450	.0	.0	.0	.1,473	09/01/2041	1
3138AT-CX-6	FNMA Pool AJ1885 MBS 3.000% 03/01/42		04/01/2014	Paydown		36	36	38	38	.0	(2)	.0	(2)	.0	36	.0	.0	.0	.0	03/01/2042	1
3138AT-CX-6	FNMA Pool AJ1885 MBS 3.000% 03/01/42		05/01/2014	Paydown		33	33	35	35	.0	(2)	.0	(2)	.0	33	.0	.0	.0	.0	03/01/2042	1
3138AT-CX-6	FNMA Pool AJ1885 MBS 3.000% 03/01/42		06/01/2014	Paydown		34	34	36	36	.0	(2)	.0	(2)	.0	34	.0	.0	.0	.1	03/01/2042	1
3138AU-YJ-0	FNMA Pool AJ3412 MBS 3.500% 11/01/26		04/01/2014	Paydown		14,337	14,337	15,015	14,951	.0	(615)	.0	(615)	.0	14,337	.0	.0	.0	.167	11/01/2026	1
3138AU-YJ-0	FNMA Pool AJ3412 MBS 3.500% 11/01/26		05/01/2014	Paydown		14,113	14,113	14,782	14,719	.0	(605)	.0	(605)	.0	14,113	.0	.0	.0	.206	11/01/2026	1
3138AU-YJ-0	FNMA Pool AJ3412 MBS 3.500% 11/01/26		06/01/2014	Paydown		88,297	88,297	92,478	92,084	.0	(3,786)	.0	(3,786)	.0	88,297	.0	.0	.0	.1,545	11/01/2026	1
3138AV-EN-9	FNMA Pool AJ4640 MBS 4.000% 10/01/41		04/01/2014	Paydown		890	890	939	939	.0	(49)	.0	(49)	.0	890	.0	.0	.0	.12	10/01/2041	1
3138AV-EN-9	FNMA Pool AJ4640 MBS 4.000% 10/01/41		05/01/2014	Paydown		872	872	920	920	.0	(48)	.0	(48)	.0	872	.0	.0	.0	.15	10/01/2041	1
3138AV-EN-9	FNMA Pool AJ4640 MBS 4.000% 10/01/41		06/01/2014	Paydown		822	822	868	867	.0	(45)	.0	(45)	.0	822	.0	.0	.0	.16	10/01/2041	1
3138AX-BX-8	FNMA Pool AJ5453 MBS 4.500% 11/01/41		04/01/2014	Paydown		13,052	13,052	14,094	14,091	.0	(1,039)	.0	(1,039)	.0	13,052	.0	.0	.0	.196	11/01/2041	1
3138AX-BX-8	FNMA Pool AJ5453 MBS 4.500% 11/01/41		05/01/2014	Paydown		8,527	8,527	9,208	9,206	.0	(679)	.0	(679)	.0	8,527	.0	.0	.0	.160	11/01/2041	1
3138AX-BX-8	FNMA Pool AJ5453 MBS 4.500% 11/01/41		06/01/2014	Paydown		50,665	50,665	54,710	54,696	.0	(4,031)	.0	(4,031)	.0	50,665	.0	.0	.0	.1,140	11/01/2041	1
3138EO-RK-7	FNMA Pool AJ7689 MBS 4.000% 12/01/41		04/01/2014	Paydown		3,761	3,761	3,961	3,959	.0	(198)	.0	(198)	.0	3,761	.0	.0	.0	.50	12/01/2041	1
3138EO-RK-7	FNMA Pool AJ7689 MBS 4.000% 12/01/41		05/01/2014	Paydown		4,429	4,429	4,665	4,663	.0	(233)	.0	(233)	.0	4,429	.0	.0	.0	.74	12/01/2041	1
3138EO-RK-7	FNMA Pool AJ7689 MBS 4.000% 12/01/41		06/01/2014	Paydown		4,875	4,875	5,135	5,132	.0	(257)	.0	(257)	.0	4,875	.0	.0	.0	.98	12/01/2041	1
3138E9-YH-7	FNMA Pool AK5211 MBS 3.000% 04/01/27		04/01/2014	Paydown		17,165	17,165	18,053	17,987	.0	(822)	.0	(822)	.0	17,165	.0	.0	.0	.172	04/01/2027	1
3138E9-YH-7	FNMA Pool AK5211 MBS 3.000% 04/01/27		05/01/2014	Paydown		17,177	17,177	18,065	17,999	.0	(822)	.0	(822)	.0	17,177	.0	.0	.0	.215	04/01/2027	1
3138E9-YH-7	FNMA Pool AK521																				

STATEMENT AS OF JUNE 30, 2014 OF THE UnitedHealthcare Plan of the River Valley, Inc.

**SCHEDULE D - PART 4**

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
3138EH-FB-3	FNMA Pool AL1061 MBS 4.000% 02/01/41		06/01/2014	Paydown		9,205	9,205	9,691	9,686	.0	(481)	.0	(481)	.0	9,205	.0	.0	.0	184	02/01/2041	1
3138EJ-LA-4	FNMA Pool AL2120 MBS 4.000% 02/01/41		04/01/2014	Paydown		6,771	6,771	7,135	7,131	.0	(360)	.0	(360)	.0	6,771	.0	.0	.0	90	02/01/2041	1
3138EJ-LA-4	FNMA Pool AL2120 MBS 4.000% 02/01/41		05/01/2014	Paydown		7,361	7,361	7,757	7,752	.0	(391)	.0	(391)	.0	7,361	.0	.0	.0	123	02/01/2041	1
3138EJ-LA-4	FNMA Pool AL2120 MBS 4.000% 02/01/41		06/01/2014	Paydown		7,512	7,512	7,916	7,911	.0	(399)	.0	(399)	.0	7,512	.0	.0	.0	150	02/01/2041	1
3138EK-A8-8	FNMA Pool AL2730 MBS 5.000% 07/01/41		04/01/2014	Paydown		18,510	18,510	20,383	20,375	.0	(1,865)	.0	(1,865)	.0	18,510	.0	.0	.0	308	07/01/2041	1
3138EK-A8-8	FNMA Pool AL2730 MBS 5.000% 07/01/41		05/01/2014	Paydown		13,645	13,645	15,025	15,020	.0	(1,375)	.0	(1,375)	.0	13,645	.0	.0	.0	284	07/01/2041	1
3138EK-A8-8	FNMA Pool AL2730 MBS 5.000% 07/01/41		06/01/2014	Paydown		43,190	43,190	47,560	47,542	.0	(4,352)	.0	(4,352)	.0	43,190	.0	.0	.0	1,080	07/01/2041	1
3138EK-BW-4	FNMA Pool AL2752 MBS 5.000% 03/01/42		04/01/2014	Paydown		14,605	14,605	16,052	16,047	.0	(1,442)	.0	(1,442)	.0	14,605	.0	.0	.0	243	03/01/2042	1
3138EK-BW-4	FNMA Pool AL2752 MBS 5.000% 03/01/42		05/01/2014	Paydown		18,522	18,522	20,357	20,351	.0	(1,829)	.0	(1,829)	.0	18,522	.0	.0	.0	386	03/01/2042	1
3138EK-BW-4	FNMA Pool AL2752 MBS 5.000% 03/01/42		06/01/2014	Paydown		14,405	14,405	15,832	15,827	.0	(1,422)	.0	(1,422)	.0	14,405	.0	.0	.0	360	03/01/2042	1
3138M4-E3-2	FNMA Pool AP1053 MBS 3.500% 07/01/42		04/01/2014	Paydown		2,522	2,522	2,692	2,688	.0	(165)	.0	(165)	.0	2,522	.0	.0	.0	29	07/01/2042	1
3138M4-E3-2	FNMA Pool AP1053 MBS 3.500% 07/01/42		05/01/2014	Paydown		2,977	2,977	3,177	3,172	.0	(195)	.0	(195)	.0	2,977	.0	.0	.0	43	07/01/2042	1
3138M4-E3-2	FNMA Pool AP1053 MBS 3.500% 07/01/42		06/01/2014	Paydown		2,828	2,828	3,018	3,013	.0	(185)	.0	(185)	.0	2,828	.0	.0	.0	50	07/01/2042	1
3138M4-TC-6	FNMA Pool AP1446 MBS 3.500% 08/01/42		04/01/2014	Paydown		1,541	1,541	1,649	1,647	.0	(105)	.0	(105)	.0	1,541	.0	.0	.0	18	08/01/2042	1
3138M4-TC-6	FNMA Pool AP1446 MBS 3.500% 08/01/42		05/01/2014	Paydown		35,428	35,428	37,903	37,844	.0	(2,416)	.0	(2,416)	.0	35,428	.0	.0	.0	517	08/01/2042	1
3138M4-TC-6	FNMA Pool AP1446 MBS 3.500% 08/01/42		06/01/2014	Paydown		1,823	1,823	1,950	1,947	.0	(124)	.0	(124)	.0	1,823	.0	.0	.0	32	08/01/2042	1
3138M7-6J-9	FNMA Pool AP4472 MBS 3.500% 08/01/42		04/01/2014	Paydown		295	295	314	314	.0	(19)	.0	(19)	.0	295	.0	.0	.0	3	08/01/2042	1
3138M7-6J-9	FNMA Pool AP4472 MBS 3.500% 08/01/42		05/01/2014	Paydown		4,752	4,752	5,070	5,062	.0	(310)	.0	(310)	.0	4,752	.0	.0	.0	69	08/01/2042	1
3138M7-6J-9	FNMA Pool AP4472 MBS 3.500% 08/01/42		06/01/2014	Paydown		339	339	361	361	.0	(22)	.0	(22)	.0	339	.0	.0	.0	6	08/01/2042	1
3138M9-3C-3	FNMA Pool AP6194 MBS 3.500% 08/01/42		04/01/2014	Paydown		819	819	878	877	.0	(58)	.0	(58)	.0	819	.0	.0	.0	10	08/01/2042	1
3138M9-3C-3	FNMA Pool AP6194 MBS 3.500% 08/01/42		05/01/2014	Paydown		1,245	1,245	1,335	1,333	.0	(88)	.0	(88)	.0	1,245	.0	.0	.0	18	08/01/2042	1
3138M9-3C-3	FNMA Pool AP6194 MBS 3.500% 08/01/42		06/01/2014	Paydown		2,902	2,902	3,113	3,108	.0	(205)	.0	(205)	.0	2,902	.0	.0	.0	51	08/01/2042	1
3138MK-VC-7	FNMA Pool A04210 MBS 3.000% 11/01/42		04/01/2014	Paydown		4,574	4,574	4,818	4,813	.0	(239)	.0	(239)	.0	4,574	.0	.0	.0	46	11/01/2042	1
3138MK-VC-7	FNMA Pool A04210 MBS 3.000% 11/01/42		05/01/2014	Paydown		4,746	4,746	5,000	4,994	.0	(248)	.0	(248)	.0	4,746	.0	.0	.0	59	11/01/2042	1
3138MK-VC-7	FNMA Pool A04210 MBS 3.000% 11/01/42		06/01/2014	Paydown		5,311	5,311	5,595	5,589	.0	(277)	.0	(277)	.0	5,311	.0	.0	.0	80	11/01/2042	1
3138MS-A4-1	FNMA Pool A09926 MBS 3.000% 12/01/42		04/01/2014	Paydown		1,299	1,299	1,366	1,365	.0	(66)	.0	(66)	.0	1,299	.0	.0	.0	13	12/01/2042	1
3138MS-A4-1	FNMA Pool A09926 MBS 3.000% 12/01/42		05/01/2014	Paydown		1,327	1,327	1,395	1,394	.0	(67)	.0	(67)	.0	1,327	.0	.0	.0	17	12/01/2042	1
3138MS-A4-1	FNMA Pool A09926 MBS 3.000% 12/01/42		06/01/2014	Paydown		1,314	1,314	1,382	1,381	.0	(67)	.0	(67)	.0	1,314	.0	.0	.0	20	12/01/2042	1
3138NI-XS-3	FNMA Pool AR0688 MBS 3.000% 12/01/42		04/01/2014	Paydown		757	757	795	794	.0	(37)	.0	(37)	.0	757	.0	.0	.0	8	12/01/2042	1
3138NI-XS-3	FNMA Pool AR0688 MBS 3.000% 12/01/42		05/01/2014	Paydown		665	665	698	698	.0	(33)	.0	(33)	.0	665	.0	.0	.0	8	12/01/2042	1
3138NI-XS-3	FNMA Pool AR0688 MBS 3.000% 12/01/42		06/01/2014	Paydown		29,187	29,187	30,641	30,614	.0	(1,427)	.0	(1,427)	.0	29,187	.0	.0	.0	438	12/01/2042	1
3138W3-LR-2	FNMA Pool AR5735 MBS 3.500% 02/01/43		04/01/2014	Paydown		7,873	7,873	8,176	8,173	.0	(300)	.0	(300)	.0	7,873	.0	.0	.0	92	02/01/2043	1
3138W3-LR-2	FNMA Pool AR5735 MBS 3.500% 02/01/43		05/01/2014	Paydown		184,038	184,038	191,141	191,060	.0	(7,022)	.0	(7,022)	.0	184,038	.0	.0	.0	2,684	02/01/2043	1
3138W3-LR-2	FNMA Pool AR5735 MBS 3.500% 02/01/43		06/01/2014	Paydown		260,422	260,422	270,473	270,358	.0	(9,936)	.0	(9,936)	.0	260,422	.0	.0	.0	4,557	02/01/2043	1
3140Z0-R6-0	FNMA Pool 735009 MBS 5.000% 05/01/19		04/01/2014	Paydown		4,332	4,332	4,256	4,404	.0	54	.0	54	.0	4,332	.0	.0	.0	72	05/01/2019	1
3140Z0-R6-0	FNMA Pool 735009 MBS 5.000% 05/01/19		05/01/2014	Paydown		4,656	4,656	4,575	4,598	.0	58	.0	58	.0	4,656	.0	.0	.0	97	05/01/2019	1
3140Z0-R6-0	FNMA Pool 735009 MBS 5.000% 05/01/19		06/01/2014	Paydown		4,460	4,460	4,382	4,404	.0	55	.0	55	.0	4,460	.0	.0	.0	111	05/01/2019	1
3140Z0-R6-0	FNMA Pool 735661 MBS 5.000% 12/01/17		04/01/2014	Paydown		42,703	42,703	46,433	45,127	.0	(2,424)	.0	(2,424)	.0	42,703	.0	.0	.0	783	12/01/2017	1
3140Z0-R6-0	FNMA Pool 735661 MBS 5.000% 12/01/17		05/01/2014	Paydown		45,157	45,157	49,101	47,720	.0	(2,563)	.0	(2,563)	.0	45,157	.0	.0	.0	1,035	12/01/2017	1
3140Z0-R6-0	FNMA Pool 735661 MBS 5.000% 12/01/17		06/01/2014	Paydown		39,251	39,251	42,679	41,479	.0	(2,228)	.0	(2,228)	.0	39,251	.0	.0	.0	1,079	12/01/2017	1
3140Z0-R6-0	FNMA Pool 835470 MBS 5.000% 09/01/20		04/01/2014	Paydown		5,370	5,370	5,261	5,286	.0	84	.0	84	.0	5,370	.0	.0	.0	90	09/01/2020	1
3140Z0-R6-0	FNMA Pool 835470 MBS 5.000% 09/01/20		05/01/2014	Paydown		2,722	2,722	2,667	2,679	.0	43	.0	43	.0	2,722	.0	.0	.0	57	09/01/2020	1
3140Z0-R6-0	FNMA Pool 835470 MBS 5.000% 09/01/20		06/01/2014	Paydown		4,272	4,272	4,186	4,205	.0	67	.0	67	.0	4,272	.0	.0	.0	107	09/01/2020	1
3140Z0-R6-0	FNMA Pool 839093 MBS 5.000% 10/01/20		04/01/2014	Paydown		7,009	7,009	6,872	6,905	.0	103	.0	103	.0	7,009	.0	.0	.0	117	10/01/2020	1
3140Z0-R6-0	FNMA Pool 839093 MBS 5.000% 10/01/20		05/01/2014	Paydown		4,547	4,547	4,458	4,480	.0	67	.0	67	.0	4,547	.0	.0	.0	95	10/01/2020	1
3140Z0-R6-0	FNMA Pool 839093 MBS 5.000% 10/01/20		06/01/2014	Paydown		1,756	1,756	1,722	1,730	.0	26	.0	26	.0	1,756	.0	.0	.0	44	10/01/2020	1
31410X-VR-4	FNMA Pool 900724 MBS 5.500% 08/01/21		04/01/2014	Paydown		417	417	417	416	.0	.0	.0	.0	.0	417	.0	.0	.0	8	08/01/2021	1
31410X-VR-4	FNMA Pool 900724 MBS 5.500% 08/01/21		05/01/2014	Paydown		1,284	1,284	1,284	1,283	.0	1	.0	1	.0	1,284	.0	.0	.0	29	08/01/2021	1
31410X-VR-4	FNMA Pool 900724 MBS 5.500% 08/01/21		06/01/2014	Paydown		2,747	2,747	2,747	2,745	.0	2	.0	2	.0	2,747	.0	.0	.0	76	08/01/2021	1
31412V-AG-3	FNMA Pool 935707 MBS 5.000% 11/01/24		04/01/2014	Paydown		5,033	5,033	5,361	5,309	.0	(276)	.0	(276)	.0	5,033	.0	.0	.0	84	11/01/2024	1
31412V-AG-3	FNMA Pool 935707 MBS 5.000% 11/01/24		05/01/2014	Paydown		3,074	3,074	3,274	3,242	.0	(168)	.0	(168)	.0	3,074	.0	.0	.0	64	11/01/2024	1
31412V-AG-3	FNMA Pool 935707 MBS 5.000% 11/01/24		06/01/2014	Paydown		3,092	3,092	3,294	3,262	.0	(169)	.0	(169)	.0	3,092	.0	.0	.0	77	11/01/2024	1
31414F-K9-1	FNMA Pool 964820 MBS 5.000% 08/01/23		04/01/2014	Paydown		3,602	3,602	3,636	3,630	.0	(28)	.0	(28)	.0	3,602	.0	.0	.0	60	08/01/2023	1
31414F-K9-1	FNMA Pool 964820 MBS 5.000% 08/01/23		05/01/2014	Paydown		10,910	10,910	11,013	10,994	.0	(83)	.0	(83)	.0	10,910	.0	.0	.0	227	08/01/2023	1
31414F-K9-1	FNMA Pool 964820 MBS 5.000% 08/01/23		06/01/2014	Paydown		3,468	3,468	3,501	3,495	.0	(27)	.0	(27)	.0							

STATEMENT AS OF JUNE 30, 2014 OF THE UnitedHealthcare Plan of the River Valley, Inc.

**SCHEDULE D - PART 4**

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
31416S-M2-4	FNMA Pool AA8476 MBS 5.000% 06/01/24		04/01/2014	Paydown		10,328	10,328	10,742	10,674	0	(346)	0	(346)	0	10,328	0	0	0	172	06/01/2024	1
31416S-M2-4	FNMA Pool AA8476 MBS 5.000% 06/01/24		05/01/2014	Paydown		90,302	90,302	93,914	93,324	0	(3,022)	0	(3,022)	0	90,302	0	0	0	1,881	06/01/2024	1
31416S-M2-4	FNMA Pool AA8476 MBS 5.000% 06/01/24		06/01/2014	Paydown		8,784	8,784	9,135	8,784	0	(294)	0	(294)	0	8,784	0	0	0	220	06/01/2024	1
31416T-2S-7	FNMA Pool AA9784 MBS 5.000% 07/01/24		04/01/2014	Paydown		8,256	8,256	8,573	8,526	0	(271)	0	(271)	0	8,256	0	0	0	138	07/01/2024	1
31416T-2S-7	FNMA Pool AA9784 MBS 5.000% 07/01/24		05/01/2014	Paydown		118,921	118,921	123,492	122,819	0	(3,897)	0	(3,897)	0	118,921	0	0	0	2,478	07/01/2024	1
31416T-2S-7	FNMA Pool AA9784 MBS 5.000% 07/01/24		06/01/2014	Paydown		10,174	10,174	10,565	10,508	0	(333)	0	(333)	0	10,174	0	0	0	254	07/01/2024	1
31416X-6C-9	FNMA Pool AB2666 MBS 4.500% 04/01/26		04/01/2014	Paydown		8,848	8,848	9,426	9,369	0	(521)	0	(521)	0	8,848	0	0	0	133	04/01/2026	1
31416X-6C-9	FNMA Pool AB2666 MBS 4.500% 04/01/26		05/01/2014	Paydown		8,885	8,885	9,465	9,409	0	(524)	0	(524)	0	8,885	0	0	0	167	04/01/2026	1
31416X-6C-9	FNMA Pool AB2666 MBS 4.500% 04/01/26		06/01/2014	Paydown		8,948	8,948	9,533	9,476	0	(527)	0	(527)	0	8,948	0	0	0	201	04/01/2026	1
31417D-M7-5	FNMA Pool AB6681 MBS 3.000% 10/01/42		04/01/2014	Paydown		2,132	2,132	2,237	2,235	0	(103)	0	(103)	0	2,132	0	0	0	21	10/01/2042	1
31417D-M7-5	FNMA Pool AB6681 MBS 3.000% 10/01/42		05/01/2014	Paydown		2,105	2,105	2,209	2,207	0	(102)	0	(102)	0	2,105	0	0	0	26	10/01/2042	1
31417D-M7-5	FNMA Pool AB6681 MBS 3.000% 10/01/42		06/01/2014	Paydown		2,087	2,087	2,190	2,188	0	(101)	0	(101)	0	2,087	0	0	0	31	10/01/2042	1
31417D-M7-5	FNMA Pool AB6681 MBS 3.000% 10/01/42		06/24/2014	Nomura Securities		1,120,932	1,138,544	1,194,760	1,193,681	0	(369)	0	(369)	0	1,193,312	0	(72,380)	(72,380)	19,545	10/01/2042	1
31417Y-VY-0	FNMA Pool MA0630 MBS 4.000% 01/01/21		04/01/2014	Paydown		9,422	9,422	9,807	9,729	0	(307)	0	(307)	0	9,422	0	0	0	126	01/01/2021	1
31417Y-VY-0	FNMA Pool MA0630 MBS 4.000% 01/01/21		05/01/2014	Paydown		10,589	10,589	11,020	10,933	0	(345)	0	(345)	0	10,589	0	0	0	177	01/01/2021	1
31417Y-VY-0	FNMA Pool MA0630 MBS 4.000% 01/01/21		06/01/2014	Paydown		11,204	11,204	11,661	11,568	0	(365)	0	(365)	0	11,204	0	0	0	224	01/01/2021	1
31418V-VF-6	FNMA Pool AD7813 MBS 4.500% 06/01/25		04/01/2014	Paydown		8,873	8,873	9,389	9,320	0	(447)	0	(447)	0	8,873	0	0	0	133	06/01/2025	1
31418V-VF-6	FNMA Pool AD7813 MBS 4.500% 06/01/25		05/01/2014	Paydown		9,012	9,012	9,536	9,466	0	(454)	0	(454)	0	9,012	0	0	0	169	06/01/2025	1
31418V-VF-6	FNMA Pool AD7813 MBS 4.500% 06/01/25		06/01/2014	Paydown		8,580	8,580	9,078	9,011	0	(432)	0	(432)	0	8,580	0	0	0	193	06/01/2025	1
31418W-4T-4	FNMA Pool AD8933 MBS 4.500% 06/01/25		04/01/2014	Paydown		4,217	4,217	4,459	4,427	0	(210)	0	(210)	0	4,217	0	0	0	63	06/01/2025	1
31418W-4T-4	FNMA Pool AD8933 MBS 4.500% 06/01/25		05/01/2014	Paydown		7,782	7,782	8,228	8,169	0	(387)	0	(387)	0	7,782	0	0	0	146	06/01/2025	1
31418W-4T-4	FNMA Pool AD8933 MBS 4.500% 06/01/25		06/01/2014	Paydown		4,421	4,421	4,674	4,640	0	(220)	0	(220)	0	4,421	0	0	0	99	06/01/2025	1
48524-NZ-4	KS Dept Trans Hwy Rev Bond Non Call 5.000% 09/01/20		06/27/2014	Morgan Stanley		3,003,900	2,500,000	3,180,000	3,097,470	0	(42,426)	0	(42,426)	0	3,055,045	0	(51,145)	(51,145)	103,819	09/01/2020	1FE
646065-8F-2	NEW JERSEY ST ED Rev Bond Non Call 5.000% 06/01/20		06/26/2014	Pershing		5,757,950	5,000,000	5,862,350	5,800,000	0	(41,029)	0	(41,029)	0	5,821,321	0	(63,371)	(63,371)	104,167	06/01/2020	1FE
646135-5T-6	NEW JERSEY ST TR Rev Bond Non Call 5.250% 12/15/23		06/25/2014	Merrill Lynch		2,968,777	2,540,000	3,000,019	2,960,000	0	(10,737)	0	(10,737)	0	2,989,282	0	(20,505)	(20,505)	72,231	12/15/2023	1FE
927781-K5-2	VIRGINIA ST CLG Rev Bond Non Call 5.000% 02/01/20		06/30/2014	Goldman Sachs		2,362,620	2,000,000	2,519,600	2,445,941	0	(35,740)	0	(35,740)	0	2,410,202	0	(47,582)	(47,582)	92,222	02/01/2020	1FE
3199999	Subtotal - Bonds - U.S. Special Revenues					29,734,426	27,990,511	30,595,661	21,575,311	0	(231,466)	0	(231,466)	0	30,206,211	0	(471,786)	(471,786)	543,910	XXX	XXX
00404E-AG-2	ACE INA HOLDINGS Corp Note MW 20BP 5.875% 06/15/14		06/15/2014	Maturity		825,000	825,000	899,300	832,592	0	(7,592)	0	(7,592)	0	825,000	0	0	0	24,234	06/15/2014	1FE
026874-CT-2	AMER INTL GROUP Corp Note Non Call 3.000% 03/20/15		05/05/2014	Call 102,2329		817,863	800,000	821,872	800,000	0	(4,009)	0	(4,009)	0	817,863	0	0	0	15,000	03/20/2015	2FE
05348E-AH-2	AVALONBAY COMMUN Corp Note MW 20BP 5.375% 04/15/14		04/15/2014	Maturity		640,000	640,000	647,878	640,542	0	(542)	0	(542)	0	640,000	0	0	0	17,200	04/15/2014	2FE
05531F-AH-6	BB&T CORPORATION Corp Note Call 2.050% 04/28/14		04/28/2014	Maturity		100,000	100,000	101,734	100,356	0	(356)	0	(356)	0	100,000	0	0	0	1,025	04/28/2014	1FE
12591V-AA-9	COMM MORTGAGE TRUST COMM 2014 CR16 A1 CMBS 1.445% 02/10/19		05/01/2014	Paydown		40,862	40,862	40,861	40,861	0	1	0	1	0	40,862	0	0	0	49	02/10/2019	1FE
12591V-AA-9	COMM MORTGAGE TRUST COMM 2014 CR16 A1 CMBS 1.445% 02/10/19		06/01/2014	Paydown		36,988	36,988	36,987	36,987	0	1	0	1	0	36,988	0	0	0	89	02/10/2019	1FE
12631D-AW-3	COMM MORTGAGE TR COMM 2014-CR17 A1 CMBS 1.275% 05/10/47		06/01/2014	Paydown		14,883	14,883	14,883	14,883	0	0	0	0	0	14,883	0	0	0	16	05/10/2047	1FE
133131-AT-9	CAMDEN PROP TRST Corp Note MW 25BP 2.950% 12/15/22		06/24/2014	Wachovia Bank		1,906,839	1,980,000	1,959,111	1,961,057	0	901	0	901	0	1,961,958	0	(55,119)	(55,119)	31,152	12/15/2022	2FE
17322M-AS-5	Citigroup Commercial Mtge Tr CGOMT 2014-GC21 A1 CMBS 1.242% 05/10/47		06/01/2014	Paydown		29,636	29,636	29,636	29,636	0	1	0	1	0	29,636	0	0	0	31	05/10/2047	1FE
235851-AK-8	Danaher Corp Note MW 10BP 1.300% 06/23/14		06/23/2014	Maturity		1,000,000	1,000,000	1,011,000	1,004,629	0	(4,629)	0	(4,629)	0	1,000,000	0	0	0	6,500	06/23/2014	1FE
36162W-AB-3	GE Equip GEET 2013-1 A2 ABS 0.500% 11/24/15		04/24/2014	Paydown		182,402	182,402	182,395	182,399	0	3	0	3	0	182,402	0	0	0	304	11/24/2015	1FE
36162W-AB-3	GE Equip GEET 2013-1 A2 ABS 0.500% 11/24/15		05/24/2014	Paydown		283,563	283,563	283,551	283,557	0	5	0	5	0	283,563	0	0	0	591	11/24/2015	1FE
36162W-AB-3	GE Equip GEET 2013-1 A2 ABS 0.500% 11/24/15		06/24/2014	Paydown		161,572	161,572	161,565	161,569	0	3	0	3	0	161,572	0	0	0	404	11/24/2015	1FE

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STATEMENT AS OF JUNE 30, 2014 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	For-foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)	
46641W-AS-6	JPMBB COMMERCIAL JPMBB 2014-C19 A1 CMBS 1.266% 04/15/47		06/01/2014	Paydown		19,607	19,607	19,607	0	0	0	0	0	0	19,607	0	0	0	21	04/15/2047	1FE	
493268-BY-1	Keycorp Student Loan Tr KSLT 2004-A 2A2 ABS 0.528% 10/28/41		04/28/2014	Paydown		16,625	16,625	16,450	16,477	0	148	0	148	0	16,625	0	0	0	45	10/28/2041	1FE	
59217E-BW-3	MetLife Global Corp Note Non Call Prv Plc 5.125% 06/10/14		06/10/2014	Maturity		1,300,000	1,300,000	1,366,235	1,326,908	0	(26,908)	0	(26,908)	0	1,300,000	0	0	0	33,313	06/10/2014	1FE	
595620-AD-7	MidAmerican Energy Corp Note Cont Call 4.650% 10/01/14		05/05/2014	Call	101.8037	1,018,037	1,000,000	1,057,440	1,031,764	0	(13,727)	0	(13,727)	0	1,018,037	0	0	0	27,642	10/01/2014	1FE	
61763K-AW-4	ORGAN STANLEY BAML TRUST MSBAM 2014-C15 A1 CMBS 1.313% 04/15/47		05/01/2014	Paydown		30,807	30,807	30,806	0	0	1	0	1	0	30,807	0	0	0	34	04/15/2047	1FE	
61763K-AW-4	ORGAN STANLEY BAML TRUST MSBAM 2014-C15 A1 CMBS 1.313% 04/15/47		06/01/2014	Paydown		27,609	27,609	27,608	0	0	1	0	1	0	27,609	0	0	0	60	04/15/2047	1FE	
63946B-AA-8	NBC Universal Corp Note MW 25BP 2.100% 04/01/14		04/01/2014	Maturity		350,000	350,000	355,799	351,290	0	(1,290)	0	(1,290)	0	350,000	0	0	0	3,675	04/01/2014	1FE	
665859-AK-0	NORTHERN TRST CO Corp Note Non Call 4.625% 05/01/14		05/01/2014	Maturity		1,100,000	1,100,000	1,156,815	1,115,030	0	(15,030)	0	(15,030)	0	1,100,000	0	0	0	25,438	05/01/2014	1FE	
66989H-AE-8	NOVARTIS CAPITAL Corp Note MW 10BP 2.400% 09/21/22		06/30/2014	Credit Suisse		1,296,567	1,350,000	1,339,538	1,340,739	0	472	0	472	0	1,341,211	0	(44,644)	(44,644)	25,110	09/21/2022	1FE	
74153W-BY-4	PRICOA GLOB FUND Corp Note Non Call Prv Plc 5.450% 06/11/14		06/11/2014	Maturity		500,000	500,000	498,940	499,894	0	106	0	106	0	500,000	0	0	0	13,625	06/11/2014	1FE	
80283D-AB-7	Santander Drive Auto SDART 2013-2 A2 ABS 0.470% 03/15/16		04/15/2014	Paydown		132,215	132,215	132,204	132,211	0	4	0	4	0	132,215	0	0	0	207	03/15/2016	1FE	
80283D-AB-7	Santander Drive Auto SDART 2013-2 A2 ABS 0.470% 03/15/16		05/15/2014	Paydown		119,332	119,332	119,323	119,329	0	4	0	4	0	119,332	0	0	0	234	03/15/2016	1FE	
80283D-AB-7	Santander Drive Auto SDART 2013-2 A2 ABS 0.470% 03/15/16		06/15/2014	Paydown		118,881	118,881	118,872	118,878	0	4	0	4	0	118,881	0	0	0	279	03/15/2016	1FE	
911312-AL-0	UPS Corp Note Non Call 3.875% 04/01/14		04/01/2014	Maturity		400,000	400,000	399,112	399,952	0	48	0	48	0	400,000	0	0	0	7,750	04/01/2014	1FE	
984121-BY-8	XEROX CORP Corp Note MW 75BP PPut 8.250% 05/15/14		05/15/2014	Maturity		950,000	950,000	997,310	954,192	0	(4,192)	0	(4,192)	0	950,000	0	0	0	39,188	05/15/2014	2FE	
055451-AG-3	BHP FINANCE USA Corp Note Non Call 5.500% 04/01/14	F	04/01/2014	Maturity		425,000	425,000	425,818	425,045	0	(45)	0	(45)	0	425,000	0	0	0	11,688	04/01/2014	1FE	
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					13,844,288	13,934,982	14,252,650	12,988,410	0	(76,617)	0	(76,617)	0	13,944,051	0	(99,763)	(99,763)	284,904	XXX	XXX	
8399997	Total - Bonds - Part 4					72,200,488	69,292,292	74,222,776	53,789,521	0	(451,380)	0	(451,380)	0	72,890,995	0	(690,508)	(690,508)	1,213,050	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					72,200,488	69,292,292	74,222,776	53,789,521	0	(451,380)	0	(451,380)	0	72,890,995	0	(690,508)	(690,508)	1,213,050	XXX	XXX	
8999997	Total - Preferred Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8999998	Total - Preferred Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999	Total - Preferred Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799997	Total - Common Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799998	Total - Common Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999	Total - Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999	Total - Preferred and Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999	Totals					72,200,488	XXX	74,222,776	53,789,521	0	(451,380)	0	(451,380)	0	72,890,995	0	(690,508)	(690,508)	1,213,050	XXX	XXX	

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues.....0

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 - Section 1 - Counterparty Exposure for Derivative Instruments Open  
**N O N E**

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged By  
**N O N E**

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged To  
**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**





**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
<b>NONE</b>							
8699999 - Total Cash Equivalents							



Actuarial Certification

Carrier: UnitedHealthcare Plan of the River Valley, Inc.  
Date: July 15, 2014  
Valuation Date: June 2014  
Subject: TennCare Claim Reserve Estimate (IBNR) as of June 2014 – Risk Business – Eastern Tennessee – Long Term Care

I, Kevin Francis, am Vice President of Actuarial Services for United HealthCare Community and State. I am a member of the American Academy of Actuaries and am qualified to render the actuarial opinion contained herein.

In my opinion, the claim reserve estimate (IBNR) of \$19,799,485 provides good and sufficient provision for all unpaid claim liabilities and was computed in accordance with currently accepted actuarial standards.

Note that, as of June 2014, this block of business had approximately 5,900 members.

A handwritten signature in cursive script that reads 'Kevin Francis'.

Kevin Francis, FSA, MAAA  
Vice President of Actuarial Services  
United HealthCare Community and State  
9800 Health Care Lane,  
Minnetonka, MN 55343  
(952) 931-4690  
E-mail: kevin.francis@uhc.com



Actuarial Certification

Carrier: UnitedHealthcare Plan of the River Valley, Inc.  
Date: July 15, 2014  
Valuation Date: June 2014  
Subject: TennCare Claim Reserve Estimate (IBNR) as of June 2014 – Risk Business – Eastern Tennessee – Excluding Long Term Care

I, Kevin Francis, am Vice President of Actuarial Services for United HealthCare Community and State. I am a member of the American Academy of Actuaries and am qualified to render the actuarial opinion contained herein.

In my opinion, the claim-reserve estimate (IBNR) of \$65,136,778 provides good and sufficient provision for all unpaid claim liabilities and was computed in accordance with currently accepted actuarial standards.

Note that, as of June 2014, this block of business had approximately 208,600 members.

A handwritten signature in cursive script that reads 'Kevin Francis'.

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Actuarial Certification

Carrier: UnitedHealthcare Plan of the River Valley, Inc.  
Date: July 15, 2014  
Valuation Date: June 2014  
Subject: TennCare Claim Reserve Estimate (IBNR) as of June 2014 – Risk Business – Middle Tennessee – Long Term Care

I, Kevin Francis, am Vice President of Actuarial Services for United HealthCare Community and State. I am a member of the American Academy of Actuaries and am qualified to render the actuarial opinion contained herein.

In my opinion, the claim reserve estimate (IBNR) of \$20,070,189 provides good and sufficient provision for all unpaid claim liabilities and was computed in accordance with currently accepted actuarial standards.

Note that, as of June 2014, this block of business had approximately 5,100 members.

A handwritten signature in cursive script that reads 'Kevin Francis'.

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Date: July 15, 2014  
Valuation Date: June 2014  
Subject: TennCare Claim Reserve Estimate (IBNR) as of June 2014 – Risk Business – Middle Tennessee – Excluding Long Term Care

I, Kevin Francis, am Vice President of Actuarial Services for United HealthCare Community and State. I am a member of the American Academy of Actuaries and am qualified to render the actuarial opinion contained herein.

In my opinion, the claim reserve estimate (IBNR) of \$73,695,136 provides good and sufficient provision for all unpaid claim liabilities and was computed in accordance with currently accepted actuarial standards.

Note that, as of June 2014, this block of business had approximately 210,100 members.

A handwritten signature in cursive script that reads 'Kevin Francis'.

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Actuarial Certification

Carrier: UnitedHealthcare Plan of the River Valley, Inc.  
Date: July 15, 2014  
Valuation Date: June 2014  
Subject: TennCare Claim Reserve Estimate (IBNR) as of June 2014 – Risk Business – Western Tennessee – Long Term Care

I, Kevin Francis, am Vice President of Actuarial Services for United HealthCare Community and State. I am a member of the American Academy of Actuaries and am qualified to render the actuarial opinion contained herein.

In my opinion, the claim reserve estimate (IBNR) of \$14,809,280 provides good and sufficient provision for all unpaid claim liabilities and was computed in accordance with currently accepted actuarial standards.

Note that, as of June 2014, this block of business had approximately 4,600 members.

A handwritten signature in cursive script that reads 'Kevin Francis'.

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Carrier: UnitedHealthcare Plan of the River Valley, Inc.  
Date: July 15, 2014  
Valuation Date: June 2014  
Subject: TennCare Claim Reserve Estimate (IBNR) as of June 2014 – Risk Business – Western Tennessee – Excluding Long Term Care

I, Kevin Francis, am Vice President of Actuarial Services for United HealthCare Community and State. I am a member of the American Academy of Actuaries and am qualified to render the actuarial opinion contained herein.

In my opinion, the claim reserve estimate (IBNR) of \$53,850,383 provides good and sufficient provision for all unpaid claim liabilities and was computed in accordance with currently accepted actuarial standards.

Note that, as of June 2014, this block of business had approximately 181,800 members.

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July 15, 2014

STATEMENT OF ACTUARIAL OPINION

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

Medicaid Risk Business in Eastern Tennessee, Long Term Care

As of and for the Period Ended June 30, 2014

I, Kevin Francis, am a Member of the American Academy of Actuaries (Academy) and Vice President of Actuarial 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 5,900 members in June 2014. 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, 2014.

I have determined that the appropriate level for claims liability for this block of business is \$19,799,485.

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:

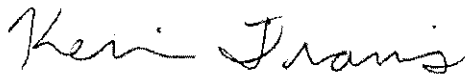
- a) Are computed in accordance with presently accepted actuarial standards consistently applied and are fairly stated in accordance with sound actuarial principles;
- b) Are based on actuarial assumptions which are in accordance with or stronger than those called for in related contract provisions and 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 15, 2014



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July 15, 2014

STATEMENT OF ACTUARIAL OPINION

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

Medicaid Risk Business in Eastern Tennessee, Excluding Long Term Care

As of and for the Period Ended June 30, 2014

I, Kevin Francis, am a Member of the American Academy of Actuaries (Academy) and Vice President of Actuarial 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 208,600 members in June 2014. This business became effective July 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, 2014.

I have determined that the appropriate level for claims liability for this block of business is \$65,136,778.

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
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July 15, 2014



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July 15, 2014

STATEMENT OF ACTUARIAL OPINION

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Medicaid Risk Business in Middle Tennessee, Long Term Care

As of and for the Period Ended June 30, 2014

I, Kevin Francis, am a Member of the American Academy of Actuaries (Academy) and Vice President of Actuarial 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 2014. 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, 2014.

I have determined that the appropriate level for claims liability for this block of business is \$20,070,189.

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:

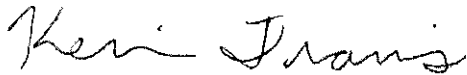
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July 15, 2014



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July 15, 2014

STATEMENT OF ACTUARIAL OPINION

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

Medicaid Risk Business in Middle Tennessee, Excluding Long Term Care

As of and for the Period Ended June 30, 2014

I, Kevin Francis, am a Member of the American Academy of Actuaries (Academy) and Vice President of Actuarial 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 Middle Tennessee, which had approximately 210,100 members in June 2014. 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, 2014.

I have determined that the appropriate level for claims liability for this block of business is \$73,695,136.

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:

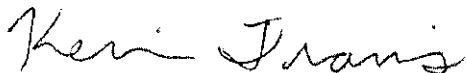
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July 15, 2014



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July 15, 2014

## STATEMENT OF ACTUARIAL OPINION

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

Medicaid Risk Business in Western Tennessee, Long Term Care

As of and for the Period Ended June 30, 2014

I, Kevin Francis, am a Member of the American Academy of Actuaries (Academy) and Vice President of Actuarial 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 Western Tennessee, which had approximately 4,600 members in June 2014. 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, 2014.

I have determined that the appropriate level for claims liability for this block of business is \$14,809,280.

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:

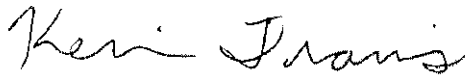
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July 15, 2014



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July 15, 2014

STATEMENT OF ACTUARIAL OPINION

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Medicaid Risk Business in Western Tennessee, Excluding Long Term Care

As of and for the Period Ended June 30, 2014

I, Kevin Francis, am a Member of the American Academy of Actuaries (Academy) and Vice President of Actuarial 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 181,800 members in June 2014. 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, 2014.

I have determined that the appropriate level for claims liability for this block of business is \$53,850,383.

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:

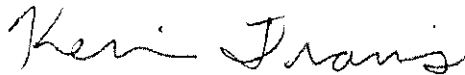
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July 15, 2014



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

	East	Middle	West	Total TN
Member Months	<u>1,228,105</u>	<u>1,235,219</u>	<u>1,077,099</u>	<u>3,540,423</u>
<b>Revenues:</b>				
TennCare Capitation	457,297,051	483,786,631	375,201,308	1,316,284,990
Other Revenue - TennCare Bonuses	1	214,932	182,891	574,823
Other Revenue - Estimated TennCare Health Insurer Reimbursement Fee	2	7,759,577	7,798,534	22,295,463
<b>Total Revenues</b>	<u>465,271,560</u>	<u>491,768,055</u>	<u>382,115,660</u>	<u>1,339,155,275</u>
<b>Estimated Expenses:</b>				
<b>Hospital and Medical (w/o Mental Health)</b>				
Capitated Physician Services	-	-	-	-
Fee-for Service Physician Services	77,087,676	91,554,716	61,839,638	230,482,030
Inpatient Hospital Services	58,276,685	69,905,251	61,874,889	190,056,826
Outpatient Hospital Services	24,735,119	21,635,851	13,719,031	60,090,002
Emergency Room Services	35,130,253	27,270,614	20,159,308	82,560,175
Dental Services	-	-	-	-
Vision Services	1,949,524	1,499,527	1,540,373	4,989,423
Pharmacy Services	-	-	-	-
Home Health Services	5,179,095	8,688,166	7,503,247	21,370,507
Chiropractic Services	-	-	-	-
Radiology Services	7,382,730	9,055,768	5,204,302	21,642,800
Laboratory Services	6,964,383	9,487,668	4,496,614	20,948,665
Durable Medical Equipment Services	4,702,006	5,228,719	3,337,301	13,268,026
Transportation Services	6,781,428	8,776,981	7,899,481	23,457,890
Outside Referrals	-	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-	-
Occupancy, Depreciation and Amortization	-	-	-	-
Nursing Facility Care	89,722,825	72,638,172	66,261,072	228,622,070
HCBS Services	17,088,700	20,501,409	18,036,279	55,626,387
Other Medical and Hospital Services - Write-Ins	(2,928,862)	(1,532,717)	(1,293,540)	(5,755,119)
<b>Subtotal Medical and Hospital</b>	<u>332,071,563</u>	<u>344,710,126</u>	<u>270,577,994</u>	<u>947,359,683</u>
<b>Mental Health and Substance Abuse Services</b>				
Inpatient Psychiatric Facility Services	4,232,495	4,742,048	5,897,731	14,872,274
Inpatient Substance Abuse Treatment and Detox	764,173	1,105,331	293,032	2,162,536
Outpatient Mental Health Services	3,711,365	6,383,294	1,465,801	11,560,460
Outpatient Substance Abuse Treatment and Detox	84,397	84,925	68,304	237,627
Housing/Residential Treatment	3,750,963	2,967,448	3,106,329	9,824,740
Specialized Crisis Services	1,718,053	2,313,802	1,153,345	5,185,199
Psychiatric Rehab and Support Services	2,718,430	4,564,976	4,954,552	12,237,958
Case Management	11,374,047	16,342,389	7,516,052	35,232,489
Forensics	-	-	-	-
Other Judicial	-	-	-	-
Pharmacy	-	-	-	-
Lab Services	-	-	-	-
Transportation	808,624	790,353	772,682	2,371,658
Medical Incentive Pool and Withhold Adjustments	-	-	-	-
Occupancy, Depreciation and Amortization	-	-	-	-
Other Mental Health and Substance Abuse Services	480,280	1,289,135	460,913	2,230,328
PCP and Specialist Services	-	-	-	-
Other Mental Health Services - Write-Ins	-	-	-	-
<b>Subtotal MH&amp;SAS</b>	<u>29,642,828</u>	<u>40,583,700</u>	<u>25,688,741</u>	<u>95,915,269</u>
Subtotal Hospital, Medical, MH&SAS, CHOICES	<u>361,714,391</u>	<u>385,293,826</u>	<u>296,266,735</u>	<u>1,043,274,952</u>
<b>LESS:</b>				
Net Reinsurance Recoveries Incurred	-	-	-	-
Copayments	-	-	-	-
Subrogation and Corrdination of Benefits	-	-	-	-
<b>Subtotal Reinsurance, Copay, Subrogation</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>Total Hospital, Medical, MHS&amp;S</b>	<u>361,714,391</u>	<u>385,293,826</u>	<u>296,266,735</u>	<u>1,043,274,952</u>
<b>Administration:</b>				
Compensation	-	-	-	-
Direct and Allocated Admin expenses	-	-	-	-
Marketing	-	-	-	-
Interest Expense	-	-	-	-
Premium Tax Expense	24,945,820	26,797,534	20,611,271	72,354,624
Occupancy, Depreciation, and Amortization	-	-	-	-
Other Administration - Write-Ins	46,934,871	51,072,477	38,272,794	136,280,142
Fines and Penalties - Other Write-Ins	80,348	143,302	65,495	289,145
<b>Total Administration Expenses</b>	<u>71,961,039</u>	<u>78,013,313</u>	<u>58,949,560</u>	<u>208,923,911</u>
<b>Total Expenses</b>	<u>433,675,430</u>	<u>463,307,139</u>	<u>355,216,294</u>	<u>1,252,198,863</u>
Extraordinary Item	-	-	-	-
Provision for Income Tax	2	14,319,977	13,571,329	39,980,671
<b>Net Income (Loss)</b>	<u>45,916,240</u>	<u>14,889,588</u>	<u>38,988,730</u>	<u>99,794,558</u>
<b>Write-Ins for Other Revenues:</b>				
Total Other Revenues	-	-	-	-
<b>Write-Ins for Other Medical and Hospital:</b>				
Other Miscellaneous	(2,928,862)	(1,962,051)	(2,465,461)	(7,356,374)
Other Capitated Services	-	429,334	1,171,921	1,601,255
Total Other Medical and Hospital	<u>(2,928,862)</u>	<u>(1,532,717)</u>	<u>(1,293,540)</u>	<u>(5,755,119)</u>
<b>Detail of Other MH and SAS:</b>				
Total Other MH and SAS	-	-	-	-
<b>Write-Ins for Other Administration:</b>				
Administrative Services Fee	30,275,186	32,002,194	24,864,207	87,141,587
Behavioral Healthcare Services	2,900,150	3,567,193	1,875,409	8,342,752
Spectera Administration Fees	-	-	-	-
Other Miscellaneous	13,839,883	15,646,391	11,598,674	41,084,948
Total Other Administration	<u>47,015,219</u>	<u>51,215,779</u>	<u>38,338,289</u>	<u>136,569,287</u>

1. The statutory quarterly filing Statement of Revenue and Expenses and the 2A includes TennCare incentives which are presented as Other Revenue per the direction of the TDCL. As these incentives are not considered written premiums or earned premiums per the NAIC guidelines these amounts have been excluded from the statutory quarterly filing Exhibit of Premiums, Enrollment, and Utilization.

2. The provision for federal income taxes incurred is different from that which would be obtained by applying the statutory federal income tax rate of 35% to net income before federal income taxes, plus capital gains tax primarily as a result of the new annual health insurer fee under section 9010 of the ACA that requires the Company to expense 100% of the estimated annual fee on January 1, 2014 which is nondeductible for tax purposes. The Company estimates its health insurer fee on the Medicaid product line to be \$27,274,076 in 2014, which will be payable in September 2014 and is included in Other Administration - Write-Ins in the Report 2A.

UnitedHealthcare Community Plan - East Tennessee  
Report 2A - TennCare Income Statement  
CRA 2.30.14.3.3 and 2.30.14.3.4

Member Months	Current Qtr YTD Total as of 06/30/2014	YTD Total as of 06/30/2014	Prior Year as of 12/31/2013
<b>Revenues:</b>	<b>626,684</b>	<b>1,228,105</b>	<b>2,354,086</b>
TennCare Capitation	231,720,810	457,297,051	891,190,018
Other Revenue - TennCare Bonuses	214,932	214,932	462,621
Other Revenue - Estimated TennCare Health Insurer Reimbursement Fee	3,914,288	7,759,577	-
<b>Total Revenues</b>	<b>235,850,030</b>	<b>465,271,560</b>	<b>891,652,640</b>
<b>Estimated Expenses:</b>			
<b>Hospital and Medical (w/o Mental Health)</b>			
Capitated Physician Services	-	-	-
Fee-for-Service Physician Services	34,763,604	77,087,676	170,006,951
Inpatient Hospital Services	24,928,062	58,276,685	113,047,171
Outpatient Hospital Services	11,879,345	24,735,119	50,933,247
Emergency Room Services	17,642,014	35,130,253	72,622,646
Dental Services	-	-	-
Vision Services	1,233,651	1,949,524	3,285,209
Pharmacy Services	-	-	-
Home Health Services	2,252,275	5,179,095	12,425,292
Chiropractic Services	-	-	-
Radiology Services	3,553,886	7,382,730	17,158,266
Laboratory Services	3,274,825	6,964,383	15,455,084
Durable Medical Equipment Services	2,259,553	4,702,006	10,154,731
Transportation Services	3,277,639	6,781,428	13,504,291
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Nursing Facility Care	45,035,464	89,722,825	182,393,986
HCBS Services	8,757,839	17,088,700	34,769,134
Other Medical and Hospital Services - Write-Ins	1,068,011	(2,928,862)	1,273,143
<b>Subtotal Medical and Hospital</b>	<b>159,926,170</b>	<b>332,071,563</b>	<b>697,029,151</b>
<b>Mental Health and Substance Abuse Services</b>			
Inpatient Psychiatric Facility Services	2,020,525	4,232,495	7,574,046
Inpatient Substance Abuse Treatment and Detox	356,061	764,173	1,581,262
Outpatient Mental Health Services	1,872,000	3,711,365	6,253,640
Outpatient Substance Abuse Treatment and Detox	46,131	84,397	139,163
Housing/Residential Treatment	1,737,351	3,750,963	6,503,767
Specialized Crisis Services	883,235	1,718,053	3,288,469
Psychiatric Rehab and Support Services	1,399,192	2,718,430	4,522,473
Case Management	5,240,161	11,374,047	17,695,958
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	383,583	808,624	1,496,203
Medical Incentive Pool and Withhold Adjustments	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Mental Health and Substance Abuse Services	247,142	480,280	914,506
PCP and Specialist Services	-	-	-
Other Mental Health Services - Write-Ins	-	-	-
<b>Subtotal MH&amp;SAS</b>	<b>14,185,381</b>	<b>29,642,828</b>	<b>49,969,487</b>
Subtotal Hospital, Medical, MH&SAS, CHOICES	174,111,551	361,714,391	746,998,638
<b>LESS:</b>			
Net Reinsurance Recoveries Incurred	-	-	-
Copayments	-	-	-
Subrogation and Coordination of Benefits	-	-	-
<b>Subtotal Reinsurance, Copay, Subrogation</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Hospital, Medical, MHS&amp;S</b>	<b>174,111,551</b>	<b>361,714,391</b>	<b>746,998,638</b>
<b>Administration:</b>			
Compensation	-	-	-
Direct and Allocated Admin expenses	-	-	-
Marketing	-	-	-
Interest Expense	-	-	-
Premium Tax Expense	12,528,499	24,945,820	49,695,933
Occupancy, Depreciation, and Amortization	-	-	-
Other Administration - Write-Ins	19,216,235	46,934,871	65,706,017
Fines and Penalties - Other Write-Ins	23,948	80,348	174,364
<b>Total Administration Expenses</b>	<b>31,768,681</b>	<b>71,961,039</b>	<b>115,576,314</b>
<b>Total Expenses</b>	<b>205,880,232</b>	<b>433,675,430</b>	<b>862,574,952</b>
Extraordinary Item	-	-	-
Provision for Income Tax	10,489,429	14,319,977	10,177,191
<b>Net Income (Loss)</b>	<b>19,480,369</b>	<b>45,916,240</b>	<b>18,900,497</b>
<b>Write-Ins for Other Revenues:</b>			
Total Other Revenues	-	-	-
<b>Write-Ins for Other Medical and Hospital:</b>			
Other Miscellaneous	1,068,011	(2,928,862)	1,270,183
Other Capitated Services	-	-	2,960
Total Other Medical and Hospital	1,068,011	(2,928,862)	1,273,143
<b>Detail of Other MH and SAS:</b>			
Total Other MH and SAS	-	-	-
<b>Write-Ins for Other Administration:</b>			
Administrative Services Fee	15,335,556	30,275,186	53,184,303
Behavioral Healthcare Services	1,454,201	2,900,150	5,553,663
Spectera Administration Fees	-	-	-
Other Miscellaneous	2,450,425	13,839,883	7,142,416
Total Other Administration	19,240,182	47,015,219	65,880,381

1.The statutory quarterly filing Statement of Revenue and Expenses and the 2A includes TennCare incentives which are presented as Other Revenue per the direction of the TDCL. As these incentives are not considered written premiums or earned premiums per the NAIC guidelines these amounts have been excluded from the statutory quarterly filing Exhibit of Premiums, Enrollment, and Utilization.

2. The provision for federal income taxes incurred is different from that which would be obtained by applying the statutory federal income tax rate of 35% to net income before federal income taxes, plus capital gains tax primarily as a result of the new annual health insurer fee under section 9010 of the ACA that requires the Company to expense 100% of the estimated annual fee on January 1, 2014 which is nondeductible for tax purposes. The Company estimates its health insurer fee on the Medicaid product line to be \$27,274,076 in 2014, which will be payable in September 2014 and is included in Other Administration - Write-Ins in the Report 2A.

UnitedHealthcare Community Plan - Middle Tennessee  
Report 2A - TennCare Income Statement  
CRA 2.30.14.3.3 and 2.30.14.3.4

	Member Months	Current Qtr YTD Total as of 06/30/2014	YTD Total as of 06/30/2014	Prior Year as of 12/31/2013
<b>Revenues:</b>		<b>629,804</b>	<b>1,235,219</b>	<b>2,378,683</b>
TennCare Capitation		243,729,400	483,786,631	942,613,598
Other Revenue - TennCare Bonuses		182,891	182,891	401,902
Other Revenue - Estimated TennCare Health Insurer Reimbursement Fee		3,904,561	7,798,534	-
<b>Total Revenues</b>		<b>247,816,852</b>	<b>491,768,055</b>	<b>943,015,500</b>
<b>Estimated Expenses:</b>				
<b>Hospital and Medical (w/o Mental Health)</b>				
Capitated Physician Services		-	-	-
Fee-for-Service Physician Services		43,532,822	91,554,716	187,870,216
Inpatient Hospital Services		34,468,169	69,905,251	142,056,888
Outpatient Hospital Services		11,163,956	21,635,851	43,882,057
Emergency Room Services		14,135,127	27,270,614	52,354,641
Dental Services		-	-	-
Vision Services		688,702	1,499,527	3,352,517
Pharmacy Services		-	-	-
Home Health Services		4,436,510	8,688,166	19,671,198
Chiropractic Services		-	-	-
Radiology Services		4,513,946	9,055,768	18,822,134
Laboratory Services		4,967,613	9,487,668	19,950,065
Durable Medical Equipment Services		2,546,689	5,228,719	11,095,967
Transportation Services		4,362,582	8,776,981	20,320,429
Outside Referrals		-	-	-
Medical Incentive Pool and Withhold Adj		-	-	-
Occupancy, Depreciation and Amortization		-	-	-
Nursing Facility Care		37,664,521	72,638,172	147,441,028
HCBS Services		10,381,093	20,501,409	41,196,886
Other Medical and Hospital Services - Write-Ins		2,496,924	(1,532,717)	1,502,522
<b>Subtotal Medical and Hospital</b>		<b>175,358,654</b>	<b>344,710,126</b>	<b>709,516,548</b>
<b>Mental Health and Substance Abuse Services</b>				
Inpatient Psychiatric Facility Services		2,770,160	4,742,048	9,578,351
Inpatient Substance Abuse Treatment and Detox		622,991	1,105,331	2,045,217
Outpatient Mental Health Services		3,512,214	6,383,294	10,984,162
Outpatient Substance Abuse Treatment and Detox		48,328	84,925	135,773
Housing/Residential Treatment		1,387,549	2,967,448	7,681,251
Specialized Crisis Services		1,207,092	2,313,802	4,288,053
Psychiatric Rehab and Support Services		2,296,166	4,564,976	9,550,945
Case Management		7,862,178	16,342,389	28,021,229
Forensics		-	-	-
Other Judicial		-	-	-
Pharmacy		-	-	-
Lab Services		-	-	-
Transportation		398,946	790,353	1,531,772
Medical Incentive Pool and Withhold Adjustments		-	-	-
Occupancy, Depreciation and Amortization		-	-	-
Other Mental Health and Substance Abuse Services		697,987	1,289,135	1,465,612
PCP and Specialist Services		-	-	-
Other Mental Health Services - Write-Ins		-	-	-
<b>Subtotal MH&amp;SAS</b>		<b>20,803,611</b>	<b>40,583,700</b>	<b>75,282,366</b>
Subtotal Hospital, Medical, MH&SAS, CHOICES		196,162,264	385,293,826	784,798,914
<b>LESS:</b>				
Net Reinsurance Recoveries Incurred		-	-	-
Copayments		-	-	-
Subrogation and Coordination of Benefits		-	-	-
<b>Subtotal Reinsurance, Copay, Subrogation</b>		<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Hospital, Medical, MHS&amp;S</b>		<b>196,162,264</b>	<b>385,293,826</b>	<b>784,798,914</b>
<b>Administration:</b>				
Compensation		-	-	-
Direct and Allocated Admin expenses		-	-	-
Marketing		-	-	-
Interest Expense		-	-	-
Premium Tax Expense		13,324,639	26,797,534	51,882,628
Occupancy, Depreciation, and Amortization		-	-	-
Other Administration - Write-Ins		20,894,465	51,072,477	71,628,994
Fines and Penalties - Other Write-Ins		67,966	143,302	165,997
<b>Total Administration Expenses</b>		<b>34,287,069</b>	<b>78,013,313</b>	<b>123,677,619</b>
<b>Total Expenses</b>		<b>230,449,333</b>	<b>463,307,139</b>	<b>908,476,533</b>
Extraordinary Item		-	-	-
Provision for Income Tax		6,078,631	13,571,329	12,088,638
<b>Net Income (Loss)</b>		<b>11,288,887</b>	<b>14,889,588</b>	<b>22,450,328</b>
<b>Write-Ins for Other Revenues:</b>				
Total Other Revenues		-	-	-
<b>Write-Ins for Other Medical and Hospital:</b>				
Other Miscellaneous		2,372,599	(1,962,051)	1,793,189
Other Capitated Services		124,325	429,334	(290,667)
Total Other Medical and Hospital		2,496,924	(1,532,717)	1,502,522
<b>Detail of Other MH and SAS:</b>				
Total Other MH and SAS		-	-	-
<b>Write-Ins for Other Administration:</b>				
Administrative Services Fee		16,116,410	32,002,194	56,202,847
Behavioral Healthcare Services		1,794,083	3,567,193	6,867,972
Spectera Administration Fees		-	-	-
Other Miscellaneous		3,051,937	15,646,391	8,724,172
Total Other Administration		20,962,430	51,215,779	71,794,991

1.The statutory quarterly filing Statement of Revenue and Expenses and the 2A includes TennCare incentives which are presented as Other Revenue per the direction of the TDCL. As these incentives are not considered written premiums or earned premiums per the NAIC guidelines these amounts have been excluded from the statutory quarterly filing Exhibit of Premiums, Enrollment, and Utilization.

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**UnitedHealthcare Community Plan - 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 YTD Total as of 06/30/2014	YTD Total as of 06/30/2014	Prior Year as of 12/31/2013
<b>Revenues:</b>		<b>546,836</b>	<b>1,077,099</b>	<b>2,096,179</b>
TennCare Capitation		189,293,917	375,201,308	733,975,112
Other Revenue - TennCare Bonuses		177,000	177,000	571,296
Other Revenue - Estimated TennCare Health Insurer Reimbursement Fee		3,328,882	6,737,352	-
<b>Total Revenues</b>		<b>192,799,799</b>	<b>382,115,660</b>	<b>734,546,408</b>
<b>Estimated Expenses:</b>				
<b>Hospital and Medical (w/o Mental Health)</b>				
Capitated Physician Services		-	-	-
Fee-for-Service Physician Services		27,139,107	61,839,638	123,789,948
Inpatient Hospital Services		26,205,901	61,874,889	127,950,573
Outpatient Hospital Services		6,564,556	13,719,031	27,094,310
Emergency Room Services		9,696,186	20,159,308	41,145,124
Dental Services		-	-	-
Vision Services		654,667	1,540,373	3,199,350
Pharmacy Services		-	-	-
Home Health Services		3,373,522	7,503,247	15,509,745
Chiropractic Services		-	-	-
Radiology Services		2,490,810	5,204,302	10,577,232
Laboratory Services		2,216,041	4,496,614	10,011,427
Durable Medical Equipment Services		1,532,490	3,337,301	6,979,026
Transportation Services		3,660,603	7,899,481	16,609,254
Outside Referrals		-	-	-
Medical Incentive Pool and Withhold Adj		-	-	-
Occupancy, Depreciation and Amortization		-	-	-
Nursing Facility Care		32,855,026	66,261,072	141,617,279
HCBS Services		8,800,198	18,036,279	36,175,407
Other Medical and Hospital Services - Write-Ins		1,536,445	(1,293,540)	6,907,702
<b>Subtotal Medical and Hospital</b>		<b>126,725,552</b>	<b>270,577,994</b>	<b>567,566,375</b>
<b>Mental Health and Substance Abuse Services</b>				
Inpatient Psychiatric Facility Services		2,974,259	5,897,731	11,031,894
Inpatient Substance Abuse Treatment and Detox		134,806	293,032	555,400
Outpatient Mental Health Services		719,302	1,465,801	2,810,380
Outpatient Substance Abuse Treatment and Detox		34,511	68,304	134,381
Housing/Residential Treatment		1,525,347	3,106,329	6,298,966
Specialized Crisis Services		559,002	1,153,345	1,951,618
Psychiatric Rehab and Support Services		2,520,541	4,954,552	8,158,561
Case Management		3,657,894	7,516,052	13,668,751
Forensics		-	-	-
Other Judicial		-	-	-
Pharmacy		-	-	-
Lab Services		-	-	-
Transportation		374,026	772,682	1,307,050
Medical Incentive Pool and Withhold Adjustments		-	-	-
Occupancy, Depreciation and Amortization		-	-	-
Other Mental Health and Substance Abuse Services		262,475	460,913	764,323
PCP and Specialist Services		-	-	-
Other Mental Health Services - Write-Ins		-	-	-
<b>Subtotal MH&amp;SAS</b>		<b>12,762,163</b>	<b>25,688,741</b>	<b>46,681,325</b>
Subtotal Hospital, Medical, MH&SAS, CHOICES		139,487,715	296,266,735	614,247,701
<b>LESS:</b>				
Net Reinsurance Recoveries Incurred		-	-	-
Copayments		-	-	-
Subrogation and Coordination of Benefits		-	-	-
<b>Subtotal Reinsurance, Copay, Subrogation</b>		<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Hospital, Medical, MHS&amp;S</b>		<b>139,487,715</b>	<b>296,266,735</b>	<b>614,247,701</b>
<b>Administration:</b>				
Compensation		-	-	-
Direct and Allocated Admin expenses		-	-	-
Marketing		-	-	-
Interest Expense		-	-	-
Premium Tax Expense		10,212,387	20,611,271	39,863,338
Occupancy, Depreciation, and Amortization		-	-	-
Other Administration - Write-Ins		15,610,652	38,272,794	53,723,415
Fines and Penalties - Other Write-Ins		35,595	65,495	116,500
<b>Total Administration Expenses</b>		<b>25,858,634</b>	<b>58,949,560</b>	<b>93,703,253</b>
<b>Total Expenses</b>		<b>165,346,349</b>	<b>355,216,294</b>	<b>707,950,954</b>
Extraordinary Item		-	-	-
Provision for Income Tax		9,608,708	12,089,365	9,308,409
<b>Net Income (Loss)</b>		<b>17,844,743</b>	<b>38,988,730</b>	<b>17,287,045</b>
<b>Write-Ins for Other Revenues:</b>				
Total Other Revenues		-	-	-
<b>Write-Ins for Other Medical and Hospital:</b>				
Other Miscellaneous		1,016,007	(2,465,461)	2,240,125
Other Capitated Services		520,438	1,171,921	4,667,577
Total Other Medical and Hospital		1,536,445	(1,293,540)	6,907,702
<b>Detail of Other MH and SAS:</b>				
Total Other MH and SAS		-	-	-
<b>Write-Ins for Other Administration:</b>				
Administrative Services Fee		12,536,205	24,864,207	43,637,439
Behaviorial Healthcare Services		937,308	1,875,409	3,644,952
Spectera Administration Fees		-	-	-
Other Miscellaneous		2,172,734	11,598,674	6,557,524
Total Other Administration		15,646,247	38,338,289	53,839,915

1. The statutory quarterly filing Statement of Revenue and Expenses and the 2A includes TennCare incentives which are presented as Other Revenue per the direction of the TDCL. As these incentives are not considered written premiums or earned premiums per the NAIC guidelines these amounts have been excluded from the statutory quarterly filing Exhibit of Premiums, Enrollment, and Utilization.

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STATEMENT AS OF June 30, 2014 OF UNITEDHEALTHCARE PLAN OF THE RIVER VALLEY, INC.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

Tennessee	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Medicare	9 Medicaid	10 Other
		2 Individual	3 Group							
<b>Total Members at end of:</b>										
1. Prior Year	646,679		3,621				XXX	75,824	567,234	-
2. First Quarter	671,290		2,196				XXX	72,834	596,260	-
3. Second Quarter	692,125		1,862				XXX	74,095	616,168	-
4. Third Quarter	-						XXX			-
5. Current Year	-						XXX			-
6. Current Year Member Months	3,991,507		12,903				XXX	438,181	3,540,423	-
<b>Total Member Ambulatory Encounters for Year:</b>										
7. Physician	3,618,789		7,823				XXX	636,419	2,974,548	-
8. Non-Physician	1,933,981		1,430				XXX	313,060	1,619,491	-
9. Total	5,552,771		9,253				XXX	949,479	4,594,039	-
10. Hospital Patient Days Incurred	2,395,371		499				XXX	119,261	2,275,611	-
11. Number of Inpatient Admissions	158,610		97				XXX	14,660	143,653	-
12. Health Premiums Written	1,788,768,032		5,499,612				XXX	444,687,968	1,338,580,452	
13. Life Premiums Direct	-						XXX			
14. Property/Casualty Premiums Written	-						XXX			
15. Health Premiums Earned	1,790,939,804		5,499,612				XXX	446,859,740	1,338,580,452	-
16. Property/Casualty Premiums Earned	-						XXX			
17. Amount Paid for Provision of Health Care Services	1,418,854,114		3,881,792				XXX	356,830,101	1,058,142,221	
18. Amount Incurred for Provision of Health Care Services	1,396,722,812		2,315,905				XXX	351,131,955	1,043,274,952	

STATEMENT AS OF JUNE 30, 2014 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	\$ 2,652,753	\$ 319,292	\$ 36,882	\$ 463,474	\$ 491,025	\$ 2,981,376
Total group	\$ 2,652,753	\$ 319,292	\$ 36,882	\$ 463,474	\$ 491,025	\$ 2,981,376
Premiums due and unpaid from Medicare entities	\$ 62,693,556	\$ 12,622	\$ 5,861	\$ 323,296	\$ 559,044	\$ 62,476,291
Premiums due and unpaid from Medicaid entities	\$ 93,991,445	\$ -	\$ -	\$ -	\$ -	\$ 93,991,445
Accident and health premiums due and unpaid (Page 2, Line 15)	\$ 159,337,754	\$ 331,914	\$ 42,743	\$ 786,770	\$ 1,050,069	\$ 159,449,112

## STATEMENT AS OF JUNE 30, 2014 OF UNITEDHEALTHCARE PLAN OF THE RIVER VALLEY, INC.

**Exhibit 3 - Health Care Receivables**

	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
OptumRx, Inc.	25,316,856	621,801	316,053	1,721,226	1,932,006	26,043,930
0199998 Aggregate Pharmaceutical Rebate Receivables Not Individually Listed	0	0	0	0	0	0
0199999 Total Pharmaceutical Rebate Receivables	25,316,856	621,801	316,053	1,721,226	1,932,006	26,043,930
0299998 Aggregate Claim Overpayment Receivables Not Individually Listed	5,943,531	3,534,650	1,381,180	11,198,708	16,637,802	5,420,267
0299999 Total Claim Overpayment Receivables	5,943,531	3,534,650	1,381,180	11,198,708	16,637,802	5,420,267
0399998 Aggregate Loans and Advances to Providers Not Individually Listed	0	0	0	0	0	0
0399999 Total Loans and Advances to Providers	0	0	0	0	0	0
0499998 Aggregate Capitation Arrangement Receivables Not Individually Listed	0	0	0	0	0	0
0499999 Total Capitation Arrangement Receivables	0	0	0	0	0	0
0599998 Aggregate Risk Sharing Receivables Not Individually Listed	0	0	0	33,762	33,762	0
0599999 Total Risk Sharing Receivables	0	0	0	33,762	33,762	0
Members Share Cost of Receivables	0	0	0	80,067	80,067	0
Plan to Plan Receivables	0	172	0	9,252	9,424	0
0699998 Aggregate Other Receivables Not Individually Listed	0	0	0	0	0	0
0699999 Total Other Receivables	0	172	0	89,319	89,491	0
0799999 Gross Health Care Receivables	31,260,387	4,156,623	1,697,233	13,043,015	18,693,061	31,464,197

STATEMENT AS OF JUNE 30, 2014 FOR  
 UNITEDHEALTHCARE PLAN OF THE RIVER VALLEY, INC.

**Exhibit 5 - Amounts Due From Parent, Subsidiaries and Affiliates**

	1 Name of Affiliate	2 1 - 30 Days	3 31 -60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Current	8 Non-Current
0100001	United HealthCare Services, Inc.	729	-	-	-	-	729	-
0199999	Individually listed receivables	729	-	-	-	-	729	-
0299999	Receivables not individually listed							
0399999	Total gross amounts receivable	729	-	-	-	-	729	-

STATEMENT AS OF JUNE 30, 2014 FOR  
UNITEDHEALTHCARE PLAN OF THE RIVER VALLEY, INC.

**Exhibit 6 - Amounts Due To Parent, Subsidiaries and Affiliates**

	1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
	0100001 United HealthCare Services, Inc.	Intercompany Payables	97,989,998	97,989,998	-
	0199999 Individually listed payables		97,989,998	97,989,998	-
	0299999 Payables not individually listed		-	-	-
	0399999 Total gross payables		97,989,998	97,989,998	-

**UnitedHealthcare Community Plan - Tennessee  
Reconciliation Between 2A and MLR Report  
As of June 30, 2014**

<u>Capitation Revenue</u>	<u>Revenue</u>
Revenue reported per MLR report	1,298,926,598
STAT Adjustment/Other Revenue	22,295,463
	<b>1,321,222,060</b>
TennCare Capitation per 2A	<b>1,339,155,275</b>
Less: Restated revenue for prior months	<b>(17,933,215)</b>
	<b>1,321,222,060</b>
<b>Difference</b>	<b>0</b>
<u>Claims &amp; Reserve</u>	<u>Claims</u>
Total 2A Paid Claims and Change in Reserves	1,043,274,952
	<b>1,043,274,952</b>
Incurred Claims per the MLR for the reporting period	1,071,883,761
Restated prior year incurred claims	<b>(28,608,809)</b>
<b>Adjusted MLR</b>	<b>1,043,274,952</b>
<b>Difference (rounding)</b>	<b>0</b>

**UnitedHealthcare Community Plan - East Tennessee  
Reconciliation Between 2A and MLR Report  
As of June 30, 2014**

<u>Capitation Revenue</u>	<u>Revenue</u>
Revenue reported per MLR report	451,073,563
STAT Adjustment/Other Revenue	7,759,577
	<b>458,833,140</b>
TennCare Capitation per 2A	<b>465,271,560</b>
Less: Restated revenue for prior months	<b>(6,438,420)</b>
	<b>458,833,140</b>
<b>Difference</b>	<b>0</b>
<u>Claims &amp; Reserve</u>	<u>Claims</u>
<b>Total 2A Paid Claims and Change in Reserves</b>	<b>361,714,391</b>
Incurred Claims per the MLR for the reporting period	371,258,292
Restated prior year incurred claims	<b>(9,543,900)</b>
<b>Adjusted MLR</b>	<b>361,714,391</b>
<b>Difference (rounding)</b>	<b>0</b>

**UnitedHealthcare Community Plan - Middle Tennessee**  
**Reconciliation Between 2A and MLR Report**  
**As of June 30, 2014**

<u>Capitation Revenue</u>	<u>Revenue</u>
Revenue reported per MLR report	478,279,021
STAT Adjustment/Other Revenue	7,798,534
	<b>486,077,554</b>
TennCare Capitation per 2A	<b>491,768,055</b>
Less: Restated revenue for prior months	<b>(5,690,501)</b>
	<b>486,077,554</b>
<b>Difference</b>	<b>0</b>
<b><u>Claims &amp; Reserve</u></b>	
	<b><u>Claims</u></b>
Total 2A Paid Claims and Change in Reserves	385,293,826
	<b>385,293,826</b>
Incurred Claims per the MLR for the reporting period	399,848,192
Restated prior year incurred claims	<b>(14,554,366)</b>
<b>Adjusted MLR</b>	<b>385,293,826</b>
<b>Difference (rounding)</b>	<b>0</b>



**UnitedHealthcare Community Plan - West Tennessee  
Reconciliation Between 2A and MLR Report  
As of June 30, 2014**

<u>Capitation Revenue</u>	<u>Revenue</u>
Revenue reported per MLR report	369,574,014
STAT Adjustment/Other Revenue	6,737,352
	<b>376,311,366</b>
TennCare Capitation per 2A	<b>382,115,660</b>
Less: Restated revenue for prior months	<b>(5,804,294)</b>
	<b>376,311,366</b>
<b>Difference</b>	<b>0</b>
<u>Claims &amp; Reserve</u>	<u>Claims</u>
<b>Total 2A Paid Claims and Change in Reserves</b>	<b>296,266,735</b>
Incurred Claims per the MLR for the reporting period	300,777,277
Restated prior year incurred claims	<b>(4,510,543)</b>
<b>Adjusted MLR</b>	<b>296,266,735</b>
<b>Difference (rounding)</b>	<b>0</b>