

QUARTERLY STATEMENT

OF THE

UnitedHealthcare Plan of the River Valley, Inc.

TO THE

Insurance Department

OF THE

STATE OF

Tennessee

FOR THE QUARTER ENDED
SEPTEMBER 30, 2014

HEALTH

2014



HEALTH QUARTERLY STATEMENT
 AS OF SEPTEMBER 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 Minnetonka, 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 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 Oberender

OTHER OFFICERS

Nyle Brent Cottingham Assistant Treasurer Michelle Marie Huntley Assistant Secretary Tracey Irene McLoone, M.D. Chief Medical Director
Steven Craig Walli President, Commercial Rita Faye Johnson-Mills # President, Medicaid Division

DIRECTORS

William Kenneth Appelgate Ph.D. James Edward Hecker Rita Faye Johnson-Mills #
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 Davidson

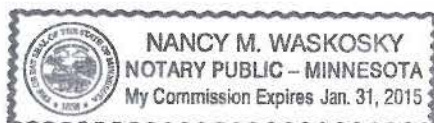
The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any 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 22 day of October, 2014 21st day of October 2014 23rd day of October 2014
Cynthia Dalpiaz Nancy M. Waskosky Dawn W. Hinton



CYNTHIA L. DALPIAZ
 My Commission Expires
 May 12, 2015
 St. Louis County
 Commission #11389126



- 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	779,839,258	0	779,839,258	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 (\$26,244,436), cash equivalents (\$0) and short-term investments (\$48,979,258)	75,223,694	0	75,223,694	233,779,310
6. Contract loans (including \$0 premium notes)	0	0	0	0
7. Derivatives	0	0	0	0
8. Other invested assets	20,294,487	0	20,294,487	21,263,841
9. Receivables for securities	7,237	0	7,237	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)	875,364,676	0	875,364,676	931,580,093
13. Title plants less \$0 charged off (for Title insurers only)	0	0	0	0
14. Investment income due and accrued	5,832,692	0	5,832,692	6,846,790
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	94,961,955	649,313	94,312,642	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	0	0	0	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	51,681,489	111,386	51,570,103	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	37,418,941	13,962,819	23,456,122	21,770,452
19. Guaranty funds receivable or on deposit	1,278,860	0	1,278,860	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 (\$34,072,794) and other amounts receivable	56,335,558	22,262,764	34,072,794	29,152,424
25. Aggregate write-ins for other than invested assets	254,397	180,277	74,120	2,323,239
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	1,123,128,568	37,166,559	1,085,962,009	1,093,654,951
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28. Total (Lines 26 and 27)	1,123,128,568	37,166,559	1,085,962,009	1,093,654,951
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. Service Fee Receivable	180,277	180,277	0	0
2502. FEHBP Receivable	44,927	0	44,927	2,302,370
2503. Section 1343 ACA Risk Adjustment Receivable	29,193	0	29,193	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)	254,397	180,277	74,120	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)	375,520,647	0	375,520,647	398,807,155
2. Accrued medical incentive pool and bonus amounts	6,583,694	0	6,583,694	2,673,487
3. Unpaid claims adjustment expenses	7,181,741	0	7,181,741	7,501,050
4. Aggregate health policy reserves, including the liability of \$7,789 for medical loss ratio rebate per the Public Health Service Act	23,128,071	0	23,128,071	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	195,988	0	195,988	198,785
8. Premiums received in advance	25,859,051	0	25,859,051	37,211,802
9. General expenses due or accrued	53,414,026	0	53,414,026	48,398,096
10.1 Current federal and foreign income tax payable and interest thereon (including \$0 on realized gains (losses))	2,080,203	0	2,080,203	4,007,884
10.2 Net deferred tax liability	0	0	0	0
11. Ceded reinsurance premiums payable	364,690	0	364,690	353,384
12. Amounts withheld or retained for the account of others	42,332	0	42,332	117,081
13. Remittances and items not allocated	14,013	0	14,013	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	50,311,344	0	50,311,344	48,767,697
16. Derivatives	0	0	0	0
17. Payable for securities	3,924,616	0	3,924,616	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	16,167,452	0	16,167,452	13,083,005
23. Aggregate write-ins for other liabilities (including \$212,354 current)	212,354	0	212,354	172
24. Total liabilities (Lines 1 to 23)	565,000,222	0	565,000,222	580,253,821
25. Aggregate write-ins for special surplus funds	XXX	XXX	50,100,796	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	423,773,854	466,313,993
32. Less treasury stock, at cost:				
32.10 shares common (value included in Line 26 \$0)	XXX	XXX	0	0
32.20 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	520,961,787	513,401,130
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	1,085,962,009	1,093,654,951
DETAILS OF WRITE-INS				
2301. Section 1343 ACA Risk Adjustment Payable	212,354	0	212,354	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)	212,354	0	212,354	172
2501. Section 9010 ACA Subsequent Fee Year Assessment	XXX	XXX	50,100,796	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	50,100,796	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	6,935,785	6,901,023	9,187,464
2. Net premium income (including \$ 0 non-health premium income)	XXX	3,146,695,653	3,044,884,554	4,067,708,191
3. Change in unearned premium reserves and reserve for rate credits	XXX	(14,597,243)	186,894	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	922,823	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	3,133,021,233	3,045,839,010	4,071,610,367
Hospital and Medical:				
9. Hospital/medical benefits	0	2,332,948,377	2,425,873,352	3,233,185,430
10. Other professional services	0	12,749,160	15,528,189	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	82,642,340	90,314,425	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	7,769,774	2,987,793	3,887,298
16. Subtotal (Lines 9 to 15)	0	2,436,109,651	2,534,703,759	3,366,886,458
Less:				
17. Net reinsurance recoveries	0	0	104,034	104,034
18. Total hospital and medical (Lines 16 minus 17)	0	2,436,109,651	2,534,599,725	3,366,782,424
19. Non-health claims (net)	0	0	0	0
20. Claims adjustment expenses, including \$ 79,610,863 cost containment expenses	0	132,681,735	95,663,619	168,220,056
21. General administrative expenses	0	315,934,416	276,973,190	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	2,884,725,802	2,907,236,534	3,869,126,831
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	248,295,431	138,602,476	202,483,536
25. Net investment income earned	0	10,356,048	11,087,770	14,741,899
26. Net realized capital gains (losses) less capital gains tax of \$ 1,207,850	0	2,176,561	2,880,115	4,229,347
27. Net investment gains (losses) (Lines 25 plus 26)	0	12,532,609	13,967,885	18,971,246
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ 3,737) (amount charged off \$ (403,591))]	0	(399,854)	(196,767)	(430,496)
29. Aggregate write-ins for other income or expenses	0	(564,458)	(337,042)	(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	259,863,728	152,036,552	220,567,453
31. Federal and foreign income taxes incurred	XXX	100,317,350	47,272,875	68,518,617
32. Net income (loss) (Lines 30 minus 31)	XXX	159,546,378	104,763,677	152,048,836
DETAILS OF WRITE-INS				
0601. TennCare Incentives	XXX	922,823	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	922,823	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	(564,483)	(337,070)	(456,861)
2902. Investment Settlement Proceeds	0	25	28	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	(564,458)	(337,042)	(456,833)

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	513,401,130	441,221,776	441,221,776
34. Net income or (loss) from Line 32	159,546,378	104,763,677	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	(1,406,519)	(3,459,589)	(4,829,554)
39. Change in nonadmitted assets	(3,579,202)	5,130,599	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	(147,000,000)	(80,000,000)	(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)	7,560,657	26,434,687	72,179,354
49. Capital and surplus end of reporting period (Line 33 plus 48)	520,961,787	467,656,463	513,401,130
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	3,107,352,616	3,052,026,934	4,051,210,283
2. Net investment income	19,878,268	19,746,172	25,517,019
3. Miscellaneous income	922,823	767,562	1,435,819
4. Total (Lines 1 to 3)	3,128,153,707	3,072,540,668	4,078,163,121
5. Benefit and loss related payments	2,467,119,844	2,491,543,904	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	459,265,828	378,535,602	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)	103,452,881	54,518,735	67,570,735
10. Total (Lines 5 through 9)	3,029,838,553	2,924,598,241	3,940,767,083
11. Net cash from operations (Line 4 minus Line 10)	98,315,154	147,942,427	137,396,038
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	209,678,849	247,800,467	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	6,541,143	3,172,813
12.8 Total investment proceeds (Lines 12.1 to 12.7)	209,678,849	254,341,610	425,034,985
13. Cost of investments acquired (long-term only):			
13.1 Bonds	317,135,429	275,808,880	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	12,791,583	12,791,583
13.6 Miscellaneous applications	5,982,588	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	323,118,017	288,600,463	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)	(113,439,168)	(34,258,853)	749,411
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	147,000,000	80,000,000	80,000,000
16.6 Other cash provided (applied)	3,568,399	3,951,561	(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)	(143,431,601)	(76,048,439)	(97,713,760)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(158,555,616)	37,635,135	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)	75,223,694	230,982,756	233,779,310

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	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	794,508	8,395	44,828	0	0	0	3,491	112,868	624,926	0
5. Current Year	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months	6,935,785	84,682	440,262	0	0	0	31,578	1,003,057	5,376,206	0
Total Member Ambulatory Encounters for Period:										
7. Physician	6,516,971	34,147	213,291	0	0	0	19,352	1,843,038	4,407,143	0
8. Non-Physician	3,535,282	7,752	56,896	0	0	0	3,700	836,548	2,630,386	0
9. Total	10,052,253	41,899	270,187	0	0	0	23,052	2,679,586	7,037,529	0
10. Hospital Patient Days Incurred	3,655,061	586	10,496	0	0	0	1,206	234,733	3,408,040	0
11. Number of Inpatient Admissions	257,271	123	2,442	0	0	0	213	34,518	219,975	0
12. Health Premiums Written (a)	3,149,833,524	16,194,145	157,608,216	0	0	0	15,549,031	941,115,001	2,019,367,131	0
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned	3,135,236,280	16,194,145	157,654,226	0	0	0	14,870,729	940,047,433	2,006,469,747	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.....	2,467,119,843	10,858,701	124,554,266	0	0	0	14,955,722	732,616,478	1,584,134,676	0
18. Amount Incurred for Provision of Health Care Services	2,436,109,651	10,947,343	117,605,842	0	0	0	13,627,296	727,261,472	1,566,667,698	0

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$941,115,001

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
0299999 Aggregate accounts not individually listed-uncovered	0	0	0	0	0	0
0399999 Aggregate accounts not individually listed-covered	76,335,021	2,797,364	313,440	127,832	381,405	79,955,062
0499999 Subtotals	76,335,021	2,797,364	313,440	127,832	381,405	79,955,062
0599999 Unreported claims and other claim reserves						295,435,807
0699999 Total amounts withheld						129,778
0799999 Total claims unpaid						375,520,647
0899999 Accrued medical incentive pool and bonus amounts						6,583,694

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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)	17,242,140	117,853,113	546,433	16,242,694	17,788,573	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	3,253,800	11,681,634	576,571	1,846,069	3,830,371	3,741,762
6. Title XVIII - Medicare	74,194,311	657,093,235	3,826,096	113,012,897	78,020,407	120,346,533
7. Title XIX - Medicaid	191,423,560	1,390,518,486	12,653,159	227,012,716	204,076,719	250,988,881
8. Other health	0	0	0	0	0	0
9. Health subtotal (Lines 1 to 8)	286,113,811	2,177,146,468	17,602,259	358,114,376	303,716,070	399,005,940
10. Healthcare receivables (a)	7,808,931	44,631,161	0	3,895,465	7,808,931	44,704,462
11. Other non-health	0	0	0	0	0	0
12. Medical incentive pools and bonus amounts	1,289,261	2,570,304	2,841,031	3,742,664	4,130,292	2,673,487
13. Totals (Lines 9-10+11+12)	279,594,141	2,135,085,611	20,443,290	357,961,575	300,037,431	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	September 30, 2014	December 31, 2013
Net Income			
(1) Company state basis	Illinois	\$ 159,546	\$ 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	\$ 159,546	\$ 152,049
Surplus			
(5) Company state basis	Illinois	\$ 520,962	\$ 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	\$ 520,962	\$ 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 loan-backed securities, which are valued using the retrospective adjustment methodology. Prepayment assumptions for the determination of the amortized cost of loan-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 loan-backed securities as of September 30, 2014.

(3) As of September 30, 2014, the Company did not have loan-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 loan-backed securities have been in a continuous unrealized loss position at September 30, 2014 and December 31, 2013:

	September 30, 2014
The aggregate amount of unrealized losses:	
1. Less than 12 months	\$ (232)
2. 12 Months or longer	(778)
The aggregate related fair value of securities with unrealized losses:	
1. Less than 12 months	56,592
2. 12 Months or longer	23,946
	December 31, 2013
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 September 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

A–G. 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's health insurer fee impact is \$49,836 in 2014, which was paid in September 2014.

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, June 23, and September 17, 2014 the Company paid ordinary cash dividends of \$35,000, \$60,000, and \$52,000 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 September 30, 2014 or December 31, 2013.
- B. The Company did not have any transfer and servicing of financial assets as of September 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 September 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 \$36,401 and \$21,752 as of September 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 \$2,663 and \$2,296 and a payable of \$9,078 and \$8,161 as of September 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 \$5,424 and \$5,424 and \$5,003 and \$5,003 as of September 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 \$7,082 and \$7,082 and \$4,921 and \$4,921 as of September 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 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 September 30, 2014 and December 31, 2013.
- (2) Fair value measurements included in Level 3 of the fair value hierarchy table at September 30, 2014 and December 31, 2013, are presented in the table below:

Description	September 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 9/30/2014
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	-	-	-	-	-	-	\$ (970)	\$ 20,294
Total assets	\$ 21,264	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (970)	\$ 20,294
b. Liabilities									
None	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total liabilities	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

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

Description	December 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	Ending Balance at 12/31/2013
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
Total assets	\$ 8,949	\$ -	\$ -	\$ -	\$ 12,792	\$ -	\$ -	\$ (477)	\$ 21,264
b. Liabilities									
None	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total liabilities	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

(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 nine months ended September 30, 2014 and the year ended December 31, 2013.

(4) **Investments** — Fair values of debt 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 Tax Credit Housing Investments— The fair values of Level 3 investments in low income tax credit 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 September 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 September 30, 2014 and December 31, 2013, is presented in the table below:

Types of Financial Investment	September 30, 2014					Not Practical Carrying Value
	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	
U.S. government and agency securities	\$ 179,388	\$ 179,988	\$ 95,521	\$ 83,867	\$ -	\$ -
State and agency municipalities	154,756	151,604	-	154,756	-	-
City and county municipalities	158,923	153,728	-	158,923	-	-
Corporate debt securities (includes commercial paper)	310,109	307,712	-	310,109	-	-
Money-market funds	35,786	35,786	35,786	-	-	-
Other invested assets	<u>20,294</u>	<u>20,295</u>	<u>-</u>	<u>-</u>	<u>20,294</u>	<u>-</u>
Total bonds, short-term investments, and other invested assets	<u>859,256</u>	<u>849,113</u>	<u>131,307</u>	<u>707,655</u>	<u>20,294</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	<u>21,326</u>	<u>21,264</u>	<u>-</u>	<u>-</u>	<u>21,326</u>	<u>-</u>
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 table above reflect short-term and long-term investment holdings. Included as Level 1 in U.S. government and agency securities in the fair value hierarchy table above are U.S. Treasury securities of \$95,521 and \$86,776 as of September 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 September 30, 2014 and December 31, 2013, respectively. The commercial paper investments reflected in the table above are included 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 September 30, 2014, the Company has collected \$37,976 and \$2,410 related to retroactive policies and estimated withholds related to these prior year balances for Medicaid and CHOICES, respectively. Currently, there is \$1,304 and \$26 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 \$12,793 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.

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

a. Permanent ACA Risk Adjustment Program	September 30, 2014
<u>Assets</u>	
1. Premium adjustments receivable due to ACA Risk Adjustment	\$ 29
<u>Liabilities</u>	
2. Risk adjustment user fees payable for ACA Risk Adjustment	\$ 2
3. Premium adjustments payable due to ACA Risk Adjustment	\$ 212
<u>Operations (Revenue & Expense)</u>	
4. Reported as revenue in premium for accident and health contracts (written/collected) due to ACA Risk Adjustment	\$ 183
5. Reported in expenses as ACA risk adjustment user fees (incurred/paid)	\$ 2
b. Transitional ACA Reinsurance Program	
<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	\$ 2,492
6. Ceded reinsurance premiums payable due to ACA Reinsurance	\$ -
7. Liability for amounts held under uninsured plans contributions for ACA Reinsurance	\$ -
<u>Operations (Revenue & 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	\$ 2,492
c. Temporary ACA Risk Corridors Program	
<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 & 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. 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 \$71,329 and \$99,805 representing 2.3% and 2.5% of total direct premiums written as of September 30, 2014 and December 31, 2013, respectively.

Pursuant to the Health Reform Legislation, effective for calendar years 2013 and 2014, the state of Tennessee 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 \$2,019,367 and \$2,567,779 representing 64% and 63% of total direct premiums written as of September 30, 2014 and December 31, 2013, respectively. As of September 30, 2014, the Company has accrued estimated accrued retrospective premiums of \$12,897 related to this legislation, which is included in aggregate health policy reserves in the statutory basis statements of admitted assets, liabilities, and capital and surplus.

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 nine months ended September 30, 2014 and the year ended December 31, 2013:

	1	2	3	4	5
	Individual	Small Group Employer	Large Group Employer	Other Categories with Rebates	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)	\$ 8	\$ -	\$ (652)
(8) Medical loss ratio rebates paid	-	-	-	-	-
(9) Medical loss rebates unpaid	-	-	8	-	8
(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	8

The Company recorded \$8 and \$660 of estimated rebates as of September 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 September 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 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 September 30, 2014 and December 31, 2013:

	September 30, 2014		
	Current Year Incurred Claims	Prior Years Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ (401,679)	\$ (401,679)
Paid claims, net of health care receivable	2,179,717	287,403	2,467,120
End of year claim reserve	<u>361,857</u>	<u>20,443</u>	<u>382,300</u>
Incurred claims excluding the change in health care receivable	2,541,574	(93,833)	2,447,741
Beginning of year health care receivable	-	44,704	44,704
End of year health care receivable	<u>(48,527)</u>	<u>(7,808)</u>	<u>(56,335)</u>
Total incurred claims	<u>\$ 2,493,047</u>	<u>\$ (56,937)</u>	<u>\$ 2,436,110</u>

	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	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 September 30, 2014, \$287,403 has been paid for incurred claims attributable to insured events of prior years. Reserves remaining for prior years, net of healthcare receivable are \$12,635 as a result of re-estimation of unpaid claims. Therefore, there has been \$56,937 favorable prior year development since December 31, 2013 to September 30, 2014. The primary drivers consist of favorable development as a result of a change in the provision for adverse deviations in experience of \$19,618 and favorable development of \$40,431 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 \$132,682 and \$168,220 for the nine months ended September 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 nine months ended September 30, 2014 and the year ended December 31, 2013:

	September 30, 2014	December 31, 2013
Total claims adjustment expenses incurred	\$ 132,682	\$ 168,220
Less current year unpaid claims adjustment expenses	(7,182)	(7,501)
Add prior year unpaid claims adjustment expenses	<u>7,501</u>	<u>9,344</u>
Total claims adjustment expenses paid	<u>\$ 133,001</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. Pharmaceutical rebates receivable are recorded when reasonably estimated or billed by the affiliated pharmaceutical benefit manager in accordance with pharmaceutical rebate contract provisions. Information used to support rebates billed to the manufacturer is based on utilization information gathered by the pharmaceutical benefit manager and adjusted for significant changes in pharmaceutical contract provisions.

The Company evaluates admissibility of all pharmacy rebates receivable based on the administration of each underlying pharmaceutical benefit management agreement. The Company has non-admitted all pharmacy rebate receivables that do not meet the admissibility criteria from the statutory basis statements of admitted assets, liabilities, and capital and surplus.

For each pharmaceutical management agreement for which a portion of the total pharmacy rebates receivable can be admitted based on the admissibility criteria, the transaction history is summarized as follows:

Quarter	Estimated Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Billed or Otherwise Confirmed	Actual Rebates Received within 90 Days of Billing	Actual Rebates Received within 91 to 180 Days of Billing	Actual Rebates Received More than 180 Days After Billing
9/30/2014	\$ 21,553	\$ -	\$ -	\$ -	\$ -
6/30/2014	19,503	19,546	11,512	-	-
3/31/2014	17,808	18,231	13,664	3,379	-
12/31/2013	19,062	18,725	15,681	2,073	682
9/30/2013	17,016	16,983	13,535	2,406	892
6/30/2013	14,665	14,684	12,012	2,053	548
3/31/2013	13,175	13,146	10,153	2,243	692
12/31/2012	13,831	14,343	11,719	1,801	794
9/30/2012	12,737	13,194	11,003	1,744	449
6/30/2012	11,758	12,138	10,158	1,658	312
3/31/2012	11,095	11,448	9,704	1,286	456
12/31/2011	10,746	11,583	9,514	1,822	306

Of the amount reported as health care receivables, \$28,919 and \$24,859 relates to pharmaceutical rebate receivables as of September 30, 2014 and December 31, 2013, respectively. This increase is primarily due to the increased membership along with the change in generic/name brand mix. Claim overpayments of \$5,154 and \$4,293 were determined to be admissible at September 30, 2014 and December 31, 2014.

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 September 30, 2014 and December 31, 2013:

	September 30, 2014
1. Liability carried for premium deficiency reserves	\$ <u> -</u>
2. Date of the most recent evaluation of this liability	<u> 9/30/2014</u>
3. Was anticipated investment income utilized in this calculation?	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
	December 31, 2013
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.
July 1, 2014 A-Life Medical, LLC merged with and into Optum360, LLC.

July 1, 2014 Information Network Corporation merged with and into AmeriChoice Health Services, Inc.

July 2, 2014 UnitedHealthcare Consulting & Assistance Service (Beijing) Co., Ltd. was incorporated as a wholly owned subsidiary of UnitedHealthcare International I B.V.

July 9, 2014 Optum Global Solutions International B.V. was incorporated as a wholly owned subsidiary of Optum Global Solutions, Inc.

July 10, 2014 ScriptSwitch Limited acquired 100% equity interest in Optum Health & Technology Limited from Optum UK Solutions Group Limited.

July 10, 2014 Collaborative Care Holdings, LLC acquired an 80% ownership interest in ProHealth Medical Management, LLC and a 100% ownership interest in Collaborative Realty, LLC.

August 29, 2014 OptumInsight, Inc., a Delaware corporation, sold its 100% ownership interest in Aperture Credentialing, Inc. to Aperture Holdco, LLC, an unaffiliated third party.

September 2, 2014 Evercare of Arizona, Inc. changed its name to UnitedHealthcare Integrated Services, Inc.

September 11, 2014 UnitedHealthcare Europe S.á.r.l. was formed as a wholly owned subsidiary of UnitedHealthcare International IV S.á.r.l.

September 22, 2014 Mustang Razorback Holdings, Inc. was formed as a wholly owned subsidiary of OptumInsight, Inc.

September 30, 2014 Caretracker, Inc. was formed as a wholly owned subsidiary of OptumInsight, Inc.

September 30, 2014 Optum Late Phase Services, Inc. was formed as a wholly owned subsidiary of OptumInsight Life Sciences, Inc.

September 30, 2014 Perdicaris Participações Ltda and ISO Hospital Dia S.A. merged with and into Esho - Empresa de Serviços Hospitalares S.A., a Brazil company.

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

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

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

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

- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2011

- 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.

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

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
Prior Year-End
Book/Adjusted
Carrying Value | 2
Current Quarter
Book/Adjusted
Carrying Value |
|---|--|---|
| 14.21 Bonds | \$0 | \$0 |
| 14.22 Preferred Stock | \$0 | \$0 |
| 14.23 Common Stock | \$0 | \$0 |
| 14.24 Short-Term Investments | \$0 | \$0 |
| 14.25 Mortgage Loans on Real Estate | \$0 | \$0 |
| 14.26 All Other | \$0 | \$0 |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) | \$0 | \$0 |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above | \$0 | \$0 |
- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No []
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No []
- If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. 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. LaSalle, 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 percent80.3 %
1.2 A&H cost containment percent2.5 %
1.3 A&H expense percent excluding cost containment expenses11.8 %

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

2.2 If yes, please provide the amount of custodial funds held as of the reporting date\$.....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
NONE								

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

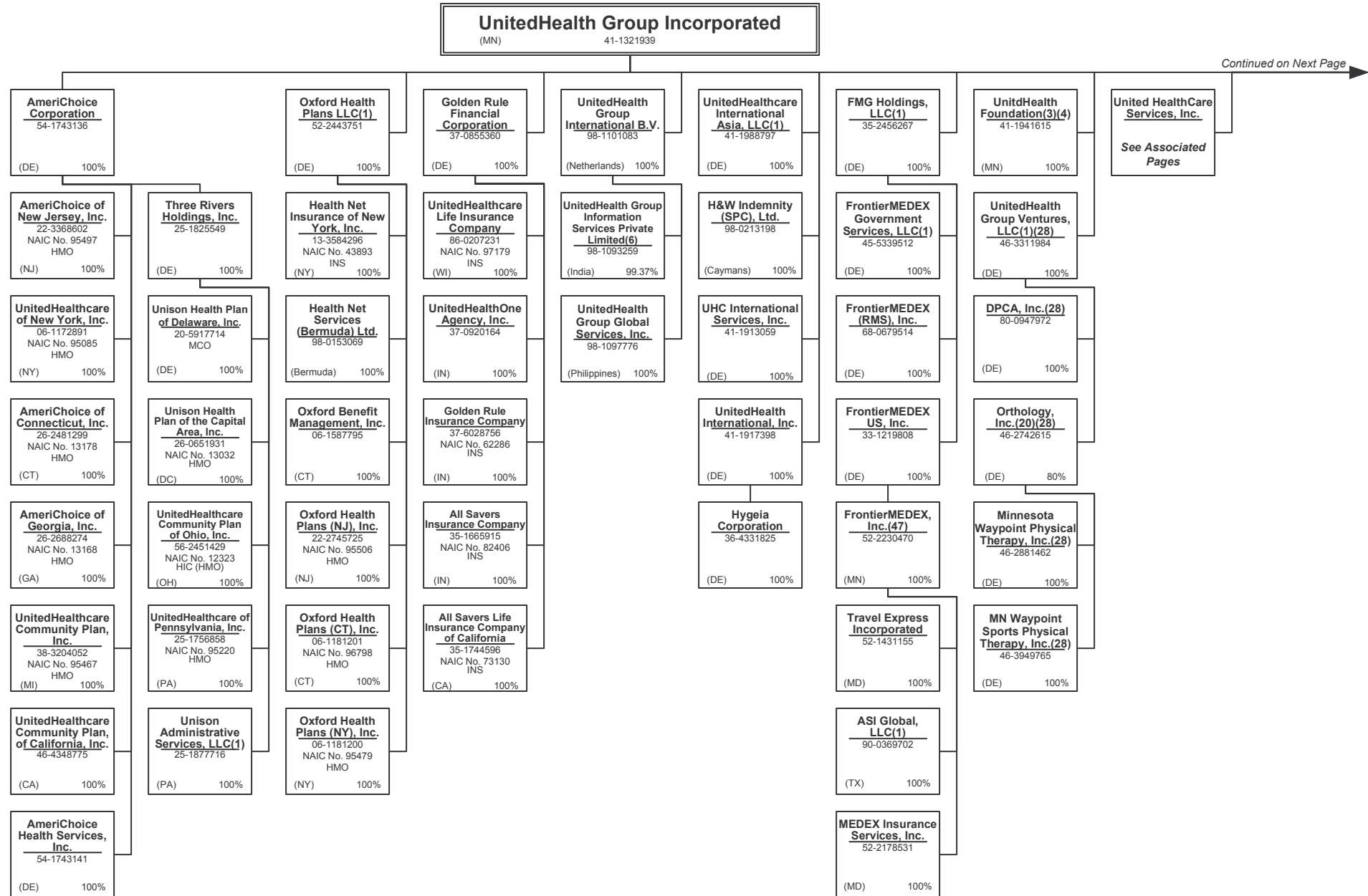
States, etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama	AL	N	0	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	6,495,162	67,993,619	0	0	0	0	74,488,781	0
15. Indiana	IN	N	0	0	0	0	0	0	0	0
16. Iowa	IA	L	143,131,176	127,792,084	0	15,549,031	0	0	286,472,291	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	7,375,240	668,280,808	2,019,367,131	0	0	0	2,695,023,179	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	16,800,783	77,048,490	0	0	0	0	93,849,273	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		173,802,361	941,115,001	2,019,367,131	15,549,031	0	0	3,149,833,524	0
60. Reporting Entity Contributions for Employee Benefit Plans	XXX		0	0	0	0	0	0	0	0
61. Totals (Direct Business)	(a) 4		173,802,361	941,115,001	2,019,367,131	15,549,031	0	0	3,149,833,524	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.

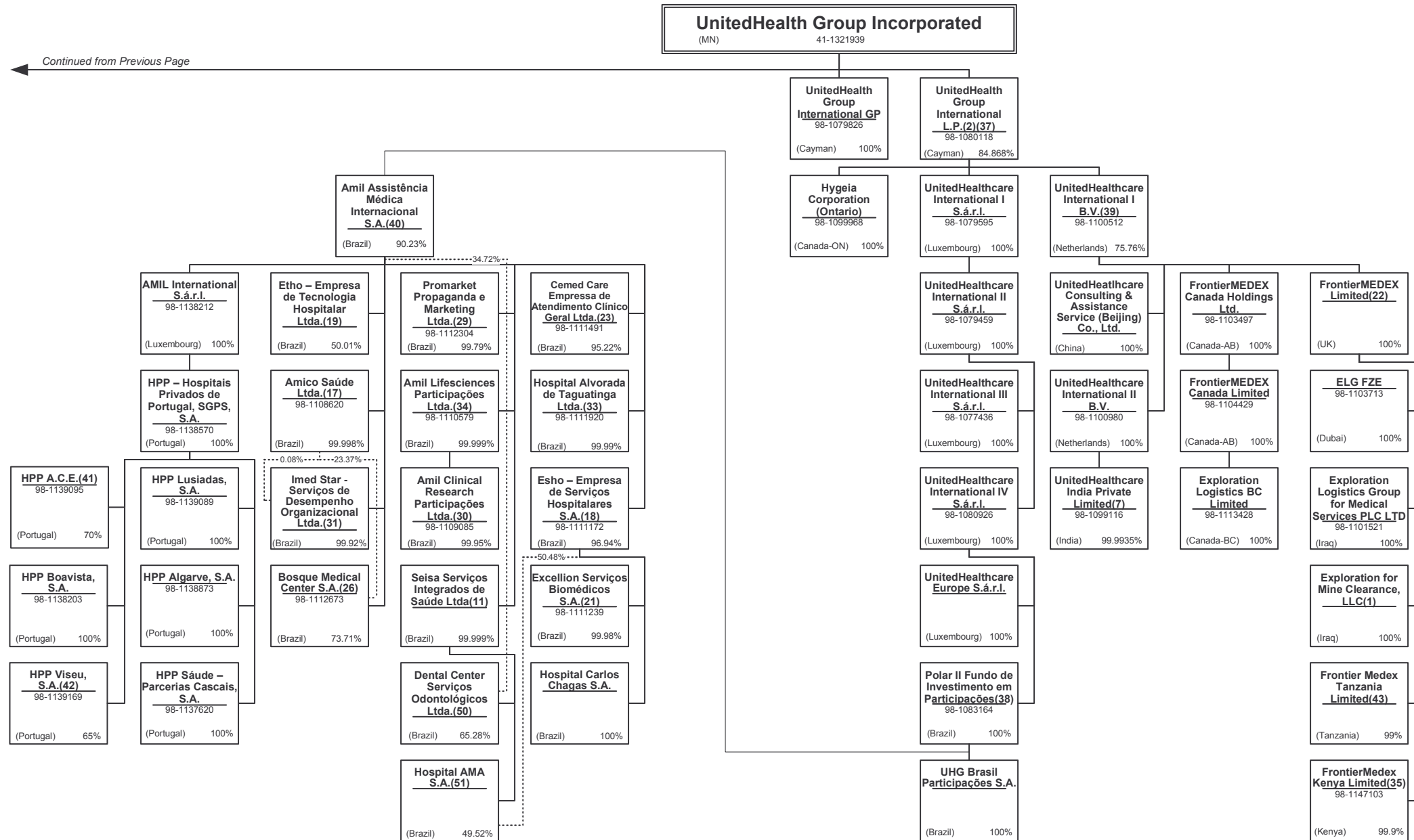
Premiums are allocated based upon geographic market.

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



Continued on Next Page →

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

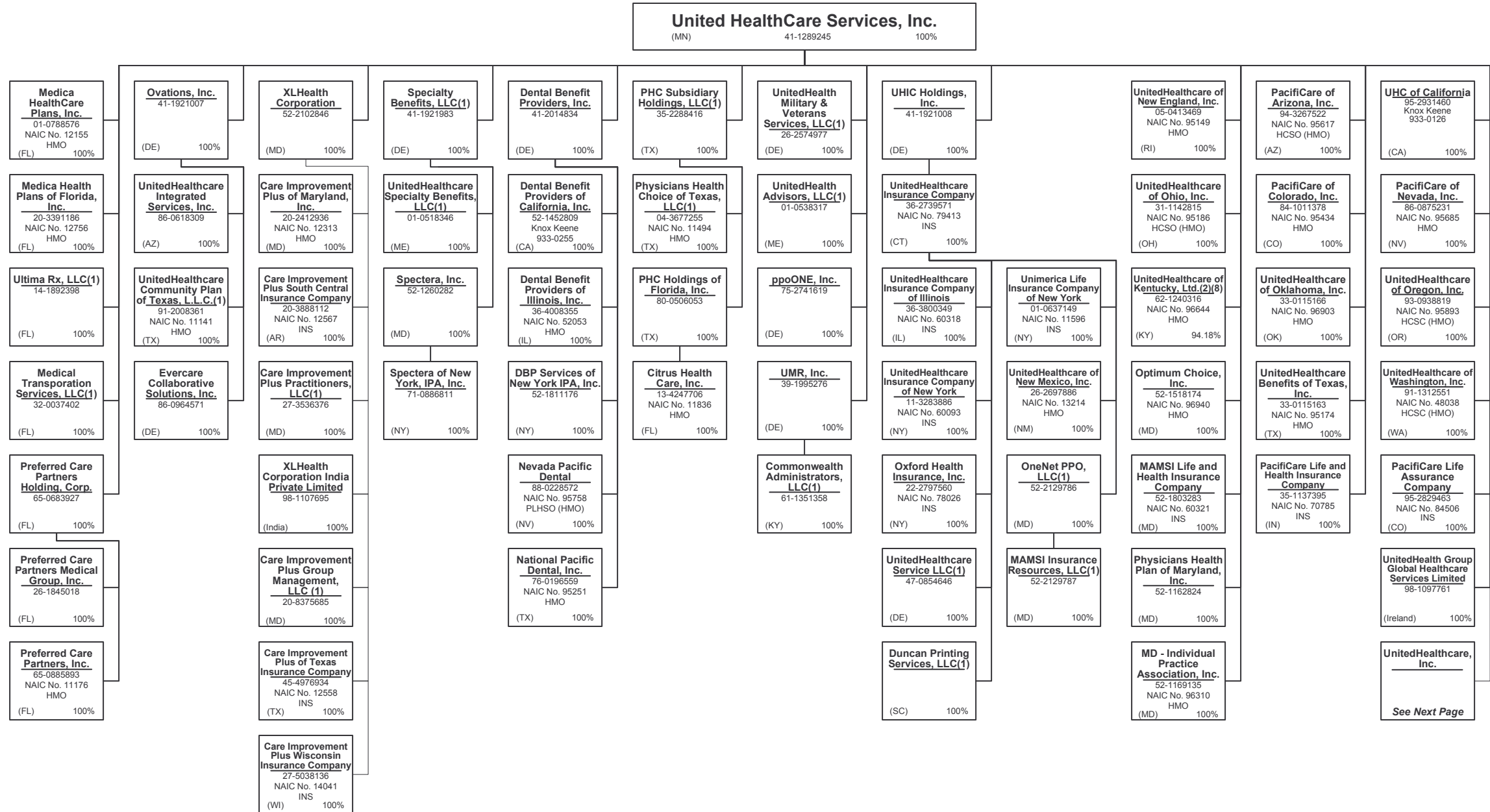


Continued from Previous Page

15.1

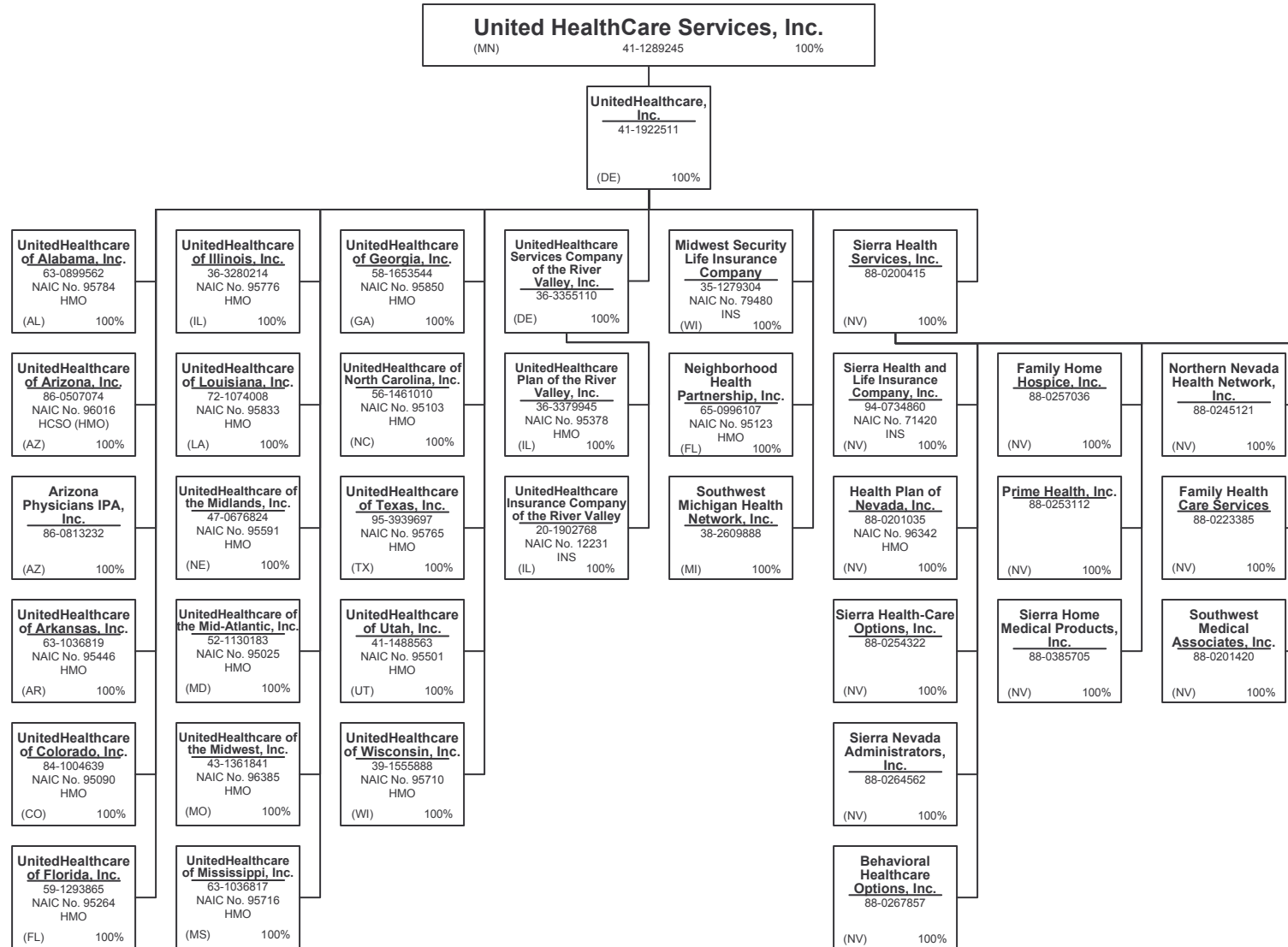
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



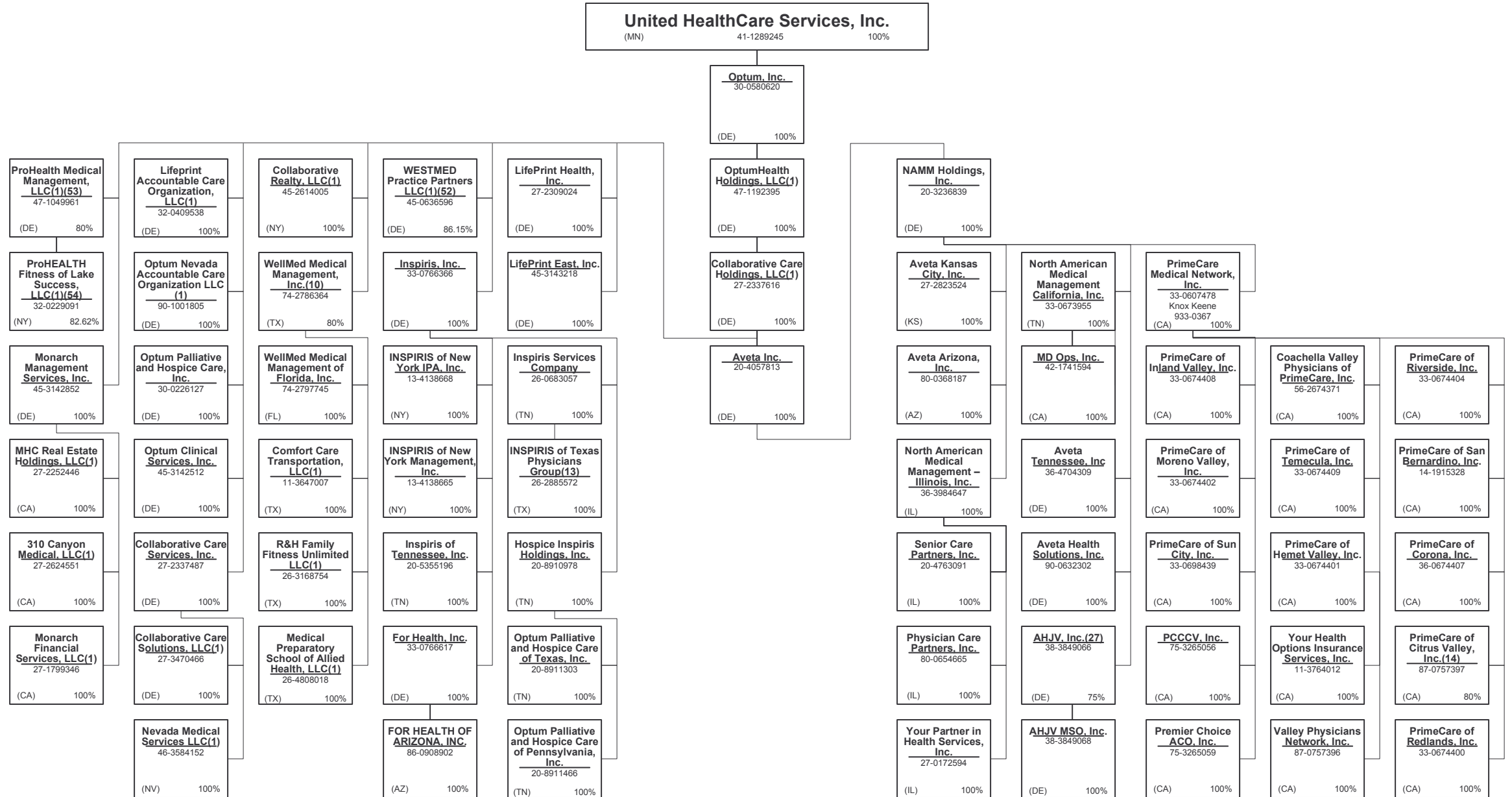
15.2

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



15.3

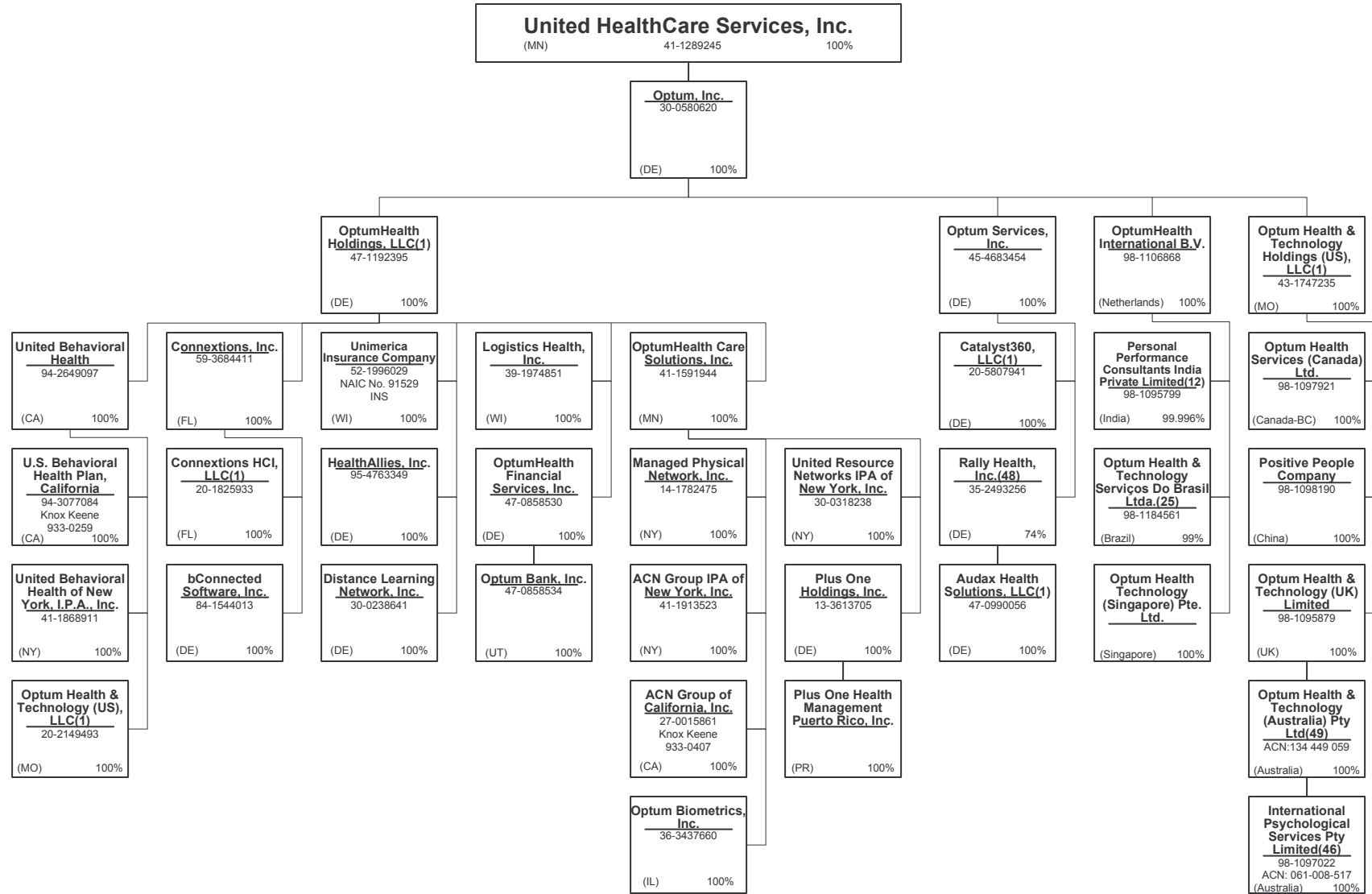
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



15.4

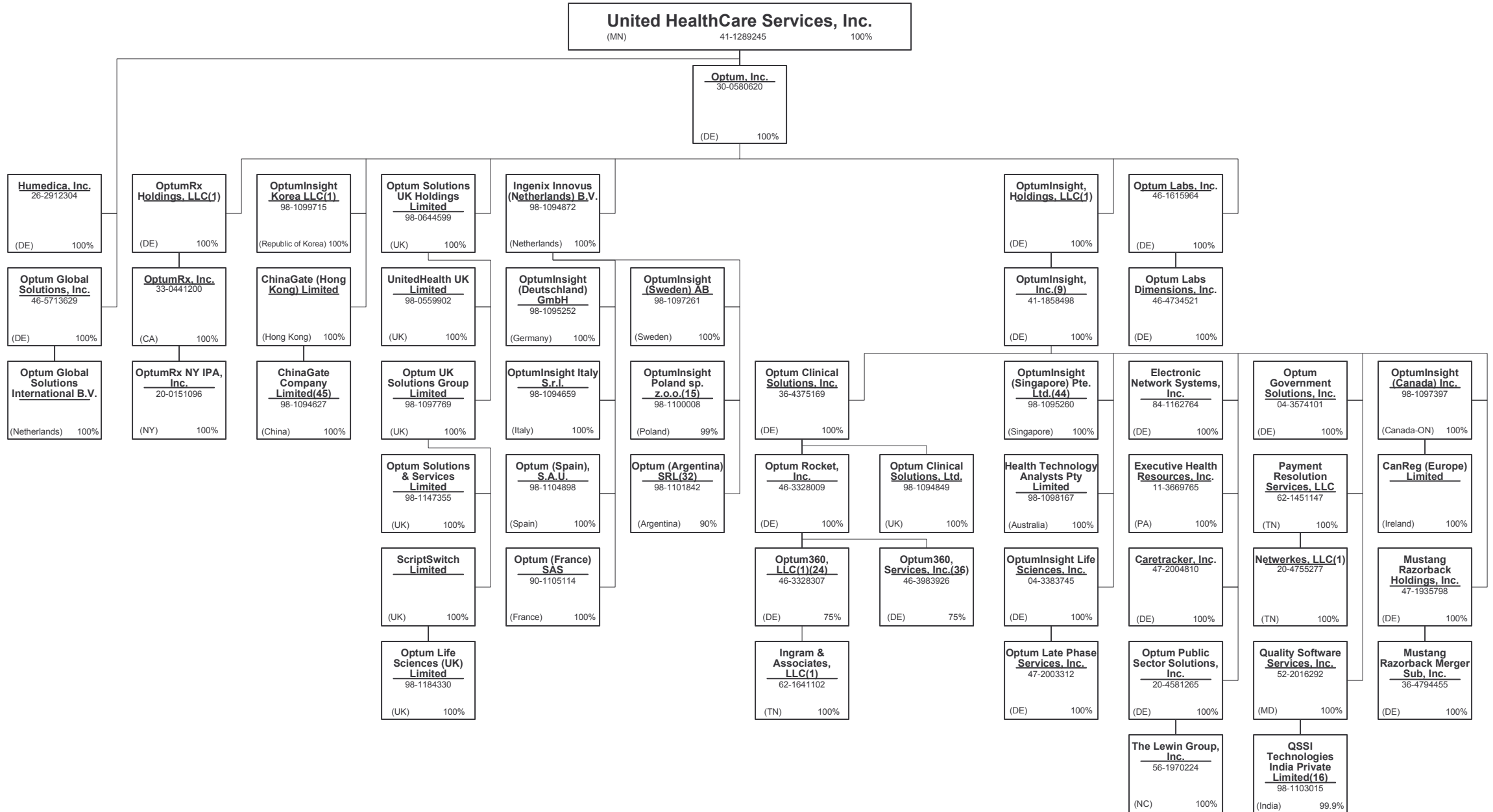
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



15.5

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



15.6

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

PART 1 - ORGANIZATIONAL CHART

Notes

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

(1) Entity is a Limited Liability Company

(2) Entity is a Partnership

(3) Entity is a Non-Profit Corporation

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

(5) Perdicas Participações Ltda. Is 99.9999% owned by Esho – Empresa de Serviços Hospitalares S.A. and 0.0001% owned by ISO Hospital Dia S.A.

(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 0.0065% 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 99.999994% owned by Amil Assistência Médica Internacional S.A. and 0.000006% 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 99.998% owned by Amil Assistência Médica Internacional S.A. and 0.002% owned by an officer of Amil.

(18) Esho – Empresa de Serviços Hospitalares S.A. is 96.94% owned by Amil Assistência Médica Internacional S.A.; 1.947% owned by Amico Saúde Ltda.; 0.042571% owned by Treasury Shares and 1.070607% 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 95.224623% owned by Amil Assistência Médica Internacional S.A., 4.775377% 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 73.71% owned by Amil Assistência Médica Internacional S.A.; 21.21% owned by Amico Saúde Ltd. and 5.08% owned by Esho – Empresa de Serviços Hospitalares S.A.

(27) AHJV, Inc. is 75% owned by NAMI 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 0.05% 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 65.28% 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 50.48% owned by Esho Empresas de Serviços Hospitalares S.A. and 49.52% owned by Seisa Serviços Integrados de Saúde Ltda.

(52) WESTMED Practice Partners LLC is 86.15% owned by Collaborative Care Holdings, LLC and 13.85% owned by external shareholders.

(53) ProHealth Medical Management, LLC is 80% owned by Collaborative Care Holdings, LLC and 20% owned by an external shareholder.

(54) PROHEALTH FITNESS OF LAKE SUCCESS, LLC IS 82.62% owned by ProHealth Medical Management, LLC and 17.38% by an external shareholder.

STATEMENT AS OF SEPTEMBER 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	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	1
.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	
		.0000	54-1743136				AmeriChoice Health Services, Inc.	DE	NIA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated		54-1743141				AmeriChoice of Connecticut, Inc.	CT	IA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	13178	26-2481299				AmeriChoice of Georgia, Inc.	GA	IA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	13168	26-2688274				AmeriChoice of New Jersey, Inc.	NJ	IA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.95497	22-3368602											
		.0000	98-1108620				Amico Saúde Ltda.	BRA	NIA	Polar II Fundo de Investimento em Participações	Ownership	99.998	UnitedHealth Group Incorporated	2
		.0000					Amil Assistência Médica Internacional S.A.	BRA	NIA	Polar II Fundo de Investimento em Participações	Ownership	90.230	UnitedHealth Group Incorporated	2
		.0000	98-1109085				Amil Clinical Research Participações Ltda.	BRA	NIA	Amil Lifesciences Participações Ltda.	Ownership	99.950	UnitedHealth Group Incorporated	2
		.0000	98-1138212				AMIL International S.á.r.l.	LUX	NIA	Amil Assistência Médica Internacional S.A.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1110579				Amil Lifesciences Participações Ltda.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	99.999	UnitedHealth Group Incorporated	2
		.0000	86-0813232				Arizona Physicians IPA, Inc.	AZ	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	90-0369702				ASI Global, LLC	TX	NIA	FrontierMEDEX, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	47-0990056				Audax Health Solutions, LLC	DE	NIA	Rally Health, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	80-0368187				Aveta Arizona, Inc.	AZ	NIA	NAMM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	90-0632302				Aveta Health Solutions Inc.	DE	NIA	NAMM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	20-4057813				Aveta Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	27-2823524				Aveta Kansas City, Inc.	KS	NIA	NAMM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	36-4704309				Aveta Tennessee, Inc.	DE	NIA	NAMM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	84-1544013				bConnected Software, Inc.	DE	NIA	Connexions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	88-0267857				Behavioral Healthcare Options, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1112673				Bosque Medical Center S.A.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	73.710	UnitedHealth Group Incorporated	
		.0000	98-1112673				Bosque Medical Center S.A.	BRA	NIA	Amico Saúde Ltda.	Ownership	21.210	UnitedHealth Group Incorporated	
		.0000	98-1112673				Bosque Medical Center S.A.	BRA	NIA	Esho - Empresa de Serviços Hospitalares S.A.	Ownership	5.080	UnitedHealth Group Incorporated	
		.0000					CanReg (Europe) Limited	JRL	NIA	OptumInsight (Canada) Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	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	
.0707	UnitedHealth Group Incorporated	12558	45-4976934				Care Improvement Plus of Texas Insurance Company	TX	IA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	27-3536376				Care Improvement Plus Practitioners, LLC	MD	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	12567	20-3888112				Care Improvement Plus South Central Insurance Company	AR	IA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	14041	27-5038136				Care Improvement Plus Wisconsin Insurance Company	WI	IA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	47-2004810				Caretracker, Inc.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	20-5807941				Catalyst360, LLC	DE	NIA	Optum Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF SEPTEMBER 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	98-1111491				Cemed Care Empresa de Atendimento Clínico Geral Ltda.	.BRA	.NIA	Amil Assistência Médica Internacional S.A.	Ownership	.95.220	UnitedHealth Group Incorporated	
		.00000	98-1111491				Cemed Care Empresa de Atendimento Clínico Geral Ltda.	.BRA	.NIA	Amico Saúde Ltda.	Ownership	.4.780	UnitedHealth Group Incorporated	
		.00000					ChinaGate (Hong Kong) Limited	.HKG	.NIA	Optum, Inc.	Ownership	.100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.00000	98-1094627				ChinaGate Company Limited	.CHN	.NIA	ChinaGate (Hong Kong) Limited	Ownership	.100.000	UnitedHealth Group Incorporated	
		.11836	13-4247706				Citrus Health Care, Inc.	.FL	.IA	PHC Holdings of Florida, Inc.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	56-2674371				Coachella Valley Physicians of PrimeCare, Inc.	.CA	.NIA	PrimeCare Medical Network, Inc.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	27-2337616				Collaborative Care Holdings, LLC	.DE	.NIA	OptumHealth Holdings, LLC	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	27-2337487				Collaborative Care Services, Inc.	.DE	.NIA	Collaborative Care Holdings, LLC	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	27-3470466				Collaborative Care Solutions, LLC	.DE	.NIA	Collaborative Care Services, Inc.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	45-2614005				Collaborative Realty, LLC	.NY	.NIA	Collaborative Care Holdings, LLC	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	11-3647007				Comfort Care Transportation, LLC	.TX	.NIA	WellMed Medical Management, Inc.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	61-1351358				Commonwealth Administrators, LLC	.KY	.NIA	UMR, Inc.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	20-1825933				Connexions HCI, LLC	.FL	.NIA	Connexions, Inc.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	59-3684411				Connexions, Inc.	.FL	.NIA	OptumHealth Holdings, LLC	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	52-1811176				DBP Services of New York IPA, Inc.	.NY	.NIA	Dental Benefit Providers, Inc.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	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	
		.00000	41-2014834				Dental Benefit Providers, Inc.	.DE	.NIA	United HealthCare Services, Inc.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000					Dental Center Serviços Odontológicos Ltda.	.BRA	.NIA	Seisa Serviços Integrados de Saúde Ltda.	Ownership	.65.280	UnitedHealth Group Incorporated	
		.00000					Dental Center Serviços Odontológicos Ltda.	.BRA	.NIA	Amil Assistência Médica Internacional S.A.	Ownership	.34.720	UnitedHealth Group Incorporated	
		.00000	30-0238641				Distance Learning Network, Inc.	.DE	.NIA	OptumHealth Holdings, LLC	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	80-0947972				DPCA, Inc.	.DE	.NIA	UnitedHealth Group Ventures, LLC	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000					Duncan Printing Services, LLC	.SC	.NIA	UnitedHealthcare Insurance Company	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	84-1162764				Electronic Network Systems, Inc.	.DE	.NIA	OptumInsight, Inc.	Ownership	.100.000	UnitedHealth Group Incorporated	5
		.00000	98-1103713				ELG FZE	.ARE	.NIA	FrontierMEDEX Limited	Ownership	.100.000	UnitedHealth Group Incorporated	5
		.00000	98-1111172				Esho – Empresa de Serviços Hospitalares S.A.	.BRA	.NIA	Amil Assistência Médica Internacional S.A.	Ownership	.96.940	UnitedHealth Group Incorporated	5
		.00000	98-1111172				Esho – Empresa de Serviços Hospitalares S.A.	.BRA	.NIA	Amico Saúde Ltda.	Ownership	.1.947	UnitedHealth Group Incorporated	3
		.00000					Etho – Empresa de Tecnologia Hospitalar Ltda.	.BRA	.NIA	Amil Assistência Médica Internacional S.A.	Ownership	.50.010	UnitedHealth Group Incorporated	4
		.00000	86-0964571				Evercare Collaborative Solutions, Inc.	.DE	.NIA	Ovations, Inc.	Ownership	.100.000	UnitedHealth Group Incorporated	6
		.00000	98-1111239				Excellion Serviços Biomédicos S.A.	.BRA	.NIA	Esho – Empresa de Serviços Hospitalares S.A.	Ownership	.99.980	UnitedHealth Group Incorporated	4
		.00000	11-3669765				Executive Health Resources, Inc.	.PA	.NIA	OptumInsight, Inc.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000					Exploration for Mine Clearance LLC	.JRO	.NIA	FrontierMEDEX Limited	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	98-1113428				Exploration Logistics B.C. Ltd.	.CAN	.NIA	FrontierMEDEX Canada Limited	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	98-1101521				Exploration Logistics Group for Medical Services PLC LTD	.JRO	.NIA	FrontierMEDEX Limited	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	88-0223385				Family Health Care Services	.NV	.NIA	Sierra Health Services, Inc.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	88-0257036				Family Home Hospice, Inc.	.NV	.NIA	Sierra Health Services, Inc.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	35-2456267				FMG Holdings, LLC	.DE	.NIA	UnitedHealth Group Incorporated	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	86-0908902				FOR HEALTH OF ARIZONA, INC.	.AZ	.NIA	For Health, Inc.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	33-0766617				For Health, Inc.	.DE	.NIA	Inspiris, Inc.	Ownership	.100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF SEPTEMBER 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					Frontier Medex Tanzania Limited	.TZA	.NIA	FrontierMEDEX Limited	Ownership	.99.000	UnitedHealth Group Incorporated	2
		.00000	68-0679514				FrontierMEDEX (RMS), Inc.	.DE	.NIA	FMG Holdings, LLC	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	98-1103497				FrontierMEDEX Canada Holdings Ltd.	.CAN	.NIA	UnitedHealthcare International I B.V.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.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	2
		.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 Viseu, 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	98-1139095				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 Lusiadas, 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	1
		.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	

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					Imed Star – Serviços de Desempenho Organizacional Ltda.	.BRA	.NIA	Amico Saúde Ltda.	Ownership	100.000	UnitedHealth Group Incorporated	
		.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	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	47-1935798				Mustang Razorback Holdings, Inc.	.DE	.NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	36-4794455				Mustang Razorback Merger Sub, Inc.	.DE	.NIA	Mustang Razorback Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-3236839				NAAM 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	NAAM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	33-0673955				North American Medical Management California, Inc.	.TN	.NIA	NAAM 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	

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	98-1101842				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	
		.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 International B.V.	NLD	NIA	Optum Global Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1094849				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	98-1184561				Optum Health & Technology Serviços Do Brasil Ltda.	BRA	NIA	OptumHealth International B.V.	Ownership	99.000	UnitedHealth Group Incorporated	
		.00000	98-1184561				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	47-2003312				Optum Late Phase Services, Inc.	DE	NIA	OptumInsight Life Sciences, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1184330				Optum Life Sciences (UK) Limited	GBR	NIA	ScriptSwitch Limited	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	6
		.00000	98-1097769				Optum UK Solutions Group Limited	GBR	NIA	Optum Solutions UK Holdings Limited	Ownership	100.000	UnitedHealth Group Incorporated	6
		.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	4
		.00000	46-3328307				Optum360, LLC	DE	NIA	Optum Rocket, Inc.	Ownership	75.000	UnitedHealth Group Incorporated	4
		.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	

STATEMENT AS OF SEPTEMBER 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	98-1095252				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	
		.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	98-1095799				Personal Performance Consultants India Private Limited	.IND	.NIA	OptumHealth International B.V.	Ownership	99.996	UnitedHealth Group Incorporated	
		.00000	98-1095799				Personal Performance Consultants India Private Limited	.IND	.NIA	United Behavioral Health	Ownership	0.004	UnitedHealth Group Incorporated	
		.00000	80-0506053				PHC Holdings of Florida, Inc.	.TX	.NIA	PHC Subsidiary Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	35-2288416				PHC Subsidiary Holdings, LLC	.TX	.NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	80-0654665				Physician Care Partners, Inc.	.IL	.NIA	Illinois, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.11494	04-3672255				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	

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)	*		
.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			
		.00000	33-0607478				PrimeCare Medical Network, Inc.	CA	IA	NAAM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated			
		.00000	87-0757397				PrimeCare of Citrus Valley, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	80.000	UnitedHealth Group Incorporated	1		
		.00000	33-0674407				PrimeCare of Corona, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated			
		.00000	33-0674401				PrimeCare of Hemet Valley, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated			
		.00000	33-0674408				PrimeCare of Inland Valley, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated			
		.00000	33-0674402				PrimeCare of Moreno Valley, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated			
		.00000	33-0674400				PrimeCare of Redlands, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated			
		.00000	33-0674404				PrimeCare of Riverside, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated			
		.00000	14-1915328				PrimeCare of San Bernardino, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated			
		.00000	33-0698439				PrimeCare of Sun City, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated			
		.00000	33-0674409				PrimeCare of Temecula, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated			
		.00000	32-0229091				ProHEALTH Fitness of Lake Success, LLC	NY	NIA	ProHealth Medical Management, LLC	Ownership	82.620	UnitedHealth Group Incorporated	6		
		.00000	47-1049961				ProHealth Medical Management, LLC	DE	NIA	Collaborative Care Holdings, LLC	Ownership	80.000	UnitedHealth Group Incorporated	1		
		.00000	98-1112304				Promarket Propaganda e Marketing Ltda.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	99.790	UnitedHealth Group Incorporated			
		.00000	98-1112304				Promarket Propaganda e Marketing Ltda.	BRA	NIA	Amico Saúde Ltda.	Ownership	0.210	UnitedHealth Group Incorporated	6		
		.00000	98-1103015				QSSI Technologies India Private Limited	IND	NIA	Quality Software Services, Inc.	Ownership	99.900	UnitedHealth Group Incorporated	4		
		.00000	52-2016292				Quality Software Services, Inc.	MD	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated			
		.00000	26-3168754				R&H Family Fitness Unlimited LLC	TX	NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated			
		.00000	35-2493256				Rally Health, Inc.	DE	NIA	Optum Services, Inc.	Ownership	74.000	UnitedHealth Group Incorporated	5		
		.00000					ScriptSwitch Limited	GBR	NIA	Optum UK Solutions Group Limited	Ownership	100.000	UnitedHealth Group Incorporated			
		.00000					Seisa Serviços Integrados de Saúde Ltda.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	99.990	UnitedHealth Group Incorporated			
		.00000					Seisa Serviços Integrados de Saúde Ltda.	BRA	NIA	Dental Center Serviços Odontológicos Ltda.	Ownership	0.010	UnitedHealth Group Incorporated			
		.00000	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	
				.00000	88-0200415				Sierra Health Services, Inc.	NV	NIA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
				.00000	88-0254322				Sierra Health-Care Options, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
				.00000	88-0385705				Sierra Home Medical Products, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
				.00000	88-0264562				Sierra Nevada Administrators, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
				.00000	88-0201420				Southwest Medical Associates, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
				.00000	38-2609888				Southwest Michigan Health Network Inc.	MI	NIA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.00000	41-1921983						Specialty Benefits, LLC	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated			
.00000	71-0886811						Spectera of New York, IPA, Inc.	NY	NIA	Spectera, Inc.	Ownership	100.000	UnitedHealth Group Incorporated			
.00000	52-1260282						Spectera, Inc.	MD	NIA	Specialty Benefits, LLC	Ownership	100.000	UnitedHealth Group Incorporated			
.00000	56-1970224						The Lewin Group, Inc.	NC	NIA	Optum Public Sector Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated			
.00000	25-1825549						Three Rivers Holdings, Inc.	DE	NIA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated			
.00000	52-1431155						Travel Express Incorporated	MD	NIA	FrontierMEDEX, Inc.	Ownership	100.000	UnitedHealth Group Incorporated			
.00000	94-3077084						U.S. Behavioral Health Plan, California	CA	IA	United Behavioral Health	Ownership	100.000	UnitedHealth Group Incorporated			
.00000	41-1913059						UHC International Services, Inc.	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated			
.00000	95-2931460						UHC of California	CA	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated			
.00000							UHG Brasil Participações S.A.	BRA	NIA	Polar II Fundo de Investimento em Participações	Ownership	100.000	UnitedHealth Group Incorporated			
.00000	41-1921008						UHC Holdings, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated			
.00000	14-1892398						Ultima Rx, LLC	FL	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated			

STATEMENT AS OF SEPTEMBER 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)	*
0707	UnitedHealth Group Incorporated	00000 91529	39-1995276 52-1996029				UMR, Inc. Unimerica Insurance Company Unimerica Life Insurance Company of New York	DE WI NY	NIA IA IA	United HealthCare Services, Inc. OptumHealth Holdings, LLC UnitedHealthcare Insurance Company	Ownership Ownership Ownership	100.000 100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	11596 00000 00000	01-0637149 25-1877716 20-5917714				Unison Administrative Services, LLC Unison Health Plan of Delaware, Inc. Unison Health Plan of the Capital Area, Inc.	PA DE DC	NIA IA IA	Three Rivers Holdings, Inc. Three Rivers Holdings, Inc. Three Rivers Holdings, Inc.	Ownership Ownership Ownership	100.000 100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	13032 00000	26-0651931 94-2649097				United Behavioral Health United Behavioral Health of New York, I.P.A., Inc.	DC CA	IA NIA	Three Rivers Holdings, Inc. OptumHealth Holdings, LLC	Ownership Ownership	100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
		00000 00000 00000	41-1868911 41-1941615 41-1289245	3410132			United Behavioral Health Foundation United HealthCare Services, Inc. United Resource Networks IPA of New York, Inc.	NY MN MN	NIA NIA UIP	United Behavioral Health UnitedHealth Group Incorporated UnitedHealth Group Incorporated	Ownership Ownership Ownership	100.000 100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
		00000 00000	30-0318238 01-0538317				UnitedHealth Advisors, LLC UnitedHealth Group Global Healthcare Services Limited	NY ME	NIA NIA	OptumHealth Care Solutions, Inc. United HealthCare Services, Inc.	Ownership Ownership	100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
		00000 00000	98-1097761 98-1097776				UnitedHealth Group Global Healthcare Services, Inc. UnitedHealth Group International B.V.	JRL PHL	NIA NIA	United HealthCare Services, Inc. UnitedHealth Group International B.V.	Ownership Ownership	100.000 100.000	UnitedHealth Group Incorporated 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	7
		00000	98-1093259				UnitedHealth Group Information Services Private Limited	JND	NIA	UnitedHealth International, Inc.	Ownership	0.630	UnitedHealth Group Incorporated	7
		00000	98-1101083				UnitedHealth Group International B.V.	NLD	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	7
		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. UnitedHealth Military & Veterans Services, LLC	DE DE	NIA NIA	UnitedHealth Group Incorporated United HealthCare Services, Inc.	Ownership Ownership	100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 95174	26-2574977 98-0559902 33-0115163				UnitedHealth UK Limited UnitedHealthcare Benefits of Texas, Inc. UnitedHealthcare Community Plan of California, Inc.	GBR TX CA	NIA IA NIA	Optum UK Solutions Group Limited United HealthCare Services, Inc. AmeriChoice Corporation	Ownership Ownership Ownership	100.000 100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated 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					UnitedHealthcare Consulting & Assistance Service (Beijing) Co., Ltd.	CHN	NIA	UnitedHealthcare International I B.V. UnitedHealthcare International IV	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1099116				UnitedHealthcare Europe S.á.r.l.	LUX	NIA	S.á.r.l.	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	
0707	UnitedHealth Group Incorporated	79413	36-2739571				UnitedHealthcare India Private Limited UnitedHealthcare Insurance Company	JND CT	NIA IA	UnitedHealth International, Inc. UHIC Holdings, Inc.	Ownership Ownership	0.007 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	

STATEMENT AS OF SEPTEMBER 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)	*
...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 UnitedHealthcare Integrated Services, Inc.	..IL	..IA	UnitedHealthcare Services Company of the River Valley, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		...00000	86-0618309				Ovations, Inc.	..AZ	..IA	Ovations, 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.á.r.l.	..LUX	..NIA	UnitedHealth Group International L.P.	Ownership	..100.000	UnitedHealth Group Incorporated	
		...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	..6
...0707	UnitedHealth Group Incorporated	...96644	62-1240316				UnitedHealthcare of Kentucky, Ltd.	..KY	..IA	UnitedHealthcare, Inc.	Ownership	..5.820	UnitedHealth Group Incorporated	..6
...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	
...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	

STATEMENT AS OF SEPTEMBER 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	36-3355110				UnitedHealthcare Services Company of the River Valley, Inc.	..DE	..UDP	UnitedHealthcare, Inc.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	01-0518346				UnitedHealthcare Specialty Benefits, LLC	..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	1
		.00000	45-0636596				WESTMED Practice Partners LLC	..DE	..NIA	Collaborative Care Holdings, LLC	Ownership	.86.150	UnitedHealth Group Incorporated	1
		.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	
		.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 percent is owned by an unaffiliated company or companies.
2	The remaining percent is owned by an officer of the company.
3	0.039390% owned by Treasury Shares and 1.074% owned by external shareholders.
4	The remaining percent is owned by an external shareholder(s)/stakeholder(s).
5	The remaining 26% is owned by internal and external investors.
6	The general partnership interest of 89.77% is held by United HealthCare Services, Inc. (UHS) and 10.23% is held by UnitedHealthcare, Inc. (UHC). UHS also holds 100% of the limited partnership interests. When combining general and limited partner interests, UHS owns 94.18% and UHC owns 5.83%.
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.

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	969,354	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)	20,294,487	21,263,841
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	20,294,487	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	317,135,429	411,493,991
3. Accrual of discount	68,245	151,378
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	3,384,411	6,583,017
6. Deduct consideration for bonds and stocks disposed of	209,678,849	421,857,333
7. Deduct amortization of premium	7,606,920	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)	779,839,258	676,536,942
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	779,839,258	676,536,942

STATEMENT AS OF SEPTEMBER 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
BONDS								
1. NAIC 1 (a)	780,910,274	2,133,114,578	2,173,670,777	(1,168,348)	880,009,692	780,910,274	739,185,727	792,606,183
2. NAIC 2 (a)	83,362,278	13,101,696	5,402,811	(1,428,374)	78,981,487	83,362,278	89,632,789	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	864,272,552	2,146,216,274	2,179,073,588	(2,596,722)	958,991,179	864,272,552	828,818,516	867,988,479
PREFERRED STOCK								
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	864,272,552	2,146,216,274	2,179,073,588	(2,596,722)	958,991,179	864,272,552	828,818,516	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 \$ 5,194,100 ; NAIC 2 \$ 3,489,373 ; NAIC 3 \$ 0 ; NAIC 4 \$ 0 ; NAIC 5 \$ 0 ; NAIC 6 \$ 0

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SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	48,979,258	xxx	49,109,923	110,782	37,749

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	5,795,682,349	7,423,664,617
3. Accrual of discount	2,215	4,082
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	4,690
6. Deduct consideration received on disposals	5,862,907,551	7,488,942,977
7. Deduct amortization of premium	249,522	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)	48,979,258	116,451,767
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	48,979,258	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	25,049,158	125,295,422
3. Accrual of discount	1,071	3,822
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	149
6. Deduct consideration received on disposals	100,050,000	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

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

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									
NONE												
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		GA	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 SEPTEMBER 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 Desig- nation or Market Indicator (a)
89236T-BU-8	TOYOTA MTR CRED Corp Note Non Call 0.333% 09/23/16		.09/19/2014	Wells Fargo Bank		41,992	42,000	.0	1FE
91159H-HH-6	US BANCORP Corp Note Call 2.200% 04/25/19		.08/04/2014	Merrill Lynch		2,097,742	2,080,000	13,092	1FE
92276M-AV-7	VENTAS REALTY LP Corp Note MW 40BP 3.125% 11/30/15		.09/25/2014	Wells Fargo Bank		513,855	500,000	5,208	2FE
92343V-CG-7	VERIZON COMM INC Corp Note MW Prv Plc 2.625% 02/21/20		.08/21/2014	Taxable Exchange		504,399	504,399	.0	2FE
94106L-AW-9	WASTE MANAGEMENT Corp Note MW 25BP 4.750% 06/30/20		.07/08/2014	Merrill Lynch		334,446	300,000	435	2FE
94974B-GC-8	WELLS FARGO CO Corp Note Non Call 0.493% 09/08/17		.09/02/2014	Wachovia Bank		1,750,000	1,750,000	.0	1FE
87425E-AL-7	TALISMAN ENERGY Corp Note MW 7.750% 06/01/19	A	.07/11/2014	Wachovia Bank		464,970	375,000	3,633	2FE
002799-AQ-7	ABBEY NATL TREAS Corp Note Non Call 2.350% 09/10/19	F	.09/03/2014	UBS Financial Services		2,066,638	2,075,000	.0	1FE
055451-AU-2	BHP FINANCE USA Corp Note MW 125BP 3.850% 09/30/23	F	.08/01/2014	Wachovia Bank		1,045,750	1,000,000	13,475	1FE
111013-AM-0	BRIT SKY BROADCA Corp Note MW Prv Plc 2.625% 09/16/19	F	.09/09/2014	Morgan Stanley		698,957	700,000	.0	2FE
2027A0-HL-6	COM BK AUSTRALIA Corp Note Non Call Prv Plc 0.783% 09/06/19	F	.09/03/2014	Credit Suisse		2,420,000	2,420,000	.0	1FE
22546Q-AN-7	CRED SUIS NY Corp Note Non Call 2.300% 05/28/19	F	.07/28/2014	Credit Suisse		1,368,868	1,375,000	5,447	1FE
404280-AN-9	HSBC HOLDINGS Corp Note Non Call 4.000% 03/30/22	F	.08/04/2014	JP Morgan Chase		1,044,631	980,000	13,829	1FE
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					46,215,887	45,041,399	213,747	XXX
8399997	Total - Bonds - Part 3					101,867,824	95,304,848	372,211	XXX
8399998	Total - Bonds - Part 5					XXX	XXX	XXX	XXX
8399999	Total - Bonds					101,867,824	95,304,848	372,211	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					101,867,824	XXX	372,211	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0

STATEMENT AS OF SEPTEMBER 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 Ident-ification	Description	For-foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Current Year's Other Than Temporary Impairment Recog-nized	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 Con-tractual Maturity Date	NAIC Design-ation or Market In-dicator (a)		
87612E-AX-4	TARGET CORP Corp Note Non Call 0.404% 07/18/14		07/18/2014	Maturity		1,000,000	1,000,000	1,002,520	1,000,972	0	(972)	0	(972)	0	1,000,000	0	0	0	3,086	07/18/2014	1FE		
91159H-HA-1	US BANCORP Corp Note Call MW 15BP 4.125% 05/24/21		07/15/2014	JP Morgan Chase		1,412,216	1,300,000	1,295,047	1,296,148	0	245	0	245	0	1,296,393	0	115,823	115,823	34,856	05/24/2021	1FE		
92343V-BP-8	VERIZON COMM INC Corp Note MW 3.650% 09/14/18		08/21/2014	Taxable Exchange		504,399	470,000	469,981	469,981	0	2	0	2	0	469,983	0	34,416	34,416	15,868	09/14/2018	2FE		
92343V-CG-7	2.625% 02/21/20 VERIZON COMM INC Corp Note MW Prv Plc		08/21/2014	Northern Trust		399	399	399	0	0	0	0	0	0	399	0	0	0	0	02/21/2020	2FE		
53944V-AA-7	LLOYDS BANK PLC Corp Note Non Call 2.300% 11/27/18	F	07/11/2014	Merrill Lynch		1,012,840	1,000,000	998,400	998,429	0	164	0	164	0	998,594	0	14,247	14,247	14,631	11/27/2018	1FE		
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					16,951,618	16,496,084	16,704,517	12,093,343	0	(39,869)	0	(39,869)	0	16,493,256	0	458,363	458,363	396,863		XXX	XXX	
8399997	Total - Bonds - Part 4					46,887,294	43,222,647	47,129,659	37,059,222	0	(383,851)	0	(383,851)	0	45,388,412	0	1,498,883	1,498,883	1,536,795		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					46,887,294	43,222,647	47,129,659	37,059,222	0	(383,851)	0	(383,851)	0	45,388,412	0	1,498,883	1,498,883	1,536,795		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
9999999	Total - Preferred and Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0		XXX	XXX
9999999	- Totals					46,887,294	XXX	47,129,659	37,059,222	0	(383,851)	0	(383,851)	0	45,388,412	0	1,498,883	1,498,883	1,536,795		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

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

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
Northern Trust Chicago, Illinois		0.000	0	0	2,500	56,745	19,468	.XXX.
JP Morgan Chase New York City, New York		0.000	0	0	21,963,935	23,346,756	26,224,968	.XXX.
0199998. Deposits in ... 0 depositories that do not exceed the allowable limit in any one depository (See instructions) - Open Depositories	XXX	XXX	0	0	0	0	0	XXX
0199999. Totals - Open Depositories	XXX	XXX	0	0	21,966,435	23,403,501	26,244,436	XXX
0299998. Deposits in ... 0 depositories that do not exceed the allowable limit in any one depository (See instructions) - Suspended Depositories	XXX	XXX	0	0	0	0	0	XXX
0299999. Totals - Suspended Depositories	XXX	XXX	0	0	0	0	0	XXX
0399999. Total Cash on Deposit	XXX	XXX	0	0	21,966,435	23,403,501	26,244,436	XXX
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX	0	0	0	XXX
0599999. Total - Cash	XXX	XXX	0	0	21,966,435	23,403,501	26,244,436	XXX

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
NONE							
8699999 - Total Cash Equivalents							

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

Member Months	East	Middle	West	Total TN
	<u>1,865,976</u>	<u>1,878,003</u>	<u>1,632,227</u>	<u>5,376,206</u>
Revenues:				
TennCare Capitation	690,088,335	729,491,136	565,126,527	1,984,705,998
Other Revenue - TennCare Bonuses	1 320,932	299,891	302,000	922,823
Other Revenue - Estimated TennCare Health Insurer Reimbursement Fee	2 12,034,870	12,147,420	10,478,843	34,661,133
Total Revenues	<u>702,444,138</u>	<u>741,938,446</u>	<u>575,907,370</u>	<u>2,020,289,954</u>
Estimated Expenses:				
Hospital and Medical (w/o Mental Health)				
Capitated Physician Services	-	-	-	-
Fee-for Service Physician Services	116,136,803	135,072,239	93,748,419	344,957,461
Inpatient Hospital Services	84,672,252	100,424,654	88,769,339	273,866,246
Outpatient Hospital Services	35,311,988	31,062,508	20,492,378	86,866,874
Emergency Room Services	51,778,771	39,470,585	29,494,754	120,744,110
Dental Services	-	-	-	-
Vision Services	3,366,452	2,258,208	2,333,049	7,957,710
Pharmacy Services	-	-	-	-
Home Health Services	7,824,921	12,949,963	11,167,821	31,942,706
Chiropractic Services	-	-	-	-
Radiology Services	11,054,093	13,414,600	7,799,502	32,268,195
Laboratory Services	10,856,967	14,106,120	6,735,611	31,698,698
Durable Medical Equipment Services	7,450,458	7,813,066	5,173,534	20,437,058
Transportation Services	10,096,805	13,621,522	12,544,453	36,262,780
Outside Referrals	-	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-	-
Occupancy, Depreciation and Amortization	-	-	-	-
Nursing Facility Care	139,699,742	106,354,742	102,730,833	348,785,317
HCBS Services	26,593,604	29,836,748	27,835,800	84,266,151
Other Medical and Hospital Services - Write-Ins	361,800	2,937,857	1,504,815	4,804,473
Subtotal Medical and Hospital	<u>505,204,657</u>	<u>509,322,812</u>	<u>410,330,310</u>	<u>1,424,857,778</u>
Mental Health and Substance Abuse Services				
Inpatient Psychiatric Facility Services	5,913,975	7,241,103	8,362,163	21,517,241
Inpatient Substance Abuse Treatment and Detox	1,160,942	1,904,656	468,833	3,534,431
Outpatient Mental Health Services	5,337,238	9,518,782	1,948,500	16,804,519
Outpatient Substance Abuse Treatment and Detox	133,620	130,775	94,141	358,536
Housing/Residential Treatment	5,219,959	4,558,019	4,579,241	14,357,219
Specialized Crisis Services	2,689,272	3,841,682	1,820,462	8,351,416
Psychiatric Rehab and Support Services	4,132,588	6,799,514	7,390,924	18,323,026
Case Management	16,464,722	23,823,498	11,171,766	51,459,985
Forensics	-	-	-	-
Other Judicial	-	-	-	-
Pharmacy	-	-	-	-
Lab Services	-	-	-	-
Transportation	1,199,585	1,228,827	1,119,415	3,547,828
Medical Incentive Pool and Withhold Adjustments	-	-	-	-
Occupancy, Depreciation and Amortization	-	-	-	-
Other Mental Health and Substance Abuse Services	776,873	2,045,033	733,814	3,555,719
PCP and Specialist Services	-	-	-	-
Other Mental Health Services - Write-Ins	-	-	-	-
Subtotal MH&SAS	<u>43,028,774</u>	<u>61,091,887</u>	<u>37,689,259</u>	<u>141,809,920</u>
Subtotal Hospital, Medical, MH&SAS, CHOICES	<u>548,233,431</u>	<u>570,414,699</u>	<u>448,019,569</u>	<u>1,566,667,698</u>
LESS:				
Net Reinsurance Recoveries Incurred	-	-	-	-
Copayments	-	-	-	-
Subrogation and Corrdination of Benefits	-	-	-	-
Subtotal Reinsurance, Copay, Subrogation	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total Hospital, Medical, MHS&S	<u>548,233,431</u>	<u>570,414,699</u>	<u>448,019,569</u>	<u>1,566,667,698</u>
Administration:				
Compensation	-	-	-	-
Direct and Allocated Admin expenses	-	-	-	-
Marketing	-	-	-	-
Interest Expense	-	-	-	-
Premium Tax Expense	37,550,643	40,109,676	30,896,586	108,556,905
Occupancy, Depreciation, and Amortization	-	-	-	-
Other Administration - Write-Ins	66,251,312	71,700,648	53,942,016	191,893,976
Fines and Penalties - Other Write-Ins	146,848	303,302	114,333	564,483
Total Administration Expenses	<u>103,948,802</u>	<u>112,113,626</u>	<u>84,952,935</u>	<u>301,015,363</u>
Total Expenses	<u>652,182,233</u>	<u>682,528,325</u>	<u>532,972,504</u>	<u>1,867,683,061</u>
Extraordinary Item				
Provision for Income Tax	2 20,891,671	24,446,357	17,733,505	63,071,534
Net Income (Loss)	<u>29,370,234</u>	<u>34,963,764</u>	<u>25,201,361</u>	<u>89,535,359</u>
Write-Ins for Other Revenues:				
Total Other Revenues	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Write-Ins for Other Medical and Hospital:				
Other Miscellaneous	361,614	2,490,046	544,795	3,396,455
Other Capitated Services	186	447,811	960,021	1,408,018
Total Other Medical and Hospital	<u>361,800</u>	<u>2,937,857</u>	<u>1,504,815</u>	<u>4,804,473</u>
Detail of Other MH and SAS:				
Total Other MH and SAS	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Write-Ins for Other Administration:				
Administrative Services Fee	45,412,065	47,934,086	37,275,030	130,621,181
Behavioral Healthcare Services	4,412,848	5,435,402	2,845,375	12,693,626
Spectera Administration Fees	-	-	-	-
Other Miscellaneous	16,573,246	18,634,462	13,935,944	49,143,652
Total Other Administration	<u>66,398,160</u>	<u>72,003,950</u>	<u>54,056,349</u>	<u>192,458,458</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 TDCI. 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 \$27,597,490 in 2014, which will be payable in December 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	YTD Total as of	Prior Year as of
	Total as of 09/30/2014	09/30/2014	12/31/2013
	<u>634,403</u>	<u>1,865,976</u>	<u>2,354,086</u>
Revenues:			
TennCare Capitation	232,791,284	690,088,335	891,190,018
Other Revenue - TennCare Bonuses	1 106,000	320,932	462,621
Other Revenue - Estimated TennCare Health Insurer Reimbursement Fee	2 4,275,294	12,034,870	-
Total Revenues	<u>237,172,578</u>	<u>702,444,138</u>	<u>891,652,640</u>
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	-	-	-
Fee-for Service Physician Services	39,049,128	116,136,803	170,006,951
Inpatient Hospital Services	26,395,567	84,672,252	113,047,171
Outpatient Hospital Services	10,576,868	35,311,988	50,933,247
Emergency Room Services	16,648,518	51,778,771	72,622,646
Dental Services	-	-	-
Vision Services	1,416,929	3,366,452	3,285,209
Pharmacy Services	-	-	-
Home Health Services	2,645,826	7,824,921	12,425,292
Chiropractic Services	-	-	-
Radiology Services	3,671,363	11,054,093	17,158,266
Laboratory Services	3,892,583	10,856,967	15,455,084
Durable Medical Equipment Services	2,748,452	7,450,458	10,154,731
Transportation Services	3,315,377	10,096,805	13,504,291
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Nursing Facility Care	49,976,917	139,699,742	182,393,986
HCBS Services	9,504,904	26,593,604	34,769,134
Other Medical and Hospital Services - Write-Ins	3,291,042	361,800	1,273,143
Subtotal Medical and Hospital	<u>173,133,473</u>	<u>505,204,657</u>	<u>697,029,151</u>
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	1,681,480	5,913,975	7,574,046
Inpatient Substance Abuse Treatment and Detox	396,769	1,160,942	1,581,262
Outpatient Mental Health Services	1,625,873	5,337,238	6,253,640
Outpatient Substance Abuse Treatment and Detox	49,223	133,620	139,163
Housing/Residential Treatment	1,468,996	5,219,959	6,503,767
Specialized Crisis Services	971,219	2,689,272	3,288,469
Psychiatric Rehab and Support Services	1,414,158	4,132,588	4,522,473
Case Management	5,090,674	16,464,722	17,695,958
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	390,961	1,199,585	1,496,203
Medical Incentive Pool and Withhold Adjustments	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Mental Health and Substance Abuse Services	296,592	776,873	914,506
PCP and Specialist Services	-	-	-
Other Mental Health Services - Write-Ins	-	-	-
Subtotal MH&SAS	<u>13,385,945</u>	<u>43,028,774</u>	<u>49,969,487</u>
Subtotal Hospital, Medical, MH&SAS, CHOICES	<u>186,519,419</u>	<u>548,233,431</u>	<u>746,998,638</u>
LESS:			
Net Reinsurance Recoveries Incurred	-	-	-
Copayments	-	-	-
Subrogation and Corrdination of Benefits	-	-	-
Subtotal Reinsurance, Copay, Subrogation	<u>-</u>	<u>-</u>	<u>-</u>
Total Hospital, Medical, MHS&S	<u>186,519,419</u>	<u>548,233,431</u>	<u>746,998,638</u>
Administration:			
Compensation	-	-	-
Direct and Allocated Admin expenses	-	-	-
Marketing	-	-	-
Interest Expense	-	-	-
Premium Tax Expense	12,604,823	37,550,643	49,695,933
Occupancy, Depreciation, and Amortization	-	-	-
Other Administration - Write-Ins	19,316,440	66,251,312	65,706,017
Fines and Penalties - Other Write-Ins	66,500	146,848	174,364
Total Administration Expenses	<u>31,987,763</u>	<u>103,948,802</u>	<u>115,576,314</u>
Total Expenses	<u>218,507,182</u>	<u>652,182,233</u>	<u>862,574,952</u>
Extraordinary Item	-	-	-
Provision for Income Tax	2 9,832,893	20,891,671	10,177,191
Net Income (Loss)	<u>8,832,503</u>	<u>29,370,234</u>	<u>18,900,497</u>
Write-Ins for Other Revenues:			
Total Other Revenues	<u>-</u>	<u>-</u>	<u>-</u>
Write-Ins for Other Medical and Hospital:			
Other Miscellaneous	3,290,856	361,614	1,270,183
Other Capitated Services	186	186	2,960
Total Other Medical and Hospital	<u>3,291,042</u>	<u>361,800</u>	<u>1,273,143</u>
Detail of Other MH and SAS:			
Total Other MH and SAS	<u>-</u>	<u>-</u>	<u>-</u>
Write-Ins for Other Administration:			
Administrative Services Fee	15,136,879	45,412,065	53,184,303
Behaviorial Healthcare Services	1,512,699	4,412,848	5,553,663
Spectera Administration Fees	-	-	-
Other Miscellaneous	2,733,363	16,573,246	7,142,416
Total Other Administration	<u>19,382,940</u>	<u>66,398,160</u>	<u>65,880,381</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 TDCI. 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 \$27,597,490 in 2014, which will be payable in December 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	YTD Total as of	Prior Year as of
	Total as of 09/30/2014	09/30/2014	12/31/2013
	<u>641,966</u>	<u>1,878,003</u>	<u>2,378,683</u>
Revenues:			
TennCare Capitation	245,704,505	729,491,136	942,613,598
Other Revenue - TennCare Bonuses	117,000	299,891	401,902
Other Revenue - Estimated TennCare Health Insurer Reimbursement Fee	4,348,886	12,147,420	-
Total Revenues	<u>250,170,391</u>	<u>741,938,446</u>	<u>943,015,500</u>
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	-	-	-
Fee-for Service Physician Services	43,517,523	135,072,239	187,870,216
Inpatient Hospital Services	30,519,403	100,424,654	142,056,888
Outpatient Hospital Services	9,426,657	31,062,508	43,882,057
Emergency Room Services	12,199,971	39,470,585	52,354,641
Dental Services	-	-	-
Vision Services	758,681	2,258,208	3,352,517
Pharmacy Services	-	-	-
Home Health Services	4,261,797	12,949,963	19,671,198
Chiropractic Services	-	-	-
Radiology Services	4,358,832	13,414,600	18,822,134
Laboratory Services	4,618,452	14,106,120	19,950,065
Durable Medical Equipment Services	2,584,346	7,813,066	11,095,967
Transportation Services	4,844,541	13,621,522	20,320,429
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Nursing Facility Care	33,716,569	106,354,742	147,441,028
HCBS Services	9,335,339	29,836,748	41,196,886
Other Medical and Hospital Services - Write-Ins	4,470,573	2,937,857	1,502,522
Subtotal Medical and Hospital	<u>164,612,686</u>	<u>509,322,812</u>	<u>709,516,548</u>
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	2,499,055	7,241,103	9,578,351
Inpatient Substance Abuse Treatment and Detox	799,325	1,904,656	2,045,217
Outpatient Mental Health Services	3,135,488	9,518,782	10,984,162
Outpatient Substance Abuse Treatment and Detox	45,850	130,775	135,773
Housing/Residential Treatment	1,590,571	4,558,019	7,681,251
Specialized Crisis Services	1,527,880	3,841,682	4,288,053
Psychiatric Rehab and Support Services	2,234,538	6,799,514	9,550,945
Case Management	7,481,108	23,823,498	28,021,229
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	438,475	1,228,827	1,531,772
Medical Incentive Pool and Withhold Adjustments	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Mental Health and Substance Abuse Services	755,897	2,045,033	1,465,612
PCP and Specialist Services	-	-	-
Other Mental Health Services - Write-Ins	-	-	-
Subtotal MH&SAS	<u>20,508,188</u>	<u>61,091,887</u>	<u>75,282,366</u>
Subtotal Hospital, Medical, MH&SAS, CHOICES	<u>185,120,873</u>	<u>570,414,699</u>	<u>784,798,914</u>
LESS:			
Net Reinsurance Recoveries Incurred	-	-	-
Copayments	-	-	-
Subrogation and Corrdination of Benefits	-	-	-
Subtotal Reinsurance, Copay, Subrogation	<u>-</u>	<u>-</u>	<u>-</u>
Total Hospital, Medical, MHS&S	<u>185,120,873</u>	<u>570,414,699</u>	<u>784,798,914</u>
Administration:			
Compensation	-	-	-
Direct and Allocated Admin expenses	-	-	-
Marketing	-	-	-
Interest Expense	-	-	-
Premium Tax Expense	13,312,142	40,109,676	51,882,628
Occupancy, Depreciation, and Amortization	-	-	-
Other Administration - Write-Ins	20,628,171	71,700,648	71,628,994
Fines and Penalties - Other Write-Ins	160,000	303,302	165,997
Total Administration Expenses	<u>34,100,313</u>	<u>112,113,626</u>	<u>123,677,619</u>
Total Expenses	<u>219,221,186</u>	<u>682,528,325</u>	<u>908,476,533</u>
Extraordinary Item	-	-	-
Provision for Income Tax	14,485,037	24,446,357	12,088,638
Net Income (Loss)	<u>16,464,168</u>	<u>34,963,764</u>	<u>22,450,328</u>
Write-Ins for Other Revenues:			
Total Other Revenues	<u>-</u>	<u>-</u>	<u>-</u>
Write-Ins for Other Medical and Hospital:			
Other Miscellaneous	4,452,096	2,490,046	1,793,189
Other Capitated Services	18,477	447,811	(290,667)
Total Other Medical and Hospital	<u>4,470,573</u>	<u>2,937,857</u>	<u>1,502,522</u>
Detail of Other MH and SAS:			
Total Other MH and SAS	<u>-</u>	<u>-</u>	<u>-</u>
Write-Ins for Other Administration:			
Administrative Services Fee	15,931,892	47,934,086	56,202,847
Behavioral Healthcare Services	1,868,209	5,435,402	6,867,972
Spectera Administration Fees	-	-	-
Other Miscellaneous	2,988,070	18,634,462	8,724,172
Total Other Administration	<u>20,788,171</u>	<u>72,003,950</u>	<u>71,794,991</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 TDCI. 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 \$27,597,490 in 2014, which will be payable in December 2014 and is included in Other Administration – Write-Ins in the Report 2A.

Member Months	Current Qtr YTD	YTD Total as of	Prior Year as of
	Total as of 09/30/2014	09/30/2014	12/31/2013
	<u>552,635</u>	<u>1,632,227</u>	<u>2,096,179</u>
Revenues:			
TennCare Capitation	189,925,219	565,126,527	733,975,112
Other Revenue - TennCare Bonuses	1 125,000	302,000	571,296
Other Revenue - Estimated TennCare Health Insurer Reimbursement Fee	2 3,741,491	10,478,843	-
Total Revenues	<u>193,791,710</u>	<u>575,907,370</u>	<u>734,546,408</u>
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	-	-	-
Fee-for Service Physician Services	31,908,781	93,748,419	123,789,948
Inpatient Hospital Services	26,894,450	88,769,339	127,950,573
Outpatient Hospital Services	6,773,347	20,492,378	27,094,310
Emergency Room Services	9,335,446	29,494,754	41,145,124
Dental Services	-	-	-
Vision Services	792,677	2,333,049	3,199,350
Pharmacy Services	-	-	-
Home Health Services	3,664,575	11,167,821	15,509,745
Chiropractic Services	-	-	-
Radiology Services	2,595,200	7,799,502	10,577,232
Laboratory Services	2,238,998	6,735,611	10,011,427
Durable Medical Equipment Services	1,836,233	5,173,534	6,979,026
Transportation Services	4,644,972	12,544,453	16,609,254
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Nursing Facility Care	36,469,761	102,730,833	141,617,279
HCBS Services	9,799,521	27,835,800	36,175,407
Other Medical and Hospital Services - Write-Ins	2,798,356	1,504,815	6,907,702
Subtotal Medical and Hospital	<u>139,752,316</u>	<u>410,330,310</u>	<u>567,566,375</u>
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	2,464,432	8,362,163	11,031,894
Inpatient Substance Abuse Treatment and Detox	175,801	468,833	555,400
Outpatient Mental Health Services	482,699	1,948,500	2,810,380
Outpatient Substance Abuse Treatment and Detox	25,837	94,141	134,381
Housing/Residential Treatment	1,472,912	4,579,241	6,298,966
Specialized Crisis Services	667,117	1,820,462	1,951,618
Psychiatric Rehab and Support Services	2,436,372	7,390,924	8,158,561
Case Management	3,655,714	11,171,766	13,668,751
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	346,733	1,119,415	1,307,050
Medical Incentive Pool and Withhold Adjustments	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Mental Health and Substance Abuse Services	272,901	733,814	764,323
PCP and Specialist Services	-	-	-
Other Mental Health Services - Write-Ins	-	-	-
Subtotal MH&SAS	<u>12,000,518</u>	<u>37,689,259</u>	<u>46,681,325</u>
Subtotal Hospital, Medical, MH&SAS, CHOICES	<u>151,752,834</u>	<u>448,019,569</u>	<u>614,247,701</u>
LESS:			
Net Reinsurance Recoveries Incurred	-	-	-
Copayments	-	-	-
Subrogation and Corrdination of Benefits	-	-	-
Subtotal Reinsurance, Copay, Subrogation	<u>-</u>	<u>-</u>	<u>-</u>
Total Hospital, Medical, MHS&S	<u>151,752,834</u>	<u>448,019,569</u>	<u>614,247,701</u>
Administration:			
Compensation	-	-	-
Direct and Allocated Admin expenses	-	-	-
Marketing	-	-	-
Interest Expense	-	-	-
Premium Tax Expense	10,285,315	30,896,586	39,863,338
Occupancy, Depreciation, and Amortization	-	-	-
Other Administration - Write-Ins	15,669,222	53,942,016	53,723,415
Fines and Penalties - Other Write-Ins	48,838	114,333	116,500
Total Administration Expenses	<u>26,003,375</u>	<u>84,952,935</u>	<u>93,703,253</u>
Total Expenses	<u>177,756,209</u>	<u>532,972,504</u>	<u>707,950,954</u>
Extraordinary Item	-	-	-
Provision for Income Tax	2 8,318,727	17,733,505	9,308,409
Net Income (Loss)	<u>7,716,774</u>	<u>25,201,361</u>	<u>17,287,045</u>
Write-Ins for Other Revenues:			
Total Other Revenues	<u>-</u>	<u>-</u>	<u>-</u>
Write-Ins for Other Medical and Hospital:			
Other Miscellaneous	3,010,256	544,795	2,240,125
Other Capitated Services	(211,900)	960,021	4,667,577
Total Other Medical and Hospital	<u>2,798,356</u>	<u>1,504,815</u>	<u>6,907,702</u>
Detail of Other MH and SAS:			
Total Other MH and SAS	<u>-</u>	<u>-</u>	<u>-</u>
Write-Ins for Other Administration:			
Administrative Services Fee	12,410,823	37,275,030	43,637,439
Behaviorial Healthcare Services	969,966	2,845,375	3,644,952
Spectera Administration Fees	-	-	-
Other Miscellaneous	2,337,271	13,935,944	6,557,524
Total Other Administration	<u>15,718,060</u>	<u>54,056,349</u>	<u>53,839,915</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 TDCI. 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 \$27,597,490 in 2014, which will be payable in December 2014 and is included in Other Administration – Write-Ins in the Report 2A.



Actuarial Certification

Carrier: UnitedHealthcare Plan of the River Valley, Inc.
Date: October 9, 2014
Valuation Date: September 2014
Subject: TennCare Claim Reserve Estimate (IBNR) as of September 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 \$20,595,156 provides good and sufficient provision for all unpaid claim liabilities and was computed in accordance with currently accepted actuarial standards.

Note that, as of September 2014, this block of business had approximately 6,000 members.

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: October 9, 2014
Valuation Date: September 2014
Subject: TennCare Claim Reserve Estimate (IBNR) as of September 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 \$67,921,421 provides good and sufficient provision for all unpaid claim liabilities and was computed in accordance with currently accepted actuarial standards.

Note that, as of September 2014, this block of business had approximately 210,900 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: October 9, 2014
Valuation Date: September 2014
Subject: TennCare Claim Reserve Estimate (IBNR) as of September 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 \$72,737,429 provides good and sufficient provision for all unpaid claim liabilities and was computed in accordance with currently accepted actuarial standards.

Note that, as of September 2014, this block of business had approximately 214,000 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: October 9, 2014
Valuation Date: September 2014
Subject: TennCare Claim Reserve Estimate (IBNR) as of September 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 \$16,587,917 provides good and sufficient provision for all unpaid claim liabilities and was computed in accordance with currently accepted actuarial standards.

Note that, as of September 2014, this block of business had approximately 5,200 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: October 9, 2014
Valuation Date: September 2014
Subject: TennCare Claim Reserve Estimate (IBNR) as of September 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 \$16,177,434 provides good and sufficient provision for all unpaid claim liabilities and was computed in accordance with currently accepted actuarial standards.

Note that, as of September 2014, this block of business had approximately 4,700 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: October 9, 2014
Valuation Date: September 2014
Subject: TennCare Claim Reserve Estimate (IBNR) as of September 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 \$58,258,906 provides good and sufficient provision for all unpaid claim liabilities and was computed in accordance with currently accepted actuarial standards.

Note that, as of September 2014, this block of business had approximately 184,200 members.

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

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UHC Plan of the River Valley
Reconciliation of Cash to Accrual Basis Accounting
As of September 30, 2014

	<u>Middle</u>	<u>East</u>	<u>West</u>	<u>Consolidated</u>	<u>Key</u>
Cash received per premium tax reconciliation	729,266,836	682,738,955	561,756,113	1,973,761,903	
Change in accruals	7,891,445	16,325,654	11,616,374	35,833,472	a
Change in withhold	13,347	(80,479)	(253)	(67,384)	b
Return of prior Liquidated damages amount not included as revenue	(6,862)	-	-	(6,862)	c
TennCare reimbursement of SSI claims paid on retro enrolled members(recorded as a reduction to medical expense)	(550,190)	(1,089,234)	(489,136)	(2,128,560)	d
Accrual basis	736,614,576	697,894,896	572,883,099	2,007,392,570	
2A Reported premiums	736,614,576	697,894,896	572,883,099	2,007,392,570	
Difference	(0)	(0)	0	0	

Key

(a) Consistent with NAIC guidelines, UPRV records premiums on an accrual basis of accounting. The total accrued premium amount in Sept 2014 was \$35.8M more than the premium accrued for at Dec 2013. The increase is due to the Sept 2014 accrual for future retroactivity being \$4M more than the December 2013 accrual for future retroactivity, a Sept 2014 \$34.7M accrual for insurer fee revenue-there was no Dec 2013 accrual for insurer fee revenue, the Sept 2014 LTC members not receiving LTC services accrual reducing revenue by \$12.4M less than the correspondent Dec 2013 accrual, and a \$7.6M accrual for a Nursing Facility acuity rate adjustment. Those increases to revenue are partially offset by the \$9.9M release of the Dec 2013 Medicaid rate change accrual, and a \$12.9M PPACA risk corridor accrual for a revenue recoupment

(b) This item is created by the Sept 2014 withholds being 67K less than the Dec 2013 withholds as a result of Sept 2014 premiums paid being \$2.7M less than Dec 2013 premiums paid.

(c) Item is cash received for a returned liquidated damage amount that is included in the premium tax calculation, but not recorded as revenue

(d) Amount is the TennCare reimbursement of SSI claims paid by UHPRV on member months that were retro enrolled outside of a 12 month period. The reimbursement amount was recorded as a reduction to medical expense rather than an increase to revenue.

Accrual change is calculated as follows:	<u>Middle</u>	<u>East</u>	<u>West</u>	<u>Consolidated</u>
Reversal of December 2013 Medicaid rate change accrual	(6,459,206)	88,434	(3,562,875)	(9,933,647)
Reversal of December 2013 accrual for future retro membership	(8,048,052)	(10,528,616)	(7,558,288)	(26,134,956)
Reversal of December 2013 members without services revenue recoupment accrual	10,640,649	12,864,865	11,424,321	34,929,835
Sep 2014 accrual for future retro membership	9,205,376	11,784,969	9,193,759	30,184,104
Sep 2014 accrual for members without services revenue recoupment accrual	(6,811,814)	(8,260,103)	(7,460,345)	(22,532,262)
Sep 2014 insurer fee accrual	12,147,420	12,034,870	10,478,843	34,661,133
Sep 2014 NF acuity adj accrual	2,540,942	2,890,476	2,125,230	7,556,648
Sep 2014 PPACA risk corridor accrual	(5,323,871)	(4,549,242)	(3,024,271)	(12,897,384)
Total change in accrual	7,891,445	16,325,654	11,616,374	35,833,472

Retro Accrual in AR Paid YTD Sept 2014

12/31/2013 AR balance by componen

	TennCare		Medicaid	LTC	Medicaid	LTC	Medicaid	LTC
	Medicaid withhold	LTC withhold	55600-03000-24599 on 12/31/2013	55600-03000-24599 on 12/31/2013	Rate change accrual	(A) Accrual for Future retro premium	(A) Accrual for Future retro premium	
TennCare withhold	3,785,327	1,726,783						5,512,111
GL Accrual for future retroactive premium					9,933,647	25,698,179	436,778	26,134,956
GL Accrual for TennCare rate change			2,657,003	(37,586,839)				9,933,647
GL Accrual for LTC members not receiving LTC services								(34,929,836)
GL balance 12/31/2013	3,785,327	1,726,783	2,657,003	(37,586,839)	9,933,647	25,698,179	436,778	6,650,878

2014 Cash receipts related to 2013 service dates

	Prior Medicaid withhold paid	Prior LTC withhold paid	Current Medicaid withhold on 2013 service dates	Current LTC withhold on 2013 service dates		Premium to record sent in 820 remittance	Premium to record sent in 820 remittance	Total deposits related to 2013			
Jan-14	(3,785,327)	(1,726,783)	292,328	9,433		(11,693,109)	(377,323)	(17,280,782)	(15,186,109)	(2,094,673)	
Feb-14	(292,328)	(9,433)	393,232	(7,659)		(5,795,615)	306,343	(15,339,107)	(15,626,358)	289,251	
Mar-14	(393,232)	7,659	100,465	3,278		(4,018,582)	(131,125)	(4,431,538)	(4,311,349)	(120,189)	
Apr-14	(100,465)	(3,278)	82,515	3,361	(185,946)	(3,300,584)	(134,446)	(338,552)	(3,504,480)	3,165,918	
May-14	(82,515)	(3,361)	78,888	3,301		(3,155,511)	(132,057)	(3,291,254)	(3,159,138)	(132,117)	
Jun-14	(78,888)	(3,301)	62,825	3,419	(140,679)	(2,512,994)	(136,753)	2,716,043	(2,669,735)	5,385,779	
Jul-14	(62,825)	(3,419)	37,387	142		(1,495,470)	(5,685)	(1,529,870)	(1,520,908)	(8,961)	
Aug-14	(37,387)	(142)	26,437	(577)	(434,120)	(1,057,470)	23,089	4,548,145	(1,502,540)	6,050,685	
Sep-14	(26,437)	577	29,039	2,389		(1,161,569)	(95,552)	(1,251,553)	(1,158,967)	(92,586)	
Oct-14								-	-	-	
Nov-14								-	-	-	
Dec-14								-	-	-	
Total 2014 cash deposits for 2013 retro cast						(34,190,905)	(683,508)	(36,198,478)	(37,976,232)	(2,410,291)	(40,386,524)

**AmeriChoice - Tennessee
Medicaid Retroactive Accrual
September-14**

Total						
IDB	Mid TN (Location USATN006)		West TN (Location USATN806)		East TN (Location USATN024)	
	Membership	Revenue	Membership	Revenue	Membership	Revenue
Oct-13	33	57,584.25	54	64,792.88	78	75,849.25
Nov-13	68	119,537.17	110	135,959.31	162	158,476.26
Dec-13	108	188,870.72	172	220,925.33	255	253,031.00
Jan-14	152	276,715.87	240	308,870.93	361	354,976.41
Feb-14	208	323,909.28	322	407,186.70	488	475,177.15
Mar-14	271	427,634.14	409	526,834.74	619	600,554.97
Apr-14	350	550,819.23	524	649,455.14	784	774,451.29
May-14	469	723,579.89	679	824,716.65	1,006	987,899.97
Jun-14	668	886,596.70	910	1,003,084.36	1,316	1,208,775.35
Jul-14	997	1,119,281.17	1,226	1,221,457.24	1,701	1,549,766.23
Aug-14	1,816	1,608,002.16	1,993	1,554,787.81	2,656	2,119,730.45
Sep-14	4,800	2,846,364.50	4,339	2,232,259.65	5,724	3,019,345.27
Total	9,941	9,128,895.08	10,979	9,150,330.75	15,150	11,578,033.60

Prior Month	9,662	7,704,693.89	10,700	8,088,601.25	14,805	10,162,053.02
	279	1,424,201.19	278	1,061,729.49	345	1,415,980.58
Current Total	36,070	29,857,259.42				
Prior Total	35,167	25,955,348.16				
Increase/Decrease in Accrual	902	3,901,911.27				

STATEMENT AS OF September 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	\$ 2,457,984	\$ 66,857	\$ -	\$ 158,382	\$ 161,718	\$ 2,521,505
Total group	\$ 2,457,984	\$ 66,857	\$ -	\$ 158,382	\$ 161,718	\$ 2,521,505
Premiums due and unpaid from Medicare entities	\$ 7,158,862	\$ 8,767	\$ 3,478	\$ 264,245	\$ 487,595	\$ 6,947,757
Premiums due and unpaid from Medicaid entities	\$ 84,843,380	\$ -	\$ -	\$ -	\$ -	\$ 84,843,380
Accident and health premiums due and unpaid (Page 2, Line 15)	\$ 94,460,226	\$ 75,624	\$ 3,478	\$ 422,627	\$ 649,313	\$ 94,312,642

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.	28,263,279	832,437	566,488	1,865,392	2,608,464	28,919,132
0199998 Aggregate Pharmaceutical Rebate Receivables Not Individually Listed	0	0	0	0	0	0
0199999 Total Pharmaceutical Rebate Receivables	28,263,279	832,437	566,488	1,865,392	2,608,464	28,919,132
0299998 Aggregate Claim Overpayment Receivables Not Individually Listed	7,315,901	2,808,857	1,578,667	13,037,012	19,586,775	5,153,662
0299999 Total Claim Overpayment Receivables	7,315,901	2,808,857	1,578,667	13,037,012	19,586,775	5,153,662
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	3,751	3,751	3,751	56,271	67,525	0
0599999 Total Risk Sharing Receivables	3,751	3,751	3,751	56,271	67,525	0
Members Share Cost of Receivables	0	0	0	0	0	0
Plan to Plan Receivables	0	0	0	0	0	0
0699998 Aggregate Other Receivables Not Individually Listed	0	0	0	0	0	0
0699999 Total Other Receivables	0	0	0	0	0	0
0799999 Gross Health Care Receivables	35,582,931	3,645,045	2,148,906	14,958,675	22,262,764	34,072,794

STATEMENT AS OF September 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.	52,917,752	-	-	-	-	52,917,752	-
0199999	Individually listed receivables	52,917,752	-	-	-	-	52,917,752	-
0299999	Receivables not individually listed							
0399999	Total gross amounts receivable	52,917,752	-	-	-	-	52,917,752	-

STATEMENT AS OF September 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	103,229,096	103,229,096	-
	0199999 Individually listed payables		103,229,096	103,229,096	-
	0299999 Payables not individually listed		-	-	-
	0399999 Total gross payables		103,229,096	103,229,096	-

STATEMENT AS OF September 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							
Total Members at end of:										
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	701,614		1,583				XXX	75,105	624,926	-
5. Current Year	-						XXX			-
6. Current Year Member Months	6,056,491		17,848				XXX	662,437	5,376,206	-
Total Member Ambulatory Encounters for Year:										
7. Physician	5,742,458		13,497				XXX	1,321,818.04	4,407,143.00	-
8. Non-Physician	3,261,871		2,195				XXX	629,290.14	2,630,386.00	-
9. Total	9,004,329		15,692				XXX	1,951,108.19	7,037,529.00	-
10. Hospital Patient Days Incurred	3,582,740		595				XXX	174,105.00	3,408,040	-
11. Number of Inpatient Admissions	245,020		121				XXX	24,924	219,975	-
12. Health Premiums Written	2,695,023,179		7,375,240				XXX	668,280,808	2,019,367,131	
13. Life Premiums Direct	-						XXX			
14. Property/Casualty Premiums Written	-						XXX			
15. Health Premiums Earned	2,681,087,684		7,375,240				XXX	667,242,697	2,006,469,747	-
16. Property/Casualty Premiums Earned	-						XXX			
17. Amount Paid for Provision of Health Care Services	2,124,531,987		5,246,542				XXX	535,150,769	1,584,134,676	
18. Amount Incurred for Provision of Health Care Services	2,099,643,044		3,982,698				XXX	528,992,649	1,566,667,698	

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