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HEALTH ANNUAL STATEMENT

FOR THE YEAR ENDED DECEMBER 31, 2009
OF THE CONDITION AND AFFAIRS OF THE

UnitedHealthcare Plan of the River Valley, Inc.

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

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

Country of Domicile United States of America

Licensed as business type: Health Maintenance Organization

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

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

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

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

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

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

Internet Website Address UHCRiverValley.com

Statutory Statement Contact Joan G Mincer (Name), 309-757-6285 (Area Code) (Telephone Number)
Joan_G_Mincer@uhc.com (E-mail Address), 888-250-1769 (FAX Number)

OFFICERS

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

OTHER

Bruce Chase Steffens M.D. Chief Medical Officer

DIRECTORS OR TRUSTEES

James Edward Hecker	Bruce Chase Steffens M.D.	William Kenneth Appelgate Ph.D.
Daniel Roger Kueter	Cathie Sue Whiteside	Michael Paul Radu #
Victoria Jean Kauzlarich	Thomas Patrick Wiffler	Eric Paul #

State of Illinois
County of Rock Island

State of Minnesota
County of Hennepin

State of NOT USED
County of

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

Daniel Roger Kueter
President

Christina Regina Palme-Krizak
Secretary

NOT USED

Subscribed and sworn to before me this
16 day of February 2010
Mary Ann Vickers

NOTARY PUBLIC OFFICIAL SEAL STATE OF ILLINOIS
MARY ANN VICKERS
MY COMMISSION EXPIRES
NOVEMBER 1, 2011

Subscribed and sworn to before me this
21 day of Jan. 2010

Subscribed and sworn to before me this
____ day of ____

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

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

JURAT

ASSETS

		Current Year			Prior Year
		1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Net Admitted Assets
1.	Bonds (Schedule D)	468,400,347		468,400,347	311,109,701
2.	Stocks (Schedule D):				
	2.1 Preferred stocks			0	0
	2.2 Common stocks			0	0
3.	Mortgage loans on real estate (Schedule B):				
	3.1 First liens			0	0
	3.2 Other than first liens			0	0
4.	Real estate (Schedule A):				
	4.1 Properties occupied by the company (less $ ..... encumbrances)			0	0
	4.2 Properties held for the production of income (less $ ..... encumbrances)			0	0
	4.3 Properties held for sale (less $ ..... encumbrances)			0	0
5.	Cash ($ 1,723,586 , Schedule E - Part 1), cash equivalents ($ 29,999,924 , Schedule E - Part 2) and short-term investments ($ 219,359,308 , Schedule DA)	251,082,820		251,082,820	154,118,441
6.	Contract loans, (including $ ..... premium notes)			0	0
7.	Other invested assets (Schedule BA)	0		0	0
8.	Receivables for securities	0		0	0
9.	Aggregate write-ins for invested assets	0	0	0	0
10.	Subtotals, cash and invested assets (Lines 1 to 9)	719,483,167	0	719,483,167	465,228,142
11.	Title plants less $ ..... charged off (for Title insurers only)			0	0
12.	Investment income due and accrued	5,224,125		5,224,125	3,489,631
13.	Premiums and considerations:				
	13.1 Uncollected premiums and agents' balances in the course of collection	69,674,822		69,674,822	17,702,790
	13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $ ..... earned but unbilled premiums)			0	0
	13.3 Accrued retrospective premiums	2,069,610		2,069,610	5,033,653
14.	Reinsurance:				
	14.1 Amounts recoverable from reinsurers	0		0	1,000,466
	14.2 Funds held by or deposited with reinsured companies			0	0
	14.3 Other amounts receivable under reinsurance contracts			0	0
15.	Amounts receivable relating to uninsured plans	4,305,290		4,305,290	8,795,639
16.1	Current federal and foreign income tax recoverable and interest thereon	0		0	2,278,454
16.2	Net deferred tax asset	49,157,520	41,800,673	7,356,847	6,627,131
17.	Guaranty funds receivable or on deposit			0	0
18.	Electronic data processing equipment and software	0		0	0
19.	Furniture and equipment, including health care delivery assets ($ .....)			0	0
20.	Net adjustment in assets and liabilities due to foreign exchange rates			0	0
21.	Receivables from parent, subsidiaries and affiliates			0	0
22.	Health care ($ 5,364,165) and other amounts receivable	6,311,773	947,608	5,364,165	3,412,538
23.	Aggregate write-ins for other than invested assets	2,545,395	1,965,312	580,083	0
24.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	858,771,700	44,713,593	814,058,107	513,568,444
25.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
26.	Total (Lines 24 and 25)	858,771,700	44,713,593	814,058,107	513,568,444
	DETAILS OF WRITE-INS				
0901.					
0902.					
0903.					
0998.	Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0
0999.	Totals (Lines 0901 thru 0903 plus 0998)(Line 9 above)	0	0	0	0
2301.	FEHB Receivable	580,083		580,083	
2302.	Prepaid Assets	1,965,312	1,965,312	0	
2303.					
2398.	Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399.	Totals (Lines 2301 thru 2303 plus 2398)(Line 23 above)	2,545,395	1,965,312	580,083	0

LIABILITIES, CAPITAL AND SURPLUS

		Current Year			Prior Year
		1	2	3	4
		Covered	Uncovered	Total	Total
1.	Claims unpaid (less $ 0 reinsurance ceded)	237,870,989	15,419,048	253,290,037	224,544,575
2.	Accrued medical incentive pool and bonus amounts	1,631,240		1,631,240	2,062,000
3.	Unpaid claims adjustment expenses	6,174,911		6,174,911	2,273,488
4.	Aggregate health policy reserves	5,176,110		5,176,110	3,824,671
5.	Aggregate life policy reserves			0	0
6.	Property/casualty unearned premium reserves			0	0
7.	Aggregate health claim reserves	320,070		320,070	366,608
8.	Premiums received in advance	6,321,533		6,321,533	6,237,379
9.	General expenses due or accrued	32,784,452		32,784,452	10,124,245
10.1	Current federal and foreign income tax payable and interest thereon (including $ 0 on realized capital gains (losses))	2,905,353		2,905,353	0
10.2	Net deferred tax liability	1		1	0
11.	Ceded reinsurance premiums payable	202,439		202,439	0
12.	Amounts withheld or retained for the account of others			0	0
13.	Remittance and items not allocated	0		0	0
14.	Borrowed money (including $ current) and interest thereon $ (including $ current)			0	0
15.	Amounts due to parent, subsidiaries and affiliates	237,256,171		237,256,171	38,593,059
16.	Payable for securities	0		0	0
17.	Funds held under reinsurance treaties (with $ authorized reinsurers and $ 0 unauthorized reinsurers)			0	0
18.	Reinsurance in unauthorized companies			0	0
19.	Net adjustments in assets and liabilities due to foreign exchange rates			0	0
20.	Liability for amounts held under uninsured plans	1		1	0
21.	Aggregate write-ins for other liabilities (including $ current)	0	0	0	0
22.	Total liabilities (Lines 1 to 21)	530,643,270	15,419,048	546,062,318	288,026,025
23.	Aggregate write-ins for special surplus funds	XXX	XXX	0	0
24.	Common capital stock	XXX	XXX	610,000	610,000
25.	Preferred capital stock	XXX	XXX		
26.	Gross paid in and contributed surplus	XXX	XXX	37,441,000	37,441,000
27.	Surplus notes	XXX	XXX	0	
28.	Aggregate write-ins for other than special surplus funds	XXX	XXX	1,500,000	1,500,000
29.	Unassigned funds (surplus)	XXX	XXX	228,444,789	185,999,877
30.	Less treasury stock, at cost:				
	30.1 shares common (value included in Line 24 $)	XXX	XXX		
	30.2 shares preferred (value included in Line 25 $)	XXX	XXX		
31.	Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	267,995,789	225,550,877
32.	Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	814,058,106	513,576,902
	DETAILS OF WRITE-INS				
2101.					
2102.					
2103.					
2198.	Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199.	Totals (Lines 2101 thru 2103 plus 2198)(Line 21 above)	0	0	0	0
2301.		XXX	XXX		
2302.		XXX	XXX		
2303.		XXX	XXX		
2398.	Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399.	Totals (Lines 2301 thru 2303 plus 2398)(Line 23 above)	XXX	XXX	0	0
2801.	Statutory Fund	XXX	XXX	1,500,000	1,500,000
2802.		XXX	XXX		
2803.		XXX	XXX		
2898.	Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899.	Totals (Lines 2801 thru 2803 plus 2898)(Line 28 above)	XXX	XXX	1,500,000	1,500,000

STATEMENT OF REVENUE AND EXPENSES

		Current Year		Prior Year
		1 Uncovered	2 Total	3 Total
1.	Member Months	XXX	8,244,539	4,390,043
2.	Net premium income (including $ 0 non-health premium income)	XXX	2,376,528,654	1,438,002,359
3.	Change in unearned premium reserves and reserve for rate credits	XXX	(5,828,560)	0
4.	Fee-for-service (net of $ medical expenses)	XXX	0	0
5.	Risk revenue	XXX	0	0
6.	Aggregate write-ins for other health care related revenues	XXX	0	0
7.	Aggregate write-ins for other non-health revenues	XXX	0	0
8.	Total revenues (Lines 2 to 7)	XXX	2,370,700,094	1,438,002,359
	Hospital and Medical:			
9.	Hospital/medical benefits	89,204,525	1,868,771,109	1,107,868,002
10.	Other professional services		10,269,386	3,066,411
11.	Outside referrals		0	0
12.	Emergency room and out-of-area		0	0
13.	Prescription drugs		85,173,198	85,235,696
14.	Aggregate write-ins for other hospital and medical	0	0	0
15.	Incentive pool, withhold adjustments, and bonus amounts		935,202	2,727,861
16.	Subtotal (Lines 9 to 15)	89,204,525	1,965,148,895	1,198,897,970
	Less:			
17.	Net reinsurance recoveries		52,370	1,141,657
18.	Total hospital and medical (Lines 16 minus 17)	89,204,525	1,965,096,525	1,197,756,313
19.	Non-health claims (net)			0
20.	Claims adjustment expenses, including $ 35,963,269 cost containment expenses		58,957,623	38,125,705
21.	General administrative expenses		252,624,509	135,687,168
22.	Increase in reserves for life and accident and health contracts (including $ increase in reserves for life only)		0	0
23.	Total underwriting deductions (Lines 18 through 22)	89,204,525	2,276,678,657	1,371,569,186
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	94,021,437	66,433,173
25.	Net investment income earned (Exhibit of Net Investment Income, Line 17)		14,348,072	14,347,412
26.	Net realized capital gains (losses) less capital gains tax of $ 398,328		751,659	1,855,876
27.	Net investment gains (losses) (Lines 25 plus 26)	0	15,099,731	16,203,288
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered $) (amount charged off $)]			
29.	Aggregate write-ins for other income or expenses	0	(1,011,187)	(16,139)
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	108,109,981	82,620,322
31.	Federal and foreign income taxes incurred	XXX	31,782,258	25,625,111
32.	Net income (loss) (Lines 30 minus 31)	XXX	76,327,723	56,995,211
	DETAILS OF WRITE-INS			
0601.		XXX		
0602.		XXX		
0603		XXX		
0698.	Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0
0699.	Totals (Lines 0601 thru 0603 plus 0698)(Line 6 above)	XXX	0	0
0701.		XXX		
0702.		XXX		
0703		XXX		
0798.	Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0
0799.	Totals (Lines 0701 thru 0703 plus 0798)(Line 7 above)	XXX	0	0
1401.				
1402.				
1403.				
1498.	Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499.	Totals (Lines 1401 thru 1403 plus 1498)(Line 14 above)	0	0	0
2901.	Fines & Penalties - Regulatory Authorities		(1,011,187)	(16,139)
2902.				
2903				
2998.	Summary of remaining write-ins for Line 29 from overflow page	0	0	0
2999.	Totals (Lines 2901 thru 2903 plus 2998)(Line 29 above)	0	(1,011,187)	(16,139)

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1 Current Year	2 Prior Year
	CAPITAL AND SURPLUS ACCOUNT		
33.	Capital and surplus prior reporting year	225,550,877	168,499,155
34.	Net income or (loss) from Line 32	76,327,723	56,995,211
35.	Change in valuation basis of aggregate policy and claim reserves		
36.	Change in net unrealized capital gains (losses) less capital gains tax of $		
37.	Change in net unrealized foreign exchange capital gain or (loss)		
38.	Change in net deferred income tax	(3,396,354)	(3,334,105)
39.	Change in nonadmitted assets	2,470,984	4,485,978
40	Change in unauthorized reinsurance	0	0
41.	Change in treasury stock	0	0
42.	Change in surplus notes	0	0
43.	Cumulative effect of changes in accounting principles		
44.	Capital Changes:		
	44.1 Paid in	0	0
	44.2 Transferred from surplus (Stock Dividend)	0	0
	44.3 Transferred to surplus		
45.	Surplus adjustments:		
	45.1 Paid in	0	0
	45.2 Transferred to capital (Stock Dividend)		
	45.3 Transferred from capital		
46.	Dividends to stockholders	(35,000,000)	0
47.	Aggregate write-ins for gains or (losses) in surplus	2,042,559	(1,095,362)
48.	Net change in capital and surplus (Lines 34 to 47)	42,444,912	57,051,722
49.	Capital and surplus end of reporting period (Line 33 plus 48)	267,995,789	225,550,877
	DETAILS OF WRITE-INS		
4701.	Corrections subsequent to issuance of the prior Y/E annual statement	2,042,577	(1,052,553)
4702.	Income Taxes to Surplus Adj	(18)	(42,809)
4703.			
4798.	Summary of remaining write-ins for Line 47 from overflow page	0	0
4799.	Totals (Lines 4701 thru 4703 plus 4798)(Line 47 above)	2,042,559	(1,095,362)

CASH FLOW

		1 Current Year	2 Prior Year
	Cash from Operations		
1.	Premiums collected net of reinsurance	2,321,776,259	1,430,822,904
2.	Net investment income	9,256,877	15,914,225
3.	Miscellaneous income	0	0
4.	Total (Lines 1 through 3)	2,331,033,136	1,446,737,129
5.	Benefit and loss related payments	1,933,216,900	1,145,562,951
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7.	Commissions, expenses paid and aggregate write-ins for deductions	289,933,112	173,608,074
8.	Dividends paid to policyholders		
9.	Federal and foreign income taxes paid (recovered) net of $ ..... tax on capital gains (losses)	26,598,450	22,164,948
10.	Total (Lines 5 through 9)	2,249,748,462	1,341,335,973
11.	Net cash from operations (Line 4 minus Line 10)	81,284,674	105,401,156
	Cash from Investments		
12.	Proceeds from investments sold, matured or repaid:		
	12.1 Bonds	134,701,400	194,006,828
	12.2 Stocks	0	0
	12.3 Mortgage loans	0	0
	12.4 Real estate	0	0
	12.5 Other invested assets	0	0
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0
	12.7 Miscellaneous proceeds	0	0
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	134,701,400	194,006,828
13.	Cost of investments acquired (long-term only):		
	13.1 Bonds	295,026,920	268,772,174
	13.2 Stocks	0	0
	13.3 Mortgage loans	0	0
	13.4 Real estate	0	0
	13.5 Other invested assets	0	0
	13.6 Miscellaneous applications	0	0
	13.7 Total investments acquired (Lines 13.1 to 13.6)	295,026,920	268,772,174
14.	Net increase (decrease) in contract loans and premium notes	0	0
15.	Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	(160,325,520)	(74,765,346)
	Cash from Financing and Miscellaneous Sources		
16.	Cash provided (applied):		
	16.1 Surplus notes, capital notes	0	0
	16.2 Capital and paid in surplus, less treasury stock	0	0
	16.3 Borrowed funds	0	0
	16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0
	16.5 Dividends to stockholders	35,000,000	0
	16.6 Other cash provided (applied)	211,005,226	(1,166,765)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	176,005,226	(1,166,765)
	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)	96,964,380	29,469,045
19.	Cash, cash equivalents and short-term investments:		
	19.1 Beginning of year	154,118,441	124,649,396
	19.2 End of year (Line 18 plus Line 19.1)	251,082,821	154,118,441

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

ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

		1 Total	2 Comprehensive (Hospital & Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefit Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other Health	10 Other Non-Health
1.	Net premium income	2,376,528,654	367,279,379				17,098,085	507,470,323	1,484,680,867		
2.	Change in unearned premium reserves and reserve for rate credit	(5,828,560)						(5,828,560)			
3.	Fee-for-service (net of $ ..... medical expenses)	0									XXX
4.	Risk revenue	0									XXX
5.	Aggregate write-ins for other health care related revenues	0	0	0	0	0	0	0	0	0	XXX
6.	Aggregate write-ins for other non-health care related revenues	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
7.	Total revenues (Lines 1 to 6)	2,370,700,094	367,279,379	0	0	0	17,098,085	501,641,763	1,484,680,867	0	0
8.	Hospital/medical benefits	1,868,771,109	269,580,553				17,086,510	355,563,112	1,226,540,934		XXX
9.	Other professional services	10,269,386	1,481,416				93,895	1,953,912	6,740,163		XXX
10.	Outside referrals	0									XXX
11.	Emergency room and out-of-area	0									XXX
12.	Prescription drugs	85,173,198	44,321,696				778,754	33,287,389	6,785,359		XXX
13.	Aggregate write-ins for other hospital and medical	0	0	0	0	0	0	0	0	0	XXX
14.	Incentive pool, withhold adjustments and bonus amounts	935,202	300,004					(834,499)	1,469,697		XXX
15.	Subtotal (Lines 8 to 14)	1,965,148,895	315,683,669	0	0	0	17,959,159	389,969,914	1,241,536,153	0	XXX
16.	Net reinsurance recoveries	52,370	52,370								XXX
17.	Total medical and hospital (Lines 15 minus 16)	1,965,096,525	315,631,299	0	0	0	17,959,159	389,969,914	1,241,536,153	0	XXX
18.	Non-health claims (net)	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
19.	Claims adjustment expenses including $ 35,963,269 cost containment expenses	58,957,623	9,354,381				181,369	12,589,473	36,832,400		
20.	General administrative expenses	252,624,508	40,410,351				448,894	53,943,991	157,821,272		
21.	Increase in reserves for accident and health contracts	0									XXX
22.	Increase in reserves for life contracts	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
23.	Total underwriting deductions (Lines 17 to 22)	2,276,678,656	365,396,031	0	0	0	18,589,422	456,503,378	1,436,189,825	0	0
24.	Total underwriting gain or (loss) (Line 7 minus Line 23)	94,021,438	1,883,348	0	0	0	(1,491,337)	45,138,385	48,491,042	0	0
	DETAILS OF WRITE-INS										
0501.											XXX
0502.											XXX
0503.											XXX
0598.	Summary of remaining write-ins for Line 5 from overflow page	0	0	0	0	0	0	0	0	0	XXX
0599.	Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above)	0	0	0	0	0	0	0	0	0	XXX
0601.			XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0602.			XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0603.			XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0698.	Summary of remaining write-ins for Line 6 from overflow page	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
0699.	Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
1301.											XXX
1302.											XXX
1303.											XXX
1398.	Summary of remaining write-ins for Line 13 from overflow page	0	0	0	0	0	0	0	0	0	XXX
1399.	Totals (Lines 1301 thru 1303 plus 1398) (Line 13 above)	0	0	0	0	0	0	0	0	0	XXX

UNDERWRITING AND INVESTMENT EXHIBIT

PART 1 - PREMIUMS

Line of Business	1 Direct Business	2 Reinsurance Assumed	3 Reinsurance Ceded	4 Net Premium Income (Cols. 1 + 2 - 3)
1. Comprehensive (hospital and medical)	367,676,094		396,715	367,279,379
2. Medicare Supplement				0
3. Dental only				0
4. Vision only				0
5. Federal Employees Health Benefits Plan	17,098,085			17,098,085
6. Title XVIII - Medicare	507,852,537		382,214	507,470,323
7. Title XIX - Medicaid	1,486,287,355		1,606,488	1,484,680,867
8. Other health				0
9. Health subtotal (Lines 1 through 8)	2,378,914,071	0	2,385,417	2,376,528,654
10. Life	0			0
11. Property/casualty	0			0
12. Totals (Lines 9 to 11)	2,378,914,071	0	2,385,417	2,376,528,654

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2 - CLAIMS INCURRED DURING THE YEAR

	1 Total	2 Comprehensive (Hospital & Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefits Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other Health	10 Other Non-Health
1. Payments during the year:										
1.1 Direct	1,935,514,769	317,279,326				17,831,361	390,963,972	1,209,440,110		
1.2 Reinsurance assumed	0									
1.3 Reinsurance ceded	52,370	52,370								
1.4 Net	1,935,462,399	317,226,956	0	0	0	17,831,361	390,963,972	1,209,440,110	0	0
2. Paid medical incentive pools and bonuses	972,962	(7,996)					123,501	857,457		
3. Claim liability December 31, current year from Part 2A:										
3.1 Direct	253,290,036	27,815,829	0	0	0	1,899,223	40,940,847	182,634,137	0	0
3.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
3.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
3.4 Net	253,290,036	27,815,829	0	0	0	1,899,223	40,940,847	182,634,137	0	0
4. Claim reserve December 31, current year from Part 2D:										
4.1 Direct	320,070	320,070								
4.2 Reinsurance assumed	0									
4.3 Reinsurance ceded	0									
4.4 Net	320,070	320,070	0	0	0	0	0	0	0	0
5. Accrued medical incentive pools and bonuses, current year	1,631,240						1,019,000	612,240		
6. Net healthcare receivables (a)	0									
7. Amounts recoverable from reinsurers December 31, current year	0									
8. Claim liability December 31, prior year from Part 2A:										
8.1 Direct	224,544,575	29,029,755	0	0	0	1,771,425	40,265,907	153,477,488	0	0
8.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
8.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
8.4 Net	224,544,575	29,029,755	0	0	0	1,771,425	40,265,907	153,477,488	0	0
9. Claim reserve December 31, prior year from Part 2D:										
9.1 Direct	366,608	366,608								
9.2 Reinsurance assumed	0									
9.3 Reinsurance ceded	0									
9.4 Net	366,608	366,608	0	0	0	0	0	0	0	0
10. Accrued medical incentive pools and bonuses, prior year	2,062,000	85,000	0	0	0	0	1,977,000	0	0	0
11. Amounts recoverable from reinsurers December 31, prior year	0	0	0	0	0	0	0	0	0	0
12. Incurred Benefits:										
12.1 Direct	1,964,213,692	316,018,862	0	0	0	17,959,159	391,638,912	1,238,596,759	0	0
12.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
12.3 Reinsurance ceded	52,370	52,370	0	0	0	0	0	0	0	0
12.4 Net	1,964,161,322	315,966,492	0	0	0	17,959,159	391,638,912	1,238,596,759	0	0
13. Incurred medical incentive pools and bonuses	542,202	(92,996)	0	0	0	0	(834,499)	1,469,697	0	0

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

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR

	1 Total	2 Comprehensive (Hospital & Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefits Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other Health	10 Other Non-Health
1. Reported in Process of Adjustment:										
1.1 Direct	0	0								
1.2 Reinsurance assumed	0									
1.3 Reinsurance ceded	0									
1.4 Net	0	0	0	0	0	0	0	0	0	0
2. Incurred but Unreported:										
2.1 Direct	249,058,996	27,196,771				1,899,223	38,512,761	181,450,241		
2.2 Reinsurance assumed	0									
2.3 Reinsurance ceded	0									
2.4 Net	249,058,996	27,196,771	0	0	0	1,899,223	38,512,761	181,450,241	0	0
3. Amounts Withheld from Paid Claims and Capitations:										
3.1 Direct	4,231,040	619,058					2,428,086	1,183,896		
3.2 Reinsurance assumed	0									
3.3 Reinsurance ceded	0									
3.4 Net	4,231,040	619,058	0	0	0	0	2,428,086	1,183,896	0	0
4. TOTALS:										
4.1 Direct	253,290,036	27,815,829	0	0	0	1,899,223	40,940,847	182,634,137	0	0
4.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
4.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
4.4 Net	253,290,036	27,815,829	0	0	0	1,899,223	40,940,847	182,634,137	0	0

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2B - ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid During the Year		Claim Reserve and Claim Liability December 31 of Current Year		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred In Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)	29,814,896	287,553,090	146,682	27,989,217	29,961,578	29,396,364
2. Medicare Supplement					0	
3. Dental Only					0	
4. Vision Only					0	
5. Federal Employees Health Benefits Plan	2,641,548	15,189,813	1,600	1,897,623	2,643,148	1,771,425
6. Title XVIII - Medicare	39,904,045	350,225,428	175,143	40,765,704	40,079,188	40,265,907
7 Title XIX - Medicaid	125,594,767	1,085,315,041	1,558,697	181,075,440	127,153,464	153,477,488
8. Other health					0	
9. Health subtotal (Lines 1 to 8)	197,955,256	1,738,283,372	1,882,122	251,727,984	199,837,378	224,911,184
10. Healthcare receivables (a)					0	
11. Other non-health					0	
12. Medical incentive pools and bonus amounts	(115,535)	1,088,497		1,631,240	(115,535)	2,062,000
13. Totals (Lines 9 - 10 + 11 + 12)	197,839,721	1,739,371,869	1,882,122	253,359,224	199,721,843	226,973,184

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

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS

(000 Omitted)

Section A - Paid Health Claims - Comprehensive (Hospital & Medical)

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2005	2 2006	3 2007	4 2008	5 2009
1. Prior	1,714,230	1,713,930	1,196,040	1,196,040	4,877,706
2. 2005	325,792	376,679	376,679	376,679	376,679
3. 2006	XXX	321,786	364,556	364,556	364,556
4. 2007	XXX	XXX	253,090	325,337	299,212
5. 2008	XXX	XXX	XXX	235,913	291,852
6. 2009	XXX	XXX	XXX	XXX	260,912

Section B - Incurred Health Claims - Comprehensive (Hospital & Medical)

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2005	2 2006	3 2007	4 2008	5 2009
1. Prior	1,714,393	1,714,230	1,196,040	1,196,040	487,706
2. 2005	325,792	376,679	376,679	376,679	376,679
3. 2006	XXX	321,786	364,556	364,556	364,556
4. 2007	XXX	XXX	253,090	325,337	299,212
5. 2008	XXX	XXX	XXX	265,310	291,999
6. 2009	XXX	XXX	XXX	XXX	288,901

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio - Comprehensive (Hospital & Medical)

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payment	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2005	479,008	376,679	10,401	2.8	387,080	80.8			387,080	80.8
2. 2006	446,338	364,556	5,890	1.6	370,446	83.0			370,446	83.0
3. 2007	380,056	299,212	9,845	3.3	309,057	81.3			309,057	81.3
4. 2008	363,344	291,852	8,671	3.0	300,523	82.7	147		300,670	82.8
5. 2009	367,676	260,912	9,121	3.5	270,033	73.4	29,620	954	300,607	81.8

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS

(000 Omitted)

Section A - Paid Health Claims - Federal Employees Health Benefits Plan Premium

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2005	2 2006	3 2007	4 2008	5 2009
1. Prior	36,647	36,647	26,493	26,493	9,674
2. 2005	10,040	11,280	11,280	11,280	11,280
3. 2006	XXX	10,741	11,958	11,958	11,958
4. 2007	XXX	XXX	9,980	11,494	12,622
5. 2008	XXX	XXX	XXX	13,157	15,799
6. 2009	XXX	XXX	XXX	XXX	15,190

Section B - Incurred Health Claims - Federal Employees Health Benefits Plan Premium

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2005	2 2006	3 2007	4 2008	5 2009
1. Prior	36,647	36,647	26,493	26,493	9,674
2. 2005	10,040	11,280	11,280	11,280	11,280
3. 2006	XXX	10,741	11,958	11,958	11,958
4. 2007	XXX	XXX	9,980	11,494	12,622
5. 2008	XXX	XXX	XXX	14,928	15,800
6. 2009	XXX	XXX	XXX	XXX	17,087

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio - Federal Employees Health Benefits Plan Premium

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payment	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2005	10,514	11,280	228	2.0	11,508	109.5			11,508	109.5
2. 2006	13,103	11,958	173	1.4	12,131	92.6			12,131	92.6
3. 2007	11,927	12,622	309	2.4	12,931	108.4			12,931	108.4
4. 2008	10,145	15,799	242	1.5	16,041	158.1	2		16,043	158.1
5. 2009	17,098	15,190	424	2.8	15,614	91.3	1,898	44	17,556	102.7

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS

(000 Omitted)

Section A - Paid Health Claims - Title XVIII

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2005	2 2006	3 2007	4 2008	5 2009
1. Prior	462,611	462,611	372,299	372,299	146,178
2. 2005	148,927	168,518	168,518	168,518	168,518
3. 2006	XXX	211,866	242,298	242,298	242,298
4. 2007	XXX	XXX	221,231	303,622	260,139
5. 2008	XXX	XXX	XXX	233,976	317,363
6. 2009	XXX	XXX	XXX	XXX	350,225

Section B - Incurred Health Claims - Title XVIII

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2005	2 2006	3 2007	4 2008	5 2009
1. Prior	462,611	462,611	372,299	372,299	146,178
2. 2005	148,927	168,518	168,518	168,518	168,518
3. 2006	XXX	211,866	242,298	242,298	242,298
4. 2007	XXX	XXX	221,231	303,622	260,139
5. 2008	XXX	XXX	XXX	274,242	317,538
6. 2009	XXX	XXX	XXX	XXX	390,991

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio - Title XVIII

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payment	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2005	176,398	168,518	3,830	2.3	172,348	97.7			172,348	97.7
2. 2006	276,967	242,298	3,655	1.5	245,953	88.8			245,953	88.8
3. 2007	341,157	260,139	8,837	3.4	268,976	78.8			268,976	78.8
4. 2008	401,426	317,363	9,580	3.0	326,943	81.4	175		327,118	81.5
5. 2009	507,853	350,225	12,599	3.6	362,824	71.4	40,766	1,318	404,908	79.7

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS

(000 Omitted)

Section A - Paid Health Claims - Title XIX

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2005	2 2006	3 2007	4 2008	5 2009
1. Prior	368,769	368,769	159,256	159,256	159,256
2. 2005					
3. 2006	XXX				
4. 2007	XXX	XXX	273,241	148,456	
5. 2008	XXX	XXX	XXX	357,902	125,595
6. 2009	XXX	XXX	XXX	XXX	1,085,315

Section B - Incurred Health Claims - Title XIX

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2005	2 2006	3 2007	4 2008	5 2009
1. Prior	368,769	368,769	159,256	159,256	159,256
2. 2005					
3. 2006	XXX				
4. 2007	XXX	XXX	0	150,374	
5. 2008	XXX	XXX	XXX	509,461	127,153
6. 2009	XXX	XXX	XXX	XXX	1,266,390

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio - Title XIX

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payment	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2005	59			0.0	0	0.0			0	0.0
2. 2006	0		9,783	0.0	9,783	0.0			9,783	0.0
3. 2007	377,672		504	0.0	504	0.1			504	0.1
4. 2008	664,153	125,595	15,849	12.6	141,444	21.3	1,559		143,003	21.5
5. 2009	1,486,287	1,085,315	36,871	3.4	1,122,186	75.5	181,075	3,858	1,307,119	87.9

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS

(000 Omitted)

Section A - Paid Health Claims - Grand Total

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2005	2 2006	3 2007	4 2008	5 2009
1. Prior	2,582,257	2,581,957	1,754,088	1,754,088	5,192,814
2. 2005	484,759	556,477	556,477	556,477	556,477
3. 2006	XXX	544,393	618,812	618,812	618,812
4. 2007	XXX	XXX	757,542	788,909	571,973
5. 2008	XXX	XXX	XXX	840,948	750,609
6. 2009	XXX	XXX	XXX	XXX	1,711,642

Section B - Incurred Health Claims - Grand Total

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2005	2 2006	3 2007	4 2008	5 2009
1. Prior	2,582,420	2,582,257	1,754,088	1,754,088	802,814
2. 2005	484,759	556,477	556,477	556,477	556,477
3. 2006	XXX	544,393	618,812	618,812	618,812
4. 2007	XXX	XXX	484,301	790,827	571,973
5. 2008	XXX	XXX	XXX	1,063,941	752,490
6. 2009	XXX	XXX	XXX	XXX	1,963,369

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio - Grand Total

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payment	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2005	665,979	556,477	14,459	2.6	570,936	85.7	0	0	570,936	85.7
2. 2006	736,408	618,812	19,501	3.2	638,313	86.7	0	0	638,313	86.7
3. 2007	1,110,812	571,973	19,495	3.4	591,468	53.2	0	0	591,468	53.2
4. 2008	1,439,068	750,609	34,342	4.6	784,951	54.5	1,883	0	786,834	54.7
5. 2009	2,378,914	1,711,642	59,015	3.4	1,770,657	74.4	253,359	6,174	2,030,190	85.3

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2D - AGGREGATE RESERVE FOR ACCIDENT AND HEALTH CONTRACTS ONLY

	1 Total	2 Comprehensive (Hospital & Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefit Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other
1. Unearned premium reserves	0								
2. Additional policy reserves (a)	0								
3. Reserve for future contingent benefits	0								
4. Reserve for rate credits or experience rating refunds (including $) for investment income	5,176,110						5,176,110		
5. Aggregate write-ins for other policy reserves	0	0	0	0	0	0	0	0	0
6. Totals (gross)	5,176,110	0	0	0	0	0	5,176,110	0	0
7. Reinsurance ceded	0								
8. Totals (Net)(Page 3, Line 4)	5,176,110	0	0	0	0	0	5,176,110	0	0
9. Present value of amounts not yet due on claims	0								
10. Reserve for future contingent benefits	320,070	320,070							
11. Aggregate write-ins for other claim reserves	0	0	0	0	0	0	0	0	0
12. Totals (gross)	320,070	320,070	0	0	0	0	0	0	0
13. Reinsurance ceded	0								
14. Totals (Net)(Page 3, Line 7)	320,070	320,070	0	0	0	0	0	0	0
DETAILS OF WRITE-INS									
0501.									
0502.									
0503.									
0598. Summary of remaining write-ins for Line 5 from overflow page	0	0	0	0	0	0	0	0	0
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above)	0	0	0	0	0	0	0	0	0
1101.									
1102.									
1103.									
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0	0	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above)	0	0	0	0	0	0	0	0	0

(a) Includes $ 0 premium deficiency reserve.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 3 - ANALYSIS OF EXPENSES

	Claim Adjustment Expenses		3	4	5
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses	General Administrative Expenses	Investment Expenses	Total
1. Rent ($ 0 for occupancy of own building)	1,301,320	848,352	4,849,515		6,999,187
2. Salary, wages and other benefits	15,596,665	8,047,357	52,899,166		76,543,188
3. Commissions (less $ 0 ceded plus $ 0 assumed)			26,865,616		26,865,616
4. Legal fees and expenses	179,586	68,835	538,227		786,648
5. Certifications and accreditation fees	18,695	11,232	(12,173)		17,754
6. Auditing, actuarial and other consulting services	1,875,040	1,488,305	9,055,534		12,418,879
7. Traveling expenses	418,736	237,258	1,551,530		2,207,524
8. Marketing and advertising	723,810	702,136	4,078,764		5,504,710
9. Postage, express and telephone	1,998,345	1,079,114	7,076,763		10,154,222
10. Printing and office supplies	1,555,870	637,701	4,809,014		7,002,585
11. Occupancy, depreciation and amortization	153,366	84,489	515,584		753,439
12. Equipment	56,562	63,766	277,060		397,388
13. Cost or depreciation of EDP equipment and software	667,676	413,169	2,275,157		3,356,002
14. Outsourced services including EDP, claims, and other services	4,706,662	4,103,485	37,633,914		46,444,061
15. Boards, bureaus and association fees	47,302	37,759	203,209		288,270
16. Insurance, except on real estate	583,302	450,636	2,477,538		3,511,476
17. Collection and bank service charges	74,706	65,625	327,257		467,588
18. Group service and administration fees	4,035,445	3,066,786	21,539,845		28,642,076
19. Reimbursements by uninsured plans					0
20. Reimbursements from fiscal intermediaries					0
21. Real estate expenses					0
22. Real estate taxes					0
23. Taxes, licenses and fees:					
23.1 State and local insurance taxes			102,696		102,696
23.2 State premium taxes			62,575,287		62,575,287
23.3 Regulatory authority licenses and fees			3,674,945		3,674,945
23.4 Payroll taxes	1,096,681	515,487	3,542,252		5,154,420
23.5 Other (excluding federal income and real estate taxes)	9,291	21,382	73,440		104,113
24. Investment expenses not included elsewhere				259,942	259,942
25. Aggregate write-ins for expenses	864,209	1,051,480	5,694,369	0	7,610,058
26. Total expenses incurred (Lines 1 to 25)	35,963,269	22,994,354	252,624,509	259,942	(a) 311,842,074
27. Less expenses unpaid December 31, current year		6,174,911	32,784,452		38,959,363
28. Add expenses unpaid December 31, prior year	0	2,273,488	10,124,245	0	12,397,733
29. Amounts receivable relating to uninsured plans, prior year	0	0	8,795,639	0	8,795,639
30. Amounts receivable relating to uninsured plans, current year			4,305,290		4,305,290
31. Total expenses paid (Lines 26 minus 27 plus 28 minus 29 plus 30)	35,963,269	19,092,931	225,473,953	259,942	280,790,095
DETAILS OF WRITE-INS					
2501. Miscellaneous	864,209	1,051,480	5,694,369		7,610,058
2502.					
2503.					
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598)(Line 25 above)	864,209	1,051,480	5,694,369	0	7,610,058

(a) Includes management fees of $ 197,581,639 to affiliates and $ 0 to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

		1 Collected During Year	2 Earned During Year
1.	U.S. government bonds	(a) 2,555,211	2,295,764
1.1	Bonds exempt from U.S. tax	(a)	
1.2	Other bonds (unaffiliated)	(a) 9,561,571	11,554,607
1.3	Bonds of affiliates	(a)	
2.1	Preferred stocks (unaffiliated)	(b)	
2.11	Preferred stocks of affiliates	(b)	
2.2	Common stocks (unaffiliated)		
2.21	Common stocks of affiliates		
3.	Mortgage loans	(c)	
4.	Real estate	(d)	
5	Contract Loans		
6	Cash, cash equivalents and short-term investments	(e) 757,643	757,643
7	Derivative instruments	(f)	
8.	Other invested assets		
9.	Aggregate write-ins for investment income	0	0
10.	Total gross investment income	12,874,425	14,608,014
11.	Investment expenses		(g) 259,942
12.	Investment taxes, licenses and fees, excluding federal income taxes		(g) 0
13.	Interest expense		(h)
14.	Depreciation on real estate and other invested assets		(i)
15.	Aggregate write-ins for deductions from investment income		0
16.	Total deductions (Lines 11 through 15)		259,942
17.	Net investment income (Line 10 minus Line 16)		14,348,072
	DETAILS OF WRITE-INS		
0901.			
0902.			
0903.			
0998.	Summary of remaining write-ins for Line 9 from overflow page	0	0
0999.	Totals (Lines 0901 thru 0903 plus 0998) (Line 9, above)	0	0
1501.			
1502.			
1503.			
1598.	Summary of remaining write-ins for Line 15 from overflow page		0
1599.	Totals (Lines 1501 thru 1503 plus 1598) (Line 15, above)		0

(a) Includes $ 386,318 accrual of discount less $ 4,556,025 amortization of premium and less $ ..... paid for accrued interest on purchases.

(b) Includes $ ..... accrual of discount less $ ..... amortization of premium and less $ ..... paid for accrued dividends on purchases.

(c) Includes $ ..... accrual of discount less $ ..... amortization of premium and less $ ..... paid for accrued interest on purchases.

(d) Includes $ ..... for company's occupancy of its own buildings; and excludes $ ..... interest on encumbrances.

(e) Includes $ 61,347 accrual of discount less $ ..... amortization of premium and less $ ..... paid for accrued interest on purchases.

(f) Includes $ ..... accrual of discount less $ ..... amortization of premium.

(g) Includes $. ..... investment expenses and $ ..... investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.

(h) Includes $ ..... interest on surplus notes and $ ..... interest on capital notes.

(i) Includes $ ..... depreciation on real estate and $ ..... depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

		1 Realized Gain (Loss) On Sales or Maturity	2 Other Realized Adjustments	3 Total Realized Capital Gain (Loss) (Columns 1 + 2)	4 Change in Unrealized Capital Gain (Loss)	5 Change in Unrealized Foreign Exchange Capital Gain (Loss)
1.	U.S. Government bonds	1,141,590	0	1,141,590	0	0
1.1	Bonds exempt from U.S. tax			0		
1.2	Other bonds (unaffiliated)	588,641	(580,244)	8,397	0	0
1.3	Bonds of affiliates	0	0	0	0	0
2.1	Preferred stocks (unaffiliated)	0	0	0	0	0
2.11	Preferred stocks of affiliates	0	0	0	0	0
2.2	Common stocks (unaffiliated)	0	0	0	0	0
2.21	Common stocks of affiliates	0	0	0	0	0
3.	Mortgage loans		0	0	0	0
4.	Real estate		0	0		0
5.	Contract loans			0		
6.	Cash, cash equivalents and short-term investments			0		
7.	Derivative instruments			0		
8.	Other invested assets		0	0	0	0
9.	Aggregate write-ins for capital gains (losses)	0	0	0	0	0
10.	Total capital gains (losses)	1,730,231	(580,244)	1,149,987	0	0
	DETAILS OF WRITE-INS					
0901.						
0902.						
0903.						
0998.	Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0	0
0999.	Totals (Lines 0901 thru 0903 plus 0998) (Line 9, above)	0	0	0	0	0

EXHIBIT OF NON-ADMITTED ASSETS

		1 Current Year Total Nonadmitted Assets	2 Prior Year Total Nonadmitted Assets	3 Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1.	Bonds (Schedule D)		0	0
2.	Stocks (Schedule D):			
	2.1 Preferred stocks		0	0
	2.2 Common stocks		0	0
3.	Mortgage loans on real estate (Schedule B):			
	3.1 First liens		0	0
	3.2 Other than first liens		0	0
4.	Real estate (Schedule A):			
	4.1 Properties occupied by the company		0	0
	4.2 Properties held for the production of income		0	0
	4.3 Properties held for sale		0	0
5.	Cash (Schedule E - Part 1), cash equivalents (Schedule E - Part 2) and short-term investments (Schedule DA)		0	0
6.	Contract loans		0	0
7.	Other invested assets (Schedule BA)		0	0
8.	Receivables for securities		0	0
9.	Aggregate write-ins for invested assets	0	0	0
10.	Subtotals, cash and invested assets (Lines 1 to 9)	0	0	0
11.	Title plants (for Title insurers only)		0	0
12.	Investment income due and accrued		0	0
13.	Premiums and considerations:			
	13.1 Uncollected premiums and agents' balances in the course of collection		0	0
	13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due		0	0
	13.3 Accrued retrospective premiums		0	0
14.	Reinsurance:			
	14.1 Amounts recoverable from reinsurers		0	0
	14.2 Funds held by or deposited with reinsured companies		0	0
	14.3 Other amounts receivable under reinsurance contracts		0	0
15.	Amounts receivable relating to uninsured plans		0	0
16.1	Current federal and foreign income tax recoverable and interest thereon		0	0
16.2	Net deferred tax asset	41,800,673	45,926,743	4,126,070
17.	Guaranty funds receivable or on deposit		0	0
18.	Electronic data processing equipment and software		0	0
19.	Furniture and equipment, including health care delivery assets		0	0
20.	Net adjustment in assets and liabilities due to foreign exchange rates		0	0
21.	Receivable from parent, subsidiaries and affiliates		0	0
22.	Health care and other amounts receivable	947,608	1,257,834	310,226
23.	Aggregate write-ins for other than invested assets	1,965,312	0	(1,965,312)
24.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	44,713,593	47,184,577	2,470,984
25.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts		0	0
26.	Total (Lines 24 and 25)	44,713,593	47,184,577	2,470,984
	DETAILS OF WRITE-INS			
0901.				
0902.				
0903.				
0998.	Summary of remaining write-ins for Line 9 from overflow page	0	0	0
0999.	Totals (Lines 0901 thru 0903 plus 0998)(Line 9 above)	0	0	0
2301.	Prepaid Commission	1,965,312	0	(1,965,312)
2302.				
2303.				
2398.	Summary of remaining write-ins for Line 23 from overflow page	0	0	0
2399.	Totals (Lines 2301 thru 2303 plus 2398)(Line 23 above)	1,965,312	0	(1,965,312)

EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY

Source of Enrollment	Total Members at End of					6
	1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	Current Year Member Months
1. Health Maintenance Organizations	506,485	660,018	675,501	681,923	684,162	8,244,539
2. Provider Service Organizations						
3. Preferred Provider Organizations						
4. Point of Service						
5. Indemnity Only						
6. Aggregate write-ins for other lines of business	0	0	0	0	0	0
7. Total	506,485	660,018	675,501	681,923	684,162	8,244,539
DETAILS OF WRITE-INS						
0601.						
0602.						
0603.						
0698. Summary of remaining write-ins for Line 6 from overflow page	0	0	0	0	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	0	0	0	0	0	0

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199999 Total individuals						
Group Subscribers:						
0299998. Premiums due and unpaid not individually listed	293,691	155,067	20,479			469,238
0299999. Total group	293,691	155,067	20,479	0	0	469,238
0399999. Premiums due and unpaid from Medicare entities	4,853,176	159,650	61,291			5,074,116
0499999. Premiums due and unpaid from Medicaid entities	63,599,208					63,599,208
0599999 Accident and health premiums due and unpaid (Page 2, Line 13)	68,746,075	314,717	81,770	0	0	69,142,562

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
Rx Solutions	5,364,165			947,608	947,608	5,364,165
0199998. Aggregate Pharmaceutical Rebate Receivables Not Individually Listed						
0199999. Total Pharmaceutical Rebate Receivables	5,364,165	0	0	947,608	947,608	5,364,165
0299998. Aggregate Claim Overpayment Receivables Not Individually Listed						
0299999. Total Claim Overpayment Receivables	0	0	0	0	0	0
0399998. Aggregate Loans and Advances to Providers Not Individually Listed						
0399999. Total Loans and Advances to Providers	0	0	0	0	0	0
0499998. Aggregate Capitation Arrangement Receivables Not Individually Listed						
0499999. Total Capitation Arrangement Receivables	0	0	0	0	0	0
0599998. Aggregate Risk Sharing Receivables Not Individually Listed						
0599999. Total Risk Sharing Receivables	0	0	0	0	0	0
0699998. Aggregate Other Receivables Not Individually Listed						
0699999. Total Other Receivables	0	0	0	0	0	0
0799999 Gross health care receivables	5,364,165	0	0	947,608	947,608	5,364,165

EXHIBIT 4 - 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)						
0199999. Individually listed claims unpaid	0	0	0	0	0	0
0299999. Aggregate accounts not individually listed- uncovered						0
0399999. Aggregate accounts not individually listed-covered						0
0499999. Subtotals	0	0	0	0	0	0
0599999. Unreported claims and other claim reserves						249,058,997
0699999. Total amounts withheld						4,231,040
0799999. Total claims unpaid						253,290,037
0899999 Accrued medical incentive pool and bonus amounts						1,631,240

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5	6	Admitted	
Name of Affiliate	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	7 Current	8 Non-Current
NONE							
0399999 Total gross amounts receivable							

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
UnitedHealthcare Services Co of the River Valley, Inc.	Management Fees	237,256,171	237,256,171	
0199999. Individually listed payables		237,256,171	237,256,171	0
0299999. Payables not individually listed		0		
0399999 Total gross payables		237,256,171	237,256,171	0

EXHIBIT 7 PART 1- SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payments	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups	0	0.0		0.0		
2. Intermediaries	10,617,870	0.6	506,485	74.0	10,617,870	
3. All other providers	9,972,064	0.5		0.0		9,972,064
4. Total capitation payments	20,589,934	1.1	506,485	74.0	10,617,870	9,972,064
Other Payments:						
5. Fee-for-service	116,041,437	6.1	XXX	XXX		116,041,437
6. Contractual fee payments	1,660,216,834	86.9	XXX	XXX		1,660,216,834
7. Bonus/withhold arrangements - fee-for-service	0	0.0	XXX	XXX		
8. Bonus/withhold arrangements - contractual fee payments	112,749,260	5.9	XXX	XXX		112,749,260
9. Non-contingent salaries	0	0.0	XXX	XXX		
10. Aggregate cost arrangements	0	0.0	XXX	XXX		
11. All other payments	0	0.0	XXX	XXX		
12. Total other payments	1,889,007,531	98.9	XXX	XXX	0	1,889,007,531
13. TOTAL (Line 4 plus Line 12)	1,909,597,465	100%	XXX	XXX	10,617,870	1,898,979,595

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC
	United Behavioral Health	6,556,200	546,350		
	American Chiropractic Network	353,121	29,427		
	Optum Nurseline	1,888,880	157,407		
	Dental Benefit Partners	31,224	2,602		
	United Resource Network	1,202,192	100,183		
	Spectera	586,254	48,854		
9999999 Totals		10,617,871	XXX	XXX	XXX

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

NONE

	Description	1 Cost	2 Improvements	3 Accumulated Depreciation	4 Book Value Less Encumbrances	5 Assets Not Admitted	6 Net Admitted Assets
1.	Administrative furniture and equipment						
2.	Medical furniture, equipment and fixtures						
3.	Pharmaceuticals and surgical supplies						
4.	Durable medical equipment						
5.	Other property and equipment						
6.	Total						