



QUARTERLY STATEMENT

AS OF MARCH 31, 2009
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 Period) (Prior Period)

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

Country of Domicile United States

Licensed as business type: Life, Accident & Health [] Property/Casualty [] Hospital, Medical & Dental Service or Indemnity []
 Dental Service Corporation [] Vision Service Corporation [] Health Maintenance Organization [X]
 Other [] Is HMO, Federally Qualified? Yes [] No [X]

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

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

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

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

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

Internet Web Site Address UHCRiverValley.com

Statutory Statement Contact Joan G Mincer 309-757-6285
(Name) (Area Code) (Telephone Number) (Extension)
Joan_G_Mincer@UHC.com 888-250-1769
(E-Mail Address) (Fax Number)

OFFICERS

Name	Title	Name	Title
<u>Daniel Roger Kueter</u>	<u>President</u>	<u>Robert Worth Oberrender</u>	<u>Treasurer</u>
<u>Mary Lynn Stanislav</u>	<u>Secretary</u>		

OTHER OFFICERS

<u>Bruce Chase Steffens M.D.</u>	<u>Chief Medical Officer</u>		
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DIRECTORS OR TRUSTEES

<u>James Edward Hecker</u>	<u>William Kenneth Appelgate</u>	<u>Cathie Sue Whiteside</u>	<u>Victoria Jean Kauzlarich</u>
<u>Bruce Chase Steffens M.D.</u>	<u>Daniel Roger Kueter</u>	<u>Nyle Brent Cottington</u>	<u>Thomas Patrick Wiffler</u>

State of Illinois
 County of Rock Island SS

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

Mary Lynn Stanislav
 Secretary

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 _____

Subscribed and sworn to before me this
6 day of May, 2009

Mary Ann Vickers, Executive Administrative Assistant
 11/01/2011

STATEMENT AS OF MARCH 31, 2009 OF THE UnitedHealthcare Plan of the River Valley, Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	337,916,430		337,916,430	311,109,701
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$1,594,795), cash equivalents (\$49,992,933) and short-term investments (\$173,652,722)	225,240,450		225,240,450	154,118,441
6. Contract loans (including \$premium notes)			0	0
7. Other invested assets	0		0	0
8. Receivables for securities			0	0
9. Aggregate write-ins for invested assets	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	563,156,880	0	563,156,880	465,228,142
11. Title plants less \$ charged off (for Title insurers only)			0	0
12. Investment income due and accrued	3,590,223		3,590,223	3,489,631
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	28,957,892		28,957,892	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	5,213,465		5,213,465	5,033,653
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers			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	1,664,597		1,664,597	8,795,639
16.1 Current federal and foreign income tax recoverable and interest thereon			0	2,278,454
16.2 Net deferred tax asset	52,573,383	45,926,743	6,646,640	6,627,131
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. Receivables from parent, subsidiaries and affiliates			0	0
22. Health care (\$5,711,260) and other amounts receivable	6,095,127	383,867	5,711,260	3,412,538
23. Aggregate write-ins for other than invested assets	5,621,455	1,656,095	3,965,360	8,458
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	666,873,022	47,966,705	618,906,317	513,576,902
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
26. Total (Lines 24 and 25)	666,873,022	47,966,705	618,906,317	513,576,902
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 through 0903 plus 0998)(Line 9 above)	0	0	0	0
2301. Medicare Receivable	3,965,360		3,965,360	0
2302. State Income Taxes Receivable			0	8,458
2303. Prepaid Commissions	1,656,095	1,656,095	0	0
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)	5,621,455	1,656,095	3,965,360	8,458

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$0 reinsurance ceded)	262,060,300	20,393,138	282,453,438	224,544,575
2. Accrued medical incentive pool and bonus amounts	1,282,000		1,282,000	2,062,000
3. Unpaid claims adjustment expenses	3,261,256		3,261,256	2,273,488
4. Aggregate health policy reserves	3,506,216		3,506,216	3,824,671
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves	349,544		349,544	366,608
8. Premiums received in advance	13,089,238		13,089,238	6,237,379
9. General expenses due or accrued	14,192,748		14,192,748	10,124,245
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	4,113,031		4,113,031	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable	369,241		369,241	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	64,863,681		64,863,681	38,593,059
16. Payable for securities			0	0
17. Funds held under reinsurance treaties with (\$ authorized reinsurers and \$ 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			0	0
21. Aggregate write-ins for other liabilities (including \$ current)	0	0	0	0
22. Total liabilities (Lines 1 to 21)	367,087,255	20,393,138	387,480,393	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	0	0
26. Gross paid in and contributed surplus	XXX	XXX	37,441,000	37,441,000
27. Surplus notes	XXX	XXX	0	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	191,874,925	185,999,877
30. Less treasury stock, at cost:				
30.1 shares common (value included in Line 24) \$)	XXX	XXX	0	0
30.2 shares preferred (value included in Line 25) \$)	XXX	XXX	0	0
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	231,425,925	225,550,877
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	618,906,318	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. Reserve and Restricted Funds	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 To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	2,017,949	1,012,352	4,390,043
2. Net premium income (including \$0 non-health premium income).....	XXX	551,722,563	311,935,209	1,438,002,359
3. Change in unearned premium reserves and reserve for rate credits	XXX		0	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	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	551,722,563	311,935,209	1,438,002,359
Hospital and Medical:				
9. Hospital/medical benefits	23,122,217	460,485,638	249,126,440	1,107,868,002
10. Other professional services		1,485,925	178,184	3,066,411
11. Outside referrals			0	0
12. Emergency room and out-of-area			0	0
13. Prescription drugs		22,367,480	23,761,191	85,235,696
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		(397)	0	2,727,861
16. Subtotal (Lines 9 to 15)	23,122,217	484,338,646	273,065,815	1,198,897,970
Less:				
17. Net reinsurance recoveries			0	1,141,657
18. Total hospital and medical (Lines 16 minus 17)	23,122,217	484,338,646	273,065,815	1,197,756,313
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 3,547,066 cost containment expenses.....		14,042,224	7,755,179	38,125,705
21. General administrative expenses.....		50,096,163	31,471,462	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)	23,122,217	548,477,033	312,292,456	1,371,569,186
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	3,245,530	(357,247)	66,433,173
25. Net investment income earned		3,373,233	4,094,137	14,347,412
26. Net realized capital gains (losses) less capital gains tax of \$390,200		415,404	382,438	1,855,876
27. Net investment gains (losses) (Lines 25 plus 26)	0	3,788,637	4,476,575	16,203,288
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)			0	0
29. Aggregate write-ins for other income or expenses	0	53,179	0	(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	7,087,346	4,119,328	82,620,322
31. Federal and foreign income taxes incurred	XXX	2,433,661	5,681,435	25,625,111
32. Net income (loss) (Lines 30 minus 31)	XXX	4,653,685	(1,562,107)	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	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.				
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 - Regulatory Authorities.....		53,179	0	(16,139)
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	53,179	0	(16,139)

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year
CAPITAL AND SURPLUS ACCOUNT:			
33. Capital and surplus prior reporting year.....	225,550,877	168,499,155	168,499,155
34. Net income or (loss) from Line 32.....	4,653,685	(1,562,107)	56,995,211
35. Change in valuation basis of aggregate policy and claim reserves.....		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....		0	0
37. Change in net unrealized foreign exchange capital gain or (loss).....		0	0
38. Change in net deferred income tax.....	19,508	(312,136)	(3,334,105)
39. Change in nonadmitted assets.....	(782,127)	893,968	4,485,978
40. Change in unauthorized reinsurance.....	0	0	0
41. Change in treasury stock.....		0	0
42. Change in surplus notes.....	0	0	0
43. Cumulative effect of changes in accounting principles.....		0	0
44. Capital Changes:			
44.1 Paid in.....		0	0
44.2 Transferred from surplus (Stock Dividend).....		0	0
44.3 Transferred to surplus.....		0	0
45. Surplus adjustments:			
45.1 Paid in.....		0	0
45.2 Transferred to capital (Stock Dividend).....	0	0	0
45.3 Transferred from capital.....		0	0
46. Dividends to stockholders.....		0	0
47. Aggregate write-ins for gains or (losses) in surplus.....	1,983,982	0	(1,095,362)
48. Net change in capital & surplus (Lines 34 to 47).....	5,875,048	(980,275)	57,051,722
49. Capital and surplus end of reporting period (Line 33 plus 48)	231,425,925	167,518,880	225,550,877
DETAILS OF WRITE-INS			
4701. Difference between year end filed and audit.....	1,983,982	0	(1,052,553)
4702. Tax Adjustment.....		0	(42,809)
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)	1,983,982	0	(1,095,362)

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance.....	547,139,508	1,430,822,904
2. Net investment income.....	4,484,728	15,914,225
3. Miscellaneous income.....	0	0
4. Total (Lines 1 to 3).....	551,624,236	1,446,737,129
5. Benefit and loss related payments.....	427,982,289	1,145,562,951
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions.....	60,016,705	173,608,074
8. Dividends paid to policyholders.....	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	(3,957,824)	22,164,948
10. Total (Lines 5 through 9).....	484,041,170	1,341,335,973
11. Net cash from operations (Line 4 minus Line 10).....	67,583,066	105,401,156
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds.....	57,268,028	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).....	57,268,028	194,006,828
13. Cost of investments acquired (long-term only):		
13.1 Bonds.....	84,071,287	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).....	84,071,287	268,772,174
14. Net increase (or decrease) in contract loans and premium notes.....	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	(26,803,259)	(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.....	0	0
16.6 Other cash provided (applied).....	30,342,202	(1,166,765)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	30,342,202	(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).....	71,122,009	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 period (Line 18 plus Line 19.1).....	225,240,450	154,118,441

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

20.0001. NONE.....	123	0
20.0002. NONE.....		0
20.0003. NONE.....		0

STATEMENT AS OF MARCH 31, 2009 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	506,485	.0	115,084	.0	.0	.0	.0	41,486	349,915	.0
2. First Quarter	667,515		111,304				4,538	44,575	507,098	
3. Second Quarter .....	.0									
4. Third Quarter .....	.0									
5. Current Year .....	.0									
6. Current Year Member Months	2,017,949		327,045				13,599	131,556	1,545,749	
Total Member Ambulatory Encounters for Period:										
7. Physician	831,740		122,751				5,076	129,738	574,175	
8. Non-Physician	128,129		19,241				963	13,088	94,837	
9. Total	959,869	.0	141,992	.0	.0	.0	6,039	142,826	669,012	.0
10. Hospital Patient Days Incurred	139,101		6,250				289	8,095	124,467	
11. Number of Inpatient Admissions	57,603		1,929				65	38,651	16,958	
12. Health Premiums Written	557,298,702		91,561,810				2,472,990	113,338,635	349,925,267	
13. Life Premiums Direct .....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	557,298,702		91,561,810				2,472,990	113,338,635	349,925,267	
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	437,831,812		74,057,567				1,782,494	91,813,147	270,178,604	
18. Amount Incurred for Provision of Health Care Services	484,338,644		72,756,370				2,195,428	94,147,854	315,238,992	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$113,338,635

STATEMENT AS OF MARCH 31, 2009 OF THE UnitedHealthcare Plan of the River Valley, Inc.

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 Dec. 31 of Prior Year
	1	2	3	4		
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec. 31 of Prior Year	On Claims Incurred During the Year		
1. Comprehensive (hospital & medical)	28,265,689	28,710,832	4,148,274	26,362,798	32,413,963	29,396,364
2. Medicare Supplement .....					.0	.0
3. Dental Only .....					.0	.0
4. Vision Only .....					.0	.0
5. Federal Employees Health Benefits Plan	1,513,456	13,157,019	283,282	1,793,077	1,796,738	1,771,425
6. Title XVIII - Medicare	29,415,911	62,397,236	7,318,738	33,763,291	36,734,649	40,265,907
7. Title XIX - Medicaid	91,463,990	171,523,112	38,899,969	170,233,552	130,363,959	153,477,488
8. Other Health .....					.0	.0
9. Health Subtotal (Lines 1 to 8).....	150,659,046	275,788,199	50,650,263	232,152,718	201,309,309	224,911,184
10. Healthcare receivables (a) .....					.0	.0
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts	779,603			1,282,000	779,603	2,062,000
13. Totals	151,438,649	275,788,199	50,650,263	233,434,718	202,088,912	226,973,184

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

NOTES TO FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Operation – United Healthcare Plan of the River Valley, Inc. (“Plan”) is a wholly-owned subsidiary of United Healthcare Services Company of the River Valley, Inc. (“UHS-RV”). UHS-RV is a wholly owned subsidiary of UnitedHealthcare, Inc. (“UHC”), which is a wholly owned subsidiary of UnitedHealthcare Services, Inc. (“UHS”). UHS is a wholly owned subsidiary of UnitedHealth Group, Inc. (“UHG”).

On December 6, 2005, Deere & Company entered into a stock purchase agreement with United Healthcare, Inc. for the sale of John Deere Health Care, Inc. (“JDHC”) and its subsidiaries. Effective February 24, 2006, JDHC became a wholly-owned subsidiary of United Healthcare, Inc.

The Plan was incorporated on August 5, 1985 as a Health Maintenance Organization (“HMO”). Operations commenced in July 1986. The Plan is certified as an HMO by the Illinois Department of Financial and Professional Regulation Division of Insurance (“IDOI”), by the Iowa Department of Commerce-Division of Insurance, by the State of Tennessee Department of Commerce and Insurance and by the Commonwealth of Virginia Bureau of Insurance. The Plan has contracted with physicians, hospitals and other health care provider organizations to deliver health care services for all enrollees.

The Plan is designated as a Competitive Medical Plan and has contracts with the Department of Health and Human Services Centers for Medicare and Medicaid Services (“CMS”) to provide healthcare to Medicare qualified HMO enrollees. The Plan also participates as a managed care organization in the State of Tennessee’s Medicaid program, TennCare.

The Plan serves as a plan sponsor offering the Medicare Part D prescription drug insurance coverage under a contract with CMS. Under the Medicare Part D program, there are six separate elements of payment received by the Plan during the plan year, these payment elements are: CMS premium, member premium, low-income premium subsidy, catastrophic reinsurance subsidy, low-income member cost sharing subsidy, CMS risk share.

A. Basis of Presentation – The Plan prepares its financial statements on the basis of accounting practices prescribed or permitted by the Illinois Department of Financial and Professional Regulation Division of Insurance (statutory basis). These practices differ from accounting principles generally accepted in the United States of America (“generally accepted accounting principles”) as certain assets, including certain aged premium and health care receivables, are considered nonadmitted assets for statutory purposes and are excluded from the statements of admitted assets, liabilities, capital and surplus – statutory basis. The change in nonadmitted assets has been reflected in accumulated surplus in the accompanying statutory basis financial statements. Under generally accepted accounting principles, these amounts would be included in total assets on the balance sheet. In addition, certain debt investments that would be shown at market value under generally accepted accounting principles are presented in the accompanying statements of admitted assets, liabilities, capital and surplus – statutory basis at amortized cost.

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

B. Use of Estimates – These statutory basis financial statements include certain amounts that are based on the Plan’s estimates and judgments. These estimates require the Plan to apply complex assumptions and judgments, often because the Plan must make estimates about the effects of matters that are inherently uncertain and will change in subsequent periods. The most significant estimates relate to total hospital and medical expenses and claims unpaid. The Plan adjusts these estimates each period, as more current information becomes available. The impact of any changes in estimates is included in the determination of income in the period in which the estimate is adjusted.

C. Accounting Policy –

Cash, Cash Equivalents, and Short-term Investments — Cash, cash equivalents, and short-term investments represent cash held by the Plan in disbursement accounts, money market instruments, commercial paper, and bonds with a maturity of three months or less at the time of purchase. Claims and other payments are made from the disbursement accounts daily. Cash equivalents are reported at cost or amortized cost depending on the nature of the underlying security, which approximates market value. Cash overdrafts are a result of timing differences in funding disbursement accounts for claims payments.

Short-term investments also consist of the Plan’s share of an investment pool sponsored and administered by UHS for the benefit of the UHS-owned health plans. The investment pool consists principally of investments with original maturities of less than one year with the average life of the individual investments being less than 60 days. The Plan’s share of the pool represents an undivided ownership interest in the pool and is immediately

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convertible to cash at no cost or penalty. The investments within the pool have an individual fund number to track those investments owned by the Plan. The pool is primarily invested in governmental obligations, commercial paper, certificates of deposit, and short-term agency notes and are recorded at cost. Interest income from the pool accrues daily to participating members based upon ownership percentage.

(1),(2), (5), (6) Bonds and Short-term Investments — Bonds and short-term investments include government obligations and are stated at amortized cost if they meet NAIC designation of one or two and stated at the lower of amortized cost or market value if they meet an NAIC designation of three or higher. Amortization of bond premium or discount is calculated using the constant-yield interest method. Bonds and short-term investments are valued and reported using market prices published by the NAIC National Securities Valuation Office (SVO) in accordance with the NAIC Valuations of Securities manual prepared by the SVO or external pricing service if NAIC values are not available.

Corporate bonds and government obligations include mortgage-backed securities, which are valued using the retrospective adjustment methodology. Prepayment assumptions for the determination of the amortized cost of mortgage-backed securities are based on a three-month constant prepayment rate history. The Plan's investment policy limits investments in other residential mortgage-backed securities, including home equity and subprime mortgages, to 10% of total cash and invested assets, and total investments in mortgage-backed securities to 30% of total cash and invested assets..

The Plan continually monitors the difference between the cost and estimated fair value of its investments. If any of the Plan's investments experience a decline in value that the Plan believes is other than temporary, the Plan records a realized loss net realized capital gains (losses) less capital gains tax in the statutory basis statements of operations. The new cost basis is not changed for subsequent recoveries in fair value. The prospective adjustment method is utilized for mortgage-backed securities for periods subsequent to the loss recognition.

(11) Hospital and Medical Expenses and Claims Unpaid and Aggregate Health Policy Reserves — Hospital and medical expenses and corresponding liabilities include claims paid, claims processed but not yet paid, estimates for claims received but not yet processed, and estimates for the costs of health care services enrollees have received, but for which claims have not yet been submitted.

The estimates for health care services incurred but not yet reported are developed using actuarial methods based upon historical submission and payment data, cost trends, customer and product mix, seasonality, utilization of health care services, contracted service rates, and other relevant factors. The estimates may change as actuarial methods change or as underlying facts upon which estimates are based change. The Company did not change actuarial methods during the respective reporting period. Management believes the amount of claims unpaid is adequate to cover the Company's liability for unpaid claims as of the end of the reporting period; however, actual claim payments may differ from those established estimates. Adjustments to claims unpaid estimates are reflected in operating results in the period in which the change in estimate is identified.

Amounts Receivable Relating to Uninsured Plans and Liability for Amounts Held Under Uninsured Plans — Liabilities for amounts held under uninsured plans represents the cost reimbursement under the Medicare Part D program for the Catastrophic Reinsurance Subsidy and the Low-Income Member Cost Sharing Subsidy. The Plan is fully reimbursed by CMS for costs incurred for these contract elements and, accordingly, there is no insurance risk to the Plan. Amounts received for these subsidies are not reflected as premium income, but rather are accounted for as deposits, with the related liability recorded in amounts held under uninsured plans in the statutory basis statements of admitted assets, liabilities, and capital and surplus. Related cash flows are presented within operating expenses paid within cash provided by operations in the statutory basis statements of cash flows.

Income Taxes — Statutory accounting requires an amount to be recorded for deferred taxes on temporary differences between the financial reporting and tax bases of assets and liabilities, subject to limitations on deferred tax assets. The Plan's operations are included in the consolidated federal income tax return of UnitedHealth Group. Federal income taxes are paid to or refunded by UnitedHealth Group pursuant to the terms of a tax-sharing agreement, approved by the Board of Directors, under which taxes approximate the amount that would have been computed on a separate company basis. Income taxes incurred in the current and prior years will be available for recoupment by the Plan only in the event of future net losses of consolidated UnitedHealth Group. The Plan receives a benefit at the federal rate in the current year for current taxable losses incurred in that year to the extent losses can be utilized in the consolidated federal income tax return of UnitedHealth Group (see Note 9). UnitedHealth Group currently files income tax returns in the U.S. federal jurisdiction, various states, and foreign jurisdictions. The U.S. Internal Revenue Service (IRS) has completed exams on UnitedHealth Group's consolidated income tax returns for fiscal years 2007 and prior. UnitedHealth Group's 2008 tax return is under advance review by the IRS under its Compliance Assurance Program (CAP). With the exception of a few states, UnitedHealth Group is no longer subject to income tax examinations prior to 2002 in major state and foreign jurisdictions. The Plan does not believe any adjustments that may result from these examinations will be material to the Plan.

(11) Claims Adjustment Expense — Claims adjustment expenses (CAE) as defined by Statement of Statutory Accounting Principles (SSAP) No. 85, *Claim Adjustment Expenses, Amendments to SSAP No. 55 — Unpaid Claims, Losses, and Loss Adjustment Expenses*, are those costs expected to be incurred in connection with the

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adjustment and recording of accident and health claims. Pursuant to the terms of the management agreement (see Note 10), the Plan pays a management fee to UHS-RV in exchange for administrative and management services. A detailed review of UHS-RV's and the Plan's administrative expenses is performed to determine the allocation between CAE and general administrative expenses in accordance with SSAP No. 85. It is the responsibility of UHS-RV to pay claims adjustment expenses in the event the Plan ceases operations. The Plan has recorded an estimate of unpaid claims adjustment expenses associated with incurred but unpaid claims. Management believes the amount of the liability for unpaid claims adjustment expenses as of the end of the reporting period, is adequate to cover the Plan's cost for the adjustment and recording of unpaid claims; however, actual expenses may differ from those established estimates. The method used for determining CAE is periodically reviewed and updated, and any adjustments are reflected in the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus and the statutory basis statements of operations in the period in which the change in methodology is identified.

Premiums — Net premium income is recognized in the period in which enrollees are entitled to receive health care services. Premiums received prior to the period of service are recorded premiums received in advance in the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus.

Net premium income includes the Medicare Advantage CMS premium, and the CMS premium, member premium, and low-income premium subsidy for the Plan's insurance risk coverage under the Medicare Part D program. Net premium income is recognized ratably over the period in which eligible individuals are entitled to receive prescription drug benefits. The Plan estimates retrospective premiums adjustments based on guidelines determined by CMS.

The Plan also has an arrangement with CMS for certain Medicare products whereby periodic changes in member risk factor adjustment scores, for certain diagnoses codes, result in changes to its Medicare revenues. The Plan recognizes such changes when the amounts become determinable and supportable, and collectability is reasonably assured.

Administrative fee revenues are recognized in the period in which the related services are performed based upon the fee charged to the customer for Administrative Services Only (ASO) contracts, for which the employer retains all health care service risk, while the Plan assumes administrative risk. Administrative fee revenue is netted against general administrative expenses in the statutory basis statements of operations.

Reinsurance Ceded — The Plan has an insolvency-only reinsurance agreement. Reinsurance premiums paid are deducted from premium income in the accompanying statutory basis financial statements.

Incentive Pool — The Plan has agreements with certain independent physicians and physician network organizations that provide for the establishment of a fund into which the Plan places monthly premiums payable for members assigned to the physician. The Plan manages the disbursement of funds from this account as well as reviews the utilization of non-primary care medical services of members assigned to the physicians. Any surpluses or deficits in the fund are shared by the Plan and the physician based upon predetermined risk-sharing percentages and liability or receivable is included in accrued medical incentive pool and bonus amounts or health care and other receivables in the statutory basis statements of assets, liabilities, and capital and surplus, and the corresponding expense or reduction to expense is included in incentive pool, withhold adjustments, and bonus amounts in the statutory basis statements of operations.

Medical Risk Share — The Plan has settlements with CMS that is based on whether the ultimate per-member, per-month benefit costs of any Medicare Part D regional plan varies more than two and one half (2.5) percentage points above or below the level estimated in the original bid submitted by the Plan and approved by CMS. The estimated risk share adjustment, a payable of \$5,321,850 in 2008 and a receivable of \$2,272,256 in 2007, is recorded as an adjustment to premium income in the statutory basis statements of operations and aggregate health policy reserves in the statutory basis statements of admitted assets, liabilities and capital and surplus.

(13) Health Care Receivables — Health care receivables consist of pharmacy rebate receivables estimated based on the most currently available data from the Plan's claims processing systems and from data provided by the Plan's unaffiliated pharmaceutical benefit managers and affiliated pharmaceutical benefit manager, Rx Solutions, Inc. (Rx Solutions). Pharmacy rebate receivables are considered non-admitted assets for statutory purposes if they do not meet the criteria established in SSAP No. 84, *Certain Health Care Receivables and Receivables Under Government Insured Plans*. Accordingly, the Plan has excluded the receivables that do not meet the SSAP No. 84 criteria from the statutory basis statements of admitted assets, liabilities, and capital and surplus.

(10) Premium Deficiency Reserve — Premium deficiency reserves and the related expense, as defined by SSAP No. 54, *Individual and Group Accident Health Contracts*, as well as actuarial practice guidelines, are recognized when it is probable that expected future health care expenses, claim adjustment expenses, and administration costs under a group of existing contracts will exceed anticipated future premiums and reinsurance recoveries considered over the remaining lives of the contracts. The methods for making such estimates and for establishing the resulting reserves are periodically reviewed and updated, and any adjustments are reflected in increase (decrease) in reserves for life and accident and health contracts in the accompanying statutory basis statements of

NOTES TO FINANCIAL STATEMENTS

operations in the period in which the change in estimate is identified. The Plan anticipates investment income as a factor in the premium deficiency calculation, in accordance with SSAP No. 54 (see Note 29).

Vulnerability Due to Certain Concentrations — The Plan is subject to substantial federal and state government regulation, including licensing and other requirements relating to the offering of the Plan's existing products in new markets and offerings of new products, both of which may restrict the Plan's ability to expand its business.

Restricted Cash Reserves — The IDOI, Commonwealth of Virginia Bureau of Insurance, and TennCare require the Plan to maintain a minimum regulatory deposit (equal to the minimum capital and surplus requirements). This restricted cash reserve consists principally of government obligations and is stated at amortized cost. This reserve is included in bonds in the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus. Interest earned on this reserve is accrued by the Plan.

Minimum Capital and Surplus — Under the laws of the state of Illinois, the IDOI requires the Plan to provide a contingency reserve based on 2% of the net capitation revenue from risk contracts limited to \$1,500,000. The Plan's accumulated reserve reached \$1,500,000 during 1989 and such reserve has been recorded as a part of capital and surplus.

Risk-based capital (RBC) is a regulatory tool for measuring the minimum amount of capital appropriate for a managed care organization to support its overall business operations in consideration of its size and risk profile. Additionally, there are minimum capital and surplus requirements relating to risk based capital of \$91,128,448 and \$72,580,658 at December 31, 2008 and 2007, respectively. The Plan is in compliance with the required amounts.

Recently Issued Accounting Standards — In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements," (FAS 157). FAS 157 establishes a framework for measuring fair value. It does not require any new fair value measurements, but does require expanded disclosures to provide information about the extent to which fair value is used to measure assets and liabilities, the methods and assumptions to measure fair value, and the effect of fair value measures on earnings. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007. GAAP pronouncements do not become part of Statutory Accounting Principles until and unless adopted by the NAIC. Upon adoption, the Plan will evaluate the impact on its statutory basis financial statements. However, the Plan determined the GAAP disclosure was relevant and significant and therefore has incorporated the GAAP required disclosure in Note 5.

In January 2009, the NAIC issued SSAP No. 98, *Treatment of Cash Flows When Quantifying Changes in Valuation and Impairments, an, Amendment to SSAP No. 43 —Loan-backed and Structured Securities (SSAP 98)*. SSAP 98 establishes statutory accounting principles for impairment analysis and subsequent valuation of loan-backed and structured securities. This statement is effective for quarterly and annual reporting periods beginning on or after January 1, 2009, with early adoption permitted and encouraged. A change resulting from the adoption of this statement shall be accounted for prospectively. No cumulative effect adjustments or application of the new guidance to prior events or periods are required, similar to a change in accounting estimate. The Plan adopted SSAP 98 as of December 31, 2008. The Plan has assessed the impact of SSAP 98 on its financial condition, results of operations and cash flows and has determined the result was not material to the statutory basis financial statements.

In September 2008, the NAIC issued SSAP No.99, *Accounting for Certain Securities Subsequent to an Other Than Temporary Impairment (SSAP 99)*. SSAP 99 established statutory accounting principles for the treatment of premium or discount applicable to certain securities subsequent to the recognition of an other than temporary impairment. This statement is effective for quarterly and annual reporting periods beginning on or after January 1, 2009, with early adoption permitted. The Plan adopted SSAP 99 as of December 31, 2008. The Plan has assessed the impact of SSAP 99 on its financial condition, results of operations and cash flows and has determined the result was not material to the statutory basis financial statements.

(3) Capital stock consists of common stock at stated value with no par value and no stated dividend rate. One thousand shares are authorized; ten shares are issued and outstanding

(4)None

(7)Not applicable

(8) Not applicable

(9) Not applicable

(12) Not applicable

NOTES TO FINANCIAL STATEMENTS

2. ACCOUNTING CHANGES AND CORRECTIONS

No changes in accounting principles have been recorded during the respective reporting period.

3. BUSINESS COMBINATIONS AND GOODWILL

The Plan was not party to a business combination during the respective reporting period and does not carry goodwill on its statutory basis statements of admitted assets, liabilities and capital and surplus.

4. DISCONTINUED OPERATIONS

The Plan did not discontinue any operations during the respective reporting period.

5. INVESTMENTS

The Plan has no mortgage loans, restructured debt, reverse mortgages, repurchase agreements, or investments in low-income housing tax credits. For purposes of calculating the realized gains and losses on sales of investments, the amortized cost of each investment sold is used. The gross realized gains and losses on sales of investments totaled \$2,989,000 for the year ended December 31, 2008. The realized gains and losses are included in net realized capital gains (losses) less capital gains tax in the accompanying statutory basis statements of operations.

As of December 31, 2008 and 2007, the amortized cost, fair value, gross unrealized holding gains and losses, and contractual maturities of the Plan's investments, excluding cash and cash equivalents of \$75,924,754 and \$53,625,399 in 2008 and 2007, respectively, were as follows (in thousands):

	2008				Fair Value
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses < 1 Year	Gross Unrealized Losses > 1 Year	
U.S. government and agency Corporate bonds	272,051	9,394	(70)		281,375
	117,252	379	(733)	(276)	116,622
	<u>389,303</u>	<u>9,773</u>	<u>(803)</u>	<u>(276)</u>	<u>397,997</u>
Due in one year or less	123,002	607	(141)	(39)	123,429
Due one to five years	100,559	2,637	(430)	(127)	102,639
Due five to ten years	90,941	3,586	(24)	-	94,503
Over ten years	74,801	2,943	(208)	(110)	77,426
	<u>389,303</u>	<u>9,773</u>	<u>(803)</u>	<u>(276)</u>	<u>397,997</u>

	2007				Fair Value
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses < 1 Year	Gross Unrealized Losses > 1 Year	
U.S. government and agency Corporate bonds	172,936	2,100		(38)	174,998
	134,471	265	(136)	(124)	134,476
	<u>307,407</u>	<u>2,365</u>	<u>(136)</u>	<u>(162)</u>	<u>309,474</u>
Due in one year or less	113,238	62	(8)	(63)	113,229
Due one to five years	152,394	1,842	(71)	(55)	154,110
Due five to ten years	7,639	155		(13)	7,781
Over ten years	34,136	306	(57)	(31)	34,354
	<u>307,407</u>	<u>2,365</u>	<u>(136)</u>	<u>(162)</u>	<u>309,474</u>

Included within the tables for U.S. government and agency securities are mortgage-backed securities, which do not have a single maturity date. For the 2008 years to maturity table above, these securities have been presented in the maturity group based on the securities' final maturity date and at an amortized cost of \$42,411,000 and a fair value of \$43,302,052.

The tables above show the gross unrealized losses and fair value of investments with unrealized losses that are not deemed to be other-than-temporarily impaired (OTTI), aggregated by investment type and length of time that individual securities have been in a continuous unrealized loss position.

The unrealized losses on investments in U.S. government and agency obligations, municipalities and local agency obligations, and corporate obligations at the end of the reporting period, were mainly caused by interest rate increases and not on unfavorable changes in the credit ratings associated with these securities. The Plan evaluates impairment at each reporting period for each of the securities whereby the fair value of the investment is less than

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its amortized cost. The contractual cash flows of the U.S. government and agency obligations are either guaranteed by the U.S. government or an agency of the U.S. government. It is expected that the securities would not be settled at a price less than the cost of the investment, as the Plan has the ability to hold, and does not intend to sell the investment until the unrealized loss is fully recovered. The Plan evaluated the credit ratings of the municipalities and local agency obligations and corporate obligations, noting whether a significant deterioration since purchase or other factors which may indicate an other-than-temporary impairment, such as the length of time and extent to which market value has been less than cost, the financial condition and near-term prospects of the issuer as well as specific events or circumstances that may influence the operations of the issuer, and our intent and ability to hold the investment for a sufficient time in order to enable recovery of our cost.

FAS 157 defines fair value, establishes a framework for measuring fair value and expands disclosure about 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 non-active markets (few transactions, limited information, non-current 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.); and
- 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.

Fair values of short-term investments and bonds are based on quoted market prices, where applicable. The Plan obtains one price for each security primarily from the NAIC SVO or an independent pricing service, which generally uses Level 1 or Level 2 inputs for the determination of fair value in accordance with FAS 157. 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 Plan is responsible for the determination of fair value, it performs quarterly analysis on the prices received from the pricing service to determine whether the prices are reasonable estimates of fair value. As a result of these reviews, the Plan has not historically adjusted the prices obtained from the pricing service.

In instances in which the inputs used to measure fair value fall into different levels of the fair value hierarchy, the fair value measurement has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Plan'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 assets.

6. VENTURES, PARTNERSHIPS, AND LIMITED LIABILITY COMPANIES

The Plan has no investments in joint ventures, partnerships, or limited liability companies.

6. INVESTMENT INCOME

The Plan has admitted all investment income due and accrued in the statutory basis statements of admitted assets, liabilities, and capital and surplus.

7. DERIVATIVE INSTRUMENTS

The Plan has no derivative instruments.

8. INCOME TAXES

The federal income taxes incurred for the years ended December 31, are as follows:

	2008	2007
Total current federal income tax provision	<u>25,625,111</u>	<u>12,882,078</u>

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The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities at December 31, are as follows:

Deferred tax assets	2008	2007	Change
Bad debt	134,769	134,622	147
Unpaid losses and CAE	1,580,816	1,133,963	446,853
Unearned premiums	383,386	407,109	(23,723)
Intangibles	50,096,123	54,221,767	(4,125,645)
Nonadmitted assets	405,241	851,627	(446,385)
Total deferred tax assets	52,600,335	56,749,088	(4,148,753)
Nonadmitted deferred tax assets	(45,926,743)	(49,237,336)	3,310,593
Admitted deferred tax assets	6,673,592	7,511,752	(838,160)
Deferred tax liabilities	2008	2007	Change
Accrued expenses	0	(139,283)	139,283
Investments	(46,461)	(721,828)	675,367
Total deferred tax liabilities	(46,461)	(861,111)	814,650
Net admitted deferred tax asset	6,627,131	6,650,641	(23,511)

The change in net deferred income taxes for the years ended December 31, comprises the following:

	2008	2007
Change in deferred tax assets	(4,148,753)	56,815,302
Change in deferred tax liabilities	814,650	611,894
Net deferred tax asset/(liability)	(3,334,103)	57,427,196
Less: Change in deferred on unrealized gain/(loss)	0	0
Change in net deferred income tax	(3,334,103)	57,427,196

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 income before income taxes. The significant items causing this difference are as follows:

Description	2008		Effective Tax Rate
	Amount	Tax Effect	
Tax provision at the federal statutory rate	82,620,325	28,917,114	35.00%
Tax-exempt interest	(1,353,948)	(473,882)	-0.57%
Other current year items	639	224	0.00%
Tax effect of nonadmitted assets	1,275,387	446,385	0.54%
Prior year true-up	668,028	233,810	0.28%
Deferred corrections	(469,819)	(164,437)	-0.20%
Total	82,740,611	28,959,214	35.05%
Current federal income tax provision		24,947,900	30.20%
Tax on capital gains/(losses)		677,211	0.82%
Change in net deferred income tax		3,334,103	4.04%
Total statutory income taxes		28,959,214	35.05%

10. INFORMATION CONCERNING PARENT, SUBSIDIARIES, AND AFFILIATES

Administrative services including claims processing, broker fees, marketing, quality assurance, financial, accounting, insurance, legal, and data processing, are provided to the Plan by its parent. Under the terms of agreements between the Plan and the parent, and approved by the IDOI, the parent charges the Plan for such services based on a percentage of premiums for each line of business. Expenses charged to the Plan by the parent for the respective reporting period were \$46,137,114 for the respective reporting period, and are reported as claims adjustment expenses and general administrative expenses.

Effective January 1, 2008, RxSolutions collects rebates on certain pharmaceutical products based on member utilization. Rebates related to these agreements of \$4,403,498, are included as a reduction of prescription drugs in the accompanying statutory basis statements of operations.

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The Plan has a contract with United Behavioral Health, a wholly owned subsidiary of UHS, to provide mental health and substance abuse services for its enrollees. Fees related to this agreement, which are calculated on a per-member per-month basis, of \$1,590,535 for the respective reporting period are included in medical services expenses in the accompanying statutory basis statements of revenue and expenses.

The Plan has an agreement with OPTUM, a division of UHS, to provide a 24-hour call-in service, called Care24, to its enrollees. Fees related to this agreement, which are calculated on a per member per month basis, of \$631,286 for the respective reporting period are included in medical services expenses in the accompanying statutory basis statements of revenue and expenses.

The Plan contracts with United Resource Network, a division of UHS, to provide access to a network of transplant providers for its enrollees. Fees related to this agreement, which are calculated on a per member per month basis, of \$323,106 for the respective reporting period are included in medical services expenses in the accompanying statutory basis statements of revenue and expenses – statutory basis.

Effective January 1, 2007, the Plan has a contract with ACN Group, Inc., a wholly owned subsidiary of UHS, to provide chiropractic and physical therapy services for its enrollees. Fees related to this agreement, which are calculated on a per member per month basis, were \$84,680 for the respective reporting period and are included in medical services expenses in the accompanying statements of revenue and expenses – statutory basis.

The Plan has a contract with Spectera, Inc., a wholly owned subsidiary of UHS, to provide administrative services related to vision benefit management and claims processing for its enrollees. Fees related to this agreement of approximately \$6,024 for the respective reporting period, are included in medical services expenses in the accompanying statutory basis statements of operations.

The Plan has an agreement with Dental Benefit Providers, Inc. (DBP), a wholly owned subsidiary of UHS, to provide dental care and assistance for its enrollees. Fees related to this agreement, which are calculated on a per-member, per-month basis, of approximately \$7,743 for the respective reporting period are included in other professional services in the accompanying statutory basis statements of operations. Additionally, the Plan reimbursed DBP approximately \$83,155 for claims not covered by the agreement above, which are also included in other professional services in the accompanying statutory basis statements of operations.

Upon acquisition, the Plan entered into a subordinated revolving credit agreement with UnitedHealth Group at and interest rate of LIBOR plus a margin of 0.50%. The aggregate principal amount that may be outstanding at any time is the lesser of 3% of the Plan's admitted assets or 25% of the Plan's policyholder surplus as of the preceding December 31. The credit agreement is for a one-year term and automatically renews annually, unless terminated by either party. The agreement was renewed effective December 31, 2008. No amounts were outstanding under the line of credit as of the end of the reporting period. No amounts were borrowed and no interest paid for the reporting period.

The Plan has an insolvency-only reinsurance agreement with United HealthCare Insurance Company ("UHIC"), a wholly owned subsidiary of UHIC Holdings, Inc., which is a wholly owned subsidiary of UHS, to provide insolvency protection for its enrollees. Reinsurance premiums, which are calculated on a percentage of member premium revenues, of \$551,508 for the respective reporting period are netted against premium revenues in the accompanying statement of revenue and expenses – statutory basis. Reinsurance recoveries are netted against medical services expenses in the accompanying statutory basis statements of income. Reinsurance contracts do not relieve the Plan from its obligations to policyholders. Failure of reinsurers to honor their obligations could result in losses to the Plan.

As of the end of the respective reporting period, the Plan reported \$64,902,699 as amounts due from parent, subsidiaries and affiliates, which are included in the statutory basis statements of admitted assets, liabilities, and capital and surplus. The balances are generally settled within 90 days from incurred date. Any balances due to the Plan that are not settled within 90 days are considered nonadmitted assets.

The Plan has an agreement with Ingenix, to provide subrogation services. Fees related to this agreement, which on a fee basis, of approximately \$128,964 for the respective reporting period are included medical services expenses in the accompanying statutory basis statements of operations.

11. DEBT

The Plan had no outstanding debt during the reporting period with third parties.

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

The Plan has no retirement plan, deferred compensation, and other benefit plans, since all personnel are employees of UHS, which provides services to the Plan under the terms of a management agreement (see Note 10).

NOTES TO FINANCIAL STATEMENTS

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

Capital stock consists of common stock at stated value with no par value and no stated dividend rate. One thousand shares are authorized; ten shares are issued and outstanding.

The Plan may make an ordinary dividend payment to its stockholder in an amount not to exceed the greater of ten percent of the Plan's capital and surplus or the Plan's net income for the previous year.

No dividend was granted in 2008. The Plan paid an ordinary dividend to UHS-RV of \$41,500,000 on September 17, 2007, which required no approval.

14. CONTINGENCIES

Because of the nature of our business, we are routinely made party to a variety of legal actions related to the design and management of our service offerings. The Plan records liabilities for estimates of probable costs resulting from these matters. These matters include, but are not limited to, claims relating to health care benefits coverage, medical malpractice actions, contract disputes, and claims related to disclosure of certain business practices. Although the outcomes of any such legal actions cannot be predicted, in the opinion of management, the resolution of any currently pending or threatened actions will not have a material adverse effect on the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus or statutory basis statements of operations of the Plan. The Plan believes there are no assets that it considers to be impaired as of the end of the reporting period.

15. LEASES

According to the management agreement (see Note 10) between the Plan and UHS-RV, operating leases for the rental of office facilities and equipment are the responsibility of UHS-RV. Fees associated with the agreement are included in the Plan's management fee.

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

The Plan does not hold any financial instruments with off-balance-sheet risk or concentrations of credit risk.

17. SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES

The Plan did not participate in any transfer of receivables, financial assets, or wash sales.

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

Medicare Part D is a partially insured plan. The Plan recorded a receivable of \$2,319,446 in 2008 for deposits under the Medicare Part D program for the catastrophic reinsurance and low-income member cost sharing subsidies as described above in Summary of Significant Accounting Policies.

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

The Plan did not have any direct premiums written or produced by managing general agents or third-party administrators.

20. OTHER ITEMS

Subprime Mortgage Related Risk Disclosure

- 1) The Plan's investment policy limits investments in Asset Backed Securities, which includes subprime issuers. Further, the policy limits investments in private-issuer mortgage securities to 10% of the portfolio, which also includes subprime issuers. The Plan's exposure to unrealized losses on subprime issuers is due only to changes in market prices. There were no realized losses due to a change in receiving anticipated cashflows. The Plan's holdings have maintained AAA credit ratings.
- 2) Direct exposure through investments in subprime mortgage loans: None
- 3) Direct exposure through other investments: None
- 4) Underwriting exposure: None

NOTES TO FINANCIAL STATEMENTS

Other Disclosures — The Plan elected to use rounding in reporting amounts in the statutory basis financial statements.

21. EVENTS SUBSEQUENT

There are no events subsequent to the end of the reporting period that require disclosure.

22. REINSURANCE

Ceded Reinsurance Report —

Section 1 — General Interrogatories

- 1) Are any non-affiliated reinsurers owned in excess of 10% or controlled, either directly or indirectly, by the Plan or by any representative, officer, trustee, or director of the Plan?

Yes () No (X)

- 2) Have any policies issued by the Plan been reinsured with a company chartered in a country other than the United States (excluding U.S. branches of such companies) that is owned in excess of 10% or controlled directly or indirectly by an insured, a beneficiary, a creditor, or an insured or any other person not primarily engaged in the insurance business?

Yes () No (X)

Section 2 — Ceded Reinsurance — Part A

- 1) Does the Plan have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credit?

Yes () No (X)

- 2) Does the reporting entity have any reinsurance agreements in effect that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies?

Yes () No (X)

Section 3 — Ceded Reinsurance — Part B

- 1) What is the estimated amount of the aggregate reduction in surplus (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of payment or other similar credits that are reflected in Section 2 above) of termination of all reinsurance agreements, by either party, as of the date of this statement? Where necessary, the Plan may consider the current or anticipated experience of the business reinsured in making this estimate.

The Plan estimates there should be no aggregate reduction in surplus for termination of all reinsurance agreements as of December 31, 2008.

- 2) Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the Plan as of the effective date of the agreement?

Yes () No (X)

Unsecured Reinsurance Recoverables — The Plan does not have an unsecured aggregate reinsurance recoverable with any individual reinsurers, authorized or unauthorized, that exceeds 3% of the Plan's policyholder surplus.

Reinsurance Recoverable in Dispute — The Plan does not have a reinsurance recovery receivable balance that is being disputed by any individual reinsurer.

Reinsurance Assumed and Ceded — The Plan does not have a provision in its reinsurance contract to return commissions to the reinsurer in the event that the Plan cancels its reinsurance policy.

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

NOTES TO FINANCIAL STATEMENTS

Commutation of Reinsurance — The Plan has an insolvency-only reinsurance agreement with UHIC to provide insolvency protection for its enrollees. There was no commutation of reinsurance during the reporting period.

Retroactive Reinsurance — The Plan did not have a retroactive reinsurance agreement during the reporting period.

23. RETROSPECTIVELY RATED CONTRACTS AND CONTRACTS SUBJECT TO REDETERMINATION

The Plan has Medicare business which is subject to a retrospective rating feature related to Part D premiums. The Plan has estimated accrued retrospective premiums related to Part D premiums based on guidelines determined by CMS. The formula is tiered and based on bid medical loss ratio.

During 2008 and 2007, the Plan contracted with the federal government through the Office of Personnel Management to administer the FEHBP (Federal Employees Health Benefit Program). The Plan is subject to rate adjustments through audits of by the Office of Personnel Management.

Estimated accrued retrospective premiums due to (from) the Plan are recorded in uncollected premiums or aggregate health policy reserves on the statutory basis statements of admitted assets, liabilities, and capital and surplus and as an adjustment to change in unearned premium reserves and reserve for rate credits or net premium income on the statutory basis statements of operations.

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

24. CHANGE IN INCURRED CLAIMS AND CLAIMS ADJUSTMENT EXPENSE

Changes in estimates related to prior year incurred claims are included in total hospital and medical expenses in the current year in the accompanying statutory basis statements of operations.

The liability for claims unpaid at December 31, 2008, was less than actual claims incurred in 2008 related to prior years by approximately \$2,881,527. The primary drivers consist of favorable development as a result of ongoing analysis of loss development trends and changes to the provider settlement reserves offset by changes in balance sheet only accruals for claims in settlement and provider withhold.

Claims adjustment expenses are included in the management service fees paid by the Plan to UHS-RV as a part of its management agreements (Note 10). The reserve for claims adjustment expenses was approximately \$3,261,356 as of end of the respective reporting period.

25. INTERCOMPANY POOLING ARRANGEMENTS

The Plan did not have any intercompany pooling arrangements as of the respective reporting period.

26. STRUCTURED SETTLEMENTS

The Plan did not have any structured settlements in the respective reporting period.

27. HEALTH CARE RECEIVABLES

Of the amount reported as healthcare and other receivables \$5,711,260 relates to pharmaceutical rebate receivables as of the respective reporting period.

The collection history of pharmacy rebates is summarized as (in thousands):

Quarter	Estimated Pharmacy Rebates	PHARMACY BILLED	Rebates Collected Within 90 Days of Invoicing/ Confirmation	Rebates Received Within 91 to 180 Days of Invoicing/ Confirmation	Rebates Received More than 181 Days of Invoicing/ Confirmation
12/31/2008	3,413	-	-	-	-
9/30/2008	3,442	3,574	2,455	-	-
6/30/2008	2,994	3,042	2,331	594	-
3/31/2008	2,357	2,867	1,662	1,138	45
	-	-	-	-	-
12/31/2007	1,696	1,699	1,171	527	1
9/30/2007	1,592	1,647	1,277	315	56
6/30/2007	1,579	1,732	908	770	53
3/31/2007	-	1,239	242	802	194

NOTES TO FINANCIAL STATEMENTS

Pharmaceutical rebates receivable are recorded when reasonably estimated or billed by the 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.

28. PARTICIPATING POLICIES

The Plan did not have any participating contracts in the reporting period.

29. PREMIUM DEFICIENCY RESERVE

The Plan had no premium deficiency reserves, as of the end of the respective reporting period. If applicable, premium deficiency reserves are included in aggregate health policy reserves in the statutory basis statements of admitted assets, liabilities, and capital and surplus. The Plan did consider anticipated investment income when calculating its premium deficiency reserves.

30. ANTICIPATED SALVAGE AND SUBROGATION

Due to the type of business being written, the Plan has no salvage. As of the end of the respective reporting period, the Plan had no specific accruals established for outstanding subrogation, as it is considered a component of the actuarial calculations used to develop the estimates of incurred but not yet reported claims.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted.)

PART 1 - COMMON INTERROGATORIES GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [X] No []
If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide the name of 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] NA []
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2007
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2002
- 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). 04/23/2004
- 6.4 By what department or departments?
Illinois Department of Insurance.....
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [X] No [] NA []
- 6.6 Have all of the recommendations within the latest financial examination report been complied with?..... Yes [X] No [] NA []
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?..... Yes [] No [X]
- 7.2 If yes, give full information:
.....
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?..... Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
.....
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms?..... Yes [X] No []
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
OptumHealth Bank, Inc.....	Salt Lake City, Utah.....				Yes.....	

GENERAL INTERROGATORIES

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

FINANCIAL

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

INVESTMENT

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

GENERAL INTERROGATORIES

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, F - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?.....

Yes [X] No []

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

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

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

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

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?

Yes [] No [X]

16.4 If yes, give full and complete information relating thereto:

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

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

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

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

Yes [X] No []

17.2 If no, list exceptions:

.....

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

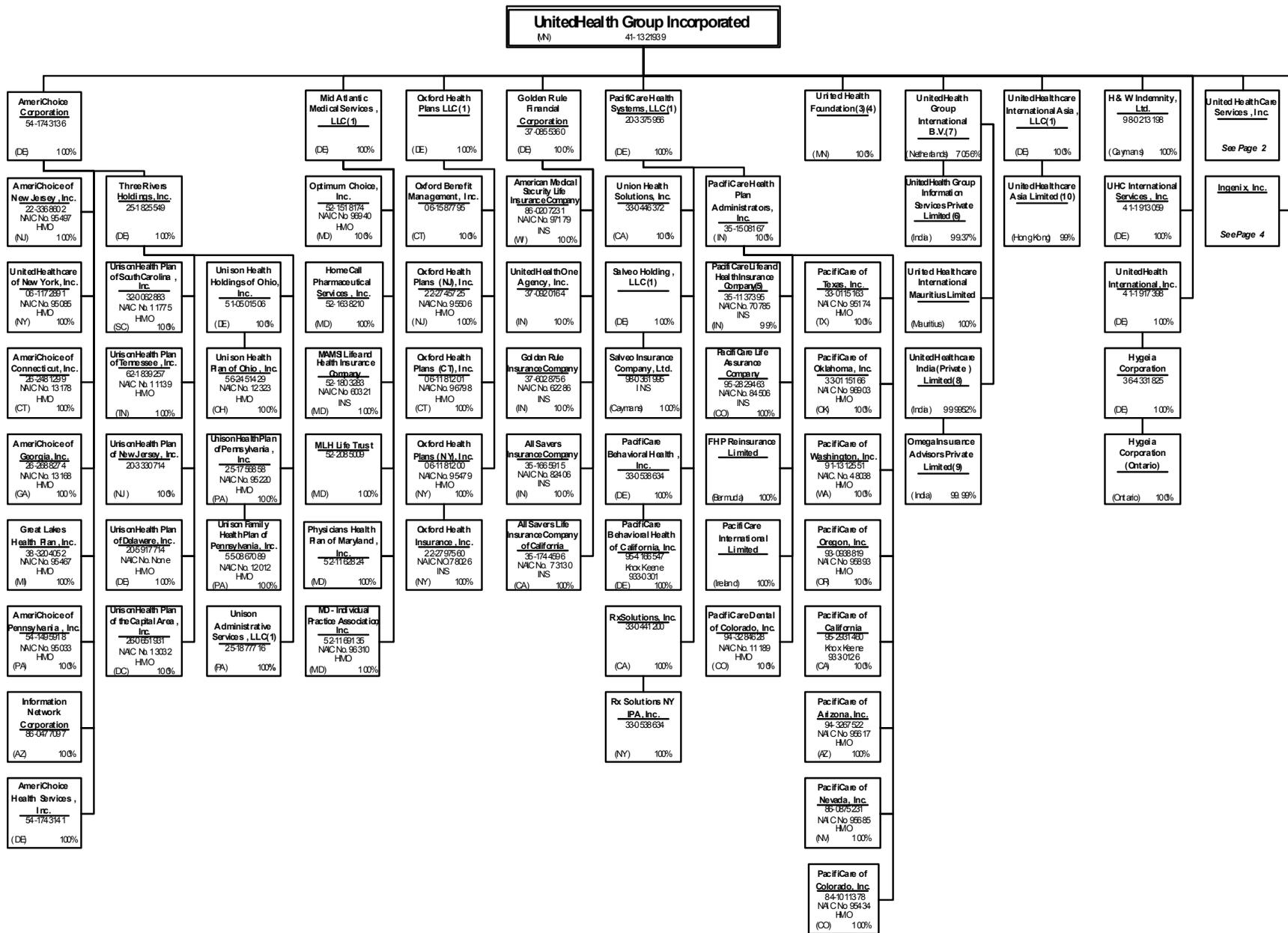
Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefit Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama	AL								.0	
2. Alaska	AK								.0	
3. Arizona	AZ								.0	
4. Arkansas	AR								.0	
5. California	CA								.0	
6. Colorado	CO								.0	
7. Connecticut	CT								.0	
8. Delaware	DE								.0	
9. District of Columbia	DC								.0	
10. Florida	FL								.0	
11. Georgia	GA								.0	
12. Hawaii	HI								.0	
13. Idaho	ID								.0	
14. Illinois	L IL	9,728,707						9,728,707	.0	
15. Indiana	IN								.0	
16. Iowa	L IA	45,548,292	7,777,277		2,472,990			55,798,559	.0	
17. Kansas	KS								.0	
18. Kentucky	KY								.0	
19. Louisiana	LA								.0	
20. Maine	ME								.0	
21. Maryland	MD								.0	
22. Massachusetts	MA								.0	
23. Michigan	MI								.0	
24. Minnesota	MN								.0	
25. Mississippi	MS								.0	
26. Missouri	MO								.0	
27. Montana	MT								.0	
28. Nebraska	NE								.0	
29. Nevada	NV								.0	
30. New Hampshire	NH								.0	
31. New Jersey	NJ								.0	
32. New Mexico	NM								.0	
33. New York	NY								.0	
34. North Carolina	NC								.0	
35. North Dakota	ND								.0	
36. Ohio	OH								.0	
37. Oklahoma	OK								.0	
38. Oregon	OR								.0	
39. Pennsylvania	PA								.0	
40. Rhode Island	RI								.0	
41. South Carolina	SC								.0	
42. South Dakota	SD								.0	
43. Tennessee	L TN	28,207,285	105,035,303	349,925,267				483,167,855	.0	
44. Texas	TX								.0	
45. Utah	UT								.0	
46. Vermont	VT								.0	
47. Virginia	L VA	8,077,526	526,055					8,603,581	.0	
48. Washington	WA								.0	
49. West Virginia	WV								.0	
50. Wisconsin	WI								.0	
51. Wyoming	WY								.0	
52. American Samoa	AS								.0	
53. Guam	GU								.0	
54. Puerto Rico	PR								.0	
55. U.S. Virgin Islands	VI								.0	
56. Northern Mariana Islands	MP								.0	
57. Canada	CN								.0	
58. Aggregate Other Alien	OT XXX	.0	.0	.0	.0	.0	.0	.0	.0	
59. Subtotal	XXX	91,561,810	113,338,635	349,925,267	2,472,990	.0	.0	557,298,702	.0	
60. Reporting entity contributions for Employee Benefit Plans	XXX							.0		
61. Total (Direct Business)	(a) 4	91,561,810	113,338,635	349,925,267	2,472,990	0	0	557,298,702	0	
DETAILS OF WRITE-INS										
5801.	XXX									
5802.	XXX									
5803.	XXX									
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	.0	.0	.0	.0	.0	.0	.0	.0	
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	0	0	0	0	0	0	0	0	

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

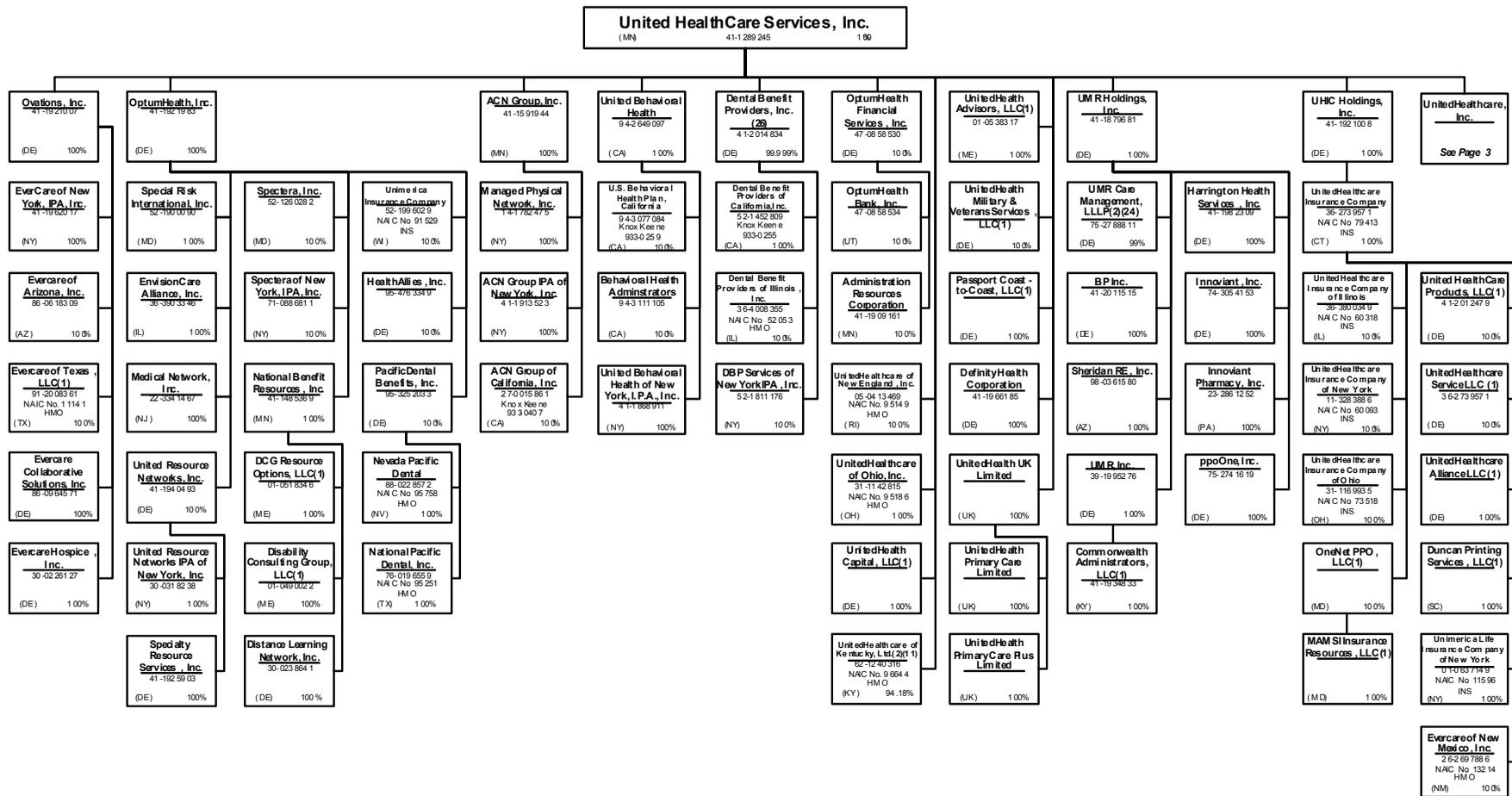
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



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

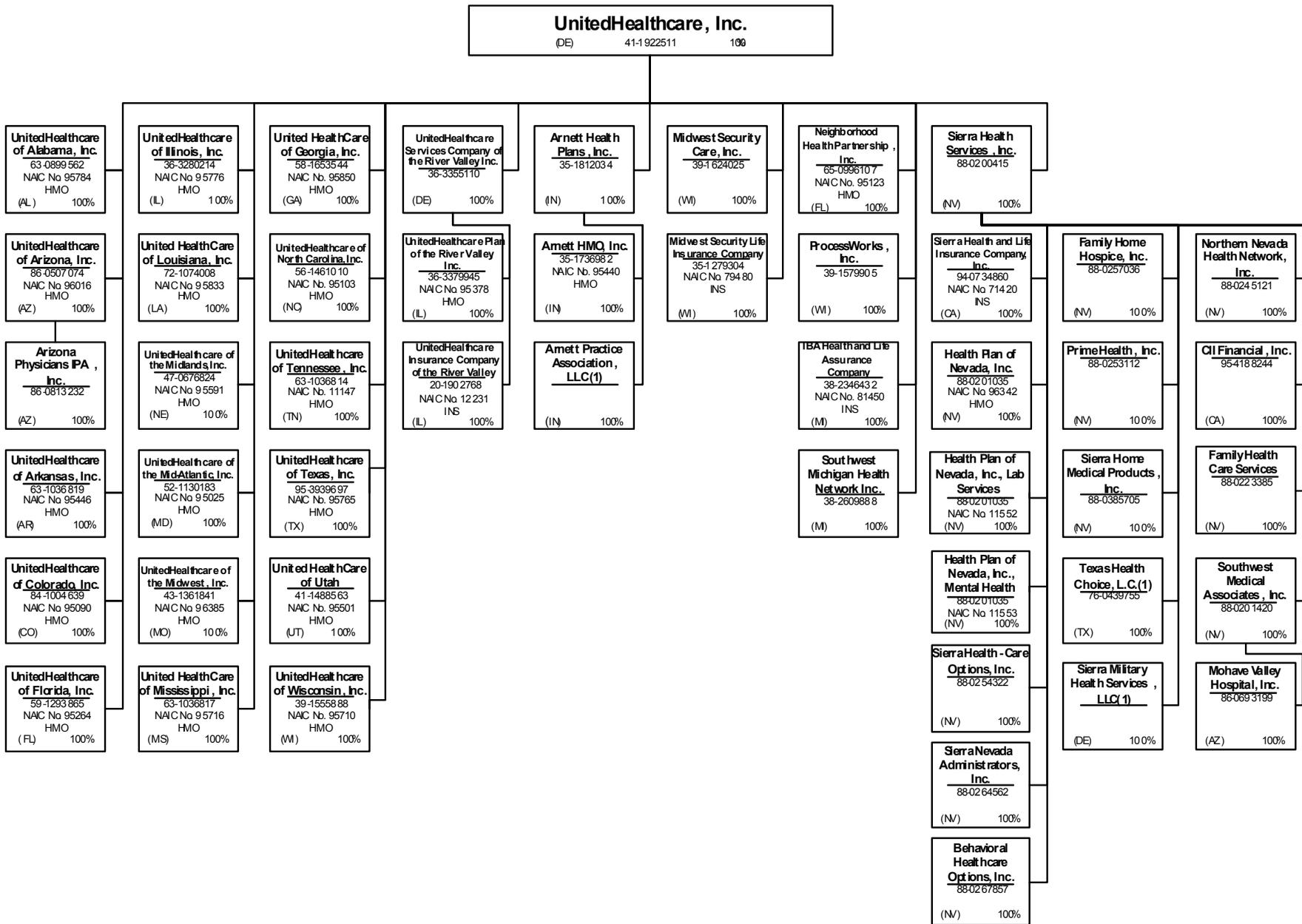
PART 1 - ORGANIZATIONAL CHART



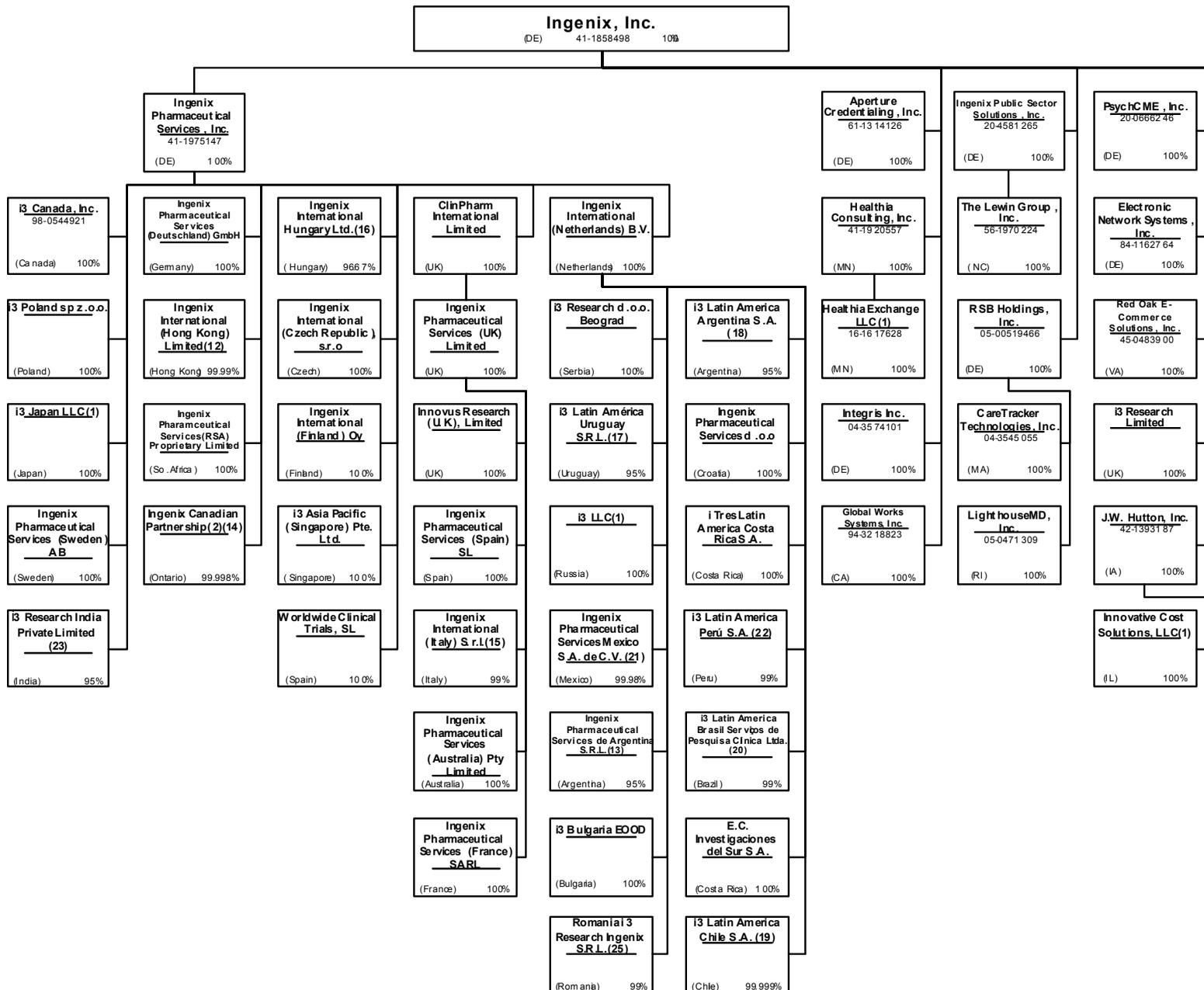
14.1

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

PART 1 - ORGANIZATIONAL CHART



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



14.3

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

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

(7) UnitedHealth Group International B.V. is 70.56% owned by UnitedHealth Group Incorporated and 29.44% owned by United HealthCare Services Inc.

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

(9) Omega Insurance Advisors Private Limited is 99.99% owned by United Healthcare India (Private) Limited and 0.01% owned by an individual shareholder

(10) UnitedHealthcare Asia Limited is 99% owned by UnitedHealthcare International Asia, LLC and 1% owned by UnitedHealth International, Inc.

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

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

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

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

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

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

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

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

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

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

(21) Ingenix Pharmaceutical Services Mexico SA. de C.V. is 99.98% owned by Ingenix International (Netherlands) B.V. and 2.36% owned by E.C. Investigaciones del Sur S.A.. The remaining 0.02% is owned by i3 Latin America Argentina S.A..

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

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

(24) Limited partnership interest is held by UMR Holdings Inc. (99%). General partnership interest is held by UMR Inc. (1%)

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

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

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 supplemental 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 Statement be filed with the state of domicile and the NAIC with this statement?

.....NO.....

Explanation:

1.

Bar Code:

1. 
9 5 3 7 8 2 0 0 9 3 6 5 0 0 0 0 1

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
NONE		
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after acquisition	0	0
3. Current year change in encumbrances	0	0
4. Total gain (loss) on disposals	0	0
5. Deduct amounts received on disposals	0	0
6. Total foreign exchange change in book/adjusted carrying value	0	0
7. Deduct current year's other than temporary impairment recognized	0	0
8. Deduct current year's depreciation	0	0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	0	0
10. Deduct total nonadmitted amounts	0	0
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
NONE		
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
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 mortgage interest points and commitment fees	0	0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest	0	0
10. Deduct current year's other than temporary impairment recognized	0	0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Total valuation allowance	0	0
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts	0	0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1 Year To Date	2 Prior Year Ended December 31
NONE		
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
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	0	0
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)	0	0
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

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	311,109,698	236,382,934
2. Cost of bonds and stocks acquired	84,071,287	268,772,174
3. Accrual of discount	75,381	446,502
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	1,276,676	2,261,879
6. Deduct consideration for bonds and stocks disposed of	57,268,028	194,006,828
7. Deduct amortization of premium	879,017	2,135,553
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	469,569	611,410
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	337,916,428	311,109,698
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	337,916,428	311,109,698

STATEMENT AS OF MARCH 31, 2009 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	453,641,645	1,056,481,918	957,728,962	(1,608,763)	550,785,839	0	0	453,641,645
2. Class 2 (a).....	9,660,447	1,171,966	398,679	342,511	10,776,245	0	0	9,660,447
3. Class 3 (a).....	0	0	0	0	0	0	0	0
4. Class 4 (a).....	0	0	0	0	0	0	0	0
5. Class 5 (a).....	0	0	0	0	0	0	0	0
6. Class 6 (a).....	0	0	0	0	0	0	0	0
7. Total Bonds	463,302,093	1,057,653,884	958,127,641	(1,266,252)	561,562,084	0	0	463,302,093
PREFERRED STOCK								
8. Class 1.....	0	0	0	0	0	0	0	0
9. Class 2.....	0	0	0	0	0	0	0	0
10. Class 3.....	0	0	0	0	0	0	0	0
11. Class 4.....	0	0	0	0	0	0	0	0
12. Class 5.....	0	0	0	0	0	0	0	0
13. Class 6.....	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	463,302,093	1,057,653,884	958,127,641	(1,266,252)	561,562,084	0	0	463,302,093

(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 \$ 49,992,933 ; NAIC 2 \$ 0 ; NAIC 3 \$ 0 ; NAIC 4 \$ 0 ; NAIC 5 \$ 0 ; NAIC 6 \$ 0

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SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	173,652,722	XXX	173,652,722	164,985	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	78,193,687	71,023,997
2. Cost of short-term investments acquired	918,596,330	3,475,077,361
3. Accrual of discount.....	0	79,083
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals.....	0	45,180
6. Deduct consideration received on disposals.....	823,137,296	3,468,024,950
7. Deduct amortization of premium.....	0	6,985
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).....	173,652,722	78,193,687
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	173,652,722	78,193,687

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

SCHEDULE E-VERIFICATION

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	73,998,705	50,467,137
2. Cost of cash equivalents acquired.....	54,986,267	811,781,165
3. Accrual of discount.....	6,953	1,059,431
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals.....	(1,503)	159,541
6. Deduct consideration received on disposals.....	78,997,490	789,468,570
7. Deduct amortization of premium.....	0	0
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	49,992,933	73,998,705
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	49,992,933	73,998,705

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

STATEMENT AS OF MARCH 31, 2009 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator ^(a)
312930-SF-8	FHLMC A84118 MBS 4.500% 01/01/39		01/09/2009	Bank of America Sec		1,606,836	1,566,690	2,350	1
3133X7-FK-5	FHLB Note Non Call 5.250% 06/18/24		02/26/2009	Barclays Group Inc		11,146,950	10,000,000	100,625	1FE
912810-FT-0	US Treasury Note 4.500% 02/15/36		02/26/2009	CitiGroup		3,601,263	3,200,000	4,773	1
912828-CJ-7	US Treasury Note 4.750% 05/15/14		02/26/2009	Barclays Group Inc		2,274,149	2,000,000	27,293	1
912828-FF-2	US Treasury Note 5.125% 05/15/16		02/26/2009	UBS Sec/Warburg Dillion		10,460,427	9,000,000	132,514	1
912828-JR-2	US Treasury Bond 3.750% 11/15/18		01/08/2009	Chase Securities		8,913,782	8,000,000	45,580	1
0399999 - Total	Bonds - U.S. Government					38,003,406	33,766,690	313,135	XXX
709141-Q8-1	PA State GO Cont Call 5.000% 09/01/15		02/05/2009	Morgan Stanley		3,447,330	3,000,000	66,250	1FE
917542-NX-6	UT State GO Non Call 5.000% 07/01/13		03/04/2009	Morgan Stanley		4,653,509	4,145,000	0	1FE
1799999 - Total	Bonds - States, Territories and Possessions					8,100,839	7,145,000	66,250	XXX
184540-ZJ-4	Clear Creek TX Indpt Sch Dist GO Non Cal		01/22/2009	RBC Capital Markets		2,764,802	2,420,000	55,122	1FE
401784-WK-5	Guilford County NC GO Non Call 5.000%		02/09/2009	Janney Montgomery, Scott		2,832,224	2,380,000	2,975	1FE
584002-MW-6	Mecklenburg Cnty NC GO Non Call 5.000%		02/12/2009	Wachovia Bank		1,195,140	1,000,000	0	1FE
2499999 - Total	Bonds - U.S. Political Subdivisions of States, Territories and Possessions					6,792,165	5,800,000	58,097	XXX
16753T-AG-6	Chicago IL HSG Auth Cap Rev Non Call 5		02/13/2009	Pershing		2,365,671	2,100,000	14,700	1FE
29270C-LU-7	Energy NW WA Elec Rev Bond Non Call		03/02/2009	Piper Jaffray		774,760	700,000	6,222	1FE
3128MJ-K3-3	FHLMC Pool G08313 MBS 5.000% 01/01/39		01/27/2009	CS First Boston Corp		1,772,200	1,735,856	2,652	1
3128MJ-LL-2	FHLMC Pool G08330 MBS 4.500% 01/01/39		01/14/2009	CS First Boston Corp		3,076,406	3,000,000	7,125	1
31415W-BA-0	FNMA Pool 991133 MBS 4.500% 01/01/39		01/09/2009	Greenwich Cap Mkts		3,594,609	3,500,000	5,250	1
31416A-7A-2	FNMA Pool 994689 MBS 5.000% 02/01/39		02/26/2009	Greenwich Cap Mkts		2,035,028	1,996,961	3,051	1
485424-KN-4	KS Dept Trans Hwy Rev Bond Non Call 5		01/21/2009	Pershing		3,597,390	3,000,000	65,083	1FE
64972F-A7-1	NYC Wtr Fin Auth Rev Bond Non Call 5.0		02/19/2009	Pershing		1,148,120	1,000,000	0	1FE
3199999 - Total	Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of ...					18,364,185	17,032,816	104,083	XXX
06050B-AA-9	Bank of America Corp Note Non Call FDIC		02/26/2009	Bank of America Sec		2,826,230	2,750,000	19,813	1FE
20825C-AR-5	Conoco Phillips Corp Note MW 50BP 5.75		01/29/2009	Bank of America Sec		1,514,722	1,525,000	0	1FE
24422E-QW-2	John Deere Capital Corp Note Non Call		03/25/2009	Barclays Group Inc		433,913	435,000	0	1FE
36967H-AH-0	General Elec Cap Corp Corp Note Non Call		02/26/2009	Barclays Capital Inc		2,745,050	2,750,000	8,235	1FE
406216-AX-9	Halliburton Company Corp Note MW 50BP		03/10/2009	JP Morgan Chase		450,344	450,000	0	1FE
459200-GM-7	IBM Corp Corp Note MW 50BP 7.625% 10/1		02/04/2009	Wachovia Bank		886,853	750,000	18,109	1FE
532457-BD-9	Eli Lilly & Company Corp Note MW 35BP		03/03/2009	Deutsche Bank		759,225	760,000	0	1FE
717081-CZ-4	Pfizer Incorporated Corp Note Non Call M		03/17/2009	CitiGroup		699,041	700,000	0	1FE
74005P-AS-3	Praxair Inc Corp Note MW 40BP 4.375% 0		03/23/2009	Bank of America Sec		498,420	500,000	0	1FE
743263-AM-7	Progress Energy Inc Corp Note MW 50BP		03/16/2009	Wachovia Bank		448,763	450,000	0	2FE
911312-AL-0	UPS Corp Note Non Call 3.875% 04/01/14		03/19/2009	CitiGroup		399,112	400,000	0	1FE
94106L-AT-6	Waste Management Inc Corp Note MW 50BP		02/23/2009	Deutsche Bank		373,688	375,000	0	2FE
055451-AG-3	BHP Billiton Finance Corp Note Non Call	F	03/18/2009	Barclays Group Inc		234,215	235,000	0	1FE
055451-AG-3	BHP Billiton Finance Corp Note Non Call	F	03/19/2009	Cantor Fitzgerald		191,603	190,000	0	1FE
111013-AG-3	British Sky Broadcasting Corp Note MW 40	F	01/08/2009	Deutsche Bank		349,516	400,000	10,031	2FE
3899999 - Total	Bonds - Industrial, Misc.					12,810,692	12,670,000	56,189	XXX
8399997 - Total	Bonds - Part 3					84,071,287	76,414,506	597,755	XXX
8399999 - Total	Bonds					84,071,287	76,414,506	597,755	XXX
8999999 - Total	Preferred Stocks					0	XXX	0	XXX
9799999 - Total	Common Stocks					0	XXX	0	XXX
9899999 - Total	Preferred and Common Stocks					0	XXX	0	XXX
9999999 - Totals						84,071,287	XXX	597,755	XXX

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

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STATEMENT AS OF MARCH 31, 2009 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 by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
312930-SF-8.	FHLMC A84118 MBS 4.500% 01/01/39		02/01/2009	Paydown		1,772	1,772	1,817	.0	.0	(45)	.0	(45)	.0	1,772	.0	.0	.0	.7	01/01/2039	1
312930-SF-8.	FHLMC A84118 MBS 4.500% 01/01/39		03/01/2009	Paydown		1,817	1,817	1,864	.0	.0	(47)	.0	(47)	.0	1,817	.0	.0	.0	.14	01/01/2039	1
3133XK-OX-6.	FHLB Note Non Call 4.875% 05/17/17		02/26/2009	Chase Securities		7,580,461	7,000,000	7,112,399	7,109,916	.0	(1,704)	.0	(1,704)	.0	7,108,212	.0	472,249	472,249	94,792	05/17/2017	1FE
31398A-KX-9.	FNMA Agency Note 3.250% 02/10/10		02/26/2009	Barclays Group Inc		4,590,329	4,500,000	4,543,047	4,527,654	.0	(3,828)	.0	(3,828)	.0	4,523,826	.0	66,503	66,503	80,031	02/10/2010	1FE
36220N-VU-8.	GNMA Pool 283327 (MBS) 9.000% 12/15/19		01/01/2009	Paydown		85	85	85	85	.0	.0	.0	.0	.0	85	.0	.0	.0	.1	12/15/2019	1
36220N-VU-8.	GNMA Pool 283327 (MBS) 9.000% 12/15/19		02/01/2009	Paydown		74	74	74	74	.0	.0	.0	.0	.0	74	.0	.0	.0	.1	12/15/2019	1
36220N-VU-8.	GNMA Pool 283327 (MBS) 9.000% 12/15/19		03/01/2009	Paydown		78	78	78	78	.0	.0	.0	.0	.0	78	.0	.0	.0	.2	12/15/2019	1
912810-PU-6.	US Treasury Bond 5.000% 05/15/37		02/26/2009	Deutsche Bank		3,665,379	3,000,000	3,282,200	3,281,012	.0	(792)	.0	(792)	.0	3,280,220	.0	385,158	385,158	43,094	05/15/2037	1
912828-CH-1.	US Treasury Note 3.875% 05/15/09		01/08/2009	Deutsche Bank		9,302,652	9,185,000	9,436,152	9,266,768	.0	(4,882)	.0	(4,882)	.0	9,261,887	.0	40,765	40,765	54,076	05/15/2009	1
912828-ES-5.	US Treasury Note 4.250% 01/15/11		02/26/2009	Deutsche Bank		21,003,617	19,790,000	21,095,389	20,722,937	.0	(70,677)	.0	(70,677)	.0	20,652,261	.0	351,357	351,357	520,444	01/15/2011	1
039999 - Bonds - U.S. Governments						46,146,264	43,478,826	45,473,105	44,908,525	0	(81,975)	0	(81,975)	0	44,830,231	0	1,316,032	1,316,032	792,461	XXX	XXX
31414F-K9-1.	FNMA Pool 964820 MBS 5.000% 08/01/23		01/01/2009	Paydown		14,802	14,802	14,940	14,937	.0	(135)	.0	(135)	.0	14,802	.0	.0	.0	.62	08/01/2023	1
31414F-K9-1.	FNMA Pool 964820 MBS 5.000% 08/01/23		02/01/2009	Paydown		71,633	71,633	72,304	72,287	.0	(655)	.0	(655)	.0	71,633	.0	.0	.0	.597	08/01/2023	1
31414F-K9-1.	FNMA Pool 964820 MBS 5.000% 08/01/23		03/01/2009	Paydown		55,293	55,293	55,812	55,799	.0	(505)	.0	(505)	.0	55,293	.0	.0	.0	.691	08/01/2023	1
109999 - Bonds - All Other Governments						141,727	141,727	143,056	143,022	0	(1,295)	0	(1,295)	0	141,727	0	0	0	1,350	XXX	XXX
3128M6-AQ-1.	FHLMC Pool 604215 MBS 5.500% 05/01/38		01/01/2009	Paydown		19,022	19,022	19,004	19,004	.0	.18	.0	.18	.0	19,022	.0	.0	.0	.87	05/01/2038	1
3128M6-AQ-1.	FHLMC Pool 604215 MBS 5.500% 05/01/38		02/01/2009	Paydown		48,089	48,089	48,043	48,043	.0	.46	.0	.46	.0	48,089	.0	.0	.0	.441	05/01/2038	1
3128M6-AQ-1.	FHLMC Pool 604215 MBS 5.500% 05/01/38		03/01/2009	Paydown		64,190	64,190	64,130	64,129	.0	.61	.0	.61	.0	64,190	.0	.0	.0	.883	05/01/2038	1
3128M6-HW-1.	FHLMC Pool 604445 MBS 5.500% 06/01/38		01/01/2009	Paydown		3,135	3,135	3,180	3,180	.0	(45)	.0	(45)	.0	3,135	.0	.0	.0	.14	06/01/2038	1
3128M6-HW-1.	FHLMC Pool 604445 MBS 5.500% 06/01/38		02/01/2009	Paydown		3,138	3,138	3,184	3,183	.0	(45)	.0	(45)	.0	3,138	.0	.0	.0	.29	06/01/2038	1
3128M6-HW-1.	FHLMC Pool 604445 MBS 5.500% 06/01/38		03/01/2009	Paydown		18,461	18,461	18,729	18,727	.0	(266)	.0	(266)	.0	18,461	.0	.0	.0	.254	06/01/2038	1
3128MB-ZM-2.	FHLMC Pool 613248 MBS 5.000% 07/01/23		01/01/2009	Paydown		29,064	29,064	28,996	28,996	.0	.68	.0	.68	.0	29,064	.0	.0	.0	.121	07/01/2023	1
3128MB-ZM-2.	FHLMC Pool 613248 MBS 5.000% 07/01/23		02/01/2009	Paydown		65,760	65,760	65,606	65,606	.0	.154	.0	.154	.0	65,760	.0	.0	.0	.548	07/01/2023	1
3128MB-ZM-2.	FHLMC Pool 613248 MBS 5.000% 07/01/23		03/01/2009	Paydown		84,388	84,388	84,190	84,190	.0	.198	.0	.198	.0	84,388	.0	.0	.0	1,055	07/01/2023	1
3128MJ-K3-3.	FHLMC Pool 608313 MBS 5.000% 01/01/39		03/01/2009	Paydown		51,779	51,779	52,863	.0	.0	(1,084)	.0	(1,084)	.0	51,779	.0	.0	.0	.216	01/01/2039	1
3128MJ-LL-2.	FHLMC Pool 608330 MBS 4.500% 01/01/39		02/01/2009	Paydown		6,442	6,442	6,606	.0	.0	(164)	.0	(164)	.0	6,442	.0	.0	.0	.24	01/01/2039	1
3128MJ-LL-2.	FHLMC Pool 608330 MBS 4.500% 01/01/39		03/01/2009	Paydown		5,669	5,669	5,813	.0	.0	(144)	.0	(144)	.0	5,669	.0	.0	.0	.43	01/01/2039	1
3128PC-2X-9.	FHLMC Pool J01690 (MBS) 5.500% 04/01/21		01/01/2009	Paydown		3,960	3,960	3,959	3,958	.0	.2	.0	.2	.0	3,960	.0	.0	.0	.18	04/01/2021	1
3128PC-2X-9.	FHLMC Pool J01690 (MBS) 5.500% 04/01/21		02/01/2009	Paydown		18,319	18,319	18,313	18,310	.0	.9	.0	.9	.0	18,319	.0	.0	.0	.168	04/01/2021	1
3128PC-2X-9.	FHLMC Pool J01690 (MBS) 5.500% 04/01/21		03/01/2009	Paydown		37,623	37,623	37,612	37,605	.0	.18	.0	.18	.0	37,623	.0	.0	.0	517	04/01/2021	1
3128PE-4K-1.	FHLMC Pool J03526 MBS 6.000% 10/01/21		01/01/2009	Paydown		3,347	3,347	3,403	3,399	.0	(51)	.0	(51)	.0	3,347	.0	.0	.0	.17	10/01/2021	1
3128PE-4K-1.	FHLMC Pool J03526 MBS 6.000% 10/01/21		02/01/2009	Paydown		18,305	18,305	18,608	18,584	.0	(280)	.0	(280)	.0	18,305	.0	.0	.0	.183	10/01/2021	1
3128PE-4K-1.	FHLMC Pool J03526 MBS 6.000% 10/01/21		03/01/2009	Paydown		8,158	8,158	8,294	8,283	.0	(125)	.0	(125)	.0	8,158	.0	.0	.0	.122	10/01/2021	1

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STATEMENT AS OF MARCH 31, 2009 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 by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
3128PE-4P-0.	FHLMC Pool J03530 MBS 6.000% 10/01/21		01/01/2009	Paydown		4,456	4,456	4,519	4,515	.0	(59)	.0	(59)	.0	4,456	.0	.0	.0	.22	10/01/2021	1
3128PE-4P-0.	FHLMC Pool J03530 MBS 6.000% 10/01/21		02/01/2009	Paydown		3,228	3,228	3,274	3,271	.0	(42)	.0	(42)	.0	3,228	.0	.0	.0	.32	10/01/2021	1
3128PE-4P-0.	FHLMC Pool J03530 MBS 6.000% 10/01/21		03/01/2009	Paydown		17,359	17,359	17,603	17,587	.0	(228)	.0	(228)	.0	17,359	.0	.0	.0	.260	10/01/2021	1
3128PE-KP-2.	FHLMC Pool J03002 (MBS) 5.500% 07/01/2		01/01/2009	Paydown		5,643	5,643	5,630	5,630	.0	.13	.0	.13	.0	5,643	.0	.0	.0	.26	07/01/2021	1
3128PE-KP-2.	FHLMC Pool J03002 (MBS) 5.500% 07/01/2		02/01/2009	Paydown		34,450	34,450	34,369	34,369	.0	.80	.0	.80	.0	34,450	.0	.0	.0	.316	07/01/2021	1
3128PE-KP-2.	FHLMC Pool J03002 (MBS) 5.500% 07/01/2		03/01/2009	Paydown		26,421	26,421	26,359	26,360	.0	.62	.0	.62	.0	26,421	.0	.0	.0	.363	07/01/2021	1
3128PK-MU-5.	FHLMC Pool J07571 MBS 5.500% 04/01/23		01/01/2009	Paydown		7,549	7,549	7,634	7,633	.0	(84)	.0	(84)	.0	7,549	.0	.0	.0	.35	04/01/2023	1
3128PK-MU-5.	FHLMC Pool J07571 MBS 5.500% 04/01/23		02/01/2009	Paydown		11,562	11,562	11,692	11,691	.0	(129)	.0	(129)	.0	11,562	.0	.0	.0	.106	04/01/2023	1
3128PK-MU-5.	FHLMC Pool J07571 MBS 5.500% 04/01/23		03/01/2009	Paydown		136,267	136,267	137,800	137,784	.0	(1,517)	.0	(1,517)	.0	136,267	.0	.0	.0	1,874	04/01/2023	1
3128PL-PR-7.	FHLMC Pool J08532 MBS 5.500% 08/01/23		01/01/2009	Paydown		6,538	6,538	6,612	6,611	.0	(73)	.0	(73)	.0	6,538	.0	.0	.0	.30	08/01/2023	1
3128PL-PR-7.	FHLMC Pool J08532 MBS 5.500% 08/01/23		02/01/2009	Paydown		6,343	6,343	6,414	6,414	.0	(71)	.0	(71)	.0	6,343	.0	.0	.0	.58	08/01/2023	1
3128PL-PR-7.	FHLMC Pool J08532 MBS 5.500% 08/01/23		03/01/2009	Paydown		6,403	6,403	6,475	6,475	.0	(71)	.0	(71)	.0	6,403	.0	.0	.0	.88	08/01/2023	1
312926-2P-2.	FHLMC Pool A80782 MBS 6.000% 08/01/38		01/01/2009	Paydown		3,640	3,640	3,707	3,707	.0	(67)	.0	(67)	.0	3,640	.0	.0	.0	.18	08/01/2038	1
312926-2P-2.	FHLMC Pool A80782 MBS 6.000% 08/01/38		02/01/2009	Paydown		3,948	3,948	4,021	4,021	.0	(73)	.0	(73)	.0	3,948	.0	.0	.0	.39	08/01/2038	1
312926-2P-2.	FHLMC Pool A80782 MBS 6.000% 08/01/38		03/01/2009	Paydown		173,742	173,742	176,945	176,936	.0	(3,194)	.0	(3,194)	.0	173,742	.0	.0	.0	2,606	08/01/2038	1
312972-LE-0.	FHLMC Pool B19325 (MBS) 5.000% 05/01/2		01/01/2009	Paydown		4,855	4,855	4,757	4,767	.0	.87	.0	.87	.0	4,855	.0	.0	.0	.20	05/01/2020	1
312972-LE-0.	FHLMC Pool B19325 (MBS) 5.000% 05/01/2		02/01/2009	Paydown		23,951	23,951	23,468	23,521	.0	430	.0	430	.0	23,951	.0	.0	.0	.200	05/01/2020	1
312972-LE-0.	FHLMC Pool B19325 (MBS) 5.000% 05/01/2		03/01/2009	Paydown		4,906	4,906	4,807	4,818	.0	.88	.0	.88	.0	4,906	.0	.0	.0	.61	05/01/2020	1
31339N-WC-6.	FHLMC 2430 VL (CMO) 6.000% 01/15/18		01/01/2009	Paydown		21,368	21,368	22,603	21,386	.0	(18)	.0	(18)	.0	21,368	.0	.0	.0	.107	06/15/2009	1
31339N-WC-6.	FHLMC 2430 VL (CMO) 6.000% 01/15/18		02/01/2009	Paydown		32,581	32,581	34,464	32,608	.0	(28)	.0	(28)	.0	32,581	.0	.0	.0	.326	06/15/2009	1
31339N-WC-6.	FHLMC 2430 VL (CMO) 6.000% 01/15/18		03/01/2009	Paydown		59,300	59,300	62,729	59,351	.0	(51)	.0	(51)	.0	59,300	.0	.0	.0	.890	06/15/2009	1
3133T4-XM-3.	FHLMC 1708 E (CMO) 6.000% 03/15/09		01/01/2009	Paydown		2,159	2,159	2,052	2,152	.0	.7	.0	.7	.0	2,159	.0	.0	.0	.11	03/15/2009	1
3133T4-XM-3.	FHLMC 1708 E (CMO) 6.000% 03/15/09		02/01/2009	Paydown		1,413	1,413	1,343	1,409	.0	.5	.0	.5	.0	1,413	.0	.0	.0	.14	03/15/2009	1
3133T4-XM-3.	FHLMC 1708 E (CMO) 6.000% 03/15/09		03/01/2009	Paydown		729	729	693	726	.0	.2	.0	.2	.0	729	.0	.0	.0	.11	03/15/2009	1
31392F-FA-0.	FNMA 2002-73 OD (CMO) 5.000% 06/25/16		01/01/2009	Paydown		24,788	24,788	25,292	24,862	.0	(74)	.0	(74)	.0	24,788	.0	.0	.0	.103	01/25/2012	1
31392F-FA-0.	FNMA 2002-73 OD (CMO) 5.000% 06/25/16		02/01/2009	Paydown		26,181	26,181	26,713	26,259	.0	(78)	.0	(78)	.0	26,181	.0	.0	.0	.218	01/25/2012	1
31392F-FA-0.	FNMA 2002-73 OD (CMO) 5.000% 06/25/16		03/01/2009	Paydown		28,892	28,892	29,479	28,978	.0	(86)	.0	(86)	.0	28,892	.0	.0	.0	.361	01/25/2012	1
31392H-S5-3.	FNMA 2003-8 OY (CMO) 4.500% 12/25/25		01/01/2009	Paydown		27,586	27,586	27,724	27,532	.0	54	.0	54	.0	27,586	.0	.0	.0	.103	05/25/2010	1
31392H-S5-3.	FNMA 2003-8 OY (CMO) 4.500% 12/25/25		02/01/2009	Paydown		73,138	73,138	73,504	72,995	.0	143	.0	143	.0	73,138	.0	.0	.0	.549	05/25/2010	1
31392H-S5-3.	FNMA 2003-8 OY (CMO) 4.500% 12/25/25		03/01/2009	Paydown		69,005	69,005	69,350	68,870	.0	135	.0	135	.0	69,005	.0	.0	.0	.776	05/25/2010	1
31393A-G2-7.	PAC 5.000% 12/25 FNMA 2003-24 LC (CMO)		01/01/2009	Paydown		27,205	27,205	27,205	27,205	.0	.0	.0	.0	.0	27,205	.0	.0	.0	.113	12/25/2015	1
31393A-G2-7.	PAC 5.000% 12/25 FNMA 2003-24 LC (CMO)		02/01/2009	Paydown		34,109	34,109	34,109	34,109	.0	.0	.0	.0	.0	34,109	.0	.0	.0	.284	12/25/2015	1
31393A-G2-7.	PAC 5.000% 12/25 FNMA 2003-24 LC (CMO)		03/01/2009	Paydown		34,780	34,780	34,780	34,780	.0	.0	.0	.0	.0	34,780	.0	.0	.0	.435	12/25/2015	1

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STATEMENT AS OF MARCH 31, 2009 OF THE UnitedHealthcare Plan of the River Valley, Inc.

SCHEDULE D - PART 4

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1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
31393H-UF-7.	FHLMC 2548 HA (CMO) 4.500% 01/15/10		01/01/2009	Paydown		29,709	29,709	29,658	29,657	.0	.52	.0	.52	.0	29,709	.0	.0	.0	.111	01/15/2010	1
31393H-UF-7.	FHLMC 2548 HA (CMO) 4.500% 01/15/10		02/01/2009	Paydown		29,808	29,808	29,757	29,756	.0	.52	.0	.52	.0	29,808	.0	.0	.0	.224	01/15/2010	1
31393H-UF-7.	FHLMC 2548 HA (CMO) 4.500% 01/15/10		03/01/2009	Paydown		40,233	40,233	40,163	40,162	.0	.70	.0	.70	.0	40,233	.0	.0	.0	.453	01/15/2010	1
31393K-F7-5.	FHLMC 2572 HG (CMO) 4.500% 02/15/17		01/01/2009	Paydown		11,990	11,990	11,878	11,934	.0	.56	.0	.56	.0	11,990	.0	.0	.0	.45	02/15/2017	1
31393K-F7-5.	FHLMC 2572 HG (CMO) 4.500% 02/15/17		02/01/2009	Paydown		14,633	14,633	14,496	14,564	.0	.69	.0	.69	.0	14,633	.0	.0	.0	.110	02/15/2017	1
31393K-F7-5.	FHLMC 2572 HG (CMO) 4.500% 02/15/17		03/01/2009	Paydown		20,383	20,383	20,192	20,287	.0	.96	.0	.96	.0	20,383	.0	.0	.0	.229	02/15/2017	1
31393K-FA-8.	FHLMC 2572 HK (CMO) 4.000% 02/15/17		01/01/2009	Paydown		11,990	11,990	11,928	11,953	.0	.37	.0	.37	.0	11,990	.0	.0	.0	.40	02/15/2017	1
31393K-FA-8.	FHLMC 2572 HK (CMO) 4.000% 02/15/17		02/01/2009	Paydown		14,633	14,633	14,558	14,587	.0	.46	.0	.46	.0	14,633	.0	.0	.0	.98	02/15/2017	1
31393K-FA-8.	FHLMC 2572 HK (CMO) 4.000% 02/15/17		03/01/2009	Paydown		20,383	20,383	20,278	20,319	.0	.64	.0	.64	.0	20,383	.0	.0	.0	.204	02/15/2017	1
31393K-G6-6.	FHLMC 2572 LF (CMO) 5.500% 07/15/27		01/01/2009	Paydown		23,119	23,119	24,376	23,235	.0	(116)	.0	(116)	.0	23,119	.0	.0	.0	.106	06/15/2010	1
31393K-G6-6.	FHLMC 2572 LF (CMO) 5.500% 07/15/27		02/01/2009	Paydown		78,946	78,946	83,239	79,344	.0	(397)	.0	(397)	.0	78,946	.0	.0	.0	.724	06/15/2010	1
31393K-G6-6.	FHLMC 2572 LF (CMO) 5.500% 07/15/27		03/01/2009	Paydown		160,129	160,129	168,836	160,934	.0	(806)	.0	(806)	.0	160,129	.0	.0	.0	2,202	06/15/2010	1
31393L-MY-6.	FHLMC 2564 OR (CMO) 4.500% 02/15/26		01/01/2009	Paydown		22,778	22,778	23,080	22,787	.0	(9)	.0	(9)	.0	22,778	.0	.0	.0	.85	08/15/2010	1
31393L-MY-6.	FHLMC 2564 OR (CMO) 4.500% 02/15/26		02/01/2009	Paydown		74,602	74,602	75,593	74,632	.0	(30)	.0	(30)	.0	74,602	.0	.0	.0	.560	08/15/2010	1
31393L-MY-6.	FHLMC 2564 OR (CMO) 4.500% 02/15/26		03/01/2009	Paydown		103,656	103,656	105,032	103,697	.0	(41)	.0	(41)	.0	103,656	.0	.0	.0	1,166	08/15/2010	1
31395W-WF-0.	FHLMC 3012 TM (CMO) 4.500% 03/15/25		01/01/2009	Paydown		20,325	20,325	20,271	20,284	.0	.41	.0	.41	.0	20,325	.0	.0	.0	.76	03/15/2025	1
31395W-WF-0.	FHLMC 3012 TM (CMO) 4.500% 03/15/25		02/01/2009	Paydown		34,845	34,845	34,752	34,774	.0	.71	.0	.71	.0	34,845	.0	.0	.0	.261	03/15/2025	1
31395W-WF-0.	FHLMC 3012 TM (CMO) 4.500% 03/15/25		03/01/2009	Paydown		24,680	24,680	24,615	24,630	.0	.50	.0	.50	.0	24,680	.0	.0	.0	.278	03/15/2025	1
31402Q-R6-0.	FNMA Pool 735009 (MBS) 5.000% 05/01/19		01/01/2009	Paydown		11,797	11,797	11,591	11,611	.0	.187	.0	.187	.0	11,797	.0	.0	.0	.49	05/01/2019	1
31402Q-R6-0.	FNMA Pool 735009 (MBS) 5.000% 05/01/19		02/01/2009	Paydown		12,132	12,132	11,920	11,940	.0	.192	.0	.192	.0	12,132	.0	.0	.0	.101	05/01/2019	1
31402Q-R6-0.	FNMA Pool 735009 (MBS) 5.000% 05/01/19		03/01/2009	Paydown		15,163	15,163	14,897	14,923	.0	.240	.0	.240	.0	15,163	.0	.0	.0	.190	05/01/2019	1
31402R-RN-1.	FNMA Pool 735893 MBS 5.000% 10/01/35		01/01/2009	Paydown		28,419	28,419	27,982	27,983	.0	.436	.0	.436	.0	28,419	.0	.0	.0	.118	10/01/2035	1
31402R-RN-1.	FNMA Pool 735893 MBS 5.000% 10/01/35		02/01/2009	Paydown		50,160	50,160	49,388	49,391	.0	.769	.0	.769	.0	50,160	.0	.0	.0	.418	10/01/2035	1
31402R-RN-1.	FNMA Pool 735893 MBS 5.000% 10/01/35		03/01/2009	Paydown		70,067	70,067	68,989	68,993	.0	1,075	.0	1,075	.0	70,067	.0	.0	.0	.876	10/01/2035	1
31407N-FK-4.	FNMA Pool 835470 (MBS) 5.000% 09/01/20		01/01/2009	Paydown		8,556	8,556	8,382	8,398	.0	.158	.0	.158	.0	8,556	.0	.0	.0	.36	09/01/2020	1
31407N-FK-4.	FNMA Pool 835470 (MBS) 5.000% 09/01/20		02/01/2009	Paydown		14,733	14,733	14,434	14,461	.0	.272	.0	.272	.0	14,733	.0	.0	.0	.123	09/01/2020	1
31407N-FK-4.	FNMA Pool 835470 (MBS) 5.000% 09/01/20		03/01/2009	Paydown		12,508	12,508	12,254	12,277	.0	.231	.0	.231	.0	12,508	.0	.0	.0	.156	09/01/2020	1
31407S-GA-4.	FNMA Pool 839093 (MBS) 5.000% 10/01/20		01/01/2009	Paydown		4,045	4,045	3,966	3,970	.0	.75	.0	.75	.0	4,045	.0	.0	.0	.17	10/01/2020	1
31407S-GA-4.	FNMA Pool 839093 (MBS) 5.000% 10/01/20		02/01/2009	Paydown		4,271	4,271	4,187	4,191	.0	.80	.0	.80	.0	4,271	.0	.0	.0	.36	10/01/2020	1
31407S-GA-4.	FNMA Pool 839093 (MBS) 5.000% 10/01/20		03/01/2009	Paydown		16,264	16,264	15,946	15,961	.0	.303	.0	.303	.0	16,264	.0	.0	.0	.203	10/01/2020	1
31410X-VR-4.	FNMA Pool 900724 (MBS) 5.500% 08/01/21		01/01/2009	Paydown		11,453	11,453	11,454	11,451	.0	.2	.0	.2	.0	11,453	.0	.0	.0	.52	08/01/2021	1
31410X-VR-4.	FNMA Pool 900724 (MBS) 5.500% 08/01/21		02/01/2009	Paydown		16,605	16,605	16,606	16,602	.0	.3	.0	.3	.0	16,605	.0	.0	.0	.152	08/01/2021	1
31410X-VR-4.	FNMA Pool 900724 (MBS) 5.500% 08/01/21		03/01/2009	Paydown		11,207	11,207	11,207	11,205	.0	.2	.0	.2	.0	11,207	.0	.0	.0	.154	08/01/2021	1

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SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
31412W-X4-5.	FNMA Pool 929599 MBS 5.500% 06/01/38		01/01/2009	Paydown		9,730	9,730	9,845	9,844	.0	(114)	.0	(114)	.0	9,730	.0	.0	.0	.45	06/01/2038	1
31412W-X4-5.	FNMA Pool 929599 MBS 5.500% 06/01/38		02/01/2009	Paydown		6,277	6,277	6,351	6,350	.0	(74)	.0	(74)	.0	6,277	.0	.0	.0	.58	06/01/2038	1
31412W-X4-5.	FNMA Pool 929599 MBS 5.500% 06/01/38		03/01/2009	Paydown		9,015	9,015	9,122	9,121	.0	(106)	.0	(106)	.0	9,015	.0	.0	.0	.124	06/01/2038	1
31415S-M4-1.	FNMA Pool 987879 MBS 5.500% 09/01/38		01/01/2009	Paydown		4,037	4,037	4,057	4,057	.0	(19)	.0	(19)	.0	4,037	.0	.0	.0	.19	09/01/2038	1
31415S-M4-1.	FNMA Pool 987879 MBS 5.500% 09/01/38		02/01/2009	Paydown		4,396	4,396	4,418	4,418	.0	(21)	.0	(21)	.0	4,396	.0	.0	.0	.40	09/01/2038	1
31415S-M4-1.	FNMA Pool 987879 MBS 5.500% 09/01/38		03/01/2009	Paydown		4,365	4,365	4,386	4,386	.0	(21)	.0	(21)	.0	4,365	.0	.0	.0	.60	09/01/2038	1
31415W-BA-0.	FNMA Pool 991133 MBS 4.500% 01/01/39		02/01/2009	Paydown		5,973	5,973	6,134	.0	.0	(161)	.0	(161)	.0	5,973	.0	.0	.0	.22	01/01/2039	1
31415W-BA-0.	FNMA Pool 991133 MBS 4.500% 01/01/39		03/01/2009	Paydown		9,236	9,236	9,486	.0	.0	(250)	.0	(250)	.0	9,236	.0	.0	.0	.69	01/01/2039	1
38373W-J2-7.	GNMA 2007-52 A CMO 4.054% 01/16/48		01/01/2009	Paydown		2,040	2,040	1,981	1,985	.0	.56	.0	.56	.0	2,040	.0	.0	.0	.7	01/16/2048	1
38373W-J2-7.	GNMA 2007-52 A CMO 4.054% 01/16/48		02/01/2009	Paydown		2,050	2,050	1,990	1,994	.0	.56	.0	.56	.0	2,050	.0	.0	.0	.14	01/16/2048	1
38373W-J2-7.	GNMA 2007-52 A CMO 4.054% 01/16/48		03/01/2009	Paydown		2,059	2,059	2,000	2,003	.0	.56	.0	.56	.0	2,059	.0	.0	.0	.21	01/16/2048	1
3199999	Total - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of...					2,516,744	2,516,744	2,544,333	2,439,579	0	(3,738)	0	(3,738)	0	2,516,744	0	0	0	25,326	XXX	XXX
030615-AC-2.	Americredit Prime Auto 2007-1 A3 ABS 5		01/08/2009	Paydown		67,429	67,429	67,639	67,482	.0	(53)	.0	(53)	.0	67,429	.0	.0	.0	.296	10/08/2009	1FE
030615-AC-2.	Americredit Prime Auto 2007-1 A3 ABS 5		02/08/2009	Paydown		102,592	102,592	102,913	102,673	.0	(81)	.0	(81)	.0	102,592	.0	.0	.0	.901	10/08/2009	1FE
030615-AC-2.	Americredit Prime Auto 2007-1 A3 ABS 5		03/08/2009	Paydown		94,054	94,054	94,348	94,128	.0	(74)	.0	(74)	.0	94,054	.0	.0	.0	1,239	10/08/2009	1FE
032165-AF-9.	AmSouth Bank Corp Note Cont Call 6.125		03/01/2009	Maturity		1,860,000	1,860,000	1,881,818	1,862,258	.0	(2,258)	.0	(2,258)	.0	1,860,000	.0	.0	.0	56,963	03/01/2009	1FE
06050T-KK-7.	Bank of America Corp Note Non Call Adj		02/27/2009	Maturity		2,250,000	2,250,000	2,246,400	2,249,590	.0	.410	.0	.410	.0	2,250,000	.0	.0	.0	12,406	02/27/2009	1FE
1248MB-AG-0.	Credit Based Asset Serv 2007-CB2 A2A ABS		01/01/2009	Paydown		28,606	28,606	28,605	28,525	.0	.80	.0	.80	.0	28,606	.0	.0	.0	140	02/25/2037	1FE
1248MB-AG-0.	Credit Based Asset Serv 2007-CB2 A2A ABS		02/01/2009	Paydown		28,792	28,792	28,792	28,712	.0	.81	.0	.81	.0	28,792	.0	.0	.0	283	02/25/2037	1FE
1248MB-AG-0.	Credit Based Asset Serv 2007-CB2 A2A ABS		03/01/2009	Paydown		29,931	29,931	26,405	29,847	.0	3,524	3,440	.84	.0	29,931	.0	.0	.0	306	02/25/2037	1FE
12628K-AA-0.	CSAB Mtg 2006-3 A1A ABS 6.000% 11/25/3		01/01/2009	Paydown		12,645	12,645	12,645	12,612	.0	.34	.0	.34	.0	12,645	.0	.0	.0	.63	11/25/2036	1FE
12628K-AA-0.	CSAB Mtg 2006-3 A1A ABS 6.000% 11/25/3		02/01/2009	Paydown		11,948	11,948	11,948	11,917	.0	.32	.0	.32	.0	11,948	.0	.0	.0	119	11/25/2036	1FE
12628K-AA-0.	CSAB Mtg 2006-3 A1A ABS 6.000% 11/25/3		03/01/2009	Paydown		10,867	10,867	9,410	10,839	.0	1,457	1,428	.29	.0	10,867	.0	.0	.0	163	11/25/2036	1FE
14312T-AC-4.	Carmax Auto Own 2007-2 A3 ABS 5.230% 1		01/15/2009	Paydown		21,612	21,612	21,608	21,611	.0	.1	.0	.1	.0	21,612	.0	.0	.0	.94	12/15/2011	1FE
14312T-AC-4.	Carmax Auto Own 2007-2 A3 ABS 5.230% 1		02/15/2009	Paydown		21,557	21,557	21,552	21,555	.0	.1	.0	.1	.0	21,557	.0	.0	.0	.188	12/15/2011	1FE
14312T-AC-4.	Carmax Auto Own 2007-2 A3 ABS 5.230% 1		03/15/2009	Paydown		21,971	21,971	21,967	21,970	.0	.1	.0	.1	.0	21,971	.0	.0	.0	.287	12/15/2011	1FE
17310E-AA-6.	Citicorp Res Mtg 2006-2 A1A ABS 5.872%		01/01/2009	Paydown		27,001	27,001	27,001	26,899	.0	.103	.0	.103	.0	27,001	.0	.0	.0	132	09/25/2036	1FE
44920N-AB-0.	Hyundai Auto Rec 2007-A A2A ABS 5.110%		01/15/2009	Paydown		210,403	210,403	210,403	210,402	.0	.0	.0	.0	.0	210,403	.0	.0	.0	.896	01/15/2010	1FE
44920N-AB-0.	Hyundai Auto Rec 2007-A A2A ABS 5.110%		02/15/2009	Paydown		8,543	8,543	8,543	8,543	.0	.0	.0	.0	.0	8,543	.0	.0	.0	.73	01/15/2010	1FE
466302-AA-4.	JP Morgan Chase 2006-S4 A1A CMO 5.440%		01/25/2009	Paydown		40,788	40,788	40,787	40,788	.0	.1	.0	.1	.0	40,788	.0	.0	.0	185	12/25/2036	1FE
466302-AA-4.	JP Morgan Chase 2006-S4 A1A CMO 5.440%		02/25/2009	Paydown		11,588	11,588	10,333	11,588	.0	1,255	1,255	.0	.0	11,588	.0	.0	.0	105	12/25/2036	1FE
466302-AA-4.	JP Morgan Chase 2006-S4 A1A CMO 5.440%		03/25/2009	Paydown		36,315	36,315	32,381	36,314	.0	3,934	3,933	.0	.0	36,315	.0	.0	.0	494	12/25/2036	1FE

E05.3

STATEMENT AS OF MARCH 31, 2009 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 by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)	
46630L-AA-2.	JP Morgan Mtg 2007-CH1 AF1A ABS 0.602%		01/26/2009	Paydown		12,877	12,877	12,877	12,877	0	0	0	0	0	12,877	0	0	0	0	.6	11/25/2036	1FE
46630L-AA-2.	JP Morgan Mtg 2007-CH1 AF1A ABS 0.602%		02/25/2009	Paydown		9,780	9,780	8,785	9,780	0	995	995	0	0	9,780	0	0	0	0	.8	11/25/2036	1FE
46630L-AA-2.	JP Morgan Mtg 2007-CH1 AF1A ABS 0.602%		03/25/2009	Paydown		10,021	10,021	9,001	10,021	0	1,019	1,019	0	0	10,021	0	0	0	0	.13	11/25/2036	1FE
61688A-AX-6.	JPM & Co Medium Term Note 6.000% 01/15		01/15/2009	Maturity		825,000	825,000	835,049	825,310	0	(310)	0	(310)	0	825,000	0	0	0	0	24,750	01/15/2009	1FE
61750W-AR-4.	2006-1Q12 A1 CMBS Morgan Stanley Cap MSC		01/01/2009	Paydown		7,885	7,885	7,904	7,884	0	0	0	0	0	7,885	0	0	0	0	.35	10/15/2011	1FE
61750W-AR-4.	2006-1Q12 A1 CMBS Morgan Stanley Cap MSC		02/01/2009	Paydown		7,926	7,926	7,945	7,925	0	0	0	0	0	7,926	0	0	0	0	.69	10/15/2011	1FE
61750W-AR-4.	2006-1Q12 A1 CMBS Pacific Gas & Electric		03/01/2009	Paydown		11,600	11,600	11,629	11,600	0	0	0	0	0	11,600	0	0	0	0	152	10/15/2011	1FE
694308-GB-7.	Note - Cont Call Renaissance Home Equity		03/01/2009	Maturity		1,150,000	1,150,000	1,128,024	1,147,349	0	2,651	0	2,651	0	1,150,000	0	0	0	0	20,700	03/01/2009	1FE
75970H-AD-2.	2006-4 AF1 ABS Renaissance Home Equity		01/01/2009	Paydown		19,145	19,145	19,145	19,145	0	0	0	0	0	19,145	0	0	0	0	.88	01/25/2037	1FE
75970H-AD-2.	2006-4 AF1 ABS Renaissance Home Equity		02/01/2009	Paydown		24,134	24,134	24,134	24,134	0	0	0	0	0	24,134	0	0	0	0	223	01/25/2037	1FE
75970H-AD-2.	2006-4 AF1 ABS Renaissance Home Equity		03/01/2009	Paydown		28,728	28,728	27,459	28,728	0	1,269	1,269	0	0	28,728	0	0	0	0	398	01/25/2037	1FE
75971E-AE-6.	2006-3 AF2 (ABS) Renaissance Home Equity		01/01/2009	Paydown		15,082	15,082	15,082	15,031	0	51	0	51	0	15,082	0	0	0	0	.70	11/25/2036	1FE
75971E-AE-6.	2006-3 AF2 (ABS) Renaissance Home Equity		02/01/2009	Paydown		24,985	24,985	24,985	24,901	0	85	0	85	0	24,985	0	0	0	0	232	11/25/2036	1FE
75971E-AE-6.	2006-3 AF2 (ABS) Renaissance Home Equity		03/01/2009	Paydown		20,570	20,570	19,133	20,500	0	1,435	1,365	.70	0	20,570	0	0	0	0	287	11/25/2036	1FE
83612Q-AA-6.	Soundview Home Eq 2007-NS1 A1 ABS 0.64		01/26/2009	Paydown		16,790	16,790	16,790	16,790	0	0	0	0	0	16,790	0	0	0	0	.9	01/25/2037	1FE
83612Q-AA-6.	Soundview Home Eq 2007-NS1 A1 ABS 0.64		02/25/2009	Paydown		10,101	10,101	9,001	10,101	0	1,100	1,100	0	0	10,101	0	0	0	0	.9	01/25/2037	1FE
83612Q-AA-6.	Soundview Home Eq 2007-NS1 A1 ABS 0.64		03/25/2009	Paydown		12,704	12,704	11,321	12,704	0	1,383	1,383	0	0	12,704	0	0	0	0	.18	01/25/2037	1FE
88319Q-L8-4.	Note Non Call 5 Washington Post Corporate Note Cont Call		03/02/2009	JP Morgan Chase		359,322	570,000	392,337	569,646	0	6,361	177,327	(170,967)	0	398,679	0	(39,357)	(39,357)	0	10,062	11/01/2010	2FE
939640-AC-2.	Washington Post Corporate Note Cont Call		02/15/2009	Maturity		1,000,000	1,000,000	950,360	998,167	0	1,833	0	1,833	0	1,000,000	0	0	0	0	27,500	02/15/2009	1FE
3899999	- Bonds - Industrial and Miscellaneous					8,463,293	8,673,971	8,436,458	8,670,845	0	26,321	194,516	(168,195)	0	8,502,650	0	(39,357)	(39,357)	0	159,965	XXX	XXX
8399997	- Bonds - Part 4					57,268,028	54,811,269	56,596,953	56,161,971	0	(60,687)	194,516	(255,202)	0	55,991,353	0	1,276,676	1,276,676	0	979,102	XXX	XXX
8399999	- Total - Bonds					57,268,028	54,811,269	56,596,953	56,161,971	0	(60,687)	194,516	(255,202)	0	55,991,353	0	1,276,676	1,276,676	0	979,102	XXX	XXX
8999999	- Total - Preferred Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799999	- Total - Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999	- Total - Preferred and Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999	Totals					57,268,028	XXX	56,596,953	56,161,971	0	(60,687)	194,516	(255,202)	0	55,991,353	0	1,276,676	1,276,676	0	979,102	XXX	XXX

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

E05.4

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

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

	Current Period	Year-To-Date Total	Previous Year Total
Member Months	<u>499,261</u>	<u>499,261</u>	-
Revenues:			
TennCare Capitation	104,801,093	104,801,093	-
Investment	-	-	-
Other Revenues	-	-	-
Total Estimated Revenues	<u>104,801,093</u>	<u>104,801,093</u>	-
Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	-	-	-
Fee-for Service Physician Services	39,275,656	39,275,656	-
Inpatient Hospital Services	15,452,683	15,452,683	-
Outpatient Hospital Services	6,939,724	6,939,724	-
Emergency Room Services	13,613,473	13,613,473	-
Dental Services	-	-	-
Vision Services	185,858	185,858	-
Pharmacy Services	-	-	-
Home Health Services	-	-	-
Chiropractic Services	-	-	-
Radiology Services	7,905,336	7,905,336	-
Laboratory Services	4,015,112	4,015,112	-
Durable Medical Equipment Services	1,725,585	1,725,585	-
Transportation Services	1,848,537	1,848,537	-
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Medical and Hospital Services - Write-Ins	272,816	272,816	-
Subtotal Medical and Hospital	<u>91,234,781</u>	<u>91,234,781</u>	-
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	3,573,271	3,573,271	-
Inpatient Substance Abuse Treatment and Detox	373,901	373,901	-
Outpatient Mental Health Services	522,512	522,512	-
Outpatient Substance Abuse Treatment and Detox	16,516	16,516	-
Housing/Residential Treatment	1,485,030	1,485,030	-
Specialized Crisis Services	1,568,617	1,568,617	-
Psychiatric Rehab and Support Services	797,640	797,640	-
Case Management	1,536,989	1,536,989	-
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	924,899	924,899	-
Medical Incentive Pool and Withhold Adjustments	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Mental Health and Substance Abuse Services	196,109	196,109	-
PCP and Specialist Services	-	-	-
Other Mental Health Services - Write-Ins	-	-	-
Subtotal MH&SAS	<u>10,995,483</u>	<u>10,995,483</u>	-
Subtotal Hospital, Medical, MH&SAS	<u>102,230,265</u>	<u>102,230,265</u>	-
LESS:			
Net Reinsurance Recoveries Incurred	-	-	-
Copayments	-	-	-
Subrogation and Coordination of Benefits	-	-	-
Subtotal Reinsurance, Copay, Subrogation	<u>-</u>	<u>-</u>	-
Total Hospital, Medical, MHS&S	<u>102,230,265</u>	<u>102,230,265</u>	-
Administration:			
Compensation	-	-	-
Marketing	-	-	-
Interest Expense	-	-	-
Premium Tax Expense	2,653,791	2,653,791	-
Occupancy, Depreciation, and Amortization	-	-	-
Other Administration - Write-Ins	11,437,979	11,437,979	-
Total Administration Expenses	<u>14,091,771</u>	<u>14,091,771</u>	-
Total Expenses	<u>116,322,035</u>	<u>116,322,035</u>	-
Extraordinary Item	-	-	-
Provision for Income Tax	-	-	-
Net Income (Loss)	<u>(11,520,942)</u>	<u>(11,520,942)</u>	-
Write-Ins for Other Expense			
Detail of Other Medical and Hospital:			
Other Capitated Services	272,816	272,816	-
	-	-	-
	-	-	-
Total Other Medical and Hospital	<u>272,816</u>	<u>272,816</u>	-
Detail of Other MH and SAS:			
	-	-	-
	-	-	-
Total Other MH and SAS	<u>-</u>	<u>-</u>	-
Detail of Other Administration:			
Administrative Services Fee	10,041,848	10,041,848	-
Behaviorial Healthcare Services	1,396,131	1,396,131	-
ASO Claims Administration Fees	-	-	-
Total Other Administration	<u>11,437,979</u>	<u>11,437,979</u>	-

	Current Period	Year-To-Date Total	Previous Year Total
Months	553,805	553,805	2,211,932
Revenues:			
Per Capitation	140,806,924	140,806,924	595,326,262
ment	-	-	-
Revenues	-	-	-
Estimated Revenues	140,806,924	140,806,924	595,326,262
Expenses:			
Physical and Medical (w/o Mental Health)			
Physician Services	-	-	-
Service Physician Services	28,471,702	28,471,702	122,232,239
Hospital Services	31,904,696	31,904,696	129,374,461
Outpatient Hospital Services	5,518,372	5,518,372	42,525,077
Outpatient Clinic Services	7,872,068	7,872,068	31,388,320
Other Services	-	-	-
Other Services	595,148	595,148	1,116,318
Other Services	-	-	-
Health Services	14,312,234	14,312,234	57,761,881
Diagnostic Services	-	-	-
Immunization Services	6,816,875	6,816,875	10,303,286
Immunization Services	2,693,068	2,693,068	7,813,552
Medical Equipment Services	1,737,173	1,737,173	6,216,611
Transportation Services	5,451,100	5,451,100	16,713,361
Referrals	-	-	-
Incentive Pool and Withhold Adj	-	-	-
Immunization, Depreciation and Amortization	-	-	-
Medical and Hospital Services - Write-Ins	85,565	85,565	300,198
Total Medical and Hospital	105,458,001	105,458,001	425,745,304
Health and Substance Abuse Services			
Outpatient Psychiatric Facility Services	2,430,639	2,430,639	13,619,466
Outpatient Substance Abuse Treatment and Detox	306,843	306,843	1,623,640
Outpatient Mental Health Services	1,535,727	1,535,727	8,950,612
Outpatient Substance Abuse Treatment and Detox	21,657	21,657	82,792
Residential/Residential Treatment	1,479,721	1,479,721	6,002,902
Residential Crisis Services	908,970	908,970	457,268
Outpatient Rehab and Support Services	1,076,193	1,076,193	5,626,489
Management	4,685,770	4,685,770	27,213,037
Other Services	-	-	-
Other Services	-	-	-
Other Services	-	-	-
Other Services	-	-	-
Other Services	377,244	377,244	1,511,308
Incentive Pool and Withhold Adjustments	-	-	-
Immunization, Depreciation and Amortization	-	-	-
Health and Substance Abuse Services	276,420	276,420	4,960,161
Other Specialist Services	-	-	-
Health and Substance Abuse Services - Write-Ins	-	-	-
Total MH&SAS	13,099,184	13,099,184	70,047,674
Total Hospital, Medical, MH&SAS	118,557,185	118,557,185	495,792,979
Insurance Recoveries Incurred	-	-	-
Other Services	-	-	-
Coordination and Corrdination of Benefits	-	-	-
Total Reinsurance, Copay, Subrogation	-	-	-
Hospital, Medical, MHS&S	118,557,185	118,557,185	495,792,979
Administration:			
Administration	-	-	-
Other Services	-	-	-
Other Services	-	-	-
Other Services	-	-	-
Other Services	2,817,253	2,817,253	12,010,725
Immunization, Depreciation, and Amortization	-	-	-
Administration - Write-Ins	13,085,245	13,085,245	62,043,048
Administration Expenses	15,902,498	15,902,498	74,053,773
Expenses	134,459,682	134,459,682	569,846,752
Other Services	-	-	-
Other Services	2,221,535	2,221,535	8,917,829
Income (Loss)	4,125,707	4,125,707	16,561,682
Expenses for Other Expense			
Other Medical and Hospital:			
Capitated Services	85,565	85,565	300,198
Other Services	-	-	-
Other Services	-	-	-
Other Medical and Hospital	85,565	85,565	300,198
Other MH and SAS:			
Other Services	-	-	-
Other Services	-	-	-
Other Services	-	-	-
Other MH and SAS	-	-	-
Other Administration:			
Administrative Services Fee	11,161,587	11,161,587	52,624,173
Administrative Healthcare Services	1,923,442	1,923,442	9,416,435
Administrative Administration Fees	216	216	3,578
Other Administration	13,085,245	13,085,245	62,044,186

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

	Current Period	Year-To-Date Total	Previous Year Total
Member Months	<u>475,981</u>	<u>475,981</u>	<u>347,593</u>
Revenues:			
TennCare Capitation	101,562,990	101,562,990	68,826,990
Investment	-	-	-
Other Revenues	-	-	-
Total Estimated Revenues	<u>101,562,990</u>	<u>101,562,990</u>	<u>68,826,990</u>
Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	-	-	-
Fee-for Service Physician Services	28,822,918	28,822,918	29,730,691
Inpatient Hospital Services	26,298,007	26,298,007	15,417,132
Outpatient Hospital Services	3,609,432	3,609,432	2,427,302
Emergency Room Services	13,361,823	13,361,823	11,844,854
Dental Services	-	-	-
Vision Services	-	-	-
Pharmacy Services	-	-	-
Home Health Services	-	-	-
Chiropractic Services	-	-	-
Radiology Services	4,765,249	4,765,249	2,092,303
Laboratory Services	2,093,589	2,093,589	514,040
Durable Medical Equipment Services	1,086,510	1,086,510	852,802
Transportation Services	4,127,562	4,127,562	846,642
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Medical and Hospital Services - Write-Ins	798,910	798,910	447,245
Subtotal Medical and Hospital	<u>84,964,000</u>	<u>84,964,000</u>	<u>64,173,011</u>
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	3,643,908	3,643,908	993,722
Inpatient Substance Abuse Treatment and Detox	69,990	69,990	24,402
Outpatient Mental Health Services	382,003	382,003	359,989
Outpatient Substance Abuse Treatment and Detox	11,821	11,821	2,380
Housing/Residential Treatment	1,772,313	1,772,313	191,954
Specialized Crisis Services	458,521	458,521	1,893,196
Psychiatric Rehab and Support Services	802,386	802,386	179,580
Case Management	2,394,006	2,394,006	957,955
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	320,584	320,584	1,351,774
Medical Incentive Pool and Withhold Adjustments	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Mental Health and Substance Abuse Services	33,165	33,165	10,166
PCP and Specialist Services	-	-	-
Other Mental Health Services - Write-Ins	-	-	-
Subtotal MH&SAS	<u>9,888,697</u>	<u>9,888,697</u>	<u>5,965,118</u>
Subtotal Hospital, Medical, MH&SAS	<u>94,852,697</u>	<u>94,852,697</u>	<u>70,138,129</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>94,852,697</u>	<u>94,852,697</u>	<u>70,138,129</u>
Administration:			
Compensation	-	-	-
Marketing	-	-	-
Interest Expense	-	-	-
Premium Tax Expense	2,006,114	2,006,114	1,310,090
Occupancy, Depreciation, and Amortization	-	-	-
Other Administration - Write-Ins	9,472,754	9,472,754	6,157,681
Total Administration Expenses	<u>11,478,868</u>	<u>11,478,868</u>	<u>7,467,771</u>
Total Expenses	<u>106,331,565</u>	<u>106,331,565</u>	<u>77,605,901</u>
Extraordinary Item	-	-	-
Provision for Income Tax	-	-	(3,072,619)
Net Income (Loss)	<u>(4,768,575)</u>	<u>(4,768,575)</u>	<u>(5,706,292)</u>
Write-Ins for Other Expense			
Detail of Other Medical and Hospital:			
Other Capitated Services	798,910	798,910	447,245
	-	-	-
	-	-	-
Total Other Medical and Hospital	<u>798,910</u>	<u>798,910</u>	<u>447,245</u>
Detail of Other MH and SAS:			
	-	-	-
	-	-	-
Total Other MH and SAS	<u>-</u>	<u>-</u>	<u>-</u>
Detail of Other Administration:			
Administrative Services Fee	8,463,290	8,463,290	5,570,104
Behaviorial Healthcare Services	1,009,464	1,009,464	587,577
ASO Claims Administration Fees	-	-	-
Total Other Administration	<u>9,472,754</u>	<u>9,472,754</u>	<u>6,157,681</u>

EXHIBIT 3 - HEALTH CARE RECEIVABLES

Name of Debtor	1 1 - 30 Days	2 31 - 60 Days	3 61 - 90 Days	4 Over 90 Days	5 Non-Admitted	6 Admitted
INDIVIDUALLY LISTED RECEIVABLES						
Rx Solutions, Inc.	5,711,260			383,867	383,867	5,711,260
					0	
					0	
	5,711,260			383,867	383,867	5,711,260
	0			0	0	0
	5,711,260			383,867	383,867	5,711,260
					0	0
					383,867	5,711,260
					383,867	5,711,260

2,618,260

