

RECEIVED
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C&I TENNCARE



UnitedHealthcare
1300 River Drive Suite 200 Moline IL 61265
Tel 309 765 1200

26 February 2010

Laurel Hunter
State of Tennessee
TennCare Division
Department of Commerce and Insurance
500 James Robertson Parkway, Suite 750
Nashville, TN 37243-1135

2009 QUARTERLY STATUTORY FILING
UNITEDHEALTHCARE PLAN OF THE RIVER VALLEY, INC.

Enclosed are two copies of each of the following for the period ending 31 December 2009 for UNITEDHEALTHCARE PLAN OF THE RIVER VALLEY, INC.:

- 2009 NAIC Annual Statutory Filing
- Reconciliation from GAAP to SAP
- TennCare Income Statement Report #2A
- Statement of Actuarial Opinion / Reliance Statement
- Certificate of Compliance for Advertising
- TennCare Supplement for Premiums, Enrollment and Utilization Table
- Eastern TennCare Income Statement Report #2A, MLR, Reconciliation of #2A to MLR and Opinion
- Middle TennCare Income Statement Report #2A, MLR, Reconciliation of #2A to MLR and Opinion
- Western TennCare Income Statement Report #2A, MLR, Reconciliation of #2A to MLR and Opinion
- Consolidated Revenue Reconciliation
- *Supplemental Compensation*
- *Risk Based Capital*

This should fulfill our filing requirements. If you have any further questions, please contact me at (309) 757-6285.

A handwritten signature in cursive script that reads 'Joan Mincer'.

Joan Mincer
Accountant,
UNITEDHEALTHCARE PLAN OF THE RIVER VALLEY, INC.

Enclosures



STATE OF TENNESSEE
DEPARTMENT OF COMMERCE AND INSURANCE

CERTIFICATE OF COMPLIANCE COVERING ADVERTISEMENT
OF ACCIDENT AND HEALTH POLICIES

This is to certify that to the best of my knowledge, information and belief, the advertisements which were disseminated by UHC Plan of the River Valley, Inc., during the preceding statement year, complied with or were made to comply in all respects with the provisions of the Insurance Laws and Rules of Tennessee as prescribed in Tenn. Comp. R & Regs., Department of Commerce Insurance, ch. 0780-1-8.17 and the ruling issued thereunder by the State Commissioner of Commerce and Insurance of the State of Tennessee.

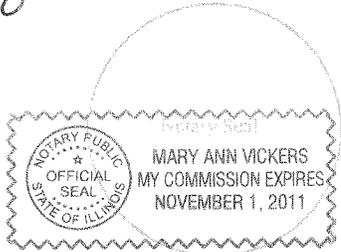
Dil Not _____ Date 2/25/2010
Authorized Officer

President
Officers Title

Subscribed and sworn to before me this 25 day of Feb, 2010
(date)

My Commission Expires Nov. 1, 2011
(date)

Mary Ann Vickers
Notary Signature:





ANNUAL STATEMENT FOR THE YEAR 2009
UnitedHealthcare Plan of the River Valley, Inc.
STATEMENT OF ACTUARIAL OPINION

Table of Key Indicators.

This Opinion is: Unqualified Qualified Adverse Inconclusive

IDENTIFICATION SECTION:

Prescribed Wording Only Prescribed Wording with Additional Wording Revised Wording

SCOPE SECTION:

Prescribed Wording Only Prescribed Wording with Additional Wording Revised Wording

RELIANCE SECTION:

Prescribed Wording Only Prescribed Wording with Additional Wording Revised Wording

OPINION SECTION:

Prescribed Wording Only Prescribed Wording with Additional Wording Revised Wording

RELEVANT COMMENTS:

Revised Wording

The Actuarial Memorandum includes "Deviation from Standard" wording regarding conformity with an Actuarial Standard of Practice.

Identification.

I, Tim Feeser, a member of the American Academy of Actuaries, am associated with the firm of Ingenix Consulting. I have been appointed by, or by the authority of, the Board of Directors of UnitedHealthcare Plan of the River Valley, Inc. to render this opinion as stated in the letter to the Commissioner dated November 16, 2009. I meet the Academy qualification standards for rendering the opinion and am familiar with the valuation requirements applicable to Life and Health Insurance companies.

Scope.

I have examined the assumptions and methods used in determining loss reserves, actuarial liabilities, and related items listed below, as shown in the annual statement of the organization as prepared for filing with state regulatory officials, as of December 31, 2009.

| | |
|--|---------------|
| A. Claims unpaid (Page 3, Line 1) | \$253,290,037 |
| B. Accrued medical incentive pool and bonus payments (Page 3, Line 2) | \$1,631,240 |
| C. Unpaid claims adjustment expenses (Page 3, Line 3) | \$6,174,911 |
| D. Aggregate health policy reserves (Page 3, Line 4) including unearned premium reserves and additional policy reserves from the Underwriting and Investment Exhibit – Part 2D | \$5,176,110 |
| E. Aggregate life policy reserves (Page 3, Line 5) | \$0 |
| F. Property/casualty unearned premium reserves (Page 3, Line 6) | \$0 |
| G. Aggregate health claim reserves (Page 3, Line 7) | \$320,070 |
| H. Any actuarial reserves or liabilities not included in the items above | None. |

ANNUAL STATEMENT FOR THE YEAR 2009
UnitedHealthcare Plan of the River Valley, Inc.
STATEMENT OF ACTUARIAL OPINION

Reliance.

In forming my opinion on the items identified above, I relied upon data prepared by Chanda Fredricksen, Manager, Accounting as certified in the attached statements. I evaluated that data for reasonableness and consistency. I also reconciled that data to the Underwriting and Investment Exhibit - Part 2B of the company's current annual statement. In other respects, my examination included review of the actuarial assumptions and actuarial methods used and tests of the calculations I considered necessary.

Opinion.

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

- A. Are in accordance with accepted actuarial standards consistently applied and are fairly stated in accordance with sound actuarial principles,
- B. Are based on actuarial assumptions relevant to contract provisions and appropriate to the purpose for which the statement was prepared,
- C. Meet the requirements of the laws of Illinois, and are at least as great as the minimum aggregate amounts required by the state in which this statement is filed,
- D. Make good and sufficient provision for all unpaid claims and other actuarial liabilities of the organization under the terms of its contracts and agreements,
- E. Are computed on the basis of assumptions and methods consistent with those used in computing the corresponding items in the annual statement of the preceding year-end,
- F. Include appropriate provision for all actuarial items that ought to be established.

The Underwriting and Investment Exhibit - Part 2B was reviewed for reasonableness and consistency with the applicable Actuarial Standards of Practice.

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


Timothy J. Feeser, F.S.A., M.A.A.A.

Mail Route MN002-0161
Ingenix Consulting
12125 Technology Drive
Eden Prairie, MN 55344
Telephone: (952) 942-3218

February 24, 2010

UnitedHealthcare
1300 River Drive, Suite 200, Moline, IL 61265
Tel 309 765 1200

TO: Ingenix Consulting

FROM: United HealthCare Plan of the River Valley, Inc.

SUBJECT: Representation Concerning Matters Pertaining to Examination of Statutory Actuarial Items

In connection with your examination of the unpaid claim liability to be included in the statutory annual statement of United HealthCare Plan of the River Valley, Inc. (Company) as of December 31, 2009, I represent that to the best of my knowledge and belief:

1. All information which would affect the actuarial items examined has been given to you;
2. Basic records, listings, summaries and other information furnished to you, and underlying the calculation of the actuarial items identified below, are accurate and complete, and were derived from the records and data which form the basis of the annual statement for the year ending December 31, 2009,
3. No methods or procedures employed by the Company, now or in the past, would preclude the accurate determination of the actuarial items examined; and,
4. At risk providers are in a financial position to meet all liabilities under risk sharing contracts, including incentive and capitation contracts, and if not, the Company has accrued an appropriate liability to cover the risk.

I understand that you have relied on these items to perform your analysis and have not audited the accuracy or completeness of these items.

With respect to assets and liabilities of United HealthCare Plan of the River Valley, Inc. as of December 31, 2009, I represent that to the best of my knowledge and belief, the statutory statement, together with related exhibits, schedules and explanation therein contained, annexed or referred to, is a complete and fair statement of all the assets and liabilities and the condition of affairs of the Company as of December 31, 2009.



Date 2/22/10

Chanda Fredricksen
Manager, Accounting



STATE OF TENNESSEE
DEPARTMENT OF COMMERCE AND INSURANCE

CERTIFICATE OF COMPLIANCE COVERING ADVERTISEMENT
OF ACCIDENT AND HEALTH POLICIES

This is to certify that to the best of my knowledge, information and belief, the advertisements which were disseminated by UHC Plan of the River Valley, INC., during the preceding statement year, complied with or were made to comply in all respects with the provisions of the Insurance Laws and Rules of Tennessee as prescribed in Tenn. Comp. R & Regs., Department of Commerce Insurance, ch. 0780-1-8.17 and the ruling issued thereunder by the State Commissioner of Commerce and Insurance of the State of Tennessee.

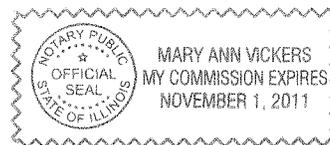
[Signature] 2/25/2010
Authorized Officer Date

President
Officers Title

Subscribed and sworn to before me this 25 day of Feb, 2010
(date)

My Commission Expires Nov. 1, 2011
(date)

Mary Ann Vickers
Notary Signature:





**ANNUAL STATEMENT FOR THE YEAR 2009
UnitedHealthcare Plan of the River Valley, Inc.
STATEMENT OF ACTUARIAL OPINION**

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Prescribed Wording Only Prescribed Wording with Additional Wording Revised Wording

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Prescribed Wording Only Prescribed Wording with Additional Wording Revised Wording

RELEVANT COMMENTS:

Revised Wording

The Actuarial Memorandum includes "Deviation from Standard" wording regarding conformity with an Actuarial Standard of Practice.

Identification.

I, Tim Feeser, a member of the American Academy of Actuaries, am associated with the firm of Ingenix Consulting. I have been appointed by, or by the authority of, the Board of Directors of UnitedHealthcare Plan of the River Valley, Inc. to render this opinion as stated in the letter to the Commissioner dated November 16, 2009. I meet the Academy qualification standards for rendering the opinion and am familiar with the valuation requirements applicable to Life and Health Insurance companies.

Scope.

I have examined the assumptions and methods used in determining loss reserves, actuarial liabilities, and related items listed below, as shown in the annual statement of the organization as prepared for filing with state regulatory officials, as of December 31, 2009.

| | |
|--|---------------|
| A. Claims unpaid (Page 3, Line 1) | \$253,290,037 |
| B. Accrued medical incentive pool and bonus payments (Page 3, Line 2) | \$1,631,240 |
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| G. Aggregate health claim reserves (Page 3, Line 7) | \$320,070 |
| H. Any actuarial reserves or liabilities not included in the items above | None. |

ANNUAL STATEMENT FOR THE YEAR 2009
UnitedHealthcare Plan of the River Valley, Inc.
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In forming my opinion on the items identified above, I relied upon data prepared by Chanda Fredricksen, Manager, Accounting as certified in the attached statements. I evaluated that data for reasonableness and consistency. I also reconciled that data to the Underwriting and Investment Exhibit - Part 2B of the company's current annual statement. In other respects, my examination included review of the actuarial assumptions and actuarial methods used and tests of the calculations I considered necessary.

Opinion.

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

- A. Are in accordance with accepted actuarial standards consistently applied and are fairly stated in accordance with sound actuarial principles,
- B. Are based on actuarial assumptions relevant to contract provisions and appropriate to the purpose for which the statement was prepared,
- C. Meet the requirements of the laws of Illinois, and are at least as great as the minimum aggregate amounts required by the state in which this statement is filed,
- D. Make good and sufficient provision for all unpaid claims and other actuarial liabilities of the organization under the terms of its contracts and agreements,
- E. Are computed on the basis of assumptions and methods consistent with those used in computing the corresponding items in the annual statement of the preceding year-end,
- F. Include appropriate provision for all actuarial items that ought to be established.

The Underwriting and Investment Exhibit - Part 2B was reviewed for reasonableness and consistency with the applicable Actuarial Standards of Practice.

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


Timothy J. Feeser, F.S.A., M.A.A.A.

Mail Route MN002-0161
Ingenix Consulting
12125 Technology Drive
Eden Prairie, MN 55344
Telephone: (952) 942-3218

February 24, 2010

UnitedHealthcare
1300 River Drive Suite 200 Moline IL 61265
Tel 309 765 1200

TO: Ingenix Consulting

FROM: United HealthCare Plan of the River Valley, Inc.

SUBJECT: Representation Concerning Matters Pertaining to Examination of Statutory Actuarial Items

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1. All information which would affect the actuarial items examined has been given to you;
2. Basic records, listings, summaries and other information furnished to you, and underlying the calculation of the actuarial items identified below, are accurate and complete, and were derived from the records and data which form the basis of the annual statement for the year ending December 31, 2009,
3. No methods or procedures employed by the Company, now or in the past, would preclude the accurate determination of the actuarial items examined; and,
4. At risk providers are in a financial position to meet all liabilities under risk sharing contracts, including incentive and capitation contracts, and if not, the Company has accrued an appropriate liability to cover the risk.

I understand that you have relied on these items to perform your analysis and have not audited the accuracy or completeness of these items.

With respect to assets and liabilities of United HealthCare Plan of the River Valley, Inc. as of December 31, 2009, I represent that to the best of my knowledge and belief, the statutory statement, together with related exhibits, schedules and explanation therein contained, annexed or referred to, is a complete and fair statement of all the assets and liabilities and the condition of affairs of the Company as of December 31, 2009.



Date 2/22/10

Chanda Fredricksen
Manager, Accounting

UNITEDHEALTHCARE PLAN OF THE RIVER VALLEY, INC.
DECEMBER 31, 2009

RECONCILIATION FROM GAAP BALANCE SHEET TO THE STATUTORY BASIS STATEMENTS
ASSETS

| | | SAP | | |
|------|--|-------------|--------------|-------------|
| | | GAAP | ADJUSTMENTS | SAP |
| 1. | Bonds | 468,400,347 | 0 | 468,400,347 |
| 2. | Stocks | | | |
| | 2.1 Preferred stocks | 0 | 0 | 0 |
| | 2.2 Common stocks | 0 | 0 | 0 |
| 3 | Mortgage loans on real estate | | | |
| 4 | Real estate | | | |
| 5 | Cash and short-term investments | 251,082,820 | 0 | 251,082,820 |
| 6 | Contract loans | | | |
| 7. | Other invested assets | 0 | 0 | 0 |
| 8. | Receivable for securities | 0 | 0 | 0 |
| 9. | Aggregate write-ins for invested assets | 0 | 0 | 0 |
| 10. | Subtotal cash and invested assets | 719,483,167 | 0 | 719,483,167 |
| 12. | Investment income due and accrued | 5,224,125 | 0 | 5,224,125 |
| 13.1 | Uncollected premiums | 69,674,822 | 0 | 69,674,822 |
| 13.3 | Accrued Retrospective Premium | 2,069,610 | 0 | 2,069,610 |
| 14.1 | Amounts recoverable from reinsurers | 0 | 0 | 0 |
| 15. | Amounts receivable relating to uninsured accident and health plans | 4,305,290 | 0 | 4,305,290 |
| 16.1 | Current federal and foreign income tax recoverable and interest | 0 | 0 | 0 |
| 16.2 | Net deferred tax asset | 49,157,520 | (41,800,673) | 7,356,847 |
| 17 | Guaranty fund receivable or on deposit | | | |
| 18 | Electronic data processing equipment and software | | | |
| 19 | Furniture and equipment, including health care delivery assets | | | |
| 20 | Net adjustment in assets and liabilities due to foreign exchange rates | | | |
| 21 | Receivables from parent, subsidiaries and affiliates | | | |
| 22. | Health Care Receivables | 6,311,773 | (947,608) | 5,364,165 |
| 23. | Other assets nonadmitted | | | |
| 24. | Aggregate write-ins for other than invested assets | 2,545,395 | (1,965,312) | 580,083 |
| 26. | Total assets | 858,771,702 | (44,713,593) | 814,058,109 |

UNITEDHEALTHCARE PLAN OF THE RIVER VALLEY, INC.
DECEMBER 31, 2009

RECONCILIATION FROM GAAP BALANCE SHEET TO THE STATUTORY BASIS STATEMENTS
LIABILITIES, CAPITAL AND SURPLUS

| | GAAP | SAP ADJUSTMENTS | SAP |
|--|-------------|--------------------|-------------|
| 1. Claims unpaid | 253,290,037 | | 253,290,037 |
| 2. Accrued medical incentive pool and bonus payments | 1,631,240 | | 1,631,240 |
| 3. Unpaid claims adjustment expenses | 6,174,911 | | 6,174,911 |
| 4. Aggregate health policy reserves | 5,176,110 | | 5,176,110 |
| 5. Aggregate likfe policy reserves | 0 | | |
| 6. Property/casualty unearned premium reserves | | | |
| 7. Aggregate health claim reserves | 320,070 | | 320,070 |
| 8. Premiums received in advance | 6,321,533 | | 6,321,533 |
| 9. General expenses due or accrued | 32,784,452 | | 32,784,452 |
| 10.1. Federal and foreign income taxes payable and interest thereon | 2,905,353 | | 2,905,353 |
| 10.2. Net deferred tax liability | | | 1 |
| 11. Ceded reinsurance premiums payable | | | 202,439 |
| 12. Amounts withheld or retained for the account of others | 0 | | |
| 13. Remittance and items not allocated | | | |
| 14. Borrowed money and interest thereon | 0 | | |
| 15. Amounts due to parent, subsidiaries and affiliates | 237,256,171 | | 237,256,171 |
| 16. Payable for Securities | 0 | | |
| 17. Funds held under reinsurance treaties with | 0 | | |
| 18. Reinsurance in unauthorized companies | 0 | | |
| 19. Net adjustment in assets and liabilities due to foreign exchange rates | 0 | | |
| 20. Liability for amounts held under uninsured accident and health plans | 1 | | 1 |
| 21. Aggreagate write-ins for other liabilities | 0 | | 0 |
| 22. Total liabilities | 546,062,318 | 0 | 546,062,318 |
| 23. Common capital stock | 610,000 | 0 | 610,000 |
| 24. Preferred capital stock | 0 | 0 | 0 |
| 25. Gross Paid in and contributed surplus | 37,441,000 | 0 | 37,441,000 |
| 26. Surplus notes | 0 | 0 | 0 |
| 27. Aggregate write-ins for other than special surplus funds | 0 | 1,500,000 | 1,500,000 |
| 28. Unassigned funds (surplus) | 228,444,789 | 0 | 228,444,789 |
| 29. Less treasury stock, at cost: | 0 | 0 | 0 |
| 29.1 _____shares common | 0 | 0 | 0 |
| 29.2 _____shares preferred | 0 | 0 | 0 |
| 30. Total capital and surplus | 266,495,789 | 1,500,000 | 267,995,789 |
| 31. Total liabilities, cpaital and surplus | 812,558,107 | 1,500,000 | 814,058,107 |

UNITEDHEALTHCARE PLAN OF THE RIVER VALLEY, INC.
DECEMBER 31, 2009

RECONCILIATION FROM GAAP INCOME STATEMENT TO THE STATUTORY BASIS STATEMENTS

| | GAAP | SAP ADJUSTMENTS | SAP |
|---|---------------|--------------------|---------------|
| 1. Member Months | 8,244,539 | | 8,244,539 |
| | - | | |
| 2. Net premiums income | 2,376,528,654 | | 2,376,528,654 |
| 3. Change in unearned premium reserves and reserve for rate credit | (5,828,560) | | (5,828,560) |
| 4. Fee-for-service | - | | |
| 5. Risk revenue | - | | |
| 6. Aggregate write-ins for other health care related revenues | - | | 0 |
| 7. Aggregate write-ins for other non-health revenues | - | | |
| 8. Total revenues | 2,370,700,094 | 0 | 2,370,700,094 |
| Medical and Hospital: | | | |
| 9. Hospital/medical benefits | 1,868,771,109 | | 1,868,771,109 |
| 10. Other Professional Services | 10,269,386 | | 10,269,386 |
| 11. Outside Referrals | - | | |
| 12. Emergency Room and Out-of-Area | - | | 0 |
| 13. Prescription Drugs | 85,173,198 | | 85,173,198 |
| 14. Aggregate Write-ins for other medical and hospital | - | | |
| 15. Incentive pool and withhold adjustments | 935,202 | | 935,202 |
| 16. Subtotal | 1,965,148,895 | 0 | 1,965,148,895 |
| | - | | |
| LESS: | - | | |
| 17. Net reinsurance recoveries | 52,370 | | 52,370 |
| 18. Total hospital and medical | 1,965,096,525 | 0 | 1,965,096,525 |
| 19. Non-health claims | | | |
| 20. Claims adjustment expenses | 58,957,623 | | 58,957,623 |
| 21. General administrative expenses | 252,624,509 | 0 | 252,624,509 |
| 22. Increase in reserves for life and accident and health contracts | - | | 0 |
| 23. Total underwriting deductions | 2,276,678,657 | 0 | 2,276,678,657 |
| 24. Net underwriting gain or (loss) | 94,021,437 | 0 | 94,021,437 |
| 25. Net investment income earned | 14,348,072 | | 14,348,072 |
| 26. Net realized capital gains or (losses) | 751,659 | | 751,659 |
| 27. Net investment gains or (losses) | 15,099,731 | 0 | 15,099,731 |
| 28. Net gain or (loss) from agent's or premium balances charged off | 0 | | |
| 29. Aggregate write-ins for other income or expenses | (1,011,187) | | (1,011,187) |
| 30. Net income or (loss) before federal income taxes | 108,109,981 | 0 | 108,109,981 |
| 31. Federal and foreign income taxes incurred | 31,782,258 | | 31,782,258 |
| 32. Net income (loss) | 76,327,723 | 0 | 76,327,723 |

UNITEDHEALTHCARE PLAN OF THE RIVER VALLEY, INC.
DECEMBER 31, 2009

RECONCILIATION FROM GAAP BALANCE SHEET TO THE STATUTORY BASIS STATEMENTS
ASSETS

| | | SAP | | |
|------|--|-------------|--------------|-------------|
| | | GAAP | ADJUSTMENTS | SAP |
| 1. | Bonds | 468,400,347 | 0 | 468,400,347 |
| 2. | Stocks | | | |
| | 2.1 Preferred stocks | 0 | 0 | 0 |
| | 2.2 Common stocks | 0 | 0 | 0 |
| 3 | Mortgage loans on real estate | | | |
| 4 | Real estate | | | |
| 5 | Cash and short-term investments | 251,082,820 | 0 | 251,082,820 |
| 6 | Contract loans | | | |
| 7. | Other invested assets | 0 | 0 | 0 |
| 8. | Receivable for securities | 0 | 0 | 0 |
| 9. | Aggregate write-ins for invested assets | 0 | 0 | 0 |
| 10. | Subtotal cash and invested assets | 719,483,167 | 0 | 719,483,167 |
| 12. | Investment income due and accrued | 5,224,125 | 0 | 5,224,125 |
| 13.1 | Uncollected premiums | 69,674,822 | 0 | 69,674,822 |
| 13.3 | Accrued Retrospective Premium | 2,069,610 | 0 | 2,069,610 |
| 14.1 | Amounts recoverable from reinsurers | 0 | 0 | 0 |
| 15. | Amounts receivable relating to uninsured accident and health plans | 4,305,290 | 0 | 4,305,290 |
| 16.1 | Current federal and foreign income tax recoverable and interest | 0 | 0 | 0 |
| 16.2 | Net deferred tax asset | 49,157,520 | (41,800,673) | 7,356,847 |
| 17 | Guaranty fund receivable or on deposit | | | |
| 18 | Electronic data processing equipment and software | | | |
| 19 | Furniture and equipment, including health care delivery assets | | | |
| 20 | Net adjustment in assets and liabilities due to foreign exchange rates | | | |
| 21 | Receivables from parent, subsidiaries and affiliates | | | |
| 22. | Health Care Receivables | 6,311,773 | (947,606) | 5,364,165 |
| 23. | Other assets nonadmitted | | | |
| 24. | Aggregate write-ins for other than invested assets | 2,545,395 | (1,965,312) | 580,083 |
| 26. | Total assets | 858,771,702 | (44,713,593) | 814,058,109 |

UNITEDHEALTHCARE PLAN OF THE RIVER VALLEY, INC.
DECEMBER 31, 2009

RECONCILIATION FROM GAAP BALANCE SHEET TO THE STATUTORY BASIS STATEMENTS
LIABILITIES, CAPITAL AND SURPLUS

| | GAAP | SAP ADJUSTMENTS | SAP |
|--|-------------|--------------------|-------------|
| 1. Claims unpaid | 253,290,037 | | 253,290,037 |
| 2. Accrued medical incentive pool and bonus payments | 1,631,240 | | 1,631,240 |
| 3. Unpaid claims adjustment expenses | 6,174,911 | | 6,174,911 |
| 4. Aggregate health policy reserves | 5,176,110 | | 5,176,110 |
| 5. Aggregate likfe policy reserves | 0 | | |
| 6. Property/casuatly unearned premium reserves | | | |
| 7. Aggregate health claim reserves | 320,070 | | 320,070 |
| 8. Premiums received in advance | 6,321,533 | | 6,321,533 |
| 9. General expenses due or accrued | 32,784,452 | | 32,784,452 |
| 10.1. Federal and foreign income taxes payable and interest thereon | 2,905,353 | | 2,905,353 |
| 10.2. Net deferred tax liability | | | 1 |
| 11. Ceded reinsurance premiums payable | | | 202,439 |
| 12. Amounts withheld or retained for the account of others | 0 | | |
| 13. Remittance and items not allocated | | | |
| 14. Borrowed money and interest thereon | 0 | | |
| 15. Amounts due to parent, subsidiaries and affiliates | 237,256,171 | | 237,256,171 |
| 16. Payable for Securities | 0 | | |
| 17. Funds held under reinsurance treaties with | 0 | | |
| 18. Reinsurance in unauthorized companies | 0 | | |
| 19. Net adjustment in assets and liabilities due to foreign exchange rates | 0 | | |
| 20. Liability for amounts held under uninsured accident and health plans | 1 | | 1 |
| 21. Aggreagate write-ins for other liabilities | 0 | | 0 |
| 22. Total liabilities | 546,062,318 | 0 | 546,062,318 |
| 23. Common capital stock | 610,000 | 0 | 610,000 |
| 24. Preferred capital stock | 0 | 0 | 0 |
| 25. Gross Paid in and contributed surplus | 37,441,000 | 0 | 37,441,000 |
| 26. Surplus notes | 0 | 0 | 0 |
| 27. Aggregate write-ins for other than special surplus funds | 0 | 1,500,000 | 1,500,000 |
| 28. Unassigned funds (surplus) | 228,444,789 | 0 | 228,444,789 |
| 29. Less treasury stock, at cost: | 0 | 0 | 0 |
| 29.1 _____ shares common | 0 | 0 | 0 |
| 29.2 _____ shares preferred | 0 | 0 | 0 |
| 30. Total capital and surplus | 266,495,789 | 1,500,000 | 267,995,789 |
| 31. Total liabilities, cpaital and surplus | 812,558,107 | 1,500,000 | 814,058,107 |

**UNITEDHEALTHCARE PLAN OF THE RIVER VALLEY, INC.
DECEMBER 31, 2009**

RECONCILIATION FROM GAAP INCOME STATEMENT TO THE STATUTORY BASIS STATEMENTS

| | GAAP | SAP ADJUSTMENTS | SAP |
|---|---------------|--------------------|---------------|
| 1. Member Months | 8,244,539 | | 8,244,539 |
| | - | | |
| 2. Net premiums income | 2,376,528,654 | | 2,376,528,654 |
| 3. Change in unearned premium reserves and reserve for rate credit | (5,828,560) | | (5,828,560) |
| 4. Fee-for-service | - | | |
| 5. Risk revenue | - | | |
| 6. Aggregate write-ins for other health care related revenues | - | | 0 |
| 7. Aggregate write-ins for other non-health revenues | | | |
| 8. Total revenues | 2,370,700,094 | 0 | 2,370,700,094 |
| Medical and Hospital: | | | |
| 9. Hospital/medical benefits | 1,868,771,109 | | 1,868,771,109 |
| 10. Other Professional Services | 10,269,386 | | 10,269,386 |
| 11. Outside Referrals | - | | |
| 12. Emergency Room and Out-of-Area | - | | 0 |
| 13. Prescription Drugs | 85,173,198 | | 85,173,198 |
| 14. Aggregate Write-ins for other medical and hospital | - | | |
| 15. Incentive pool and withhold adjustments | 935,202 | | 935,202 |
| 16. Subtotal | 1,965,148,895 | 0 | 1,965,148,895 |
| | - | | |
| LESS: | - | | |
| 17. Net reinsurance recoveries | 52,370 | | 52,370 |
| 18. Total hospital and medical | 1,965,096,525 | 0 | 1,965,096,525 |
| 19. Non-health claims | | | |
| 20. Claims adjustment expenses | 58,957,623 | | 58,957,623 |
| 21. General administrative expenses | 252,624,509 | 0 | 252,624,509 |
| 22. Increase in reserves for life and accident and health contracts | - | | 0 |
| 23. Total underwriting deductions | 2,276,678,657 | 0 | 2,276,678,657 |
| 24. Net underwriting gain or (loss) | 94,021,437 | 0 | 94,021,437 |
| 25. Net investment income earned | 14,348,072 | | 14,348,072 |
| 26. Net realized capital gains or (losses) | 751,659 | | 751,659 |
| 27. Net investment gains or (losses) | 15,099,731 | 0 | 15,099,731 |
| 28. Net gain or (loss) from agent's or premium balances charged off | 0 | | |
| 29. Aggregate write-ins for other income or expenses | (1,011,187) | | (1,011,187) |
| 30. Net income or (loss) before federal income taxes | 108,109,981 | 0 | 108,109,981 |
| 31. Federal and foreign income taxes incurred | 31,782,258 | | 31,782,258 |
| 32. Net income (loss) | 76,327,723 | 0 | 76,327,723 |



January 15, 2010

STATEMENT OF ACTUARIAL OPINION

Statutory Quarterly Statement of United Healthcare Plan of the River Valley, Inc.
Medicaid Risk Business in Eastern Tennessee
As of and for the Period Ended December 31, 2009

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

This statement is for United Healthcare Plan of the River Valley, Inc.'s Medicaid risk business in Eastern Tennessee, which had approximately 173,000 members in December 2009. This business became effective January 1, 2009.

I have examined the actuarial assumptions and methods used in determining the loss reserves listed below, as prepared for filing with regulatory officials as of December 31, 2009.

I have determined that the appropriate level for claims liability for this block of business is \$55,287,572.

Note that in the annual statement, both Medicaid and non-Medicaid business is combined.

I have relied upon information supplied by responsible officers of employees of United Healthcare Plan of the River Valley, Inc. as to the accuracy and completeness of listings and summaries of policies and contracts in force and other information underlying the loss reserves. A data reliance letter is enclosed. In other respects, my examination included such review of the actuarial assumptions and actuarial methods and such test of actuarial calculations as I considered necessary in the circumstances. My examination considered the need for cash flow testing, but none was performed because such tests were determined to be unnecessary. The cash flows associated with United Healthcare Plan of the River Valley, Inc.'s products and investments are believed to be relatively insensitive to influences such as changes in economic conditions.

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

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

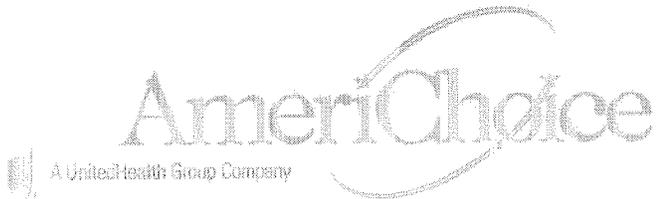
The actuarial methods, considerations and analyses used in forming my opinion conform to the appropriate Standards of Practice as promulgated from time to time by the Actuarial Standards Board, whose standards form the basis of this statement of opinion.

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

January 15, 2010



Jed L. Linfield
Fellow, Society of Actuaries
Member, American Academy of Actuaries
Director of Actuarial Reserving Services
AmeriChoice/United HealthCare
12018 Sunrise Valley Drive
Reston, VA 20191
(571) 262-8922
e-mail: Jlinfield@uhc.com



January 15, 2010

I, Christopher R. Otley, am employed by AmeriChoice as Senior Director, Medical Economics, Corporate Finance. I hereby affirm that the listings, summaries, and analyses relating to data for Medicaid business, prepared for and submitted to Jed L. Linfield, FSA, MAAA in support of his actuarial opinion for United Healthcare Plan of the River Valley, Inc.'s Medicaid risk business in Eastern Tennessee, as of December 31, 2009, were prepared under my direction and, to the best of my knowledge and belief, are substantially accurate and complete and the same as, or derived from, the records and other data which form the basis of the annual statement for the year ended December 31, 2009.

A handwritten signature in black ink, appearing to read "C.R. Otley", written over a horizontal line.

Christopher R. Otley
Senior Director
Medical Economics, Corporate Finance
(571) 262 - 8945



January 15, 2010

STATEMENT OF ACTUARIAL OPINION

Statutory Quarterly Statement of United Healthcare Plan of the River Valley, Inc.
Medicaid Risk Business in Middle Tennessee
As of and for the Period Ended December 31, 2009

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

This statement is for United Healthcare Plan of the River Valley, Inc.'s Medicaid risk business in Middle Tennessee, which had approximately 193,000 members in December 2009. This business became effective April 1, 2007.

I have examined the actuarial assumptions and methods used in determining the loss reserves listed below, as prepared for filing with regulatory officials as of December 31, 2009.

I have determined that the appropriate level for claims liability for this block of business is \$73,171,288.

Note that in the annual statement, both Medicaid and non-Medicaid business is combined.

I have relied upon information supplied by responsible officers of employees of United Healthcare Plan of the River Valley, Inc. as to the accuracy and completeness of listings and summaries of policies and contracts in force and other information underlying the loss reserves. A data reliance letter is enclosed. In other respects, my examination included such review of the actuarial assumptions and actuarial methods and such test of actuarial calculations as I considered necessary in the circumstances. My examination considered the need for cash flow testing, but none was performed because such tests were determined to be unnecessary. The cash flows associated with United Healthcare Plan of the River Valley, Inc.'s products and investments are believed to be relatively insensitive to influences such as changes in economic conditions.

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

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

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

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

January 15, 2010



Jed L. Linfield
Fellow, Society of Actuaries
Member, American Academy of Actuaries
Director of Actuarial Reserving Services
AmeriChoice/United HealthCare
12018 Sunrise Valley Drive
Reston, VA 20191
(571) 262-8922
e-mail: Jlinfield@uhc.com



January 15, 2010

I, Christopher R. Otley, am employed by AmeriChoice as Senior Director, Medical Economics, Corporate Finance. I hereby affirm that the listings, summaries, and analyses relating to data for Medicaid business, prepared for and submitted to Jed L. Linfield, FSA, MAAA in support of his actuarial opinion for United Healthcare Plan of the River Valley, Inc.'s Medicaid risk business in Middle Tennessee, as of December 31, 2009, were prepared under my direction and, to the best of my knowledge and belief, are substantially accurate and complete and the same as, or derived from, the records and other data which form the basis of the annual statement for the year ended December 31, 2009.

A handwritten signature in black ink, appearing to read "C. R. Otley", written over a horizontal line.

Christopher R. Otley
Senior Director
Medical Economics, Corporate Finance
(571) 262 - 8945



January 15, 2010

STATEMENT OF ACTUARIAL OPINION

Statutory Quarterly Statement of United Healthcare Plan of the River Valley, Inc.
Medicaid Risk Business in Western Tennessee
As of and for the Period Ended December 31, 2009

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

This statement is for United Healthcare Plan of the River Valley, Inc.'s Medicaid risk business in Western Tennessee, which had approximately 162,000 members in December 2009. This business became effective November 1, 2008.

I have examined the actuarial assumptions and methods used in determining the loss reserves listed below, as prepared for filing with regulatory officials as of December 31, 2009.

I have determined that the appropriate level for claims liability for this block of business is \$58,313,691.

Note that in the annual statement, both Medicaid and non-Medicaid business is combined.

I have relied upon information supplied by responsible officers of employees of United Healthcare Plan of the River Valley, Inc. as to the accuracy and completeness of listings and summaries of policies and contracts in force and other information underlying the loss reserves. A data reliance letter is enclosed. In other respects, my examination included such review of the actuarial assumptions and actuarial methods and such test of actuarial calculations as I considered necessary in the circumstances. My examination considered the need for cash flow testing, but none was performed because such tests were determined to be unnecessary. The cash flows associated with United Healthcare Plan of the River Valley, Inc.'s products and investments are believed to be relatively insensitive to influences such as changes in economic conditions.

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

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

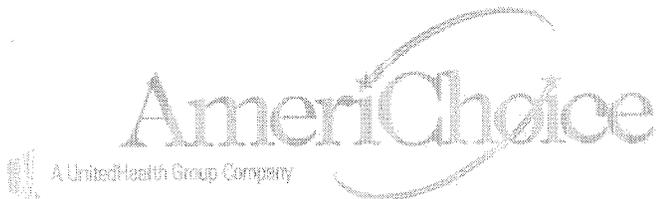
The actuarial methods, considerations and analyses used in forming my opinion conform to the appropriate Standards of Practice as promulgated from time to time by the Actuarial Standards Board, whose standards form the basis of this statement of opinion.

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

January 15, 2010



Jed L. Linfield
Fellow, Society of Actuaries
Member, American Academy of Actuaries
Director of Actuarial Reserving Services
AmeriChoice/United HealthCare
12018 Sunrise Valley Drive
Reston, VA 20191
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e-mail: JLinfield@uhc.com



January 15, 2010

I, Christopher R. Otley, am employed by AmeriChoice as Senior Director, Medical Economics, Corporate Finance. I hereby affirm that the listings, summaries, and analyses relating to data for Medicaid business, prepared for and submitted to Jed L. Linfield, FSA, MAAA in support of his actuarial opinion for United Healthcare Plan of the River Valley, Inc.'s Medicaid risk business in Western Tennessee, as of December 31, 2009, were prepared under my direction and, to the best of my knowledge and belief, are substantially accurate and complete and the same as, or derived from, the records and other data which form the basis of the annual statement for the year ended December 31, 2009.

A handwritten signature in black ink, appearing to read "Christopher R. Otley". The signature is written over a horizontal line.

Christopher R. Otley
Senior Director
Medical Economics, Corporate Finance
(571) 262 - 8945