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ANNUAL STATEMENT

For the Year Ending December 31, 2005

of the Condition and Affairs of the

United HealthCare of Arkansas, Inc.

NAIC Group Code.....0707, 0707 (Current Period) (Prior Period) NAIC Company Code..... 95446 Employer's ID Number..... 63-1036819

Organized under the Laws of Arkansas State of Domicile or Port of Entry Arkansas Country of Domicile US

Licensed as Business Type..... Is HMO Federally Qualified? Yes [ ] No [X]

Incorporated/Organized..... September 27, 1990 Commenced Business..... April 1, 1992

Statutory Home Office	415 North McKinley Street, Suite 300… Little Rock ..... AR ..... 72205 *(Street and Number) (City, State and Zip Code)*	
Main Administrative Office	415 North McKinley Street, Suite 300… Little Rock ..... AR ..... 72205 *(Street and Number) (City, State and Zip Code)*	501-664-7700 *(Area Code) (Telephone Number)*
Mail Address	10 Cadillac Drive, Suite 200… Brentwood ..... TN ..... 37027 *(Street and Number or P. O. Box) (City, State and Zip Code)*	
Primary Location of Books and Records	10 Cadillac Drive, Suite 200… Brentwood ..... TN ..... 37027 *(Street and Number) (City, State and Zip Code)*	615-372-3622 *(Area Code) (Telephone Number)*
Internet Website Address	www.uhc.com	
Statutory Statement Contact	James Wesley Waters *(Name)*	615-372-3597 *(Area Code) (Telephone Number) (Extension)*
	james_w_waters@uhc.com *(E-Mail Address)*	615-372-3640 *(Fax Number)*
Policyowner Relations Contact	6601 Centerville Business Parkway… Dayton ..... OH ..... 45459 *(Street and Number) (City, State and Zip Code)*	800-357-1371 *(Area Code) (Telephone Number) (Extension)*

OFFICERS

Name	Title	Name	Title
1. Charles Brian Shipp	Chairman/President/Chief Executive Officer	2. Juanita Valarae Bolland Luis	Assistant Secretary
3. Robert Worth Oberrender	Treasurer		

OTHER

Karen LaFrence Erickson	Vice President-Finance/Assistant Treasurer	David Scott Wichmann	Vice President/Assistant Treasurer
David James Lubben	Assistant Secretary	Timothy Gilbert Caron	Assistant Secretary
Mary Lynn Stanislav	Assistant Secretary	George Lawrence Mikan III	CFO,UnitedHealthcare/Assistant Treasurer
Michael John McDonnell	Secretary		

DIRECTORS OR TRUSTEES

David Scott Wichmann	Charles Brian Shipp	Michael Daniel Wolff
State of.....Tennessee County of.....Williamson	State of .....Minnesota County of.....Hennepin	State of.....Minnesota County of.....Hennepin

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.

(Signature)	(Signature)	(Signature)
Charles Brian Shipp	Juanita Valarae Bolland Luis	Karen LaFrence Erickson
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
Chairman/President/Chief Executive Officer	Assistant Secretary	Vice President-Finance and Assistant Treasurer
(Title)	(Title)	(Title)
Subscribed and sworn to before me	Subscribed and sworn to before me	Subscribed and sworn to before me
This _____ day of _____	This _____ day of _____	This _____ day of _____

a. Is this an original filing? Yes [X] No [ ]

b. If no: 1. State the amendment number _____

2. Date filed _____

3. Number of pages attached _____

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
A&H Premiums Due and Unpaid						
Davis Trailer &Truck Equ	11,172					11,172
0299997. Group subscribers subtotal	11,172	0	0	0	0	11,172
0299998. Premiums due and unpaid not individually listed	16,703					16,703
0299999. Total group	27,875	0	0	0	0	27,875
0599999. Accident and health premiums due and unpaid (Page 2, Line 13)	27,875	0	0	0	0	27,875

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
Pharmaceutical Rebate Receivables						
Merck-Medco	44,998				44,998	0
0199999. Total Pharmaceutical Rebate Receivables	44,998	0	0	0	44,998	0
0799999. Total Health Care Receivables	44,998	0	0	0	44,998	0

EXHIBIT 4 - CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
0299999. Aggregate accounts not individually listed - uncovered	238,299	3,160	296		1,210	242,965
0399999. Aggregate accounts not individually listed - covered	1,879,902	24,927	2,339		9,546	1,916,714
0499999. Subtotals	2,118,201	28,087	2,635	0	10,756	2,159,679
0599999. Unreported claim and other claim reserves						2,181,591
0799999. Total claims unpaid						4,341,270

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5	6	Admitted	
						7	8
Name of Affiliate	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Current	Non-Current
Amounts Due From Parent, Subsidiaries and Affiliates							
UnitedHealth Group Incorporated	626,833					626,833	
0199999. Individually listed receivables	626,833	0	0	0	0	626,833	0
0399999. Total gross amounts receivable	626,833	0	0	0	0	626,833	0

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current

NONE

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total	3 Total Members Covered	4 Column 3 as a % of Total	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups	36,000	0.1				36,000
2. Intermediaries	1,226,170	3.3	(A)		1,226,170	
3. All other providers		0.0				
4. Total capitation payments	1,262,170	3.4	0		1,226,170	36,000
Other Payments:						
5. Fee-for-service	4,158,179	11.3	XXX	XXX		4,158,179
6. Contractual fee payments	31,444,231	85.3	XXX	XXX		31,444,231
7. Bonus/withhold arrangements - fee-for-service		0.0	XXX	XXX		
8. Bonus/withhold arrangements - contractual fee payments		0.0	XXX	XXX		
9. Non-contingent salaries		0.0	XXX	XXX		
10. Aggregate cost arrangements		0.0	XXX	XXX		
11. All other payments		0.0	XXX	XXX		
12. Total other payments	35,602,410	96.6	XXX	XXX	0	35,602,410
13. Total (Line 4 plus Line 12)	36,864,580	100.0	XXX	XXX	1,226,170	35,638,410

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC
Transactions with Intermediaries					
	Optum	179,034	14,920		
	United Behavioral Health	924,011	77,001		
	United Resource Network	39,159	3,263		
	Coordinated Vision Care	16,226	1,352		
	American Chiropractic Network	67,740	5,645		
9999999. Totals		1,226,170	XXX	XXX	XXX

(A) Total is not meaningful as the same member may be covered by more than one capitation agreement.

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

Description	1 Cost	2 Improvements	3 Accumulated Depreciation	4 Book Value Less Encumbrances	5 Assets Not Admitted	6 Net Admitted Assets
1. Administrative furniture and equipment						0
2. Medical furniture, equipment and fixtures						0
3. Pharmaceuticals and surgical supplies						0
4. Durable medical equipment						0
5. Other property and equipment						0
6. Total	0	0	0	0	0	0

NONE

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....United HealthCare of Arkansas, Inc. 2. Little Rock, AR

BUSINESS IN THE STATE OF ARKANSAS DURING THE YEAR (Location)

NAIC Group Code.....0707 NAIC Company Code.....95446

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13
		2	3										
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other
Total Members at end of:													
1. Prior year	17,859		17,859										
2. First quarter	16,659		16,659										
3. Second quarter	15,731		15,731										
4. Third quarter	14,802		14,654					148					
5. Current year	13,944		13,704					240					
6. Current year member months	185,623		184,762					861					
Total Member Ambulatory Encounters for Year:													
7. Physician	160,109		160,109										
8. Non-physician	14,193		14,193										
9. Totals	174,302	0	174,302	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	3,639		3,639										
11. Number of inpatient admissions	893		893										
12. Health premiums written	49,218,477		48,700,913					517,564					
13. Life premiums direct	0												
14. Property/casualty premiums written	0												
15. Health premiums earned	49,203,775		48,686,211					517,564					
16. Property/casualty premiums earned	0												
17. Amount paid for provision of health care services	36,864,580		36,744,936					119,644					
18. Amount incurred for provision of health care services	35,632,739		35,169,490					463,249					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....United HealthCare of Arkansas, Inc. 2. Little Rock, AR

BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR (Location)

NAIC Group Code.....0707 NAIC Company Code.....95446

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13
		2	3										
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other
Total Members at end of:													
1. Prior year	17,859		17,859										
2. First quarter	16,659		16,659										
3. Second quarter	15,731		15,731										
4. Third quarter	14,802		14,654					148					
5. Current year	13,944		13,704					240					
6. Current year member months	185,623		184,762					861					
Total Member Ambulatory Encounters for Year:													
7. Physician	160,109		160,109										
8. Non-physician	14,193		14,193										
9. Totals	174,302	0	174,302	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	3,639		3,639										
11. Number of inpatient admissions	893		893										
12. Health premiums written	49,218,477		48,700,913					517,564					
13. Life premiums direct	0												
14. Property/casualty premiums written	0												
15. Health premiums earned	49,203,775		48,686,211					517,564					
16. Property/casualty premiums earned	0												
17. Amount paid for provision of health care services	36,864,580		36,744,936					119,644					
18. Amount incurred for provision of health care services	35,632,739		35,169,490					463,249					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

SCHEDULE A - VERIFICATION BETWEEN YEARS

Real Estate

1.	Book/adjusted carrying value, December 31 of prior year	
2.	Increase (decrease) by adjustment:	
	2.1 Totals, Part 1, Column 11	
	2.2 Totals, Part 3, Column 7	
3.	Cost of acquired (Totals, Part 2, Column 6, net of encumbrances (Column 7) and net of additions and permanent improvements (Column 9))	
4.	Cost of additions and permanent improvements:	
	4.1 Totals, Part 1, Column 14	
	4.2 Totals, Part 3, Column 9	
5.	Total profit (loss) on sales, Part 3, Column 14	
6.	Increase (decrease) by foreign exchange adjustment:	
	6.1 Totals, Part 1, Column 12	
	6.2 Totals, Part 3, Column 8	
7.	Amounts received on sales, Part 3, Column 11 and Part 1, Column 13	
8.	Book/adjusted carrying value at end of current period	0
9.	Total valuation allowance	
10.	Subtotal (Lines 8 plus 9)	0
11.	Total nonadmitted amounts	
12.	Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	0

NONE

SCHEDULE B - VERIFICATION BETWEEN YEARS

Mortgage Loans

1.	Book value/recorded investment excluding accrued interest of mortgages owned, December 31 of prior year		
2.	Amount loaned during year:		
	2.1 Actual cost at time of acquisitions		
	2.2 Additional investment made after acquisitions		0
3.	Accrual of discount and mortgage interest points and commitment fees		
4.	Increase (decrease) by adjustment		
5.	Total profit (loss) on sale		
6.	Amounts paid on account or in full during the year		
7.	Amortization of premium		
8.	Increase (decrease) by foreign exchange adjustment		
9.	Book value/recorded investment excluding accrued interest on mortgages owned at end of current period		0
10.	Total valuation allowance		
11.	Subtotal (Lines 9 plus 10)		0
12.	Total nonadmitted amounts		
13.	Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)		0

NONE

SCHEDULE BA - VERIFICATION BETWEEN YEARS

Long-Term Invested Assets

1.	Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year		
2.	Cost of acquisitions during year:		
	2.1 Actual cost at time of acquisitions		
	2.2 Additional investment made after acquisitions		0
3.	Accrual of discount		
4.	Increase (decrease) by adjustment		
5.	Total profit (loss) on sale		
6.	Amounts paid on account or in full during the year		
7.	Amortization of premium		
8.	Increase (decrease) by foreign exchange adjustment		
9.	Book/adjusted carrying value of long-term invested assets at end of current period		0
10.	Total valuation allowance		
11.	Subtotal (Lines 9 plus 10)		0
12.	Total nonadmitted amounts		
13.	Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)		0

NONE

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. **U.S. Governments, Schedules D & DA (Group 1)**											
1.1 Class 1	5,921,314	601,256	73,275			6,595,845	39.9	548,884	3.4	6,595,845	
1.2 Class 2						0	0.0				
1.3 Class 3						0	0.0				
1.4 Class 4						0	0.0				
1.5 Class 5						0	0.0				
1.6 Class 6						0	0.0				
1.7 Totals	5,921,314	601,256	73,275	0	0	6,595,845	39.9	548,884	3.4	6,595,845	0
2. **All Other Governments, Schedules D & DA (Group 2)**											
2.1 Class 1						0	0.0				
2.2 Class 2						0	0.0				
2.3 Class 3						0	0.0				
2.4 Class 4						0	0.0				
2.5 Class 5						0	0.0				
2.6 Class 6						0	0.0				
2.7 Totals	0	0	0	0	0	0	0.0	0		0	0
3. **States, Territories and Possessions, etc., Guaranteed, Schedules D & DA (Group 3)**											
3.1 Class 1	65,440	1,113,623				1,179,063	7.1	782,687	4.9	1,179,064	
3.2 Class 2						0	0.0				
3.3 Class 3						0	0.0				
3.4 Class 4						0	0.0				
3.5 Class 5						0	0.0				
3.6 Class 6						0	0.0				
3.7 Totals	65,440	1,113,623	0	0	0	1,179,063	7.1	782,687	4.9	1,179,064	0
4. **Political Subdivisions of States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 4)**											
4.1 Class 1		1,483,064	259,340			1,742,404	10.5	1,722,047	10.7	1,742,404	
4.2 Class 2						0	0.0				
4.3 Class 3						0	0.0				
4.4 Class 4						0	0.0				
4.5 Class 5						0	0.0				
4.6 Class 6						0	0.0				
4.7 Totals	0	1,483,064	259,340	0	0	1,742,404	10.5	1,722,047	10.7	1,742,404	0
5. **Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed, Schedules D & DA (Group 5)**											
5.1 Class 1	111,224	719,007	108,383	4,656		943,270	5.7	4,768,650	38.0	943,270	
5.2 Class 2						0	0.0				
5.3 Class 3						0	0.0				
5.4 Class 4						0	0.0				
5.5 Class 5						0	0.0				
5.6 Class 6						0	0.0				
5.7 Totals	111,224	719,007	108,383	4,656	0	943,270	5.7	4,768,650	38.0	943,270	0

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, At Book/Adjusting Carrying Values By Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. **Public Utilities (Unaffiliated), Schedules D & DA (Group 6)**											
6.1 Class 1						0	0.0				
6.2 Class 2						0	0.0	110,401			
6.3 Class 3						0	0.0				
6.4 Class 4						0	0.0				
6.5 Class 5						0	0.0				
6.6 Class 6						0	0.0				
6.7 Totals	0	0	0	0	0	0	0.0	110,401		0	0
7. **Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)**											
7.1 Class 1	4,347,195	1,335,398	7			5,682,600	34.4	4,024,679	32.1	5,682,600	
7.2 Class 2		391,017				391,017	2.4	589,734	4.7	391,017	
7.3 Class 3						0	0.0				
7.4 Class 4						0	0.0				
7.5 Class 5						0	0.0				
7.6 Class 6						0	0.0				
7.7 Totals	4,347,195	1,726,415	7	0	0	6,073,617	36.7	4,614,413	36.8	6,073,617	0
8. **Credit Tenant Loans, Schedules D & DA (Group 8)**											
8.1 Class 1						0	0.0				
8.2 Class 2						0	0.0				
8.3 Class 3						0	0.0				
8.4 Class 4						0	0.0				
8.5 Class 5						0	0.0				
8.6 Class 6						0	0.0				
8.7 Totals	0	0	0	0	0	0	0.0	0		0	0
9. **Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)**											
9.1 Class 1						0	0.0				
9.2 Class 2						0	0.0				
9.3 Class 3						0	0.0				
9.4 Class 4						0	0.0				
9.5 Class 5						0	0.0				
9.6 Class 6						0	0.0				
9.7 Totals	0	0	0	0	0	0	0.0	0		0	0

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
10. **Total Bonds Current Year**											
10.1 Class 1	10,445,173	5,252,348	441,005	4,656	0	16,143,182	97.6	XXX	XXX	16,143,183	0
10.2 Class 2	0	391,017	0	0	0	391,017	2.4	XXX	XXX	391,017	0
10.3 Class 3	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.4 Class 4	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.5 Class 5	0	0	0	0	0	(c) 0	0.0	XXX	XXX	0	0
10.6 Class 6	0	0	0	0	0	(c) 0	0.0	XXX	XXX	0	0
10.7 Totals	10,445,173	5,643,365	441,005	4,656	0	(b) 16,534,199	100.0	XXX	XXX	16,534,200	0
10.8 Line 10.7 as a % of Col. 6	63.2	34.1	2.7	0.0	0.0	100.0	XXX	XXX	XXX	100.0	0.0
11. **Total Bonds Prior Year**											
11.1 Class 1	2,202,074	4,107,748	4,795,562	741,481	81	XXX	XXX	11,846,946	94.4	11,846,946	
11.2 Class 2		388,219	311,916			XXX	XXX	700,135	5.6	700,135	
11.3 Class 3						XXX	XXX	0	0.0		
11.4 Class 4						XXX	XXX	0	0.0		
11.5 Class 5						XXX	XXX	(c) 0	0.0		
11.6 Class 6						XXX	XXX	(c) 0	0.0		
11.7 Totals	2,202,074	4,495,967	5,107,478	741,481	81	XXX	XXX	(b) 12,547,081	100.0	12,547,081	0
11.8 Line 11.7 as a % of Col. 8	17.6	35.8	40.7	5.9	0.0	XXX	XXX	100.0	XXX	100.0	0.0
12. **Total Publicly Traded Bonds**											
12.1 Class 1	10,445,173	5,252,349	441,005	4,656		16,143,183	97.6	11,846,946	94.4	16,143,183	XXX
12.2 Class 2		391,017				391,017	2.4	700,135	5.6	391,017	XXX
12.3 Class 3						0	0.0	0	0.0	0	XXX
12.4 Class 4						0	0.0	0	0.0	0	XXX
12.5 Class 5						0	0.0	0	0.0	0	XXX
12.6 Class 6						0	0.0	0	0.0	0	XXX
12.7 Totals	10,445,173	5,643,366	441,005	4,656	0	16,534,200	100.0	12,547,081	100.0	16,534,200	XXX
12.8 Line 12.7 as a % of Col. 6	63.2	34.1	2.7	0.0	0.0	100.0	XXX	XXX	XXX	100.0	XXX
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	63.2	34.1	2.7	0.0	0.0	100.0	XXX	XXX	XXX	100.0	XXX
13. **Total Privately Placed Bonds**											
13.1 Class 1						0	0.0	0	0.0	XXX	0
13.2 Class 2						0	0.0	0	0.0	XXX	0
13.3 Class 3						0	0.0	0	0.0	XXX	0
13.4 Class 4						0	0.0	0	0.0	XXX	0
13.5 Class 5						0	0.0	0	0.0	XXX	0
13.6 Class 6						0	0.0	0	0.0	XXX	0
13.7 Totals	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.8 Line 13.7 as a % of Col. 6	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0

(a) Includes $.....0 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.

(b) Includes $.....0 current year, $.....0 prior year of bonds with Z designations and $.....0 current year, $.....0 prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class are under regulatory review.

(c) Includes $.....0 current year, $.....0 prior year of bonds with 5* designations and $.....0 current year, $.....0 prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1. **U.S. Governments, Schedules D & DA (Group 1)**											
1.1 Issuer Obligations	5,893,663	514,494				6,408,157	38.8	324,745	2.0	6,408,157	
1.2 Single Class Mortgage-Backed/Asset-Backed Securities	27,651	86,763	73,275			187,689	1.1	224,139	1.4	187,689	
1.7 Totals	5,921,314	601,257	73,275	0	0	6,595,846	39.9	548,884	3.4	6,595,846	0
2. **All Other Governments, Schedules D & DA (Group 2)**											
2.1 Issuer Obligations						0	0.0				
2.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
2.3 Defined						0	0.0				
2.4 Other						0	0.0				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
2.5 Defined						0	0.0				
2.6 Other						0	0.0				
2.7 Totals	0	0	0	0	0	0	0.0	0		0	0
3. **States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 3)**											
3.1 Issuer Obligations	65,440	1,113,623				1,179,063	7.1	782,687	4.9	1,179,064	
3.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
3.3 Defined						0	0.0				
3.4 Other						0	0.0				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
3.5 Defined						0	0.0				
3.6 Other						0	0.0				
3.7 Totals	65,440	1,113,623	0	0	0	1,179,063	7.1	782,687	4.9	1,179,064	0
4. **Political Subdivisions of States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 4)**											
4.1 Issuer Obligations		1,483,064	259,340			1,742,404	10.5	1,722,047	10.7	1,742,404	
4.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
4.3 Defined						0	0.0				
4.4 Other						0	0.0				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
4.5 Defined						0	0.0				
4.6 Other						0	0.0				
4.7 Totals	0	1,483,064	259,340	0	0	1,742,404	10.5	1,722,047	10.7	1,742,404	0
5. **Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed, Schedules D & DA (Group 5)**											
5.1 Issuer Obligations		519,933				519,933	3.1	4,062,959	32.4	519,933	
5.2 Single Class Mortgage-Backed/Asset-Backed Securities	111,224	199,074	108,383	4,656		423,337	2.6	580,969	3.6	423,337	
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
5.3 Defined						0	0.0	124,722	0.8		
5.4 Other						0	0.0				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
5.5 Defined						0	0.0				
5.6 Other						0	0.0				
5.7 Totals	111,224	719,007	108,383	4,656	0	943,270	5.7	4,768,650	38.0	943,270	0

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
6. **Public Utilities (Unaffiliated), Schedules D & DA (Group 6)**											
6.1 Issuer Obligations						0	0.0	110,401			
6.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
6.3 Defined						0	0.0				
6.4 Other						0	0.0				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
6.5 Defined						0	0.0				
6.6 Other						0	0.0				
6.7 Totals	0	0	0	0	0	0	0.0	110,401		0	0
7. **Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)**											
7.1 Issuer Obligations	4,346,886	1,435,085				5,781,971	35.0	4,002,631	31.9	5,781,971	
7.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
7.3 Defined						0	0.0	721			
7.4 Other	309	291,330	7			291,646	1.8		0.0	291,646	
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
7.5 Defined						0	0.0				
7.6 Other						0	0.0	611,060	3.8		
7.7 Totals	4,347,195	1,726,415	7	0	0	6,073,617	36.7	4,614,412	36.8	6,073,617	0
8. **Credit Tenant Loans, Schedules D & DA (Group 8)**											
8.1 Issuer Obligations						0	0.0				
8.7 Totals	0	0	0	0	0	0	0.0	0		0	0
9. **Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)**											
9.1 Issuer Obligations						0	0.0				
9.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
9.3 Defined						0	0.0				
9.4 Other						0	0.0				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
9.5 Defined						0	0.0				
9.6 Other						0	0.0				
9.7 Totals	0	0	0	0	0	0	0.0	0		0	0

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
10. **Total Bonds Current Year**											
10.1 Issuer Obligations	10,305,989	5,066,199	259,340	0	0	15,631,528	94.5	XXX	XXX	15,631,529	0
10.2 Single Class Mortgage-Backed/Asset-Backed Securities	138,875	285,837	181,658	4,656	0	611,026	3.7	XXX	XXX	611,026	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
10.3 Defined	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.4 Other	309	291,330	7	0	0	291,646	1.8	XXX	XXX	291,646	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
10.5 Defined	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.6 Other	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.7 Totals	10,445,173	5,643,366	441,005	4,656	0	16,534,200	100.0	XXX	XXX	16,534,201	0
10.8 Line 10.7 as a % of Col. 6	63.2	34.1	2.7	0.0	0.0	100.0	XXX	XXX	XXX	100.0	0.0
11. **Total Bonds Prior Year**											
11.1 Issuer Obligations	1,356,217	3,991,452	4,928,263	729,537		XXX	XXX	11,005,469	87.7	11,005,470	
11.2 Single Class Mortgage-Backed/Asset-Backed Securities	224,513	389,839	179,040	11,716		XXX	XXX	805,108	6.4	805,108	
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
11.3 Defined	59,278	65,681	175	228	81	XXX	XXX	125,443	1.0	125,443	
11.4 Other						XXX	XXX	0	0.0		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
11.5 Defined						XXX	XXX	0	0.0		
11.6 Other	562,065	48,995				XXX	XXX	611,060	4.9	611,060	
11.7 Totals	2,202,073	4,495,967	5,107,478	741,481	81	XXX	XXX	12,547,080	100.0	12,547,081	0
11.8 Line 11.7 as a % of Col. 8	17.6	35.8	40.7	5.9	0.0	XXX	XXX	100.0	XXX	100.0	0.0
12. **Total Publicly Traded Bonds**											
12.1 Issuer Obligations	10,305,989	5,066,199	259,340			15,631,528	94.5	11,005,470	87.7	15,631,528	XXX
12.2 Single Class Mortgage-Backed/Asset-Backed Securities	138,875	285,837	181,658	4,656		611,026	3.7	805,108	6.4	611,026	XXX
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
12.3 Defined						0	0.0	125,443	1.0	0	XXX
12.4 Other	309	291,330	7			291,646	1.8	0	0.0	291,646	XXX
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
12.5 Defined						0	0.0	0	0.0	0	XXX
12.6 Other						0	0.0	611,060	4.9	0	XXX
12.7 Totals	10,445,173	5,643,366	441,005	4,656	0	16,534,200	100.0	12,547,081	100.0	16,534,200	XXX
12.8 Line 12.7 as a % of Col. 6	63.2	34.1	2.7	0.0	0.0	100.0	XXX	XXX	XXX	100.0	XXX
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	63.2	34.1	2.7	0.0	0.0	100.0	XXX	XXX	XXX	100.0	XXX
13. **Total Privately Placed Bonds**											
13.1 Issuer Obligations						0	0.0	0	0.0	XXX	0
13.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0	0	0.0	XXX	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
13.3 Defined						0	0.0	0	0.0	XXX	0
13.4 Other						0	0.0	0	0.0	XXX	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
13.5 Defined						0	0.0	0	0.0	XXX	0
13.6 Other						0	0.0	0	0.0	XXX	0
13.7 Totals	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.8 Line 13.7 as a % of Col. 6	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0

SCHEDULE DA - PART 2 - VERIFICATION BETWEEN YEARS

Short-Term Investments

	1 Total	2 Bonds	3 Mortgage Loans	4 Other Short-term Investment Assets (a)	5 Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value December 31 of prior year	1,156,151	1,156,151			
2. Cost of short-term investments acquired	41,033,980	41,033,980			
3. Increase (decrease) by adjustment	3,500,525	3,500,525			
4. Increase (decrease) by foreign exchange adjustment	0				
5. Total profit (loss) on disposal of short-term investments	0				
6. Consideration received on disposal of short-term investments	41,406,143	41,406,143			
7. Book/adjusted carrying value, current year	4,284,513	4,284,513	0	0	0
8. Total valuation allowance	0				
9. Subtotal (Lines 7 plus 8)	4,284,513	4,284,513	0	0	0
10. Total nonadmitted amounts	0				
11. Statement value (Lines 9 minus 10)	4,284,513	4,284,513	0	0	0
12. Income collected during year	185,246	185,246			
13. Income earned during year	185,246	185,246			

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:

SCHEDULE DB - PART A - VERIFICATION BETWEEN YEARS

Options, Caps, Floors and Insurance Futures Options Owned

1.	Book value, December 31, prior year (Line 8, prior year)		
2.	Cost/option premium (Section 2, Column 7)		
3.	Increase/(decrease) by adjustment (Section 1, Column 12) plus (Section 3, Column 13)		
4.	Gain/(loss) on termination:		
	4.1 Recognized (Section 3, Column 14)		
	4.2 Used to adjust basis of hedged item (Section 3, Column 15)		0
5.	Consideration received on terminations (Section 3, Column 12)		
6.	Used to adjust basis on open contracts (Section 1, Column 13)		
7.	Disposition of deferred amount on contracts terminated in prior year:		
	7.1 Recognized		
	7.2 Used to adjust basis of hedged item		0
8.	Book value, December 31, current year (Lines 1 + 2 + 3 + 4 - 5 - 6 - 7)		0

NONE

SCHEDULE DB - PART B - VERIFICATION BETWEEN YEARS

Options, Caps, Floors and Insurance Futures Options Written

1.	Book value, December 31, prior year (Line 8, prior year)		
2.	Consideration received (Section 2, Column 7)		
3.	Increase/(decrease) by adjustment (Section 1, Column 12) plus (Section 3, Column 13)		
4.	Gain/(loss) on termination:		
	4.1 Recognized (Section 3, Column 14)		
	4.2 Used to adjust basis (Section 3, Column 15)		0
5.	Consideration paid on terminations (Section 3, Column 12)		
6.	Used to adjust basis on open contracts (Section 1, Column 13)		
7.	Disposition of deferred amount on contracts terminated in prior year:		
	7.1 Recognized		
	7.2 Used to adjust basis		0
8.	Book value, December 31, current year		0

NONE

SCHEDULE DB - PART C - VERIFICATION BETWEEN YEARS

Swaps and Forwards

1.	Book value, December 31, prior year (Line 8, prior year)		
2.	Cost or (consideration received) (Section 2, Column 7)		
3.	Increase/(decrease) by adjustment (Section 1, Column 12) plus (Section 3, Column 13)		
4.	Gain/(loss) on termination:		
	4.1 Recognized (Section 3, Column 14)		
	4.2 Used to adjust basis of hedged item (Section 3, Column 15)		0
5.	Consideration received (or paid) on terminations (Section 3, Column 12)		
6.	Used to adjust basis of hedged item on open contracts (Section 1, Column 13)		
7.	Disposition of deferred amount on contracts terminated in prior year:		
	7.1 Recognized		
	7.2 Used to adjust basis of hedged item		0
8.	Book value, December 31, current year (Lines 1 + 2 + 3 + 4 - 5 - 6 - 7)		0

NONE

SCHEDULE DB - PART D - VERIFICATION BETWEEN YEARS

Futures Contracts and Insurance Futures Contracts

1.	Book value, December 31, prior year (Line 8, prior year)		
2.	Change in total variation margin on open contracts (difference between years - Section 1, Column 6)		
3.1	Change in variation margin on open contracts used to adjust basis of hedged item (Section 1, Column 11)		
3.2	Change in variation margin on open contracts recognized (difference between years - Section 1, Column 10)		
4.1	Variation margin on contracts terminated during the year (Section 3, Column 6)		
4.2	Less:		
	4.21 Gain/(loss) recognized in current year (Section 3, Column 11)		
	4.22 Gain/(loss) used to adjust basis of hedge (Section 3, Column 12)	0	
4.3	Subtotal (Line 4.1 minus Line 4.2)		0
5.1	Net additions to cash deposits (Section 2, Column 7)		
5.2	Less: Net reductions to cash deposits (Section 3, Column 9)		0
6.	Subtotal (Lines 1 - 2 + 3.1 + 3.2 - 4.3 + 5.2)		0
7.	Disposition of gain/(loss) on contracts terminated in prior year:		
	7.1 Recognized		
	7.2 Used to adjust basis of hedged item		0
8.	Book value, December 31, current year (Lines 6 + 7.1 + 7.2)		0

NONE

SCHEDULE DB - PART E - VERIFICATION

Statement Value and Fair Value of Open Contracts

		Statement Value
1.	Part A, Section 1, Column 10	
2.	Part B, Section 1, Column 10	
3.	Part C, Section 1, Column 10	
4.	Part D, Section 1, Column 9 - 12	
5.	Lines (1) - (2) + (3) + (4)	0
6.	Part E, Section 1, Column 4	
7.	Part E, Section 1, Column 5	
8.	Lines (5) - (6) - (7)	0

		Fair Value
9.	Part A, Section 1, Column 11	
10.	Part B, Section 1, Column 11	
11.	Part C, Section 1, Column 11	
12.	Part D, Section 1, Column 9	
13.	Lines (9) - (10) + (11) + (12)	0
14.	Part E, Section 1, Column 7	
15.	Part E, Section 1, Column 8	
16.	Lines (13) - (14) - (15)	0

NONE

SCHEDULE DB - PART F - SECTION 1

Replicated (Synthetic) Assets Open

Replicated (Synthetic) Asset					Components of the Replicated (Synthetic) Asset						
					Derivative Instruments Open		Cash Instrument(s) Held				
1 Replication RSAT Number	2 Description	3 NAIC Designation or Other Description	4 Statement Value	5 Fair Value	6 Description	7 Fair Value	8 CUSIP	9 Description	10 Statement Value	11 Fair Value	12 NAIC Designation or Other Description

NONE

SCHEDULE DB - PART F - SECTION 2

Reconciliation of Replicated (Synthetic) Assets Open

	First Quarter		Second Quarter		Third Quarter		Fourth Quarter		Year-To-Date	
	1 Number of Positions	2 Total Replicated (Synthetic) Assets Statement Value	3 Number of Positions	4 Total Replicated (Synthetic) Assets Statement Value	5 Number of Positions	6 Total Replicated (Synthetic) Assets Statement Value	7 Number of Positions	8 Total Replicated (Synthetic) Assets Statement Value	9 Number of Positions	10 Total Replicated (Synthetic) Assets Statement Value
1. Beginning Inventory			0	0	0	0	0	0	0	0
2. Add: Opened or acquired transactions									0	0
3. Add: Increases in replicated asset statement value	XXX		XXX		XXX		XXX		XXX	0
4. Less: Closed or disposed of transactions									0	0
5. Less: Positions disposed of for failing effectiveness criteria									0	0
6. Less: Decreases in replicated (synthetic) asset statement value	XXX		XXX		XXX		XXX		XXX	0
7. Ending inventory	0	0	0	0	0	0	0	0	0	0

NONE

SCHEDULE S - PART 1 - SECTION 2

Reinsurance Assumed Accident and Health Insurance Listed by Reinsured Company as of December 31, Current Year

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsured	5 Location	6 Type of Reinsurance Assumed	7 Premiums	8 Unearned Premiums	9 Reserve Liability Other Than for Unearned Premiums	10 Reinsurance Payable on Paid and Unpaid Losses	11 Modified Coinsurance Reserve	12 Funds Withheld Under Coinsurance

NONE

SCHEDULE S - PART 2

Reinsurance Recoverable on Paid and Unpaid Losses Listed by Reinsuring Company as of December 31, Current Year

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Company	5 Location	6 Paid Losses	7 Unpaid Losses

NONE

SCHEDULE S - PART 3 - SECTION 2

Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

1	2	3	4	5	6	7	8	9	Outstanding Surplus Relief		12	13
									10	11		
NAIC Company Code	Federal ID Number	Effective Date	Name of Company	Location	Type	Premiums	Unearned Premiums (estimated)	Reserve Credit Taken Other Than for Unearned Premiums	Current Year	Prior Year	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
Affiliates												
79413	36-2739571	01/01/2001	United HealthCare Insurance Company	Hartford, CT	OTH/A/G	49,953						
0199999.	Total - Affiliates					49,953	0	0	0	0	0	0
0399999.	Totals					49,953	0	0	0	0	0	0

SCHEDULE S - PART 4

Reinsurance Ceded To Unauthorized Companies

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Reserve Credit Taken	6 Paid and Unpaid Losses Recoverable (Debit)	7 Other Debits	8 Total (Cols. 5 + 6 + 7)	9 Letters of Credit	10 Trust Agreements	11 Funds Deposited by and Withheld from Reinsurers	12 Other	13 Miscellaneous Balances (Credit)	14 Sum of Cols. 9 + 10 + 11 + 12 + 13 But Not in Excess of Col. 8

NONE

SCHEDULE S - PART 5

Five-Year Exhibit of Reinsurance Ceded Business
(000 Omitted)

	1 2005	2 2004	3 2003	4 2002	5 2001
A. OPERATIONS ITEMS					
1. Premiums	50	222	488	645	563
2. Title XVIII - Medicare					
3. Title XIX - Medicaid					
4. Commissions and reinsurance expense allowance					
5. Total hospital and medical expenses					
B. BALANCE SHEET ITEMS					
6. Premiums receivable					
7. Claims payable					
8. Reinsurance recoverable on paid losses					
9. Experience rating refunds due or unpaid					
10. Commissions and reinsurance expense allowances unpaid					
11. Unauthorized reinsurance offset					
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
12. Funds deposited by and withheld from (F)					
13. Letters of credit (L)					
14. Trust agreements (T)					
15. Other (O)					

SCHEDULE S - PART 6

Restatement of Balance Sheet to Identify Net Credit for Ceded Reinsurance

		1 As Reported (Net of Ceded)	2 Restatement Adjustments	3 Restated (Gross of Ceded)
	ASSETS (Page 2, Col. 3)			
1.	Cash and invested assets (Line 10)	16,481,706		16,481,706
2.	Accident and health premiums due and unpaid (Line 13)	27,875		27,875
3.	Amounts recoverable from reinsurers (Line 14.1)			0
4.	Net credit for ceded reinsurance	XXX		0
5.	All other admitted assets (balance)	840,988		840,988
6.	Totals assets (Line 26)	17,350,569	0	17,350,569
	LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7.	Claims unpaid (Line 1)	4,341,270		4,341,270
8.	Accrued medical incentive pool and bonus payments (Line 2)			0
9.	Premiums received in advance (Line 8)	540,262		540,262
10.	Reinsurance in unauthorized companies (Line 18)			0
11.	All other liabilities (balance)	444,248		444,248
12.	Total liabilities (Line 22)	5,325,780	0	5,325,780
13.	Total capital and surplus (Line 31)	12,024,789	XXX	12,024,789
14.	Total liabilities, capital and surplus (Line 32)	17,350,569	0	17,350,569
	NET CREDIT FOR CEDED REINSURANCE			
15.	Claims unpaid	0		
16.	Accrued medical incentive pool	0		
17.	Premiums received in advance	0		
18.	Reinsurance recoverable on paid losses	0		
19.	Other ceded reinsurance recoverables	0		
20.	Total ceded reinsurance recoverables	0		
21.	Premiums receivable	0		
22.	Unauthorized reinsurance	0		
23.	Other ceded reinsurance payables/offsets	0		
24.	Total ceded reinsurance payables/offsets	0		
25.	Total net credit for ceded reinsurance	0		

SCHEDULE Y (Continued)

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1 NAIC Company Code	2 Federal ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred under Reinsurance Agreements	10 *	11 Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
Affiliated Transactions												
	41-1591944	A.C.N. Group, Inc.					596,419				596,419	
82406	35-1665915	All Savers Insurance Company					(27,579)	128,052			100,473	(45,380)
	52-2129786	Alliance PPO, Inc.					5,470,236				5,470,236	
	39-1431799	American Medical Security Group, Inc.	14,300,000				78,165,110				92,465,110	
97179	86-0207231	American Medical Security Life Ins. Co.	(14,300,000)				(91,733,194)				(106,033,194)	(27,131,830)
	54-1743136	AmeriChoice Corporation	15,000,000	(3,000,000)			94,303,847				106,303,847	
95497	22-3368602	AmeriChoice of New Jersey		3,000,000			(35,206,606)				(32,206,606)	
95475	11-3122517	AmeriChoice of New York					(29,943,138)				(29,943,138)	
95033	54-1495918	AmeriChoice of Pennsylvania	(15,000,000)				(29,154,103)	(51,585,444)			(95,739,547)	
52053	36-4008355	Dental Benefit Providers of Illinois Inc.					(53,144)				(53,144)	
47040	52-1500049	Dental Benefit Providers of Maryland, Inc.					(23,927)				(23,927)	
	41-2014834	Dental Benefit Providers, Inc.					195,292				195,292	
	36-2739571	Duncan Printing Services, LLC	(10,280,556)								(10,280,556)	
11141	91-2008361	Evercare of Texas, LLC					(26,165,776)				(26,165,776)	
	52-1327095	Fidelity Benefits Administrator					487,943				487,943	
43010	52-1602019	Fidelity Insurance Company					(487,943)				(487,943)	
	37-0855360	Golden Rule Financial Corporation					14,359,447				14,359,447	
62286	37-6028756	Golden Rule Insurance Company	(138,000,000)				(14,314,077)	(128,052)			(152,442,129)	45,380
95467	38-3204052	Great Lakes Health Plan, Inc.					-	-			0	
64890	91-6034263	Investors Guaranty Life Insurance Company	-				(59,873)				(59,873)	
	36-3338328	Lifemark Corporation					25,302,740				25,302,740	
	56-1926493	MAMSI Insurance Agency of the Carolinas					231,907				231,907	
	52-2129787	Mamsi Insurance Resources, Inc.					5,414,008				5,414,008	
	52-2129787	Mamsi Insurance Resources, LLC					22,169,771				22,169,771	
60321	52-1803283	MAMSI Life and Health Insurance Company	(125,000,000)				(27,596,320)				(152,596,320)	
96310	52-1169135	MD-Individual Practice Association, Inc.	(50,000,000)				(372,954,207)				(422,954,207)	
	52-1481661	Mid Atlantic Medical Services, Inc.	186,700,000				133,352,796				320,052,796	
	39-1653251	Midwest Security Administrators					9,904				9,904	
	39-1624025	Midwest Security Care, Inc.					710,413				710,413	
	39-1127271	Midwest Security Holdings	28,500,000								28,500,000	
79480	35-1279304	Midwest Security Life Insurance Company	(28,500,000)				(843,833)				(29,343,833)	
	35-1568171	National Benefits Resources, Inc.					30,910,374				30,910,374	
95312	56-1929493	Optimum Choice of the Carolinas, Inc.					(1,030,611)				(1,030,611)	
96940	52-1518174	Optimum Choice, Inc.	(50,000,000)				(791,879,192)				(841,879,192)	
	41-1921007	Ovations, Inc.					7,007,784				7,007,784	
78026	22-2797560	Oxford Health Insurance, Inc. (Sub of OHP-NY)	(75,000,000)				(143,146,043)	6,760,757			(211,385,286)	
96798	06-1181201	Oxford Health Plans (CT), Inc.	(12,000,000)				(13,325,954)	-			(25,325,954)	
95506	22-2745725	Oxford Health Plans (NJ), Inc.	(25,000,000)				(30,535,954)	(6,760,757)			(62,296,711)	
95479	06-1181200	Oxford Health Plans (NY), Inc.	(70,000,000)				(121,669,083)	-			(191,669,083)	
	06-1118515	Oxford Health Plans, LLC	182,000,000				308,736,907	-			490,736,907	
	33-0538634	PacifiCare Behavioral Health, Inc.					2,910,379			(1,543,460)	1,366,919	
11189	94-3284628	PacifiCare Dental CO.					4,120,744			(50,178)	4,070,566	
	95-2797931	PacifiCare Dental Vision					12,665,241			(442,272)	12,222,969	
	35-1508167	PacifiCare Health Plan Admin. Inc.	159,500,000	(121,000,000)			515,300,304			(63,265,506)	490,534,798	
	95-4591529	PacifiCare Health Systems					131,176,333				131,176,333	
70785	35-1137395	PacifiCare Life & Health Ins. Co.	(100,000,000)				(73,934,302)			229,584,857	55,650,555	27,828,797
84506	95-2829463	PacifiCare Life Assurance Co. Inc.	(5,000,000)				(65,707,292)			(12,660,311)	(83,367,603)	(1,423,756)

SCHEDULE Y (Continued)

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1 NAIC Company Code	2 Federal ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred under Reinsurance Agreements	10 *	11 Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
95617	94-3267522	PacifiCare of Arizona, Inc.	(11,500,000)				(265,810,678)	(1,771,592)			(279,082,270)	353,614
	95-2931460	PacifiCare of California, Inc.						(7,485,377)		(119,249,976)	(126,735,353)	3,624,814
95434	84-1011378	PacifiCare of Colorado, Inc.	(10,000,000)				(202,733,222)	(1,729,858)		(16,987,760)	(231,450,840)	
95685	86-0875231	PacifiCare of Nevada, Inc.	(4,000,000)				(69,282,700)	(2,695,081)		(5,527,425)	(81,505,206)	1,037,556
96903	33-0115166	PacifiCare of Oklahoma, Inc.					(53,607,222)	(665,164)		(4,121,547)	(58,393,933)	160,266
95893	93-0938819	PacifiCare of Oregon, Inc.	(5,000,000)				(53,875,148)	(428,460)		(5,711,939)	(65,015,547)	199,445
95174	33-0115163	PacifiCare of Texas, Inc.		121,000,000			(143,113,150)	(4,758,035)			(26,871,185)	99,770
48038	91-1312551	PacifiCare of Washington, Inc.	(24,000,000)				(71,638,674)	(1,271,481)			(96,910,155)	47,371
11093	98-0223187	PHIC Micronesia						(318,609)		(24,483)	(343,092)	
	52-1162824	Physicians Health Plan of Maryland, Inc.	38,300,000				1,023,309,190				1,061,609,190	
	33-0441200	Prescription Solutions, Inc.					347,097,471				347,097,471	
73130	35-1744596	Rooney Life Insurance Company					(17,791)				(17,791)	
	98-0361995	Salveo Ins Co Ltd						21,123,657			21,123,657	(4,796,047)
	52-1260282	Spectera, Inc.					2,056,367				2,056,367	
91529	52-1996029	Unimerica Insurance Company	(2,700,000)				(5,043,451)				(7,743,451)	
11596	01-0637149	Unimerica Life Insurance Company of New York					(169,141)				(169,141)	
	94-2649097	United Behavioral Health, Inc.					156,937,509				156,937,509	
	30-0127496	United Healthcare Alliance, LLC	(152,731,810)								(152,731,810)	
79413	36-2739571	United HealthCare Insurance Company	(1,069,863,333)	10,397,258			(2,897,636,726)	105,650,357			(3,851,452,444)	(326,247,367)
60318	36-3800349	United Healthcare Insurance Company of Illinois	(42,654,406)				(35,867,460)				(78,521,866)	
60093	11-3283886	United HealthCare Insurance Company of New York					(104,996,149)	(36,647,712)			(141,643,861)	293,768,928
73518	31-1169935	United Healthcare Insurance Company of Ohio	(22,000,000)				(32,453,786)				(54,453,786)	
95784	63-0899562	United HealthCare of Alabama, Inc.	(28,300,000)				(22,395,815)	304,762			(50,391,053)	
96016	86-0507074	United HealthCare of Arizona, Inc.	(18,500,000)	13,000,000			(13,058,276)	312,082			(18,246,194)	
95446	63-1036819	United HealthCare of Arkansas, Inc.	(9,600,000)				(7,130,285)	222,994			(16,507,291)	
95090	84-1004639	United HealthCare of Colorado, Inc.		(12,500,000)			(11,383,078)	319,804			(23,563,274)	
95264	59-1293865	United HealthCare of Florida, Inc.	(125,000,000)				(267,603,747)	(1,939,626)			(394,543,373)	
95850	58-1653544	United HealthCare of Georgia, Inc.	(8,900,000)				(19,663,143)	247,532			(28,315,611)	
95776	36-3280214	United HealthCare of Illinois, Inc.	(6,600,000)				(22,684,836)	32,663			(29,252,173)	
96644	62-1240316	United HealthCare of Kentucky, Ltd.					(11,657,568)	(79,049)			(11,736,617)	
95833	72-1074008	United HealthCare of Louisiana, Inc.		(15,000,000)			(6,618,340)	301,354			(21,316,986)	
95025	52-1130183	United HealthCare of Mid-Atlantic, Inc.					(80,469,763)	253,048			(80,216,715)	
95716	63-1036817	United HealthCare of Mississippi, Inc.					(17,952)	99,892			81,940	
95149	05-0413469	United HealthCare of New England, Inc.	(13,436,132)				(54,852,082)	(14,082,398)			(82,370,612)	17,056,832
95080	22-3207740	United HealthCare of New Jersey, Inc.					(12,974,115)				(12,974,115)	
95085	06-1172891	United HealthCare of New York, Inc.					(60,128,923)				(60,128,923)	
95103	56-1461010	United HealthCare of North Carolina, Inc.	(10,619,765)				(132,997,272)	(1,088,910)			(144,705,947)	
95186	31-1142815	United HealthCare of Ohio, Inc.	(38,600,000)				(132,653,058)	910,130			(170,342,928)	
11147	63-1036814	United HealthCare of Tennessee, Inc.	(8,600,000)				(7,853,038)				(16,453,038)	
95765	95-3939697	United HealthCare of Texas, Inc.		(10,397,258)			(18,129,024)	(136,905)			(28,663,187)	
95591	47-0676824	United HealthCare of the Midlands, Inc.	(8,100,000)				(20,928,244)	(360,130)			(29,388,374)	
96385	43-1361841	United HealthCare of the Midwest, Inc.	(50,000,000)				(69,451,910)	(6,023,376)			(125,475,286)	15,421,607
95501	41-1488563	United HealthCare of Utah, Inc.	-	-	-	-	(5,795,200)	94,904			(5,700,296)	-
95710	39-1555888	United HealthCare of Wisconsin, Inc.	(48,900,000)				(62,454,436)	3,194,028			(108,160,408)	
	41-2012479	United HealthCare Products, LLC	(4,861,679)								(4,861,679)	
	41-1289245	United Healthcare Services, Inc.	350,755,897	14,500,000			3,300,457,526				3,665,713,423	
	47-0854646	United Healthcare Services, LLC	(97,608,216)				(185,007,674)				(282,615,890)	

SCHEDULE Y (Continued)

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

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	41-1922511	United HealthCare, Inc.	165,100,000								165,100,000	
	41-1321939	UnitedHealth Group Incorporated	1,400,000,000				808,489,266				2,208,489,266	
9999999.	Control Totals		0	0	0	0	0	0	XXX	0	0	0

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED to the specific interrogatory will be acepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

		Responses
	MARCH FILING	
1.	Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	SEE EXPLANATION
2.	Will an actuarial opinion be filed by March 1?	YES
3.	Will the Risk-Based Capital Report be filed with the NAIC by March 1?	YES
4.	Will the Risk-Based Capital Report be filed with the state of domicile, if required, by March 1?	YES
	APRIL FILING	
5.	Will the Management's Discussion and Analysis be filed by April 1?	YES
6.	Will the Investment Risk Interrogatories be filed by April 1?	YES
	JUNE FILING	
7.	Will an audited financial report be filed by June 1?	YES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason, enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

	MARCH FILING	
8.	Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	NO
9.	Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	NO
10.	Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	NO
11.	Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	NO
	APRIL FILING	
12.	Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	NO
13.	Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	NO
14.	Will the Supplemental Property/Casuatly data due April 1 be filed with the state of domicile and the NAIC?	NO

EXPLANATIONS:

1. United HealthCare of Arkansas, Inc. has no employees. All officers and employees are employees of United HealthCare Services, Inc.

BAR CODE:

95446200546000000
95446200536000000
95446200520500000
95446200520700000
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