



HEALTH QUARTERLY STATEMENT
AS OF MARCH 31, 2011
OF THE CONDITION AND AFFAIRS OF THE
Unison Health Plan of Tennessee, Inc.

NAIC Group Code 0707 (Current) 0707 (Prior) NAIC Company Code 11139 Employer's ID Number 62-1839257

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

Country of Domicile United States of America

Licensed as business type: Health Maintenance Organization

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

Incorporated/Organized 08/09/2000 Commenced Business 07/01/2001

Statutory Home Office 3175 Lenox Park Blvd., Suite 400 (Street and Number) Memphis, TN 38115 (City or Town, State and Zip Code)

Main Administrative Office Unison Plaza, 1001 Brinton Rd. (Street and Number) Pittsburgh, PA 15221 (City or Town, State and Zip Code) 412-858-4000 (Area Code) (Telephone Number)

Mail Address Unison Plaza, 1001 Brinton Rd. (Street and Number or P.O. Box) Pittsburgh, PA 15221 (City or Town, State and Zip Code)

Primary Location of Books and Records Unison Plaza, 1001 Brinton Rd. (Street and Number) Pittsburgh, PA 15221 (City or Town, State and Zip Code) 412-858-4000 (Area Code) (Telephone Number)

Internet Web Site Address www.unisonhealthplan.com

Statutory Statement Contact Jeffrey Brian Snelling (Name) 412-501-0428 (Area Code) (Telephone Number) jeffrey.snelling@unisonhealthplan.com (E-mail Address) 412-457-1344 (FAX Number)

OFFICERS

President Scott Andrew Bowers Treasurer Robert Worth Oberrender
Secretary Christina Regina Palme-Krizak Chief Financial Officer James Wesley Waters

OTHER

DIRECTORS OR TRUSTEES

Rodney Charles Armstead Scott Andrew Bowers Michael Paul Radu

State of Tennessee State of Minnesota State of Tennessee
County of Williamson County of Hennepin County of Williamson

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.

Scott Andrew Bowers
President

Christina Regina Palme-Krizak
Secretary

James Wesley Waters
Chief Financial Officer

Subscribed and sworn to before me this
day of

Subscribed and sworn to before me this
day of

Subscribed and sworn to before me this
day of

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

STATEMENT AS OF MARCH 31, 2011 OF THE Unison Health Plan of Tennessee, Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	6,271,438		6,271,438	6,308,630
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$1,795,521), cash equivalents (\$) and short-term investments (\$322,808)	2,118,329		2,118,329	7,445,059
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets			0	0
9. Receivables for securities	0		0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	8,389,767	0	8,389,767	13,753,689
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	13,578		13,578	79,644
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	742,567		742,567	809,096
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums	0		0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	0		0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	404,228		404,228	6,949
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset	95,422	0	95,422	94,471
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	115,037	115,037	0	0
24. Health care (\$8,837) and other amounts receivable	24,807	15,970	8,837	196,609
25. Aggregate write-ins for other than invested assets	172,777	0	172,777	172,775
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	9,958,183	131,007	9,827,176	15,113,232
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	9,958,183	131,007	9,827,176	15,113,232
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. State Income Tax Receivable	172,777		172,777	172,775
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	172,777	0	172,777	172,775

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	1,977,368		1,977,368	7,103,801
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses	41,121		41,121	156,352
4. Aggregate health policy reserves	305,458		305,458	531,258
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves	85,138		85,138	188,029
8. Premiums received in advance	0		0	0
9. General expenses due or accrued	36,046		36,046	166,240
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	693,319		693,319	211,418
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated	0		0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	35,255		35,255	985,115
16. Derivatives			0	0
17. Payable for securities	0		0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
20. Reinsurance in unauthorized companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates	0		0	0
22. Liability for amounts held under uninsured plans	0		0	33,760
23. Aggregate write-ins for other liabilities (including \$ current)	50	0	50	50
24. Total liabilities (Lines 1 to 23)	3,173,755	0	3,173,755	9,376,022
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	100	100
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	2,989,400	2,989,400
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	3,663,921	2,747,710
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	6,653,421	5,737,210
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	9,827,176	15,113,232
DETAILS OF WRITE-INS				
2301. Unclaimed Property	50		50	50
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	50	0	50	50
2501.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	0	11,192	40,649
2. Net premium income (including \$ non-health premium income).....	XXX	(80,626)	14,093,836	44,927,390
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	225,800	(17,529)	237,315
4. Fee-for-service (net of \$ medical expenses).....	XXX			0
5. Risk revenue	XXX			0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	145,174	14,076,307	45,164,705
Hospital and Medical:				
9. Hospital/medical benefits		(895,125)	6,594,587	24,617,305
10. Other professional services		(207,088)	1,437,677	4,062,941
11. Outside referrals				0
12. Emergency room and out-of-area		(32,079)	260,309	1,056,668
13. Prescription drugs		(383,603)	1,372,594	3,508,079
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		0		0
16. Subtotal (Lines 9 to 15)	0	(1,517,895)	9,665,167	33,244,993
Less:				
17. Net reinsurance recoveries			(68,546)	(9,999)
18. Total hospital and medical (Lines 16 minus 17)	0	(1,517,895)	9,733,713	33,254,992
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$ (10,191) cost containment expenses		(15,371)	315,031	1,674,101
21. General administrative expenses		(18,863)	1,626,691	4,989,212
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)				0
23. Total underwriting deductions (Lines 18 through 22).....	0	(1,552,129)	11,675,435	39,918,305
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	1,697,303	2,400,872	5,246,400
25. Net investment income earned		27,354	29,587	116,538
26. Net realized capital gains (losses) less capital gains tax of \$				
27. Net investment gains (losses) (Lines 25 plus 26)	0	27,354	29,587	116,538
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)].....				
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	1,724,657	2,430,459	5,362,938
31. Federal and foreign income taxes incurred	XXX	692,901	846,156	1,870,576
32. Net income (loss) (Lines 30 minus 31)	XXX	1,031,756	1,584,303	3,492,362
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	0	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	5,737,210	13,515,917	13,515,917
34. Net income or (loss) from Line 32.....	1,031,756	1,584,303	3,492,362
35. Change in valuation basis of aggregate policy and claim reserves.....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....			
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....	951	(1,316)	6,291
39. Change in nonadmitted assets.....	(116,496)	3,759	(5,919)
40. Change in unauthorized reinsurance.....	0	0	0
41. Change in treasury stock.....	0	0	0
42. Change in surplus notes.....	0	0	0
43. Cumulative effect of changes in accounting principles.....			
44. Capital Changes:			
44.1 Paid in.....	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in.....	0	0	0
45.2 Transferred to capital (Stock Dividend).....			
45.3 Transferred from capital.....			
46. Dividends to stockholders.....			(11,000,000)
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	(271,442)
48. Net change in capital & surplus (Lines 34 to 47).....	916,211	1,586,746	(7,778,708)
49. Capital and surplus end of reporting period (Line 33 plus 48)	6,653,421	15,102,663	5,737,210
DETAILS OF WRITE-INS			
4701. SSAP 3 Adjustment.....			(445,750)
4702. Income Taxes to Surplus.....			174,308
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	(271,442)

STATEMENT AS OF MARCH 31, 2011 OF THE Unison Health Plan of Tennessee, Inc.

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	(14,098)	13,757,846	46,385,978
2. Net investment income	130,612	132,187	266,027
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	116,514	13,890,033	46,652,004
5. Benefit and loss related payments	3,526,376	10,740,076	34,394,117
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	642,229	1,985,717	9,494,159
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	211,000	527,999	1,846,124
10. Total (Lines 5 through 9)	4,379,605	13,253,792	45,734,400
11. Net cash from operations (Line 4 minus Line 10)	(4,263,091)	636,241	917,605
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	0	0	0
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	0	0	0
13. Cost of investments acquired (long-term only):			
13.1 Bonds	0	0	0
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	0	0	0
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	0	0	0
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	11,000,000
16.6 Other cash provided (applied)	(1,063,638)	(588,643)	(672,315)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(1,063,638)	(588,643)	(11,672,315)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) ..	(5,326,730)	47,598	(10,754,711)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	7,445,059	18,199,769	18,199,769
19.2 End of period (Line 18 plus Line 19.1)	2,118,329	18,247,367	7,445,059

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

--	--	--	--

STATEMENT AS OF MARCH 31, 2011 OF THE Unison Health Plan of Tennessee, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	2,964	0	0	0	0	0	0	2,964	0	0
2. First Quarter	0							0		
3. Second Quarter	0									
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	0							0		
Total Member Ambulatory Encounters for Period:										
7. Physician	0							0		
8. Non-Physician	0							0		
9. Total	0	0	0	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	0							0		
11. Number of Inpatient Admissions	0							0		
12. Health Premiums Written (a)	(80,625)							(80,625)		
13. Life Premiums Direct	0							0		
14. Property/Casualty Premiums Written	0							0		
15. Health Premiums Earned	145,174							145,174		
16. Property/Casualty Premiums Earned	0							0		
17. Amount Paid for Provision of Health Care Services.....	3,711,429							3,711,429		
18. Amount Incurred for Provision of Health Care Services	(1,517,895)							(1,517,895)		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$(80,625)

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)					0	0
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare	3,736,207		2,062,505		5,798,712	7,291,830
7. Title XIX - Medicaid					0	0
8. Other health					0	0
9. Health subtotal (Lines 1 to 8)	3,736,207	0	2,062,505	0	5,798,712	7,291,830
10. Healthcare receivables (a)	24,777				24,777	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts					0	0
13. Totals (Lines 9-10+11+12)	3,711,430	0	2,062,505	0	5,773,935	7,291,830

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

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of Unison Health Plan of Tennessee, Inc. (the Company) are presented on the basis of accounting practices prescribed or permitted by the Tennessee Department of Insurance (the Department).

The Department recognizes only statutory accounting practices, prescribed or permitted by the State of Tennessee, for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under Tennessee Insurance Law. The state prescribes the use of the National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures manual (NAIC SAP) in effect for the accounting periods covered in the financial statement.

No significant differences exist between the statutory practices prescribed or permitted by the State of Tennessee and those prescribed or permitted by the NAIC SAP which would materially affect the statutory basis capital and surplus.

A reconciliation of the Company's net income and capital and surplus for the differences between the State of Tennessee basis and NAIC SAP is shown below:

	<u>3/31/2011</u>	<u>12/31/2010</u>
<u>Net income:</u>		
1. State of Tennessee basis	\$ 1,031,756	\$ 3,492,362
2. State Prescribed Practices None	-	-
3. State Permitted Practices None	-	-
4. NAIC SAP basis	<u>\$ 1,031,756</u>	<u>\$ 3,492,362</u>
 <u>Statutory Capital & Surplus</u>		
5. State of Tennessee basis	\$ 6,653,421	\$ 5,737,210
6. State Prescribed Practices None	-	-
7. State Permitted Practices None	-	-
8. NAIC SAP basis	<u>\$ 6,653,421</u>	<u>\$ 5,737,210</u>

Note 2 - Accounting Changes and Corrections of Errors

No significant change.

Note 3 - Business Combinations and Goodwill

No significant change.

Note 4 - Discontinued Operations

No significant change.

Note 5 – Investments

- A. No significant change.
- B. No significant change.
- C. No significant change.

NOTES TO FINANCIAL STATEMENTS

- D. The Company had no investments in Loan-Backed Securities as of March 31, 2011.
- E. No significant change.
- F. No significant change.
- G. No significant change.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

Note 7 - Investment Income

No significant change.

Note 8 - Derivative Instruments

No significant change.

Note 9 - Income Taxes

No significant change.

Note 10 - Information Concerning Parent, Subsidiaries and Affiliates

No significant change.

Note 11 - Debt

No significant change.

Note 12 - Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

No significant change.

Note 13 - Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

No significant change.

Note 14 - Contingencies

No significant change.

Note 15 - Leases

No significant change.

Note 16 - Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

No significant change.

Note 17 - Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

- A. The Company did not have any transfers of receivables reported as sales as of March 31, 2011 or December 31, 2010.
- B. The Company did not have any transfer and servicing of financial assets as of March 31, 2011 or December 31, 2010.
- C. No transactions involving wash sales of securities with a NAIC designation of 3 or below or unrated securities occurred during the year ended March 31, 2011 or December 31, 2010.

Note 18 - Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

No significant change.

NOTES TO FINANCIAL STATEMENTS

Note 19 - Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

No significant change.

Note 20 – Fair Value Measurement

The Company does not have any financial assets that are measured and reported at fair value on the statutory basis statements of admitted assets, liabilities, and capital and surplus at March 31, 2011 and December 31, 2010.

Note 21 – Other Items

No significant change.

Note 22 - Events Subsequent

TYPE 1 – No significant change.

TYPE 2 – Effective January 1, 2011 the Company completed a novation of its contract with CMS to serve as a plan sponsor offering Medicare Advantage and Medicare Part D program to UnitedHealthcare Plan of the River Valley, Inc. (UHCPRV), an affiliated entity. The Company's Medicare eligible members who received benefits under the Company's Medicare Advantage and Medicare Part D program during 2010 now receive benefits from the Company's affiliate, UHCPRV.

Note 23 - Reinsurance

No significant change.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

The Company has Medicare business which is subject to a retrospective rating feature related to Part D premiums. The Company has estimated accrued retrospective premiums related to Part D premiums based on guidelines determined by the Center for Medicare and Medicaid Services (CMS). The formula is tiered and based on the bid medical loss ratio. The amount of Part D premium subject to retrospective rating was \$181,500 and \$2,973,000 representing 100% and 100% of the total net premium income as of March 31, 2011 and December 31 2010, respectively, of the net premiums written under the Company's Medicare Advantage Part D contract.

Note 25 - Change in Incurred Claims and Claims Adjustment Expenses

Changes in estimates related to the prior year incurred claims are included in total hospital and medical expenses in the current year in the accompanying statutory basis statements of operations. The following tables disclose paid claims, incurred claims, and the balance in the claims unpaid and aggregate health claim reserves at March 31, 2011 and December 31, 2010 (in thousands):

	2011		
	Current Year Incurred Claims	Prior Years Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ (7,292)	\$ (7,292)
Paid claims	-	3,711	3,711
End of year claim reserve	-	2,063	2,063
	<u>-</u>	<u>2,063</u>	<u>2,063</u>
Incurred claims	<u>\$ -</u>	<u>\$ (1,518)</u>	<u>\$ (1,518)</u>
	2010		
	Current Year Incurred Claims	Prior Years Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ (8,444)	\$ (8,444)
Paid claims	26,477	7,930	34,407
End of year claim reserve	6,250	1,042	7,292
	<u>6,250</u>	<u>1,042</u>	<u>7,292</u>
Incurred claims	<u>\$ 32,727</u>	<u>\$ 528</u>	<u>\$ 33,255</u>

The liability for claims unpaid and aggregate health claim reserves at March 31, 2011 and December 31, 2010, was less at March 31, 2011 and more at December 31, 2010 than actual claims incurred,

NOTES TO FINANCIAL STATEMENTS

respectively, related to prior years by approximately \$1,518,000 and \$528,000 respectively. The primary drivers consist of favorable development as a result of ongoing analysis of loss development trends and changes to the provider settlement reserves in 2011 and unfavorable development as a result of ongoing analysis of loss development trends and changes to the provider settlement reserves for 2010. Included in this decrease, the Company experienced \$835,000 of favorable prior year claim development on retrospectively rated policies. However, the business to which it relates to is subject to premium adjustments.

The Company incurred claims adjustment expenses (CAE) of approximately \$100,000 and \$1,685,000 as of March 31, 2011 and December 31, 2010, respectively. These costs are included in the management service fees paid by the Company to UAS as a part of its management agreement. The following tables disclose paid CAE, incurred CAE, and the balance in the unpaid claim adjustment expenses reserve as of March 31, 2011 and December 31, 2010 (in thousands):

	2011	2010
Total claims adjustment expenses incurred	\$ (15)	\$ 1,674
Less current year unpaid claims adjustment expenses	(41)	(156)
Add prior year unpaid claims adjustment expenses	<u>156</u>	<u>167</u>
Total claims adjustment expenses paid	<u>\$ 100</u>	<u>\$ 1,685</u>

Note 26 - Intercompany Pooling Arrangements

No significant change.

Note 27 - Structured Settlements

No significant change.

Note 28 - Health Care and Other Receivables

No significant change.

Note 29 - Participating Policies

No significant change.

Note 30 - Premium Deficiency Reserves

No significant change.

Note 31 - Anticipated Salvage and Subrogation

No significant change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No [X]
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [X] No []
If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] N/A []
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 01/25/2010
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 06/30/2005
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 03/24/2006
- 6.4 By what department or departments?
Tennessee Department of Commerce and Insurance
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] N/A [X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] N/A []
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]
- 7.2 If yes, give full information:
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [X] No []
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
OptumHealth Bank, Inc.	Salt Lake City, Utah	NO	NO	NO	YES	NO

GENERAL INTERROGATORIES

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

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [] No []
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$0

INVESTMENT

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

GENERAL INTERROGATORIES

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []

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

1 Name of Custodian(s)	2 Custodian Address
Bank of New York Mellon	Global Liquidity Services, 1 Wall St, 14th Floor, New York NY 10286

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

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

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [] No [X]

16.4 If yes, give full information relating thereto:

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

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

1 Central Registration Depository	2 Name(s)	3 Address

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [X] No []

17.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent1,052.6 %
1.2 A&H cost containment percent(7.0)%
1.3 A&H expense percent excluding cost containment expenses(16.6)%

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

2.2 If yes, please provide the amount of custodial funds held as of the reporting date\$.....

2.3 Do you act as an administrator for health savings accounts? Yes [] No [X]

2.4 If yes, please provide the balance of the funds administered as of the reporting date\$.....

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
NONE						

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

States, etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama AL	N							0		
2. Alaska AK	N							0		
3. Arizona AZ	N							0		
4. Arkansas AR	N		(58,100)					(58,100)		
5. California CA	N							0		
6. Colorado CO	N							0		
7. Connecticut CT	N							0		
8. Delaware DE	N							0		
9. District of Columbia DC	N							0		
10. Florida FL	N							0		
11. Georgia GA	N							0		
12. Hawaii HI	N							0		
13. Idaho ID	N							0		
14. Illinois IL	N							0		
15. Indiana IN	N							0		
16. Iowa IA	N							0		
17. Kansas KS	N							0		
18. Kentucky KY	N							0		
19. Louisiana LA	N							0		
20. Maine ME	N							0		
21. Maryland MD	N							0		
22. Massachusetts MA	N							0		
23. Michigan MI	N							0		
24. Minnesota MN	N							0		
25. Mississippi MS	N		(2,243)					(2,243)		
26. Missouri MO	N							0		
27. Montana MT	N							0		
28. Nebraska NE	N							0		
29. Nevada NV	N							0		
30. New Hampshire NH	N							0		
31. New Jersey NJ	N							0		
32. New Mexico NM	N							0		
33. New York NY	N							0		
34. North Carolina NC	N							0		
35. North Dakota ND	N							0		
36. Ohio OH	N							0		
37. Oklahoma OK	N							0		
38. Oregon OR	N							0		
39. Pennsylvania PA	N							0		
40. Rhode Island RI	N							0		
41. South Carolina SC	N							0		
42. South Dakota SD	N							0		
43. Tennessee TN	L		(20,282)					(20,282)		
44. Texas TX	N							0		
45. Utah UT	N							0		
46. Vermont VT	N							0		
47. Virginia VA	N							0		
48. Washington WA	N							0		
49. West Virginia WV	N							0		
50. Wisconsin WI	N							0		
51. Wyoming WY	N							0		
52. American Samoa AS	N							0		
53. Guam GU	N							0		
54. Puerto Rico PR	N							0		
55. U.S. Virgin Islands VI	N							0		
56. Northern Mariana Islands MP	N							0		
57. Canada CN	N							0		
58. Aggregate Other Aliens OT	XXX	0	0	0	0	0	0	0	0	
59. Subtotal	XXX	0	(80,625)	0	0	0	0	(80,625)	0	
60. Reporting Entity Contributions for Employee Benefit Plans	XXX							0		
61. Totals (Direct Business)	(a) 1	0	(80,625)	0	0	0	0	(80,625)	0	
DETAILS OF WRITE-INS										
5801.	XXX									
5802.	XXX									
5803.	XXX									
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0	
5899. Totals (Lines 5801 through 5803 plus 5898)(Line 58 above)	XXX	0	0	0	0	0	0	0	0	

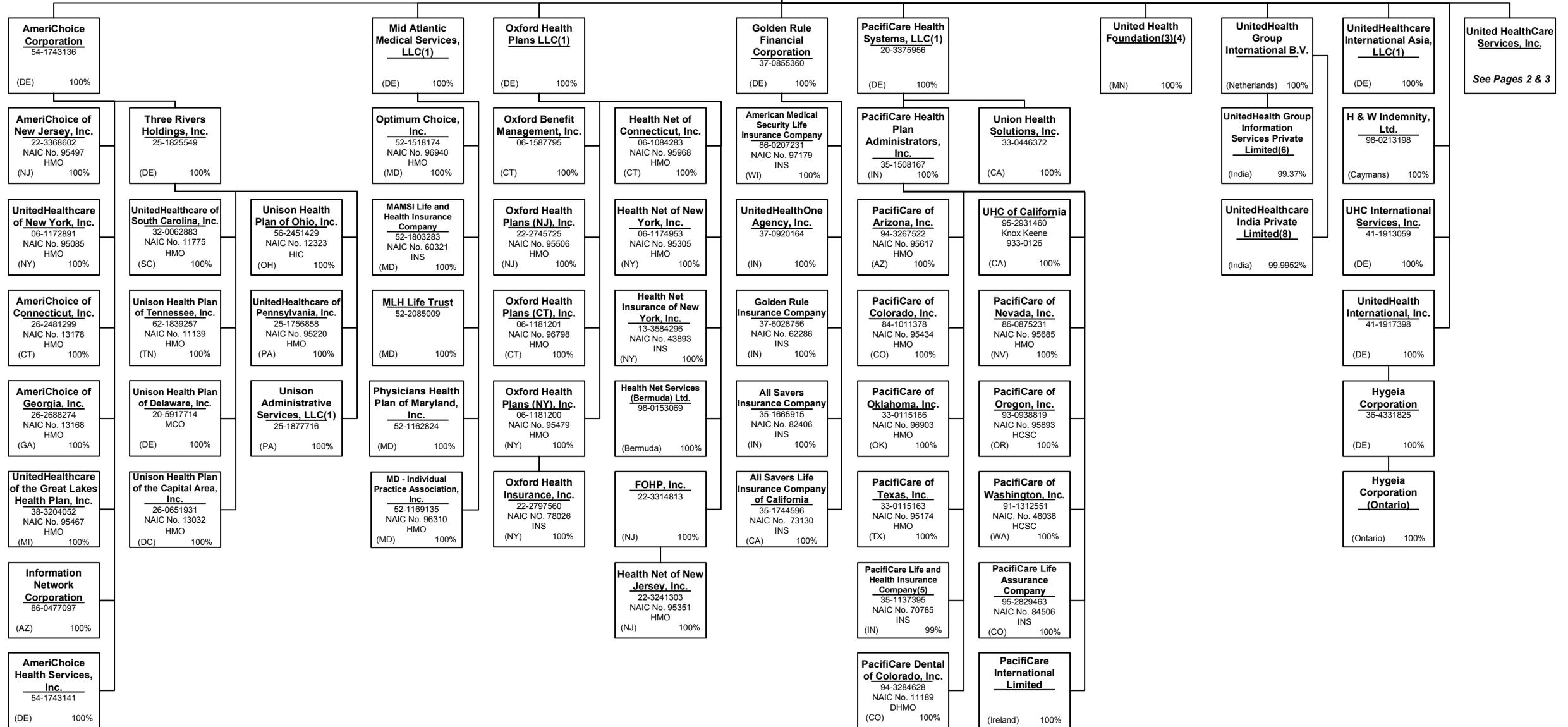
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

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

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

PART 1 - ORGANIZATIONAL CHART

UnitedHealth Group Incorporated
(MN) 41-1321939



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

PART 1 - ORGANIZATIONAL CHART

United HealthCare Services, Inc.
(MN) 41-1289245 100%

RIO Holdings, Inc.
30-0580620
(DE) 100%

Continued on Page 3 →

OptumHealth Holdings, LLC(1)
(DE) 100%

OptumHealth International B.V.
(Netherlands) 100%

PPC International, L.L.C.(1)
43-1747235
(MO) 100%

Ingenix Holdings, LLC(1)
(DE) 100%

Unimerica Insurance Company
52-1996029
NAIC No. 91529
INS
(WI) 100%

OptumHealth Financial Services, Inc.
47-0858530
(DE) 100%

OptumHealth Care Solutions, Inc.
41-1591944
(MN) 100%

Collaborative Care Holdings, LLC(1)
27-2337616
(DE) 100%

Personal Performance Consultants India Private Limited(28)
(India) 99.996%

PPC Worldwide Canada EAP Services Ltd.
(Canada) 100%

Ingenix, Inc.
See Page 5

HealthAllies, Inc.
95-4763349
(DE) 100%

OptumHealth Bank, Inc.
47-0858534
(UT) 100%

Managed Physical Network, Inc.
14-1782475
(NY) 100%

LifePrint Health, Inc.
27-2309024
(DE) 100%

Independent Physician Management Services, Inc.
27-4603968
(DE) 100%

Inspiris, Inc.
33-0766366
(DE) 100%

Inspiris of Florida, Inc.
26-0683057
(TN) 100%

INSPIRIS of Ohio, Inc.
26-2740168
(TN) 100%

Inspiris Tennessee, Inc.
20-5355196
(TN) 100%

PPC (Shanghai) Management Consulting Co., Ltd.(1)
(Peoples Republic of China) 100%

Distance Learning Network, Inc.
30-0238641
(DE) 100%

OptumHealth Investment Advisers, Inc.
27-0508164
(DE) 100%

ACN Group IPA of New York, Inc.
41-1913523
(NY) 100%

Collaborative Care Services, Inc.
27-2337487
(DE) 100%

WellMed Medical Management, Inc.(16)
74-2786364
(TX) 80%

Inspiris of Alabama, Inc.
27-2284945
(TN) 100%

Inspiris of Maryland, Inc.
27-2831067
(TN) 100%

For Health, Inc.
33-0766617
(DE) 100%

Hospice Inspiris Holdings, Inc.
20-8910978
(TN) 100%

INSPIRIS Aging in Place Services, Inc.
26-3765645
(TN) 100%

Personal Performance Consultants UK Limited
(UK) 100%

United Behavioral Health
94-2649097
(CA) 100%

ACN Group of California, Inc.
27-0015861
Knox Keene
933-0407
(CA) 100%

Collaborative Care Solutions, LLC(1)
(DE) 100%

WellMed Medical Management of Florida, Inc.
74-2797745
(FL) 100%

INSPIRIS of New York IPA, Inc.
13-4138668
(NY) 100%

Inspiris of Pennsylvania, Inc.
20-8911522
(TN) 100%

For Health of Rhode Island, Inc.
(RI) 100%

Hospice Inspiris of Texas, Inc.
20-8911303
(TN) 100%

Geriatrics of Massachusetts, Inc.
04-3748582
(TN) 100%

Focus EAP Ltd.
(UK) 100%

Corporate Support Ltd.
(UK) 100%

PPC Worldwide Management Pty. Ltd.
(Australia) 100%

U.S. Behavioral Health Plan, California
94-3077084
Knox Keene
933-0259
(CA) 100%

Wellness, Inc.
36-3437660
(IL) 100%

Comfort Care Transportation, LLC(1)
11-3647007
(TX) 100%

Inspiris of Michigan, Inc.
27-1561939
(TN) 100%

INSPIRIS of New York Management, Inc.
13-4138665
(NY) 100%

FOR HEALTH OF ARIZONA, INC.
86-0908902
(AZ) 100%

Hospice INSPIRIS of Ohio, Inc.
26-2871918
(TN) 100%

Geriatrics of Oklahoma Senior Care Management, Inc.
(OK) 100%

PPC Worldwide Unit Trust
(Australia) 100%

PPC Worldwide Pty. Ltd.
(Australia) 100%

PPC Worldwide Holdings Pty. Ltd.
(Australia) 100%

United Behavioral Health of New York, I.P.A., Inc.
41-1868911
(NY) 100%

PPC International II, LLC(1)
20-2149493
(MO) 100%

United Resource Networks IPA of New York, Inc.
30-0318238
(NY) 100%

Medical Preparatory School of Allied Health, LLC(1)
26-4808018
(TX) 100%

R&H Family Fitness Unlimited LLC(1)
26-3168754
(TX) 100%

Inspiris of Texas, Inc.
20-8911372
(TN) 100%

INSPIRIS of Texas Physicians Group
26-2885572
(TX) 100%

Hospice Inspiris, LLC(1)
82-0586676
(TN) 100%

Hospice Inspiris of Pennsylvania, Inc.
20-8911466
(TN) 100%

Geriatrics of Michigan Senior Care Management, Inc.
(MI) 100%

Citypsych Pty Ltd.
(Australia) 100%

International Psychological Services Pte. Ltd.
(Singapore) 100%

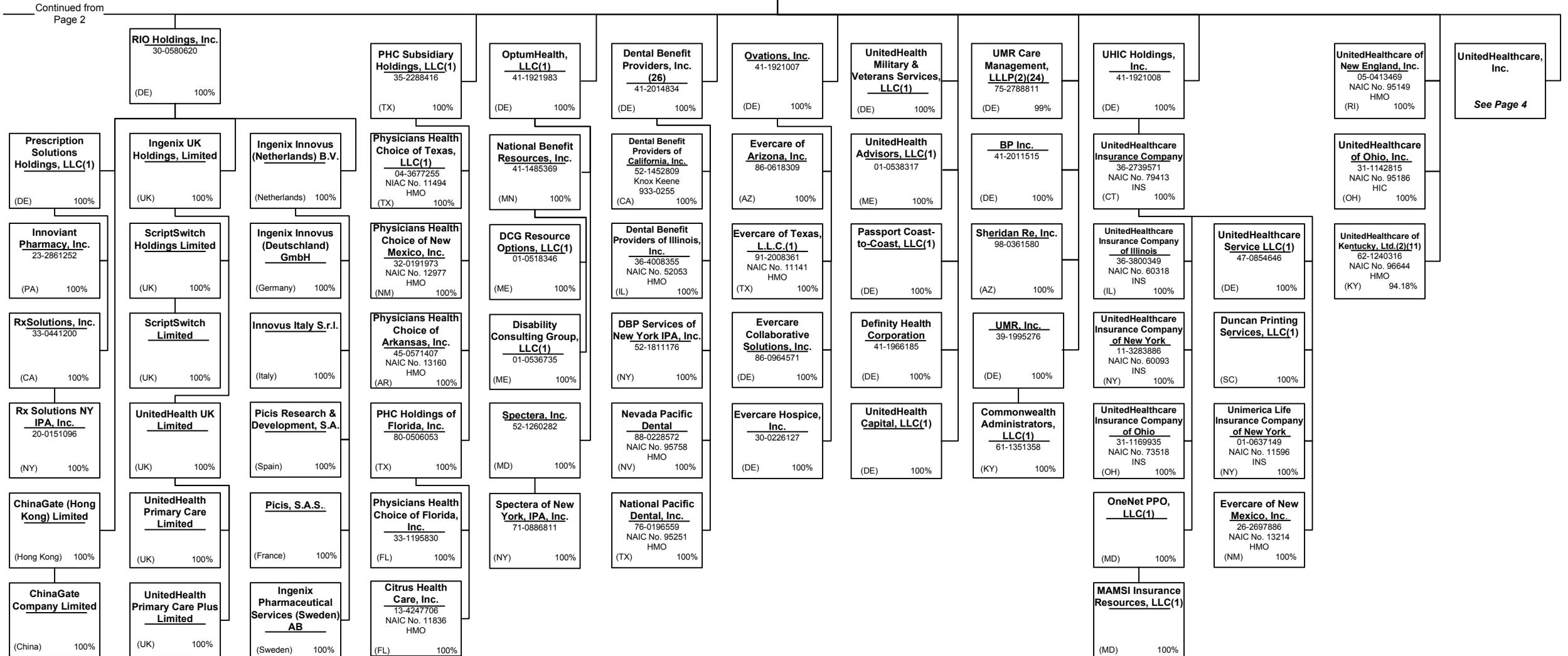
International Psychological Services Pty. Limited
(Australia) 100%

15.1

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

PART 1 - ORGANIZATIONAL CHART

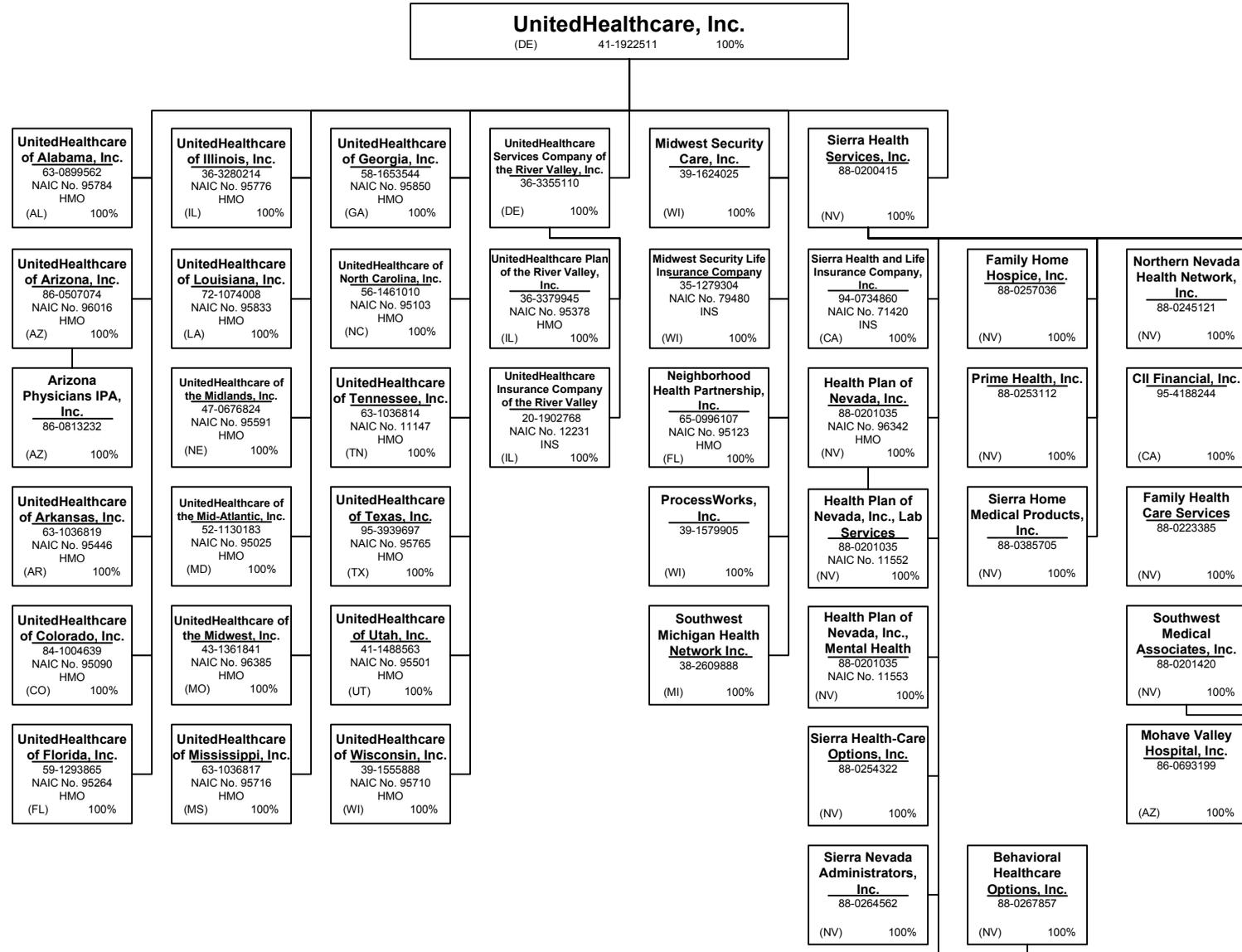
United HealthCare Services, Inc.
(MN) 41-1289245 100%



15.2

Continued from Page 2

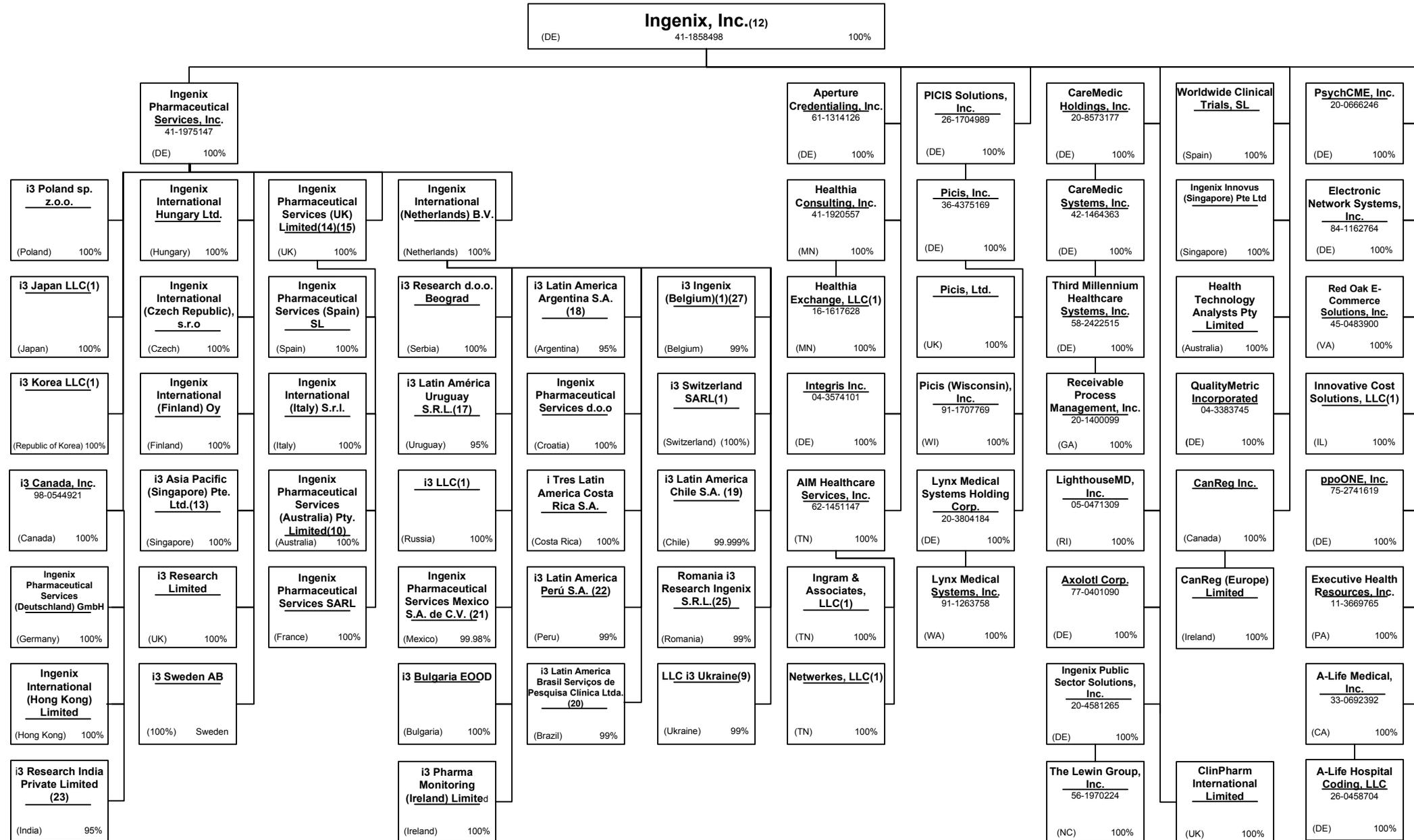
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



15.3

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

PART 1 - ORGANIZATIONAL CHART



15.4

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

PART 1 - ORGANIZATIONAL CHART

Notes

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

(1) Entity is a Limited Liability Company

(2) Entity is a Partnership

(3) Entity is a Non-Profit Corporation

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

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

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

(7) Placeholder

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

(9) LLC i3 Ukraine is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by Ingenix Pharmaceutical Services, Inc.

(10) Established a branch, Ingenix Pharmaceutical Services, (Australia) Pty Limited, in New Zealand.

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

(12) Established a branch, Ingenix, Inc. – Abu Dhabi, located in Abut Dhabi, UAE.

(13) Established a branch, Asia Pacific (Singapore) Pte. Ltd. – Taipei Branch, located in Taiwan.

(14) Established a branch, Ingenix Pharmaceutical Services (UK) Limited – South Africa Operations, located in South Africa.

(15) Established a branch, Ingenix Pharmaceutical Services (UK) Limited – Representative Office in the Republic of Croatia.

(16) WellMed Medical Management, Inc. is 80% owned by Collaborative Care Holdings, LLC and 20% owned by WMG Healthcare Partners, L.P.

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

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

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

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

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

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

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

(24) Limited partnership interest is held by United HealthCare Services, Inc. (99%). General partnership interest is held by UMR, Inc. (1%)

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

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

(27) i3 Ingenix (Belgium) is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by Ingenix Pharmaceutical Services, Inc.

(28) Personal Performance Consultants India Private Limited is 99.996% owned by OptumHealth International B.V. and 0.004 % owned by United Behavioral Health.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

	Response
1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO

Explanation:

1.

Bar Code:

1. Medicare Part D Coverage Supplement [Document Identifier 365]



OVERFLOW PAGE FOR WRITE-INS

STATEMENT AS OF MARCH 31, 2011 OF THE Unison Health Plan of Tennessee, Inc.

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)		
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)		

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest points and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

NONE

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	6,308,631	6,458,118
2. Cost of bonds and stocks acquired	0	
3. Accrual of discount	185	730
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	
6. Deduct consideration for bonds and stocks disposed of	0	
7. Deduct amortization of premium	37,378	150,217
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	6,271,438	6,308,631
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	6,271,438	6,308,631

STATEMENT AS OF MARCH 31, 2011 OF THE Unison Health Plan of Tennessee, Inc.

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	6,631,220	219	0	(37,193)	6,594,246	0	0	6,631,220
2. Class 2 (a)	0	0	0	0	0	0	0	0
3. Class 3 (a)	0	0	0	0	0	0	0	0
4. Class 4 (a)	0	0	0	0	0	0	0	0
5. Class 5 (a)	0	0	0	0	0	0	0	0
6. Class 6 (a)	0	0	0	0	0	0	0	0
7. Total Bonds	6,631,220	219	0	(37,193)	6,594,246	0	0	6,631,220
PREFERRED STOCK								
8. Class 1	0	0	0	0	0	0	0	0
9. Class 2	0	0	0	0	0	0	0	0
10. Class 3	0	0	0	0	0	0	0	0
11. Class 4	0	0	0	0	0	0	0	0
12. Class 5	0	0	0	0	0	0	0	0
13. Class 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	6,631,220	219	0	(37,193)	6,594,246	0	0	6,631,220

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$0 ; NAIC 2 \$0 ; NAIC 3 \$0 ; NAIC 4 \$0 ; NAIC 5 \$0 ; NAIC 6 \$0

S102

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year-to-Date	5 Paid for Accrued Interest Year-to-Date
9199999 Totals	322,808	XXX	322,808	55	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	322,589	10,017,774
2. Cost of short-term investments acquired	219	43,074,865
3. Accrual of discount	0	0
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	0
6. Deduct consideration received on disposals	0	52,770,050
7. Deduct amortization of premium	0	0
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	322,808	322,589
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	322,808	322,589

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards

N O N E

Schedule DB - Part B - Verification - Futures Contracts

N O N E

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open

N O N E

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open

N O N E

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of
Derivatives

N O N E

Schedule E - Verification - Cash Equivalents

N O N E

Schedule A - Part 2 - Real Estate Acquired and Additions Made

N O N E

Schedule A - Part 3 - Real Estate Disposed

N O N E

Schedule B - Part 2 - Mortgage Loans Acquired

N O N E

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid

N O N E

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired

N O N E

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid

N O N E

Schedule D - Part 3 - Long-Term Bonds and Stocks Acquired

N O N E

Schedule D - Part 4 - Long-Term Bonds and Stocks Sold, Redeemed or Otherwise Disposed Of

N O N E

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open

N O N E

Schedule DB - Part B - Section 1 - Futures Contracts Open

N O N E

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made

N O N E

Schedule DB - Part D - Counterparty Exposure for Derivative Instruments Open

N O N E

Schedule DL - Part 1 - Reinvested Collateral Assets Owned

N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned

N O N E

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due and Accrued	8 Amount Received During Year
NONE							
8699999 - Total Cash Equivalents							