



HEALTH QUARTERLY STATEMENT

AS OF JUNE 30, 2012

OF THE CONDITION AND AFFAIRS OF THE

UnitedHealthcare of Arkansas, Inc.

NAIC Group Code 0707 (Current) 0707 (Prior) 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 United States of America

Licensed as business type: Health Maintenance Organization

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

Incorporated/Organized 09/27/1990 Commenced Business 04/01/1992

Statutory Home Office 1401 Capitol Ave. 3rd Floor, Ste 375 Little Rock, AR 72205 (Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 1401 Capitol Ave. 3rd Floor, Ste 375 Little Rock, AR 72205 (Street and Number) (City or Town, State and Zip Code) 501-664-7700 (Area Code) (Telephone Number)

Mail Address 9900 Bren Road East MN008-W345 Minnetonka, MN 55343 (Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 9900 Bren Road East MN008-W345 Minnetonka, MN 55343 (Street and Number) (City or Town, State and Zip Code) 952-936-1338 (Area Code) (Telephone Number)

Internet Web Site Address www.uhc.com

Statutory Statement Contact Curt J Engels 952-936-1338 (Name) (Area Code) (Telephone Number) curt\_engels@uhc.com 952-936-1370 (E-mail Address) (FAX Number)

OFFICERS

President/Chief Executive Officer Gregory David Reidy Chief Financial Officer Stephen Lewis Wilson Jr Secretary John Joseph Matthews Treasurer Robert Worth Oberrender

OTHER

Juanita Bolland Luis Assistant Secretary Nyle Brent Cottington Assistant Treasurer Michelle Marie Huntley Dill Assistant Secretary

DIRECTORS OR TRUSTEES

Gregory David Reidy Robert James Friedrichs Cheryl Ann Lippert

State of County of

State of County of

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

Gregory David Reidy President/Chief Executive Officer

John Joseph Matthews Secretary

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.

**ASSETS**

|   | Current Statement Date |                         |   | 4<br>December 31<br>Prior Year Net<br>Admitted Assets |
|---|------------------------|-------------------------|---|---|
|   | 1<br>Assets            | 2<br>Nonadmitted Assets | 3<br>Net Admitted Assets<br>(Cols. 1 - 2) |   |
| 1. Bonds .....  | 340,002                |                         | 340,002                                   | 300,136   |
| 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   |   |
| 4. Real estate:   |                        |                         |   |   |
| 4.1 Properties occupied by the company (less \$<br>encumbrances) .....  |                        |                         | 0   |   |
| 4.2 Properties held for the production of income (less<br>\$ ..... encumbrances) .....  |                        |                         | 0   |   |
| 4.3 Properties held for sale (less \$<br>encumbrances) .....  |                        |                         | 0   |   |
| 5. Cash (\$ .....15,203,706 ), cash equivalents<br>(\$ ..... ) and short-term<br>investments (\$ .....1,423,319 ) .....                                     | 16,627,025             |                         | 16,627,025                                | 10,696,289  |
| 6. Contract loans (including \$ ..... premium notes) .....  |                        |                         | 0   |   |
| 7. Derivatives .....  |                        |                         | 0   |   |
| 8. Other invested assets .....  |                        |                         | 0   |   |
| 9. Receivables for securities .....   | 0                      |                         | 0   |   |
| 10. Securities lending reinvested collateral assets .....   |                        |                         | 0   |   |
| 11. Aggregate write-ins for invested assets .....   | 0                      | 0                       | 0   | 0   |
| 12. Subtotals, cash and invested assets (Lines 1 to 11) .....   | 16,967,027             | 0                       | 16,967,027                                | 10,996,425  |
| 13. Title plants less \$ ..... charged off (for Title insurers<br>only) .....   |                        |                         | 0   |   |
| 14. Investment income due and accrued .....   | 1,724                  |                         | 1,724                                     | 1,246   |
| 15. Premiums and considerations:  |                        |                         |   |   |
| 15.1 Uncollected premiums and agents' balances in the course of collection .....  | 791,266                | 1,344                   | 789,922                                   | 592,825   |
| 15.2 Deferred premiums, agents' balances and installments booked but<br>deferred and not yet due (including \$ .....<br>earned but unbilled premiums) ..... |                        |                         | 0   |   |
| 15.3 Accrued retrospective premiums .....   | 6,733                  |                         | 6,733                                     |   |
| 16. Reinsurance:  |                        |                         |   |   |
| 16.1 Amounts recoverable from reinsurers .....  |                        |                         | 0   |   |
| 16.2 Funds held by or deposited with reinsured companies .....  |                        |                         | 0   |   |
| 16.3 Other amounts receivable under reinsurance contracts .....   |                        |                         | 0   |   |
| 17. Amounts receivable relating to uninsured plans .....  | 266,527                |                         | 266,527                                   | 268,663   |
| 18.1 Current federal and foreign income tax recoverable and interest thereon .....  | 0                      |                         | 0   | 1,016,666   |
| 18.2 Net deferred tax asset .....   | 264,992                | 47                      | 264,945                                   | 63,898  |
| 19. Guaranty funds receivable or on deposit .....   | 37,207                 |                         | 37,207                                    | 74,414  |
| 20. Electronic data processing equipment and software .....   |                        |                         | 0   |   |
| 21. Furniture and equipment, including health care delivery assets<br>(\$ ..... ) .....   |                        |                         | 0   |   |
| 22. Net adjustment in assets and liabilities due to foreign exchange rates .....  |                        |                         | 0   |   |
| 23. Receivables from parent, subsidiaries and affiliates .....  | 59,087                 |                         | 59,087                                    |   |
| 24. Health care (\$ .....433,793 ) and other amounts receivable .....   | 497,072                | 63,279                  | 433,793                                   | 328,164   |
| 25. Aggregate write-ins for other than invested assets .....  | 214,710                | 279                     | 214,431                                   | 140,317   |
| 26. Total assets excluding Separate Accounts, Segregated Accounts and<br>Protected Cell Accounts (Lines 12 to 25) .....                                     | 19,106,345             | 64,949                  | 19,041,396                                | 13,482,618  |
| 27. From Separate Accounts, Segregated Accounts and Protected Cell<br>Accounts .....  |                        |                         | 0   |   |
| 28. Total (Lines 26 and 27) .....   | 19,106,345             | 64,949                  | 19,041,396                                | 13,482,618  |
| <b>DETAILS OF WRITE-INS</b>   |                        |                         |   |   |
| 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. Premium taxes paid in advance .....   | 214,431                |                         | 214,431                                   | 140,317   |
| 2502. Prepaid expenses .....  | 279                    | 279                     | 0   |   |
| 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) .....   | 214,710                | 279                     | 214,431                                   | 140,317   |

**LIABILITIES, CAPITAL AND SURPLUS**

|   | Current Period |                |            | Prior Year |
|---|----------------|----------------|------------|------------|
|   | 1<br>Covered   | 2<br>Uncovered | 3<br>Total | 4<br>Total |
| 1. Claims unpaid (less \$ ..... reinsurance ceded) .....  | 4,997,290      |                | 4,997,290  | 5,316,483  |
| 2. Accrued medical incentive pool and bonus amounts .....   | 38,846         |                | 38,846     | 10,295     |
| 3. Unpaid claims adjustment expenses .....  | 97,697         |                | 97,697     | 100,744    |
| 4. Aggregate health policy reserves, including the liability of<br>\$ ..... 69,423 for medical loss ratio rebate per the Public<br>Health Service Act ..... | 72,155         |                | 72,155     | 41,012     |
| 5. Aggregate life policy reserves .....   |                |                | 0          |            |
| 6. Property/casualty unearned premium reserve .....   |                |                | 0          |            |
| 7. Aggregate health claim reserves .....  | 51,172         |                | 51,172     | 58,381     |
| 8. Premiums received in advance .....   | 2,941,757      |                | 2,941,757  | 100,570    |
| 9. General expenses due or accrued .....  | 105,663        |                | 105,663    | 146,920    |
| 10.1 Current federal and foreign income tax payable and interest thereon<br>(including \$ ..... on realized gains (losses)) .....                           | 899,901        |                | 899,901    |            |
| 10.2 Net deferred tax liability .....   | 0              |                | 0          |            |
| 11. Ceded reinsurance premiums payable .....  | 3,701          |                | 3,701      |            |
| 12. Amounts withheld or retained for the account of others .....  | 0              |                | 0          |            |
| 13. Remittances and items not allocated .....   | 0              |                | 0          | 205,258    |
| 14. Borrowed money (including \$ ..... current) and<br>interest thereon \$ ..... (including<br>\$ ..... current) .....                                      |                |                | 0          |            |
| 15. Amounts due to parent, subsidiaries and affiliates .....  | 0              |                | 0          | 247,295    |
| 16. Derivatives .....   |                |                | 0          |            |
| 17. Payable for securities .....  | 0              |                | 0          |            |
| 18. Payable for securities lending .....  |                |                | 0          |            |
| 19. Funds held under reinsurance treaties (with \$ .....<br>authorized reinsurers and \$ ..... unauthorized<br>reinsurers) .....                            |                |                | 0          |            |
| 20. Reinsurance in unauthorized companies .....   |                |                | 0          |            |
| 21. Net adjustments in assets and liabilities due to foreign exchange rates .....   |                |                | 0          |            |
| 22. Liability for amounts held under uninsured plans .....  | 92,663         |                | 92,663     | 177,360    |
| 23. Aggregate write-ins for other liabilities (including \$ ..... 9<br>current) .....   | 9              | 0              | 9          | 9          |
| 24. Total liabilities (Lines 1 to 23) .....   | 9,300,854      | 0              | 9,300,854  | 6,404,327  |
| 25. Aggregate write-ins for special surplus funds .....   | XXX            | XXX            | 0          | 0          |
| 26. Common capital stock .....  | XXX            | XXX            | 100,000    | 100,000    |
| 27. Preferred capital stock .....   | XXX            | XXX            |            |            |
| 28. Gross paid in and contributed surplus .....   | XXX            | XXX            | 5,470,954  | 5,470,954  |
| 29. Surplus notes .....   | XXX            | XXX            |            |            |
| 30. Aggregate write-ins for other than special surplus funds .....  | XXX            | XXX            | 0          | 0          |
| 31. Unassigned funds (surplus) .....  | XXX            | XXX            | 4,169,588  | 1,507,337  |
| 32. Less treasury stock, at cost:   |                |                |            |            |
| 32.1 ..... shares common (value included in Line 26<br>\$ ..... ) .....   | XXX            | XXX            |            |            |
| 32.2 ..... shares preferred (value included in Line 27<br>\$ ..... ) .....  | XXX            | XXX            |            |            |
| 33. Total capital and surplus (Lines 25 to 31 minus Line 32) .....  | XXX            | XXX            | 9,740,542  | 7,078,291  |
| 34. Total liabilities, capital and surplus (Lines 24 and 33) .....  | XXX            | XXX            | 19,041,396 | 13,482,618 |
| <b>DETAILS OF WRITE-INS</b>   |                |                |            |            |
| 2301. Unclaimed property .....  | 9              |                | 9          | 9          |
| 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) .....   | 9              | 0              | 9          | 9          |
| 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<br>To Date |            | Prior Year<br>To Date | Prior Year Ended<br>December 31 |
|---|-------------------------|------------|-----------------------|---------------------------------|
|   | 1<br>Uncovered          | 2<br>Total | 3<br>Total            | 4<br>Total                      |
| 1. Member Months  | XXX                     | 34,638     | 30,331                | 60,290                          |
| 2. Net premium income ( including \$ non-health premium income)   | XXX                     | 22,253,669 | 18,199,107            | 36,512,242                      |
| 3. Change in unearned premium reserves and reserve for rate credits   | XXX                     | (24,410)   | (11,008)              | 43,293                          |
| 4. Fee-for-service (net of \$ medical expenses)   | XXX                     |            |                       |                                 |
| 5. Risk revenue   | XXX                     |            |                       |                                 |
| 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                     | 22,229,259 | 18,188,099            | 36,555,535                      |
| <b>Hospital and Medical:</b>  |                         |            |                       |                                 |
| 9. Hospital/medical benefits  |                         | 13,526,190 | 11,723,982            | 26,438,593                      |
| 10. Other professional services   |                         | 25,502     | 17,424                | 36,246                          |
| 11. Outside referrals   |                         |            |                       |                                 |
| 12. Emergency room and out-of-area  |                         |            |                       |                                 |
| 13. Prescription drugs  |                         | 2,151,949  | 1,672,138             | 2,920,496                       |
| 14. Aggregate write-ins for other hospital and medical  | 0                       | 0          | 0                     | 0                               |
| 15. Incentive pool, withhold adjustments and bonus amounts  |                         | 29,804     | 3,515                 | 21,461                          |
| 16. Subtotal (Lines 9 to 15)  | 0                       | 15,733,445 | 13,417,059            | 29,416,796                      |
| <b>Less:</b>  |                         |            |                       |                                 |
| 17. Net reinsurance recoveries  |                         |            |                       |                                 |
| 18. Total hospital and medical (Lines 16 minus 17)  | 0                       | 15,733,445 | 13,417,059            | 29,416,796                      |
| 19. Non-health claims (net)   |                         |            |                       |                                 |
| 20. Claims adjustment expenses, including \$ 331,347 cost containment expenses  |                         | 574,453    | 288,193               | 1,050,064                       |
| 21. General administrative expenses   |                         | 1,826,172  | 1,758,513             | 3,338,130                       |
| 22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)         |                         |            |                       |                                 |
| 23. Total underwriting deductions (Lines 18 through 22)   | 0                       | 18,134,070 | 15,463,765            | 33,804,990                      |
| 24. Net underwriting gain or (loss) (Lines 8 minus 23)  | XXX                     | 4,095,189  | 2,724,334             | 2,750,545                       |
| 25. Net investment income earned  |                         | 7,649      | 12,081                | 19,300                          |
| 26. Net realized capital gains (losses) less capital gains tax of \$  |                         |            |                       |                                 |
| 27. Net investment gains (losses) (Lines 25 plus 26)  | 0                       | 7,649      | 12,081                | 19,300                          |
| 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                     | 4,102,838  | 2,736,415             | 2,769,845                       |
| 31. Federal and foreign income taxes incurred   | XXX                     | 1,634,567  | 957,745               | 976,315                         |
| 32. Net income (loss) (Lines 30 minus 31)   | XXX                     | 2,468,271  | 1,778,670             | 1,793,530                       |
| <b>DETAILS OF WRITE-INS</b>   |                         |            |                       |                                 |
| 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<br>Current Year<br>to Date | 2<br>Prior Year<br>to Date | 3<br>Prior Year Ended<br>December 31 |
|---|------------------------------|----------------------------|--------------------------------------|
| <b>CAPITAL AND SURPLUS ACCOUNT</b>  |                              |                            |                                      |
| 33. Capital and surplus prior reporting year.....                                     | 7,078,291                    | 6,491,878                  | 6,491,878                            |
| 34. Net income or (loss) from Line 32.....  | 2,468,271                    | 1,778,670                  | 1,793,530                            |
| 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.....  | 201,047                      | (1,611)                    | 14,381                               |
| 39. Change in nonadmitted assets.....   | (7,067)                      | 4,605                      | (21,498)                             |
| 40. Change in unauthorized reinsurance.....   | 0                            |                            |                                      |
| 41. Change in treasury stock.....   | 0                            |                            |                                      |
| 42. Change in surplus notes.....  | 0                            |                            |                                      |
| 43. Cumulative effect of changes in accounting principles.....                        |                              |                            |                                      |
| 44. Capital Changes:  |                              |                            |                                      |
| 44.1 Paid in.....   | 0                            |                            |                                      |
| 44.2 Transferred from surplus (Stock Dividend).....                                   | 0                            |                            |                                      |
| 44.3 Transferred to surplus.....  |                              |                            |                                      |
| 45. Surplus adjustments:  |                              |                            |                                      |
| 45.1 Paid in.....   | 0                            |                            |                                      |
| 45.2 Transferred to capital (Stock Dividend).....                                     |                              |                            |                                      |
| 45.3 Transferred from capital.....  |                              |                            |                                      |
| 46. Dividends to stockholders.....  |                              | (1,200,000)                | (1,200,000)                          |
| 47. Aggregate write-ins for gains or (losses) in surplus.....                         | 0                            | 0                          | 0                                    |
| 48. Net change in capital & surplus (Lines 34 to 47).....                             | 2,662,251                    | 581,664                    | 586,413                              |
| 49. Capital and surplus end of reporting period (Line 33 plus 48)                     | 9,740,542                    | 7,073,542                  | 7,078,291                            |
| <b>DETAILS OF WRITE-INS</b>   |                              |                            |                                      |
| 4701. ....  |                              |                            |                                      |
| 4702. ....  |                              |                            |                                      |
| 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                          | 0                                    |

**CASH FLOW**

|   | 1<br>Current Year<br>To Date | 2<br>Prior Year<br>To Date | 3<br>Prior Year Ended<br>December 31 |
|---|------------------------------|----------------------------|--------------------------------------|
| <b>Cash from Operations</b>   |                              |                            |                                      |
| 1. Premiums collected net of reinsurance .....  | 24,903,013                   | 17,617,933                 | 35,895,149                           |
| 2. Net investment income .....  | 9,321                        | 12,084                     | 19,409                               |
| 3. Miscellaneous income .....   | 0                            |                            |                                      |
| 4. Total (Lines 1 to 3) .....   | 24,912,334                   | 17,630,017                 | 35,914,558                           |
| 5. Benefit and loss related payments .....  | 16,145,400                   | 12,713,335                 | 27,641,592                           |
| 6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....                                |                              |                            |                                      |
| 7. Commissions, expenses paid and aggregate write-ins for deductions .....  | 2,564,699                    | 1,890,566                  | 4,479,065                            |
| 8. Dividends paid to policyholders .....  |                              |                            |                                      |
| 9. Federal and foreign income taxes paid (recovered) net of \$ ..... tax on capital<br>gains (losses) .....                 | (282,000)                    | (31,000)                   | 1,435,580                            |
| 10. Total (Lines 5 through 9) .....   | 18,428,099                   | 14,572,901                 | 33,556,237                           |
| 11. Net cash from operations (Line 4 minus Line 10) .....   | 6,484,235                    | 3,057,116                  | 2,358,321                            |
| <b>Cash from Investments</b>  |                              |                            |                                      |
| 12. Proceeds from investments sold, matured or repaid:  |                              |                            |                                      |
| 12.1 Bonds .....  | 300,000                      |                            |                                      |
| 12.2 Stocks .....   | 0                            |                            |                                      |
| 12.3 Mortgage loans .....   | 0                            |                            |                                      |
| 12.4 Real estate .....  | 0                            |                            |                                      |
| 12.5 Other invested assets .....  | 0                            |                            |                                      |
| 12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....                                       | 0                            |                            |                                      |
| 12.7 Miscellaneous proceeds .....   | 0                            |                            |                                      |
| 12.8 Total investment proceeds (Lines 12.1 to 12.7) .....   | 300,000                      | 0                          | 0                                    |
| 13. Cost of investments acquired (long-term only):  |                              |                            |                                      |
| 13.1 Bonds .....  | 341,859                      |                            |                                      |
| 13.2 Stocks .....   | 0                            |                            |                                      |
| 13.3 Mortgage loans .....   | 0                            |                            |                                      |
| 13.4 Real estate .....  | 0                            |                            |                                      |
| 13.5 Other invested assets .....  | 0                            |                            |                                      |
| 13.6 Miscellaneous applications .....   | 0                            |                            |                                      |
| 13.7 Total investments acquired (Lines 13.1 to 13.6) .....  | 341,859                      | 0                          | 0                                    |
| 14. Net increase (or decrease) in contract loans and premium notes .....  | 0                            |                            |                                      |
| 15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....   | (41,859)                     | 0                          | 0                                    |
| <b>Cash from Financing and Miscellaneous Sources</b>  |                              |                            |                                      |
| 16. Cash provided (applied):  |                              |                            |                                      |
| 16.1 Surplus notes, capital notes .....   | 0                            |                            |                                      |
| 16.2 Capital and paid in surplus, less treasury stock .....   | 0                            |                            |                                      |
| 16.3 Borrowed funds .....   | 0                            |                            |                                      |
| 16.4 Net deposits on deposit-type contracts and other insurance liabilities .....   | 0                            |                            |                                      |
| 16.5 Dividends to stockholders .....  | 0                            | 1,200,000                  | 1,200,000                            |
| 16.6 Other cash provided (applied) .....  | (511,640)                    | (23,388)                   | 292,811                              |
| 17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5<br>plus Line 16.6) ..... | (511,640)                    | (1,223,388)                | (907,189)                            |
| <b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>  |                              |                            |                                      |
| 18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....                   | 5,930,736                    | 1,833,728                  | 1,451,132                            |
| 19. Cash, cash equivalents and short-term investments:  |                              |                            |                                      |
| 19.1 Beginning of year .....  | 10,696,289                   | 9,245,157                  | 9,245,157                            |
| 19.2 End of period (Line 18 plus Line 19.1) .....   | 16,627,025                   | 11,078,885                 | 10,696,289                           |

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

|  |  |  |  |
|--|--|--|--|
|  |  |  |  |
|--|--|--|--|

**EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION**

|  | 1<br>Total | Comprehensive<br>(Hospital & Medical) |            | 4<br>Medicare<br>Supplement | 5<br>Vision<br>Only | 6<br>Dental<br>Only | 7<br>Federal<br>Employees<br>Health Benefit<br>Plan | 8<br>Title XVIII<br>Medicare | 9<br>Title XIX<br>Medicaid | 10<br>Other |
|--|------------|---------------------------------------|------------|-----------------------------|---------------------|---------------------|---|------------------------------|----------------------------|-------------|
|  |            | 2<br>Individual                       | 3<br>Group |                             |                     |                     |   |                              |                            |             |
| <b>Total Members at end of:</b>                            |            |                                       |            |                             |                     |                     |   |                              |                            |             |
| 1. Prior Year .....  | 4,935      | 4                                     | 1,911      | 0                           | 0                   |                     |   | 3,020                        |                            |             |
| 2. First Quarter .....                                     | 5,766      | 4                                     | 2,016      | 0                           | 0                   |                     |   | 3,746                        |                            |             |
| 3. Second Quarter .....                                    | 5,814      | 3                                     | 1,994      | 0                           | 0                   |                     |   | 3,817                        |                            |             |
| 4. Third Quarter .....                                     | 0          | 0                                     | 0          | 0                           | 0                   |                     |   | 0                            |                            |             |
| 5. Current Year  | 0          | 0                                     | 0          | 0                           | 0                   |                     |   | 0                            |                            |             |
| 6. Current Year Member Months                              | 34,638     | 23                                    | 12,083     | 0                           | 0                   |                     |   | 22,532                       |                            |             |
| <b>Total Member Ambulatory Encounters for Period:</b>      |            |                                       |            |                             |                     |                     |   |                              |                            |             |
| 7. Physician .....   | 47,315     | 10,284                                | 37         |                             |                     |                     |   | 36,994                       |                            |             |
| 8. Non-Physician .....                                     | 16,022     | 639                                   | 2          |                             |                     |                     |   | 15,381                       |                            |             |
| 9. Total   | 63,337     | 10,923                                | 39         | 0                           | 0                   | 0                   | 0   | 52,375                       | 0                          | 0           |
| 10. Hospital Patient Days Incurred                         | 3,646      | 9                                     | 224        |                             |                     |                     |   | 3,413                        |                            |             |
| 11. Number of Inpatient Admissions                         | 712        | 1                                     | 57         |                             |                     |                     |   | 654                          |                            |             |
| 12. Health Premiums Written (a) .....                      | 22,275,955 | 13,452                                | 5,005,033  |                             |                     |                     |   | 17,257,470                   |                            |             |
| 13. Life Premiums Direct .....                             | 0          |                                       |            |                             |                     |                     |   |                              |                            |             |
| 14. Property/Casualty Premiums Written .....               | 0          |                                       |            |                             |                     |                     |   |                              |                            |             |
| 15. Health Premiums Earned .....                           | 22,251,545 | 13,452                                | 4,970,285  |                             |                     |                     |   | 17,267,808                   |                            |             |
| 16. Property/Casualty Premiums Earned .....                | 0          |                                       |            |                             |                     |                     |   |                              |                            |             |
| 17. Amount Paid for Provision of Health Care Services..... | 16,145,400 | 10,130                                | 3,115,295  |                             |                     |                     |   | 13,019,975                   |                            |             |
| 18. Amount Incurred for Provision of Health Care Services  | 15,733,445 | 12,340                                | 2,944,412  |                             |                     |                     |   | 12,776,693                   |                            |             |

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ .....17,257,470



## UNDERWRITING AND INVESTMENT EXHIBIT

### ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

| Line of Business                                    | Claims Paid<br>Year to Date   |   | Liability<br>End of Current Quarter                  |   | 5<br>Claims Incurred in<br>Prior Years<br>(Columns 1 + 3) | 6<br>Estimated Claim<br>Reserve and<br>Claim Liability<br>December 31 of<br>Prior Year |
|---|---|---|--|---|---|--|
|   | 1<br>On<br>Claims Incurred Prior<br>to January 1 of<br>Current Year | 2<br>On<br>Claims Incurred<br>During the Year | 3<br>On<br>Claims Unpaid<br>Dec. 31<br>of Prior Year | 4<br>On<br>Claims Incurred<br>During the Year |   |  |
| 1. Comprehensive (hospital and medical) .....       | 382,534   | 2,742,891                                     | (3,308)  | 610,019                                       | 379,226   | 780,628  |
| 2. Medicare Supplement .....                        |   |   |  |   | 0   |  |
| 3. Dental Only .....                                |   |   |  |   | 0   |  |
| 4. Vision Only .....                                |   |   |  |   | 0   |  |
| 5. Federal Employees Health Benefits Plan .....     |   |   |  |   | 0   |  |
| 6. Title XVIII - Medicare .....                     | 2,311,672   | 10,707,049                                    | 194,229  | 4,247,522                                     | 2,505,901   | 4,594,236  |
| 7. Title XIX - Medicaid .....                       |   |   |  |   | 0   |  |
| 8. Other health .....                               |   |   |  |   | 0   |  |
| 9. Health subtotal (Lines 1 to 8) .....             | 2,694,206   | 13,449,940                                    | 190,921  | 4,857,541                                     | 2,885,127   | 5,374,864  |
| 10. Healthcare receivables (a) .....                | 48,024  | 383,442                                       |  | 65,606  | 48,024  | 382,968  |
| 11. Other non-health .....                          |   |   |  |   | 0   |  |
| 12. Medical incentive pools and bonus amounts ..... | 1,254   |   | 27,124   | 11,722  | 28,378  | 10,295   |
| 13. Totals (Lines 9-10+11+12)                       | 2,647,436   | 13,066,498                                    | 218,045  | 4,803,657                                     | 2,865,481   | 5,002,191  |

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

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## NOTES TO FINANCIAL STATEMENTS

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**Note 1 - Summary of Significant Accounting Policies**

## A. Accounting Practices

The financial statements of UnitedHealthcare of Arkansas, Inc. (the Company) are presented on the basis of accounting practices prescribed or permitted by the Arkansas Insurance Department (the Department).

The Department recognizes only statutory accounting practices, prescribed or permitted by the State of Arkansas, for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under Arkansas 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.

1-8. No significant differences exist between the practices prescribed or permitted by the State of Arkansas and those prescribed or permitted by the NAIC SAP which materially affect the statutory basis net income, capital and surplus, and total admitted assets, as illustrated in the table below (in thousands):

|  | June 30, 2012    | 2011             |
|--|------------------|------------------|
| Net income — Arkansas basis            | \$ 2,468         | \$ 1,794         |
| Net income — NAIC SAP                  | <u>\$ 2,468</u>  | <u>\$ 1,794</u>  |
| Capital and surplus — Arkansas basis   | \$ 9,741         | \$ 7,078         |
| Capital and surplus — NAIC SAP         | <u>\$ 9,741</u>  | <u>\$ 7,078</u>  |
| Total admitted assets — Arkansas basis | \$ 19,041        | \$ 13,483        |
| Total admitted assets — NAIC SAP       | <u>\$ 19,041</u> | <u>\$ 13,483</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. Mortgage Loans, including Mezzanine Real Estate Loans

No significant change.

## B. Debt restructuring.

No significant change.

## C. Reverse Mortgages.

No significant change.

## D. Loan-Backed Securities

- 1) Prepayment assumptions for single class and multi-class mortgage-backed/asset-backed securities were obtained from an external data source vendor.
- 2) The Company did not recognize other-than-temporary impairments on mortgage-type investments as of June 30, 2012.
- 3) The Company did not have mortgage-type investments with an other-than-temporary impairment to report by CUSIP as of June 30, 2012.
- 4) The Company did not have any impaired securities for which an other-than-temporary impairment has not been recognized in earnings as a realized loss as of June 30, 2012.

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## **NOTES TO FINANCIAL STATEMENTS**

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5) The Company believes that it will collect all principal and interest due on all investments that have an amortized cost in excess of fair value.

E. Repurchase Agreements and/or Securities Lending Transactions

No significant change.

F. Real Estate

No significant change.

G. Investments in Low-Income Housing Tax Credits

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**

Statement of Statutory Accounting Principles (SSAP) No. 101, *Income Taxes – A Replacement of SSAP No. 10R and SSAP No. 10*, is effective for 2012 interim and annual financial statements and beyond. The new standard includes revised guidance for tax contingencies, non-elective deferred tax asset admissibility test along with significant modifications to the deferred tax assets admissibility test, and disclosure modifications. A change resulting from this adoption should be accounted for prospectively and reflected as a change in accounting principle in accordance with SSAP No. 3 — *Accounting Changes and Corrections of Errors*. The adoption of this pronouncement does not have a material impact on the financial statements, including capital and surplus.

The Company's net deferred tax asset increased approximately \$201,000 from December 31, 2011 to June 30, 2012 primarily as a result of premiums received in advance. This change in net deferred income taxes had a corresponding impact on the current federal income tax provision.

### **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.

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## NOTES TO FINANCIAL STATEMENTS

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### **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 June 30, 2012 or December 31, 2011.
- B. The Company did not have any transfer and servicing of financial assets as of June 30, 2012 or December 31, 2011.
- C. No transactions involving wash sales of securities with an NAIC designation of 3 or below or unrated securities occurred as of June 30, 2012 or the year ended December 31, 2011.

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

No significant change.

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

No significant change.

### **Note 20 – Fair Value Measurement**

The NAIC SAP defines fair value, establishes a framework for measuring fair value, and outlines the disclosure requirements related to fair value measurements. The fair value hierarchy is as follows:

*Level 1* — Quoted (unadjusted) prices for identical assets in active markets.

*Level 2* — Other observable inputs, either directly or indirectly, including:

- Quoted prices for similar assets in active markets
- Quoted prices for identical or similar assets in inactive markets (few transactions, limited information, noncurrent prices, high variability over time, etc.)
- Inputs other than quoted prices that are observable for the asset (interest rates, yield curves, volatilities, default rates, etc.)
- Inputs that are derived principally from or corroborated by other observable market data

*Level 3* — Unobservable inputs that cannot be corroborated by observable market data.

The estimated fair values of bonds and short-term investments (investments) are based on quoted market prices, where available. The Company obtains one price for each security primarily from a third-party pricing service (pricing service), which generally uses quoted or other observable inputs for the determination of fair value. The pricing service normally derives the security prices through recently reported trades for identical or similar securities, making adjustments through the reporting date based upon available observable market information. For securities not actively traded, the pricing service may use quoted market prices of comparable instruments or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include, but are not limited to, non-binding broker quotes, benchmark yields, credit spreads, default rates and prepayment speeds. As the Company is responsible for the determination of fair value, it performs quarterly analyses on the prices received from the pricing service to determine whether the prices are reasonable estimates of fair value. Specifically, the Company compares the prices received from the pricing service to prices reported by its custodian, its investment consultant and third-party investment advisors. Additionally, the Company compares changes in the reported market values and returns to relevant market indices to test the reasonableness of the reported prices. Based on the Company's internal price verification procedures and review of fair value methodology documentation provided by independent pricing services, the Company has not historically adjusted the prices obtained from the pricing service.

## NOTES TO FINANCIAL STATEMENTS

In instances in which the inputs used to measure fair value fall into different levels of the fair value hierarchy, the fair value measurement has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular item to the fair value measurement in its entirety requires judgment, including the consideration of inputs specific to the asset or liability.

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 June 30, 2012 and December 31, 2011.

The Company does not have any financial assets with a fair value hierarchy of level 3.

The aggregate fair value by hierarchy of all financial instruments as of June 30, 2012 and December 31, 2011 is presented in the table below (in thousands):

|   | June 30, 2012    |                       |   |                                   |                               |
|---|------------------|-----------------------|---|-----------------------------------|-------------------------------|
|   | Total Fair Value | Total Admitted Assets | Quoted Prices in Active Markets (Level 1) | Other Observable Inputs (Level 2) | Unobservable Inputs (Level 3) |
| U.S. government and Agency Securities   | \$ 340           | \$ 340                | \$ -                                      | \$ 340                            | \$ -                          |
| State and Agency Municipalities         | -                | -                     | -   | -                                 | -                             |
| City and County Municipalities          | -                | -                     | -   | -                                 | -                             |
| Corporate Debt Securities               | -                | -                     | -   | -                                 | -                             |
| Commercial Paper and Money-Market Funds | <u>1,423</u>     | <u>1,423</u>          | <u>-</u>                                  | <u>1,423</u>                      | <u>-</u>                      |
| Total                                   | <u>\$ 1,763</u>  | <u>\$ 1,763</u>       | <u>\$ -</u>                               | <u>\$ 1,763</u>                   | <u>\$ -</u>                   |

|   | 2011             |                       |   |                                   |                               |
|---|------------------|-----------------------|---|-----------------------------------|-------------------------------|
|   | Total Fair Value | Total Admitted Assets | Quoted Prices in Active Markets (Level 1) | Other Observable Inputs (Level 2) | Unobservable Inputs (Level 3) |
| U.S. government and Agency Securities   | \$ 306           | \$ 300                | \$ -                                      | \$ 306                            | \$ -                          |
| State and Agency Municipalities         | -                | -                     | -   | -                                 | -                             |
| City and County Municipalities          | -                | -                     | -   | -                                 | -                             |
| Corporate Debt Securities               | -                | -                     | -   | -                                 | -                             |
| Commercial Paper and Money-Market Funds | <u>1,765</u>     | <u>1,765</u>          | <u>-</u>                                  | <u>1,765</u>                      | <u>-</u>                      |
| Total                                   | <u>\$ 2,071</u>  | <u>\$ 2,065</u>       | <u>\$ -</u>                               | <u>\$ 2,071</u>                   | <u>\$ -</u>                   |

There were no financial instruments that were not practicable to estimate at fair value.

Fair values of available-for-sale debt securities are based on quoted market prices, where available. The Company obtains one price for each security primarily from a third-party pricing service (pricing service), which generally uses quoted or other observable inputs for the determination of fair value. The pricing service normally derives the security prices through recently reported trades for identical or similar securities, making adjustments through the reporting date based upon available observable market information. For securities not actively traded, the pricing service may use quoted market prices of comparable instruments or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include, but are not limited to, benchmark yields, credit spreads, default rates, prepayment speeds and non-binding broker quotes. As the Company is responsible for the determination of fair value, it performs quarterly analyses on the prices received from the pricing service to determine whether the prices are reasonable estimates of fair value. Specifically, the Company compares the prices received from the pricing service to a secondary pricing source, prices reported by its custodian, its investment consultant and third-party investment advisors. Additionally, the Company compares changes in the reported market values and returns to relevant market indices to test the reasonableness of the reported prices. The Company's internal price verification procedures and review of fair value methodology documentation provided by independent pricing services has not historically resulted in adjustment in the prices obtained from the pricing service.

### **Note 21 - Other Items**

No significant change.

### **Note 22 - Events Subsequent**

The Company holds a \$3,000,000 subordinated revolving credit agreement with UnitedHealth Group. The credit agreement is for a one-year term and automatically renews annually, unless terminated by either party. The agreement was renewed effective July 1, 2012.

## NOTES TO FINANCIAL STATEMENTS

### 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 medical loss ratio. The amount of Part D earned premiums subject to retrospective rating was \$1,349,000 and \$1,993,000 representing 6.1% and 5.5% of total net premium income as of June 30, 2012 and December 31, 2011, respectively.

Pursuant to the Health Reform Legislation, the Company is required to maintain specific minimum loss ratios. These minimum loss ratios apply to comprehensive major medical coverage and vary depending on group size. The following table discloses the minimum medical loss ratio rebates required pursuant to the Health Reform Legislation for the period ended June 30, 2012 (in thousands):

|   | 1<br>Individual | 2<br>Small Group<br>Employer | 3<br>Large Group<br>Employer | 4<br>Other<br>Categories<br>with rebates | 5<br>Total |
|---|-----------------|------------------------------|------------------------------|--|------------|
| Prior Reporting Year                    |                 |                              |                              |  |            |
| (1) Medical Loss Ratio Rebates Incurred | 0               | 0                            | 35                           | 0  | 35         |
| (2) Medical Loss Ratio Rebates Paid     | 0               | 0                            | 0                            | 0  | 0          |
| (3) Medical Loss Rebates Unpaid         | 0               | 0                            | 35                           | 0  | 35         |
| (4) Plus reinsurance assumed amounts    | XXX             | XXX                          | XXX                          | XXX                                      | 0          |
| (5) Less reinsurance ceded amounts      | XXX             | XXX                          | XXX                          | XXX                                      | 0          |
| (6) Rebates unpaid net of reinsurance   | XXX             | XXX                          | XXX                          | XXX                                      | 35         |
| Current Reporting Year-to-Date          |                 |                              |                              |  |            |
| (7) Medical Loss Ratio Rebates Incurred | 0               | 0                            | 34                           | 0  | 34         |
| (8) Medical Loss Ratio Rebates Paid     | 0               | 0                            | 0                            | 0  | 0          |
| (9) Medical Loss Rebates Unpaid         | 0               | 0                            | 69                           | 0  | 69         |
| (10) Plus reinsurance assumed amounts   | XXX             | XXX                          | XXX                          | XXX                                      | 0          |
| (11) Less reinsurance ceded amounts     | XXX             | XXX                          | XXX                          | XXX                                      | 0          |
| (12) Rebates Unpaid net of reinsurance  | XXX             | XXX                          | XXX                          | XXX                                      | 69         |

### Note 25 - Change in Incurred Losses and Loss 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, accrued medical incentive pool and bonus amounts, aggregate health claim reserves and health care receivables at June 30, 2012 and December 31, 2011 (in thousands):

|   | June 30, 2012                      |                                   |                  |
|---|------------------------------------|-----------------------------------|------------------|
|   | Current Year<br>Incurred<br>Claims | Prior Years<br>Incurred<br>Claims | Total            |
| Beginning of year claim reserve                                 | \$ -                               | \$ (5,385)                        | \$ (5,385)       |
| Paid claims, net of health care receivables                     | 13,450                             | 2,695                             | 16,145           |
| End of year claim reserve                                       | <u>4,869</u>                       | <u>218</u>                        | <u>5,087</u>     |
| Incurred claims excluding the change in health care receivables | 18,319                             | (2,472)                           | 15,847           |
| Beginning of year health care receivables                       |                                    | 383                               | 383              |
| End of year health care receivables                             | <u>(449)</u>                       | <u>(48)</u>                       | <u>(497)</u>     |
| Total incurred claims   | <u>\$ 17,870</u>                   | <u>\$ (2,137)</u>                 | <u>\$ 15,733</u> |

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## NOTES TO FINANCIAL STATEMENTS

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|   | 2011                               |                                   | Total      |
|---|------------------------------------|-----------------------------------|------------|
|   | Current Year<br>Incurred<br>Claims | Prior Years<br>Incurred<br>Claims |            |
| Beginning of year claim reserve                                 | \$ -                               | \$ (3,402)                        | \$ (3,402) |
| Paid claims, net of health care receivables                     | 25,673                             | 1,969                             | 27,642     |
| End of year claim reserve                                       | 5,312                              | 73                                | 5,385      |
| <br>  |                                    |                                   |            |
| Incurred claims excluding the change in health care receivables | 30,985                             | (1,360)                           | 29,625     |
| <br>  |                                    |                                   |            |
| Beginning of year health care receivables                       |                                    | 175                               | 175        |
| End of year health care receivables                             | (359)                              | (24)                              | (383)      |
| <br>  |                                    |                                   |            |
| Total incurred claims   | \$ 30,626                          | \$ (1,209)                        | \$ 29,417  |

The liability for claims unpaid, accrued medical incentive pool and bonus amounts, aggregate health claim reserves and health care receivables as of December 31, 2011 were \$5,002,000. As of June 30, 2012, \$2,695,000 has been paid for incurred claims attributable to insured events of prior years. Reserves remaining for prior years are now \$170,000 as a result of re-estimation of unpaid claims. Therefore, there has been \$2,137,000 favorable prior-year development since December 31, 2011 to June 30, 2012. The primary drivers consist of favorable development as a result of ongoing analysis of loss development trends related to the release and reestablishment of \$568,000 in known environmental claims and \$1,527,000 in retroactivity for inpatient, outpatient, physician, and pharmacy claims. At December 31, 2011, the Company recorded \$1,209,000 of favorable development related to insured events of prior years primarily as a result of ongoing analysis of loss development trends and changes to the provider settlement reserves. Original estimates are increased or decreased, as additional information becomes known regarding individual claims. Included in this favorable (unfavorable) development is the impact related to retrospectively rated policies. As a result of the prior-year effects, on a regular basis, the Company adjusts revenue and the corresponding liability and/or receivable related to retrospectively rated policies and the impact of the change is included as a component of change in unearned premium reserves and reserve for rate credits in the statutory basis statements of operations.

The Company incurred claims adjustment expenses of approximately \$574,000 and \$1,050,000 for the six months ended June 30, 2012 and the year ended December 31, 2011, respectively. These costs are included in the management service fees paid by the Company to UHS as a part of its management agreement (see Note 10). The following table discloses paid CAE and incurred CAE for the six months ended June 30, 2012 and the year ended December 31, 2011, and the balance in the unpaid claim adjustment expenses reserve as of June 30, 2012 and December 31, 2011 (in thousands):

|   | June 30, 2012 | 2011     |
|---|---------------|----------|
| Total claims adjustment expenses incurred           | \$ 574        | \$ 1,050 |
| Less current year unpaid claims adjustment expenses | (98)          | (101)    |
| Add prior year unpaid claims adjustment expenses    | 101           | 60       |
| <br>  |               |          |
| Total claims adjustment expenses paid               | \$ 577        | \$ 1,009 |

### **Note 26 - Intercompany Pooling Arrangements**

No significant change.

### **Note 27 - Structured Settlements**

No significant change.

### **Note 28 - Health Care Receivables**

Pharmaceutical rebates receivable are recorded when reasonably estimated or billed by the affiliated pharmaceutical benefit manager in accordance with pharmaceutical rebate contract provisions. Information used to support rebates billed to the manufacturer is based on utilization information gathered by the pharmaceutical benefit manager and adjusted for significant changes in pharmaceutical contract provisions.

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## NOTES TO FINANCIAL STATEMENTS

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

| Quarter            | Estimated<br>Pharmacy<br>Rebates | Pharmacy<br>Rebates as<br>Invoiced/<br>Confirmed | Rebates<br>Collected<br>Within 90<br>Days of<br>Invoicing/<br>Confirmation | Rebates<br>Collected<br>Within 91<br>to 180 Days of<br>Invoicing/<br>Confirmation | Rebates<br>Collected<br>More than<br>181 Days of<br>Invoicing/<br>Confirmation |
|--------------------|----------------------------------|--|--|---|--|
| June 30, 2012      | \$ 330                           | \$ -   | \$ -   | \$ -  | \$ -   |
| March 31, 2012     | 302                              | 297  | 185  | -   | -  |
| December 31, 2011  | 247                              | 251  | 220  | 29  | -  |
| September 30, 2011 | 249                              | 246  | 219  | 24  | 2  |
| June 30, 2011      | 236                              | 227  | 198  | 26  | 2  |
| March 31, 2011     | 219                              | 212  | 188  | 22  | 2  |
| December 31, 2010  | 115                              | 125  | 95   | 26  | 1  |
| September 30, 2010 | 108                              | 113  | 84   | 31  | 1  |
| June 30, 2010      | 105                              | 105  | 71   | 32  | 1  |
| March 31, 2010     | 76                               | 91   | 64   | 25  | -  |
| December 31, 2009  | 55                               | 66   | 47   | 6   | 13   |
| September 30, 2009 | 51                               | 57   | 47   | 5   | 4  |

Of the amount reported as health care and other receivables, \$434,000 and \$328,000 relates to pharmaceutical rebate receivables as of June 30, 2012 and December 31, 2011, respectively. This increase is primarily due to increased membership along with the change in generic/name brand mix.

### **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 [ ]
- 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<br>Name of Entity | 2<br>NAIC Company Code | 3<br>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. .... 12/31/2011
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. .... 12/31/2008
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). .... 04/30/2010
- 6.4 By what department or departments?  
Arkansas Insurance Department
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? ..... Yes [ X ] No [ ] N/A [ ]
- 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 Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

| 1<br>Affiliate Name         | 2<br>Location (City, State) | 3<br>FRB | 4<br>OCC | 5<br>FDIC | 6<br>SEC |
|-----------------------------|-----------------------------|----------|----------|-----------|----------|
| OptumHealth Bank, Inc. .... | Salt Lake City, Utah .....  | 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 [ X ] 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 [ X ]
- 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 [ X ]
- 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 [ X ] 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 [ X ]
- 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: .....\$
13. Amount of real estate and mortgages held in short-term investments: .....\$
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? ..... Yes [ ] No [ X ]
- 14.2 If yes, please complete the following:

|   | 1<br>Prior Year-End<br>Book/Adjusted<br>Carrying Value | 2<br>Current Quarter<br>Book/Adjusted<br>Carrying Value |
|---|--|---|
| 14.21 Bonds .....   | \$ 0   | \$ .....  |
| 14.22 Preferred Stock .....   | \$ 0   | \$ .....  |
| 14.23 Common Stock .....  | \$ 0   | \$ .....  |
| 14.24 Short-Term Investments .....  | \$ 0   | \$ .....  |
| 14.25 Mortgage Loans on Real Estate .....   | \$ 0   | \$ .....  |
| 14.26 All Other .....   | \$ 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 .....                       | \$ .....   | \$ .....  |

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? ..... Yes [ ] No [ X ]
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? ..... Yes [ ] No [ X ]
- 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<br>Name of Custodian(s)     | 2<br>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<br>Name(s) | 2<br>Location(s) | 3<br>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<br>Old Custodian | 2<br>New Custodian | 3<br>Date of Change | 4<br>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<br>Central Registration Depository | 2<br>Name(s)             | 3<br>Address |
|--------------------------------------|--------------------------|--------------|
| N/A .....                            | Internally Managed ..... | N/A .....    |

- 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 percent ..... 72.3 %  
1.2 A&H cost containment percent ..... 1.5 %  
1.3 A&H expense percent excluding cost containment expenses ..... 9.3 %

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

**SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**

Current Year to Date - Allocated by States and Territories

| 1<br>States, etc.   | Active Status | Direct Business Only              |                           |                         |   |   |                                 |                                | 9<br>Deposit-Type Contracts |   |
|---|---------------|-----------------------------------|---------------------------|-------------------------|---|---|---------------------------------|--------------------------------|-----------------------------|---|
|   |               | 2<br>Accident and Health Premiums | 3<br>Medicare Title XVIII | 4<br>Medicaid Title XIX | 5<br>Federal Employees Health Benefits Program Premiums | 6<br>Life and Annuity Premiums & Other Considerations | 7<br>Property/Casualty Premiums | 8<br>Total Columns 2 Through 7 |                             |   |
| 1. Alabama  | AL            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 2. Alaska   | AK            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 3. Arizona  | AZ            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 4. Arkansas   | AR            | L                                 | 5,018,485                 | 17,257,470              |   |   |                                 |                                | 22,275,955                  |   |
| 5. California   | CA            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 6. Colorado   | CO            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 7. Connecticut  | CT            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 8. Delaware   | DE            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 9. District of Columbia   | DC            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 10. Florida   | FL            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 11. Georgia   | GA            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 12. Hawaii  | HI            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 13. Idaho   | ID            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 14. Illinois  | IL            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 15. Indiana   | IN            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 16. Iowa  | IA            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 17. Kansas  | KS            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 18. Kentucky  | KY            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 19. Louisiana   | LA            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 20. Maine   | ME            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 21. Maryland  | MD            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 22. Massachusetts   | MA            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 23. Michigan  | MI            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 24. Minnesota   | MN            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 25. Mississippi   | MS            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 26. Missouri  | MO            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 27. Montana   | MT            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 28. Nebraska  | NE            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 29. Nevada  | NV            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 30. New Hampshire   | NH            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 31. New Jersey  | NJ            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 32. New Mexico  | NM            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 33. New York  | NY            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 34. North Carolina  | NC            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 35. North Dakota  | ND            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 36. Ohio  | OH            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 37. Oklahoma  | OK            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 38. Oregon  | OR            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 39. Pennsylvania  | PA            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 40. Rhode Island  | RI            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 41. South Carolina  | SC            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 42. South Dakota  | SD            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 43. Tennessee   | TN            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 44. Texas   | TX            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 45. Utah  | UT            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 46. Vermont   | VT            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 47. Virginia  | VA            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 48. Washington  | WA            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 49. West Virginia   | WV            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 50. Wisconsin   | WI            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 51. Wyoming   | WY            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 52. American Samoa  | AS            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 53. Guam  | GU            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 54. Puerto Rico   | PR            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 55. U.S. Virgin Islands   | VI            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 56. Northern Mariana Islands  | MP            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 57. Canada  | CN            |                                   |                           |                         |   |   |                                 |                                | 0                           |   |
| 58. Aggregate Other Aliens  | OT            | XXX                               | 0                         | 0                       | 0   | 0   | 0                               | 0                              | 0                           | 0 |
| 59. Subtotal  | XXX           | 5,018,485                         | 17,257,470                | 0                       | 0   | 0   | 0                               | 22,275,955                     | 0                           |   |
| 60. Reporting Entity Contributions for Employee Benefit Plans       | XXX           |                                   |                           |                         |   |   |                                 | 0                              |                             |   |
| 61. Totals (Direct Business)  | (a) 1         | 5,018,485                         | 17,257,470                | 0                       | 0   | 0   | 0                               | 22,275,955                     | 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                           |   |

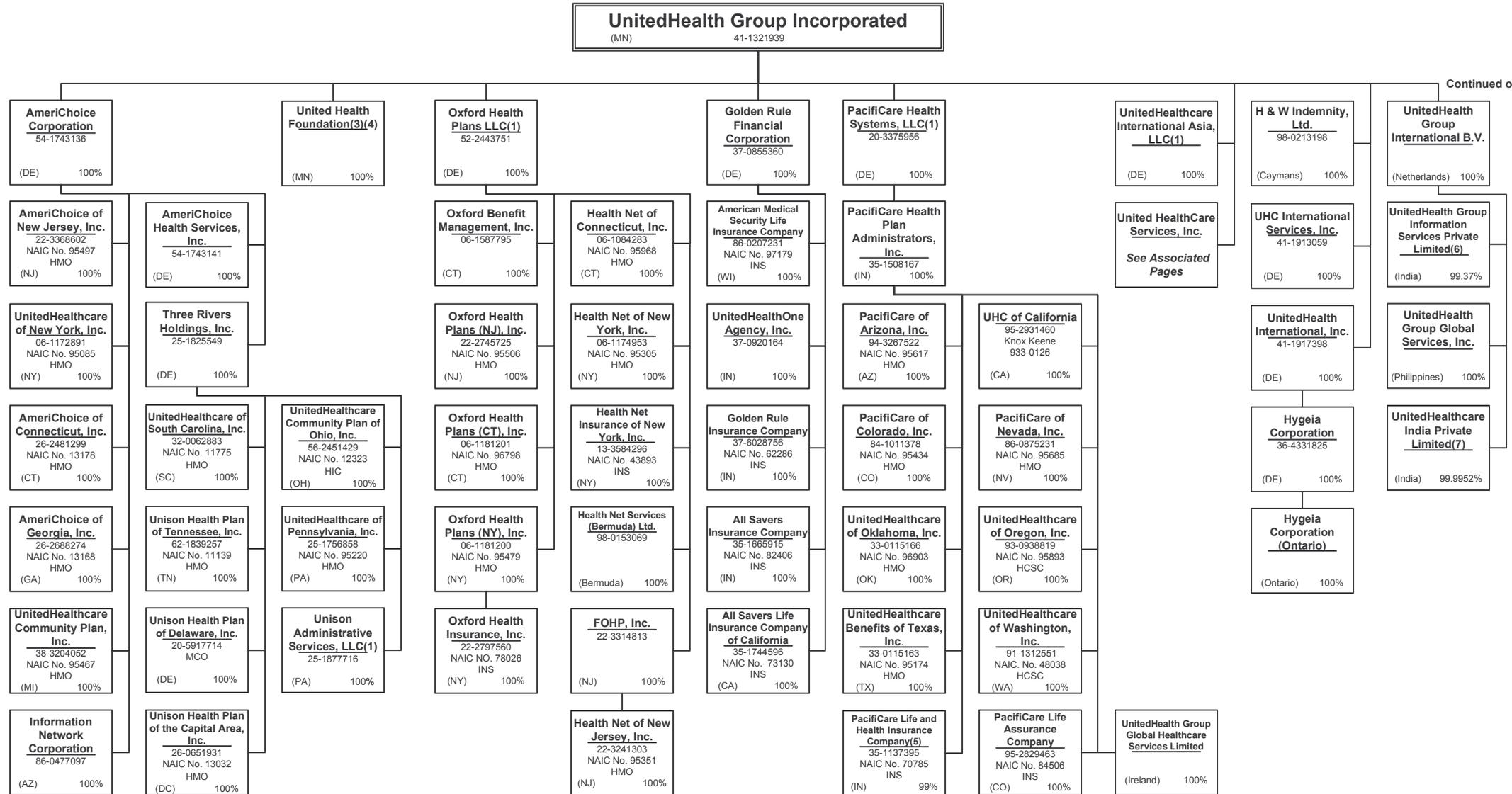
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

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

Premiums allocated by state based upon Geographic Market.

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

**PART 1 - ORGANIZATIONAL CHART**

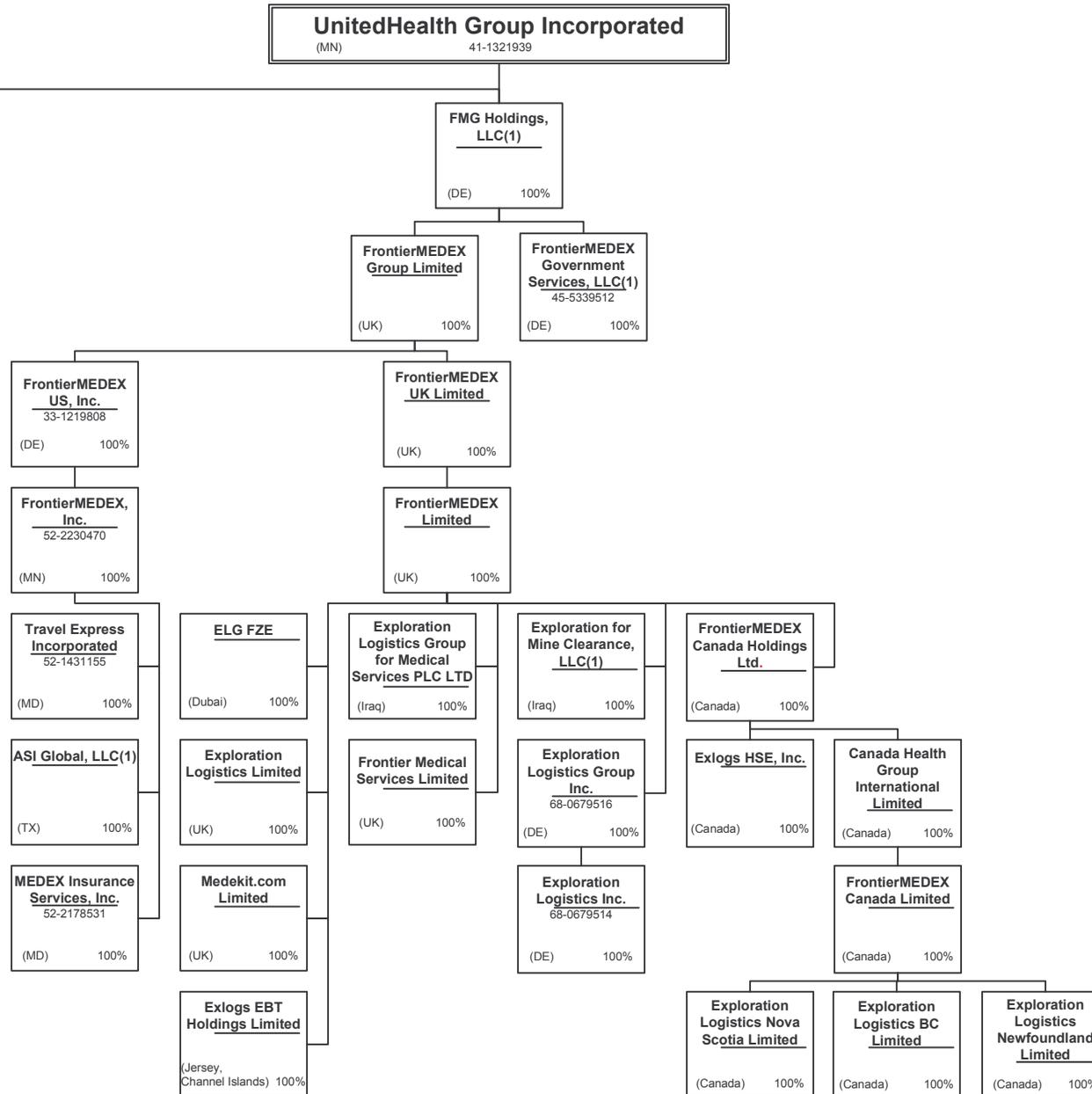


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**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP**

**PART 1 - ORGANIZATIONAL CHART**

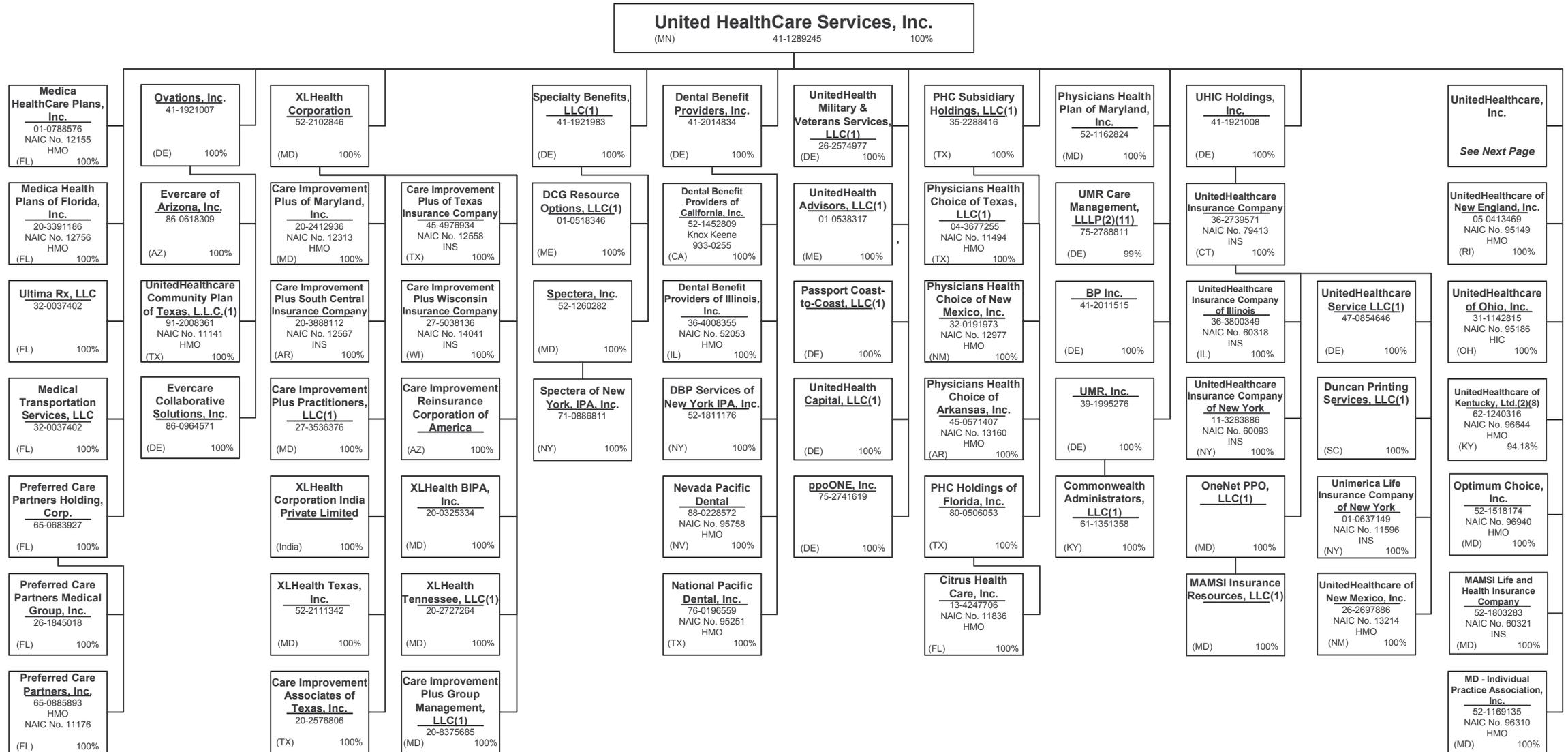
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15.1

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

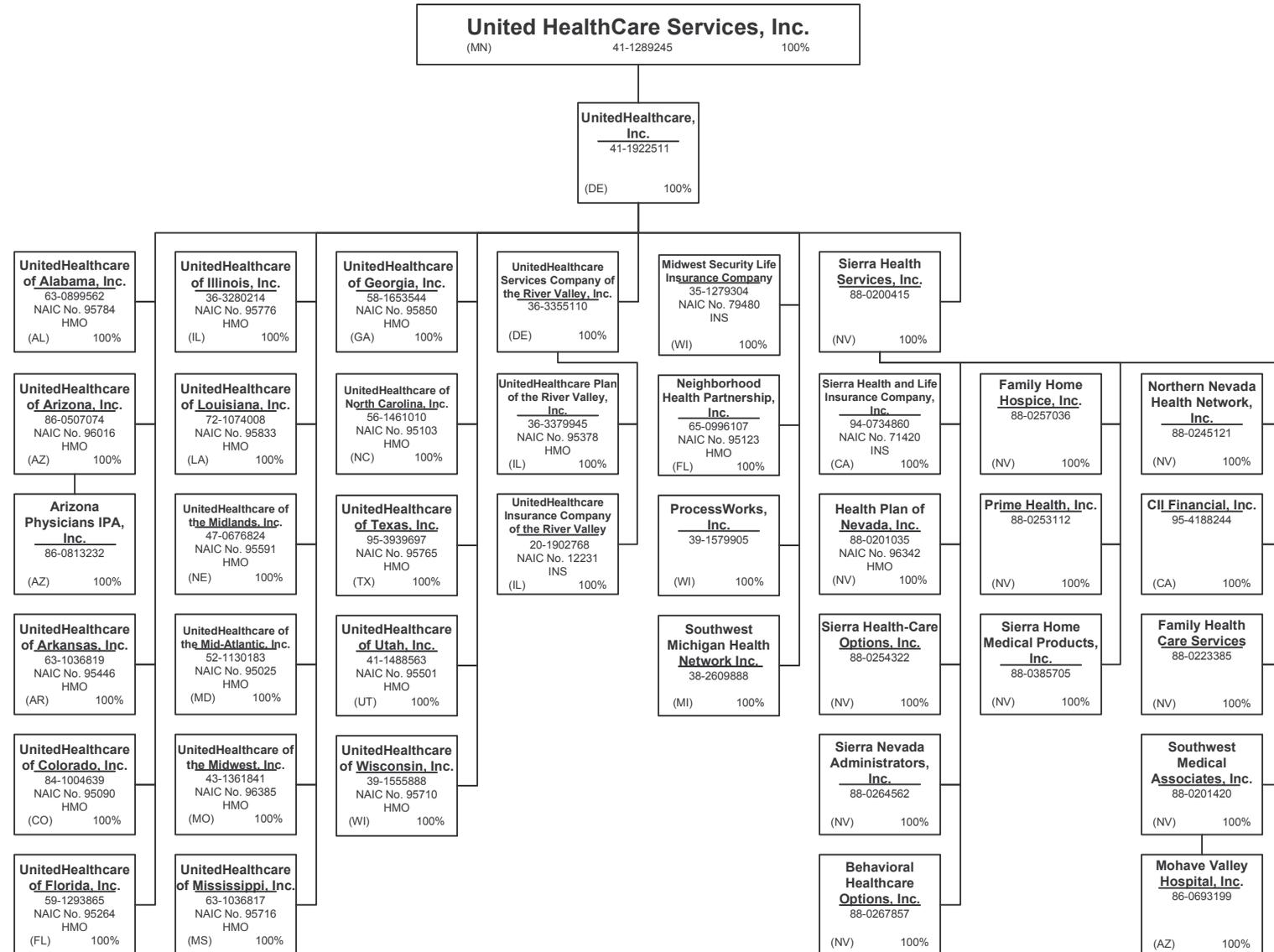
**PART 1 - ORGANIZATIONAL CHART**



15.2

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

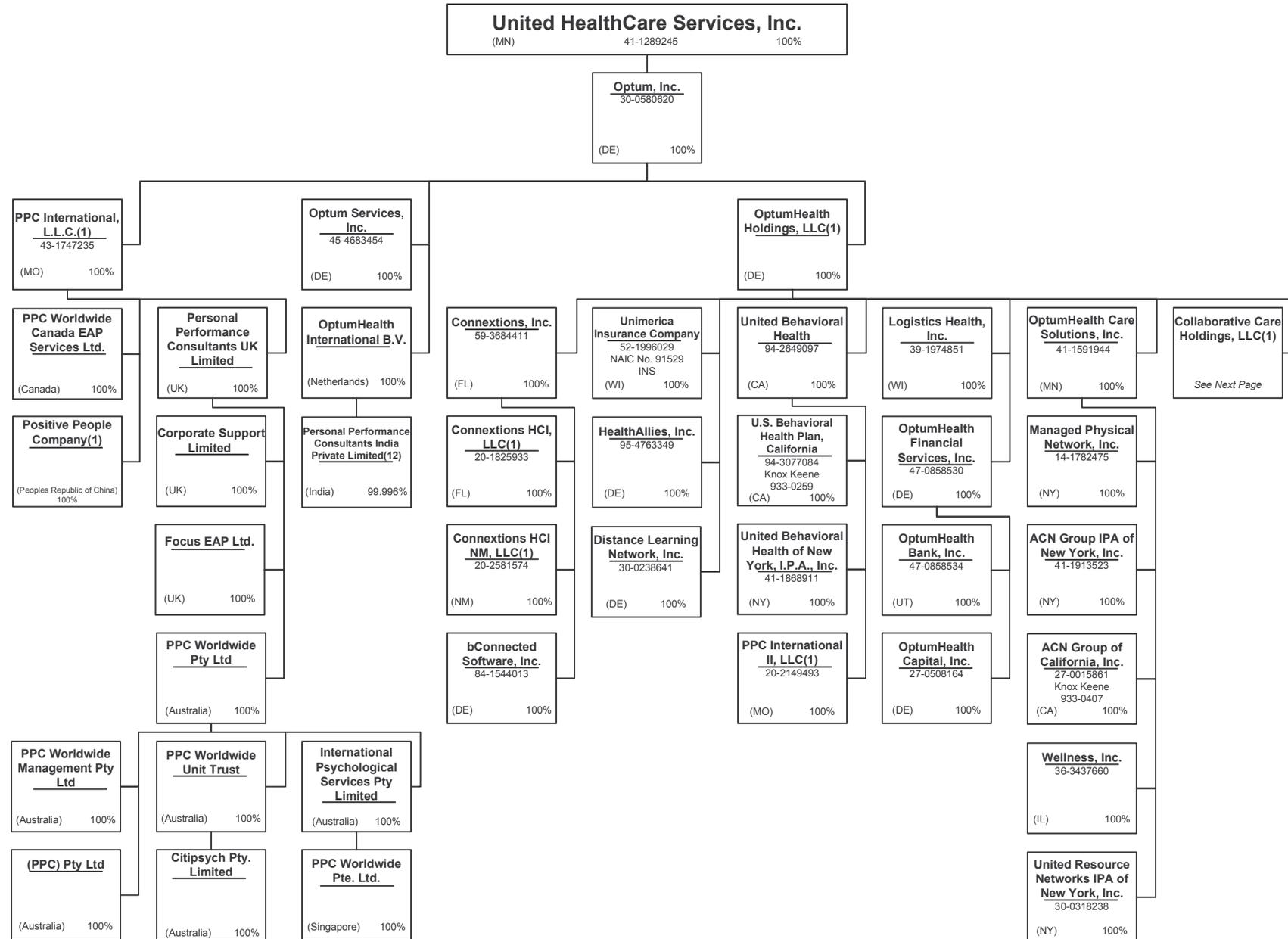
**PART 1 - ORGANIZATIONAL CHART**



15.3

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

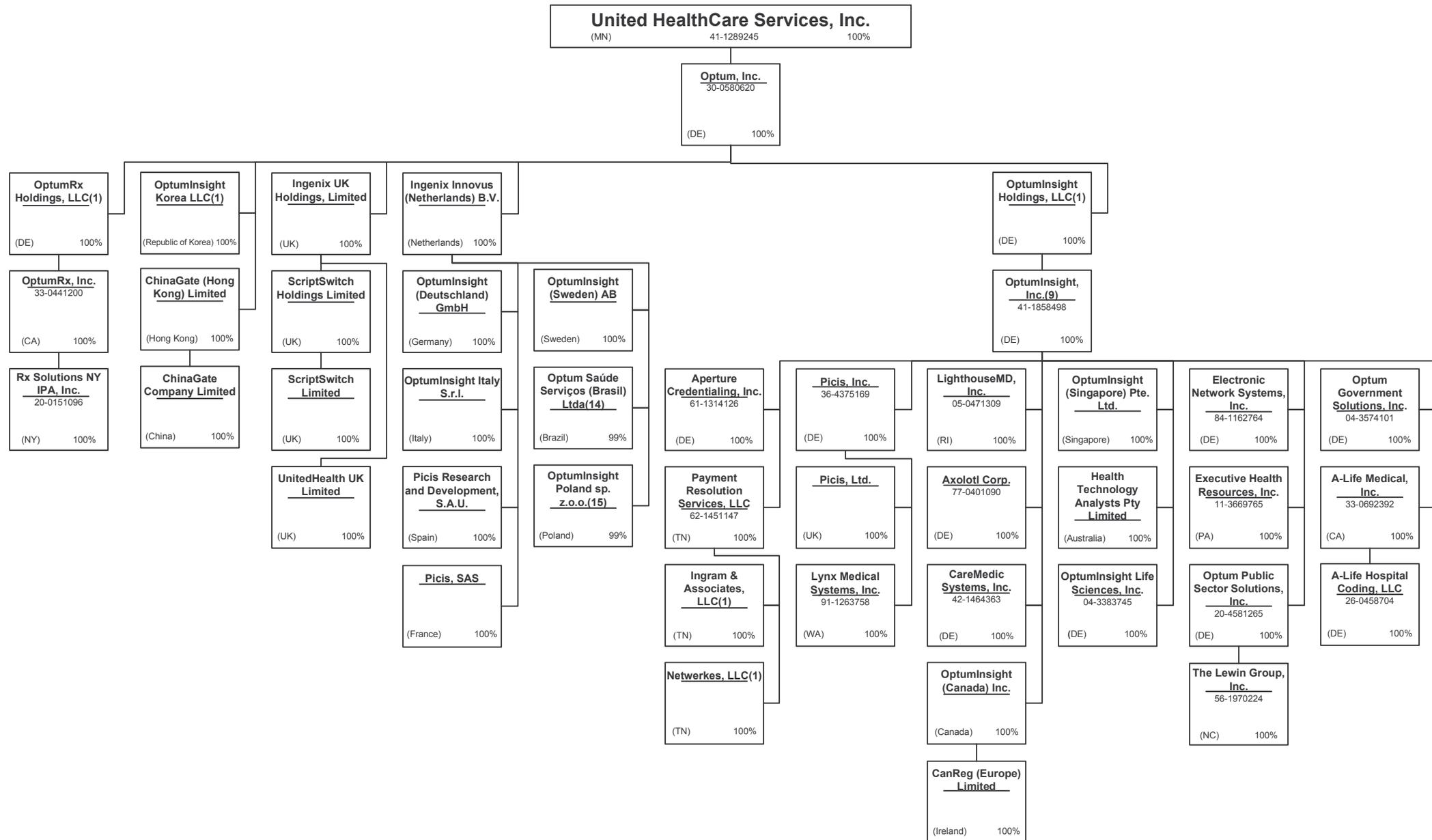
**PART 1 - ORGANIZATIONAL CHART**





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

**PART 1 - ORGANIZATIONAL CHART**



15.6

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

(8) 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%.

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

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

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

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

(13) INSPIRIS of Texas Physicians Group is a Texas non-profit (taxable) whose sole member is Inspiris of Texas, Inc.

(14) Optum Saúde Serviços (Brasil) Ltda. Is 99% owned by Ingenix Innovus (Netherlands) B.V. The remaining 1% is owned by OptumInsight, Inc.

(15) OptumInsight Poland sp. z.o.o. is 99% owned by Ingenix Innovus (Netherlands) B.V. The remaining 1% is owned by OptumInsight, Inc.

STATEMENT AS OF JUNE 30, 2012 OF THE UnitedHealthcare of Arkansas, Inc.

**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

| 1          | 2                               | 3                 | 4                 | 5            | 6   | 7  | 8   | 9                     | 10                               | 11   | 12   | 13   | 14   | 15 |
|------------|---------------------------------|-------------------|-------------------|--------------|-----|--|---|-----------------------|----------------------------------|--|--|--|--|----|
| Group Code | Group Name                      | NAIC Company Code | Federal ID Number | Federal RSSD | CIK | Name of Securities Exchange if Publicly Traded (U.S. or International) | Names of Parent, Subsidiaries Or Affiliates           | Domi-ciliary Location | Relationship to Reporting Entity | Directly Controlled by (Name of Entity/Person) | Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other) | If Control is Ownership Provide Percentage | Ultimate Controlling Entity(ies)/Person(s) | *  |
|            |                                 | .0000             |                   |              |     |  | (PPC) Pty Ltd   | AU                    | NIA                              | PPC Worldwide Pty Ltd                          | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 41-1913523        |              |     |  | ACN Group IPA of New York, Inc.                       | NY                    | NIA                              | OptumHealth Care Solutions, Inc.               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 27-0015861        |              |     |  | ACN Group of California, Inc.                         | CA                    | JA                               | OptumHealth Care Solutions, Inc.               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 26-0458704        |              |     |  | A-Life Hospital Coding, LLC                           | DE                    | NIA                              | A-Life Medical, Inc.                           | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 33-0692392        |              |     |  | A-Life Medical, Inc.                                  | CA                    | NIA                              | OptumInsight, Inc.                             | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .82406            | 35-1665915        |              |     |  | All Savers Insurance Company                          |                       |                                  | Golden Rule Financial Corporation              |  |  | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .73130            | 35-1744596        |              |     |  | All Savers Life Insurance Company of California       | JN                    | JA                               | Golden Rule Financial Corporation              | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .97179            | 86-0207231        |              |     |  | American Medical Security Life Insurance Company      | CA                    | JA                               | Golden Rule Financial Corporation              | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 54-1743136        |              |     |  | AmeriChoice Corporation                               | WI                    | JA                               | Golden Rule Financial Corporation              | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 54-1743141        |              |     |  | AmeriChoice Health Services, Inc.                     | DE                    | NIA                              | UnitedHealth Group Incorporated                | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .13178            | 26-2481299        |              |     |  | AmeriChoice of Connecticut, Inc.                      | DE                    | NIA                              | AmeriChoice Corporation                        | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .13168            | 26-2688274        |              |     |  | AmeriChoice of Georgia, Inc.                          | CT                    | JA                               | AmeriChoice Corporation                        | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .95497            | 22-3368602        |              |     |  | AmeriChoice of New Jersey, Inc.                       | GA                    | JA                               | AmeriChoice Corporation                        | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 61-1314126        |              |     |  | Aperture Credentialing, Inc.                          | NJ                    | JA                               | AmeriChoice Corporation                        | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 86-0813232        |              |     |  | Arizona Physicians IPA, Inc.                          | DE                    | NIA                              | OptumInsight, Inc.                             | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             |                   |              |     |  | ASI Global, LLC                                       | AZ                    | NIA                              | UnitedHealthcare of Arizona, Inc.              | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 77-0401090        |              |     |  | Axolotl Corp.   | TX                    | NIA                              | FrontierMEDEX, Inc.                            | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 84-1544013        |              |     |  | bConnected Software, Inc.                             | DE                    | NIA                              | OptumInsight, Inc.                             | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 88-0267857        |              |     |  | Behavioral Healthcare Options, Inc.                   | DE                    | NIA                              | Connexions, Inc.                               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 41-2011515        |              |     |  | BP Inc.   | NV                    | NIA                              | Sierra Health Services, Inc.                   | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             |                   |              |     |  | Canada Health Group International Limited             | DE                    | NIA                              | United HealthCare Services, Inc.               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             |                   |              |     |  | CanReg (Europe) Limited                               | CA                    | NIA                              | FrontierMEDEX Canada Holdings Ltd.             | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 20-2576806        |              |     |  | Care Improvement Associates of Texas, Inc.            | IE                    | NIA                              | OptumInsight (Canada) Inc.                     | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 20-8375685        |              |     |  | Care Improvement Plus Group Management, LLC           | TX                    | NIA                              | XLHealth Corporation                           | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .12313            | 20-2412936        |              |     |  | Care Improvement Plus of Maryland, Inc.               | MD                    | NIA                              | XLHealth Corporation                           | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .12558            | 45-4976934        |              |     |  | Care Improvement Plus of Texas Insurance Company      | MD                    | JA                               | XLHealth Corporation                           | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 27-3536376        |              |     |  | Care Improvement Plus Practitioners, LLC              | TX                    | JA                               | XLHealth Corporation                           | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .12567            | 20-3888112        |              |     |  | Care Improvement Plus South Central Insurance Company | MD                    | NIA                              | XLHealth Corporation                           | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .14041            | 27-5038136        |              |     |  | Care Improvement Plus Wisconsin Insurance Company     | AR                    | JA                               | XLHealth Corporation                           | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 26-1358634        |              |     |  | Care Improvement Reinsurance Corporation of America   | WI                    | JA                               | XLHealth Corporation                           | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 42-1464363        |              |     |  | CareMedic Systems, Inc.                               | AZ                    | NIA                              | XLHealth Corporation                           | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             |                   |              |     |  | ChinaGate (Hong Kong) Limited                         | DE                    | NIA                              | OptumInsight, Inc.                             | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             |                   |              |     |  | ChinaGate Company Limited                             | HK                    | NIA                              | Optum, Inc.                                    | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 95-4188244        |              |     |  | CII Financial, Inc.                                   | CN                    | NIA                              | ChinaGate (Hong Kong) Limited                  | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             |                   |              |     |  | Citrus Health Care, Inc.                              | CA                    | NIA                              | Sierra Health Services, Inc.                   | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .11836            | 13-4247706        |              |     |  | Citipsych Pty. Limited                                | CA                    | NIA                              | Sierra Health Services, Inc.                   | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 27-2337616        |              |     |  | Collaborative Care Holdings, LLC                      | AU                    | NIA                              | PPC Worldwide Unit Trust                       | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 27-2337487        |              |     |  | Collaborative Care Services, Inc.                     | FL                    | JA                               | PHC Holdings of Florida, Inc.                  | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             |                   |              |     |  |   | DE                    | NIA                              | OptumHealth Holdings, LLC                      | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             |                   |              |     |  |   | DE                    | NIA                              | Collaborative Care Holdings, LLC               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |

STATEMENT AS OF JUNE 30, 2012 OF THE UnitedHealthcare of Arkansas, Inc.

**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

| 1          | 2                               | 3                 | 4                 | 5            | 6   | 7  | 8   | 9                     | 10                               | 11   | 12   | 13   | 14   | 15 |
|------------|---------------------------------|-------------------|-------------------|--------------|-----|--|---|-----------------------|----------------------------------|--|--|--|--|----|
| Group Code | Group Name                      | NAIC Company Code | Federal ID Number | Federal RSSD | CIK | Name of Securities Exchange if Publicly Traded (U.S. or International) | Names of Parent, Subsidiaries Or Affiliates               | Domi-ciliary Location | Relationship to Reporting Entity | Directly Controlled by (Name of Entity/Person) | Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other) | If Control is Ownership Provide Percentage | Ultimate Controlling Entity(ies)/Person(s) | *  |
|            |                                 | .00000            | 27-3470466        |              |     |  | Collaborative Care Solutions, LLC                         |                       |                                  | Collaborative Care Services, Inc.              | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 11-3647007        |              |     |  | Comfort Care Transportation, LLC                          | DE                    | NIA                              | WellMed Medical Management, Inc.               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 61-1351358        |              |     |  | Commonwealth Administrators, LLC                          | KY                    | NIA                              | UMR, Inc.                                      | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 20-2581574        |              |     |  | Connexions HCI NM, LLC                                    | NM                    | NIA                              | Connexions, Inc.                               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 20-1825933        |              |     |  | Connexions HCI, LLC                                       | FL                    | NIA                              | Connexions, Inc.                               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 59-3684411        |              |     |  | Connexions, Inc.  | FL                    | NIA                              | OptumHealth Holdings, LLC                      | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | Corporate Support Limited                                 |                       |                                  | Personal Performance Consultants               |  |  | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 52-1811176        |              |     |  | DBP Services of New York IPA, Inc.                        | UK                    | NIA                              | UK Limited                                     | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 01-0518346        |              |     |  | DCG Resource Options, LLC                                 | NY                    | NIA                              | Dental Benefit Providers, Inc.                 | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 52-1452809        |              |     |  | Dental Benefit Providers of California, Inc.              | ME                    | NIA                              | Specialty Benefits, LLC                        | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .52053            | 36-4008355        |              |     |  | Dental Benefit Providers of Illinois, Inc.                | CA                    | JA                               | Dental Benefit Providers, Inc.                 | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 41-2014834        |              |     |  | Dental Benefit Providers, Inc.                            | IL                    | JA                               | Dental Benefit Providers, Inc.                 | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 30-0238641        |              |     |  | Distance Learning Network, Inc.                           | DE                    | NIA                              | United HealthCare Services, Inc.               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | Duncan Printing Services, LLC                             | DE                    | NIA                              | OptumHealth Holdings, LLC                      | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 84-1162764        |              |     |  | Electronic Network Systems, Inc.                          | SC                    | NIA                              | UnitedHealthcare Insurance Company             | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | ELG FZE   | DE                    | NIA                              | OptumInsight, Inc.                             | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 86-0964571        |              |     |  | Evercare Collaborative Solutions, Inc.                    | AE                    | NIA                              | FrontierMEDEX Limited                          | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 30-0226127        |              |     |  | Evercare Hospice, Inc.                                    | DE                    | NIA                              | Ovations, Inc.                                 | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 86-0618309        |              |     |  | Evercare of Arizona, Inc.                                 | DE                    | NIA                              | Collaborative Care Holdings, LLC               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 11-3669765        |              |     |  | Executive Health Resources, Inc.                          | AZ                    | NIA                              | Ovations, Inc.                                 | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | Exlogs EBT Holdings Limited                               | PA                    | NIA                              | OptumInsight, Inc.                             | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | Exlogs HSE, Inc. (Canada)                                 | JE                    | NIA                              | FrontierMEDEX Limited                          | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | Exploration for Mine Clearance, LLC                       | CA                    | NIA                              | FrontierMEDEX Canada Holdings Ltd.             | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | Exploration Logisitics Group for Medical Services PLC LTD | IQ                    | NIA                              | FrontierMEDEX Limited                          | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | Exploration Logistics BC Limited                          | IQ                    | NIA                              | FrontierMEDEX Limited                          | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 68-0679516        |              |     |  | Exploration Logistics Group Inc.                          | CA                    | NIA                              | FrontierMEDEX Canada Limited                   | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 68-0679514        |              |     |  | Exploration Logistics Inc.                                | DE                    | NIA                              | FrontierMEDEX Limited                          | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | Exploration Logistics Limited                             | DE                    | NIA                              | Exploration Logistics Group Inc.               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | Exploration Logistics Newfoundland Limited                | UK                    | NIA                              | FrontierMEDEX Limited                          | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | Exploration Logistics Nova Scotia Limited                 | CA                    | NIA                              | FrontierMEDEX Canada Limited                   | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 88-0223385        |              |     |  | Family Health Care Services                               | CA                    | NIA                              | FrontierMEDEX Canada Limited                   | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 88-0257036        |              |     |  | Family Home Hospice, Inc.                                 | NV                    | NIA                              | Sierra Health Services, Inc.                   | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | FMG Holdings, LLC   | NV                    | NIA                              | Sierra Health Services, Inc.                   | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | Focus EAP Ltd.  | DE                    | NIA                              | UnitedHealth Group Incorporated                | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 22-3314813        |              |     |  | FOHP, Inc.  | UK                    | NIA                              | Personal Performance Consultants               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 86-0908902        |              |     |  | FOR HEALTH OF ARIZONA, INC.                               | NJ                    | NIA                              | UK Limited                                     | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 06-1529471        |              |     |  | For Health of Rhode Island, Inc.                          | AZ                    | NIA                              | Oxford Health Plans LLC                        | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 33-0766617        |              |     |  | For Health, Inc.  | RI                    | NIA                              | For Health, Inc.                               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | Frontier Medical Services Limited                         | DE                    | NIA                              | Inspiris, Inc.                                 | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | FrontierMEDEX Canada Holdings Ltd.                        | UK                    | NIA                              | FrontierMEDEX Limited                          | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  |   | CA                    | NIA                              | FrontierMEDEX Limited                          | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |

STATEMENT AS OF JUNE 30, 2012 OF THE UnitedHealthcare of Arkansas, Inc.

**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

| 1          | 2                               | 3                 | 4                 | 5            | 6   | 7  | 8   | 9                     | 10                               | 11   | 12   | 13   | 14   | 15 |
|------------|---------------------------------|-------------------|-------------------|--------------|-----|--|---|-----------------------|----------------------------------|--|--|--|--|----|
| Group Code | Group Name                      | NAIC Company Code | Federal ID Number | Federal RSSD | CIK | Name of Securities Exchange if Publicly Traded (U.S. or International) | Names of Parent, Subsidiaries Or Affiliates     | Domi-ciliary Location | Relationship to Reporting Entity | Directly Controlled by (Name of Entity/Person) | Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other) | If Control is Ownership Provide Percentage | Ultimate Controlling Entity(ies)/Person(s) | *  |
|            |                                 | .0000             |                   |              |     |  | FrontierMEDEX Canada Limited                    |                       |                                  | Canada Health Group International Limited      | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 45-5339512        |              |     |  | FrontierMEDEX Government Services, LLC          | CA                    | NIA                              | FMG Holdings, LLC                              | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             |                   |              |     |  | FrontierMEDEX Group Limited                     | DE                    | NIA                              | FMG Holdings, LLC                              | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             |                   |              |     |  | FrontierMEDEX Limited                           | UK                    | NIA                              | FrontierMEDEX UK Limited                       | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             |                   |              |     |  | FrontierMEDEX UK Limited                        | UK                    | NIA                              | FrontierMEDEX Group Limited                    | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 33-1219808        |              |     |  | FrontierMEDEX US, Inc.                          | DE                    | NIA                              | FrontierMEDEX Group Limited                    | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 52-2230470        |              |     |  | FrontierMEDEX, Inc.                             | MN                    | NIA                              | FrontierMEDEX US, Inc.                         | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 04-3748582        |              |     |  | Geriatric of Massachusetts, Inc.                | TN                    | NIA                              | Inspiris, Inc.                                 | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 37-0855360        |              |     |  | Golden Rule Financial Corporation               | DE                    | NIA                              | UnitedHealth Group Incorporated                | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .62286            | 37-6028756        | 3057283      |     |  | Golden Rule Insurance Company                   |                       |                                  | Golden Rule Financial Corporation              | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 98-0213198        |              |     |  | H & W Indemnity, Ltd.                           | JN                    | JA                               | UnitedHealth Group Incorporated                | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .43893            | 13-3584296        |              |     |  | Health Net Insurance of New York, Inc.          | KY                    | NIA                              | Oxford Health Plans LLC                        | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .95968            | 06-1084283        |              |     |  | Health Net of Connecticut, Inc.                 | NY                    | JA                               | Oxford Health Plans LLC                        | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .95351            | 22-3241303        |              |     |  | Health Net of New Jersey, Inc.                  | CT                    | JA                               | FOHP, Inc.                                     | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .95305            | 06-1174953        |              |     |  | Health Net of New York, Inc.                    | NJ                    | JA                               | Oxford Health Plans LLC                        | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 98-0153069        |              |     |  | Health Net Services (Bermuda) Ltd.              | NY                    | JA                               | Oxford Health Plans LLC                        | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .96342            | 88-0201035        |              |     |  | Health Plan of Nevada, Inc.                     | BM                    | NIA                              | Oxford Health Plans LLC                        | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             |                   |              |     |  | Health Technology Analysts Pty Limited          | NV                    | JA                               | Sierra Health Services, Inc.                   | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 95-4763349        |              |     |  | HealthAllies, Inc.                              | AU                    | NIA                              | OptumInsight, Inc.                             | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 20-8910978        |              |     |  | Hospice Inspiris Holdings, Inc.                 | DE                    | NIA                              | OptumHealth Holdings, LLC                      | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 20-8911466        |              |     |  | Hospice Inspiris of Pennsylvania, Inc.          | TN                    | NIA                              | Inspiris, Inc.                                 | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 20-8911303        |              |     |  | Hospice Inspiris of Texas, Inc.                 | TN                    | NIA                              | Hospice Inspiris Holdings, Inc.                | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 82-0586676        |              |     |  | Hospice Inspiris, LLC                           | TN                    | NIA                              | FOR HEALTH OF ARIZONA, INC.                    | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 36-4331825        |              |     |  | Hygeia Corporation                              | DE                    | NIA                              | UnitedHealth International, Inc.               | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             |                   |              |     |  | Hygeia Corporation (Ontario)                    | CA                    | NIA                              | Hygeia Corporation                             | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 27-4603968        |              |     |  | Independent Physician Management Services, Inc. | CA                    | NIA                              | Collaborative Care Holdings, LLC               | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 86-0477097        |              |     |  | Information Network Corporation                 | DE                    | NIA                              | AmeriChoice Corporation                        | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             |                   |              |     |  | Ingenix Innovus (Netherlands) B.V.              | AZ                    | NIA                              | Optum, Inc.                                    | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             |                   |              |     |  | Ingenix UK Holdings Limited                     | NL                    | NIA                              | Optum, Inc.                                    | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 62-1641102        |              |     |  | Ingram & Associates, LLC                        | UK                    | NIA                              | Payment Resolution Services, Inc.              | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 27-2284945        |              |     |  | Inspiris of Alabama, Inc.                       | TN                    | NIA                              | Inspiris, Inc.                                 | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 27-2831067        |              |     |  | Inspiris of Maryland, Inc.                      | TN                    | NIA                              | Inspiris, Inc.                                 | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 27-1561939        |              |     |  | Inspiris of Michigan, Inc.                      | TN                    | NIA                              | Inspiris, Inc.                                 | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 13-4138668        |              |     |  | INSPIRIS of New York IPA, Inc.                  | NY                    | NIA                              | Inspiris, Inc.                                 | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 13-4138665        |              |     |  | INSPIRIS of New York Management, Inc.           | NY                    | NIA                              | Inspiris, Inc.                                 | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 20-8911466        |              |     |  | Inspiris of Pennsylvania, Inc.                  | NY                    | NIA                              | Inspiris, Inc.                                 | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 20-5355196        |              |     |  | Inspiris of Tennessee, Inc.                     | TN                    | NIA                              | Inspiris, Inc.                                 | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 26-2885572        |              |     |  | INSPIRIS of Texas Physician Group               | TN                    | NIA                              | Inspiris of Texas, Inc.                        | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 20-8911372        |              |     |  | Inspiris of Texas, Inc.                         | TX                    | NIA                              | Inspiris, Inc.                                 | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 26-0683057        |              |     |  | Inspiris Services Company                       | TN                    | NIA                              | Inspiris, Inc.                                 | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 33-0766366        |              |     |  | Inspiris, Inc.                                  | TN                    | NIA                              | Collaborative Care Holdings, LLC               | Ownership  | .100.000                                   | UnitedHealth Group Incorporated            |    |

STATEMENT AS OF JUNE 30, 2012 OF THE UnitedHealthcare of Arkansas, Inc.

**SCHEDULE Y**

**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

| 1          | 2                               | 3                 | 4                 | 5            | 6   | 7  | 8  | 9                     | 10                               | 11   | 12   | 13   | 14   | 15 |
|------------|---------------------------------|-------------------|-------------------|--------------|-----|--|--|-----------------------|----------------------------------|--|--|--|--|----|
| Group Code | Group Name                      | NAIC Company Code | Federal ID Number | Federal RSSD | CIK | Name of Securities Exchange if Publicly Traded (U.S. or International) | Names of Parent, Subsidiaries Or Affiliates      | Domi-ciliary Location | Relationship to Reporting Entity | Directly Controlled by (Name of Entity/Person) | Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other) | If Control is Ownership Provide Percentage | Ultimate Controlling Entity(ies)/Person(s) | *  |
|            |                                 | .0000             |                   |              |     |  | International Psychological Services Pty Limited | AU                    | NIA                              | PPC Worldwide Pty Ltd                          | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 45-3143218        |              |     |  | Lifeprint East, Inc.                             | DE                    | NIA                              | Collaborative Care Holdings, LLC               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 27-2309024        |              |     |  | Lifeprint Health, Inc.                           | DE                    | NIA                              | Collaborative Care Holdings, LLC               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 05-0471309        |              |     |  | LighthouseMD, Inc.                               | RI                    | NIA                              | OptumInsight, Inc.                             | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 39-1974851        |              |     |  | Logistics Health, Inc.                           | WI                    | NIA                              | OptumHealth Holdings, LLC                      | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 91-1263758        |              |     |  | Lynx Medical Systems, Inc.                       | WA                    | NIA                              | Picis, Inc.                                    | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             |                   |              |     |  | MAMSI Insurance Resources, LLC                   | MD                    | NIA                              | OneNet PPO, LLC                                | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .60321            | 52-1803283        |              |     |  | MAMSI Life and Health Insurance Company          | MD                    | JA                               | United HealthCare Services, Inc.               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 14-1782475        |              |     |  | Managed Physical Network, Inc.                   | NY                    | NIA                              | OptumHealth Care Solutions, Inc.               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .96310            | 52-1169135        |              |     |  | MD-Individual Practice Association, Inc.         | MD                    | JA                               | United HealthCare Services, Inc.               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             |                   |              |     |  | Medekit.com Limited                              | UK                    | NIA                              | FrontierMEDEX Limited                          | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 52-2178531        |              |     |  | MEDEX Insurance Services, Inc.                   | MD                    | NIA                              | FrontierMEDEX, Inc.                            | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .12756            | 20-3391186        |              |     |  | Medica Health Plans of Florida, Inc.             | FL                    | JA                               | United HealthCare Services, Inc.               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .12155            | 01-0788576        |              |     |  | Medica HealthCare Plans, Inc.                    | FL                    | JA                               | United HealthCare Services, Inc.               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 26-4808018        |              |     |  | Medical Preparatory School of Allied Health, LLC | TX                    | NIA                              | WellMed Medical Management, Inc.               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 32-0037402        |              |     |  | Medical Transportation Services, LLC             | FL                    | NIA                              | United HealthCare Services, Inc.               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .79480            | 35-1279304        |              |     |  | Midwest Security Life Insurance Company          | WI                    | JA                               | UnitedHealthcare, Inc.                         | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 86-0693199        |              |     |  | Mohave Valley Hospital, Inc.                     | AZ                    | NIA                              | Southwest Medical Associates, Inc.             | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 45-3142852        |              |     |  | Monarch Management Services, Inc.                | DE                    | NIA                              | Collaborative Care Holdings, LLC               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .95251            | 76-0196559        |              |     |  | National Pacific Dental, Inc.                    | TX                    | JA                               | Dental Benefit Providers, Inc.                 | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .95123            | 65-0996107        |              |     |  | Neighborhood Health Partnership, Inc.            | FL                    | JA                               | UnitedHealthcare, Inc.                         | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 20-4755277        |              |     |  | Netwerkes, LLC                                   | TN                    | NIA                              | Payment Resolution Services, Inc.              | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .95758            | 88-0228572        |              |     |  | Nevada Pacific Dental                            | NV                    | JA                               | Dental Benefit Providers, Inc.                 | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 88-0245121        |              |     |  | Northern Nevada Health Network, Inc.             | NV                    | NIA                              | Sierra Health Services, Inc.                   | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             |                   |              |     |  | OneNet PPO, LLC                                  | MD                    | NIA                              | UnitedHealthcare Insurance Company             | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .96940            | 52-1518174        |              |     |  | Optimum Choice, Inc.                             | MD                    | JA                               | United HealthCare Services, Inc.               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 45-3142512        |              |     |  | Optum Clinical Services, Inc.                    | DE                    | NIA                              | Collaborative Care Holdings, LLC               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 04-3574101        |              |     |  | Optum Government Solutions, Inc.                 | DE                    | NIA                              | OptumInsight, Inc.                             | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 20-4581265        |              |     |  | Optum Public Sector Solutions, Inc.              | DE                    | NIA                              | OptumInsight, Inc.                             | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             |                   |              |     |  | Optum Sa de Servi os (Brasil) Ltda               | BR                    | NIA                              | Ingenix Innovus (Netherlands) B.V.             | Ownership  | 99.000                                     | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             |                   |              |     |  | Optum Sa de Servi os (Brasil) Ltda               | BR                    | NIA                              | OptumInsight, Inc.                             | Ownership  | 1.000                                      | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 45-4683454        |              |     |  | Optum Services, Inc.                             | DE                    | NIA                              | Optum, Inc.                                    | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 30-0580620        | 3119994      |     |  | Optum, Inc.                                      | DE                    | NIA                              | United HealthCare Services, Inc.               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 47-0858534        | 3202702      |     |  | OptumHealth Bank, Inc.                           | UT                    | NIA                              | OptumHealth Financial Services, Inc.           | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 27-0508164        |              |     |  | OptumHealth Capital, Inc.                        | DE                    | NIA                              | OptumHealth Financial Services, Inc.           | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 41-1591944        |              |     |  | OptumHealth Care Solutions, Inc.                 | MN                    | NIA                              | OptumHealth Holdings, LLC                      | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 47-0858530        |              |     |  | OptumHealth Financial Services, Inc.             | DE                    | NIA                              | OptumHealth Holdings, LLC                      | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             |                   |              |     |  | OptumHealth Holdings, LLC                        | DE                    | NIA                              | Optum, Inc.                                    | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |

STATEMENT AS OF JUNE 30, 2012 OF THE UnitedHealthcare of Arkansas, Inc.

**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

| 1          | 2                               | 3                 | 4                 | 5            | 6   | 7  | 8  | 9                    | 10                               | 11  | 12   | 13   | 14   | 15 |
|------------|---------------------------------|-------------------|-------------------|--------------|-----|--|--|----------------------|----------------------------------|---|--|--|--|----|
| Group Code | Group Name                      | NAIC Company Code | Federal ID Number | Federal RSSD | CIK | Name of Securities Exchange if Publicly Traded (U.S. or International) | Names of Parent, Subsidiaries Or Affiliates            | Domiciliary Location | Relationship to Reporting Entity | Directly Controlled by (Name of Entity/Person)    | Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other) | If Control is Ownership Provide Percentage | Ultimate Controlling Entity(ies)/Person(s) | *  |
|            |                                 | .00000            |                   |              |     |  | OptumHealth International B.V.                         | NL                   | NIA                              | Optum, Inc.                                       | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | OptumInsight (Canada) Inc.                             | CA                   | NIA                              | OptumInsight, Inc.                                | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | OptumInsight (Deutschland) GmbH                        |                      |                                  | Ingenix Innovus (Netherlands) B.V.                | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | OptumInsight (Singapore) Pte. Ltd.                     | DE                   | NIA                              | OptumInsight, Inc.                                | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | OptumInsight (Sweden) AB                               | SG                   | NIA                              | Ingenix Innovus (Netherlands) B.V.                | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | OptumInsight Holdings, LLC                             | SE                   | NIA                              | Optum, Inc.                                       | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | OptumInsight Italy S.r.l.                              | DE                   | NIA                              | Ingenix Innovus (Netherlands) B.V.                | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | OptumInsight Korea LLC                                 | IT                   | NIA                              | OptumInsight, Inc.                                | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 04-3383745        |              |     |  | OptumInsight Life Sciences, Inc.                       | Re                   | NIA                              | Optum, Inc.                                       | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | OptumInsight Poland sp. z.o.o.                         | DE                   | NIA                              | OptumInsight, Inc.                                | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | OptumInsight Poland sp. z.o.o.                         | Po                   | NIA                              | Ingenix Innovus (Netherlands) B.V.                | Ownership  | 99.000                                     | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 41-1858498        |              |     |  | OptumInsight, Inc.                                     | Po                   | NIA                              | OptumInsight, Inc.                                | Ownership  | 1.000                                      | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | OptumRx Holdings, LLC                                  | DE                   | NIA                              | OptumInsight Holdings, LLC                        | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 33-0441200        |              |     |  | OptumRx, Inc.  | DE                   | NIA                              | Optum, Inc.                                       | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 41-1921007        |              |     |  | Ovations, Inc.   | CA                   | NIA                              | OptumRx Holdings, LLC                             | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 06-1587795        |              |     |  | Oxford Benefit Management, Inc.                        | DE                   | NIA                              | United HealthCare Services, Inc.                  | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .78026            | 22-2797560        |              |     |  | Oxford Health Insurance, Inc.                          | CT                   | NIA                              | Oxford Health Plans LLC                           | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .96798            | 06-1181201        |              |     |  | Oxford Health Plans (CT), Inc.                         | NY                   | JA                               | Oxford Health Plans (NY), Inc.                    | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .95506            | 22-2745725        |              |     |  | Oxford Health Plans (NJ), Inc.                         | CT                   | JA                               | Oxford Health Plans LLC                           | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .95479            | 06-1181200        |              |     |  | Oxford Health Plans (NY), Inc.                         | NJ                   | JA                               | Oxford Health Plans LLC                           | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 52-2443751        |              |     |  | Oxford Health Plans LLC                                | NY                   | JA                               | Oxford Health Plans LLC                           | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 35-1508167        |              |     |  | PacifiCare Health Plan Administrators, Inc.            | DE                   | NIA                              | UnitedHealth Group Incorporated ..                | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 20-3375956        |              |     |  | PacifiCare Health Systems, LLC                         | IN                   | NIA                              | PacifiCare Health Systems, LLC                    | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .70785            | 35-1137395        |              |     |  | PacifiCare Life and Health Insurance Company           | DE                   | NIA                              | UnitedHealth Group Incorporated ..                | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .70785            | 35-1137395        |              |     |  | PacifiCare Life and Health Insurance Company           | IN                   | JA                               | PacifiCare Health Plan Administrators, Inc.       | Ownership  | 99.000                                     | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .84506            | 95-2829463        |              |     |  | PacifiCare Life Assurance Company                      | IN                   | JA                               | PacifiCare Health Systems, LLC                    | Ownership  | 1.000                                      | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .95617            | 94-3267522        |              |     |  | PacifiCare of Arizona, Inc.                            | CO                   | JA                               | PacifiCare Health Plan Administrators, Inc.       | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .95434            | 84-1011378        |              |     |  | PacifiCare of Colorado, Inc.                           | AZ                   | JA                               | PacifiCare Health Plan Administrators, Inc.       | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .95685            | 86-0875231        |              |     |  | PacifiCare of Nevada, Inc.                             | CO                   | JA                               | PacifiCare Health Plan Administrators, Inc.       | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | Passport Coast-to-Coast LLC                            | NV                   | JA                               | PacifiCare Health Plan Administrators, Inc.       | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 33-0861832        |              |     |  | Paularino Third Party Administrators, Inc.             | DE                   | NIA                              | United HealthCare Services, Inc. For Health, Inc. | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 62-1451147        |              |     |  | Payment Resolution Services, Inc.                      | CA                   | NIA                              | OptumInsight, Inc.                                | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | Personal Performance Consultants India Private Limited | TN                   | NIA                              | OptumInsight, Inc.                                | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | Personal Performance Consultants India Private Limited | IN                   | NIA                              | OptumHealth International B.V.                    | Ownership  | 99.996                                     | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | Personal Performance Consultants UK Limited            | IN                   | NIA                              | United Behavioral Health                          | Ownership  | 0.004                                      | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            | 80-0506053        |              |     |  | PHC Holdings of Florida, Inc.                          | UK                   | NIA                              | PPC International, L.L.C.                         | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .00000            |                   |              |     |  | PHC Subsidiary Holdings, LLC                           | TX                   | NIA                              | PHC Subsidiary Holdings, LLC                      | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |

STATEMENT AS OF JUNE 30, 2012 OF THE UnitedHealthcare of Arkansas, Inc.

**SCHEDULE Y**  
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|------------|---------------------------------|-------------------|--------------------------|--------------|-----|--|--|-----------------------|----------------------------------|--|--|--|--|----|
| Group Code | Group Name                      | NAIC Company Code | Federal ID Number        | Federal RSSD | CIK | Name of Securities Exchange if Publicly Traded (U.S. or International) | Names of Parent, Subsidiaries Or Affiliates                                | Domi-ciliary Location | Relationship to Reporting Entity | Directly Controlled by (Name of Entity/Person)                   | Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other) | If Control is Ownership Provide Percentage | Ultimate Controlling Entity(ies)/Person(s)                         | *  |
| 0707       | UnitedHealth Group Incorporated | 00000<br>13160    | 35-2288416<br>45-0571407 |              |     |  | PHC Subsidiary Holdings, LLC<br>Physicians Health Choice of Arkansas, Inc. | TX<br>AR              | NIA<br>JA                        | United HealthCare Services, Inc.<br>PHC Subsidiary Holdings, LLC | Ownership  | 100.000                                    | UnitedHealth Group Incorporated<br>UnitedHealth Group Incorporated |    |
| 0707       | UnitedHealth Group Incorporated | 12977             | 32-0191973               |              |     |  | Physicians Health Choice of New Mexico, Inc.                               | NM                    | JA                               | PHC Subsidiary Holdings, LLC                                     | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
| 0707       | UnitedHealth Group Incorporated | 11494             | 04-3677255               |              |     |  | Physicians Health Choice of Texas, LLC                                     | TX                    | JA                               | PHC Subsidiary Holdings, LLC                                     | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             | 52-1162824               |              |     |  | Physicians Health Plan of Maryland, Inc.                                   | MD                    | NIA                              | United HealthCare Services, Inc.                                 | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             |                          |              |     |  | Picis Research and Development, S.A.U.                                     | ES                    | NIA                              | Ingenix Innovus (Netherlands) B.V.                               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             |                          |              |     |  | Picis SAS  | FR                    | NIA                              | Ingenix Innovus (Netherlands) B.V.                               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             | 36-4375169               | 3886791      |     |  | Picis, Inc.  | DE                    | NIA                              | OptumInsight, Inc.   | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             |                          |              |     |  | Picis, Ltd.  | UK                    | NIA                              | Picis, Inc.  | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             |                          |              |     |  | Positive People Company  | CN                    | NIA                              | PPC International, L.L.C.  | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             | 20-2149493               |              |     |  | PPC International II, LLC  | MO                    | NIA                              | United Behavioral Health   | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             | 43-1747235               |              |     |  | PPC International, L.L.C.  | MO                    | NIA                              | Optum, Inc.  | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             |                          |              |     |  | PPC Worldwide Canada EAP Services Ltd.                                     | CA                    | NIA                              | PPC International, L.L.C.  | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             |                          |              |     |  | PPC Worldwide Management Pty Ltd   | AU                    | NIA                              | PPC Worldwide Pty Ltd  | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             |                          |              |     |  | PPC Worldwide Pte. Ltd.  | SG                    | NIA                              | International Psychological Services Pty Limited                 | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             |                          |              |     |  | PPC Worldwide Pty Ltd  | AU                    | NIA                              | Personal Performance Consultants UK Limited                      | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             |                          |              |     |  | PPC Worldwide Unit Trust   | AU                    | NIA                              | PPC Worldwide Pty Ltd  | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             | 75-2741619               |              |     |  | ppoONE, Inc.   | DE                    | NIA                              | United HealthCare Services, Inc.                                 | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             | 65-0683927               |              |     |  | Preferred Care Partners Holding, Corp.                                     | FL                    | NIA                              | United HealthCare Services, Inc.                                 | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             | 26-1845018               |              |     |  | Preferred Care Partners Medical Group, Inc.                                | FL                    | NIA                              | Preferred Care Partners Holding, Corp.                           | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             | 26-1845018               |              |     |  | Preferred Care Partners Medical Group, Inc.                                | FL                    | NIA                              | Preferred Care Partners Holding, Corp.                           | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
| 0707       | UnitedHealth Group Incorporated | 11176             | 65-0885893               |              |     |  | Preferred Care Partners, Inc.  | FL                    | JA                               | Preferred Care Partners Holding, Corp.                           | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             | 88-0253112               |              |     |  | Prime Health, Inc.   | NV                    | NIA                              | Sierra Health Services, Inc.                                     | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             | 39-1579905               |              |     |  | ProcessWorks, Inc.   | WI                    | NIA                              | UnitedHealthcare, Inc.   | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             | 26-3168754               |              |     |  | R&H Family Fitness Unlimited LLC   | TX                    | NIA                              | WellMed Medical Management, Inc.                                 | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             | 20-0151096               |              |     |  | Rx Solutions NY IPA, Inc.  | NY                    | NIA                              | OptumRx, Inc.  | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             |                          |              |     |  | ScriptSwitch Holdings Limited  | UK                    | NIA                              | Ingenix UK Holdings Limited                                      | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             |                          |              |     |  | ScriptSwitch Limited   | UK                    | NIA                              | ScriptSwitch Holdings Limited                                    | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
| 0707       | UnitedHealth Group Incorporated | 71420             | 94-0734860               |              |     |  | Sierra Health and Life Insurance Company, Inc.                             | CA                    | JA                               | Sierra Health Services, Inc.                                     | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             | 88-0200415               |              |     |  | Sierra Health Services, Inc.   | NV                    | NIA                              | UnitedHealthcare, Inc.   | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             | 88-0254322               |              |     |  | Sierra Health-Care Options, Inc.   | NV                    | NIA                              | Sierra Health Services, Inc.                                     | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             | 88-0385705               |              |     |  | Sierra Home Medical Products, Inc.   | NV                    | NIA                              | Sierra Health Services, Inc.                                     | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             | 88-0264562               |              |     |  | Sierra Nevada Administrators, Inc.   | NV                    | NIA                              | Sierra Health Services, Inc.                                     | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             | 88-0201420               |              |     |  | Southwest Medical Associates, Inc.   | NV                    | NIA                              | Sierra Health Services, Inc.                                     | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             | 38-2609888               |              |     |  | Southwest Michigan Health Network Inc.                                     | MI                    | NIA                              | UnitedHealthcare, Inc.   | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |
|            |                                 | 00000             | 41-1921983               |              |     |  | Specialty Benefits, LLC  | DE                    | NIA                              | United HealthCare Services, Inc.                                 | Ownership  | 100.000                                    | UnitedHealth Group Incorporated                                    |    |

STATEMENT AS OF JUNE 30, 2012 OF THE UnitedHealthcare of Arkansas, Inc.

**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

| 1          | 2                               | 3                 | 4                 | 5            | 6          | 7  | 8   | 9                     | 10                               | 11   | 12   | 13   | 14   | 15 |
|------------|---------------------------------|-------------------|-------------------|--------------|------------|--|---|-----------------------|----------------------------------|--|--|--|--|----|
| Group Code | Group Name                      | NAIC Company Code | Federal ID Number | Federal RSSD | CIK        | Name of Securities Exchange if Publicly Traded (U.S. or International) | Names of Parent, Subsidiaries Or Affiliates             | Domi-ciliary Location | Relationship to Reporting Entity | Directly Controlled by (Name of Entity/Person) | Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other) | If Control is Ownership Provide Percentage | Ultimate Controlling Entity(ies)/Person(s) | *  |
|            |                                 | .0000             | 71-0886811        |              |            |  | Spectera of New York, IPA, Inc.                         | NY                    | NIA                              | Spectera, Inc.                                 | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 52-1260282        |              |            |  | Spectera, Inc.  | MD                    | NIA                              | Specialty Benefits, LLC                        | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 56-1970224        |              |            |  | The Lewin Group, Inc.                                   |                       |                                  | Optum Public Sector Solutions, Inc.            | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 25-1825549        |              |            |  | Three Rivers Holdings, Inc.                             | NC                    | NIA                              |  | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 52-1431155        |              |            |  | Travel Express Incorporated                             | DE                    | NIA                              | AmeriChoice Corporation                        | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 94-3077084        |              |            |  | U.S. Behavioral Health Plan, California                 | MD                    | NIA                              | FrontierMEDEX, Inc.                            | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 41-1913059        |              |            |  | UHC International Services, Inc.                        | CA                    | JA                               | United Behavioral Health                       | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 95-2931460        |              |            |  | UHC of California                                       | DE                    | NIA                              | UnitedHealth Group Incorporated                | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 41-1921008        |              |            |  | UHC Holdings, Inc.                                      | CA                    | JA                               | PacifiCare Health Plan Administrators, Inc.    | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 14-1892398        |              |            |  | Ultima Rx, LLC  | DE                    | NIA                              | United HealthCare Services, Inc.               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 75-2788811        |              |            |  | UMR Care Management, LLLP                               | FL                    | NIA                              | United HealthCare Services, Inc.               | Ownership  | 99.000                                     | UnitedHealth Group Incorporated            | 1  |
|            |                                 | .0000             | 75-2788811        |              |            |  | UMR Care Management, LLLP                               | DE                    | NIA                              | UMR, Inc.                                      | Ownership  | 1.000                                      | UnitedHealth Group Incorporated            | 1  |
|            |                                 | .0000             | 39-1995276        |              |            |  | UMR, Inc.   | DE                    | NIA                              | United HealthCare Services, Inc.               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .91529            | 52-1996029        |              |            |  | Unimerica Insurance Company                             | WI                    | JA                               | OptumHealth Holdings, LLC                      | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .11596            | 01-0637149        |              |            |  | Unimerica Life Insurance Company of New York            | NY                    | JA                               | UnitedHealthcare Insurance Company             | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 25-1877716        |              |            |  | Unison Administrative Services, LLC                     | PA                    | NIA                              | Three Rivers Holdings, Inc.                    | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 20-5917714        |              |            |  | Unison Health Plan of Delaware, Inc.                    | DE                    | JA                               | Three Rivers Holdings, Inc.                    | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .11139            | 62-1839257        |              |            |  | Unison Health Plan of Tennessee, Inc.                   |                       |                                  | Three Rivers Holdings, Inc.                    | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .13032            | 26-0651931        |              |            |  | Unison Health Plan of the Capital Area, Inc.            | TN                    | JA                               | Three Rivers Holdings, Inc.                    | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 94-2649097        |              |            |  | United Behavioral Health                                | DC                    | JA                               | OptumHealth Holdings, LLC                      | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 41-1868911        |              |            |  | United Behavioral Health of New York, I.P.A., Inc.      | CA                    | NIA                              | United Behavioral Health                       | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 41-1941615        |              |            |  | United Health Foundation                                | NY                    | NIA                              |  | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 41-1289245        | 3410132      |            |  | United HealthCare Services, Inc.                        | MN                    | NIA                              | UnitedHealth Group Incorporated                | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 30-0318238        |              |            |  | United Resource Networks IPA of New York, Inc.          | MN                    | UIP                              | OptumHealth Care Solutions, Inc.               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 01-0538317        |              |            |  | UnitedHealth Advisors, LLC                              | NY                    | NIA                              |  | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             |                   |              |            |  | UnitedHealth Capital, LLC                               | ME                    | NIA                              | United HealthCare Services, Inc.               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             |                   |              |            |  | UnitedHealth Group Global Healthcare Services Limited   | DE                    | NIA                              | United HealthCare Services, Inc.               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             |                   |              |            |  | UnitedHealth Group Global Services, Inc.                | IE                    | NIA                              | PacifiCare Health Plan Administrators, Inc.    | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 41-1321939        |              | 0000731766 | New York Stock Exchange  | UnitedHealth Group Incorporated                         | PH                    | NIA                              | UnitedHealth Group International B.V.          | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             |                   |              |            |  | UnitedHealth Group Information Services Private Limited | MN                    | UIP                              | UnitedHealth Group International B.V.          | Ownership  | 99.370                                     | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             |                   |              |            |  | UnitedHealth Group Information Services Private Limited | JN                    | NIA                              | UnitedHealth International, Inc.               | Ownership  | 0.630                                      | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             |                   |              |            |  | UnitedHealth Group International B.V.                   | JN                    | NIA                              | UnitedHealth Group Incorporated                | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 41-1917398        |              |            |  | UnitedHealth International, Inc.                        | NL                    | NIA                              |  | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             | 26-2574977        |              |            |  | UnitedHealth Military & Veterans Services, LLC          | DE                    | NIA                              | UnitedHealth Group Incorporated                | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | .0000             |                   |              |            |  | UnitedHealth UK Limited                                 | DE                    | NIA                              | United HealthCare Services, Inc.               | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| .0707      | UnitedHealth Group Incorporated | .95174            | 33-0115163        |              |            |  | UnitedHealthcare Benefits of Texas, Inc.                | UK                    | NIA                              | Ingenix UK Holdings Limited                    | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 |                   |                   |              |            |  |   | TX                    | JA                               | PacifiCare Health Plan Administrators, Inc.    | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |

STATEMENT AS OF JUNE 30, 2012 OF THE UnitedHealthcare of Arkansas, Inc.

**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

| 1          | 2                               | 3                 | 4                 | 5            | 6   | 7  | 8  | 9                     | 10                               | 11  | 12   | 13   | 14   | 15 |
|------------|---------------------------------|-------------------|-------------------|--------------|-----|--|--|-----------------------|----------------------------------|---|--|--|--|----|
| Group Code | Group Name                      | NAIC Company Code | Federal ID Number | Federal RSSD | CIK | Name of Securities Exchange if Publicly Traded (U.S. or International) | Names of Parent, Subsidiaries Or Affiliates            | Domi-ciliary Location | Relationship to Reporting Entity | Directly Controlled by (Name of Entity/Person)              | Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other) | If Control is Ownership Provide Percentage | Ultimate Controlling Entity(ies)/Person(s) | *  |
| ...0707    | UnitedHealth Group Incorporated | ...12323          | 56-2451429        |              |     |  | UnitedHealthcare Community Plan of Ohio, Inc.          | OH                    | JA                               | Three Rivers Holdings, Inc.                                 | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| ...0707    | UnitedHealth Group Incorporated | ...11141          | 91-2008361        |              |     |  | UnitedHealthcare Community Plan of Texas, L.L.C.       | TX                    | JA                               | Ovations, Inc.  | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| ...0707    | UnitedHealth Group Incorporated | ...95467          | 38-3204052        |              |     |  | UnitedHealthcare Community Plan, Inc.                  | MI                    | JA                               | AmeriChoice Corporation                                     | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | ...00000          |                   |              |     |  | UnitedHealthcare India Private Limited                 | IN                    | NIA                              | UnitedHealth Group International B.V.                       | Ownership  | 99.995                                     | UnitedHealth Group Incorporated            |    |
|            |                                 | ...00000          |                   |              |     |  | UnitedHealthcare India Private Limited                 | IN                    | NIA                              | UnitedHealth International, Inc.                            | Ownership  | 0.005                                      | UnitedHealth Group Incorporated            |    |
| ...0707    | UnitedHealth Group Incorporated | ...79413          | 36-2739571        |              |     |  | UnitedHealthcare Insurance Company                     | CT                    | JA                               | UHC Holdings, Inc.  | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| ...0707    | UnitedHealth Group Incorporated | ...60318          | 36-3800349        |              |     |  | UnitedHealthcare Insurance Company of Illinois         | IL                    | JA                               | UnitedHealthcare Insurance Company                          | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| ...0707    | UnitedHealth Group Incorporated | ...60093          | 11-3283886        |              |     |  | UnitedHealthcare Insurance Company of New York         | NY                    | JA                               | UnitedHealthcare Insurance Company                          | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| ...0707    | UnitedHealth Group Incorporated | ...12231          | 20-1902768        |              |     |  | UnitedHealthcare Insurance Company of the River Valley | IL                    | JA                               | UnitedHealthcare Services Company of the River Valley, Inc. | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
|            |                                 | ...00000          |                   |              |     |  | UnitedHealthcare International Asia, LLC               | DE                    | NIA                              | UnitedHealth Group Incorporated                             | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| ...0707    | UnitedHealth Group Incorporated | ...95784          | 63-0899562        |              |     |  | UnitedHealthcare of Alabama, Inc.                      | AL                    | JA                               | UnitedHealthcare, Inc.                                      | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| ...0707    | UnitedHealth Group Incorporated | ...96016          | 86-0507074        |              |     |  | UnitedHealthcare of Arizona, Inc.                      | AZ                    | JA                               | UnitedHealthcare, Inc.                                      | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| ...0707    | UnitedHealth Group Incorporated | ...95446          | 63-1036819        |              |     |  | UnitedHealthcare of Arkansas, Inc.                     | AR                    | JA                               | UnitedHealthcare, Inc.                                      | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| ...0707    | UnitedHealth Group Incorporated | ...95090          | 84-1004639        |              |     |  | UnitedHealthcare of Colorado, Inc.                     | CO                    | JA                               | UnitedHealthcare, Inc.                                      | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| ...0707    | UnitedHealth Group Incorporated | ...95264          | 59-1293865        |              |     |  | UnitedHealthcare of Florida, Inc.                      | FL                    | JA                               | UnitedHealthcare, Inc.                                      | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| ...0707    | UnitedHealth Group Incorporated | ...95850          | 58-1653544        |              |     |  | UnitedHealthcare of Georgia, Inc.                      | GA                    | JA                               | UnitedHealthcare, Inc.                                      | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| ...0707    | UnitedHealth Group Incorporated | ...95776          | 36-3280214        |              |     |  | UnitedHealthcare of Illinois, Inc.                     | IL                    | JA                               | UnitedHealthcare, Inc.                                      | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| ...0707    | UnitedHealth Group Incorporated | ...96644          | 62-1240316        |              |     |  | UnitedHealthcare of Kentucky, Ltd.                     | KY                    | JA                               | United HealthCare Services, Inc.                            | Ownership  | 94.180                                     | UnitedHealth Group Incorporated            | 2  |
| ...0707    | UnitedHealth Group Incorporated | ...96644          | 62-1240316        |              |     |  | UnitedHealthcare of Kentucky, Ltd.                     | KY                    | JA                               | UnitedHealthcare, Inc.                                      | Ownership  | 5.820                                      | UnitedHealth Group Incorporated            | 2  |
| ...0707    | UnitedHealth Group Incorporated | ...95833          | 72-1074008        |              |     |  | UnitedHealthcare of Louisiana, Inc.                    | LA                    | JA                               | UnitedHealthcare, Inc.                                      | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| ...0707    | UnitedHealth Group Incorporated | ...95716          | 63-1036817        |              |     |  | UnitedHealthcare of Mississippi, Inc.                  | MS                    | JA                               | UnitedHealthcare, Inc.                                      | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| ...0707    | UnitedHealth Group Incorporated | ...95149          | 05-0413469        |              |     |  | UnitedHealthcare of New England, Inc.                  | RI                    | JA                               | United HealthCare Services, Inc.                            | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| ...0707    | UnitedHealth Group Incorporated | ...13214          | 26-2697886        |              |     |  | UnitedHealthcare of New Mexico, Inc.                   | NM                    | JA                               | UnitedHealthcare Insurance Company                          | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| ...0707    | UnitedHealth Group Incorporated | ...95085          | 06-1172891        |              |     |  | UnitedHealthcare of New York, Inc.                     | NY                    | JA                               | AmeriChoice Corporation                                     | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| ...0707    | UnitedHealth Group Incorporated | ...95103          | 56-1461010        |              |     |  | UnitedHealthcare of North Carolina, Inc.               | NC                    | JA                               | UnitedHealthcare, Inc.                                      | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| ...0707    | UnitedHealth Group Incorporated | ...95186          | 31-1142815        |              |     |  | UnitedHealthcare of Ohio, Inc.                         | OH                    | JA                               | United HealthCare Services, Inc.                            | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| ...0707    | UnitedHealth Group Incorporated | ...96903          | 33-0115166        |              |     |  | UnitedHealthcare of Oklahoma, Inc.                     | OK                    | JA                               | PacifiCare Health Plan Administrators, Inc.                 | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| ...0707    | UnitedHealth Group Incorporated | ...95893          | 93-0938819        |              |     |  | UnitedHealthcare of Oregon, Inc.                       | OR                    | JA                               | PacifiCare Health Plan Administrators, Inc.                 | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| ...0707    | UnitedHealth Group Incorporated | ...95220          | 25-1756858        |              |     |  | UnitedHealthcare of Pennsylvania, Inc.                 | PA                    | JA                               | Three Rivers Holdings, Inc.                                 | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| ...0707    | UnitedHealth Group Incorporated | ...11775          | 32-0062883        |              |     |  | UnitedHealthcare of South Carolina, Inc.               | SC                    | JA                               | Three Rivers Holdings, Inc.                                 | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| ...0707    | UnitedHealth Group Incorporated | ...95765          | 95-3939697        |              |     |  | UnitedHealthcare of Texas, Inc.                        | TX                    | JA                               | UnitedHealthcare, Inc.                                      | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |
| ...0707    | UnitedHealth Group Incorporated | ...95025          | 52-1130183        |              |     |  | UnitedHealthcare of the Mid-Atlantic, Inc.             | MD                    | JA                               | UnitedHealthcare, Inc.                                      | Ownership  | 100.000                                    | UnitedHealth Group Incorporated            |    |

STATEMENT AS OF JUNE 30, 2012 OF THE UnitedHealthcare of Arkansas, Inc.

**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

| 1<br>Group Code | 2<br>Group Name                 | 3<br>NAIC Company Code | 4<br>Federal ID Number | 5<br>Federal RSSD | 6<br>CIK | 7<br>Name of Securities Exchange if Publicly Traded (U.S. or International) | 8<br>Names of Parent, Subsidiaries Or Affiliates            | 9<br>Domi-ciliary Location | 10<br>Relationship to Reporting Entity | 11<br>Directly Controlled by (Name of Entity/Person)        | 12<br>Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other) | 13<br>If Control is Ownership Provide Percentage | 14<br>Ultimate Controlling Entity(ies)/Person(s) | 15<br>* |
|-----------------|---------------------------------|------------------------|------------------------|-------------------|----------|---|---|----------------------------|--|---|--|--|--|---------|
| ...0707         | UnitedHealth Group Incorporated | ...95591               | 47-0676824             |                   |          |   | UnitedHealthcare of the Midlands, Inc.                      | NE                         | JA                                     | UnitedHealthcare, Inc.                                      | Ownership  | 100.000  | UnitedHealth Group Incorporated                  |         |
| ...0707         | UnitedHealth Group Incorporated | ...96385               | 43-1361841             |                   |          |   | UnitedHealthcare of the Midwest, Inc.                       | MO                         | JA                                     | UnitedHealthcare, Inc.                                      | Ownership  | 100.000  | UnitedHealth Group Incorporated                  |         |
| ...0707         | UnitedHealth Group Incorporated | ...95501               | 41-1488563             |                   |          |   | UnitedHealthcare of Utah, Inc.                              | UT                         | JA                                     | UnitedHealthcare, Inc.                                      | Ownership  | 100.000  | UnitedHealth Group Incorporated                  |         |
| ...0707         | UnitedHealth Group Incorporated | ...48038               | 91-1312551             |                   |          |   | UnitedHealthcare of Washington, Inc.                        | WA                         | JA                                     | PacificCare Health Plan Administrators, Inc.                | Ownership  | 100.000  | UnitedHealth Group Incorporated                  |         |
| ...0707         | UnitedHealth Group Incorporated | ...95710               | 39-1555888             |                   |          |   | UnitedHealthcare of Wisconsin, Inc.                         | WI                         | JA                                     | UnitedHealthcare, Inc.                                      | Ownership  | 100.000  | UnitedHealth Group Incorporated                  |         |
| ...0707         | UnitedHealth Group Incorporated | ...95378               | 36-3379945             |                   |          |   | UnitedHealthcare Plan of the River Valley, Inc.             | IL                         | JA                                     | UnitedHealthcare Services Company of the River Valley, Inc. | Ownership  | 100.000  | UnitedHealth Group Incorporated                  |         |
|                 |                                 | ...00000               | 47-0854646             |                   |          |   | UnitedHealthcare Service LLC                                | DE                         | NIA                                    | UnitedHealthcare Insurance Company                          | Ownership  | 100.000  | UnitedHealth Group Incorporated                  |         |
|                 |                                 | ...00000               | 36-3355110             |                   |          |   | UnitedHealthcare Services Company of the River Valley, Inc. | DE                         | NIA                                    | UnitedHealthcare, Inc.                                      | Ownership  | 100.000  | UnitedHealth Group Incorporated                  |         |
|                 |                                 | ...00000               | 41-1922511             |                   |          |   | UnitedHealthcare, Inc.                                      | DE                         | UDP                                    | United HealthCare Services, Inc.                            | Ownership  | 100.000  | UnitedHealth Group Incorporated                  |         |
|                 |                                 | ...00000               | 37-0920164             |                   |          |   | UnitedHealthOne Agency, Inc.                                | IN                         | NIA                                    | Golden Rule Financial Corporation                           | Ownership  | 100.000  | UnitedHealth Group Incorporated                  |         |
|                 |                                 | ...00000               | 74-2797745             |                   |          |   | WellMed Medical Management of Florida, Inc.                 | FL                         | NIA                                    | WellMed Medical Management, Inc.                            | Ownership  | 100.000  | UnitedHealth Group Incorporated                  |         |
|                 |                                 | ...00000               | 74-2786364             |                   |          |   | WellMed Medical Management, Inc.                            | TX                         | NIA                                    | Collaborative Care Holdings, LLC                            | Ownership  | 80.000   | UnitedHealth Group Incorporated                  | 3       |
|                 |                                 | ...00000               | 36-3437660             |                   |          |   | Wellness, Inc.  | IL                         | NIA                                    | OptumHealth Care Solutions, Inc.                            | Ownership  | 100.000  | UnitedHealth Group Incorporated                  |         |
|                 |                                 | ...00000               | 20-0325334             |                   |          |   | XLHealth BIPA, Inc.   | MD                         | NIA                                    | XLHealth Corporation  | Ownership  | 100.000  | UnitedHealth Group Incorporated                  |         |
|                 |                                 | ...00000               | 52-2102846             |                   |          |   | XLHealth Corporation  | MD                         | NIA                                    | United HealthCare Services, Inc.                            | Ownership  | 100.000  | UnitedHealth Group Incorporated                  |         |
|                 |                                 | ...00000               |                        |                   |          |   | XLHealth Corporation India Private Limited                  | JN                         | NIA                                    | XLHealth Corporation  | Ownership  | 100.000  | UnitedHealth Group Incorporated                  |         |
|                 |                                 | ...00000               | 20-2717264             |                   |          |   | XLHealth Tennessee, LLC                                     | MD                         | NIA                                    | XLHealth Corporation  | Ownership  | 100.000  | UnitedHealth Group Incorporated                  |         |
|                 |                                 | ...00000               | 52-2111342             |                   |          |   | XLHealth Texas, Inc.  | MD                         | NIA                                    | XLHealth Corporation  | Ownership  | 100.000  | UnitedHealth Group Incorporated                  |         |

| Asterisk | Explanation   |
|----------|---|
| 1        | The general partnership interest of 1.0% is held by UMR, Inc. and the limited partnership interest of 99% is held by United HealthCare Services, Inc.   |
| 2        | The general partnership interest of 89.77% is held by United HealthCare Services, Inc. (UHS) and 10.23% is held by UnitedHealthcare, Inc. (UHC). UHS also holds 100% of the limited partnership interests. When combining general and limited partner interests, UHS owns 94.18% and UHC owns 5.83% |
| 3        | The remaining 20% is owned by WMG Healthcare Partners, L.P., a non-affiliated company.  |

# 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. The Company has no Medicare Supplement business.

Bar Code:

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



**OVERFLOW PAGE FOR WRITE-INS**

**SCHEDULE A - VERIFICATION**

Real Estate

|  | 1<br>Year to Date | 2<br>Prior Year Ended<br>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<br>Year to Date | 2<br>Prior Year Ended<br>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<br>Year to Date | 2<br>Prior Year Ended<br>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<br>Year to Date | 2<br>Prior Year Ended<br>December 31 |
|---|-------------------|--------------------------------------|
| 1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....      | 300,136           | 300,457                              |
| 2. Cost of bonds and stocks acquired .....  | 341,859           | 0                                    |
| 3. Accrual of discount .....  | 0                 | 0                                    |
| 4. Unrealized valuation increase (decrease) .....   | 0                 | 0                                    |
| 5. Total gain (loss) on disposals .....   | 0                 | 0                                    |
| 6. Deduct consideration for bonds and stocks disposed of .....                            | 300,000           | 0                                    |
| 7. Deduct amortization of premium .....   | 1,993             | 321                                  |
| 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) ..... | 340,002           | 300,136                              |
| 11. Deduct total nonadmitted amounts .....  | 0                 | 0                                    |
| 12. Statement value at end of current period (Line 10 minus Line 11)                      | 340,002           | 300,136                              |

STATEMENT AS OF JUNE 30, 2012 OF THE UnitedHealthcare of Arkansas, 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<br>Book/Adjusted<br>Carrying Value<br>Beginning<br>of Current Quarter | 2<br>Acquisitions<br>During<br>Current Quarter | 3<br>Dispositions<br>During<br>Current Quarter | 4<br>Non-Trading Activity<br>During<br>Current Quarter | 5<br>Book/Adjusted<br>Carrying Value<br>End of<br>First Quarter | 6<br>Book/Adjusted<br>Carrying Value<br>End of<br>Second Quarter | 7<br>Book/Adjusted<br>Carrying Value<br>End of<br>Third Quarter | 8<br>Book/Adjusted<br>Carrying Value<br>December 31<br>Prior Year |
|-------------------------------------|---|--|--|--|---|--|---|---|
| <b>BONDS</b>                        |   |  |  |  |   |  |   |   |
| 1. Class 1 (a) .....                | 338,013   | 10,404,995                                     | 8,977,775                                      | (1,912)  | 338,013   | 1,763,321  | 0   | 2,064,753   |
| 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                      | 338,013   | 10,404,995                                     | 8,977,775                                      | (1,912)  | 338,013   | 1,763,321  | 0   | 2,064,753   |
| <b>PREFERRED STOCK</b>              |   |  |  |  |   |  |   |   |
| 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 | 338,013   | 10,404,995                                     | 8,977,775                                      | (1,912)  | 338,013   | 1,763,321  | 0   | 2,064,753   |

(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

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**SCHEDULE DA - PART 1**

## Short-Term Investments

|                | 1                               | 2         | 3           | 4                                  | 5  |
|----------------|---------------------------------|-----------|-------------|------------------------------------|--|
|                | Book/Adjusted<br>Carrying Value | Par Value | Actual Cost | Interest Collected<br>Year-to-Date | Paid for<br>Accrued Interest<br>Year-to-Date |
| 9199999 Totals | 1,423,319                       | XXX       | 1,423,319   | 699                                | 0  |

**SCHEDULE DA - VERIFICATION**

## Short-Term Investments

|   | 1            | 2                               |
|---|--------------|---------------------------------|
|   | Year To Date | Prior Year Ended<br>December 31 |
| 1. Book/adjusted carrying value, December 31 of prior year .....                          | 1,764,616    | 1,866,582                       |
| 2. Cost of short-term investments acquired .....  | 14,811,720   | 41,011,330                      |
| 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 .....                                       | 15,153,017   | 41,113,296                      |
| 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) ..... | 1,423,319    | 1,764,616                       |
| 11. Deduct total nonadmitted amounts .....  | 0            | 0                               |
| 12. Statement value at end of current period (Line 10 minus Line 11)                      | 1,423,319    | 1,764,616                       |

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**

STATEMENT AS OF JUNE 30, 2012 OF THE UnitedHealthcare of Arkansas, Inc.

**SCHEDULE D - PART 3**

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

| 1<br>CUSIP<br>Identification                 | 2<br>Description                 | 3<br>Foreign | 4<br>Date<br>Acquired | 5<br>Name of Vendor  | 6<br>Number of<br>Shares of<br>Stock | 7<br>Actual Cost | 8<br>Par Value | 9<br>Paid for Accrued<br>Interest and<br>Dividends | 10<br>NAIC Desig-<br>nation or<br>Market<br>Indicator<br>(a) |
|--|----------------------------------|--------------|-----------------------|----------------------|--------------------------------------|------------------|----------------|--|--|
| 912828-EN-6                                  | US Treasury Note 4.500% 11/15/15 |              | 05/03/2012            | Bank New York Mellon |                                      | 341,859          | 300,000        | 6,342  | 1  |
| 0599999. Subtotal - Bonds - U.S. Governments |                                  |              |                       |                      |                                      | 341,859          | 300,000        | 6,342  | XXX  |
| 8399997. Total - Bonds - Part 3              |                                  |              |                       |                      |                                      | 341,859          | 300,000        | 6,342  | XXX  |
| 8399998. Total - Bonds - Part 5              |                                  |              |                       |                      |                                      | XXX              | XXX            | XXX  | XXX  |
| 8399999. Total - Bonds                       |                                  |              |                       |                      |                                      | 341,859          | 300,000        | 6,342  | XXX  |
| 8999997. Total - Preferred Stocks - Part 3   |                                  |              |                       |                      |                                      | 0                | XXX            | 0  | XXX  |
| 8999998. Total - Preferred Stocks - Part 5   |                                  |              |                       |                      |                                      | XXX              | XXX            | XXX  | XXX  |
| 8999999. Total - Preferred Stocks            |                                  |              |                       |                      |                                      | 0                | XXX            | 0  | XXX  |
| 9799997. Total - Common Stocks - Part 3      |                                  |              |                       |                      |                                      | 0                | XXX            | 0  | XXX  |
| 9799998. Total - Common Stocks - Part 5      |                                  |              |                       |                      |                                      | XXX              | XXX            | XXX  | XXX  |
| 9799999. Total - Common Stocks               |                                  |              |                       |                      |                                      | 0                | XXX            | 0  | XXX  |
| 9899999. Total - Preferred and Common Stocks |                                  |              |                       |                      |                                      | 0                | XXX            | 0  | XXX  |
| 9999999 - Totals                             |                                  |              |                       |                      |                                      | 341,859          | XXX            | 6,342  | XXX  |

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

STATEMENT AS OF JUNE 30, 2012 OF THE UnitedHealthcare of Arkansas, Inc.

**SCHEDULE D - PART 4**

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

| 1  | 2                                | 3           | 4             | 5                 | 6                         | 7             | 8         | 9           | 10                                      | Change In Book/Adjusted Carrying Value   |   |  |   |  | 16  | 17                                       | 18                               | 19                            | 20   | 21                               | 22                                       |     |     |
|--|----------------------------------|-------------|---------------|-------------------|---------------------------|---------------|-----------|-------------|---|--|---|--|---|--|---|--|----------------------------------|-------------------------------|--|----------------------------------|--|-----|-----|
|  |                                  |             |               |                   |                           |               |           |             |   | 11                                       | 12                                      | 13   | 14  | 15   |   |  |                                  |                               |  |                                  |  |     |     |
| CUSIP Identification                         | Description                      | For-foreign | Disposal Date | Name of Purchaser | Number of Shares of Stock | Consideration | Par Value | Actual Cost | Prior Year Book/Adjusted Carrying Value | Unrealized Valuation Increase/(Decrease) | Current Year's (Amortization)/Accretion | Other Than Temporary Impairment Recognized | Total Change in Book/Adjusted Carrying Value (11 + 12 - 13) | Total Foreign Exchange Change in Book /Adjusted Carrying Value | Book/Adjusted Carrying Value at Disposal Date | Foreign Exchange Gain (Loss) on Disposal | Realized Gain (Loss) on Disposal | Total Gain (Loss) on Disposal | Bond Interest/Stock Dividends Received During Year | Stated Contractual Maturity Date | NAIC Designation or Market Indicator (a) |     |     |
| .912628-GU-8                                 | US Treasury Note 4.750% 05/31/12 |             | 05/31/2012    | Maturity          |                           | 300,000       | 300,000   | 301,430     | 300,136                                 | 0  | (136)                                   | 0  | (136)   | 0  | 300,000                                       | 0  | 0                                | 0                             | 7,125  | 05/31/2012                       | 1  |     |     |
| 0599999. Subtotal - Bonds - U.S. Governments |                                  |             |               |                   |                           | 300,000       | 300,000   | 301,430     | 300,136                                 | 0  | (136)                                   | 0  | (136)   | 0  | 300,000                                       | 0  | 0                                | 0                             | 7,125  | XXX                              | XXX                                      |     |     |
| OPEN DEPOSITORY                              |                                  |             |               |                   |                           |               |           |             |   |  |   |  |   |  |   |  |                                  |                               |  |                                  |  |     |     |
| 8399997. Total - Bonds - Part 4              |                                  |             |               |                   |                           | 300,000       | 300,000   | 301,430     | 300,136                                 | 0  | (136)                                   | 0  | (136)   | 0  | 300,000                                       | 0  | 0                                | 0                             | 7,125  | XXX                              | XXX                                      |     |     |
| 8399998. Total - Bonds - Part 5              |                                  |             |               |                   |                           | XXX           | XXX       | XXX         | XXX                                     | XXX                                      | XXX                                     | XXX  | XXX   | XXX  | XXX   | XXX                                      | XXX                              | XXX                           | XXX  | XXX                              | XXX                                      | XXX |     |
| 8399999. Total - Bonds                       |                                  |             |               |                   |                           | 300,000       | 300,000   | 301,430     | 300,136                                 | 0  | (136)                                   | 0  | (136)   | 0  | 300,000                                       | 0  | 0                                | 0                             | 7,125  | XXX                              | XXX                                      |     |     |
| 8999997. Total - Preferred Stocks - Part 4   |                                  |             |               |                   |                           | 0             | XXX       | 0           | 0                                       | 0  | 0                                       | 0  | 0   | 0  | 0   | 0  | 0                                | 0                             | 0  | 0                                | 0  | XXX | XXX |
| 8999998. Total - Preferred Stocks - Part 5   |                                  |             |               |                   |                           | XXX           | XXX       | XXX         | XXX                                     | XXX                                      | XXX                                     | XXX  | XXX   | XXX  | XXX   | XXX                                      | XXX                              | XXX                           | XXX  | XXX                              | XXX                                      | XXX | XXX |
| 8999999. Total - Preferred Stocks            |                                  |             |               |                   |                           | 0             | XXX       | 0           | 0                                       | 0  | 0                                       | 0  | 0   | 0  | 0   | 0  | 0                                | 0                             | 0  | 0                                | 0  | XXX | XXX |
| 9799997. Total - Common Stocks - Part 4      |                                  |             |               |                   |                           | 0             | XXX       | 0           | 0                                       | 0  | 0                                       | 0  | 0   | 0  | 0   | 0  | 0                                | 0                             | 0  | 0                                | 0  | XXX | XXX |
| 9799998. Total - Common Stocks - Part 5      |                                  |             |               |                   |                           | XXX           | XXX       | XXX         | XXX                                     | XXX                                      | XXX                                     | XXX  | XXX   | XXX  | XXX   | XXX                                      | XXX                              | XXX                           | XXX  | XXX                              | XXX                                      | XXX | XXX |
| 9799999. Total - Common Stocks               |                                  |             |               |                   |                           | 0             | XXX       | 0           | 0                                       | 0  | 0                                       | 0  | 0   | 0  | 0   | 0  | 0                                | 0                             | 0  | 0                                | 0  | XXX | XXX |
| 9899999. Total - Preferred and Common Stocks |                                  |             |               |                   |                           | 0             | XXX       | 0           | 0                                       | 0  | 0                                       | 0  | 0   | 0  | 0   | 0  | 0                                | 0                             | 0  | 0                                | 0  | XXX | XXX |
| 9999999 - Totals                             |                                  |             |               |                   |                           | 300,000       | XXX       | 301,430     | 300,136                                 | 0  | (136)                                   | 0  | (136)   | 0  | 300,000                                       | 0  | 0                                | 0                             | 0  | 7,125                            | XXX                                      | XXX |     |

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

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