



HEALTH QUARTERLY STATEMENT
 AS OF MARCH 31, 2012
 OF THE CONDITION AND AFFAIRS OF THE
Unison Health Plan of Tennessee, Inc.

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

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

Country of Domicile United States of America

Licensed as business type: Health Maintenance Organization

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

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

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

Main Administrative Office Unison Plaza, 1001 Brinton Rd.
(Street and Number)
Pittsburgh, PA 15221, 901-248-1900
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

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

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

Internet Web Site Address www.unisonhealthplan.com

Statutory Statement Contact Jeffrey Brian Snelling, 412-501-0428
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(E-mail Address) (FAX Number)

OFFICERS

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

OTHER

Michelle Marie Huntley Dill Assistant Secretary

DIRECTORS OR TRUSTEES

Rodney Charles Armstead Scott Andrew Bowers Steven Eugene Meeker

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

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

Scott Andrew Bowers
 President

Michelle Marie Huntley Dill
 Assistant Secretary

James Wesley Waters
 Chief Financial Officer

Subscribed and sworn to before me this _____ day of _____

Subscribed and sworn to before me this _____ day of _____

Subscribed and sworn to before me this _____ day of _____

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

STATEMENT AS OF MARCH 31, 2012 OF THE Unison Health Plan of Tennessee, Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	2,634,209		2,634,209	5,849,592
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$754,463), cash equivalents (\$) and short-term investments (\$3,836)	758,299		758,299	931,765
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets			0	0
9. Receivables for securities	3,180,000		3,180,000	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	6,572,508	0	6,572,508	6,781,357
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	83,218		83,218	74,271
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection			0	0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans			0	0
18.1 Current federal and foreign income tax recoverable and interest thereon	58,153		58,153	555,374
18.2 Net deferred tax asset	175,004		175,004	177,668
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	1,164,416	234,033	930,383	62,800
24. Health care (\$0) and other amounts receivable	97,215	97,215	0	0
25. Aggregate write-ins for other than invested assets	0	0	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	8,150,515	331,248	7,819,266	7,651,470
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	8,150,515	331,248	7,819,266	7,651,470
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501.				
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	0	0	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$0 reinsurance ceded)			0	0
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses			0	0
4. Aggregate health policy reserves, including the liability of \$0 for medical loss ratio rebate per the Public Health Service Act			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	0
9. General expenses due or accrued	169,408		169,408	149,346
10.1 Current federal and foreign income tax payable and interest thereon (including \$0 on realized gains (losses))			0	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	132,520		132,520	1,434
16. Derivatives			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
20. Reinsurance in unauthorized companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans			0	0
23. Aggregate write-ins for other liabilities (including \$352,484 current)	352,484	0	352,484	352,339
24. Total liabilities (Lines 1 to 23)	654,412	0	654,412	503,119
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	100	100
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	2,989,400	2,989,400
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	4,175,354	4,158,851
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	7,164,854	7,148,351
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	7,819,266	7,651,470
DETAILS OF WRITE-INS				
2301. Unclaimed Property	165		165	20
2302. Other Payable	352,319		352,319	352,319
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)	352,484	0	352,484	352,339
2501.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	0	0	0
2. Net premium income (including \$ non-health premium income)	XXX	(18,464)	(80,626)	(745,536)
3. Change in unearned premium reserves and reserve for rate credits	XXX	0	225,800	531,258
4. Fee-for-service (net of \$ medical expenses)	XXX			0
5. Risk revenue	XXX			0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	(18,464)	145,174	(214,278)
Hospital and Medical:				
9. Hospital/medical benefits		(3,167)	(895,125)	(1,934,448)
10. Other professional services		(2,495)	(207,088)	(574,542)
11. Outside referrals				0
12. Emergency room and out-of-area		(39)	(32,079)	(128,875)
13. Prescription drugs		(1,048)	(383,603)	(45,981)
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts			0	0
16. Subtotal (Lines 9 to 15)	0	(6,749)	(1,517,895)	(2,683,846)
Less:				
17. Net reinsurance recoveries				0
18. Total hospital and medical (Lines 16 minus 17)	0	(6,749)	(1,517,895)	(2,683,846)
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$ 0 cost containment expenses		0	(15,371)	(156,352)
21. General administrative expenses		(2,701)	(18,863)	257,267
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)				0
23. Total underwriting deductions (Lines 18 through 22)	0	(9,450)	(1,552,129)	(2,582,931)
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(9,015)	1,697,303	2,368,653
25. Net investment income earned		25,790	27,354	106,540
26. Net realized capital gains (losses) less capital gains tax of \$ 0				2,422
27. Net investment gains (losses) (Lines 25 plus 26)	0	25,790	27,354	108,962
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	16,775	1,724,657	2,477,615
31. Federal and foreign income taxes incurred	XXX	5,221	692,901	825,320
32. Net income (loss) (Lines 30 minus 31)	XXX	11,554	1,031,756	1,652,295
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	0	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	7,148,351	5,737,210	5,737,210
34. Net income or (loss) from Line 32.....	11,554	1,031,756	1,652,295
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.....	(2,665)	951	83,198
39. Change in nonadmitted assets.....	7,614	(116,496)	(324,352)
40. Change in unauthorized reinsurance.....	0	0	0
41. Change in treasury stock.....	0	0	0
42. Change in surplus notes.....	0	0	0
43. Cumulative effect of changes in accounting principles.....			
44. Capital Changes:			
44.1 Paid in.....	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in.....	0	0	0
45.2 Transferred to capital (Stock Dividend).....			
45.3 Transferred from capital.....			
46. Dividends to stockholders.....			
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	0
48. Net change in capital & surplus (Lines 34 to 47).....	16,503	916,211	1,411,141
49. Capital and surplus end of reporting period (Line 33 plus 48)	7,164,854	6,653,421	7,148,351
DETAILS OF WRITE-INS			
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 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	(18,464)	(14,098)	63,560
2. Net investment income	52,225	130,612	258,510
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	33,761	116,514	322,070
5. Benefit and loss related payments	(11,932)	3,526,376	4,500,521
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	(22,909)	642,229	128,227
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$0 tax on capital gains (losses)	(491,999)	211,000	1,593,415
10. Total (Lines 5 through 9)	(526,840)	4,379,605	6,222,163
11. Net cash from operations (Line 4 minus Line 10)	560,601	(4,263,091)	(5,900,093)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	3,180,000	0	316,168
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	3,180,000	0	316,168
13. Cost of investments acquired (long-term only):			
13.1 Bonds	0	0	0
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	3,180,000	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	3,180,000	0	0
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	0	0	316,168
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied)	(734,066)	(1,063,638)	(929,369)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(734,066)	(1,063,638)	(929,369)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) ..	(173,466)	(5,326,730)	(6,513,294)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	931,765	7,445,059	7,445,059
19.2 End of period (Line 18 plus Line 19.1)	758,299	2,118,329	931,765

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	0	0	0	0	0	0	0	0	0	0
2. First Quarter	0							0		
3. Second Quarter	0									
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	0							0		
Total Member Ambulatory Encounters for Period:										
7. Physician	0							0		
8. Non-Physician	0							0		
9. Total	0	0	0	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	0							0		
11. Number of Inpatient Admissions	0							0		
12. Health Premiums Written (a)	(18,464)							(18,464)		
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	(18,464)							(18,464)		
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services.....	(6,749)							(6,749)		
18. Amount Incurred for Provision of Health Care Services	(6,749)							(6,749)		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$(18,464)

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
NONE						
0299999 Aggregate accounts not individually listed-uncovered						
0399999 Aggregate accounts not individually listed-covered						
0499999 Subtotals						
0599999 Unreported claims and other claim reserves						
0699999 Total amounts withheld						
0799999 Total claims unpaid						
0899999 Accrued medical incentive pool and bonus amounts						

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)					0	0
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare	90,467				90,467	0
7. Title XIX - Medicaid					0	0
8. Other health					0	0
9. Health subtotal (Lines 1 to 8)	90,467	0	0	0	90,467	0
10. Healthcare receivables (a)	97,215				97,215	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts					0	0
13. Totals (Lines 9-10+11+12)	(6,749)	0	0	0	(6,749)	0

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

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

Effective January 1, 2011, the Company completed a novation of its contract with CMS to serve as a plan sponsor offering Medicare Advantage and Medicare Part D program to UnitedHealthcare Plan of the River Valley, Inc. (UHCPRV), an affiliated entity. The Company's Medicare eligible members who received benefits under the Company's Medicare Advantage and Medicare Part D program during 2010 now receive benefits from the Company's affiliate, UHCPRV. The Company conducted limited operations in 2012 and 2011 related to the claim runout period for eligible members that received benefits under the Company's Medicare Advantage and Medicare Part D program in 2010.

A. Accounting Practices

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

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

1-8. No significant differences exist between the practices prescribed or permitted by the State of Tennessee 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:

	March 31, 2012	2011
Net income — Tennessee basis	\$ 11,554	\$ 1,652,295
Net income — NAIC SAP	\$ 11,554	\$ 1,652,295
Capital and surplus — Tennessee basis	\$ 7,164,854	\$ 7,148,351
Capital and surplus — NAIC SAP	\$ 7,164,854	\$ 7,148,351
Total admitted assets — Tennessee basis	\$ 7,819,266	\$ 7,651,470
Total admitted assets — NAIC SAP	\$ 7,819,266	\$ 7,651,470

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 March 31, 2012.

NOTES TO FINANCIAL STATEMENTS

- 3) The Company did not have mortgage-type investments with an other-than-temporary impairment to report by CUSIP as of March 31, 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 March 31, 2012.
 - 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. No significant change.
- F. No significant change.
- G. No significant change.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

Note 7 - Investment Income

No significant change.

Note 8 - Derivative Instruments

No significant change

Note 9 - Income Taxes

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 an impact on the financial statements.

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.

NOTES TO FINANCIAL STATEMENTS

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

- A. The Company did not have any transfers of receivables reported as sales as of March 31, 2012 or December 31, 2011.
- B. The Company did not have any transfer and servicing of financial assets as of March 31, 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 March 31, 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.

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 March 31, 2012 and December 31, 2011.

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

NOTES TO FINANCIAL STATEMENTS

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

	March 31, 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	\$ 1,751,020	\$ 1,734,939	\$ 1,751,020	\$ -	\$ -
City and County Municipalities	917,829	899,270	-	917,829	-
Commercial Paper and Money-Market Funds	<u>3,836</u>	<u>3,836</u>	<u>3,836</u>	<u>-</u>	<u>-</u>
Total	<u>\$ 2,672,685</u>	<u>\$ 2,638,045</u>	<u>\$ 1,754,856</u>	<u>\$ 917,829</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	\$ 4,981,727	\$ 4,950,516	\$ 4,981,727	\$ -	\$ -
City and County Municipalities	916,497	899,076	-	916,497	-
Commercial Paper and Money-Market Funds	<u>3,836</u>	<u>3,836</u>	<u>3,836</u>	<u>-</u>	<u>-</u>
Total	<u>\$ 5,902,060</u>	<u>\$ 5,853,428</u>	<u>\$ 4,985,563</u>	<u>\$ 916,497</u>	<u>\$ -</u>

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

Fair values of available-for-sale debt and equity 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

No significant change.

Note 23 - Reinsurance

No significant change.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

No significant change.

NOTES TO FINANCIAL STATEMENTS

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, and aggregate health claim reserves and health care receivables at March 31, 2012 and December 31, 2011:

	March 31, 2012		
	Current Year Incurred Claims	Prior Years Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ -	\$ -
Paid claims	-	(6,749)	(6,749)
End of year claim reserve	-	-	-
	-	-	-
Total incurred claims	\$ -	\$ (6,749)	\$ (6,749)

	2011		
	Current Year Incurred Claims	Prior Years Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ (7,291,830)	\$ (7,291,830)
Paid claims	-	4,607,985	4,607,985
End of year claim reserve	-	-	-
	-	-	-
Total incurred claims	\$ -	\$ (2,683,845)	\$ (2,683,845)

The liability for claims unpaid and aggregate health claim reserves as of December 31, 2011 was \$0. As of March 31, 2012, (\$6,749) has been paid for incurred claims attributable to insured events of prior years. Reserves remaining for prior years are now \$0 as a result of re-estimation of unpaid claims. Therefore, there has been \$6,749 favorable prior-year development since December 31, 2011 to March 31, 2012. The primary drivers consist of favorable development as a result of ongoing analysis of loss development trends related and changes to the provider settlement reserves.

The Company incurred claims adjustment expenses of approximately \$0 and (\$156,000) for the three months ended March 31, 2012 and the year ended December 31, 2011, respectively. These costs are included in the management service fees paid by the Company to UAS as a part of its management agreement (see Note 10). The following table discloses paid CAE and incurred CAE for the three months ended March 31, 2012 and the year ended December 31, 2011, and the balance in the unpaid claim adjustment expenses reserve as of March 31, 2012 and December 31, 2011:

	March 31, 2012	2011
Total claims adjustment expenses incurred	\$ -	\$ (156,352)
Less current year unpaid claims adjustment expenses	-	-
Add prior year unpaid claims adjustment expenses	-	156,352
	-	-
Total claims adjustment expenses paid	\$ -	\$ -

Note 26 - Intercompany Pooling Arrangements

No significant change.

Note 27 - Structured Settlements

No significant change.

Note 28 - Health Care Receivables

No significant change.

Note 29 - Participating Policies

No significant change.

Note 30 - Premium Deficiency Reserves

No significant change.

NOTES TO FINANCIAL STATEMENTS

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 Name of Entity	2 NAIC Company Code	3 State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] N/A []
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 01/25/2010
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2009
- 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). 06/28/2011
- 6.4 By what department or departments?
Tennessee Department of Commerce and Insurance
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] N/A [X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] N/A []
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]
- 7.2 If yes, give full information:
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [X] No []
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 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 No
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended? Yes No
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes No
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

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

INVESTMENT

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

GENERAL INTERROGATORIES

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

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

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

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

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

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

16.4 If yes, give full information relating thereto:

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

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

1 Central Registration Depository	2 Name(s)	3 Address
	Internally Managed	

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 36.6 %
1.2 A&H cost containment percent 0.0 %
1.3 A&H expense percent excluding cost containment expenses 14.6 %

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

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

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

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

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

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

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

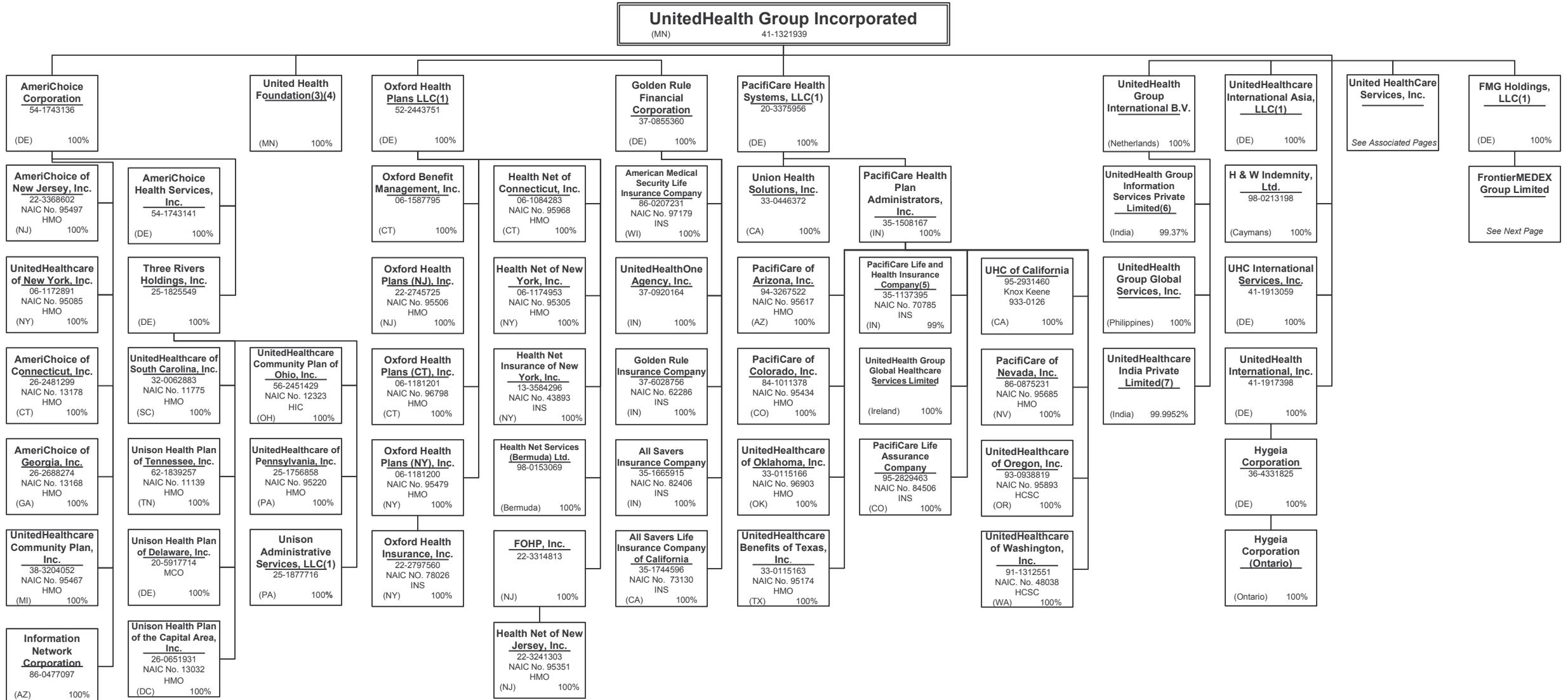
1 States, etc.	Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama AL	N								0	
2. Alaska AK	N								0	
3. Arizona AZ	N								0	
4. Arkansas AR	N								0	
5. California CA	N								0	
6. Colorado CO	N								0	
7. Connecticut CT	N								0	
8. Delaware DE	N								0	
9. District of Columbia DC	N								0	
10. Florida FL	N								0	
11. Georgia GA	N								0	
12. Hawaii HI	N								0	
13. Idaho ID	N								0	
14. Illinois IL	N								0	
15. Indiana IN	N								0	
16. Iowa IA	N								0	
17. Kansas KS	N								0	
18. Kentucky KY	N								0	
19. Louisiana LA	N								0	
20. Maine ME	N								0	
21. Maryland MD	N								0	
22. Massachusetts MA	N								0	
23. Michigan MI	N								0	
24. Minnesota MN	N								0	
25. Mississippi MS	N								0	
26. Missouri MO	N								0	
27. Montana MT	N								0	
28. Nebraska NE	N								0	
29. Nevada NV	N								0	
30. New Hampshire NH	N								0	
31. New Jersey NJ	N								0	
32. New Mexico NM	N								0	
33. New York NY	N								0	
34. North Carolina NC	N								0	
35. North Dakota ND	N								0	
36. Ohio OH	N								0	
37. Oklahoma OK	N								0	
38. Oregon OR	N								0	
39. Pennsylvania PA	N								0	
40. Rhode Island RI	N								0	
41. South Carolina SC	N								0	
42. South Dakota SD	N								0	
43. Tennessee TN	L		(18,464)					(18,464)		
44. Texas TX	N								0	
45. Utah UT	N								0	
46. Vermont VT	N								0	
47. Virginia VA	N								0	
48. Washington WA	N								0	
49. West Virginia WV	N								0	
50. Wisconsin WI	N								0	
51. Wyoming WY	N								0	
52. American Samoa AS	N								0	
53. Guam GU	N								0	
54. Puerto Rico PR	N								0	
55. U.S. Virgin Islands VI	N								0	
56. Northern Mariana Islands MP	N								0	
57. Canada CN	N								0	
58. Aggregate Other Aliens OT	XXX	0	0	0	0	0	0	0	0	
59. Subtotal	XXX	0	(18,464)	0	0	0	0	(18,464)	0	
60. Reporting Entity Contributions for Employee Benefit Plans	XXX							0		
61. Totals (Direct Business)	(a) 1	0	(18,464)	0	0	0	0	(18,464)	0	
DETAILS OF WRITE-INS										
5801.	XXX									
5802.	XXX									
5803.	XXX									
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0	
5899. Totals (Lines 5801 through 5803 plus 5898)(Line 58 above)	XXX	0	0	0	0	0	0	0	0	

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

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

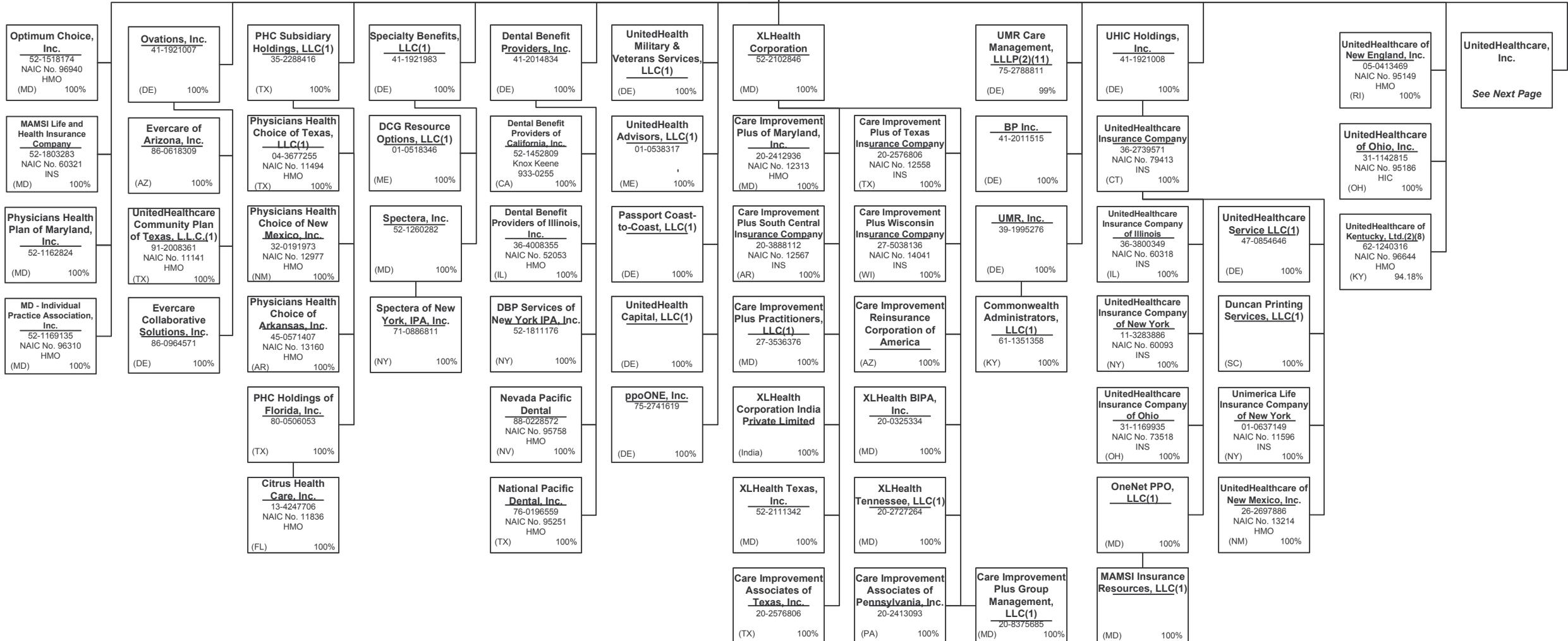
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



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

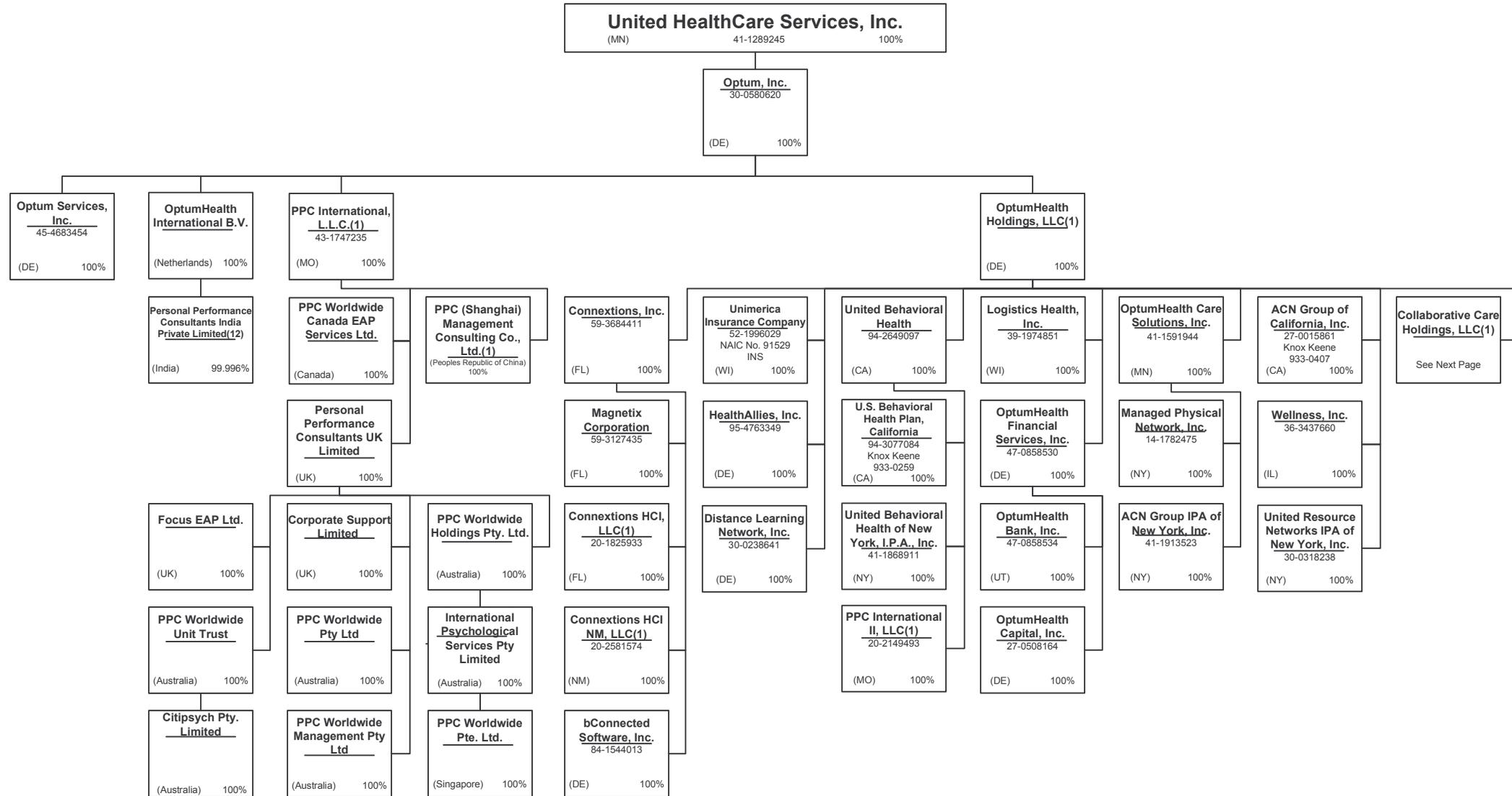
United HealthCare Services, Inc.
 (MN) 41-1289245 100%



152

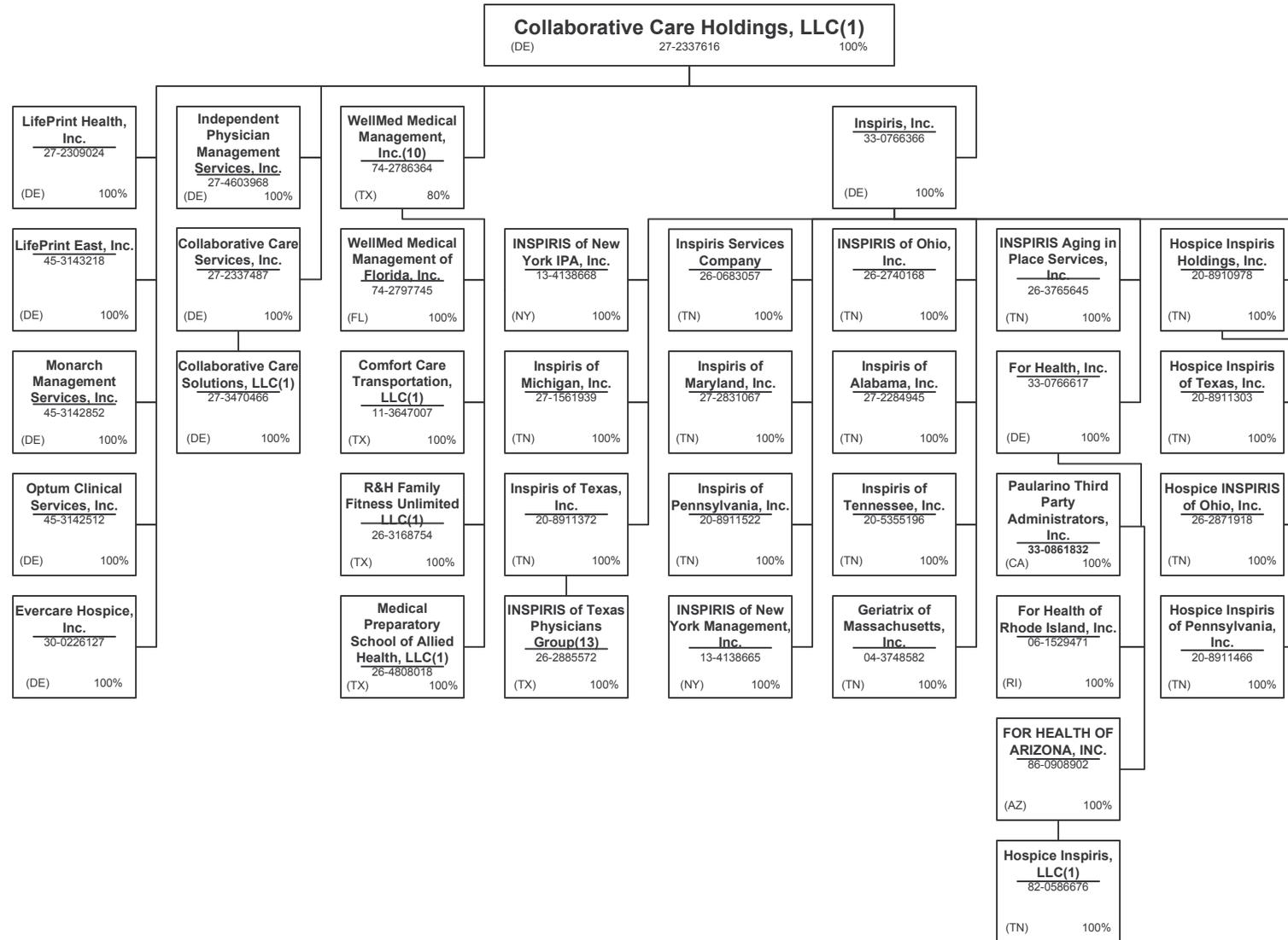
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



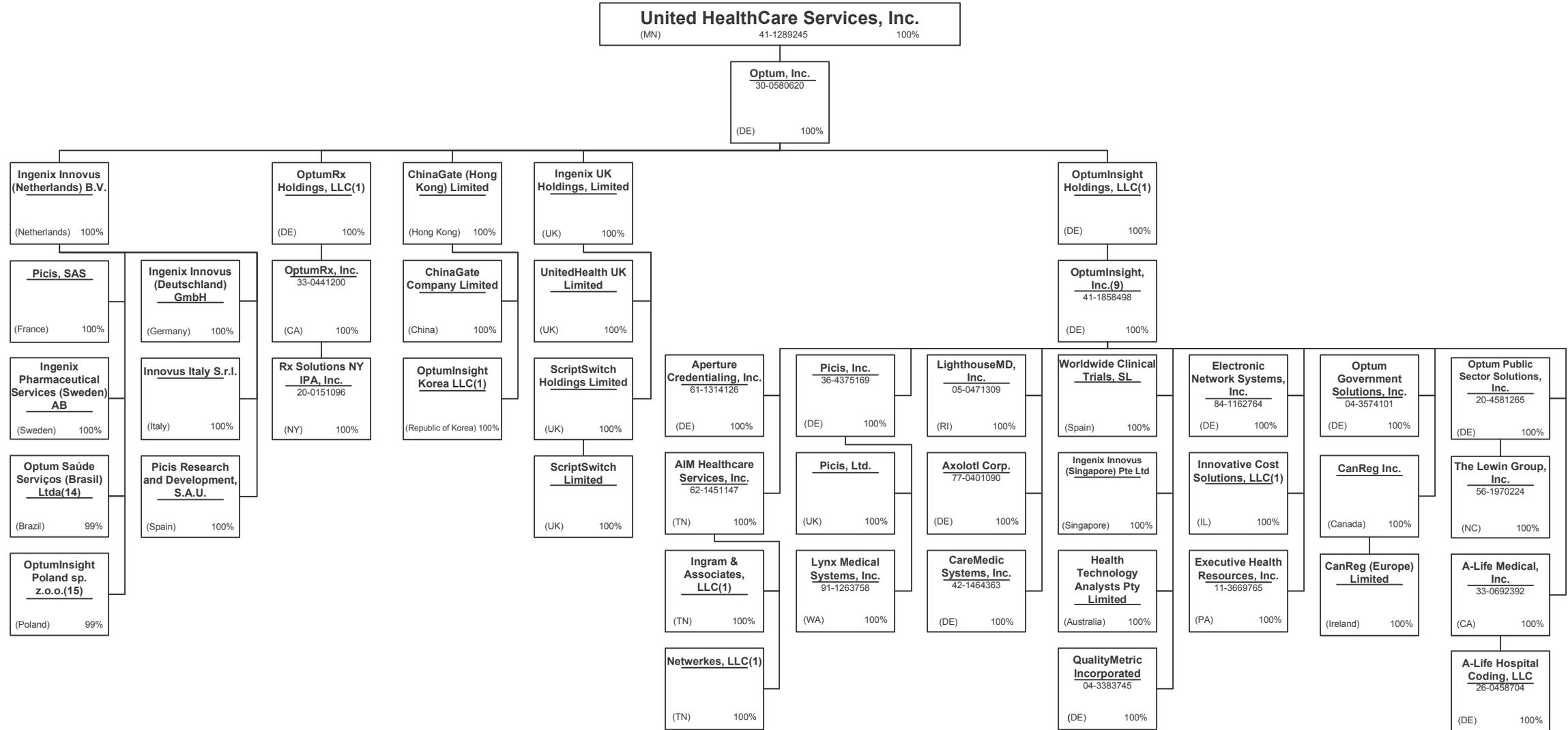
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SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



15.5

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 MARCH 31, 2012 OF THE Unison Health Plan of Tennessee, 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	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	62-1451147				AIM Healthcare Services, Inc.	TN	NIA	OptumInsight, 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	
								JN	JA		Ownership	100.000		
.0707	UnitedHealth Group Incorporated	.73130	35-1744596				All Savers Life Insurance Company of California	CA	JA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
							American Medical Security Life Insurance Company	WI	JA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	54-1743136				AmeriChoice Corporation	DE	UIP	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	54-1743141				AmeriChoice Health Services, Inc.	DE	NIA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.13178	26-2481299				AmeriChoice of Connecticut, Inc.	CT	JA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.13168	26-2688274				AmeriChoice of Georgia, Inc.	GA	JA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95497	22-3368602				AmeriChoice of New Jersey, Inc.	NJ	JA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	61-1314126				Aperture Credentialing, Inc.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	86-0813232				Arizona Physicians IPA, Inc.			UnitedHealthcare of Arizona, Inc.			UnitedHealth Group Incorporated	
								AZ	JA		Ownership	100.000		
		.0000					ASI Global, LLC	TX	NIA	FrontierMEDEX, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	77-0401090				Axolotl Corp.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	84-1544013				bConnected Software, Inc.	DE	NIA	Connexions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	88-0267857				Behavioral Healthcare Options, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-2011515				BP Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					Canada Health Group International Limited	CA	NIA	FrontierMEDEX Canada Holdings Ltd.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					CanReg (Europe) Limited	IE	NIA	CanReg Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					CanReg Inc.	CA	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	20-2413093				Care Improvement Associates of Pennsylvania, Inc.	PA	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	20-2576806				Care Improvement Associates of Texas, Inc.	TX	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	20-8375685				Care Improvement Plus Group Management, LLC	MD	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.12313	20-2412936				Care Improvement Plus of Maryland, Inc.	MD	JA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	20-2576806				Care Improvement Plus of Texas Insurance Company	TX	JA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	27-3536376				Care Improvement Plus Practitioners, LLC	MD	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.12567	20-3888112				Care Improvement Plus South Central Insurance Company	AR	JA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	20-14041				Care Improvement Plus Wisconsin Insurance Company	WI	JA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.14041	27-5038136				Care Improvement Reinsurance Corporation of America	AZ	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	42-1464363				CareMedic Systems, Inc.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					ChinaGate (Hong Kong) Limited	HK	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					ChinaGate Company Limited	CN	NIA	ChinaGate (Hong Kong) Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	95-4188244				CII Financial, Inc.	CA	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					Citipsych Pty. Limited	AU	NIA	PPC Worldwide Unit Trust	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF MARCH 31, 2012 OF THE Unison Health Plan of Tennessee, 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	.11836	13-4247706				Citrus Health Care, Inc.	FL	JA	PHC Holdings of Florida, Inc.	Ownership	100.000	UnitedHealth Group Incorporated			
		.00000	27-2337616				Collaborative Care Holdings, LLC	DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated			
		.00000	27-2337487				Collaborative Care Services, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated			
		.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		Ownership	100.000	UnitedHealth Group Incorporated			
		.00000	61-1351358				Commonwealth Administrators, LLC	TX	NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated			
		.00000	20-2581574				Connexions HCI NM, LLC	KY	NIA	UMR, Inc.	Ownership	100.000	UnitedHealth Group Incorporated			
		.00000	20-1825933				Connexions HCI, LLC	NM	NIA	Connexions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated			
		.00000	59-3684411				Connexions, Inc.	FL	NIA	Connexions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated			
		.00000					Corporate Support Limited	FL	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated			
		.00000	52-1811176				DBP Services of New York IPA, Inc.	UK	NIA	Personal Performance Consultants 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	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
				.00000	30-0238641				Distance Learning Network, Inc.	DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
				.00000					Duncan Printing Services, LLC			UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
				.00000	84-1162764				Electronic Network Systems, Inc.	SC	NIA		Ownership	100.000	UnitedHealth Group Incorporated	
				.00000	86-0964571				ELG FZE	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
				.00000					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	JA	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			FrontierMEDEX Canada Holdings Ltd.	Ownership	100.000	UnitedHealth Group Incorporated			
.00000							Exploration Logistics BC Limited	CA	NIA	FrontierMEDEX UK 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							Exploration Medical Services International (Nigeria) 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	50.000	UnitedHealth Group Incorporated	1				
.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.			Personal Performance Consultants UK Limited	Ownership	100.000	UnitedHealth Group Incorporated					
.00000	86-0908902				FOR HEALTH OF ARIZONA, INC.	UK	NIA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated					
.00000	06-1529471				For Health of Rhode Island, Inc.	NJ	NIA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated					
						AZ	NIA	For Health, Inc.	Ownership	100.000	UnitedHealth Group Incorporated					
						RI	NIA	For Health, Inc.	Ownership	100.000	UnitedHealth Group Incorporated					

STATEMENT AS OF MARCH 31, 2012 OF THE Unison Health Plan of Tennessee, 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	33-0766617				For Health, Inc.	DE	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Frontier Manpower Services LLC	DE	NIA	Exploration Logistics Group Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Frontier Medical Services Limited	UK	NIA	FrontierMEDEX UK Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					FrontierMEDEX Canada Holdings Ltd.	CA	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					FrontierMEDEX Canada Limited			Canada Health Group International Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					FrontierMEDEX Group Limited	CA	NIA		Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					FrontierMEDEX Limited	UK	NIA	FMG Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					FrontierMEDEX UK Limited	UK	NIA	FrontierMEDEX UK Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					FrontierMEDEX UK Limited	UK	NIA	FrontierMEDEX Group Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	33-1219808				FrontierMEDEX US, Inc.	DE	NIA	FrontierMEDEX Group Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	52-2230470				FrontierMEDEX, Inc.	MN	NIA	FrontierMEDEX US, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	04-3748582				Geriatric of Massachusetts, Inc.	TN	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	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	
		.00000	98-0213198				H & W Indemnity, Ltd.	IN	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	UnitedHealth Group Incorporated	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	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95305	06-1174953				Health Net of New York, Inc.	NJ	JA	FOHP, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	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	
		.00000					Health Technology Analysts Pty Limited	NV	JA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	95-4763349				HealthAllies, Inc.	AU	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-8910978				Hospice Inspiris Holdings, Inc.	DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	26-2871918				Hospice INSPIRIS of Ohio, Inc.	TN	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-8911466				Hospice Inspiris of Pennsylvania, Inc.	TN	NIA	Hospice Inspiris Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-8911303				Hospice Inspiris of Texas, Inc.	TN	NIA	Hospice Inspiris Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	82-0586676				Hospice Inspiris, LLC	TN	NIA	FOR HEALTH OF ARIZONA, INC.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	36-4331825				Hygeia Corporation	DE	NIA	UnitedHealth International, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Hygeia Corporation (Ontario)	CA	NIA	UnitedHealth International, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-4603968				Independent Physician Management Services, Inc.	CA	NIA	Hygeia Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	86-0477097				Information Network Corporation	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Ingenix Innovus (Deutschland) GmbH	DE	NIA	Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Ingenix Innovus (Netherlands) B.V.	AZ	NIA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Ingenix Innovus (Netherlands) B.V.	DE	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Ingenix Innovus (Singapore) Pte Ltd	NL	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Ingenix Pharmaceutical Services (Sweden) AB	SG	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Ingenix UK Holdings Limited	SE	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	62-1641102				Ingram & Associates, LLC	UK	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Innovative Cost Solutions, LLC	TN	NIA	AIM Healthcare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Innovus Italy S.r.l.	IL	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	26-3765645				INSPIRIS Aging in Place Services, Inc.	IT	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-2284945				Inspiris of Alabama, Inc.	TN	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Inspiris, Inc.	TN	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF MARCH 31, 2012 OF THE Unison Health Plan of Tennessee, 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	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	26-2740168				INSPIRIS of Ohio, Inc.	TN	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	20-8911466				Inspiris of Pennsylvania, Inc.	TN	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	TX	NIA	Inspiris of Texas, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	20-8911372				Inspiris of Texas, Inc.	TN	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.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					International Psychological Services Pty Limited	AU	NIA	PPC Worldwide Holdings Pty. Ltd.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	45-3143218				Lifefprint East, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	27-2309024				Lifefprint 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.	IA	NIA	Picis, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	59-3127435				Magnetix Corporation	FL	NIA	Connexions, 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	UnitedHealthCare 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	
		.0000	26-4808018				Medical Preparatory School of Allied Health, LLC	TX	NIA	WeilMed Medical Management, 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.			Southwest Medical Associates, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	45-3142852				Monarch Management Services, Inc.	AZ	NIA		Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95251	76-0196559				National Pacific Dental, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95123	65-0996107				Neighborhood Health Partnership, Inc.	TX	JA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	20-4755277				Netwerkes, LLC	FL	JA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95758	88-0228572				Nevada Pacific Dental	TN	NIA	AIM Healthcare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	88-0245121				Northern Nevada Health Network, Inc.	NV	JA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					OneNet PPO, LLC	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					Optimum Choice, Inc.	MD	NIA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.96940	52-1518174				Optum Clinical Services, Inc.	MD	JA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	45-3142512				Optum Government Solutions, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	04-3574101				Optum Insight Korea LLC	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	20-4581265				Optum Public Sector Solutions, Inc.	Re	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					Optum Sa de Servi os (Brasil) Ltda	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	

STATEMENT AS OF MARCH 31, 2012 OF THE Unison Health Plan of Tennessee, 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
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		.00000	45-4683454				Optum Services, Inc.	DE	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	30-0580620	3119994			Optum, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	47-0858534	3202702			OptumHealth Bank, Inc.			OptumHealth Financial Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-0508164				OptumHealth Capital, Inc.	UT	NIA	OptumHealth Financial Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1591944				OptumHealth Care Solutions, Inc.	DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	47-0858530				OptumHealth Financial Services, Inc.	MN	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					OptumHealth Holdings, LLC	DE	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					OptumHealth International B.V.	DE	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					OptumInsight Holdings, LLC	NL	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					OptumInsight Poland sp. z.o.o.	DE	NIA	Optum, 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	
.0707	UnitedHealth Group Incorporated	.70785	20-3375956				PacifiCare Health Systems, LLC	IN	NIA	PacifiCare Health Systems, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	35-1137395				PacifiCare Life and Health Insurance Company	DE	NIA	PacifiCare Health Plan Administrators, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.70785	35-1137395				PacifiCare Life and Health Insurance Company	IN	JA	PacifiCare Health Systems, LLC	Ownership	99.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.84506	95-2829463				PacifiCare Life Assurance Company	JN	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.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Personal Performance Consultants India Private Limited	CA	NIA	For Health, 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	35-2288416				PHC Subsidiary Holdings, LLC	TX	NIA	PHC Subsidiary Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
							PHC Subsidiary Holdings, LLC	TX	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF MARCH 31, 2012 OF THE Unison Health Plan of Tennessee, 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	...13160	45-0571407				Physicians Health Choice of Arkansas, Inc.	AR	JA	PHC Subsidiary Holdings, LLC	Ownership	100.000	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					PPC (Shanghai) Management Consulting Co., Ltd	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 Holdings Pty. Ltd.	AU	NIA	Personal Performance Consultants UK Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		...00000					PPC Worldwide Management Pty Ltd	AU	NIA	PPC Worldwide Holdings 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	PPC Worldwide Holdings Pty. Ltd.	Ownership	100.000	UnitedHealth Group Incorporated	
		...00000					PPC Worldwide Unit Trust	AU	NIA	PPC Worldwide Holdings 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	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	04-3383745	3014512			QualityMetric Incorporated	DE	NIA	OptumInsight, 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	
		...00000	71-0886811				Spectera of New York, IPA, Inc.	NY	NIA	Spectera, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		...00000	52-1260282				Spectera, Inc.	MD	NIA	Specialty Benefits, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		...00000	56-1970224				The Lewin Group, Inc.	NC	NIA	Optum Public Sector Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		...00000	25-1825549				Three Rivers Holdings, Inc.	DE	UDP	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		...00000	52-1431155				Travel Express Incorporated	MD	NIA	FrontierMEDEX, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF MARCH 31, 2012 OF THE Unison Health Plan of Tennessee, 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	94-3077084				U.S. Behavioral Health Plan, California	CA	JA	United Behavioral Health	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1913059				UHC International Services, Inc.	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	95-2931460				UHC of California			PacifiCare Health Plan Administrators, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1921008				UHC Holdings, Inc.	CA	JA	UnitedHealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	75-2788811				UMR Care Management, LLLP	DE	NIA	United HealthCare Services, Inc.	Ownership	99.000	UnitedHealth Group Incorporated	2
		.00000	75-2788811				UMR Care Management, LLLP	DE	NIA	UMR, Inc.	Ownership	1.000	UnitedHealth Group Incorporated	2
		.00000	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	
		.00000	33-0446372				Union Health Solutions, Inc.	CA	NIA	PacifiCare Health Systems, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	25-1877716				Unison Administrative Services, LLC	PA	NIA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	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	
		.00000	94-2649097				United Behavioral Health	DC	JA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1868911				United Behavioral Health of New York, I.P.A., Inc.	CA	NIA	United Behavioral Health	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1941615				United Health Foundation	NY	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1289245		3410132		United HealthCare Services, Inc.	MN	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	30-0318238				United Resource Networks IPA of New York, Inc.	NY	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	01-0538317				UnitedHealth Advisors, LLC	NY	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					UnitedHealth Capital, LLC	ME	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					UnitedHealth Group Global Healthcare Services Limited	DE	NIA	PacifiCare Health Plan Administrators, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					UnitedHealth Group Global Services, Inc.	IE	NIA	UnitedHealth Group International B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1321939		0000731766	New York Stock Exchange	UnitedHealth Group Incorporated	PH	NIA	UnitedHealth Group International B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					UnitedHealth Group Information Services Private Limited	MN	UIP	UnitedHealth Group International B.V.	Ownership	99.370	UnitedHealth Group Incorporated	
		.00000					UnitedHealth Group Information Services Private Limited	JN	NIA	UnitedHealth International, Inc.	Ownership	0.630	UnitedHealth Group Incorporated	
		.00000					UnitedHealth Group International B.V.	JN	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1917398				UnitedHealth International, Inc.	NL	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					UnitedHealth Military & Veterans Services, LLC	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					UnitedHealth UK Limited	UK	NIA	Ingenix UK Holdings Limited	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95174	33-0115163				UnitedHealthcare Benefits of Texas, Inc.	DE	NIA	PacifiCare Health Plan Administrators, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.12323	56-2451429				UnitedHealthcare Community Plan of Ohio, Inc.	TX	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.	OH	JA	Ovations, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95467	38-3204052				UnitedHealthcare Community Plan, Inc.	TX	JA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
								MI	JA		Ownership	100.000		

STATEMENT AS OF MARCH 31, 2012 OF THE Unison Health Plan of Tennessee, 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					UnitedHealthcare India Private Limited	IN	NIA	UnitedHealth Group International B.V.	Ownership	.99.995	UnitedHealth Group Incorporated	
		.0000					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	.73518	31-1169935				UnitedHealthcare Insurance Company of Ohio	OH	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	.60318	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	3
...0707	UnitedHealth Group Incorporated	.96644	62-1240316				UnitedHealthcare of Kentucky, Ltd.	KY	JA	UnitedHealthcare, Inc.	Ownership	.5.820	UnitedHealth Group Incorporated	3
...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	PacificCare Health Plan Administrators, Inc.	Ownership	.100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	.95893	93-0938819				UnitedHealthcare of Oregon, Inc.	OR	JA	PacificCare 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	
...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	

STATEMENT AS OF MARCH 31, 2012 OF THE Unison Health Plan of Tennessee, 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	..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	..NIA	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	4
		..00000	36-3437660				Wellness, Inc.	..IL	..NIA	OptumHealth Care Solutions, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	20-0325334				Worldwide Clinical Trials, SL	..ES	..NIA	OptumInsight, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	52-2102846				XLHealth BIPA, Inc.	..MD	..NIA	XLHealth Corporation	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000					XLHealth Corporation	..MD	..NIA	United HealthCare Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000					XLHealth Corporation India Private Limited	..IN	..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 remaining 50% is owned by a non-UnitedHealth Group company
2	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.
3	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%
4	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.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanation:

1.

Bar Code:

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



OVERFLOW PAGE FOR WRITE-INS

NONE

STATEMENT AS OF MARCH 31, 2012 OF THE Unison Health Plan of Tennessee, Inc.

SCHEDULE A - VERIFICATION

Real Estate

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

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

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

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

NONE

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	5,849,592	6,308,631
2. Cost of bonds and stocks acquired		
3. Accrual of discount	194	759
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		3,726
6. Deduct consideration for bonds and stocks disposed of	3,180,000	316,168
7. Deduct amortization of premium	35,577	147,356
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	2,634,209	5,849,592
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	2,634,209	5,849,592

STATEMENT AS OF MARCH 31, 2012 OF THE Unison Health Plan of Tennessee, Inc.

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	5,853,429		3,180,000	(35,383)	2,638,046			5,853,429
2. Class 2 (a)	0				0			0
3. Class 3 (a)	0				0			0
4. Class 4 (a)	0				0			0
5. Class 5 (a)	0				0			0
6. Class 6 (a)	0				0			0
7. Total Bonds	5,853,429	0	3,180,000	(35,383)	2,638,046	0	0	5,853,429
PREFERRED STOCK								
8. Class 1	0				0			
9. Class 2	0				0			
10. Class 3	0				0			
11. Class 4	0				0			
12. Class 5	0				0			
13. Class 6	0				0			
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	5,853,429	0	3,180,000	(35,383)	2,638,046	0	0	5,853,429

(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 Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	3,836	XXX	3,836		

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	3,836	322,589
2. Cost of short-term investments acquired		247
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals		319,000
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	3,836	3,836
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	3,836	3,836

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

N O N E

Schedule DB - Part B - Verification - Futures Contracts

N O N E

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

N O N E

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

N O N E

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

N O N E

Schedule E - Verification - Cash Equivalents

N O N E

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

N O N E

Schedule A - Part 3 - Real Estate Disposed

N O N E

Schedule B - Part 2 - Mortgage Loans Acquired

N O N E

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

N O N E

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

N O N E

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

N O N E

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

N O N E

STATEMENT AS OF MARCH 31, 2012 OF THE Unison Health Plan of Tennessee, 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)	
.912828-GM-6	US Treasury Note 4.500% 03/31/12		03/31/2012	Maturity		3,180,000	3,180,000	3,485,723	3,204,941				(24,941)	(24,941)	3,180,000			0	71,550	03/31/2012	1	
0599999	Subtotal - Bonds - U.S. Governments					3,180,000	3,180,000	3,485,723	3,204,941	0	(24,941)	0	(24,941)	0	3,180,000	0	0	0	71,550	XXX	XXX	
8399997	Total - Bonds - Part 4					3,180,000	3,180,000	3,485,723	3,204,941	0	(24,941)	0	(24,941)	0	3,180,000	0	0	0	71,550	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					3,180,000	3,180,000	3,485,723	3,204,941	0	(24,941)	0	(24,941)	0	3,180,000	0	0	0	71,550	XXX	XXX	
8999997	Total - Preferred Stocks - Part 4					0	XXX	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
8999999	Total - Preferred Stocks					0	XXX	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	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
9799999	Total - Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999	Total - Preferred and Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999	Totals					3,180,000	XXX	3,485,723	3,204,941	0	(24,941)	0	(24,941)	0	3,180,000	0	0	0	71,550	XXX	XXX	

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues.....0

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 - Investments Owned End of Current Quarter

N O N E