

QUARTERLY STATEMENT

OF THE

UnitedHealthcare of Arkansas, Inc.

TO THE

Insurance Department

OF THE

STATE OF

Arkansas

**FOR THE QUARTER ENDED
JUNE 30, 2013**

HEALTH

2013



HEALTH QUARTERLY STATEMENT

AS OF JUNE 30, 2013

OF THE CONDITION AND AFFAIRS OF THE

UnitedHealthcare of Arkansas, Inc.

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

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

Country of Domicile United States of America

Licensed as business type: Health Maintenance Organization

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

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

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

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

Mail Address 9700 Health Care Lane MN017-E900 Minnetonka, MN, US 55343 (Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 9700 Health Care Lane MN017-E900 Minnetonka, MN, US 55343 (Street and Number) (City or Town, State, Country and Zip Code) 952-979-6135 (Area Code) (Telephone Number)

Internet Website Address www.uhc.com

Statutory Statement Contact Curt J Engels 952-979-6135 (Name) (Area Code) (Telephone Number) curt_engels@uhc.com 952-979-7825 (E-mail Address) (FAX Number)

OFFICERS

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

OTHER

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

DIRECTORS OR TRUSTEES

Robert James Friedrichs Cheryl Ann Lippert Gregory David Reidy

State of County of State of County of State of County of

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

Gregory David Reidy President and Chief Executive Officer John Joseph Matthews Secretary

Subscribed and sworn to before me this day of Subscribed and sworn to before me this day of 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 JUNE 30, 2013 OF THE UnitedHealthcare of Arkansas, 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	328,211		328,211	334,089
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 (\$11,972,515), cash equivalents (\$) and short-term investments (\$1,390,250)	13,362,765		13,362,765	12,198,710
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets			0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	13,690,976	0	13,690,976	12,532,799
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	1,724		1,724	1,753
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	1,559,216	14,465	1,544,751	436,573
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	1,206,818	9,477	1,197,341	1,171,632
18.1 Current federal and foreign income tax recoverable and interest thereon	0		0	588,863
18.2 Net deferred tax asset	124,784		124,784	106,433
19. Guaranty funds receivable or on deposit	19,691		19,691	122,204
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	297,471		297,471	0
24. Health care (\$558,592) and other amounts receivable	794,102	235,510	558,592	591,273
25. Aggregate write-ins for other than invested assets	1,168	0	1,168	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	17,695,950	259,452	17,436,498	15,551,530
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	17,695,950	259,452	17,436,498	15,551,530
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. Prepaid Premium Taxes	1,168		1,168	
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)	1,168	0	1,168	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	5,418,194		5,418,194	5,406,796
2. Accrued medical incentive pool and bonus amounts	27,771		27,771	18,082
3. Unpaid claims adjustment expenses	102,540		102,540	97,545
4. Aggregate health policy reserves, including the liability of \$725,492 for medical loss ratio rebate per the Public Health Service Act	730,090		730,090	334,309
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves	18,298		18,298	17,842
8. Premiums received in advance	99,653		99,653	89,229
9. General expenses due or accrued	51,561		51,561	268,265
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	838,898		838,898	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable	3,801		3,801	3,586
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated	17		17	16
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates			0	333,538
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, \$ unauthorized reinsurers and \$ certified reinsurers)			0	0
20. Reinsurance in unauthorized and certified (\$) 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	23,907		23,907	64,626
23. Aggregate write-ins for other liabilities (including \$ current)	40	0	40	160
24. Total liabilities (Lines 1 to 23)	7,314,770	0	7,314,770	6,633,994
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	100,000	100,000
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	5,470,954	5,470,954
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	4,550,774	3,346,582
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	10,121,728	8,917,536
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	17,436,498	15,551,530
DETAILS OF WRITE-INS				
2301. Unclaimed Property	40		40	160
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	40	0	40	160
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	36,807	34,638	69,410
2. Net premium income (including \$ non-health premium income)	XXX	23,409,681	22,253,669	43,947,555
3. Change in unearned premium reserves and reserve for rate credits	XXX	(395,781)	(24,410)	(293,297)
4. Fee-for-service (net of \$ medical expenses)	XXX			
5. Risk revenue	XXX			
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	23,013,900	22,229,259	43,654,258
Hospital and Medical:				
9. Hospital/medical benefits		16,504,180	13,526,190	29,712,588
10. Other professional services		28,970	25,502	52,210
11. Outside referrals				
12. Emergency room and out-of-area				
13. Prescription drugs		2,160,761	2,151,949	3,466,412
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		27,309	29,804	32,464
16. Subtotal (Lines 9 to 15)	0	18,721,220	15,733,445	33,263,674
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Lines 16 minus 17)	0	18,721,220	15,733,445	33,263,674
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$ 369,118 cost containment expenses		639,295	574,453	1,396,506
21. General administrative expenses		1,750,016	1,826,172	3,822,819
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	21,110,531	18,134,070	38,482,999
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	1,903,369	4,095,189	5,171,259
25. Net investment income earned		1,592	7,649	8,099
26. Net realized capital gains (losses) less capital gains tax of \$				
27. Net investment gains (losses) (Lines 25 plus 26)	0	1,592	7,649	8,099
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$ 2,030)]		(2,030)		(6,224)
29. Aggregate write-ins for other income or expenses	0	0	0	(25,000)
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	1,902,931	4,102,838	5,148,134
31. Federal and foreign income taxes incurred	XXX	666,761	1,634,567	1,800,135
32. Net income (loss) (Lines 30 minus 31)	XXX	1,236,170	2,468,271	3,347,999
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. Fines and Penalties				(25,000)
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	(25,000)

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.....	8,917,536	7,078,291	7,078,291
34. Net income or (loss) from Line 32	1,236,170	2,468,271	3,347,999
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	18,351	201,047	42,487
39. Change in nonadmitted assets	(50,329)	(7,067)	(151,241)
40. Change in unauthorized and certified 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			(1,400,000)
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital & surplus (Lines 34 to 47)	1,204,192	2,662,251	1,839,245
49. Capital and surplus end of reporting period (Line 33 plus 48)	10,121,728	9,740,542	8,917,536
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	22,309,296	24,903,013	44,087,330
2. Net investment income	7,502	9,321	15,447
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	22,316,798	24,912,334	44,102,777
5. Benefit and loss related payments	18,724,941	16,145,400	33,591,983
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	2,557,675	2,564,699	6,075,333
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	(761,000)	(282,000)	1,372,333
10. Total (Lines 5 through 9)	20,521,616	18,428,099	41,039,649
11. Net cash from operations (Line 4 minus Line 10)	1,795,182	6,484,235	3,063,128
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	0	300,000	300,000
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	0	300,000	300,000
13. Cost of investments acquired (long-term only):			
13.1 Bonds	0	341,859	341,859
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	0	341,859	341,859
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	(41,859)	(41,859)
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	1,400,000
16.6 Other cash provided (applied)	(631,127)	(511,640)	(118,848)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(631,127)	(511,640)	(1,518,848)
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)	1,164,055	5,930,736	1,502,421
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	12,198,710	10,696,289	10,696,289
19.2 End of period (Line 18 plus Line 19.1)	13,362,765	16,627,025	12,198,710

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	5,796	3	1,878	0	0	0	0	3,915	0	0
2. First Quarter	6,126	3	1,959	0	0	0	0	4,164	0	0
3. Second Quarter	6,145	3	1,951					4,191		
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	36,807	18	11,715					25,074		
Total Member Ambulatory Encounters for Period:										
7. Physician	48,907	1	8,904					40,002		
8. Non-Physician	17,439		520					16,919		
9. Total	66,346	1	9,424	0	0	0	0	56,921	0	0
10. Hospital Patient Days Incurred	5,041		133					4,908		
11. Number of Inpatient Admissions	811		52					759		
12. Health Premiums Written (a)	23,433,132	8,609	4,726,089					18,698,434		
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	23,037,351	8,609	4,312,298					18,716,444		
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services.....	18,724,941	294	2,715,210					16,009,437		
18. Amount Incurred for Provision of Health Care Services	18,721,220	218	2,730,532					15,990,470		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$18,698,434

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)	350,830	2,364,659	6,324	504,473	357,154	456,227
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare	3,797,236	12,194,596	264,082	4,661,613	4,061,318	4,968,411
7. Title XIX - Medicaid					0	0
8. Other health					0	0
9. Health subtotal (Lines 1 to 8)	4,148,066	14,559,255	270,406	5,166,086	4,418,472	5,424,638
10. Healthcare receivables (a)	160,097	550,212		83,793	160,097	768,838
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	17,605	15	16,832	10,939	34,437	18,082
13. Totals (Lines 9-10+11+12)	4,005,574	14,009,058	287,238	5,093,232	4,292,812	4,673,882

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

NOTES TO FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Accounting Practices

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

The Department recognizes only statutory accounting practices, prescribed or permitted by the State of Arkansas, for determining and reporting the financial condition and results of operations of a health maintenance organization, for determining its solvency under Arkansas Insurance Law. The state prescribes the use of the National Association of Insurance Commissioners’ (“NAIC”) Accounting Practices and Procedures manual (“NAIC SAP”) in effect for the accounting periods covered in the financial statement.

The Department has approved certain permitted accounting practices that differ from those found in the NAIC SAP. The Department has determined that the Company’s investments in the investment pool administered by United Healthcare Services, Inc. (UHS) be considered as an investment in “one person” and is to be limited to no more than 5% of the Company’s total admitted assets, pursuant to Arkansas Code Annotated (ACA) 23-63-805(1)(A), unless the commissioner authorizes the Company to exceed the statutory limit. The Company requested permission to exceed the statutory limit, and the Department has agreed to allow the Company to invest up to 20% of the Company’s total admitted assets in the UHS investment pool. No investments exceeded the 20% statutory limit at June 30, 2013 and December 31, 2012, respectively, and accordingly, no nonadmitted assets are reflected in unassigned surplus in the statutory basis financial statements. Had the 5% limit per ACA 23-63-805(1)(A) been followed, total admitted assets and total capital and surplus would not have been impacted as of June 30, 2013 and December 31, 2012, respectively. A reconciliation of the Company’s net income and capital and surplus between NAIC SAP and practices prescribed or permitted by the Department as of June 30, 2013 and December 31, 2012, is shown below (in thousands):

	State of Domicile	June 30, 2013	2012
NET INCOME			
(1) Company state basis	Arkansas	\$ 1,236	\$ 3,348
(2) State Prescribed Practices that increase/(decrease) NAIC SAP: None	Arkansas	-	-
(3) State Permitted Practices that increase/(decrease) NAIC SAP: Not applicable	Arkansas	-	-
(4) NAIC SAP	Arkansas	<u>\$ 1,236</u>	<u>\$ 3,348</u>
SURPLUS			
(5) Company state basis	Arkansas	\$ 10,122	\$ 8,918
(6) State Prescribed Practices that increase/(decrease) NAIC SAP: None	Arkansas	-	-
(7) State Permitted Practices that increase/(decrease) NAIC SAP: Not applicable	Arkansas	-	-
(8) NAIC SAP	Arkansas	<u>\$ 10,122</u>	<u>\$ 8,918</u>

B. Use of Estimates in the Preparation of the Statutory Basis Financial Statements

No significant change.

C. Accounting Policy

No significant change.

2. ACCOUNTING CHANGES AND CORRECTION OF ERRORS

No significant change.

3. BUSINESS COMBINATIONS AND GOODWILL

A–D. No significant change.

NOTES TO FINANCIAL STATEMENTS

4. DISCONTINUED OPERATIONS

(1-5) No significant change.

5. INVESTMENTS AND OTHER INVESTED ASSETS

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) Corporate bonds and government obligations include mortgage-backed securities, which are valued using the retrospective adjustment methodology. 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 any other-than-temporary impairments on mortgage-type investments as of June 30, 2013.

(3) As of June 30, 2013, the Company did not have mortgage-type investments with any other-than-temporary impairment to report by CUSIP.

(4) The Company does not have any mortgage-backed securities in a continuous unrealized loss position at June 30, 2013.

E. Repurchase Agreements and/or Securities Lending Transactions

No significant change.

F. Real Estate

No significant change.

G. Investments in Low-Income Housing Tax Credits

No significant change.

6. JOINT VENTURES, PARTNERSHIPS, AND LIMITED LIABILITY COMPANIES

A-B. No significant change.

7. INVESTMENT INCOME

A-B. No significant change.

8. DERIVATIVE INSTRUMENTS

A-F. No significant change.

9. INCOME TAXES

A-G. No significant change

10. INFORMATION CONCERNING PARENT, SUBSIDIARIES, AND AFFILIATES

A-L. Material Related Party Transactions

No significant change.

NOTES TO FINANCIAL STATEMENTS

11. DEBT

A–B. No significant change.

12. RETIREMENT PLANS, DEFERRED COMPENSATION, POSTEMPLOYMENT BENEFITS AND COMPENSATED ABSENCES, AND OTHER POSTRETIREMENT BENEFIT PLANS

A–F. No significant change.

13. CAPITAL AND SURPLUS, SHAREHOLDERS' DIVIDEND RESTRICTIONS, AND QUASI-REORGANIZATIONS

(1–13) No significant change.

14. CONTINGENCIES

A–E. No significant change.

15. LEASES

A–B. No significant change.

16. INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE-SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATIONS OF CREDIT RISK

(1–4) No significant change.

17. SALE, TRANSFER, AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES

- A. The Company did not have any transfers of receivables reported as sales as of June 30, 2013 or December 31, 2012.
- B. The Company did not have any transfer and servicing of financial assets as of June 30, 2013 or December 31, 2012.
- C. No transactions involving wash sales of securities with an NAIC designation of 3 or below or unrated securities occurred as of June 30, 2013 or the year ended December 31, 2012.

18. GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED PLANS AND THE UNINSURED PORTION OF PARTIALLY INSURED PLANS

A–B. No significant change.

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract

The Medicare Part D program is a partially insured plan. The Company recorded a receivable of approximately \$1,169,000 and \$1,086,000 as of June 30, 2013 and December 31, 2012, respectively, for cost reimbursement under the Medicare Part D program for the catastrophic reinsurance and low-income member cost-sharing subsidies. The Company also recorded a receivable of approximately \$29,000 and \$86,000 and a payable of approximately \$24,000 and \$65,000 as of June 30, 2013 and December 31, 2012, respectively, for the Medicare Part D Coverage Gap Discount Program.

19. DIRECT PREMIUM WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD-PARTY ADMINISTRATORS

No significant change.

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.

NOTES TO FINANCIAL STATEMENTS

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 nonactive 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 prices 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.

A. Fair Value

(1) Fair Value Measurements at Reporting Date

The Company has does not have any financial assets that are measured and reported at fair value on the statutory basis statements of admitted assets, liabilities, and capital and surplus at June 30, 2013 and December 31, 2012.

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

B. Fair Value Combination — Not applicable.

NOTES TO FINANCIAL STATEMENTS

- C. The aggregate fair value by hierarchy of all financial instruments as of June 30, 2013 and December 31, 2012, is presented in the table below (in thousands):

Types of Financial Investment	June 30, 2013					Not Practical Carrying Value
	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	
Bonds	\$ 1,719	\$ 1,718	\$ 1,719	\$ -	\$ -	\$ -
Common stock	-	-	-	-	-	-
Perpetual preferred stock	-	-	-	-	-	-
Mortgage loans	-	-	-	-	-	-

Types of Financial Investment	2012					Not Practical Carrying Value
	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	
Bonds	\$ 969	\$ 968	\$ 969	\$ -	\$ -	\$ -
Common stock	-	-	-	-	-	-
Perpetual preferred stock	-	-	-	-	-	-
Mortgage loans	-	-	-	-	-	-

Included as Level 1 in bonds in the fair value hierarchy table above is money market instruments of \$1,390,000 and \$634,000 as of June 30, 2013 and December 31, 2012, respectively. Money market instruments are reflected in cash and short-term investments in the statutory basis statements of admitted assets, liabilities, and capital and surplus.

- D. **Not Practicable to Estimate Fair Value** — Not applicable.

21. OTHER ITEMS

A–H. No significant change.

22. EVENTS SUBSEQUENT

No significant change.

23. REINSURANCE

A–C. No significant change.

24. RETROSPECTIVELY RATED CONTRACTS AND CONTRACTS SUBJECT TO REDETERMINATION

A–B. No significant change.

- C. The Company has Medicare Part D program business which is subject to a retrospective rating feature related to Part D Premiums. The Company has estimated accrued retrospective premiums related to certain Part D premiums based on guidelines determined by CMS. The formula is tiered and based on the bid medical loss ratio. The amount of Part D earned premiums subject to retrospective rating was approximately \$1,428,000 and \$2,117,000 representing 6.1% and 4.8% of total net premium income as of June 30, 2013 and December 31, 2012, respectively.

NOTES TO FINANCIAL STATEMENTS

- D. The Company is required to maintain specific minimum loss ratios. These minimum loss ratios apply to comprehensive major medical coverage and vary depending on group size. The following table discloses the minimum medical loss ratio rebates required pursuant to the Health Reform Legislation for the six months ended June 30, 2013 and the year ended December 31, 2012 (in thousands):

	1 Individual	2 Small Group Employer	3 Large Group Employer	4 Other Categories with Rebates	5 Total
Prior reporting year:					
(1) Medical loss ratio rebates incurred	\$ -	\$ 143	\$ 214	\$ -	\$ 357
(2) Medical loss ratio rebates paid	-	-	46	-	46
(3) Medical loss rebates unpaid	-	143	168	-	311
(4) Plus reinsurance assumed amounts	XXX	XXX	XXX	XXX	-
(5) Less reinsurance ceded amounts	XXX	XXX	XXX	XXX	-
(6) Rebates unpaid net of reinsurance	XXX	XXX	XXX	XXX	\$ 311
Current reporting year-to-date:					
(7) Medical loss ratio rebates incurred	\$ -	\$ 115	\$ 299	\$ -	\$ 414
(8) Medical loss ratio rebates paid	-	-	-	-	-
(9) Medical loss rebates unpaid	-	258	467	-	725
(10) Plus reinsurance assumed amounts	XXX	XXX	XXX	XXX	-
(11) Less reinsurance ceded amounts	XXX	XXX	XXX	XXX	-
(12) Rebates unpaid net of reinsurance	XXX	XXX	XXX	XXX	\$ 725

25. CHANGE IN INCURRED CLAIMS AND CLAIMS ADJUSTMENT EXPENSES

Changes in estimates related to the prior year incurred claims are included in total hospital and medical expenses in the current year in the accompanying statutory basis statements of operations. The following tables disclose paid claims, incurred claims, and the balance in the claims unpaid, accrued medical incentive pool and bonus amounts, aggregate health claim reserves and health care receivables at June 30, 2013 and December 31, 2012 (in thousands):

	June 30, 2013		
	Current Year Incurred Claims	Prior Years Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ (5,443)	\$ (5,443)
Paid claims, net of health care receivables	14,559	4,166	18,725
End of year claim reserve	5,177	287	5,464
Incurred claims excluding the change in health care receivables	19,736	(990)	18,746
Beginning of year health care receivables	-	769	769
End of year health care receivables	(634)	(160)	(794)
Total incurred claims	<u>\$ 19,102</u>	<u>\$ (381)</u>	<u>\$ 18,721</u>
	2012		
	Current Year Incurred Claims	Prior Years Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ (5,385)	\$ (5,385)
Paid claims, net of health care receivables	30,888	2,704	33,592
End of year claim reserve	5,399	44	5,443
Incurred claims excluding the change in health care receivables	36,287	(2,637)	33,650
Beginning of year health care receivables	-	383	383
End of year health care receivables	(767)	(2)	(769)
Total incurred claims	<u>\$ 35,520</u>	<u>\$ (2,256)</u>	<u>\$ 33,264</u>

The liability for claims unpaid, accrued medical incentive pool and bonus amounts, aggregate health claim reserves and health care receivables as of December 31, 2012 were approximately \$4,674,000. As of June 30, 2013, approximately \$4,166,000 has been paid for incurred claims attributable to insured events of prior years. Reserves remaining for prior years are now approximately \$127,000 as a result of re-estimation of unpaid claims. Therefore, there has been approximately \$381,000 favorable prior year development since December 31, 2012 to June 30, 2013. The primary drivers consist of favorable development as a result of a change in the provision for adverse deviations in experience of \$484,000 and offset by unfavorable development of \$62,000 in retroactivity for inpatient, outpatient, physician, and pharmacy claims, and

NOTES TO FINANCIAL STATEMENTS

\$9,000 in Rx Rebates. At December 31, 2012, the Company recorded approximately \$2,256,000 of favorable development related to insured events of prior years primarily as a result of ongoing analysis of loss development trends and changes to the provider settlement reserves. Original estimates are increased or decreased, as additional information becomes known regarding individual claims. The favorable development also impacts the original estimates and calculations for retrospectively rated policies, including the medical loss ratio rebate accrual. As a result of the prior year effects, on a regular basis, the Company adjusts revenue and the corresponding liability and/or receivable related to retrospectively rated policies, including the medical loss ratio rebate accrual and the impact of the change is included as a component of change in unearned premium reserves and reserve for rate credits in the statutory basis statements of operations.

The Company incurred claims adjustment expenses of approximately \$639,000 and \$1,397,000 for the six months ended June 30, 2013 and the year ended December 31, 2012, respectively. These costs are included in the management service fees paid by the Company to UHS as a part of its management agreement (see Note 10). The following tables disclose paid CAE, incurred CAE, and the balance in the unpaid claim adjustment expenses reserve for the six months ended June 30, 2013 and the year ended December 31, 2012 (in thousands):

	June 30, 2013	2012
Total claims adjustment expenses incurred	\$ 639	\$ 1,397
Less current year unpaid claims adjustment expenses	(103)	(98)
Add prior year unpaid claims adjustment expenses	98	101
Total claims adjustment expenses paid	\$ 634	\$ 1,400

26. INTERCOMPANY POOLING ARRANGEMENTS

A–G. No significant change.

27. STRUCTURED SETTLEMENTS

A–B. No significant change.

28. HEALTH CARE AND OTHER AMOUNTS RECEIVABLES

- A. Pharmaceutical rebates receivable are recorded when reasonably estimated or billed by the affiliated pharmaceutical benefit manager in accordance with pharmaceutical rebate contract provisions. Information used to support rebates billed to the manufacturer is based on utilization information gathered by the pharmaceutical benefit manager and adjusted for significant changes in pharmaceutical contract provisions. The Company has excluded receivables that do not meet the admissibility criteria from the statutory basis statements of admitted assets, liabilities, and capital and surplus.

For pharmacy rebates that meet the admissibility criteria, the collection history of pharmacy rebates is summarized as (in thousands):

Quarter	Estimated Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Billed or Otherwise Confirmed	Actual Rebates Received Within 90 Days of Billing	Actual Rebates Received Within 91 to 180 Days of Billing	Actual Rebates Received More Than 180 Days After Billing
6/30/2013	\$ 395	\$ -	\$ -	\$ -	\$ -
3/31/2013	385	368	217	-	-
12/31/2012	371	362	309	46	-
9/30/2012	338	341	303	31	5
6/30/2012	330	327	283	36	7
3/31/2012	302	300	267	28	5
12/31/2011	247	251	220	29	2
9/30/2011	249	245	219	24	2
6/30/2011	236	226	198	26	2
3/31/2011	219	223	188	22	13
12/31/2010	115	125	95	26	1
9/30/2010	108	113	84	31	1

NOTES TO FINANCIAL STATEMENTS

Of the amount reported as health care and other amounts receivables, approximately \$535,000 and \$478,000 relates to pharmaceutical rebate receivables as of June 30, 2013 and December 31, 2012, respectively. This increase is primarily due to increased membership along with the change in generic/name brand mix.

B. No significant change.

The Company also admitted approximately \$24,000 and \$113,000 for claim overpayments as of June 30, 2013 and December 31, 2012, respectively. Claim overpayments are included in health care receivables in the statutory basis statement of admitted assets, liabilities, and capital and surplus.

29. PARTICIPATING POLICIES

No significant change.

30. PREMIUM DEFICIENCY RESERVES

No significant change.

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:
- 3.1 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [X] No []

3.2 If the response to 3.1 is yes, provide a brief description of those changes.

April 2, 2013 - FrontierMEDEX Group Limited, a United Kingdom private limited company, was dissolved.

April 2, 2013 - FrontierMEDEX UK Limited, a United Kingdom private limited company, was dissolved.

May 2, 2013 - Paularino Third Party Administrators, Inc., a California corporation, was dissolved.

May 9, 2013 - Lifestream Accountable Care Organization, LLC, a Delaware limited liability company, was formed as a wholly owned subsidiary of Collaborative Care Holdings, LLC.

June 4, 2013 - Frontier Medex Tanzania Limited, was formed as a private company limited by shares under the laws of the United Republic of Tanzania. Frontier Medex Tanzania Limited is 99% owned by FrontierMedex Limited, a UK company.

June 25, 2013 - Exploration Logistics Limited, a UK company, was dissolved.

June 25, 2013 - Medekit.com Limited, a UK company, was dissolved.

June 25, 2013 - Frontier Medical Services Limited, a UK company, was dissolved.

June 30, 2013 - HIT Securities Corporation, a Massachusetts corporation, merged with and into Humedica, Inc., a Delaware corporation.

June 30, 2013 - Mohave Valley Hospital, Inc., an Arizona corporation, merged with and into Sierra Health Services, Inc. a Nevada corporation.

- July 4, 2013 - Amil Participações S.A., a Brazilian joint stock company, and Mind Solutions, S.A., a Brazilian joint stock company, simultaneously merged with and into Amil Assistência Médica Internacional S.A. This resulted in Polar II Fundo de Investimento em Participações owning 90.226% of Amil Assistência Médica Internacional S.A.
- 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. 12/31/2011
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2011
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 03/06/2013
- 6.4 By what department or departments?
Arkansas Insurance Department
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] N/A [X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [] No [] N/A [X]
- 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: \$ 297,471

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: \$
13. Amount of real estate and mortgages held in short-term investments: \$
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes No
- 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 | \$ |
| 14.22 Preferred Stock | \$ 0 | \$ |
| 14.23 Common Stock | \$ 0 | \$ |
| 14.24 Short-Term Investments | \$ 0 | \$ |
| 14.25 Mortgage Loans on Real Estate | \$ 0 | \$ |
| 14.26 All Other | \$ 0 | \$ |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) | \$ 0 | \$ 0 |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above | \$ | \$ |
- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes No
- 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. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2\$0
 - 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2\$0
 - 16.3 Total payable for securities lending reported on the liability page\$0

17. 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 []
- 17.1 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
Northern Trust	50 S. LaSalle, Chicago, IL 60675

- 17.2 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)

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes [] No [X]

- 17.4 If yes, give full information relating thereto:

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

- 17.5 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
107038	JPMorgan Investment Management Inc.	245 Park Avenue New York, NY 10167

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

- 18.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent83.0 %
1.2 A&H cost containment percent1.6 %
1.3 A&H expense percent excluding cost containment expenses8.8 %

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	L	4,734,698	18,698,434					23,433,132	
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	N							0	
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	CAN	N							0	
58. Aggregate Other Aliens	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal		XXX	4,734,698	18,698,434	0	0	0	0	23,433,132	0
60. Reporting Entity Contributions for Employee Benefit Plans		XXX							0	
61. Totals (Direct Business)	(a)	1	4,734,698	18,698,434	0	0	0	0	23,433,132	0
DETAILS OF WRITE-INS										
58001.		XXX								
58002.		XXX								
58003.		XXX								
58998. Summary of remaining write-ins for Line 58 from overflow page		XXX	0	0	0	0	0	0	0	0
58999. Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)		XXX	0	0	0	0	0	0	0	0

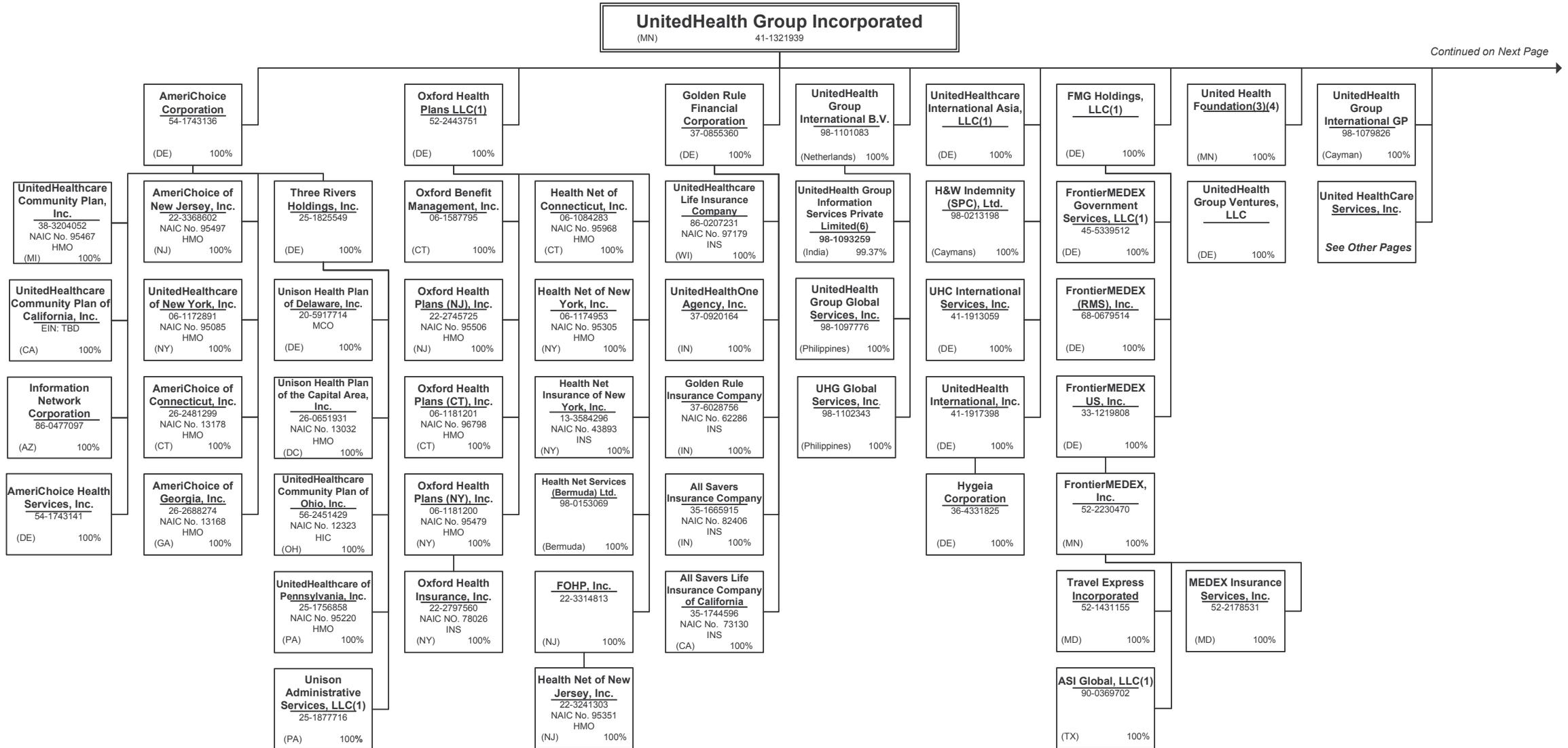
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

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

Premiums allocated by state based upon geographic market.

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

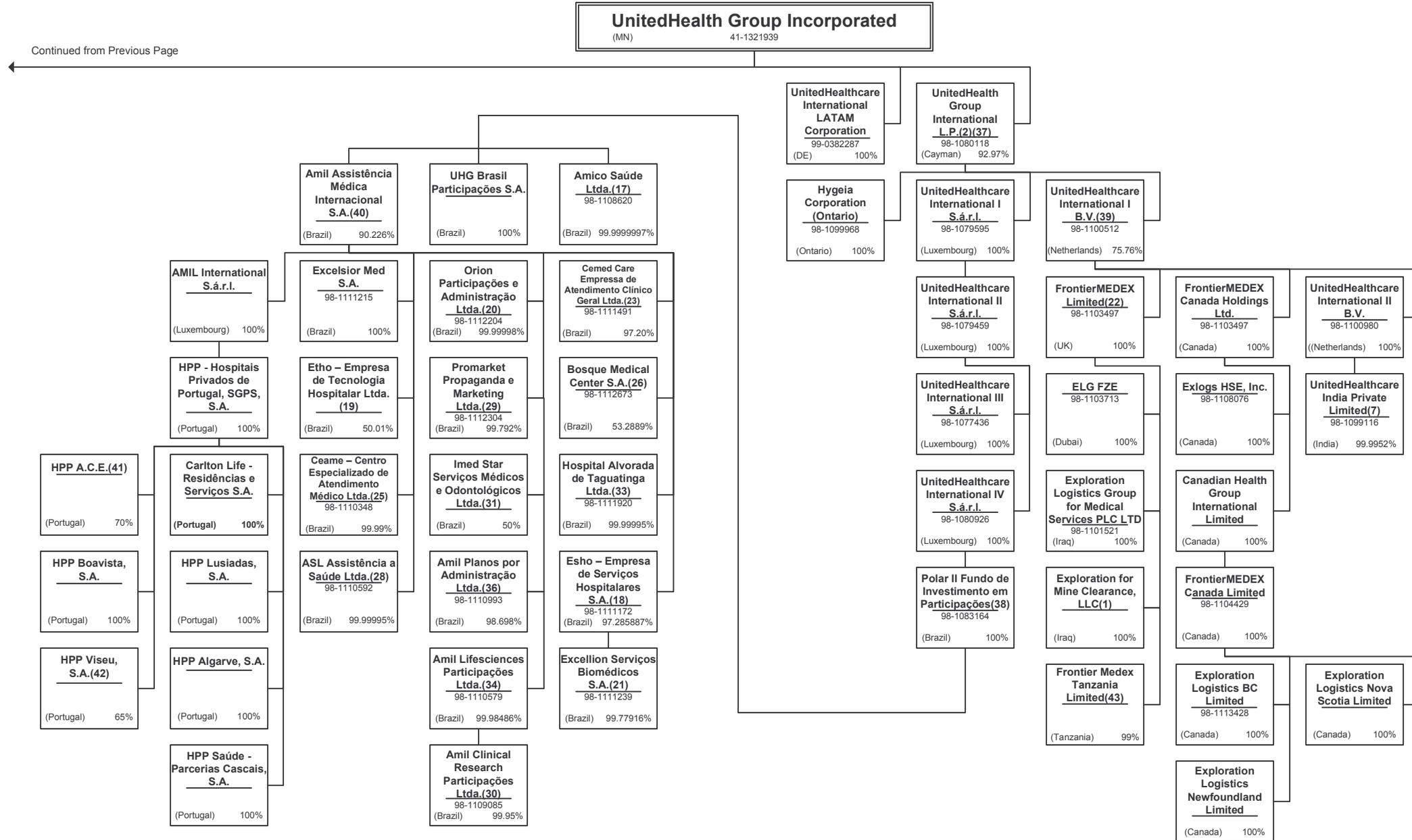
PART 1 - ORGANIZATIONAL CHART



Continued on Next Page

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

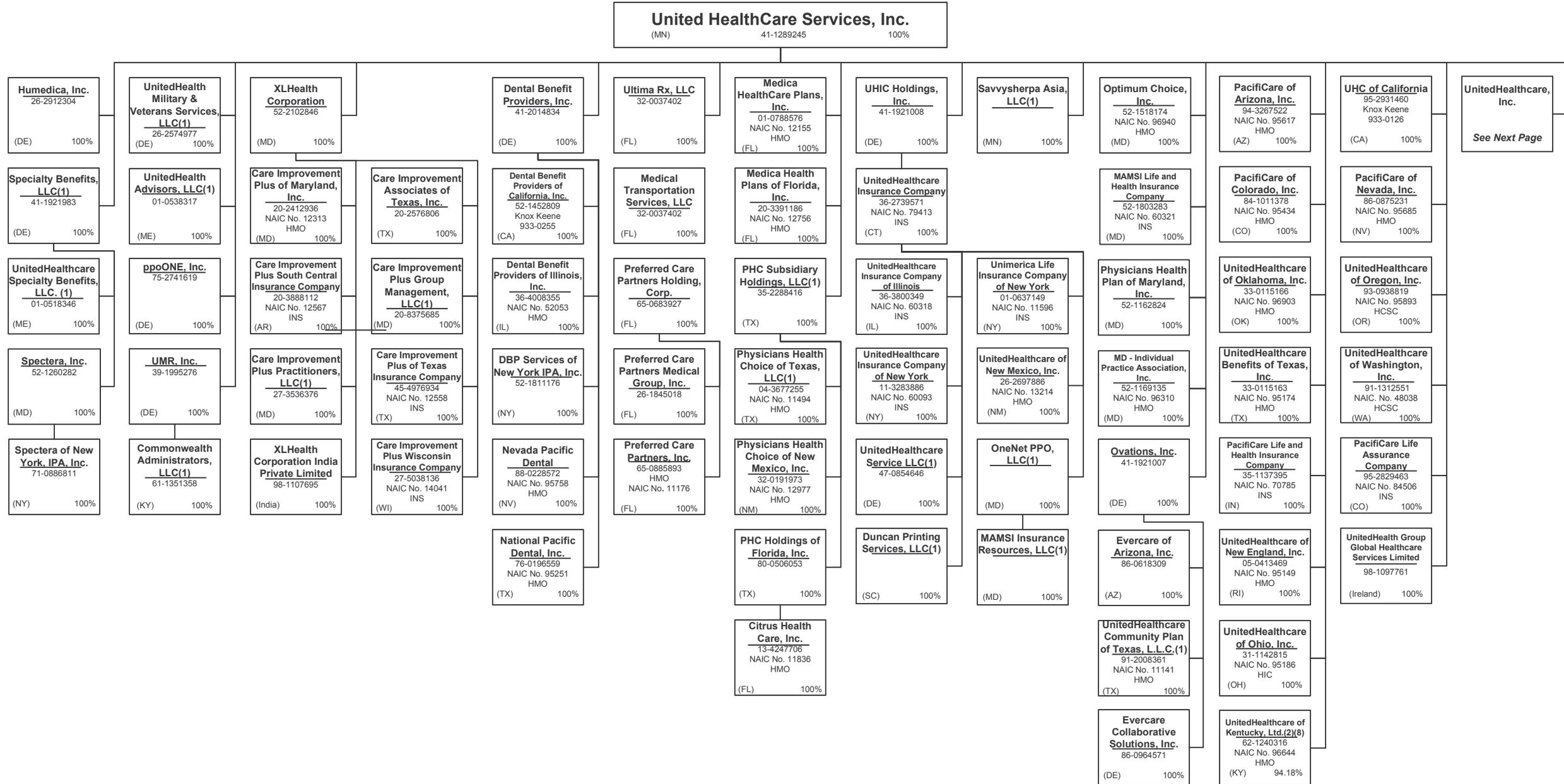
PART 1 - ORGANIZATIONAL CHART



Continued from Previous Page

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

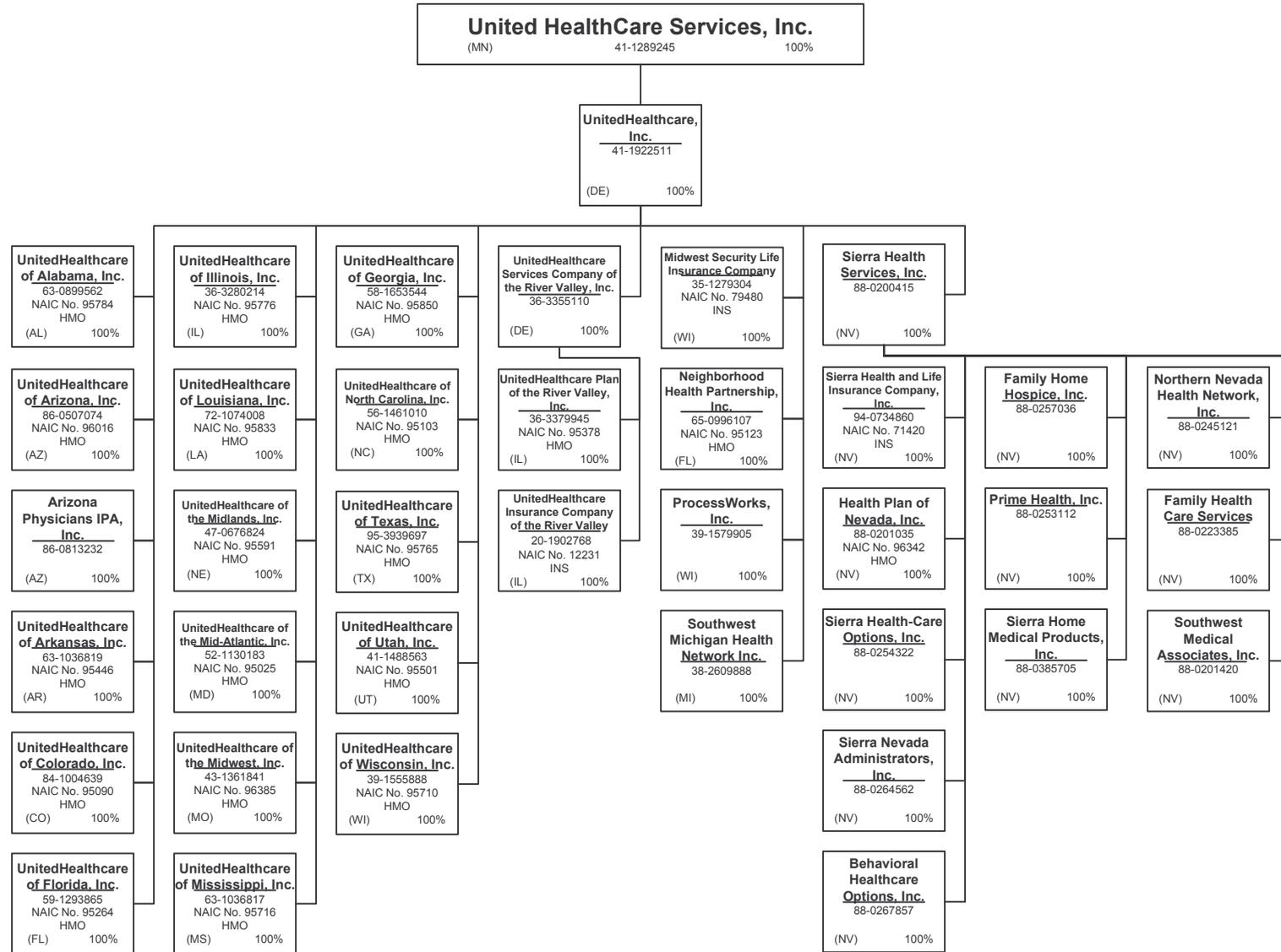
PART 1 - ORGANIZATIONAL CHART



15.2

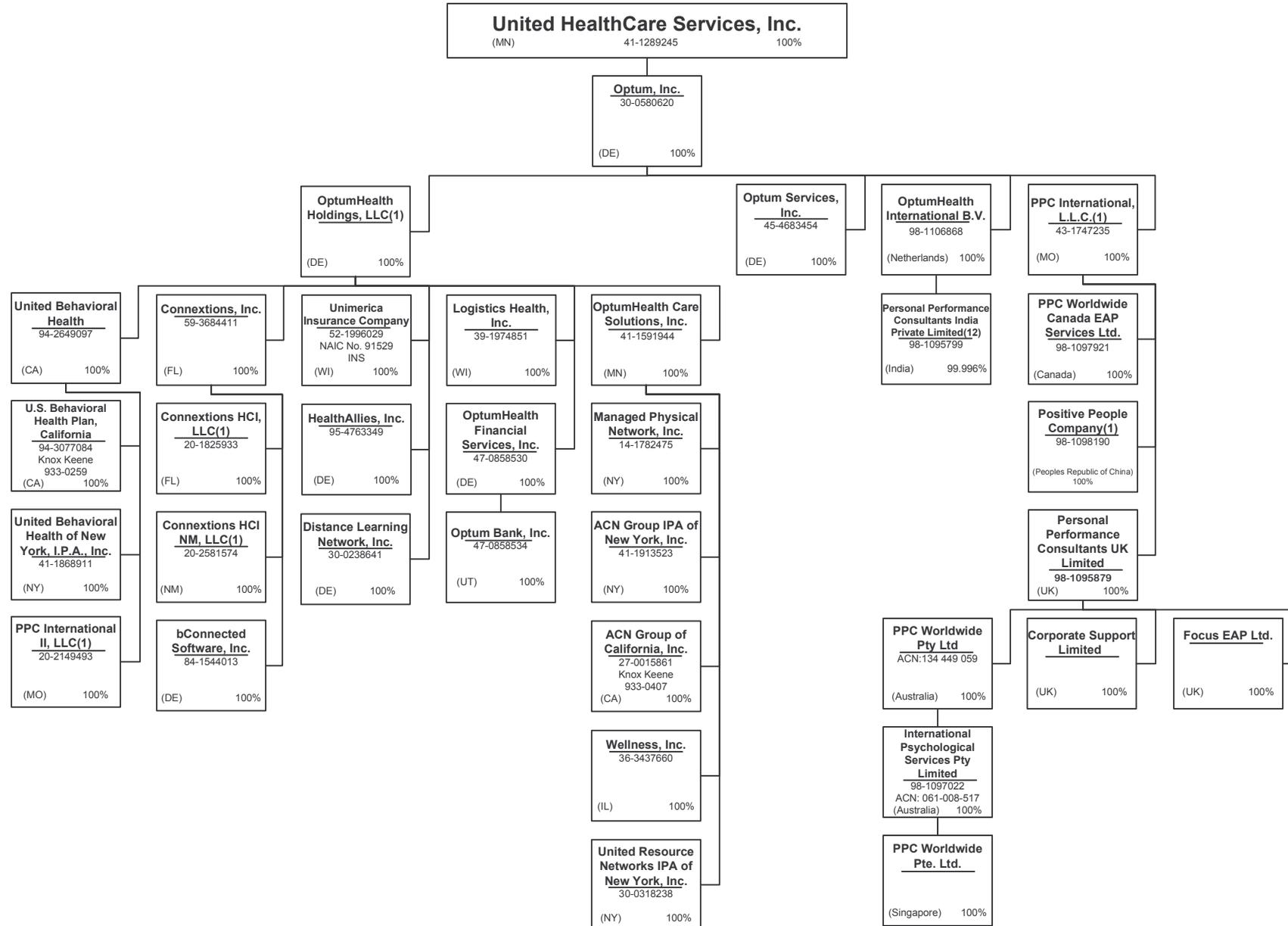
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



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

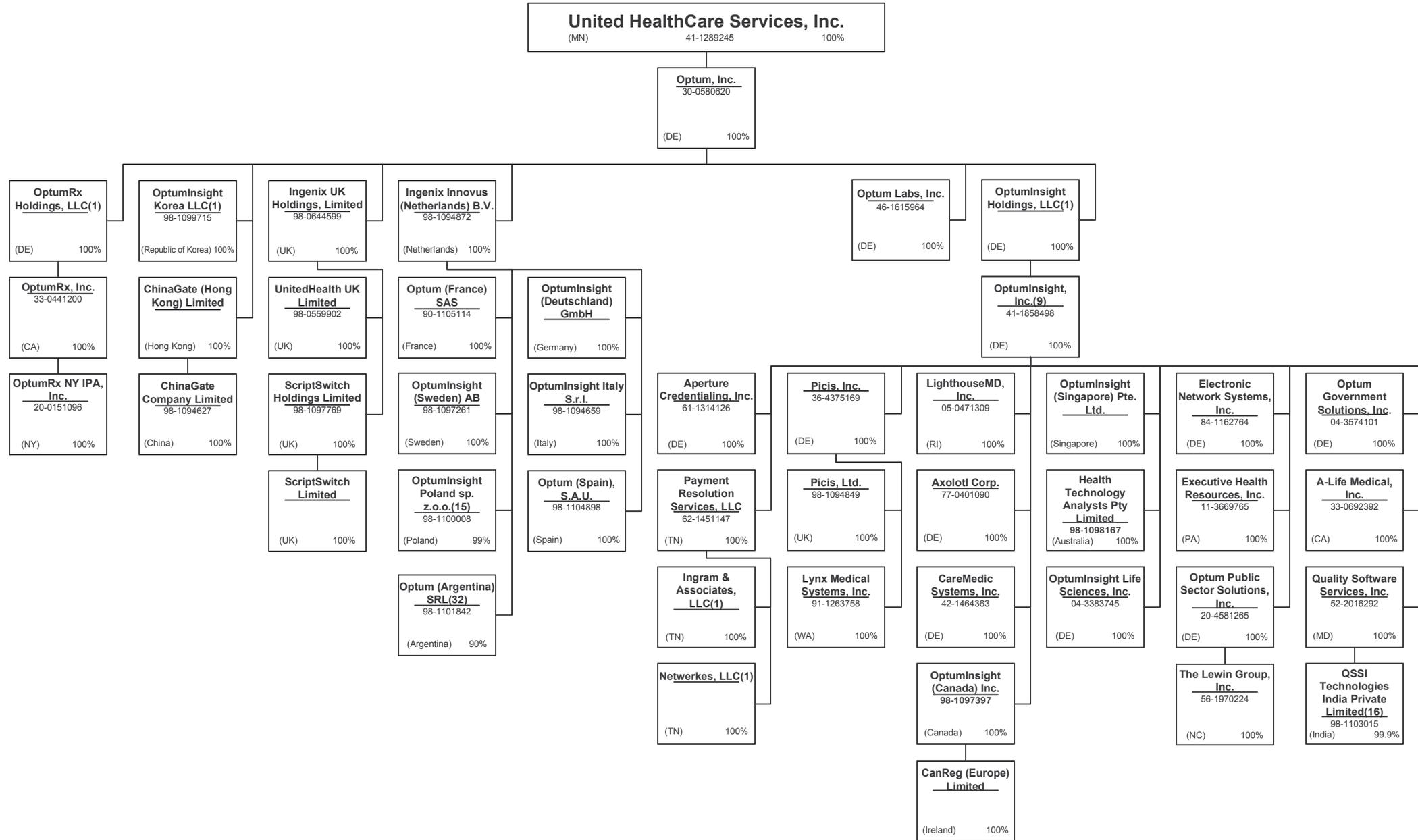
PART 1 - ORGANIZATIONAL CHART



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) Monarch Financial Services, LLC is 85% owned by Monarch Management Services, Inc. and 15% owned by external shareholders.
- (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 UnitedHealthcare International II 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) Physicians Choice Insurance Service, LLC is 70% owned by Monarch Financial Services, LLC and 30% owned by external shareholders.
- (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 Services Company.
- (14) PrimeCare of Citrus Valley, Inc. is 80% owned by PrimeCare Medical Network, Inc. and 20% owned by Citrus Valley Medical Associates, 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.
- (16) QSSI Technologies India Private Limited is 99.9% owned by Quality Software Services, Inc. and 0.1% owned by an Indian citizen.
- (17) Amico Saúde Ltda. is 99.9999997% owned by Amil Participações S.A. and 0.0000003% owned by and officer of Amil.

- (18) Esho – Empresa de Serviços Hospitalares S.A is 97.285887% owned by Amil Assistência Médica Internacional S.A.; 0.224917% owned by Amico Saúde Ltda.; 0.094901% owned by Treasury Shares and 2.4% owned by external shareholders.
- (19) Etho – Empresa de Tecnologia Hospitalar Ltda. 50.01% owned by Amil Assistência Médica Internacional S.A.and 49.99% owned by an external shareholder.
- (20) Orion Participações e Administração Ltda. is 99.99998% owned by Amil Assistência Médica Internacional S.A. and 0.00002% owned by Amico Saúde Ltda.
- (21) Excellion Serviços Biomédicos S.A.is 99.77916% owned by Esho – Empresa de Serviços Hospitalares S.A and 0.220844% owned by three external shareholders.
- (22) Branch offices in Iraq and Uganda
- (23) Cemed Care Empresa de Atendimento Clínico Geral Ltda. Is 97.20% owned by Amil Assistência Médica Internacional S.A. and 2.8% owned by Amico Saúde Ltd.
- (24) [TBD]
- (25) Ceame – Centro Especializado de Atendimento Médico S/C Ltda. Is 99.99% onwed by Amil Assistência Médica Internacional S.A. and 0.01% owned by Cemed Care Empresa de Atendimento Clínico Geral Ltda.
- (26) Bosque Medical Center S.A. is 53.2889% owned by Amil Assistência Médica Internacional S.A.; 33.7727% owned by Amico Saúde Ltd. and 12.9384% owned by Esho – Empresa de Serviços Hospitalares S.A.
- (27) AHJV, Inc. is 75% owned by NAMB Holdings, Inc. and 25% owned by Humana, Inc.
- (28) ASL Assistência a Saúde Ltda. Is 99.99995% owned by Amil Assistência Médica Internacional S.A and 0.00005% owned by an officer of Amil.
- (29) Promarket Propaganda e Marketing Ltda.is 99.792% owned by Amil Assistência Médica Internacional S.A and 0.208% owned by Amico Saúde Ltd.
- (30) Amil Clinical Research Participações Ltda. is 99.95% owned by Amil Lifesciences Participações Ltda. and .05% owned by an officer of Amil.
- (31) Imed Star Serviços Médicos e Odontológicos Ltda.is 50% owned by Amil Assistência Médica Internacional S.A and 50% owned by Amico Saúde Ltd.
- (32) Optum Argentina is 90% owned by Ingenix Innovus (Netherlands) BV and 10% owned by ScriptSwitch Holdings Limited.
- (33) Hospital Alvorada Taguatinga Ltda. Is 99.99995% owned by Amil Assistência Médica Internacional S.A. and 0.00005% owned by an officer of Amil.
- (34) Amil Lifesciences Participações Ltda. Is 99.98486% owned by Amil Assistência Médica Internacional S.A and 0.01514% owned by an officer of Amil.
- (35) TBD

- (36) Amil Planos por Administração Ltda. is 98.698% owned by Amil Assistência Médica Internacional S.A; 1.302% owned by Amico Saúde Ltd.
- (37) The limited partners of UnitedHealth Group International, L.P. include FMG Holdings, LLC (4.41%), UnitedHealthcare International LATAM Corporation (2.3%), Hygeia Corporation (DE) (0.33%) and UnitedHealth Group Incorporated (92.97%). UnitedHealth Group International GP is the general partner of UnitedHealth Group International, L.P.
- (38) Polar II Fundo de Investimento em Participações is a Brazilian private equity investment fund incorporated in the form of a closed-end condominium.
- (39) UnitedHealthcare International I, B.V. is 75.76% owned by UnitedHealth Group International L.P. and 24.24% owned by UnitedHealth Group International B.V.
- (40) Amil Assistência Médica Internacional S.A. is 90.226% owned by Polar II Fundo de Investimento em Participações and the remaining 9.774% is owned by the former controlling shareholders of Amil Participações S.A.
- (41) HPP A.C.E. is 70% owned by HPP - Hospitais Privados de Portugal, SGPS, S.A. The remaining 30% is owned by (1) HPP Boavista, S.A.,(2) HPP Lusiadas, S.A., (3) HPP Algarve, S.A., (4) HPP Saúde - Parcerias Cascais, S.A., and (5) HPP Viseu, S.A.; each owning 6%.
- (42) HPP Viseu, S.A. is 65% owned by HPP - Hospitais Privados de Portugal, SGPS, S.A.. The remaining 35% is jointly owned VISABEIRA Saúde - Serviços de Saúde, S.A.,VISABEIRA Participações Financeiras, SGPS, S.A., VISABEIRA Investimentos Financeiros SGPS, S.A. and Ciclorama - Estudos, Projectos e Produções, Lda.
- (43) Frontier Medex Tanzania Limited is 99% owned by FrontierMEDEX Limited. The remaining 1% is owned by an officer of FrontierMEDEX Limited.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.00000					310 Canyon Medical, LLC	CA	NIA	Monarch Management Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1913523				ACN Group IPA of New York, Inc.	NY	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-0015861				ACN Group of California, Inc.	CA	IA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	38-3849068				AHJV MSO, Inc.	DE	NIA	AHJV, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	38-3849066				AHJV, Inc.	CA	NIA	NAAM Holdings, Inc.	Ownership	75.000	UnitedHealth Group Incorporated	1
		.00000	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	IN	IA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
							All Savers Life Insurance Company of California	CA	IA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.73130	35-1744596				AmeriChoice Corporation	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	54-1743136				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	IA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.13168	26-2688274				AmeriChoice of Georgia, Inc.	GA	IA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95497	22-3368602				AmeriChoice of New Jersey, Inc.	NJ	IA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1108620				Amico Saúde Ltda.	BRA	NIA	Polar II Fundo de Investimento em Participações	Ownership	100.000	UnitedHealth Group Incorporated	2
		.00000					Amil Assistência Médica Internacional S.A.	BRA	NIA	Polar II Fundo de Investimento em Participações	Ownership	90.226	UnitedHealth Group Incorporated	3
		.00000	98-1109085				Amil Clinical Research Participações Ltda.	BRA	NIA	Amil Lifesciences Participações Ltda.	Ownership	99.950	UnitedHealth Group Incorporated	2
		.00000					AMIL International S.á.r.l.	LUX	NIA	Amil Assistência Médica Internacional S.A.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1110579				Amil Lifesciences Participações Ltda.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	99.985	UnitedHealth Group Incorporated	2
		.00000	98-1110993				Amil Planos por Administração Ltda.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	98.689	UnitedHealth Group Incorporated	
		.00000	98-1110993				Amil Planos por Administração Ltda.	BRA	NIA	Amico Saúde Ltda.	Ownership	1.311	UnitedHealth Group Incorporated	
		.00000	61-1314126				Aperture Credentialing, Inc.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	86-0813232				Arizona Physicians IPA, Inc.	AZ	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	90-0369702				ASI Global, LLC	TX	NIA	FrontierMEDEX, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1110592				ASL Assistência a Saúde Ltda.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	100.000	UnitedHealth Group Incorporated	2
		.00000	80-0368187				Aveta Arizona, Inc.	AZ	NIA	NAAM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	35-2416318				Aveta Colorado, Inc.	DE	NIA	NAAM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	90-0632302				Aveta Health Solutions Inc.	DE	NIA	NAAM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-4057813				Aveta Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-2823524				Aveta Kansas City, Inc.	KS	NIA	NAAM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	36-4704309				Aveta Tennessee, Inc.	DE	NIA	NAAM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	77-0401090				Axolotl Corp.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	84-1544013				bConnected Software, Inc.	DE	NIA	Connexions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	88-0267857				Behavioral Healthcare Options, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1112673				Bosque Medical Center S.A.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	53.289	UnitedHealth Group Incorporated	
		.00000	98-1112673				Bosque Medical Center S.A.	BRA	NIA	Amico Saúde Ltda.	Ownership	33.773	UnitedHealth Group Incorporated	
		.00000	98-1112673				Bosque Medical Center S.A.	BRA	NIA	Esho - Empresa de Serviços Hospitalares S.A.	Ownership	12.938	UnitedHealth Group Incorporated	
		.00000					Canadian Health Group International Limited	CAN	NIA	FrontierMEDEX Canada Holdings Ltd.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					CarReg (Europe) Limited	JRL	NIA	OptumInsight (Canada) Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-2576806				Care Improvement Associates of Texas, Inc.	TX	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF JUNE 30, 2013 OF THE UnitedHealthcare of Arkansas, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0707	UnitedHealth Group Incorporated	00000	20-8375685				Care Improvement Plus Group Management, LLC	MD	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		12313	20-2412936				Care Improvement Plus of Maryland, Inc.	MD	IA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	12558	45-4976934				Care Improvement Plus of Texas Insurance Company	TX	IA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	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	IA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		14041	27-5038136				Care Improvement Plus Wisconsin Insurance Company	WI	IA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	42-1464363				CareMedic Systems, Inc.	CA	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Carlton Life - Residências e Serviços S.A.	PRT	NIA	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1110348				Ceame - Centro Especializado de Atendimento Médico Ltda.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	99.990	UnitedHealth Group Incorporated	
		00000	98-1110348				Ceame - Centro Especializado de Atendimento Médico Ltda.	BRA	NIA	Cemed Care Empresa de Atendimento Clínico Geral Ltda.	Ownership	0.010	UnitedHealth Group Incorporated	
		00000	98-1111491				Cemed Care Empresa de Atendimento Clínico Geral Ltda.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	97.200	UnitedHealth Group Incorporated	
		00000	98-1111491				Cemed Care Empresa de Atendimento Clínico Geral Ltda.	BRA	NIA	Amico Saúde Ltda.	Ownership	2.800	UnitedHealth Group Incorporated	
		00000					ChinaGate (Hong Kong) Limited	HKG	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1094627				ChinaGate Company Limited	CHN	NIA	ChinaGate (Hong Kong) Limited	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	11836	13-4247706				Citrus Health Care, Inc.	FL	IA	PHC Holdings of Florida, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	56-2674371				Coachella Valley Physicians of PrimeCare, Inc.	CA	NIA	PrimeCare Medical Network, 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	DE	NIA	Collaborative Care Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	11-3647007				Comfort Care Transportation, LLC	TX	NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	61-1351358				Commonwealth Administrators, LLC	KY	NIA	UMR, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-2581574				Connexions HCI NM, LLC	NM	NIA	Connexions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-1825933				Connexions HCI, LLC	FL	NIA	Connexions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	59-3684411				Connexions, Inc.	FL	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Corporate Support Limited	GBR	NIA	Personal Performance Consultants UK Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	52-1811176				DBP Services of New York IPA, Inc.	NY	NIA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	52-1452809				Dental Benefit Providers of California, Inc.	CA	IA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	52053	36-4008355				Dental Benefit Providers of Illinois, Inc.	IL	IA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-2014834				Dental Benefit Providers, Inc.	DE	NIA	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	SC	NIA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	84-1162764				Electronic Network Systems, Inc.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1103713				ELG FZE	ARE	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1111172				Esho - Empresa de Serviços Hospitalares S.A.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	97.286	UnitedHealth Group Incorporated	3
		00000	98-1111172				Esho - Empresa de Serviços Hospitalares S.A.	BRA	NIA	Amico Saúde Ltda.	Ownership	0.225	UnitedHealth Group Incorporated	3

STATEMENT AS OF JUNE 30, 2013 OF THE UnitedHealthcare of Arkansas, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.00000					Etho – Empresa de Tecnologia Hospitalar Ltda.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	.50.010	UnitedHealth Group Incorporated	4
		.00000	86-0964571				Evercare Collaborative Solutions, Inc.	DE	NIA	Ovations, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	30-0226127				Evercare Hospice, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	86-0618309				Evercare of Arizona, Inc.	AZ	IA	Ovations, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1111239				Excellion Serviços Biomédicos S.A.	BRA	NIA	Esho – Empresa de Serviços Hospitalares S.A.	Ownership	99.779	UnitedHealth Group Incorporated	4
		.00000	98-111215				Excelsior Med S.A.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	11-3669765				Executive Health Resources, Inc.	PA	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1108076				Exlogs HSE Inc. (Canada)	CAN	NIA	FrontierMEDEX Canada Holdings Ltd.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Exploration for Mine Clearance, LLC	JRO	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1113428				Exploration Logistics BC Limited	CAN	NIA	FrontierMEDEX Canada Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1101521				Exploration Logistics Group for Medical Services PLC LTD	JRO	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Exploration Logistics Newfoundland Limited	CAN	NIA	FrontierMEDEX Canada Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Exploration Logistics Nova Scotia Limited	CAN	NIA	FrontierMEDEX Canada Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	88-0223385				Family Health Care Services	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	88-0257036				Family Home Hospice, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	35-2456267				FMG Holdings, LLC	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Focus EAP Ltd.	GBR	NIA	Personal Performance Consultants UK Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	22-3314813				FOHP, Inc.	NJ	NIA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	86-0908902				FOR HEALTH OF ARIZONA, INC.	AZ	NIA	For Health, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	33-0766617				For Health, Inc.	DE	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Frontier Medex Tanzania Limited	TZA	NIA	FrontierMEDEX Limited	Ownership	99.000	UnitedHealth Group Incorporated	2
		.00000	68-0679514				FrontierMEDEX (RMS), Inc.	DE	NIA	FMG Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1103497				FrontierMEDEX Canada Holdings Ltd.	CAN	NIA	UnitedHealthcare International I B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1104429				FrontierMEDEX Canada Limited	CAN	NIA	Canadian Health Group International Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	45-5339512				FrontierMEDEX Government Services, LLC	DE	NIA	FMG Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					FrontierMEDEX Limited	GBR	NIA	UnitedHealthcare International I B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	33-1219808				FrontierMEDEX US, Inc.	DE	NIA	FMG Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	52-2230470				FrontierMEDEX, Inc.	IN	NIA	FrontierMEDEX US, 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	IN	IA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-0213198				H&W Indemnity (SPC), Ltd.	CYM	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	43893	13-3584296				Health Net Insurance of New York, Inc.	NY	IA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95968	06-1084283				Health Net of Connecticut, Inc.	CT	IA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95351	22-3241303				Health Net of New Jersey, Inc.	NJ	IA	FOHP, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95305	06-1174953				Health Net of New York, Inc.	NY	IA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-0153069				Health Net Services (Bermuda) Ltd.	BMU	NIA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	96342	88-0201035				Health Plan of Nevada, Inc.	NV	IA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1098167				Health Technology Analysts Pty Limited	AUS	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	95-4763349				HealthAllies, Inc.	DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-8910978				Hospice Inspiris Holdings, 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	

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STATEMENT AS OF JUNE 30, 2013 OF THE UnitedHealthcare of Arkansas, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.00000	98-1111920				Hospital Alvorada de Taguatinga Ltda. HPP - Hospitais Privados de Portugal, SGPS, S.A. ....	.BRA	.....NIA.....	Amil Assistência Médica Internacional S.A.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....2
		.00000						.PRT	.....NIA.....	Amil International S.á.r.l. HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000					HPP A.C.E. ....	.PRT	.....NIA.....	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership.....	70.000	UnitedHealth Group Incorporated	
		.00000					HPP A.C.E. ....	.PRT	.....NIA.....	HPP Viseu, S.A.	Ownership.....	6.000	UnitedHealth Group Incorporated	
		.00000					HPP A.C.E. ....	.PRT	.....NIA.....	HPP Boavista, S.A.	Ownership.....	6.000	UnitedHealth Group Incorporated	
		.00000					HPP A.C.E. ....	.PRT	.....NIA.....	HPP Algarve, S.A.	Ownership.....	6.000	UnitedHealth Group Incorporated	
		.00000					HPP A.C.E. ....	.PRT	.....NIA.....	HPP Lusiadas, S.A.	Ownership.....	6.000	UnitedHealth Group Incorporated	
		.00000					HPP A.C.E. ....	.PRT	.....NIA.....	HPP Saúde - Parcerias Cascais, S.A. HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership.....	6.000	UnitedHealth Group Incorporated	
		.00000					HPP Algarve, S.A. ....	.PRT	.....NIA.....	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000					HPP Boavista, S.A. ....	.PRT	.....NIA.....	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000					HPP Lusiadas, S.A. ....	.PRT	.....NIA.....	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000					HPP Saúde - Parcerias Cascais, S.A. ....	.PRT	.....NIA.....	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000					HPP Viseu, S.A. ....	.PRT	.....NIA.....	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership.....	65.000	UnitedHealth Group Incorporated	.....1
		.00000	26-2912304				Humedica, Inc. ....	.DE	.....NIA.....	United HealthCare Services, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	36-4331825				Hygeia Corporation ....	.DE	.....NIA.....	UnitedHealth International, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	98-1099968				Hygeia Corporation (Ontario) Imed Star Serviços Médicos e Odontológicos Ltda. ....	.CAN	.....NIA.....	UnitedHealth Group International L.P.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000					Imed Star Serviços Médicos e Odontológicos Ltda. ....	.BRA	.....NIA.....	Amico Saúde Ltda.	Ownership.....	50.000	UnitedHealth Group Incorporated	
		.00000					Independent Physician Management Services, Inc. ....	.BRA	.....NIA.....	Amil Assistência Médica Internacional S.A.	Ownership.....	50.000	UnitedHealth Group Incorporated	
		.00000	27-4603968				Information Network Corporation ....	.DE	.....NIA.....	Collaborative Care Holdings, LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	86-0477097					.AZ	.....NIA.....	AmeriChoice Corporation North American Medical Management - Illinois, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	36-4733428				Informed Choice HealthCare Alliance, Inc. ....	.IL	.....NIA.....	Optum, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	98-1094872				Ingenix Innovus (Netherlands) B.V. ....	.NLD	.....NIA.....	Optum, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	98-0644599				Ingenix UK Holdings Limited ....	.GBR	.....NIA.....	Optum, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	62-1641102				Ingram & Associates, LLC ....	.TN	.....NIA.....	Payment Resolution Services, LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	13-4138668				INSPIRIS of New York IPA, Inc. ....	.NY	.....NIA.....	Inspiris, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	13-4138665				INSPIRIS of New York Management, Inc. ....	.NY	.....NIA.....	Inspiris, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	20-5355196				Inspiris of Tennessee, Inc. ....	.TN	.....NIA.....	Inspiris, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	26-2885572				INSPIRIS of Texas Physician Group ....	.TX	.....NIA.....	Inspiris Services Company	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	26-0683057				Inspiris Services Company ....	.TN	.....NIA.....	Inspiris, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	33-0766366				Inspiris, Inc. ....	.DE	.....NIA.....	Collaborative Care Holdings, LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	98-1097022				International Psychological Services Pty Limited ....	.AUS	.....NIA.....	PPC Worldwide Pty Ltd	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	32-0409538				Lifepoint Accountable Care Organization, LLC ....	.DE	.....NIA.....	Collaborative Care Holdings, LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	45-3143218				Lifepoint East, Inc. ....	.DE	.....NIA.....	Collaborative Care Holdings, LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	27-2309024				Lifepoint Health, Inc. ....	.DE	.....NIA.....	Collaborative Care Holdings, LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	05-0471309				LighthouseID, Inc. ....	.RI	.....NIA.....	OptumInsight, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	39-1974851				Logistics Health, Inc. ....	.WI	.....NIA.....	OptumHealth Holdings, LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	91-1263758				Lynx Medical Systems, Inc. ....	.WA	.....NIA.....	Picis, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF JUNE 30, 2013 OF THE UnitedHealthcare of Arkansas, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.00000	98-1094659				OptumInsight Italy S.r.l.	.ITA	.NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1099715				OptumInsight Korea LLC	.KOR	.NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	04-3383745				OptumInsight Life Sciences, Inc.	.DE	.NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1100008				OptumInsight Poland sp. z.o.o.	.POL	.NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	99.000	UnitedHealth Group Incorporated	
		.00000	98-1100008				OptumInsight Poland sp. z.o.o.	.POL	.NIA	OptumInsight, Inc.	Ownership	1.000	UnitedHealth Group Incorporated	
		.00000	41-1858498				OptumInsight, Inc.	.DE	.NIA	OptumInsight Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-0151096				OptumRx Holdings, LLC	.DE	.NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	33-0441200				OptumRx NY IPA, Inc.	.NY	.NIA	OptumRx, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	33-0441200				OptumRx, Inc.	.CA	.NIA	OptumRx Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1112204				Orion Participações e Administração Ltda.	.BRA	.NIA	Amil Assistência Médica Internacional S.A.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1112204				Orion Participações e Administração Ltda.	.BRA	.NIA	Amico Saúde Ltda.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1921007				Ovations, Inc.	.DE	.NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	06-1587795				Oxford Benefit Management, Inc.	.CT	.NIA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.78026	22-2797560				Oxford Health Insurance, Inc.	.NY	.IA	Oxford Health Plans (NY), Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.96798	06-1181201				Oxford Health Plans (CT), Inc.	.CT	.IA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95506	22-2745725				Oxford Health Plans (NJ), Inc.	.NJ	.IA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95479	06-1181200				Oxford Health Plans (NY), Inc.	.NY	.IA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	52-2443751				Oxford Health Plans LLC	.DE	.NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.70785	35-1137395				PacifiCare Life and Health Insurance Company	.IN	.IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.84506	95-2829463				PacifiCare Life Assurance Company	.CO	.IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95617	94-3267522				PacifiCare of Arizona, Inc.	.AZ	.IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95434	84-1011378				PacifiCare of Colorado, Inc.	.CO	.IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95685	86-0875231				PacifiCare of Nevada, Inc.	.NV	.IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	62-1451147				Payment Resolution Services, LLC	.TN	.NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1095799				Personal Performance Consultants India Private Limited	.IND	.NIA	OptumHealth International B.V.	Ownership	99.996	UnitedHealth Group Incorporated	
		.00000	98-1095799				Personal Performance Consultants India Private Limited	.IND	.NIA	United Behavioral Health	Ownership	0.004	UnitedHealth Group Incorporated	
		.00000	98-1095879				Personal Performance Consultants UK Limited	.GBR	.NIA	PPC International, L.L.C.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	80-0506053				PHC Holdings of Florida, Inc.	.TX	.NIA	PHC Subsidiary Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	35-2288416				PHC Subsidiary Holdings, LLC	.TX	.NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	80-0654665				Physician Care Partners, Inc.	.IL	.NIA	North American Medical Management - Illinois, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Physicians Choice Insurance Service, LLC	.CA	.NIA	Monarch Financial Services, LLC	Ownership	70.000	UnitedHealth Group Incorporated	4
.0707	UnitedHealth Group Incorporated	.12977	32-0191973				Physicians Health Choice of New Mexico, Inc.	.NM	.IA	PHC Subsidiary Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.11494	04-3677255				Physicians Health Choice of Texas, LLC	.TX	.IA	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	36-4375169	3886791			Picis, Inc.	.DE	.NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1094849				Picis, Ltd.	.GBR	.NIA	Picis, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1083164				Polar II Fundo de Investimento em Participações	.BRA	.NIA	UnitedHealthcare International IV S.á.r.l.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1098190				Positive People Company	.CHN	.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	98-1097921				PPC Worldwide Canada EAP Services Ltd.	.CAN	.NIA	PPC International, L.L.C.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					PPC Worldwide Pte. Ltd.	.SGP	.NIA	International Psychological Services Pty Limited	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF JUNE 30, 2013 OF THE UnitedHealthcare of Arkansas, Inc.

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.00000					PPC Worldwide Pty Ltd	..AU	..NIA	Personal Performance Consultants UK Limited	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	75-2741619				ppoONE, Inc.	..DE	..NIA	United HealthCare Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	65-0683927				Preferred Care Partners Holding, Corp.	..FL	..NIA	United HealthCare Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	26-1845018				Preferred Care Partners Medical Group, Inc.	..FL	..NIA	Preferred Care Partners Holding, Corp.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	26-1845018				Preferred Care Partners Medical Group, Inc.	..FL	..NIA	Preferred Care Partners Holding, Corp.	Ownership	..100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	.11176	65-0885893				Preferred Care Partners, Inc.	..FL	..IA	Preferred Care Partners Holding, Corp.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	75-3265059				Premier Choice ACO, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	75-3265056				Prime Community Care of Central Valley, Inc.	..CA	..NIA	PrimeCare Medical Network, 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	33-0607478				PrimeCare Medical Network, Inc.	..CA	..IA	NAMM Holdings, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	75-3265058				PrimeCare of Banning-Beaumont, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	87-0757397				PrimeCare of Citrus Valley, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..80.000	UnitedHealth Group Incorporated	1
		.00000	33-0674407				PrimeCare of Corona, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	33-0674401				PrimeCare of Hemet Valley, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	33-0674408				PrimeCare of Inland Valley, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	33-0674402				PrimeCare of Moreno Valley, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	75-3265060				PrimeCare of Pomona Valley, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	33-0674400				PrimeCare of Redlands, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	33-0674404				PrimeCare of Riverside, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	14-1915328				PrimeCare of San Bernardino, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	33-0698439				PrimeCare of Sun City, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	33-0674409				PrimeCare of Temecula, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	39-1579905				ProcessWorks, Inc.	..WI	..NIA	UnitedHealthcare, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	98-1112304				Promarket Propaganda e Marketing Ltda.	..BRA	..NIA	Amil Assistência Médica Internacional S. A.	Ownership	..99.792	UnitedHealth Group Incorporated	
		.00000	98-1112304				Promarket Propaganda e Marketing Ltda.	..BRA	..NIA	Amico Saúde Ltda.	Ownership	..0.208	UnitedHealth Group Incorporated	
		.00000	52-2016292				QSSI Technologies India Private Limited	..IND	..NIA	Quality Software Services, Inc.	Ownership	..99.900	UnitedHealth Group Incorporated	4
		.00000	26-3168754				Quality Software Services, Inc.	..MD	..NIA	OptumInsight, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	98-1097769				R&H Family Fitness Unlimited LLC	..TX	..NIA	WellMed Medical Management, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	98-1097769				Savvysherpa Asia, LLC	..MN	..NIA	United HealthCare Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	98-1097769				ScriptSwitch Holdings Limited	..GBR	..NIA	Ingenix UK Holdings Limited	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	98-1097769				ScriptSwitch Limited	..GBR	..NIA	ScriptSwitch Holdings Limited	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	20-4763091				Senior Care Partners, Inc.	..IL	..NIA	North American Medical Management - Illinois, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	.71420	94-0734860				Sierra Health and Life Insurance Company, Inc.	..NV	..IA	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	..NIA	AmeriChoice Corporation	Ownership	..100.000	UnitedHealth Group Incorporated	

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.0000	52-1431155				Travel Express Incorporated	MD	NIA	FrontierMEDEX, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	94-3077084				U.S. Behavioral Health Plan, California	CA	IA	United Behavioral Health	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-1913059				UHC International Services, Inc.	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	95-2931460				UHC of California	CA	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					Polar II Fundo de Investimento em Participações							
		.0000					UHG Brasil Participações S.A.	BRA	NIA		Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					UHG Global Services, Inc.	PHL	NIA	UnitedHealth Group International B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-1921008				UHIC Holdings, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	14-1892398				Ultima Rx, LLC	FL	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	39-1995276				UMR, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.91529	52-1996029				Unimerica Insurance Company	WI	IA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
							Unimerica Life Insurance Company of New York	NY	IA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.11596	01-0637149				Unison Administrative Services, LLC	PA	NIA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	25-1877716				Unison Health Plan of Delaware, Inc.	DE	IA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	20-5917714				Unison Health Plan of the Capital Area, Inc.	DC	IA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.13032	26-0651931				United Behavioral Health	CA	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	94-2649097				United Behavioral Health of New York, I.P.A., Inc.	NY	NIA	United Behavioral Health	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-1868911				United Health Foundation	MN	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-1941615	3410132			United HealthCare Services, Inc.	MN	UIP	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-1289245				United Resource Networks IPA of New York, Inc.	NY	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	30-0318238				UnitedHealth Advisors, LLC	ME	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	01-0538317				UnitedHealth Group Global Healthcare Services Limited	JRL	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1097761				UnitedHealth Group Global Services, Inc.	PHL	NIA	UnitedHealth Group International B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1097776											
		.0000	41-1321939		0000731766	New York Stock Exchange	UnitedHealth Group Incorporated	MN	UIP					
		.0000	98-1093259				UnitedHealth Group Information Services Private Limited	JND	NIA	UnitedHealth Group International B.V.	Ownership	99.370	UnitedHealth Group Incorporated	
		.0000	98-1093259				UnitedHealth Group Information Services Private Limited	JND	NIA	UnitedHealth International, Inc.	Ownership	0.630	UnitedHealth Group Incorporated	
		.0000	98-1101083				UnitedHealth Group International B.V.	NLD	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1079826				UnitedHealth Group International GP	CYM	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1080118				UnitedHealth Group International L.P.	CYM	NIA	UnitedHealth Group Incorporated	Ownership	92.970	UnitedHealth Group Incorporated	5
		.0000	98-1080118				UnitedHealth Group International L.P.	CYM	NIA	FMG Holdings, LLC	Ownership	4.410	UnitedHealth Group Incorporated	5
		.0000	98-1080118				UnitedHealthcare International LATAM Corporation	CYM	NIA		Ownership	2.300	UnitedHealth Group Incorporated	5
		.0000	98-1080118				UnitedHealth Group International L.P.	CYM	NIA	Hygeia Corporation	Ownership	0.330	UnitedHealth Group Incorporated	5
		.0000					UnitedHealth Group Ventures, LLC	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-1917398				UnitedHealth International, Inc.	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					UnitedHealth Military & Veterans Services, LLC	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	26-2574977				UnitedHealth UK Limited	GBR	NIA	Ingenix UK Holdings Limited	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95174	33-0115163				UnitedHealthcare Benefits of Texas, Inc.	TX	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					UnitedHealthcare Community Plan of California, Inc.	CA	IA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.12323	56-2451429				UnitedHealthcare Community Plan of Ohio, Inc.	OH	IA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF JUNE 30, 2013 OF THE UnitedHealthcare of Arkansas, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0707	UnitedHealth Group Incorporated	11141	91-2008361				UnitedHealthcare Community Plan of Texas, L.L.C.	TX	IA	Ovations, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95467	38-3204052				UnitedHealthcare Community Plan, Inc.	MI	IA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1099116				UnitedHealthcare India Private Limited	IND	NIA	UnitedHealthcare International II B.V.	Ownership	99.995	UnitedHealth Group Incorporated	
		00000	98-1099116				UnitedHealthcare India Private Limited	IND	NIA	UnitedHealth International, Inc.	Ownership	0.005	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	79413	36-2739571				UnitedHealthcare Insurance Company of Illinois	CT	IA	UHC Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	60318	36-3800349				UnitedHealthcare Insurance Company of New York	IL	IA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	60093	11-3283886				UnitedHealthcare Insurance Company of the River Valley	NY	IA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	12231	20-1902768				UnitedHealthcare International Asia, LLC	IL	IA	UnitedHealthcare Services Company of the River Valley, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1988797				UnitedHealthcare International I B.V.	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1100512				UnitedHealthcare International I B.V.	NLD	NIA	UnitedHealth Group International L.P.	Ownership	75.760	UnitedHealth Group Incorporated	
		00000	98-1100512				UnitedHealthcare International I B.V.	NLD	NIA	UnitedHealth Group International B.V.	Ownership	24.240	UnitedHealth Group Incorporated	
		00000	98-1079595				UnitedHealthcare International I S.á.r.l.	LUX	NIA	UnitedHealth Group International L.P.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1100980				UnitedHealthcare International II B.V.	NLD	NIA	UnitedHealth Group International B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1079459				UnitedHealthcare International II S.á.r.l.	LUX	NIA	UnitedHealthcare International I S.á.r.l.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1077436				UnitedHealthcare International III S.á.r.l.	LUX	NIA	UnitedHealthcare International II S.á.r.l.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1080926				UnitedHealthcare International IV S.á.r.l.	LUX	NIA	UnitedHealthcare International II S.á.r.l.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	99-0382287				UnitedHealthcare International LATAM Corporation	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	97179	86-0207231				UnitedHealthcare Life insurance Company	WI	IA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95784	63-0899562				UnitedHealthcare of Alabama, Inc.	AL	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	96016	86-0507074				UnitedHealthcare of Arizona, Inc.	AZ	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95446	63-1036819				UnitedHealthcare of Arkansas, Inc.	AR	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95090	84-1004639				UnitedHealthcare of Colorado, Inc.	CO	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95264	59-1293865				UnitedHealthcare of Florida, Inc.	FL	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95850	58-1653544				UnitedHealthcare of Georgia, Inc.	GA	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95776	36-3280214				UnitedHealthcare of Illinois, Inc.	IL	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	96644	62-1240316				UnitedHealthcare of Kentucky, Ltd.	KY	IA	United HealthCare Services, Inc.	Ownership	94.180	UnitedHealth Group Incorporated	6
0707	UnitedHealth Group Incorporated	96644	62-1240316				UnitedHealthcare of Kentucky, Ltd.	KY	IA	UnitedHealthcare, Inc.	Ownership	5.820	UnitedHealth Group Incorporated	6
0707	UnitedHealth Group Incorporated	95833	72-1074008				UnitedHealthcare of Louisiana, Inc.	LA	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95716	63-1036817				UnitedHealthcare of Mississippi, Inc.	MS	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95149	05-0413469				UnitedHealthcare of New England, Inc.	RI	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	13214	26-2697886				UnitedHealthcare of New Mexico, Inc.	NM	IA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95085	06-1172891				UnitedHealthcare of New York, Inc.	NY	IA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95103	56-1461010				UnitedHealthcare of North Carolina, Inc.	NC	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95186	31-1142815				UnitedHealthcare of Ohio, Inc.	OH	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	96903	33-0115166				UnitedHealthcare of Oklahoma, Inc.	OK	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95893	93-0938819				UnitedHealthcare of Oregon, Inc.	OR	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95220	25-1756858				UnitedHealthcare of Pennsylvania, Inc.	PA	IA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95765	95-3939697				UnitedHealthcare of Texas, Inc.	TX	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		95025	52-1130183				UnitedHealthcare of the Mid-Atlantic, Inc.	MD	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95591	47-0676824				UnitedHealthcare of the Midlands, Inc.	NE	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	96385	43-1361841				UnitedHealthcare of the Midwest, Inc.	MO	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95501	41-1488563				UnitedHealthcare of Utah, Inc.	UT	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0707	UnitedHealth Group Incorporated	48038	91-1312551				UnitedHealthcare of Washington, Inc.	WA	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95710	39-1555888				UnitedHealthcare of Wisconsin, Inc.	WI	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95378	36-3379945				UnitedHealthcare Plan of the River Valley, Inc.	IL	IA	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	01-0518346				UnitedHealthcare Specialty Benefits, LLC	ME	NIA	Specialty Benefits, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1922511				UnitedHealthcare, Inc.	DE	UDP	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	37-0920164				UnitedHealthOne Agency, Inc.	IN	NIA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	87-0757396				Valley Physicians Network, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	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	1
		00000	36-3437660				Wellness, Inc.	IL	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	52-2102846				XLHealth Corporation	MD	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1107695				XLHealth Corporation India Private Limited	JND	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	11-3764012				Your Health Options Insurance Services, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	27-0172594				Your Partner in Health Services, Inc.	IL	NIA	North American Medical Management - Illinois, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

Asterisk	Explanation
1	The remaining percentage is owned by one or more non-affiliated companies.
2	The remaining percentage is owned by one or more officers of the Company.
3	The remaining percentage is owned by the former controlling shareholders of Amil Participações S.A.
4	The remaining percentage is owned by one or more external shareholders.
5	The limited partners include FMG Holdings, LLC (4.41%), UnitedHealthcare International LATAM Corporation (2.3%), Hygeia Corporation (DE) (0.33%) and UnitedHealth Group Incorporated (92.97%). The general partner is UnitedHealth Group International GP.
6	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%.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanation:

1. The Company has no Medicare Supplement business.

Bar Code:

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



OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A - VERIFICATION

Real Estate

	1 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	334,089	300,136
2. Cost of bonds and stocks acquired		341,859
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration for bonds and stocks disposed of		300,000
7. Deduct amortization of premium	5,878	7,906
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	328,211	334,089
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	328,211	334,089

STATEMENT AS OF JUNE 30, 2013 OF THE UnitedHealthcare of Arkansas, Inc.

SCHEDULE D - PART 1B

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

	1 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)	590,679	10,664,693	9,533,966	(2,945)	590,679	1,718,461		967,893
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	590,679	10,664,693	9,533,966	(2,945)	590,679	1,718,461	0	967,893
PREFERRED STOCK								
8. Class 1	0				0	0		0
9. Class 2	0				0	0		0
10. Class 3	0				0	0		0
11. Class 4	0				0	0		0
12. Class 5	0				0	0		0
13. Class 6	0				0	0		0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	590,679	10,664,693	9,533,966	(2,945)	590,679	1,718,461	0	967,893

(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 \$; NAIC 2 \$; NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

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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	1,390,250	xxx	1,390,250	295	

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	633,804	1,764,616
2. Cost of short-term investments acquired	18,745,205	31,949,711
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	17,988,759	33,080,523
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	1,390,250	633,804
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	1,390,250	633,804

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

N O N E

Schedule DB - Part B - Verification - Futures Contracts

N O N E

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

N O N E

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

N O N E

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

N O N E

Schedule E - Verification - Cash Equivalents

N O N E

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

N O N E

Schedule A - Part 3 - Real Estate Disposed

N O N E

Schedule B - Part 2 - Mortgage Loans Acquired

N O N E

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

N O N E

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

N O N E

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

N O N E

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

N O N E

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

N O N E

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

Schedule DB - Part B - Section 1 - Futures Contracts Open
N O N E

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

Schedule DB - Part D - Section 1 - Counterparty Exposure for Derivative Instruments Open
N O N E

Schedule DB - Part D - Section 2 - Collateral for Derivative Instruments Open
N O N E

Schedule DB - Part D - Section 2 - Collateral 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

Medicare Part D Coverage Supplement

N O N E