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HEALTH QUARTERLY STATEMENT

AS OF JUNE 30, 2009

OF THE CONDITION AND AFFAIRS OF THE

Unison Health Plan of Tennessee, Inc.

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

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

Country of Domicile United States of America

Licensed as business type: Health Maintenance Organization

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

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

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

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

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

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

Internet Web Site Address www.unisonhealthplan.com

Statutory Statement Contact Jeffrey Brian Snelling (Name), 412-349-4751 (Area Code) (Telephone Number)
jeffrey.snelling@unisonhealthplan.com (E-mail Address), 412-457-1344 (FAX Number)

OFFICERS

CEO and President	Eric Hunter Paul #	Treasurer	Robert Worth Oberrender
Secretary	Christina Regina Palme-Krizak #	Chief Financial Officer	James Wesley Waters #
Vice President Tax	John William Kelly		

OTHER

DIRECTORS OR TRUSTEES

Rita Faye Johnson-Mills # | Michael Paul Radu # | Christopher Allan Scherer #

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

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

Eric Hunter Paul	Christina Regina Palme-Krizak	James Wesley Waters
CEO and President	Secretary	Chief Financial Officer

Subscribed and sworn to before me this _____ day of _____ | Subscribed and sworn to before me this _____ day of _____ | Subscribed and sworn to before me this _____ day of _____

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

b. If no,

1. State the amendment number……..
2. Date filed……..
3. Number of pages attached……

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Prior Year Net Admitted Assets
1. Bonds	6,442,780		6,442,780	5,499,047
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 ($ 15,214,610), cash equivalents ($ 0), and short-term investments ($ 5,014,446)	20,229,056		20,229,056	14,677,244
6. Contract loans, (including $ ..... premium notes)			0	0
7. Other invested assets	0		0	0
8. Receivables for securities			0	0
9. Aggregate write-ins for invested assets	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	26,671,836	0	26,671,836	20,176,291
11. Title plants less $ ..... charged off (for Title insurers only)			0	0
12. Investment income due and accrued	64,411		64,411	78,182
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	2,657,773		2,657,773	757,100
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $ ..... earned but unbilled premiums)			0	0
13.3 Accrued retrospective premiums			0	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers			0	0
14.2 Funds held by or deposited with reinsured companies			0	0
14.3 Other amounts receivable under reinsurance contracts			0	0
15. Amounts receivable relating to uninsured plans			0	266,760
16.1 Current federal and foreign income tax recoverable and interest thereon			0	0
16.2 Net deferred tax asset	75,033	22,089	52,944	52,944
17. Guaranty funds receivable or on deposit			0	0
18. Electronic data processing equipment and software			0	0
19. Furniture and equipment, including health care delivery assets ($ .....)			0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
21. Receivables from parent, subsidiaries and affiliates	1,837		1,837	0
22. Health care ($ 67,016) and other amounts receivable	178,721	111,705	67,016	38,120
23. Aggregate write-ins for other than invested assets	4,160	0	4,160	4,160
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	29,653,771	133,794	29,519,977	21,373,557
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
26. Total (Lines 24 and 25)	29,653,771	133,794	29,519,977	21,373,557
DETAILS OF WRITE-INS				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	0	0	0	0
2301. State Income Tax Receivable	4,160		4,160	4,160
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)	4,160	0	4,160	4,160

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less $ 67,680 reinsurance ceded)	8,008,290		8,008,290	7,078,442
2.	Accrued medical incentive pool and bonus amounts			0	0
3.	Unpaid claims adjustment expenses	247,642		247,642	582,106
4.	Aggregate health policy reserves	877,075		877,075	699,795
5.	Aggregate life policy reserves			0	0
6.	Property/casualty unearned premium reserve			0	0
7.	Aggregate health claim reserves			0	0
8.	Premiums received in advance			0	1,705
9.	General expenses due or accrued	270,259		270,259	245,682
10.1	Current federal and foreign income tax payable and interest thereon (including $ on realized gains (losses))	1,771,879		1,771,879	0
10.2	Net deferred tax liability			0	80,072
11.	Ceded reinsurance premiums payable			0	0
12.	Amounts withheld or retained for the account of others			0	0
13.	Remittances and items not allocated			0	0
14.	Borrowed money (including $ current) and interest thereon $ (including $ current)			0	0
15.	Amounts due to parent, subsidiaries and affiliates	1,618,952		1,618,952	686,091
16.	Payable for securities			0	0
17.	Funds held under reinsurance treaties (with $ authorized reinsurers and $ unauthorized reinsurers)			0	0
18.	Reinsurance in unauthorized companies			0	0
19.	Net adjustments in assets and liabilities due to foreign exchange rates			0	0
20.	Liability for amounts held under uninsured plans	2,977,814		2,977,814	1,684,787
21.	Aggregate write-ins for other liabilities (including $ current)	0	0	0	0
22.	Total liabilities (Lines 1 to 21)	15,771,911	0	15,771,911	11,058,680
23.	Aggregate write-ins for special surplus funds	XXX	XXX	0	0
24.	Common capital stock	XXX	XXX	100	100
25.	Preferred capital stock	XXX	XXX		
26.	Gross paid in and contributed surplus	XXX	XXX	2,989,400	2,989,400
27.	Surplus notes	XXX	XXX		
28.	Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
29.	Unassigned funds (surplus)	XXX	XXX	10,758,566	7,325,377
30.	Less treasury stock, at cost:				
	30.1 shares common (value included in Line 24 $)	XXX	XXX		
	30.2 shares preferred (value included in Line 25 $)	XXX	XXX		
31.	Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	13,748,066	10,314,877
32.	Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	29,519,977	21,373,557
	DETAILS OF WRITE-INS				
2101.					
2102.					
2103.					
2198.	Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199.	Totals (Lines 2101 through 2103 plus 2198)(Line 21 above)	0	0	0	0
2301.		XXX	XXX		
2302.		XXX	XXX		
2303.		XXX	XXX		
2398.	Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399.	Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	XXX	XXX	0	0
2801.		XXX	XXX		
2802.		XXX	XXX		
2803.		XXX	XXX		
2898.	Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899.	Totals (Lines 2801 through 2803 plus 2898)(Line 28 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	26,070	12,219	28,820
2.	Net premium income (including $ non-health premium income)	XXX	25,539,549	10,126,331	26,688,637
3.	Change in unearned premium reserves and reserve for rate credits	XXX	(177,280)	(236,044)	(537,725)
4.	Fee-for-service (net of $ medical expenses)	XXX			0
5.	Risk revenue	XXX			0
6.	Aggregate write-ins for other health care related revenues	XXX	0	0	0
7.	Aggregate write-ins for other non-health revenues	XXX	0	0	0
8.	Total revenues (Lines 2 to 7)	XXX	25,362,269	9,890,287	26,150,912
	Hospital and Medical:				
9.	Hospital/medical benefits		12,244,483	6,772,058	13,914,302
10.	Other professional services		2,743,434	1,789,933	4,453,111
11.	Outside referrals				0
12.	Emergency room and out-of-area		290,440	227,917	479,984
13.	Prescription drugs		1,545,361	986,417	2,069,224
14.	Aggregate write-ins for other hospital and medical	0	123,452	(810,988)	(1,173,198)
15.	Incentive pool, withhold adjustments and bonus amounts				0
16.	Subtotal (Lines 9 to 15)	0	16,947,170	8,965,337	19,743,423
	Less:				
17.	Net reinsurance recoveries		28,540	60,340	39,140
18.	Total hospital and medical (Lines 16 minus 17)	0	16,918,630	8,904,997	19,704,283
19.	Non-health claims (net)				0
20.	Claims adjustment expenses, including $ 578,038 cost containment expenses		604,303	66,320	651,737
21.	General administrative expenses		2,598,464	1,075,578	2,103,108
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	20,121,397	10,046,895	22,459,128
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	5,240,872	(156,608)	3,691,784
25.	Net investment income earned		115,718	244,777	514,490
26.	Net realized capital gains (losses) less capital gains tax of $				
27.	Net investment gains (losses) (Lines 25 plus 26)	0	115,718	244,777	514,490
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered $) (amount charged off $)]				
29.	Aggregate write-ins for other income or expenses	0	0	0	0
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	5,356,590	88,169	4,206,274
31.	Federal and foreign income taxes incurred	XXX	1,874,807	437,233	768,224
32.	Net income (loss) (Lines 30 minus 31)	XXX	3,481,783	(349,064)	3,438,050
	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.	Miscellaneous Medical Expense		123,452	(1,163)	(13,765)
1402.	Prior Period IBNR Adjustment			(809,825)	(1,159,433)
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	123,452	(810,988)	(1,173,198)
2901.	~				0
2902.	~				0
2903					
2998.	Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999.	Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
	CAPITAL AND SURPLUS ACCOUNT			
33.	Capital and surplus prior reporting year	10,314,877	6,828,499	6,828,499
34.	Net income or (loss) from Line 32	3,481,783	(349,064)	3,438,050
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			75,033
39.	Change in nonadmitted assets	(48,594)	38,880	(26,705)
40	Change in unauthorized reinsurance	0	0	0
41.	Change in treasury stock	0	0	0
42.	Change in surplus notes	0	0	0
43.	Cumulative effect of changes in accounting principles			
44.	Capital Changes:			
	44.1 Paid in	0	0	0
	44.2 Transferred from surplus (Stock Dividend)	0	0	0
	44.3 Transferred to surplus			
45.	Surplus adjustments:			
	45.1 Paid in	0	0	0
	45.2 Transferred to capital (Stock Dividend)			
	45.3 Transferred from capital			
46.	Dividends to stockholders			
47.	Aggregate write-ins for gains or (losses) in surplus	0	0	0
48.	Net change in capital & surplus (Lines 34 to 47)	3,433,189	(310,184)	3,486,378
49.	Capital and surplus end of reporting period (Line 33 plus 48)	13,748,066	6,518,315	10,314,877
	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 Ended December 31
	Cash from Operations		
1.	Premiums collected net of reinsurance	23,631,413	26,984,704
2.	Net investment income	171,423	507,982
3.	Miscellaneous income	0	0
4.	Total (Lines 1 to 3)	23,802,836	27,492,686
5.	Benefit and loss related payments	16,040,978	15,504,613
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7.	Commissions, expenses paid and aggregate write-ins for deductions	1,518,193	1,257,226
8.	Dividends paid to policyholders		
9.	Federal and foreign income taxes paid (recovered) net of $ tax on capital gains (losses)	(420,000)	0
10.	Total (Lines 5 through 9)	17,139,171	16,761,839
11.	Net cash from operations (Line 4 minus Line 10)	6,663,665	10,730,847
	Cash from Investments		
12.	Proceeds from investments sold, matured or repaid:		
	12.1 Bonds	3,387,000	1,200,000
	12.2 Stocks	0	0
	12.3 Mortgage loans	0	0
	12.4 Real estate	0	0
	12.5 Other invested assets	0	0
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0
	12.7 Miscellaneous proceeds	0	0
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	3,387,000	1,200,000
13.	Cost of investments acquired (long-term only):		
	13.1 Bonds	4,372,667	2,118,525
	13.2 Stocks	0	0
	13.3 Mortgage loans	0	0
	13.4 Real estate	0	0
	13.5 Other invested assets	0	0
	13.6 Miscellaneous applications	0	0
	13.7 Total investments acquired (Lines 13.1 to 13.6)	4,372,667	2,118,525
14.	Net increase (or decrease) in contract loans and premium notes	0	0
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(985,667)	(918,525)
	Cash from Financing and Miscellaneous Sources		
16.	Cash provided (applied):		
	16.1 Surplus notes, capital notes	0	0
	16.2 Capital and paid in surplus, less treasury stock	0	0
	16.3 Borrowed funds	0	0
	16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0
	16.5 Dividends to stockholders	0	0
	16.6 Other cash provided (applied)	(126,186)	(1,186,723)
17.	Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(126,186)	(1,186,723)
	RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	5,551,812	8,625,599
19.	Cash, cash equivalents and short-term investments:		
	19.1 Beginning of year	14,677,244	6,051,645
	19.2 End of period (Line 18 plus Line 19.1)	20,229,056	14,677,244

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	3,103	0	0	0	0	0	0	3,103	0	0
2. First Quarter	4,236	0	0	0	0	0	0	4,236	0	0
3. Second Quarter	4,938	0	0	0	0	0	0	4,938	0	0
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	26,070	0	0	0	0	0	0	26,070	0	0
Total Member Ambulatory Encounters for Period:										
7 Physician	39,126	0	0	0	0	0	0	39,126	0	0
8. Non-Physician	4,321	0	0	0	0	0	0	4,321	0	0
9. Total	43,447	0	0	0	0	0	0	43,447	0	0
10. Hospital Patient Days Incurred	4,988	0	0	0	0	0	0	4,988	0	0
11. Number of Inpatient Admissions	612	0	0	0	0	0	0	612	0	0
12. Health Premiums Written (a)	25,614,224	0	0	0	0	0	0	25,614,224	0	0
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	25,436,944	0	0	0	0	0	0	25,436,944	0	0
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	15,988,782							15,988,782		
18. Amount Incurred for Provision of Health Care Services	16,947,170							16,947,170		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $ 25,614,224

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
Rx Solutions	317,061					317,061
Doral Dental	222,127					222,127
0199999. Individually listed claims unpaid	539,188	0	0	0	0	539,188
0299999 Aggregate accounts not individually listed-uncovered						0
0399999 Aggregate accounts not individually listed-covered	2,007,349	1,187				2,008,536
0499999 Subtotals	2,546,537	1,187	0	0	0	2,547,724
0599999 Unreported claims and other claim reserves						5,528,246
0699999 Total amounts withheld						
0799999 Total claims unpaid						8,075,970
0899999 Accrued medical incentive pool and bonus amounts						

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	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	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)					0	0
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare	3,894,738	12,212,349	638,897	7,105,121	4,533,635	6,814,170
7 Title XIX - Medicaid			264,272		264,272	264,272
8. Other health					0	0
9. Health subtotal (Lines 1 to 8)	3,894,738	12,212,349	903,169	7,105,121	4,797,907	7,078,442
10. Healthcare receivables (a)		118,305			0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts					0	0
13. Totals	3,894,738	12,094,044	903,169	7,105,121	4,797,907	7,078,442

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

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

A. The accompanying statement has been prepared in conformity with the NAIC *Accounting Practices and Procedures Manual* except to the extent that state law differs or where NAIC statutory accounting practices and procedures do not address the accounting for the transaction.

(1) Supplemental Report #2A, TennCare Operations Statement of Revenue and Expenses, which is filed separately from the bound annual statement, has been prepared in accordance with instructions from TennCare. These instructions require that we report only TennCare business activity and exclude Medicare Advantage and all other lines of business. Additionally, these instructions differ from statutory accounting practices in that income and expenses related to claims, losses, premiums, and other amounts received or paid on behalf of the ASO operations are treated as expenses and revenues of Unison Health Plan of Tennessee, Inc. (the Company). The Statement of Revenue and Expenses included in this statement includes all lines of business and was prepared according to the Statement of Statutory Accounting Principles (SSAP) No. 47 Uninsured Plans, which excludes all income and expenses related to claims, losses, premiums, and other amounts received or paid on behalf of ASO plans. Amounts received from TennCare to administer the ASO plan are reported as a reduction to administrative expenses.

(2) In a letter to the Company dated January 4, 2008, the State of Tennessee, Department of Commerce and Insurance, TennCare Division, communicated its position that Health Maintenance Organizations (HMOs) can obtain stop loss policies but, since they are not insurance companies, HMOs cannot enter into reinsurance agreements. This letter also instructed a prescribed practice for the presentation of stop loss premium expenses on the Statement of Revenues and Expenses whereby stop loss type premium expense is reported on Line 17, Net Reinsurance Recoveries. In a letter dated February 26, 2008, the Company received approval for an exception to the prescribed practice noted above which allows the Company to report premium paid for coverage under a stop loss type agreement as a reduction to premium on Line 2, Net Premium Income of the Statement of Revenues and Expenses. The Company's policy is a stop loss policy rather than reinsurance. The Company has reported the stop loss premium expenses in accordance with the exception provided in the February 26, 2008 letter.

B. No significant change.

C. No significant change.

Note 2 - Accounting Changes and Corrections of Errors

No significant change.

Note 3 - Business Combinations and Goodwill

No significant change.

Note 4 - Discontinued Operations

No significant change.

Note 5 - Investments

No significant change.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

Note 7 - Investment Income

No significant change.

Note 8 - Derivative Instruments

No significant change.

Note 9 - Income Taxes

No significant change.

NOTES TO FINANCIAL STATEMENTS

Note 10 - Information Concerning Parent, Subsidiaries and Affiliates

No significant change.

Note 11 - Debt

No significant change.

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

No significant change.

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

No significant change.

Note 14 - Contingencies

No significant change.

Note 15 - Leases

No significant change.

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

No significant change.

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

A. No significant change.

B. No significant change.

C. The Company has no wash sales.

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

No significant change.

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

No significant change.

Note 20 - Other Items

No significant change.

Note 21 - Events Subsequent

No significant change.

Note 22 - Reinsurance

No significant change.

Note 23 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

No significant change.

NOTES TO FINANCIAL STATEMENTS

Note 24 - Change in Incurred Losses and Loss Adjustment Expenses

The Company records a liability for claims, which are expected to be paid after the end of the reporting period, for services provided to members during the period. These accruals are continually monitored and reviewed and, as settlements are made or accruals adjusted, differences will be reflected in current operations. At June 30, 2009, the liability for incurred but not reported claims was adjusted for amounts remaining related to prior year claims in excess of estimated remaining liabilities for those years. The adjustment recorded in 2009 for excess amounts remaining related to dates of service in 2008 and prior is $2,280,535. This reduction is reflected in current operations in the Statement of Revenue and Expenses.

Note 25 - Intercompany Pooling Arrangements

No significant change.

Note 26 - Structured Settlements

No significant change.

Note 27 - Health Care Receivables

No significant change.

Note 28 - Participating Policies

No significant change.

Note 29 - Premium Deficiency Reserves

No significant change.

Note 30 - Anticipated Salvage and Subrogation

No significant change.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted)

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 [X] No [ ]

1.2 If yes, has the report been filed with the domiciliary state? Yes [X] No [ ]

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [ ] No [X]

2.2 If yes, date of change:

3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [ ] No [X]
If yes, complete the Schedule Y - Part 1 - organizational chart.

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [ ] No [X]

4.2 If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [ ] No [X] N/A [ ]
If yes, attach an explanation.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 08/12/2005

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 06/30/2005

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 03/24/2006

6.4 By what department or departments?
Tennessee Department of Commerce and Insurance

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [ ] No [ ] N/A [X]

6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [ ] 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 Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

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

GENERAL INTERROGATORIES

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No [ ]
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

9.11 If the response to 9.1 is No, please explain:

9.2 Has the code of ethics for senior managers been amended? Yes [ ] No [X]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [ ] No [X]

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [X] No [ ]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $ 1,837

INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [ ] No [X]

11.2 If yes, give full and complete information relating thereto:

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: $ 0

13. Amount of real estate and mortgages held in short-term investments: $ 0

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [ ] No [X]

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	$ 0	$ 0
14.22 Preferred Stock	$ 0	$ 0
14.23 Common Stock	$ 0	$ 0
14.24 Short-Term Investments	$ 0	$ 0
14.25 Mortgage Loans on Real Estate	$ 0	$ 0
14.26 All Other	$ 0	$ 0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 0	$ 0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	$ 0	$ 0

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [ ] No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [ ] No [X]
If no, attach a description with this statement.

GENERAL INTERROGATORIES

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

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

1 Name of Custodian(s)	2 Custodian Address

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

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
		There are no securities which require custody agreements at 06/30/2009

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

16.4 If yes, give full information relating thereto:

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

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

1 Central Registration Depository	2 Name(s)	3 Address

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

17.2 If no, list exceptions:

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

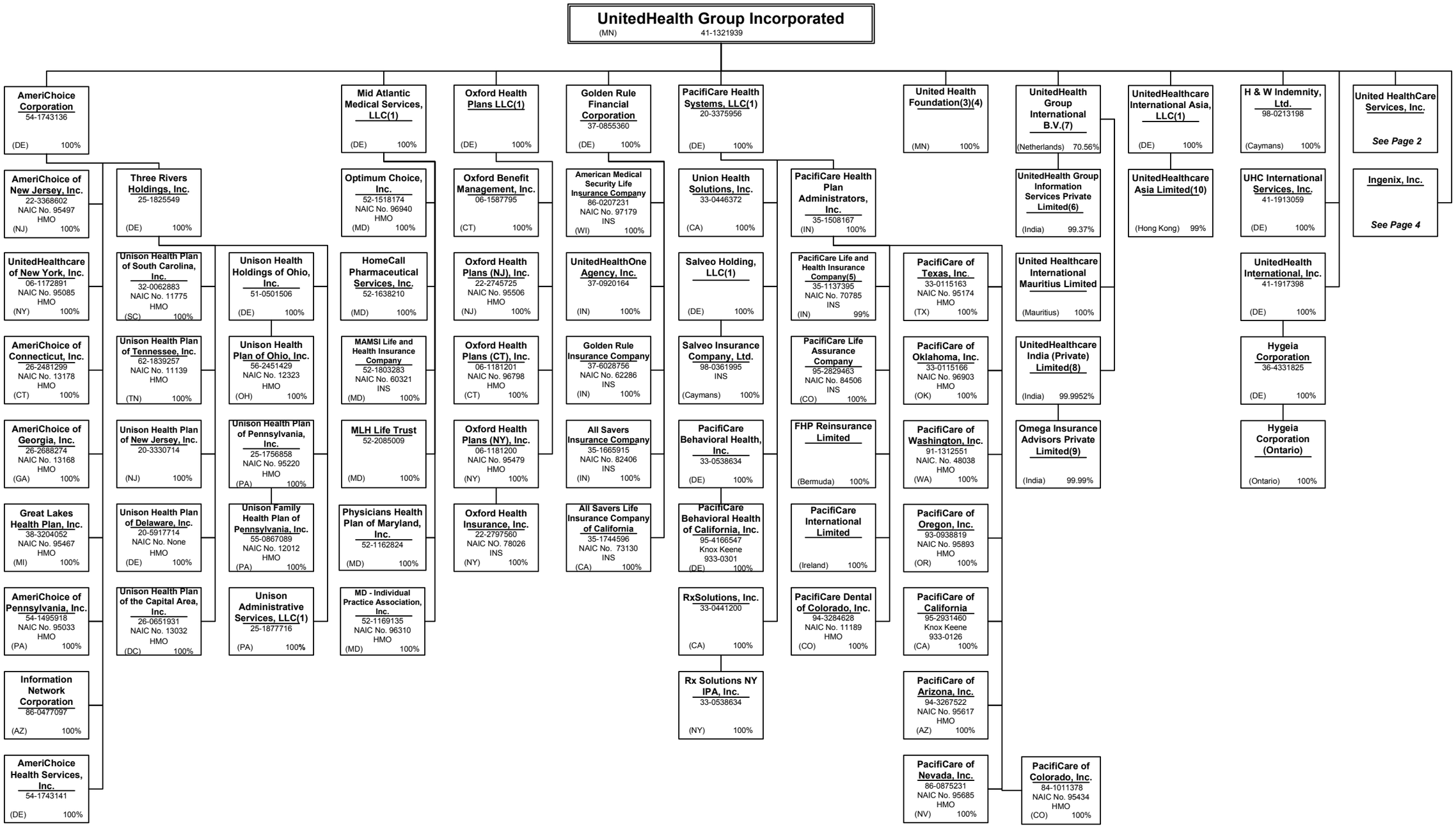
1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Location	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
21113	13-5459190	01/01/2009	UNITED STATES FIRE INS CO	Morristown, NJ	SSL/L/I	YES
21113	13-5459190	01/01/2009	UNITED STATES FIRE INS CO	Morristown, NJ	SSL/L/I	YES
21113	13-5459190	01/01/2009	UNITED STATES FIRE INS CO	Morristown, NJ	SSL/L/I	YES

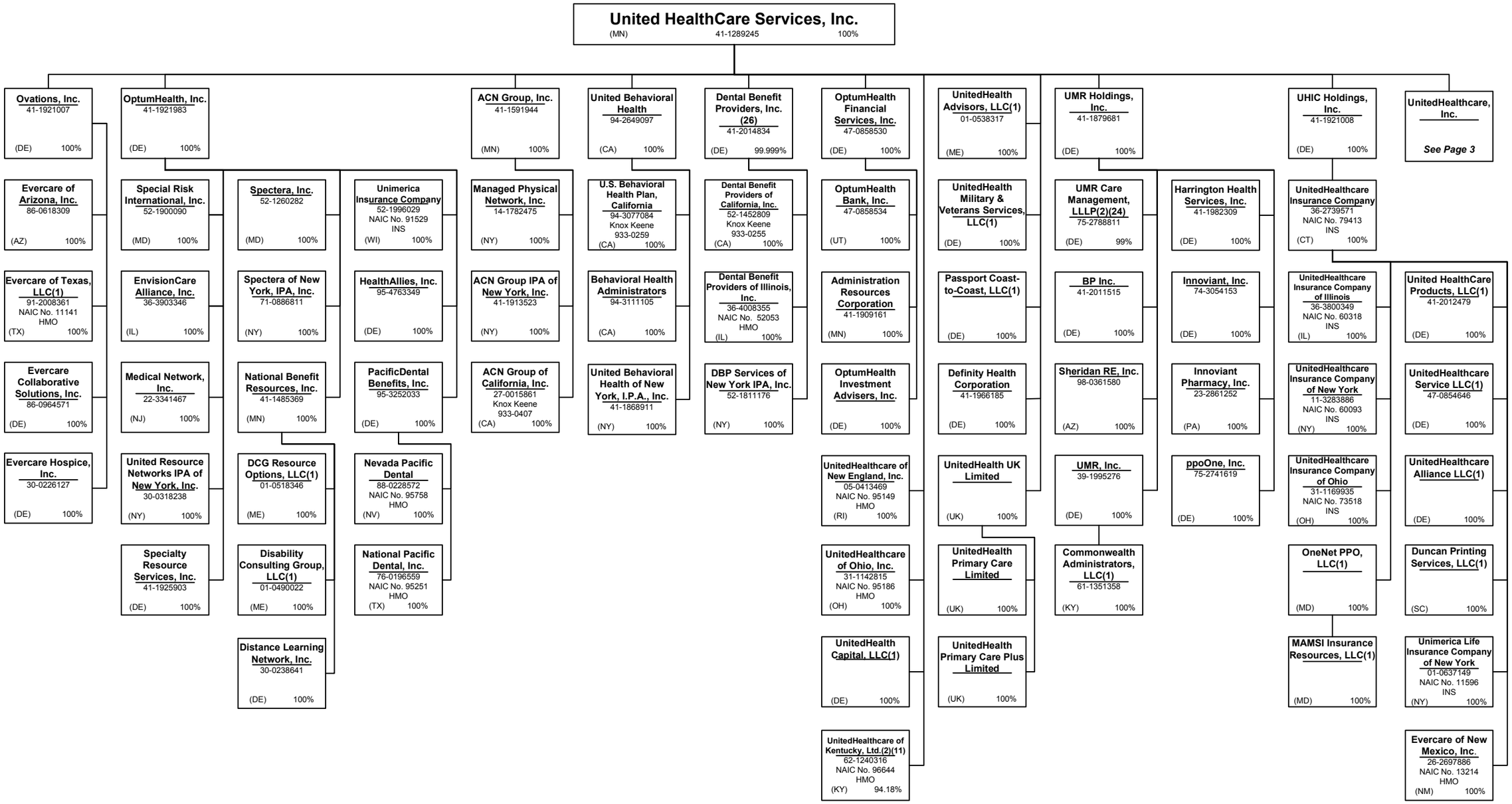
SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

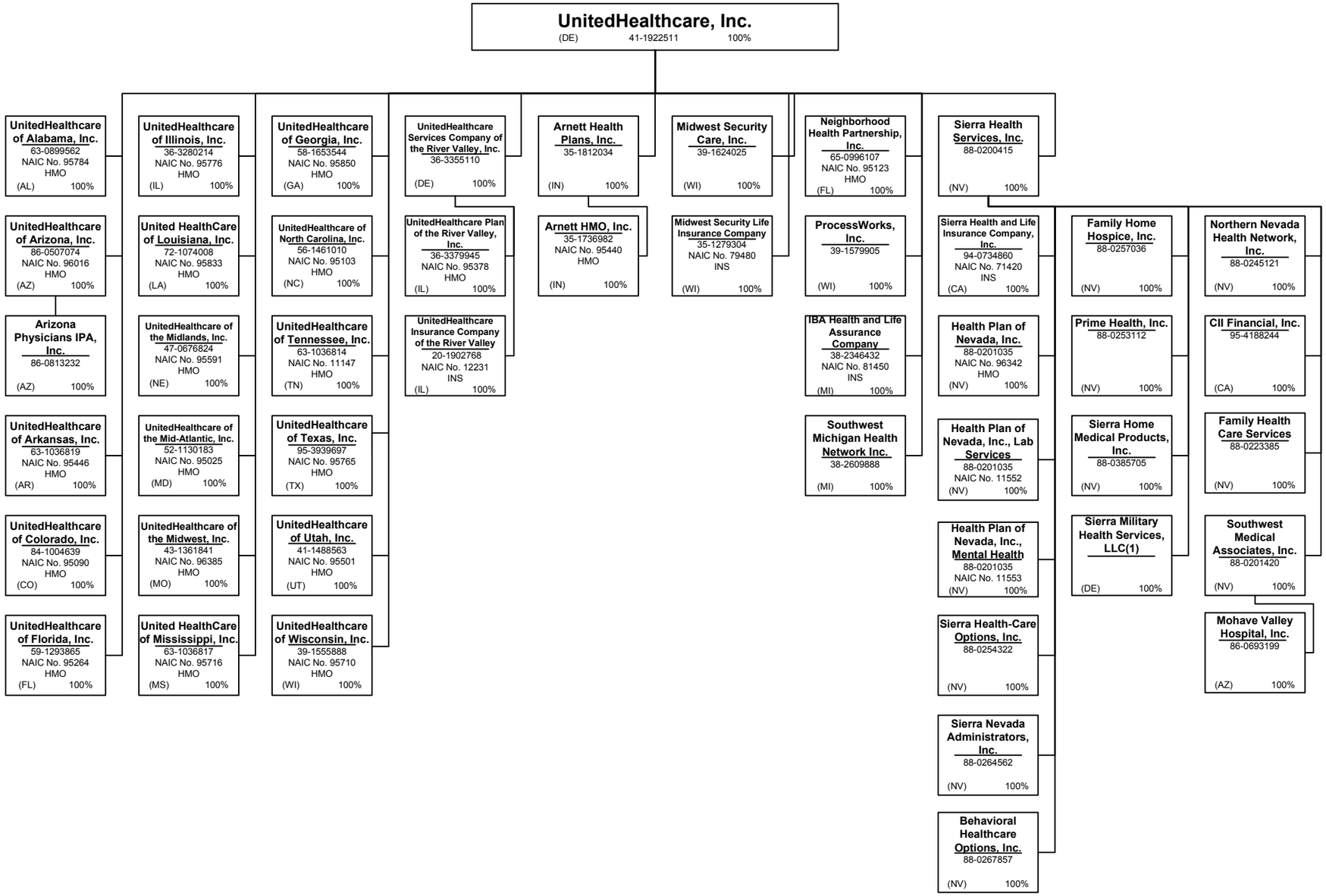
Current Year to Date - Allocated by States and Territories

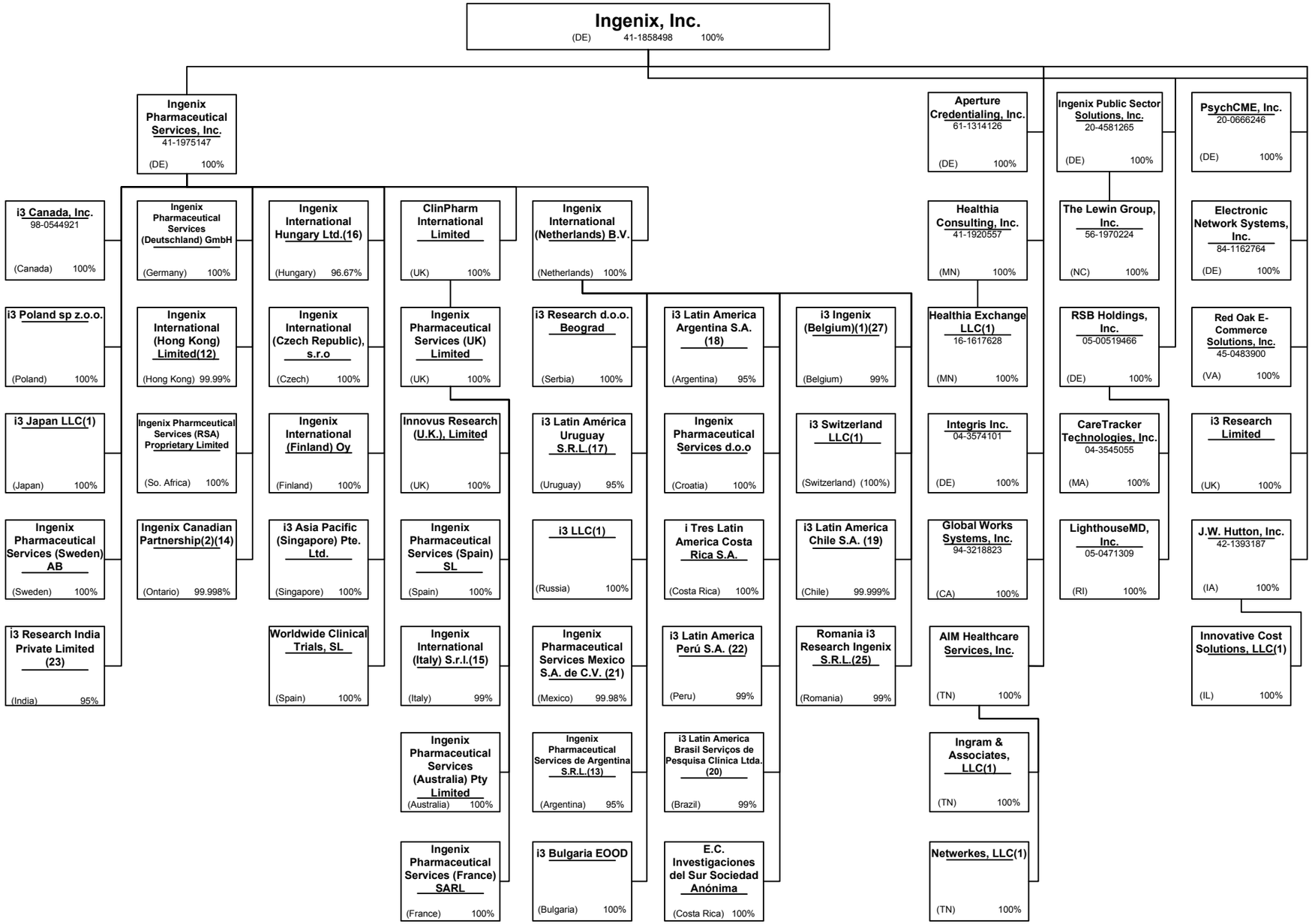
		1	Direct Business Only							
			2	3	4	5	6	7	8	9
	States, etc.	Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama AL	N							0	
2.	Alaska AK	N							0	
3.	Arizona AZ	N							0	
4.	Arkansas AR	L		772,074					772,074	
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	L		222,932					222,932	
26.	Missouri MO	N							0	
27.	Montana MT	N							0	
28.	Nebraska NE	N							0	
29.	Nevada NV	N							0	
30.	New Hampshire NH	N							0	
31.	New Jersey NJ	N							0	
32.	New Mexico NM	N							0	
33.	New York NY	N							0	
34.	North Carolina NC	N							0	
35.	North Dakota ND	N							0	
36.	Ohio OH	N							0	
37.	Oklahoma OK	N							0	
38.	Oregon OR	N							0	
39.	Pennsylvania PA	N							0	
40.	Rhode Island RI	N							0	
41.	South Carolina SC	N							0	
42.	South Dakota SD	N							0	
43.	Tennessee TN	L		24,619,218					24,619,218	
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.	Nothern Mariana Islands MP	N							0	
57.	Canada CN	N							0	
58.	Aggregate Other Aliens OT	XXX	0	0	0	0	0	0	0	0
59.	Subtotal	XXX	0	25,614,224	0	0	0	0	25,614,224	0
60.	Reporting Entity Contributions for Employee Benefit Plans	XXX							0	
61.	Totals (Direct Business)	(a) 3	0	25,614,224	0	0	0	0	25,614,224	0
	DETAILS OF WRITE-INS									
5801.		XXX								
5802.		XXX								
5803.		XXX								
5898.	Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
5899.	Totals (Lines 5801 through 5803 plus 5898)(Line 58 above)	XXX	0	0	0	0	0	0	0	0

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


UnitedHealth Group Incorporated
(MN) 41-1321939
AmeriChoice Corporation
54-1743136
(DE) 100%
AmeriChoice of New Jersey, Inc.
22-3368602
NAIC No. 95497
HMO
(NJ) 100%
UnitedHealthcare of New York, Inc.
06-1172891
NAIC No. 95085
HMO
(NY) 100%
AmeriChoice of Connecticut, Inc.
26-2481299
NAIC No. 13178
HMO
(CT) 100%
AmeriChoice of Georgia, Inc.
26-2688274
NAIC No. 13168
HMO
(GA) 100%
Great Lakes Health Plan, Inc.
38-3204052
NAIC No. 95467
HMO
(MI) 100%
AmeriChoice of Pennsylvania, Inc.
54-1495918
NAIC No. 95033
HMO
(PA) 100%
Information Network Corporation
86-0477097
(AZ) 100%
AmeriChoice Health Services, Inc.
54-1743141
(DE) 100%
Three Rivers Holdings, Inc.
25-1825549
(DE) 100%
Unison Health Plan of South Carolina, Inc.
32-0062883
NAIC No. 11775
HMO
(SC) 100%
Unison Health Plan of Tennessee, Inc.
62-1839257
NAIC No. 11139
HMO
(TN) 100%
Unison Health Plan of New Jersey, Inc.
20-3330714
(NJ) 100%
Unison Health Plan of Delaware, Inc.
20-5917714
NAIC No. None
HMO
(DE) 100%
Unison Health Plan of the Capital Area, Inc.
26-0651931
NAIC No. 13032
HMO
(DC) 100%
Unison Health Holdings of Ohio, Inc.
51-0501506
(DE) 100%
Unison Health Plan of Ohio, Inc.
56-2451429
NAIC No. 12323
HMO
(OH) 100%
Unison Health Plan of Pennsylvania, Inc.
25-1756858
NAIC No. 95220
HMO
(PA) 100%
Unison Family Health Plan of Pennsylvania, Inc.
55-0867089
NAIC No. 12012
HMO
(PA) 100%
Unison Administrative Services, LLC(1)
25-1877716
(PA) 100%
Mid Atlantic Medical Services, LLC(1)
(DE) 100%
Optimum Choice, Inc.
52-1518174
NAIC No. 96940
HMO
(MD) 100%
HomeCall Pharmaceutical Services, Inc.
52-1638210
(MD) 100%
MAMSI Life and Health Insurance Company
52-1803283
NAIC No. 60321
INS
(MD) 100%
MLH Life Trust
52-2085009
(MD) 100%
Physicians Health Plan of Maryland, Inc.
52-1162824
(MD) 100%
MD - Individual Practice Association, Inc.
52-1169135
NAIC No. 96310
HMO
(MD) 100%
Oxford Health Plans LLC(1)
(DE) 100%
Oxford Benefit Management, Inc.
06-1587795
(CT) 100%
Oxford Health Plans (NJ), Inc.
22-2745725
NAIC No. 95506
HMO
(NJ) 100%
Oxford Health Plans (CT), Inc.
06-1181201
NAIC No. 96798
HMO
(CT) 100%
Oxford Health Plans (NY), Inc.
06-1181200
NAIC No. 95479
HMO
(NY) 100%
Oxford Health Insurance, Inc.
22-2797560
NAIC NO. 78026
INS
(NY) 100%
Golden Rule Financial Corporation
37-0855360
(DE) 100%
American Medical Security Life Insurance Company
86-0207231
NAIC No. 97179
INS
(WI) 100%
UnitedHealthOne Agency, Inc.
37-0920164
(IN) 100%
Golden Rule Insurance Company
37-6028756
NAIC No. 62286
INS
(IN) 100%
All Savers Insurance Company
35-1665915
NAIC No. 82406
INS
(IN) 100%
All Savers Life Insurance Company of California
35-1744596
NAIC No. 73130
INS
(CA) 100%
PacifiCare Health Systems, LLC(1)
20-3375956
(DE) 100%
Union Health Solutions, Inc.
33-0446372
(CA) 100%
Salveo Holding, LLC(1)
(DE) 100%
Salveo Insurance Company, Ltd.
98-0361995
INS
(Caymans) 100%
PacifiCare Behavioral Health, Inc.
33-0538634
(DE) 100%
PacifiCare Behavioral Health of California, Inc.
95-4166547
Knox Keene
933-0301
(DE) 100%
RxSolutions, Inc.
33-0441200
(CA) 100%
Rx Solutions NY IPA, Inc.
33-0538634
(NY) 100%
PacifiCare Health Plan Administrators, Inc.
35-1508167
(IN) 100%
PacifiCare Life and Health Insurance Company(5)
35-1137395
NAIC No. 70785
INS
(IN) 99%
PacifiCare Life Assurance Company
95-2829463
NAIC No. 84506
INS
(CO) 100%
FHP Reinsurance Limited
(Bermuda) 100%
PacifiCare International Limited
(Ireland) 100%
PacifiCare Dental of Colorado, Inc.
94-3284628
NAIC No. 11189
HMO
(CO) 100%
United Health Foundation(3)(4)
(MN) 100%
PacifiCare of Texas, Inc.
33-0115163
NAIC No. 95174
HMO
(TX) 100%
PacifiCare of Oklahoma, Inc.
33-0115166
NAIC No. 96903
HMO
(OK) 100%
PacifiCare of Washington, Inc.
91-1312551
NAIC. No. 48038
HMO
(WA) 100%
PacifiCare of Oregon, Inc.
93-0938819
NAIC No. 95893
HMO
(OR) 100%
PacifiCare of California
95-2931460
Knox Keene
933-0126
(CA) 100%
PacifiCare of Arizona, Inc.
94-3267522
NAIC No. 95617
HMO
(AZ) 100%
PacifiCare of Nevada, Inc.
86-0875231
NAIC No. 95685
HMO
(NV) 100%
UnitedHealth Group International B.V.(7)
(Netherlands) 70.56%
UnitedHealth Group Information Services Private Limited(6)
(India) 99.37%
United Healthcare International Mauritius Limited
(Mauritius) 100%
UnitedHealthcare India (Private) Limited(8)
(India) 99.9952%
Omega Insurance Advisors Private Limited(9)
(India) 99.99%
PacifiCare of Colorado, Inc.
84-1011378
NAIC No. 95434
HMO
(CO) 100%
UnitedHealthcare International Asia, LLC(1)
(DE) 100%
UnitedHealthcare Asia Limited(10)
(Hong Kong) 99%
H & W Indemnity, Ltd.
98-0213198
(Caymans) 100%
UHC International Services, Inc.
41-1913059
(DE) 100%
UnitedHealth International, Inc.
41-1917398
(DE) 100%
Hygeia Corporation
36-4331825
(DE) 100%
Hygeia Corporation (Ontario)
(Ontario) 100%
United HealthCare Services, Inc.
See Page 2
Ingenix, Inc.
See Page 4


United HealthCare Services, Inc. (MN) 41-1289245 100%
Ovations, Inc. 41-1921007 (DE) 100%
Evercare of Arizona, Inc. 86-0618309 (AZ) 100%
Evercare of Texas, LLC(1) 91-2008361 NAIC No. 11141 HMO (TX) 100%
Evercare Collaborative Solutions, Inc. 86-0964571 (DE) 100%
Evercare Hospice, Inc. 30-0226127 (DE) 100%
OptumHealth, Inc. 41-1921983 (DE) 100%
Special Risk International, Inc. 52-1900090 (MD) 100%
EnvisionCare Alliance, Inc. 36-3903346 (IL) 100%
Medical Network, Inc. 22-3341467 (NJ) 100%
United Resource Networks IPA of New York, Inc. 30-0318238 (NY) 100%
Specialty Resource Services, Inc. 41-1925903 (DE) 100%
Spectera, Inc. 52-1260282 (MD) 100%
Spectera of New York, IPA, Inc. 71-0886811 (NY) 100%
National Benefit Resources, Inc. 41-1485369 (MN) 100%
DCG Resource Options, LLC(1) 01-0518346 (ME) 100%
Disability Consulting Group, LLC(1) 01-0490022 (ME) 100%
Distance Learning Network, Inc. 30-0238641 (DE) 100%
Unimerica Insurance Company 52-1996029 NAIC No. 91529 INS (WI) 100%
HealthAllies, Inc. 95-4763349 (DE) 100%
PacificDental Benefits, Inc. 95-3252033 (DE) 100%
Nevada Pacific Dental 88-0228572 NAIC No. 95758 HMO (NV) 100%
National Pacific Dental, Inc. 76-0196559 NAIC No. 95251 HMO (TX) 100%
ACN Group, Inc. 41-1591944 (MN) 100%
Managed Physical Network, Inc. 14-1782475 (NY) 100%
ACN Group IPA of New York, Inc. 41-1913523 (NY) 100%
ACN Group of California, Inc. 27-0015861 Knox Keene 933-0407 (CA) 100%
United Behavioral Health 94-2649097 (CA) 100%
U.S. Behavioral Health Plan, California 94-3077084 Knox Keene 933-0259 (CA) 100%
Behavioral Health Administrators 94-3111105 (CA) 100%
United Behavioral Health of New York, I.P.A., Inc. 41-1868911 (NY) 100%
Dental Benefit Providers, Inc. (26) 41-2014834 (DE) 99.999%
Dental Benefit Providers of California, Inc. 52-1452809 Knox Keene 933-0255 (CA) 100%
Dental Benefit Providers of Illinois, Inc. 36-4008355 NAIC No. 52053 HMO (IL) 100%
DBP Services of New York IPA, Inc. 52-1811176 (NY) 100%
OptumHealth Financial Services, Inc. 47-0858530 (DE) 100%
OptumHealth Bank, Inc. 47-0858534 (UT) 100%
Administration Resources Corporation 41-1909161 (MN) 100%
OptumHealth Investment Advisers, Inc. (DE) 100%
UnitedHealthcare of New England, Inc. 05-0413469 NAIC No. 95149 HMO (RI) 100%
UnitedHealthcare of Ohio, Inc. 31-1142815 NAIC No. 95186 HMO (OH) 100%
UnitedHealth Capital, LLC(1) (DE) 100%
UnitedHealthcare of Kentucky, Ltd.(2)(11) 62-1240316 NAIC No. 96644 HMO (KY) 94.18%
UnitedHealth Advisors, LLC(1) 01-0538317 (ME) 100%
UnitedHealth Military & Veterans Services, LLC(1) (DE) 100%
Passport Coast-to-Coast, LLC(1) (DE) 100%
Definity Health Corporation 41-1966185 (DE) 100%
UnitedHealth UK Limited (UK) 100%
UnitedHealth Primary Care Limited (UK) 100%
UnitedHealth Primary Care Plus Limited (UK) 100%
UMR Holdings, Inc. 41-1879681 (DE) 100%
UMR Care Management, LLLP(2)(24) 75-2788811 (DE) 99%
BP Inc. 41-2011515 (DE) 100%
Sheridan RE, Inc. 98-0361580 (AZ) 100%
UMR, Inc. 39-1995276 (DE) 100%
Commonwealth Administrators, LLC(1) 61-1351358 (KY) 100%
Harrington Health Services, Inc. 41-1982309 (DE) 100%
Innoviant, Inc. 74-3054153 (DE) 100%
Innoviant Pharmacy, Inc. 23-2861252 (PA) 100%
ppoOne, Inc. 75-2741619 (DE) 100%
UHIC Holdings, Inc. 41-1921008 (DE) 100%
UnitedHealthcare Insurance Company 36-2739571 NAIC No. 79413 INS (CT) 100%
UnitedHealthcare Insurance Company of Illinois 36-3800349 NAIC No. 60318 INS (IL) 100%
UnitedHealthcare Insurance Company of New York 11-3283886 NAIC No. 60093 INS (NY) 100%
UnitedHealthcare Insurance Company of Ohio 31-1169935 NAIC No. 73518 INS (OH) 100%
OneNet PPO, LLC(1) (MD) 100%
MAMSI Insurance Resources, LLC(1) (MD) 100%
UnitedHealthcare, Inc.
See Page 3
United HealthCare Products, LLC(1) 41-2012479 (DE) 100%
UnitedHealthcare Service LLC(1) 47-0854646 (DE) 100%
UnitedHealthcare Alliance LLC(1) (DE) 100%
Duncan Printing Services, LLC(1) (SC) 100%
Unimerica Life Insurance Company of New York 01-0637149 NAIC No. 11596 INS (NY) 100%
Evercare of New Mexico, Inc. 26-2697886 NAIC No. 13214 HMO (NM) 100%


UnitedHealthcare, Inc.
(DE) 41-1922511 100%
UnitedHealthcare of Alabama, Inc. 63-0899562 NAIC No. 95784 HMO (AL) 100%
UnitedHealthcare of Arizona, Inc. 86-0507074 NAIC No. 96016 HMO (AZ) 100%
Arizona Physicians IPA, Inc. 86-0813232 (AZ) 100%
UnitedHealthcare of Arkansas, Inc. 63-1036819 NAIC No. 95446 HMO (AR) 100%
UnitedHealthcare of Colorado, Inc. 84-1004639 NAIC No. 95090 HMO (CO) 100%
UnitedHealthcare of Florida, Inc. 59-1293865 NAIC No. 95264 HMO (FL) 100%
UnitedHealthcare of Illinois, Inc. 36-3280214 NAIC No. 95776 HMO (IL) 100%
United HealthCare of Louisiana, Inc. 72-1074008 NAIC No. 95833 HMO (LA) 100%
UnitedHealthcare of the Midlands, Inc. 47-0676824 NAIC No. 95591 HMO (NE) 100%
UnitedHealthcare of the Mid-Atlantic, Inc. 52-1130183 NAIC No. 95025 HMO (MD) 100%
UnitedHealthcare of the Midwest, Inc. 43-1361841 NAIC No. 96385 HMO (MO) 100%
United HealthCare of Mississippi, Inc. 63-1036817 NAIC No. 95716 HMO (MS) 100%
UnitedHealthcare of Georgia, Inc. 58-1653544 NAIC No. 95850 HMO (GA) 100%
UnitedHealthcare of North Carolina, Inc. 56-1461010 NAIC No. 95103 HMO (NC) 100%
UnitedHealthcare of Tennessee, Inc. 63-1036814 NAIC No. 11147 HMO (TN) 100%
UnitedHealthcare of Texas, Inc. 95-3939697 NAIC No. 95765 HMO (TX) 100%
UnitedHealthcare of Utah, Inc. 41-1488563 NAIC No. 95501 HMO (UT) 100%
UnitedHealthcare of Wisconsin, Inc. 39-1555888 NAIC No. 95710 HMO (WI) 100%
UnitedHealthcare Services Company of the River Valley, Inc. 36-3355110 (DE) 100%
UnitedHealthcare Plan of the River Valley, Inc. 36-3379945 NAIC No. 95378 HMO (IL) 100%
UnitedHealthcare Insurance Company of the River Valley 20-1902768 NAIC No. 12231 INS (IL) 100%
Arnett Health Plans, Inc. 35-1812034 (IN) 100%
Arnett HMO, Inc. 35-1736982 NAIC No. 95440 HMO (IN) 100%
Midwest Security Care, Inc. 39-1624025 (WI) 100%
Midwest Security Life Insurance Company 35-1279304 NAIC No. 79480 INS (WI) 100%
Neighborhood Health Partnership, Inc. 65-0996107 NAIC No. 95123 HMO (FL) 100%
ProcessWorks, Inc. 39-1579905 (WI) 100%
IBA Health and Life Assurance Company 38-2346432 NAIC No. 81450 INS (MI) 100%
Southwest Michigan Health Network Inc. 38-2609888 (MI) 100%
Sierra Health Services, Inc. 88-0200415 (NV) 100%
Sierra Health and Life Insurance Company, Inc. 94-0734860 NAIC No. 71420 INS (CA) 100%
Health Plan of Nevada, Inc. 88-0201035 NAIC No. 96342 HMO (NV) 100%
Health Plan of Nevada, Inc., Lab Services 88-0201035 NAIC No. 11552 (NV) 100%
Health Plan of Nevada, Inc., Mental Health 88-0201035 NAIC No. 11553 (NV) 100%
Sierra Health-Care Options, Inc. 88-0254322 (NV) 100%
Sierra Nevada Administrators, Inc. 88-0264562 (NV) 100%
Behavioral Healthcare Options, Inc. 88-0267857 (NV) 100%
Family Home Hospice, Inc. 88-0257036 (NV) 100%
Prime Health, Inc. 88-0253112 (NV) 100%
Sierra Home Medical Products, Inc. 88-0385705 (NV) 100%
Sierra Military Health Services, LLC(1) (DE) 100%
Northern Nevada Health Network, Inc. 88-0245121 (NV) 100%
CII Financial, Inc. 95-4188244 (CA) 100%
Family Health Care Services 88-0223385 (NV) 100%
Southwest Medical Associates, Inc. 88-0201420 (NV) 100%
Mohave Valley Hospital, Inc. 86-0693199 (AZ) 100%


Ingenix, Inc.
(DE) 41-1858498 100%
Ingenix Pharmaceutical Services, Inc. 41-1975147 (DE) 100%
Aperture Credentialing, Inc. 61-1314126 (DE) 100%
Ingenix Public Sector Solutions, Inc. 20-4581265 (DE) 100%
PsychCME, Inc. 20-0666246 (DE) 100%
i3 Canada, Inc. 98-0544921 (Canada) 100%
Ingenix Pharmaceutical Services (Deutschland) GmbH (Germany) 100%
Ingenix International Hungary Ltd.(16) (Hungary) 96.67%
ClinPharm International Limited (UK) 100%
Ingenix International (Netherlands) B.V. (Netherlands) 100%
Healthia Consulting, Inc. 41-1920557 (MN) 100%
The Lewin Group, Inc. 56-1970224 (NC) 100%
Electronic Network Systems, Inc. 84-1162764 (DE) 100%
i3 Poland sp z.o.o. (Poland) 100%
Ingenix International (Hong Kong) Limited(12) (Hong Kong) 99.99%
Ingenix International (Czech Republic), s.r.o (Czech) 100%
Ingenix Pharmaceutical Services (UK) Limited (UK) 100%
i3 Research d.o.o. Beograd (Serbia) 100%
i3 Latin America Argentina S.A. (18) (Argentina) 95%
i3 Ingenix (Belgium)(1)(27) (Belgium) 99%
Healthia Exchange LLC(1) 16-1617628 (MN) 100%
RSB Holdings, Inc. 05-00519466 (DE) 100%
Red Oak E-Commerce Solutions, Inc. 45-0483900 (VA) 100%
i3 Japan LLC(1) (Japan) 100%
Ingenix Pharmceutical Services (RSA) Proprietary Limited (So. Africa) 100%
Ingenix International (Finland) Oy (Finland) 100%
Innovus Research (U.K.), Limited (UK) 100%
i3 Latin América Uruguay S.R.L.(17) (Uruguay) 95%
Ingenix Pharmaceutical Services d.o.o (Croatia) 100%
i3 Switzerland LLC(1) (Switzerland) (100%)
Integris Inc. 04-3574101 (DE) 100%
CareTracker Technologies, Inc. 04-3545055 (MA) 100%
i3 Research Limited (UK) 100%
Ingenix Pharmaceutical Services (Sweden) AB (Sweden) 100%
Ingenix Canadian Partnership(2)(14) (Ontario) 99.998%
i3 Asia Pacific (Singapore) Pte. Ltd. (Singapore) 100%
Ingenix Pharmaceutical Services (Spain) SL (Spain) 100%
i3 LLC(1) (Russia) 100%
i Tres Latin America Costa Rica S.A. (Costa Rica) 100%
i3 Latin America Chile S.A. (19) (Chile) 99.999%
Global Works Systems, Inc. 94-3218823 (CA) 100%
LighthouseMD, Inc. 05-0471309 (RI) 100%
J.W. Hutton, Inc. 42-1393187 (IA) 100%
i3 Research India Private Limited (23) (India) 95%
Worldwide Clinical Trials, SL (Spain) 100%
Ingenix International (Italy) S.r.l.(15) (Italy) 99%
Ingenix Pharmaceutical Services Mexico S.A. de C.V. (21) (Mexico) 99.98%
i3 Latin America Perú S.A. (22) (Peru) 99%
Romania i3 Research Ingenix S.R.L.(25) (Romania) 99%
AIM Healthcare Services, Inc. (TN) 100%
Innovative Cost Solutions, LLC(1) (IL) 100%
Ingenix Pharmaceutical Services (Australia) Pty Limited (Australia) 100%
Ingenix Pharmaceutical Services de Argentina S.R.L.(13) (Argentina) 95%
i3 Latin America Brasil Serviços de Pesquisa Clínica Ltda. (20) (Brazil) 99%
Ingram & Associates, LLC(1) (TN) 100%
Ingenix Pharmaceutical Services (France) SARL (France) 100%
i3 Bulgaria EOOD (Bulgaria) 100%
E.C. Investigaciones del Sur Sociedad Anónima (Costa Rica) 100%
Netwerkes, LLC(1) (TN) 100%

Notes

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

(1) Entity is a Limited Liability Company

(2) Entity is a Partnership

(3) Entity is a Non-Profit Corporation

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

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

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

(7) UnitedHealth Group International B.V. is 70.56% owned by UnitedHealth Group Incorporated and 29.44% owned by United HealthCare Services, Inc.

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

(9) Omega Insurance Advisors Private Limited is 99.99% owned by United Healthcare India (Private) Limited and 0.01% owned by an individual shareholder

(10) UnitedHealthcare Asia Limited is 99% owned by UnitedHealthcare International Asia, LLC and 1% owned by UnitedHealth International, Inc.

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

(12) Ingenix International (Hong Kong) Limited is 99.99% owned by Ingenix Pharmaceutical Services, Inc. and 0.01% owned by Ingenix, Inc.

(13) Ingenix Pharmaceutical Services de Argentina S.R.L is 95% owned by Ingenix International (Netherlands) B.V. and 5% owned by Ingenix, Inc.

(14) Ingenix Canada Partnership is 99.998% owned by Ingenix Pharmaceutical Services, Inc. and 0.002% owned by Ingenix, Inc.

(15) Ingenix International (Italy) S.r.l. is 99% owned by Ingenix Pharmaceutical Services (UK) Limited and 1% owned by Ingenix Pharmaceutical Services, Inc.

(16) Ingenix International Hungary Ltd. is 96.67% owned by Ingenix Pharmaceutical Services, Inc. and 3.33% owned by Ingenix, Inc.

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

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

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

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

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

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

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

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

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

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

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

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanation:

1.

Bar Code:

1.

1 1 1 3 9 2 0 0 9 3 6 5 0 0 0 0 2

Medicare Part D Coverage Supplement [Document Identifier 365]

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A - VERIFICATION

Real Estate

NONE

		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)		

SCHEDULE B - VERIFICATION

Mortgage Loans

NONE

		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)		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

NONE

		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)		

SCHEDULE D - VERIFICATION

Bonds and Stocks

		1 Year to Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value of bonds and stocks, December 31 of prior year	5,499,047	4,581,890
2.	Cost of bonds and stocks acquired	4,372,667	2,118,525
3.	Accrual of discount	3,853	10,567
4.	Unrealized valuation increase (decrease)		0
5.	Total gain (loss) on disposals		0
6.	Deduct consideration for bonds and stocks disposed of	3,387,000	1,200,000
7.	Deduct amortization of premium	45,787	11,935
8.	Total foreign exchange change in book/adjusted carrying value		0
9.	Deduct current year's other than temporary impairment recognized		0
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	6,442,780	5,499,047
11.	Deduct total nonadmitted amounts		0
12.	Statement value at end of current period (Line 10 minus Line 11)	6,442,780	5,499,047

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)	10,341,347	12,627,066	11,482,000	(29,187)	10,341,347	11,457,226	0	20,619,109
2. Class 2 (a)	0				0	0		0
3. Class 3 (a)	0				0	0		0
4. Class 4 (a)	0				0	0		0
5. Class 5 (a)	0				0	0		0
6. Class 6 (a)	0				0	0		0
7. Total Bonds	10,341,347	12,627,066	11,482,000	(29,187)	10,341,347	11,457,226	0	20,619,109
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	10,341,347	12,627,066	11,482,000	(29,187)	10,341,347	11,457,226	0	20,619,109

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

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year-to-Date	5 Paid for Accrued Interest Year-to-Date
9199999 Totals	5,014,446	XXX	5,014,446	20,501	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	15,120,062	8,420,828
2.	Cost of short-term investments acquired	38,232,822	146,536,557
3.	Accrual of discount		0
4.	Unrealized valuation increase (decrease)		0
5.	Total gain (loss) on disposals		0
6.	Deduct consideration received on disposals	48,338,438	139,837,323
7.	Deduct amortization of premium		0
8.	Total foreign exchange change in book/adjusted carrying value		0
9.	Deduct current year's other than temporary impairment recognized		0
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	5,014,446	15,120,062
11.	Deduct total nonadmitted amounts		0
12.	Statement value at end of current period (Line 10 minus Line 11)	5,014,446	15,120,062

Schedule DB - Part F - Section 1 - Replicated (Synthetic) Assets Open

N O N E

Schedule DB - Part F - Section 2 - Reconciliation of Replicated (Synthetic) Assets Open

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

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
912828-AJ-9	US Treasury Note 4.375% 08/15/12		04/17/2009	Mellon Bank		886,943	807,000	6,242	1
912828-GM-6	US Treasury Note 4.500% 03/31/12		06/04/2009	Mellon Bank		733,746	675,000	5,477	1
0399999. Bonds - U.S. Governments						1,620,689	1,482,000	11,719	XXX
8399997. Total - Bonds - Part 3						1,620,689	1,482,000	11,719	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						1,620,689	1,482,000	11,719	XXX
8999997. Total - Preferred Stocks - Part 3						0	XXX	0	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	XXX
9799997. Total - Common Stocks - Part 3						0	XXX	0	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	XXX
9999999 - Totals						1,620,689	XXX	11,719	XXX

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

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	For-eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Current Year's Other Than Temporary Impairment Recog-nized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received DuringYear	Maturity Date	NAIC Desig-nation or Market In-dicator (a)
912828-CL-2	US Treasury Note 4.000% 06/15/09		06/15/2009	Maturity		675,000	675,000	666,773	673,148	0	1,852	0	1,852	0	675,000	0	0	0	13,500	06/15/2009	1
912828-GP-9	US Treasury Note 4.500% 04/30/09		04/30/2009	Maturity		505,000	505,000	502,223	504,451	0	549	0	549	0	505,000	0	0	0	11,363	04/30/2009	1
912828-GP-9	US Treasury Note 4.500% 04/30/09		04/30/2009	Maturity		302,000	302,000	300,077	301,622	0	378	0	378	0	302,000	0	0	0	6,795	04/30/2009	1
0399999. Bonds - U.S. Governments						1,482,000	1,482,000	1,469,073	1,479,221	0	2,779	0	2,779	0	1,482,000	0	0	0	31,658	XXX	XXX
8399997. Total - Bonds - Part 4						1,482,000	1,482,000	1,469,073	1,479,221	0	2,779	0	2,779	0	1,482,000	0	0	0	31,658	XXX	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999. Total - Bonds						1,482,000	1,482,000	1,469,073	1,479,221	0	2,779	0	2,779	0	1,482,000	0	0	0	31,658	XXX	XXX
8999997. Total - Preferred Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799997. Total - Common Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999 - Totals						1,482,000	XXX	1,469,073	1,479,221	0	2,779	0	2,779	0	1,482,000	0	0	0	31,658	XXX	XXX

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

Schedule DB - Part A - Section 1 - Options, Caps, Floors and Insurance Futures Options Owned

N O N E

Schedule DB - Part B - Section 1 - Options, Caps, Floors and Insurance Futures Options Written and In Force

N O N E

Schedule DB - Part C - Section 1 - Collar, Swap and Forwards Open

N O N E

Schedule DB - Part D - Section 1 - Futures Contracts and Insurance Futures Contracts Open

N O N E

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
PNC Bank - Operating Account Pittsburgh, PA					8,866,714	8,244,930	10,021,629	XXX
PNC Bank - ASO Account Pittsburgh, PA					1,243,441	1,151,733	269,984	XXX
First Tennessee Bank - Checking Account Memphis, TN					4,215,747	4,215,747	4,922,997	XXX
Regions Bank Little Rock, AR					308,795			XXX
0199998. Deposits in ... 0 depositories that do not exceed the allowable limit in any one depository (See instructions) - Open Depositories	XXX	XXX						XXX
0199999. Totals - Open Depositories	XXX	XXX	0	0	14,634,697	13,612,410	15,214,610	XXX
0299998. Deposits in ... 0 depositories that do not exceed the allowable limit in any one depository (See instructions) - Suspended Depositories	XXX	XXX						XXX
0299999. Totals - Suspended Depositories	XXX	XXX	0	0	0	0	0	XXX
0399999. Total Cash on Deposit	XXX	XXX	0	0	14,634,697	13,612,410	15,214,610	XXX
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX				XXX
0599999. Total - Cash	XXX	XXX	0	0	14,634,697	13,612,410	15,214,610	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due and Accrued	8 Amount Received During Year
8699999 - Total Cash Equivalents							

NONE