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HEALTH ANNUAL STATEMENT

FOR THE YEAR ENDED DECEMBER 31, 2009
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 (Street and Number), Little Rock , AR 72205 (City or Town, State and Zip Code)

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

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

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

Internet Website Address www.uhc.com

Statutory Statement Contact Robert John Riehm (Name), 952-936-1338 (Area Code) (Telephone Number)
Robert_Riehm@uhc.com (E-mail Address), 952-936-3860 (FAX Number)

OFFICERS

President/CEO Gregory David Reidy #
VP/Regulatory Controller/Assistant Treasurer Nyle Brent Cottington
Assistant Secretary Michelle Marie Huntley Dill #

OTHER

Robert Worth Oberrender Treasurer
John Joseph Matthews # Secretary
Timothy Gilbert Caron Assistant Secretary
Stephen Lewis Wilson Jr # Chief Financial Officer
Juanita Bolland Luis Assistant Secretary

DIRECTORS OR TRUSTEES

Gregory David Reidy #
Robert James Friedrichs #
Daniel Martin Cole #

State of Tennessee
County of Williamson

State of Minnesota
County of Hennepin

State of Minnesota
County of Hennepin

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/CEO	Michelle Marie Huntley Dill Assistant Secretary	Nyle Brent Cottington VP/Regulatory Controller/Assistant Treasurer
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……

JURAT

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199999 Total individuals						
Group Subscribers:						
0299998. Premiums due and unpaid not individually listed	2,941	306	236	1,090	2,003	2,570
0299999. Total group	2,941	306	236	1,090	2,003	2,570
0399999. Premiums due and unpaid from Medicare entities	50,723	0	0	0	0	50,723
0499999. Premiums due and unpaid from Medicaid entities						
0599999 Accident and health premiums due and unpaid (Page 2, Line 13)	53,664	306	236	1,090	2,003	53,293

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
Rx Solutions, Inc.	54,815	19,246	1,042	8,963	11,993	74,977
Medco Health Solutions, Inc.	2,904					
0199998. Aggregate Pharmaceutical Rebate Receivables Not Individually Listed						0
0199999. Total Pharmaceutical Rebate Receivables	57,719	19,246	1,042	8,963	11,993	74,977
0299998. Aggregate Claim Overpayment Receivables Not Individually Listed						
0299999. Total Claim Overpayment Receivables	0	0	0	0	0	0
0399998. Aggregate Loans and Advances to Providers Not Individually Listed						
0399999. Total Loans and Advances to Providers	0	0	0	0	0	0
0499998. Aggregate Capitation Arrangement Receivables Not Individually Listed						
0499999. Total Capitation Arrangement Receivables	0	0	0	0	0	0
0599998. Aggregate Risk Sharing Receivables Not Individually Listed						
0599999. Total Risk Sharing Receivables	0	0	0	0	0	0
0699998. Aggregate Other Receivables Not Individually Listed						
0699999. Total Other Receivables	0	0	0	0	0	0
0799999 Gross health care receivables	57,719	19,246	1,042	8,963	11,993	74,977

EXHIBIT 4 - 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)						
0199999. Individually listed claims unpaid	0	0	0	0	0	0
0299999. Aggregate accounts not individually listed- uncovered						0
0399999. Aggregate accounts not individually listed-covered	438,904	32,202	(252)	108	28,286	499,248
0499999. Subtotals	438,904	32,202	(252)	108	28,286	499,248
0599999. Unreported claims and other claim reserves						1,546,354
0699999. Total amounts withheld						
0799999. Total claims unpaid						2,045,602
0899999 Accrued medical incentive pool and bonus amounts						1,031

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5	6	Admitted	
						7	8
Name of Affiliate	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Current	Non-Current
Rx Solutions, Inc.	14,306					14,306	
0199999. Individually listed receivables	14,306	0	0	0	0	14,306	0
0299999. Receivables not individually listed							
0399999 Total gross amounts receivable	14,306	0	0	0	0	14,306	0

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
UnitedHealth Group Incorporated		300,876	300,876	
0199999. Individually listed payables		300,876	300,876	0
0299999. Payables not individually listed		0		
0399999 Total gross payables		300,876	300,876	0

EXHIBIT 7 PART 1- SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payments	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups	50,334	0.4		0.0		50,334
2. Intermediaries	365,107	2.5		0.0	365,107	
3. All other providers	0	0.0		0.0		
4. Total capitation payments	415,441	2.9	0	0.0	365,107	50,334
Other Payments:						
5. Fee-for-service	2,689,455	18.8	XXX	XXX		2,689,455
6. Contractual fee payments	11,231,118	78.3	XXX	XXX		11,231,118
7. Bonus/withhold arrangements - fee-for-service	0	0.0	XXX	XXX		
8. Bonus/withhold arrangements - contractual fee payments	0	0.0	XXX	XXX		
9. Non-contingent salaries	0	0.0	XXX	XXX		
10. Aggregate cost arrangements	0	0.0	XXX	XXX		
11. All other payments	0	0.0	XXX	XXX		
12. Total other payments	13,920,573	97.1	XXX	XXX	0	13,920,573
13. TOTAL (Line 4 plus Line 12)	14,336,014	100%	XXX	XXX	365,107	13,970,907

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC
	OptumHealth, Inc., a division of United HealthCare Services, Inc.	58,448	4,870		
	United Behavioral Health	286,493	23,874		
	Spectera, Inc.	3,013	251		
	ACN Group, Inc	14,170	1,180		
	Dental Benefit Providers, Inc.	2,983	249		
9999999 Totals		365,107	XXX	XXX	XXX

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

NONE

Description	1 Cost	2 Improvements	3 Accumulated Depreciation	4 Book Value Less Encumbrances	5 Assets Not Admitted	6 Net Admitted Assets
1. Administrative furniture and equipment						
2. Medical furniture, equipment and fixtures						
3. Pharmaceuticals and surgical supplies						
4. Durable medical equipment						
5. Other property and equipment						
6. Total						

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION UnitedHealthcare of Arkansas, Inc. 2. _____ (LOCATION)

NAIC Group Code 0707 BUSINESS IN THE STATE OF Arkansas DURING THE YEAR 2009 NAIC Company Code 95446

	1	Comprehensive (Hospital & Medical) 2	3	4	5	6	7	8	9	10
	Total	Individual	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	3,714	8	3,138	0	0	0	0	568	0	0
2. First Quarter	3,667	7	3,045					615		
3. Second Quarter	3,544	7	2,912					625		
4. Third Quarter	3,248	7	2,598					643		
5. Current Year	3,166	4	2,484					678		
6. Current Year Member Months	40,951	76	33,311					7,564		
Total Member Ambulatory Encounters for Year:										
7 Physician	41,838	149	30,273					11,416		
8. Non-Physician	6,617	9	1,893					4,715		
9. Total	48,455	158	32,166	0	0	0	0	16,131	0	0
10. Hospital Patient Days Incurred	2,723	36	930					1,757		
11. Number of Inpatient Admissions	467	5	176					286		
12. Health Premiums Written (b)	18,190,252	41,338	12,232,717					5,916,197		
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	18,117,517	40,800	12,233,848					5,842,869		
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	14,336,014	46,009	9,424,592					4,865,413		
18 Amount Incurred for Provision of Health Care Services	13,982,080	45,837	9,383,992					4,552,251		

(a) For health business: number of persons insured under PPO managed care products 0 and number of persons insured under indemnity only products .

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $ 5,916,197

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION UnitedHealthcare of Arkansas, Inc. 2. Arkansas (LOCATION)

NAIC Group Code 0707 BUSINESS IN THE STATE OF Grand Total DURING THE YEAR 2009 NAIC Company Code 95446

	1	Comprehensive (Hospital & Medical) 2	3	4	5	6	7	8	9	10
	Total	Individual	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	3,714	8	3,138	0	0	0	0	568	0	0
2. First Quarter	3,667	7	3,045	0	0	0	0	615	0	0
3. Second Quarter	3,544	7	2,912	0	0	0	0	625	0	0
4. Third Quarter	3,248	7	2,598	0	0	0	0	643	0	0
5. Current Year	3,166	4	2,484	0	0	0	0	678	0	0
6. Current Year Member Months	40,951	76	33,311	0	0	0	0	7,564	0	0
Total Member Ambulatory Encounters for Year:										
7 Physician	41,838	149	30,273	0	0	0	0	11,416	0	0
8. Non-Physician	6,617	9	1,893	0	0	0	0	4,715	0	0
9. Total	48,455	158	32,166	0	0	0	0	16,131	0	0
10. Hospital Patient Days Incurred	2,723	36	930	0	0	0	0	1,757	0	0
11. Number of Inpatient Admissions	467	5	176	0	0	0	0	286	0	0
12. Health Premiums Written (b)	18,190,252	41,338	12,232,717	0	0	0	0	5,916,197	0	0
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned	18,117,517	40,800	12,233,848	0	0	0	0	5,842,869	0	0
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services	14,336,014	46,009	9,424,592	0	0	0	0	4,865,413	0	0
18 Amount Incurred for Provision of Health Care Services	13,982,080	45,837	9,383,992	0	0	0	0	4,552,251	0	0

(a) For health business: number of persons insured under PPO managed care products 0 and number of persons insured under indemnity only products 0 .
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $ 5,916,197

Schedule S - Part 1 - Section 2

N O N E

Schedule S - Part 2

N O N E

SCHEDULE S - PART 3 - SECTION 2

Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

1	2	3	4	5	6	7	8	9	Outstanding Surplus Relief		12	13
									10	11		
NAIC Company Code	Federal ID Number	Effective Date	Name of Company	Location	Type	Premiums	Unearned Premiums (Estimated)	Reserve Credit Taken Other than for Unearned Premiums	Current Year	Prior Year	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
79413	36-2739571	01/01/2005	UnitedHealthcare Insurance Company	Hartford, CT	OTH/L/G	18,158						
0199999. Authorized General Account, Affiliates						18,158	0	0	0	0	0	0
0399999. Total Authorized General Account						18,158	0	0	0	0	0	0
0699999. Total Unauthorized General Account						0	0	0	0	0	0	0
0799999. Total Authorized and Unauthorized General Account						18,158	0	0	0	0	0	0
1099999. Total Authorized Separate Accounts						0	0	0	0	0	0	0
1399999. Total Unauthorized Separate Accounts						0	0	0	0	0	0	0
1499999. Total Authorized and Unauthorized Separate Accounts						0	0	0	0	0	0	0
1599999 - Totals						18,158	0	0	0	0	0	0

SCHEDULE S - PART 4

Reinsurance Ceded to Unauthorized Companies

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Reserve Credit Taken	6 Paid and Unpaid Losses Recoverable (Debit)	7 Other Debits	8 Total Cols. (5 + 6 + 7)	9 Letters of Credit	10 Trust Agreements	11 Funds Deposited by and Withheld from Reinsurers	12 Other	13 Miscellaneous Balances (Credit)	14 Sum of Cols. 9+10+11+12+13 but not in Excess of Col. 8
1199999 - Total													

NONE

SCHEDULE S - PART 5

Five Year Exhibit of Reinsurance Ceded Business (000 omitted)

	1 2009	2 2008	3 2007	4 2006	5 2005
A. OPERATIONS ITEMS					
1. Premiums	12	15	20	28	50
2. Title XVIII - Medicare	6	5	4	3	0
3. Title XIX - Medicaid	0	0	0	0	0
4. Commissions and reinsurance expense allowance					
5. Total hospital and medical expenses					
B. BALANCE SHEET ITEMS					
6. Premiums receivable					
7. Claims payable	0	0	0	0	0
8. Reinsurance recoverable on paid losses	0	0	0	0	0
9. Experience rating refunds due or unpaid					
10. Commissions and reinsurance expense allowances unpaid					
11. Unauthorized reinsurance offset					
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
12. Funds deposited by and withheld from (F)	0	0	0	0	0
13. Letters of credit (L)	0	0	0	0	0
14. Trust agreements (T)	0	0	0	0	0
15. Other (O)	0	0	0	0	0

SCHEDULE S - PART 6

Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

		1 As Reported (net of ceded)	2 Restatement Adjustments	3 Restated (gross of ceded)
	ASSETS (Page 2, Col. 3)			
1.	Cash and invested assets (Line 10)	8,361,470		8,361,470
2.	Accident and health premiums due and unpaid (Line 13)	53,293		53,293
3.	Amounts recoverable from reinsurers (Line 14.1)	0		0
4.	Net credit for ceded reinsurance	XXX	0	0
5.	All other admitted assets (Balance)	664,019		664,019
6.	Total assets (Line 26)	9,078,783	0	9,078,783
	LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7.	Claims unpaid (Line 1)	2,045,603		2,045,603
8.	Accrued medical incentive pool and bonus payments (Line 2)	1,031		1,031
9.	Premiums received in advance (Line 8)	163,903		163,903
10.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 17)	0		0
11.	Reinsurance in unauthorized companies (Line 18)	0		0
12.	All other liabilities (Balance)	1,545,221		1,545,221
13.	Total liabilities (Line 22)	3,755,758	0	3,755,758
14.	Total capital and surplus (Line 31)	5,323,025	XXX	5,323,025
15.	Total liabilities, capital and surplus (Line 32)	9,078,783	0	9,078,783
	NET CREDIT FOR CEDED REINSURANCE			
16.	Claims unpaid	0		
17.	Accrued medical incentive pool	0		
18.	Premiums received in advance	0		
19.	Reinsurance recoverable on paid losses	0		
20.	Other ceded reinsurance recoverables	0		
21.	Total ceded reinsurance recoverables	0		
22.	Premiums receivable	0		
23.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers	0		
24.	Unauthorized reinsurance	0		
25.	Other ceded reinsurance payables/offsets	0		
26.	Total ceded reinsurance payables/offsets	0		
27.	Total net credit for ceded reinsurance	0		

SCHEDULE T - PART 2

INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN

Allocated by States and Territories

States, Etc.		Direct Business Only					
		1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts	6 Totals
1. Alabama	AL						
2. Alaska	AK						
3. Arizona	AZ						
4. Arkansas	AR						
5. California	CA						
6. Colorado	CO						
7. Connecticut	CT						
8. Delaware	DE						
9. District of Columbia	DC						
10. Florida	FL						
11. Georgia	GA						
12. Hawaii	HI						
13. Idaho	ID						
14. Illinois	IL						
15. Indiana	IN						
16. Iowa	IA						
17. Kansas	KS						
18. Kentucky	KY						
19. Louisiana	LA						
20. Maine	ME						
21. Maryland	MD						
22. Massachusetts	MA						
23. Michigan	MI						
24. Minnesota	MN						
25. Mississippi	MS						
26. Missouri	MO						
27. Montana	MT						
28. Nebraska	NE						
29. Nevada	NV						
30. New Hampshire	NH						
31. New Jersey	NJ						
32. New Mexico	NM						
33. New York	NY						
34. North Carolina	NC						
35. North Dakota	ND						
36. Ohio	OH						
37. Oklahoma	OK						
38. Oregon	OR						
39. Pennsylvania	PA						
40. Rhode Island	RI						
41. South Carolina	SC						
42. South Dakota	SD						
43. Tennessee	TN						
44. Texas	TX						
45. Utah	UT						
46. Vermont	VT						
47. Virginia	VA						
48. Washington	WA						
49. West Virginia	WV						
50. Wisconsin	WI						
51. Wyoming	WY						
52. American Samoa	AS						
53. Guam	GU						
54. Puerto Rico	PR						
55. U.S. Virgin Islands	VI						
56. Northern Mariana Islands	MP						
57. Canada	CN						
58. Aggregate Other Alien	OT						
59. Total							

NONE

SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1 NAIC Company Code	2 Federal ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred Under Reinsurance Agreements	10 *	11 Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
	27-0015861	ACN Group of California, Inc.	(6,500,000)				258,642				(6,241,358)	
	41-4591944	ACN Group, Inc.					67,692,321				67,692,321	
82406	35-1665915	All Savers Insurance Company					(29,225)	(20,583)			(49,808)	(24,744)
73130	35-1744596	All Savers Life Insurance Company of California					(34,111)				(34,111)	
97179	86-0207231	American Medical Security Life Insurance Company	(50,000,000)				2,206,780	89,630			(47,703,590)	(14,421)
	54-1743141	AmeriChoice Health Services, Inc.					63,971,042				63,971,042	
13178	26-2481299	AmeriChoice of Connecticut, Inc.		14,300,000			(10,125,316)	(93,364)			4,081,320	
13168	26-2688274	AmeriChoice of Georgia, Inc.		100,000			(382)				99,618	
95497	22-3368602	AmeriChoice of New Jersey, Inc.					(96,174,858)				(96,174,858)	
95033	54-1495918	AmeriChoice of Pennsylvania, Inc.					(44,586,169)	(2,660,724)			(47,246,893)	19,791,548
	86-0813232	Arizona Physicians IPA, Inc.	(9,550,000)								(9,550,000)	
95440	35-1736982	Arnett HMO, Inc.	(8,500,000)				188,633				(8,311,367)	
	88-0267857	Behavioral Healthcare Options, Inc.					14,334,686				14,334,686	
	95-4188244	CII Financial, Inc.					(334,251)				(334,251)	
	52-1452809	Dental Benefit Providers of California, Inc.	(6,867,622)				(10,116,893)				(16,984,515)	
52053	36-4008355	Dental Benefit Providers of Illinois, Inc.					(706,152)				(706,152)	
	41-2014834	Dental Benefit Providers, Inc.					193,276,202				193,276,202	
		Duncan Printing Services, LLC	(12,910,752)								(12,910,752)	
	30-0226127	Evercare Hospice, Inc.					13,036				13,036	
13214	26-2697886	Evercare of New Mexico, Inc.		56,500,000			(10,512,235)				45,987,765	
11141	91-2008361	Evercare of Texas, L.L.C.					(87,226,869)				(87,226,869)	
	88-0223385	Family Health Care Services					28,582,570				28,582,570	
	88-0257036	Family Home Hospice, Inc.					711,023				711,023	
	37-0855360	Golden Rule Financial Corporation					4,422,060				4,422,060	
62286	37-6028756	Golden Rule Insurance Company	(238,000,000)				(120,490,833)	20,583			(358,470,250)	24,744
95467	38-3204052	Great Lakes Health Plan, Inc.	(7,284,000)				(65,747,099)	748,377			(72,282,722)	1,430,194
	98-0213198	H & W Indemnity, Ltd.					1,491,247				1,491,247	
43893	13-3584296	Health Net Insurance of New York, Inc.					1,923	(4,634,066)			(4,632,143)	9,308,355
95968	06-1084283	Health Net of Connecticut, Inc.					3,377				3,377	
95351	22-3241303	Health Net of New Jersey, Inc.					1,939				1,939	
95305	06-1174953	Health Net of New York, Inc.					(7,239)				(7,239)	
	98-0153069	Health Net Services (Bermuda) Ltd.						4,634,066			4,634,066	(9,308,355)
96342	88-0201035	Health Plan of Nevada, Inc.	(13,936,834)				(497,776,645)	(876,485)			(512,589,964)	
	95-4763349	HealthAllies, Inc.					1,290,603				1,290,603	
81450	38-2346432	IBA Health and Life Assurance Company	(9,500,000)				(363,100)				(9,863,100)	
	86-0477097	Information Network Corporation					730,950				730,950	
	41-1858498	Ingenix, Inc.					27,607,653				27,607,653	
		MAMSI Insurance Resources, LLC					9,188,797				9,188,797	
60321	52-1803283	MAMSI Life and Health Insurance Company	(150,000,000)				(16,903,168)				(166,903,168)	
96310	52-1169135	MD-Individual Practice Association, Inc.	(150,000,000)				(62,531,451)	(587,356)			(213,118,807)	

SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

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	22-3341467	Medical Network, Inc.					449,657				449,657	
		Mid Atlantic Medical Services, LLC					44,926,795				44,926,795	
	39-1624025	Midwest Security Care, Inc.					266,701				266,701	
79480	35-1279304	Midwest Security Life Insurance Company	(9,000,000)				(2,916,404)				(11,916,404)	
	41-1485369	National Benefit Resources, Inc.					17,070,751				17,070,751	
95251	76-0196559	National Pacific Dental, Inc.	(2,500,000)				(2,436,538)				(4,936,538)	
95123	65-0996107	Neighborhood Health Partnership, Inc.	(13,000,000)				(59,605,826)				(72,605,826)	
95758	88-0228572	Nevada Pacific Dental, Inc.	(3,000,000)				(7,967,951)				(10,967,951)	
		OneNet PPO, LLC					230,733				230,733	
96940	52-1518174	Optimum Choice, Inc.	(200,000,000)				(50,082,072)	(458,358)			(250,540,430)	
	47-0858534	OptumHealth Bank, Inc.					(288,686)				(288,686)	
	41-1921983	OptumHealth, Inc.					17,510,433				17,510,433	
78026	22-2797560	Oxford Health Insurance, Inc.	(351,000,000)				(118,920,354)	(147,709,327)			(617,629,681)	353,338,804
96798	06-1181201	Oxford Health Plans (CT), Inc.	(20,000,000)				(6,518,439)	(159,002)			(26,677,441)	
95506	22-2745725	Oxford Health Plans (NJ), Inc.					(34,069,423)	(472,469)			(34,541,892)	106,418
95479	06-1181200	Oxford Health Plans (NY), Inc.	(449,000,000)				(97,174,427)				(546,174,427)	
		Oxford Heath Plans LLC					236,351,370				236,351,370	
	95-4166547	PacifiCare Behavioral Health of California, Inc.	(18,259,834)				(10,853,949)			(973,589)	(30,087,372)	
	33-0538634	PacifiCare Behavioral Health, Inc.					12,697,949			(405,469)	12,292,480	
11189	94-3284628	PacifiCare Dental of Colorado, Inc.					1,527,591			(18,027)	1,509,564	
	35-1508167	PacifiCare Health Plan Administrators, Inc.	92,607,000				501,626,632			(24,074,190)	570,159,442	
70785	35-1137395	PacifiCare Life and Health Insurance Company	(79,000,000)				(95,472,850)	(199,264)		130,451,763	(44,220,351)	14,421
84506	95-2829463	PacifiCare Life Assurance Company	(14,397,000)				(8,871,558)	132,862		(1,484,577)	(24,620,273)	(589,515)
95617	94-3267522	PacifiCare of Arizona, Inc.	(50,000,000)				(146,533,395)	(1,158,855)			(197,692,250)	
	95-2931460	PacifiCare of California	(193,463,890)				(274,851,115)			(52,293,975)	(520,608,980)	
95434	84-1011378	PacifiCare of Colorado, Inc.	(113,000,000)				(107,708,713)	(847,204)		(6,359,491)	(227,915,408)	
95685	86-0875231	PacifiCare of Nevada, Inc.	(9,716,377)				(11,509,845)	(132,862)		(562,183)	(21,921,267)	589,515
96903	33-0115166	PacifiCare of Oklahoma, Inc.	(29,000,000)				(45,212,362)			(2,492,786)	(76,705,148)	
95893	93-0938819	PacifiCare of Oregon, Inc.	(29,000,000)				(37,127,346)			(1,902,976)	(68,030,322)	
95174	33-0115163	PacifiCare of Texas, Inc.	(95,000,000)				(232,174,888)	(1,892,772)			(329,067,660)	
48038	91-1312551	PacifiCare of Washington, Inc.	(200,000,000)				(43,078,907)				(243,078,907)	
	94-3252033	PacificDental Benefits, Inc.					6,448,813				6,448,813	
	52-1162824	Physicians Heath Plan of Maryland, Inc.					1,348,531				1,348,531	
	33-0441200	RxSolutions, Inc.					53,474,818			(23,047,002)	30,427,816	
	98-0361580	Sheridan RE, Inc.		6,000,000							6,000,000	
71420	94-0734860	Sierra Health & Life Insurance Co., Inc.	(13,954,000)				(7,485,609)	284,492			(21,155,117)	
	88-0200415	Sierra Health Services, Inc.					106,952,146				106,952,146	
	88-0254322	Sierra Health-Care Options, Inc.					(136,753)				(136,753)	
	88-0385705	Sierra Home Medical Products, Inc.					30,044,383				30,044,383	
	88-0201420	Southwest Medical Associates, Inc.					322,719,232				322,719,232	
	52-1260282	Spectera, Inc.					82,861,362				82,861,362	

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	25-1825549	Three Rivers Holdings, Inc.					392,520				392,520	
	94-3077084	U.S. Behavioral Health Plan, California	(1,000,000)				(7,161,663)				(8,161,663)	
	39-1995276	UMR, Inc.					288,255				288,255	
91529	52-1996029	Unimerica Insurance Company					(24,744,855)				(24,744,855)	
11596	01-0637149	Unimerica Life Insurance Company of New York					(1,231,154)				(1,231,154)	
	25-1877716	Unison Administrative Services, LLC					143,640,278	464,627			144,104,905	
12012	55-0867089	Unison Family Health Plan of Pennsylvania, Inc.	(3,359,000)				(7,277,385)	(2,773)			(10,639,158)	
	20-5917714	Unison Health Plan of Delaware, Inc.					(7,439,978)	(994,250)			(8,434,228)	424,230
	20-3330714	Unison Health Plan of New Jersey, Inc.					(43,453)				(43,453)	
12323	56-2451429	Unison Health Plan of Ohio, Inc.					(35,822,519)	312,908			(35,509,611)	1,331,563
95220	25-1756858	Unison Health Plan of Pennsylvania, Inc.	(38,641,000)				(74,246,103)	(149,882)			(113,036,985)	
11775	32-0062883	Unison Health Plan of South Carolina, Inc.	(4,000,000)				(23,434,537)	(9,301)			(27,443,838)	
11139	62-1839257	Unison Health Plan of Tennessee, Inc.	(2,749,000)				(10,253,929)				(13,002,929)	
13032	26-0651931	Unison Health Plan of the Capital Area, Inc.		19,000,000			(797,937)	(25,723)			18,176,340	
	94-2649097	United Behavioral Health	(110,000,000)				361,122,175				251,122,175	
95833	72-1074008	United HealthCare of Louisiana, Inc.					(4,183,949)	(29,313)			(4,213,262)	
95716	63-1036817	United HealthCare of Mississippi, Inc.					69,678				69,678	
	41-1289245	United HealthCare Services, Inc.	(829,409,052)	(55,200,000)			5,227,753,499				4,343,144,447	
	41-1321939	UnitedHealth Group Incorporated	5,325,906,037	(33,400,000)			1,740,322,860				7,032,828,897	
79413	36-2739571	UnitedHealthcare Insurance Company	(1,275,183,775)	(33,692,093)			(5,205,584,247)	206,062,770		(16,837,498)	(6,325,234,843)	(677,110,254)
60318	36-3800349	UnitedHealthcare Insurance Company of Illinois	(43,000,000)				(35,497,318)				(78,497,318)	
60093	11-3283886	UnitedHealthcare Insurance Company of New York		(22,807,907)			(277,406,781)	(37,634,861)			(337,849,549)	281,175,871
73518	31-1169935	UnitedHealthcare Insurance Company of Ohio	(33,000,000)				(43,120,707)				(76,120,707)	
12231	20-1902768	UnitedHealthcare Insurance Company of the River Valley	(5,831,000)				(7,883,386)				(13,714,386)	
95784	63-0899562	UnitedHealthcare of Alabama, Inc.	(27,000,000)				(48,879,535)	(387,569)			(76,267,104)	
96016	86-0507074	UnitedHealthcare of Arizona, Inc.	0				(17,556,521)	(127,071)			(17,683,592)	
95446	63-1036819	UnitedHealthcare of Arkansas, Inc.					(2,924,141)	(18,158)			(2,942,299)	
95090	84-1004639	UnitedHealthcare of Colorado, Inc.	(11,000,000)				(550,998)	(2,639)			(11,553,637)	
95264	59-1293865	UnitedHealthcare of Florida, Inc.					(190,187,341)	(1,300,901)			(191,488,242)	
95850	58-1653544	UnitedHealthcare of Georgia, Inc.		3,500,000			(20,349,637)	(157,852)			(17,007,489)	
95776	36-3280214	UnitedHealthcare of Illinois, Inc.		15,200,000			(10,159,286)	(80,605)			4,960,109	
96644	62-1240316	UnitedHealthcare of Kentucky, Ltd.					(5,266,963)	(49,002)			(5,315,965)	
95149	05-0413469	UnitedHealthcare of New England, Inc.	(12,705,000)				(58,011,929)	(6,586,324)			(77,303,253)	10,568,816
95085	06-1172891	UnitedHealthcare of New York, Inc.	(96,000,000)				(122,619,912)				(218,619,912)	
95103	56-1461010	UnitedHealthcare of North Carolina, Inc.	(92,679,492)				(116,677,301)	(1,819,878)			(211,176,671)	
95186	31-1142815	UnitedHealthcare of Ohio, Inc.	(35,000,000)	8,000,000			(102,349,481)	(749,547)			(130,099,028)	

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11147	63-1036814	UnitedHealthcare of Tennessee, Inc.					(4,364,996)				(4,364,996)	
95765	95-3939697	UnitedHealthcare of Texas, Inc.					(2,531,019)	(32,437)			(2,563,456)	
95025	52-1130183	UnitedHealthcare of the Mid-Atlantic, Inc.		22,500,000			(96,938,428)	(678,355)			(75,116,783)	
95591	47-0676824	UnitedHealthcare of the Midlands, Inc.					(20,116,712)	(569,728)			(20,686,440)	
96385	43-1361841	UnitedHealthcare of the Midwest, Inc.	(52,000,000)				(94,608,911)	2,165,455			(144,443,456)	7,978,744
95501	41-1488563	UnitedHealthcare of Utah, Inc.	(20,000,000)				(19,408,267)	(120,082)			(39,528,349)	
95710	39-1555888	UnitedHealthcare of Wisconsin, Inc.	(60,000,000)				(140,236,099)	846,219			(199,389,880)	964,066
95378	36-3379945	UnitedHealthcare Plan of the River Valley, Inc.	(35,000,000)				(264,728,424)	(2,333,047)			(302,061,471)	
	47-0854646	UnitedHealthcare Service LLC	(75,615,409)				6,208				(75,609,201)	
	36-3355110	UnitedHealthcare Services Company of the River Valley, Inc.					203,182,354				203,182,354	
9999999 Control Totals			0	0	0	0	0	0	XXX	0	0	0

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED 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.

		Responses
	MARCH FILING	
1.	Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	YES
2.	Will an actuarial opinion be filed by March 1?	YES
3.	Will the confidential Risk-based Capital Report be filed with the NAIC by March 1?	YES
4.	Will the confidential Risk-based Capital Report be filed with the state of domicile, if required, by March 1?	YES
	APRIL FILING	
5.	Will Management's Discussion and Analysis be filed by April 1?	YES
6.	Will the Supplemental Investment Risks Interrogatories be filed by April 1?	YES
7.	Will the Accident and Health Policy Experience Exhibit be filed by April 1?	YES
	JUNE FILING	
8.	Will an audited financial report be filed by June 1?	YES
9.	Will Accountant's Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?	YES

The following supplemental reports are required to be filed as part of your annual 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.

	MARCH FILING	
10.	Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	NO
11.	Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	NO
12.	Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	NO
13.	Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	NO
14.	Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	NO
15.	Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	NO
16.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?	NO
	APRIL FILING	
17.	Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	NO
18.	Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	NO
19.	Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?	NO

Explanations:

10.
11.
12.
13.
14.
15.
16.
17.
18.
19.

Bar Codes:

10. Medicare Supplement Insurance Experience Exhibit [Document Identifier 360]
11. Life Supplement [Document Identifier 205]
12. Property/Casualty Supplement [Document Identifier 207]
13. SIS Stockholder Information Supplement [Document Identifier 420]
14. Participating Opinion for Exhibit 5 [Document Identifier 371]
15. Non-Guaranteed Opinion for Exhibit 5 [Document Identifier 370]
16. Medicare Part D Coverage Supplement [Document Identifier 365]
17. Long-Term Care Experience Reporting Forms [Document Identifier 306]
18. Life Supplement [Document Identifier 211]
19. Property/Casualty Supplement Insurance Expense Exhibit [Document Identifier 213]

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