

STATEMENT AS OF JUNE 30, 2012 OF THE UnitedHealthcare Plan of the River Valley, Inc.

**SCHEDULE Y**

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

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

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**SCHEDULE Y**

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

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

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0707	UnitedHealth Group Incorporated	00000 13160	35-2288416 45-0571407				PHC Subsidiary Holdings, LLC Physicians Health Choice of Arkansas, Inc.	TX AR	NIA IA	United HealthCare Services, Inc. PHC Subsidiary Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	12977	32-0191973				Physicians Health Choice of New Mexico, Inc.	NM	IA	PHC Subsidiary Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	11494	04-3677255				Physicians Health Choice of Texas, LLC	TX	IA	PHC Subsidiary Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	52-1162824				Physicians Health Plan of Maryland, Inc.	MD	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Picis Research and Development, S.A.U.	ES	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Picis SAS	FR	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	36-4375169	3886791			Picis, Inc.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Picis, Ltd.	UK	NIA	Picis, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Positive People Company	CN	NIA	PPC International, L.L.C.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-2149493				PPC International II, LLC	MO	NIA	United Behavioral Health	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	43-1747235				PPC International, L.L.C.	MO	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					PPC Worldwide Canada EAP Services Ltd.	CA	NIA	PPC International, L.L.C.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					PPC Worldwide Management Pty Ltd	AU	NIA	PPC Worldwide Pty Ltd	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					PPC Worldwide Pte. Ltd.	SG	NIA	International Psychological Services Pty Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					PPC Worldwide Pty Ltd	AU	NIA	Personal Performance Consultants UK Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					PPC Worldwide Unit Trust	AU	NIA	PPC Worldwide Pty Ltd	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	75-2741619				ppoONE, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	65-0683927				Preferred Care Partners Holding, Corp.	FL	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	26-1845018				Preferred Care Partners Medical Group, Inc.	FL	NIA	Preferred Care Partners Holding, Corp.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	26-1845018				Preferred Care Partners Medical Group, Inc.	FL	NIA	Preferred Care Partners Holding, Corp.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	11176	65-0885893				Preferred Care Partners, Inc.	FL	IA	Preferred Care Partners Holding, Corp.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	88-0253112				Prime Health, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	39-1579905				ProcessWorks, Inc.	WI	NIA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	26-3168754				R&H Family Fitness Unlimited LLC	TX	NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-0151096				Rx Solutions NY IPA, Inc.	NY	NIA	OptumRx, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					ScriptSwitch Holdings Limited	UK	NIA	Ingenix UK Holdings Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					ScriptSwitch Limited	UK	NIA	ScriptSwitch Holdings Limited	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	71420	94-0734860				Sierra Health and Life Insurance Company, Inc.	CA	JA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	88-0200415				Sierra Health Services, Inc.	NV	NIA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	88-0254322				Sierra Health-Care Options, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	88-0385705				Sierra Home Medical Products, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	88-0264562				Sierra Nevada Administrators, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	88-0201420				Southwest Medical Associates, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	38-2609888				Southwest Michigan Health Network Inc.	MI	NIA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1921983				Specialty Benefits, LLC	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

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**SCHEDULE Y**

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

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		.00000	71-0886811				Spectera of New York, IPA, Inc.	NY	NIA	Spectera, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	52-1260282				Spectera, Inc.	MD	NIA	Specialty Benefits, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	56-1970224				The Lewin Group, Inc.			Optum Public Sector Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	25-1825549				Three Rivers Holdings, Inc.	NC	NIA		Ownership	100.000		
		.00000	52-1431155				Travel Express Incorporated	DE	NIA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	94-3077084				U.S. Behavioral Health Plan, California	MD	NIA	FrontierMEDEX, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1913059				UHC International Services, Inc.	CA	JA	United Behavioral Health	Ownership	100.000		
		.00000	95-2931460				UHC of California	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1921008				UHC Holdings, Inc.	CA	JA	PacifiCare Health Plan Administrators, Inc.	Ownership	100.000		
		.00000	14-1892398				Ultima Rx, LLC	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	75-2788811				UMR Care Management, LLLP	FL	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	75-2788811				UMR Care Management, LLLP	DE	NIA	United HealthCare Services, Inc.	Ownership	99.000	UnitedHealth Group Incorporated	1
		.00000	39-1995276				UMR, Inc.	DE	NIA	UMR, Inc.	Ownership	1.000	UnitedHealth Group Incorporated	1
.0707	UnitedHealth Group Incorporated	.91529	52-1996029				Unimerica Insurance Company	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.11596	01-0637149				Unimerica Life Insurance Company of New York	WI	JA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	25-1877716				Unison Administrative Services, LLC	NY	JA	UnitedHealthcare Insurance Company	Ownership	100.000		
		.00000	20-5917714				Unison Health Plan of Delaware, Inc.	PA	NIA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.11139	62-1839257				Unison Health Plan of Tennessee, Inc.	DE	JA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.13032	26-0651931				Unison Health Plan of the Capital Area, Inc.	TN	JA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	94-2649097				United Behavioral Health	DC	JA	Three Rivers Holdings, Inc.	Ownership	100.000		
		.00000	41-1868911				United Behavioral Health of New York, I.P.A., Inc.	CA	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1941615				United Health Foundation	NY	NIA	United Behavioral Health	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1289245	3410132			United HealthCare Services, Inc.	NY	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	30-0318238				United Resource Networks IPA of New York, Inc.	NY	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	01-0538317				UnitedHealth Advisors, LLC	NY	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000		
		.00000					UnitedHealth Capital, LLC	ME	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					UnitedHealth Group Global Healthcare Services Limited	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					UnitedHealth Group Global Services, Inc.	IE	NIA	PacifiCare Health Plan Administrators, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1321939		0000731766	New York Stock Exchange	UnitedHealth Group Incorporated	PH	NIA	UnitedHealth Group International B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					UnitedHealth Group Information Services Private Limited	MN	UIP	UnitedHealth Group International B.V.	Ownership	99.370	UnitedHealth Group Incorporated	
		.00000					UnitedHealth Group Information Services Private Limited	JN	NIA	UnitedHealth International, Inc.	Ownership	0.630	UnitedHealth Group Incorporated	
		.00000					UnitedHealth Group International B.V.	JN	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1917398				UnitedHealth International, Inc.	NL	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	26-2574977				UnitedHealth Military & Veterans Services, LLC	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					UnitedHealth UK Limited	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95174	33-0115163				UnitedHealthcare Benefits of Texas, Inc.	UK	NIA	Ingenix UK Holdings Limited	Ownership	100.000	UnitedHealth Group Incorporated	
								TX	JA	PacifiCare Health Plan Administrators, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

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

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

STATEMENT AS OF JUNE 30, 2012 OF THE UnitedHealthcare Plan of the River Valley, Inc.

**SCHEDULE Y**

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

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

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

# SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

Response

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement? .....

NO

Explanation:

1. The Company does not offer the Medicare Part D Supplement Product.

Bar Code:

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



**OVERFLOW PAGE FOR WRITE-INS**

Additional Write-ins for Assets Line 25

	Current Statement Date			4 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
2504. State Tax Receivable .....	0	0	0	10,244
2597. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	10,244

**SCHEDULE A - VERIFICATION**

Real Estate

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

**NONE**

**SCHEDULE B - VERIFICATION**

Mortgage Loans

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

**NONE**

**SCHEDULE BA - VERIFICATION**

Other Long-Term Invested Assets

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

**NONE**

**SCHEDULE D - VERIFICATION**

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	628,251,495	560,542,524
2. Cost of bonds and stocks acquired .....	127,763,435	233,096,501
3. Accrual of discount .....	52,811	119,544
4. Unrealized valuation increase (decrease) .....	(26,055)	0
5. Total gain (loss) on disposals .....	1,260,417	3,361,395
6. Deduct consideration for bonds and stocks disposed of .....	77,338,009	161,022,038
7. Deduct amortization of premium .....	4,675,606	7,793,643
8. Total foreign exchange change in book/adjusted carrying value .....	0	0
9. Deduct current year's other than temporary impairment recognized .....	0	52,788
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	675,288,488	628,251,495
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	675,288,488	628,251,495

STATEMENT AS OF JUNE 30, 2012 OF THE UnitedHealthcare Plan of the River Valley, Inc.

**SCHEDULE D - PART 1B**

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 (a) .....	826,226,304	1,984,343,498	2,025,139,907	(3,590,670)	826,226,304	781,839,225	0	792,382,009
2. Class 2 (a) .....	50,679,489	2,401,357	3,815,000	(121,600)	50,679,489	49,144,246	0	40,994,963
3. Class 3 (a) .....	0	0	0	807,029	0	807,029	0	0
4. Class 4 (a) .....	0	0	0	0	0	0	0	0
5. Class 5 (a) .....	0	0	0	0	0	0	0	0
6. Class 6 (a) .....	0	0	0	0	0	0	0	0
7. Total Bonds	876,905,793	1,986,744,855	2,028,954,907	(2,905,241)	876,905,793	831,790,500	0	833,376,972
<b>PREFERRED STOCK</b>								
8. Class 1 .....	0	0	0	0	0	0	0	0
9. Class 2 .....	0	0	0	0	0	0	0	0
10. Class 3 .....	0	0	0	0	0	0	0	0
11. Class 4 .....	0	0	0	0	0	0	0	0
12. Class 5 .....	0	0	0	0	0	0	0	0
13. Class 6 .....	0	0	0	0	0	0	0	0
14. Total Preferred Stock .....	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	876,905,793	1,986,744,855	2,028,954,907	(2,905,241)	876,905,793	831,790,500	0	833,376,972

(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 \$ 50,332,907 ; NAIC 2 \$ 6,559,482 ; NAIC 3 \$ 0 ; NAIC 4 \$ 0 ; NAIC 5 \$ 0 ; NAIC 6 \$ 0

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**SCHEDULE DA - PART 1**

## Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	156,502,012	xxx	157,211,072	603,197	249,530

**SCHEDULE DA - VERIFICATION**

## Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	194,539,154	417,762,526
2. Cost of short-term investments acquired .....	3,631,087,359	7,035,728,626
3. Accrual of discount .....	4,118	4,776
4. Unrealized valuation increase (decrease) .....	0	0
5. Total gain (loss) on disposals .....	0	235
6. Deduct consideration received on disposals .....	3,668,349,049	7,258,238,944
7. Deduct amortization of premium .....	779,570	718,065
8. Total foreign exchange change in book/adjusted carrying value .....	0	0
9. Deduct current year's other than temporary impairment recognized .....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	156,502,012	194,539,154
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	156,502,012	194,539,154

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

**N O N E**

Schedule DB - Part B - Verification - Futures Contracts

**N O N E**

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

**N O N E**

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

**N O N E**

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

**N O N E**

**SCHEDULE E - VERIFICATION**

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	10,586,325	15,053,036
2. Cost of cash equivalents acquired .....	263,761,982	1,872,358,094
3. Accrual of discount .....	679	3,261
4. Unrealized valuation increase (decrease) .....	0	0
5. Total gain (loss) on disposals .....	0	80
6. Deduct consideration received on disposals .....	274,330,000	1,876,812,000
7. Deduct amortization of premium .....	18,986	16,146
8. Total foreign exchange change in book/adjusted carrying value .....	0	0
9. Deduct current year's other than temporary impairment recognized .....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	0	10,586,325
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	0	10,586,325

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

**N O N E**

Schedule A - Part 3 - Real Estate Disposed

**N O N E**

Schedule B - Part 2 - Mortgage Loans Acquired

**N O N E**

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

**N O N E**

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

**N O N E**

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

**N O N E**

STATEMENT AS OF JUNE 30, 2012 OF THE UnitedHealthcare Plan of the River Valley, Inc.

**SCHEDULE D - PART 3**

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
313379-GP-8	FHLB Note Call 0.300% 06/10/13		.05/09/2012	Castleoak Securities		2,000,000	2,000,000	.0	1
313379-JC-4	FHLB Note Call 0.500% 06/05/14		.05/31/2012	Mizuho Investor Sec Co		1,500,000	1,500,000	.0	1
912828-NW-6	US Treasury Note 1.000% 07/15/13		.06/07/2012	Goldman Sachs		2,016,953	2,000,000	7,967	1
912828-RA-0	US Treasury Note 0.375% 06/30/13		.05/23/2012	Goldman Sachs		2,002,734	2,000,000	2,988	1
<b>0599999. Subtotal - Bonds - U.S. Governments</b>						7,519,687	7,500,000	10,955	XXX
452152-MT-5	IL St GO Non Call 5.000% 08/01/19		.05/02/2012	DEPFA First Albany		2,817,525	2,500,000	.0	1FE
<b>1799999. Subtotal - Bonds - U.S. States, Territories and Possessions</b>						2,817,525	2,500,000	0	XXX
591852-TM-0	Metropolitan Council MN GO Non Call 5.000% 09/01/17		.06/06/2012	JP Morgan Chase		4,662,389	3,850,000	5,882	1FE
<b>2499999. Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions</b>						4,662,389	3,850,000	5,882	XXX
176553-GL-3	Citizens PPTY Ins Corp FL Rev Bond Non Call 5.000% 06/01/17		.06/13/2012	JP Morgan Chase		4,476,160	4,000,000	.0	1FE
3128PY-IH-3	FHLBC Pool J18748 MBS 3.000% 04/01/27		.05/15/2012	Montgomery Securities		2,001,718	1,905,548	2,541	1
3138AP-DP-0	FNMA Pool A19109 MBS 4.000% 05/01/42		.05/15/2012	Nomura Securities		5,678,190	5,261,389	9,938	1
3138E9-YH-7	FNMA Pool AK5211 MBS 3.000% 04/01/27		.05/15/2012	Barclays Group Inc.		3,550,138	3,375,558	4,501	1
3138EA-SG-3	FNMA Pool AK5918 MBS 4.000% 03/01/42		.04/02/2012	Nomura Securities		2,689,892	2,542,506	3,108	1
649717-RN-7	NY NYC Tr Cultural Rev Bond Non Call 4.000% 08/01/17		.05/09/2012	Southwest Securities		2,156,944	1,875,000	2,708	1FE
<b>3199999. Subtotal - Bonds - U.S. Special Revenues</b>						20,553,042	18,960,001	22,796	XXX
026660-D6-7	American Honda Fin Corp Note Non Call Prv Plc 6.700% 10/01/13		.05/29/2012	Barclays Group Inc.		647,688	600,000	6,700	1FE
084664-BD-2	Berkshire Hathaway Corp Note MW 20BP 4.600% 05/15/13		.04/10/2012	HSBC Securities Inc		417,579	400,000	7,564	1FE
345397-VT-7	Ford Motor Credit Corp Note Non Call 5.000% 05/15/18		.05/23/2012	Montgomery Securities		834,100	760,000	1,478	3FE
369668-AA-6	GECC/LJ VP Hold Corp Note Non Call Prv Plc 3.800% 06/18/19		.04/25/2012	JP Morgan Chase		533,359	534,000	.0	1FE
554480-AG-9	Mack Cali Realty Corp Note Call 4.500% 04/18/22		.04/10/2012	CitiGroup		1,077,851	1,080,000	.0	2FE
59217G-AC-2	MetLife Global Corp Note Non Call Prv Plc 3.875% 04/11/22		.04/04/2012	UBS Financial Services		1,083,839	1,085,000	.0	1FE
629491-AA-9	NYSE EURONEXT Corp Note Non Call 4.800% 06/28/13		.06/11/2012	Barclays Group Inc.		1,041,418	1,000,000	22,133	1FE
913017-BW-8	United Tech Corp Note Non Call 0.737% 12/02/13		.05/24/2012	Montgomery Securities		1,500,000	1,500,000	.0	1FE
<b>3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)</b>						7,135,834	6,959,000	37,875	XXX
<b>8399997. Total - Bonds - Part 3</b>						42,688,477	39,769,001	77,508	XXX
<b>8399998. Total - Bonds - Part 5</b>						XXX	XXX	XXX	XXX
<b>8399999. Total - Bonds</b>						42,688,477	39,769,001	77,508	XXX
<b>8999997. Total - Preferred Stocks - Part 3</b>						0	XXX	0	XXX
<b>8999998. Total - Preferred Stocks - Part 5</b>						XXX	XXX	XXX	XXX
<b>8999999. Total - Preferred Stocks</b>						0	XXX	0	XXX
<b>9799997. Total - Common Stocks - Part 3</b>						0	XXX	0	XXX
<b>9799998. Total - Common Stocks - Part 5</b>						XXX	XXX	XXX	XXX
<b>9799999. Total - Common Stocks</b>						0	XXX	0	XXX
<b>9899999. Total - Preferred and Common Stocks</b>						0	XXX	0	XXX
<b>9999999 - Totals</b>						42,688,477	XXX	77,508	XXX

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

STATEMENT AS OF JUNE 30, 2012 OF THE UnitedHealthcare Plan of the River Valley, Inc.

**SCHEDULE D - PART 4**

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
06050B-AA-9	Bank of America Corp Note Non Call FDIC 3.125% 06/15/12		06/15/2012	Maturity		1,250,000	1,250,000	1,301,282	1,264,732	.0	(14,732)	.0	(14,732)	.0	1,250,000	.0	.0	.0	19,531	06/15/2012	1FE
06050B-AH-4	Bank of America Corp Note Non Call FDIC 0.853% 04/30/12		04/30/2012	Maturity		250,000	250,000	251,109	250,252	.0	(252)	.0	(252)	.0	250,000	.0	.0	.0	999	04/30/2012	1FE
17313U-AE-9	Citigroup Inc Corp Note Non Call FDIC 2.125% 04/30/12		04/30/2012	Maturity		1,250,000	1,250,000	1,280,594	1,256,854	.0	(6,854)	.0	(6,854)	.0	1,250,000	.0	.0	.0	13,281	04/30/2012	1FE
313374-SU-5	FHLB Note Call 0.350% 08/10/12		04/28/2012	Call	100,000	93,750	93,750	93,750	93,750	.0	.0	.0	.0	.0	93,750	.0	.0	.0	164	08/10/2012	1FE
313378-5H-0	FHLB Note Call 0.230% 03/08/13		04/28/2012	Call	100,000	1,500,000	1,500,000	1,500,000	1,500,000	.0	.0	.0	.0	.0	1,500,000	.0	.0	.0	575	03/08/2013	1
313500-GG-2	FNMA Note Call 0.750% 12/06/13		06/06/2012	Call	100,000	1,500,000	1,500,000	1,500,000	1,500,000	.0	.0	.0	.0	.0	1,500,000	.0	.0	.0	5,625	12/06/2013	1
3137EA-CC-1	FHLMC Note Non Call 1.750% 06/15/12		06/15/2012	Maturity		1,500,000	1,500,000	1,529,286	1,508,457	.0	(8,457)	.0	(8,457)	.0	1,500,000	.0	.0	.0	13,125	06/15/2012	1
36220N-VU-8	GNMA Pool 283327 MBS 9.000% 12/15/19		04/01/2012	Paydown		874	874	874	873	.0	.1	.0	.1	.0	874	.0	.0	.0	26	12/15/2019	1
36220N-VU-8	GNMA Pool 283327 MBS 9.000% 12/15/19		05/01/2012	Paydown		181	181	181	181	.0	.0	.0	.0	.0	181	.0	.0	.0	7	12/15/2019	1
36220N-VU-8	GNMA Pool 283327 MBS 9.000% 12/15/19		06/01/2012	Paydown		74	74	74	74	.0	.0	.0	.0	.0	74	.0	.0	.0	3	12/15/2019	1
38146F-AA-9	Goldman Sachs Corp Note Non Call FDIC 3.250% 06/15/12		06/15/2012	Maturity		1,250,000	1,250,000	1,305,275	1,265,791	.0	(15,791)	.0	(15,791)	.0	1,250,000	.0	.0	.0	20,313	06/15/2012	1FE
69351C-AD-5	PNC Funding Corp Note Non Call FDIC 0.668% 04/01/12		04/02/2012	Maturity		1,250,000	1,250,000	1,254,026	1,250,740	.0	(740)	.0	(740)	.0	1,250,000	.0	.0	.0	4,241	04/01/2012	1FE
912828-NS-5	US Treasury Note 0.625% 06/30/12		06/30/2012	Maturity		1,500,000	1,500,000	1,504,224	1,501,303	.0	(1,303)	.0	(1,303)	.0	1,500,000	.0	.0	.0	4,688	06/30/2012	1
<b>0599999. Subtotal - Bonds - U.S. Governments</b>						<b>11,344,879</b>	<b>11,344,879</b>	<b>11,520,675</b>	<b>9,893,007</b>	<b>0</b>	<b>(48,128)</b>	<b>0</b>	<b>(48,128)</b>	<b>0</b>	<b>11,344,879</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>82,578</b>	<b>XXX</b>	<b>XXX</b>
<b>OPEN DEPOSITORY</b>																					
683234-BK-7	Ontario Province Cnda Corp Note Non Call 4.400% 04/14/20	A	04/26/2012	ScotiaMcLeod Corporation		1,595,589	1,385,000	1,380,457	1,381,103	.0	130	.0	130	.0	1,381,232	.0	214,357	214,357	33,348	04/14/2020	1FE
<b>1099999. Subtotal - Bonds - All Other Governments</b>						<b>1,595,589</b>	<b>1,385,000</b>	<b>1,380,457</b>	<b>1,381,103</b>	<b>0</b>	<b>130</b>	<b>0</b>	<b>130</b>	<b>0</b>	<b>1,381,232</b>	<b>0</b>	<b>214,357</b>	<b>214,357</b>	<b>33,348</b>	<b>XXX</b>	<b>XXX</b>
709141-WG-6	PA St GO Cont Call Prfd 5.500% 05/01/18		05/01/2012	Call	100,000	7,000,000	7,000,000	7,579,460	7,057,773	.0	(57,773)	.0	(57,773)	.0	7,000,000	.0	.0	.0	192,500	05/01/2018	1FE
<b>1799999. Subtotal - Bonds - U.S. States, Territories and Possessions</b>						<b>7,000,000</b>	<b>7,000,000</b>	<b>7,579,460</b>	<b>7,057,773</b>	<b>0</b>	<b>(57,773)</b>	<b>0</b>	<b>(57,773)</b>	<b>0</b>	<b>7,000,000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>192,500</b>	<b>XXX</b>	<b>XXX</b>
251129-ZS-4	Detroit MI City Schl Dist GO Cont Call Prfd 5.500% 05/01/17		05/01/2012	Call	100,000	1,750,000	1,750,000	1,939,630	1,766,129	.0	(16,129)	.0	(16,129)	.0	1,750,000	.0	.0	.0	48,125	05/01/2017	1FE
720390-JL-5	Pierce Cnty WA Sch Dist GO Non Call 5.000% 06/01/12		06/01/2012	Maturity		2,000,000	2,000,000	2,211,480	2,028,601	.0	(28,601)	.0	(28,601)	.0	2,000,000	.0	.0	.0	50,000	06/01/2012	1FE
<b>2499999. Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions</b>						<b>3,750,000</b>	<b>3,750,000</b>	<b>4,151,110</b>	<b>3,794,730</b>	<b>0</b>	<b>(44,730)</b>	<b>0</b>	<b>(44,730)</b>	<b>0</b>	<b>3,750,000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>98,125</b>	<b>XXX</b>	<b>XXX</b>
130795-RR-0	CA Statewide Cmnty Dev Rev Bond Non Call 5.000% 07/01/12		06/14/2012	Oppenheimer and Co.		1,502,025	1,500,000	1,613,490	1,514,089	.0	(13,160)	.0	(13,160)	.0	1,500,929	.0	1,096	1,096	72,500	07/01/2012	1FE
3128PC-2X-9	FHLMC Pool J01690 MBS 5.500% 04/01/21		04/01/2012	Paydown		13,052	13,052	13,048	13,044	.0	.8	.0	.8	.0	13,052	.0	.0	.0	239	04/01/2021	1
3128PC-2X-9	FHLMC Pool J01690 MBS 5.500% 04/01/21		05/01/2012	Paydown		1,612	1,612	1,611	1,611	.0	.1	.0	.1	.0	1,612	.0	.0	.0	37	04/01/2021	1
3128PC-2X-9	FHLMC Pool J01690 MBS 5.500% 04/01/21		06/01/2012	Paydown		11,980	11,980	11,976	11,972	.0	.8	.0	.8	.0	11,980	.0	.0	.0	329	04/01/2021	1
3128PE-4K-1	FHLMC Pool J03526 MBS 6.000% 10/01/21		04/01/2012	Paydown		2,680	2,680	2,725	2,717	.0	(36)	.0	(36)	.0	2,680	.0	.0	.0	54	10/01/2021	1
3128PE-4K-1	FHLMC Pool J03526 MBS 6.000% 10/01/21		05/01/2012	Paydown		9,772	9,772	9,934	9,905	.0	(133)	.0	(133)	.0	9,772	.0	.0	.0	244	10/01/2021	1
3128PE-4K-1	FHLMC Pool J03526 MBS 6.000% 10/01/21		06/01/2012	Paydown		9,212	9,212	9,365	9,337	.0	(125)	.0	(125)	.0	9,212	.0	.0	.0	276	10/01/2021	1
3128PE-4P-0	FHLMC Pool J03530 MBS 6.000% 10/01/21		04/01/2012	Paydown		12,500	12,500	12,676	12,643	.0	(143)	.0	(143)	.0	12,500	.0	.0	.0	250	10/01/2021	1
3128PE-4P-0	FHLMC Pool J03530 MBS 6.000% 10/01/21		05/01/2012	Paydown		1,891	1,891	1,917	1,912	.0	(22)	.0	(22)	.0	1,891	.0	.0	.0	47	10/01/2021	1
3128PE-4P-0	FHLMC Pool J03530 MBS 6.000% 10/01/21		06/01/2012	Paydown		25,436	25,436	25,793	25,726	.0	(291)	.0	(291)	.0	25,436	.0	.0	.0	763	10/01/2021	1
3128PE-KP-2	FHLMC Pool J03002 MBS 5.500% 07/01/21		04/01/2012	Paydown		6,102	6,102	6,088	6,088	.0	.14	.0	.14	.0	6,102	.0	.0	.0	112	07/01/2021	1
3128PE-KP-2	FHLMC Pool J03002 MBS 5.500% 07/01/21		05/01/2012	Paydown		3,028	3,028	3,021	3,028	.0	.7	.0	.7	.0	3,028	.0	.0	.0	69	07/01/2021	1
3128PE-KP-2	FHLMC Pool J03002 MBS 5.500% 07/01/21		06/01/2012	Paydown		2,400	2,400	2,394	2,394	.0	.6	.0	.6	.0	2,400	.0	.0	.0	66	07/01/2021	1
3128PK-JU-5	FHLMC Pool J07571 MBS 5.500% 04/01/23		04/01/2012	Paydown		4,197	4,197	4,244	4,239	.0	(42)	.0	(42)	.0	4,197	.0	.0	.0	77	04/01/2023	1
3128PK-JU-5	FHLMC Pool J07571 MBS 5.500% 04/01/23		05/01/2012	Paydown		3,877	3,877	3,921	3,916	.0	(39)	.0	(39)	.0	3,877	.0	.0	.0	89	04/01/2023	1
3128PK-JU-5	FHLMC Pool J07571 MBS 5.500% 04/01/23		06/01/2012	Paydown		36,451	36,451	36,862	36,817	.0	(366)	.0	(366)	.0	36,451	.0	.0	.0	1,002	04/01/2023	1
3128PR-PP-7	FHLMC Pool J08532 MBS 5.500% 08/01/23		04/01/2012	Paydown		7,222	7,222	7,303	7,297	.0	(72)	.0	(72)	.0	7,222	.0	.0	.0	132	08/01/2023	1
3128PR-PP-7	FHLMC Pool J08532 MBS 5.500% 08/01/23		05/01/2012	Paydown		47,718	47,718	48,255	48,195	.0	(477)	.0	(477)	.0	47,718	.0	.0	.0	1,094	08/01/2023	1
3128PR-PP-7	FHLMC Pool J08532 MBS 5.500% 08/01/23		06/01/2012	Paydown		8,994	8,994	9,095	9,084	.0	(90)	.0	(90)	.0	8,994	.0	.0	.0	247	08/01/2023	1
3128PP-2M-4	FHLMC Pool J10780 MBS 4.500% 09/01/24		04/01/2012	Paydown		8,905	8,905	9,238	9,215	.0	(310)	.0	(310)	.0	8,905	.0	.0	.0	134	09/01/2024	1
3128PP-2M-4	FHLMC Pool J10780 MBS 4.500% 09/01/24		05/01/2012	Paydown		10,765	10,765	11,167	11,139	.0	(374)	.0	(374)	.0	10,765	.0	.0	.0	202	09/01/2024	1
3128PP-2M-4	FHLMC Pool J10780 MBS 4.500% 09/01/24		06/01/2012	Paydown		9,545	9,545	9,902	9,877	.0	(332)	.0	(332)	.0	9,545	.0	.0	.0	215	09/01/2024	1
3128PP-MC-4	FHLMC Pool J10355 MBS 4.500% 07/01/24		04/01/2012	Paydown		94,979	94,979	97,465	97,287	.0	(2,307)	.0	(2,307)	.0	94,979	.0	.0	.0	1,425	07/01/2024	1
3128PP-MC-4	FHLMC Pool J10355 MBS 4.500% 07/01/24		05/01/2012	Paydown		92,753	92,753	95,181	95,007	.0	(2,253)	.0	(2,253)	.0	92,753	.0	.0	.0	1,739	07/01/2024	1
3128PP-MC-4	FHLMC Pool J10355 MBS 4.500% 07/01/24		06/01/2012	Paydown		60,710	60,710	62,299	62,185	.0	(1,475)	.0	(1,475)	.0	60,710	.0	.0	.0	1,366	07/01/2024	1
3128PP-YL-1	FHLMC Pool J10715 MBS 4.500% 09/01/24		04/01/2012	Paydown		107,187	107,187	111,574	111,258	.0	(4,071)	.0	(4,071)	.0	107,187	.0	.0				