



HEALTH QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2011

OF THE CONDITION AND AFFAIRS OF THE

UnitedHealthcare Insurance Company of Ohio

NAIC Group Code	0707	0707	NAIC Company Code	73518	Employer's ID Number	31-1169935
	(Current)	(Prior)				
Organized under the Laws of	Ohio		, State of Domicile or Port of Entry		Ohio	
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health					
Is HMO Federally Qualified?	Yes [] No []					
Incorporated/Organized	02/20/1986		Commenced Business		07/01/1991	
Statutory Home Office	9200 Worthington Road		Westerville , OH 43082			
	(Street and Number)		(City or Town, State and Zip Code)			
Main Administrative Office	9200 Worthington Road					
	(Street and Number)					
	Westerville , OH 43082		614-410-7000			
	(City or Town, State and Zip Code)		(Area Code) (Telephone Number)			
Mail Address	185 Asylum Street 4th Floor		Hartford , CT 06103			
	(Street and Number or P.O. Box)		(City or Town, State and Zip Code)			
Primary Location of Books and Records	9200 Worthington Road					
	(Street and Number)					
	Westerville , OH 43082		614-410-7000			
	(City or Town, State and Zip Code)		(Area Code) (Telephone Number)			
Internet Web Site Address	www.unitedhealthgroup.com					
Statutory Statement Contact	Peter A Tassinari		860-702-6201			
	(Name)		(Area Code) (Telephone Number)			
	peter_a_tassinari@uhc.com		860-702-5792			
	(E-mail Address)		(FAX Number)			

OFFICERS

President, CEO, Chairman	Robert Charles Falkenberg	Assistant Treasurer	Cecilia Ann Walpole Griffin
Secretary	Jeffrey Ryan Tredway	Chief Financial Officer	Richard Gordon Dunlop

OTHER

Robert Worth Oberrender	Treasurer	Juanita Bolland Luis	Assistant Secretary	Michelle Marie Huntley Dill	Assistant Secretary
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DIRECTORS OR TRUSTEES

Leonard Alan Wilkerson D.O	Jerome Paul Brophy Jr	Richard Gordon Dunlop
David Scott Luby	Robert Charles Falkenberg	

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

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

Robert Charles Falkenberg Chair, Chief Executive Officer and President	Jeffrey Ryan Tredway Secretary	Richard Gordon Dunlop Chief Financial Officer
Subscribed and sworn to before me this	Subscribed and sworn to before me this	Subscribed and sworn to before me this
day of	day of	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			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	15,209,988		15,209,988	74,556,392
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 (\$112,902), cash equivalents (\$19,999,659) and short-term investments (\$41,919,795)	62,032,356		62,032,356	23,492,270
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets			0	0
9. Receivables for securities	0		0	765
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	77,242,344	0	77,242,344	98,049,427
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	196,126		196,126	877,722
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	11,054	8,251	2,803	619,313
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	936		936	0
18.1 Current federal and foreign income tax recoverable and interest thereon	3,301,782		3,301,782	1,905,872
18.2 Net deferred tax asset	1,565,645		1,565,645	543,993
19. Guaranty funds receivable or on deposit	0		0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	21,402		21,402	7,060,765
24. Health care (\$) and other amounts receivable	128,208	128,208	0	0
25. Aggregate write-ins for other than invested assets	4,444,769	4,444,714	55	81,609
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	86,912,265	4,581,173	82,331,093	109,138,702
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	86,912,265	4,581,173	82,331,093	109,138,702
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. Other assets	55		55	81,609
2502. Premium Tax Receivable	4,444,714	4,444,714	0	
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	4,444,769	4,444,714	55	81,609

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	378,601	22,899	401,500	21,530,668
2. Accrued medical incentive pool and bonus amounts	7,510		7,510	1,239
3. Unpaid claims adjustment expenses	637	38	675	281,002
4. Aggregate health policy reserves	899,772	54,421	954,193	56,202
5. Aggregate life policy reserves	0		0	16,487
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves	20,994	1,270	22,264	873,040
8. Premiums received in advance	0		0	2,991,985
9. General expenses due or accrued	403,215		403,215	4,952,673
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	0		0	0
10.2 Net deferred tax liability	0		0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others	0		0	0
13. Remittances and items not allocated	452		452	237,756
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	0		0	0
16. Derivatives			0	0
17. Payable for securities	0		0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
20. Reinsurance in unauthorized companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans	0		0	0
23. Aggregate write-ins for other liabilities (including \$ current)	31,188	0	31,188	3,219
24. Total liabilities (Lines 1 to 23)	1,742,369	78,628	1,820,997	30,944,271
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	1,000,000	1,000,000
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	2,700,000	2,700,000
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	76,810,096	74,494,431
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	80,510,096	78,194,431
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	82,331,093	109,138,702
DETAILS OF WRITE-INS				
2301. Unclaimed Property	7,158		7,158	3,219
2302. Other Payables	24,030		24,030	
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)	31,188	0	31,188	3,219
2501.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	59,975	840,776	994,039
2. Net premium income (including \$ non-health premium income).....	XXX	22,918,918	284,975,621	344,032,977
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	(897,991)	131,757	199,834
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	2,751	3,496	3,800
8. Total revenues (Lines 2 to 7)	XXX	22,023,678	285,110,874	344,236,611
Hospital and Medical:				
9. Hospital/medical benefits	683,033	11,975,997	185,557,698	227,326,973
10. Other professional services		153,931	559,498	144,893
11. Outside referrals				0
12. Emergency room and out-of-area				0
13. Prescription drugs		(1,545,798)	23,674,437	25,185,699
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		6,836	12,503	16,274
16. Subtotal (Lines 9 to 15)	683,033	10,590,966	209,804,136	252,673,839
Less:				
17. Net reinsurance recoveries				0
18. Total hospital and medical (Lines 16 minus 17)	683,033	10,590,966	209,804,136	252,673,839
19. Non-health claims (net)			15,011	15,011
20. Claims adjustment expenses, including \$256,765 cost containment expenses		521,567	10,027,155	8,348,943
21. General administrative expenses		2,200,621	24,880,774	35,226,282
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)		(16,487)	(12,417)	(12,418)
23. Total underwriting deductions (Lines 18 through 22).....	683,033	13,296,668	244,714,659	296,251,657
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	8,727,011	40,396,215	47,984,954
25. Net investment income earned		1,587,702	2,595,651	3,368,314
26. Net realized capital gains (losses) less capital gains tax of \$1,079,219		1,965,290	88,585	84,776
27. Net investment gains (losses) (Lines 25 plus 26)	0	3,552,992	2,684,236	3,453,090
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	3,526	38,937	40,837
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	12,283,529	43,119,388	51,478,881
31. Federal and foreign income taxes incurred	XXX	3,137,830	14,401,426	17,226,083
32. Net income (loss) (Lines 30 minus 31)	XXX	9,145,699	28,717,962	34,252,798
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. Other Contract Revenue	XXX	2,751	3,496	3,800
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	2,751	3,496	3,800
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	0	0	0
2901. Miscellaneous		3,526	38,937	40,837
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	3,526	38,937	40,837

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.....	78,194,431	67,476,203	67,476,203
34. Net income or (loss) from Line 32	9,145,699	28,717,962	34,252,798
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$	(10)	30	30
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	1,021,651	(250,036)	(202,362)
39. Change in nonadmitted assets	(3,556,737)	(152,566)	(254,053)
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			(25,000,000)
47. Aggregate write-ins for gains or (losses) in surplus	(4,294,938)	1,921,815	1,921,815
48. Net change in capital & surplus (Lines 34 to 47)	2,315,665	30,237,205	10,718,228
49. Capital and surplus end of reporting period (Line 33 plus 48)	80,510,096	97,713,408	78,194,431
DETAILS OF WRITE-INS			
4701. Prior period correction of error	(4,294,938)		
4702. AVR & IMR prior to conversion to Health Blank		1,921,815	1,921,815
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)	(4,294,938)	1,921,815	1,921,815

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	20,546,455	281,871,750	338,138,349
2. Net investment income	2,532,089	3,097,870	4,015,254
3. Miscellaneous income	2,751	3,496	3,800
4. Total (Lines 1 to 3)	23,081,295	284,973,117	342,157,403
5. Benefit and loss related payments	32,052,357	217,736,465	269,396,601
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	7,555,663	36,575,628	44,828,073
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	5,612,960	19,481,971	21,997,960
10. Total (Lines 5 through 9)	45,220,980	273,794,063	336,222,634
11. Net cash from operations (Line 4 minus Line 10)	(22,139,684)	11,179,053	5,934,769
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	62,134,088	12,843,200	15,888,960
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	316	0	393
12.7 Miscellaneous proceeds	765	0	1,257
12.8 Total investment proceeds (Lines 12.1 to 12.7)	62,135,169	12,843,200	15,890,610
13. Cost of investments acquired (long-term only):			
13.1 Bonds	0	2,845,132	2,845,132
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	13,890	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	0	2,859,022	2,845,132
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	62,135,169	9,984,178	13,045,478
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	25,000,000
16.6 Other cash provided (applied)	(1,455,399)	169,243	(6,324,774)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(1,455,399)	169,243	(31,324,774)
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) ..	38,540,085	21,332,474	(12,344,528)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	23,492,270	35,836,798	35,836,798
19.2 End of period (Line 18 plus Line 19.1)	62,032,356	57,169,272	23,492,270

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	50,676	0	50,676	0	0	0	0	0	0	0
2. First Quarter	13,234		13,234							
3. Second Quarter	0		0							
4. Third Quarter	0		0							
5. Current Year	0									
6. Current Year Member Months	59,975		59,975							
Total Member Ambulatory Encounters for Period:										
7 Physician	60,063		60,063							
8. Non-Physician	11,749		11,749							
9. Total	71,812	0	71,812	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	3,446		3,446							
11. Number of Inpatient Admissions	668		668							
12. Health Premiums Written (a)	22,918,918		22,918,918							
13. Life Premiums Direct	0		0							
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	22,020,927		22,020,927							
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services.....	32,052,356		32,052,356							
18. Amount Incurred for Provision of Health Care Services	10,590,966		10,590,966							

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

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

[illegible]

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	16,925,956	15,140,715	305,557	118,205	17,231,513	22,403,707
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					0	0
7. Title XIX - Medicaid					0	0
8. Other health					0	0
9. Health subtotal (Lines 1 to 8)	16,925,956	15,140,715	305,557	118,205	17,231,513	22,403,707
10. Healthcare receivables (a)	87,439	42,507		(1,738)	87,439	625,612
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts		565	0	7,510	0	1,239
13. Totals (Lines 9-10+11+12)	16,838,517	15,098,773	305,557	127,453	17,144,074	21,779,334

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

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

A. Accounting Practices

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

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

1-8. No significant differences exist between the statutory practices prescribed or permitted by the State of Ohio and those prescribed or permitted by the NAIC SAP which would materially affect the statutory basis capital and surplus.

A reconciliation of the Company's net income and capital and surplus for the differences between the State of Ohio basis and NAIC SAP is shown below (in thousands):

	September 30, 2011	December 31, 2010
Net Income:		
1. State of Ohio basis	\$ 9,146	\$ 34,253
2. State Prescribed Practices	-	-
3. State Permitted Practices	-	-
4. NAIC SAP basis	<u>\$ 9,146</u>	<u>\$ 34,253</u>
Statutory Capital & Surplus:		
5. State of Ohio basis	\$ 80,510	\$ 78,194
6. State Prescribed Practices	-	-
7. State Permitted Practices	-	-
8. NAIC SAP basis	<u>\$ 80,510</u>	<u>\$ 78,194</u>

Note 2 - Accounting Changes and Corrections of Errors (in thousands)

The Company discovered that financial activity for certain policies was inadvertently reported by the Company instead of its parent, UHIC, for the years 2003 through 2010. The cumulative effect of this error decreased surplus by \$4,295, net of income tax benefits of \$2,313. This cumulative effect is not material and was corrected in accordance with SSAP No. 3. It is reflected in the Statement of Revenue and Expenses - Capital and Surplus Account.

Note 3 - Business Combinations and Goodwill

No significant change.

Note 4 - Discontinued Operations

No significant change.

Note 5 – Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans

No significant change.

B. Debt restructuring.

No significant change.

NOTES TO FINANCIAL STATEMENTS

C. Reverse Mortgages.

No significant change.

D. Loan-Backed Securities

- 1) Prepayment assumptions for single class and multi-class mortgage-backed/asset-backed securities were obtained from an external data source vendor.
- 2) The Company did not recognize other-than-temporary impairments on mortgage-type investments as of September 30, 2011.
- 3) The Company did not have mortgage-type investments with an other-than-temporary impairment to report by CUSIP as of September 30, 2011.
- 4) The Company did not have any impaired securities for which an other-than-temporary impairment has not been recognized in earnings as a realized loss as of September 30, 2011.
- 5) The Company believes that it will collect all principal and interest due on all investments that have an amortized cost in excess of fair value.

E. No significant change.

F. No significant change.

G. No significant change.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

Note 7 - Investment Income

No significant change.

Note 8 - Derivative Instruments

No significant change

Note 9 - Income Taxes

No significant change.

Note 10 - Information Concerning Parent, Subsidiaries and Affiliates

The migration of policies upon renewal with effective dates on or after July 1, 2010 to UnitedHealthcare Insurance Company (UHIC), the parent of the Company, has been completed. The network, product, offering, and services provided are equivalent and clients have moved seamlessly to the parent on a shared operating platform. The migration will be followed by an adequate claim run-off period. Management has completed an evaluation of the disposition options for the Company, and plans to merge it into UHIC, after obtaining approval from the regulatory authorities which is anticipated by December 31, 2011.

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.

NOTES TO FINANCIAL STATEMENTS

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. The Company did not have any transfers of receivables reported as sales as of September 30, 2011 or December 31, 2010.
- B. The Company did not have any transfer and servicing of financial assets as of September 30, 2011 or December 31, 2010.
- C. No transactions involving wash sales of securities with an NAIC designation of 3 or below or unrated securities occurred as of September 30, 2011 or the year ended December 31, 2010.

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

No significant change.

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

No significant change.

Note 20 – Fair Value Measurement

The NAIC SAP defines fair value, establishes a framework for measuring fair value, and outlines the disclosure requirements related to fair value measurements. The fair value hierarchy is as follows:

Level 1 — Quoted (unadjusted) prices for identical assets in active markets.

Level 2 — Other observable inputs, either directly or indirectly, including:

- Quoted prices for similar assets in active markets
- Quoted prices for identical or similar assets in inactive markets (few transactions, limited information, noncurrent prices, high variability over time, etc.)
- Inputs other than quoted prices that are observable for the asset (interest rates, yield curves, volatilities, default rates, etc.)
- Inputs that are derived principally from or corroborated by other observable market data

Level 3 — Unobservable inputs that cannot be corroborated by observable market data.

The estimated fair values of bonds and short-term investments (investments) are based on quoted market prices, where available. The Company obtains one price for each security primarily from a third-party pricing service (pricing service), which generally uses quoted or other observable inputs for the determination of fair value. The pricing service normally derives the security prices through recently reported trades for identical or similar securities, making adjustments through the reporting date based upon available observable market information. For securities not actively traded, the pricing service may use quoted market prices of comparable instruments or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include, but are not limited to, non-binding broker quotes, benchmark yields, credit spreads, default rates and prepayment speeds. As the Company is responsible for the determination of fair value, it performs quarterly analyses on the prices received from the pricing service to determine whether the prices are reasonable estimates of fair value. Specifically, the Company compares the prices received from the pricing service to prices reported by its custodian, its investment consultant and third-party investment advisors. Additionally, the Company compares changes in the reported market values and returns to relevant market indices to test the reasonableness of the reported prices. Based on the Company's internal price verification procedures and review of fair value methodology documentation provided by independent pricing services, the Company has not historically adjusted the prices obtained from the pricing service.

In instances in which the inputs used to measure fair value fall into different levels of the fair value hierarchy, the fair value measurement has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular item to the fair value measurement in its entirety requires judgment, including the consideration of inputs specific to the asset or liability.

NOTES TO FINANCIAL STATEMENTS

There were no transfers between Levels 1 and 2 as of September 30, 2011 and December 31, 2010.

The Company does not have any financial assets that are measured and reported at fair value on the statutory basis statements of admitted assets, liabilities, and capital and surplus at September 30, 2011 and December 31, 2010.

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

Note 21 - Other Items

No significant change.

Note 22 - Events Subsequent

No significant change.

Note 23 - Reinsurance

No significant change.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

No significant change.

Note 25 - Change in Incurred Losses and Loss Adjustment Expenses (in thousands)

Changes in estimates related to the prior year incurred claims are included in total hospital and medical expenses in the current year in the accompanying statutory basis statements of operations. The following tables disclose paid claims, incurred claims, and the balance in the claims unpaid, accrued medical incentive pool and bonus amounts, aggregate health claim reserves and health care receivables at September 30, 2011 and December 31, 2010 (in thousands):

	2011		
	Current Year Incurred Claims	Prior Years Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ (22,405)	\$ (22,405)
Paid claims, net of health care receivables collected	15,141	16,926	\$ 32,067
End of period claim reserve	126	306	432
Incurred claims excluding the change in health care receivables as presented below	15,267	(5,173)	10,094
Beginning of year health care receivables		626	626
End of period health care receivables	(41)	(87)	(128)
Total incurred claims	\$ 15,226	\$ (4,634)	\$ 10,592

	2010		
	Current Year Incurred Claims	Prior Years Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ (38,132)	\$ (38,132)
Paid claims, net of health care receivables collected	238,399	30,009	\$ 268,408
End of year claim reserve	21,479	926	22,405
Incurred claims excluding the change in health care receivables as presented below	259,878	(7,197)	252,681
Beginning of year health care receivables		617	617
End of year health care receivables	(624)		(624)
Total incurred claims	\$ 259,254	\$ (6,580)	\$ 252,674

The liability for claims unpaid, accrued medical incentive pool and bonus amounts, aggregate health claim reserves and health care receivables as of December 31, 2010 was \$21,779. As of September 30, 2011, \$16,926 has been paid for incurred claims attributable to insured events of prior years. Reserves remaining for prior years are now \$219 as a result of re-estimation of unpaid claims. Therefore, there has been \$4,634 favorable prior-year development since December 31, 2010 to September 30, 2011. The primary drivers

NOTES TO FINANCIAL STATEMENTS

consist of favorable development as a result of ongoing analysis of loss development trends related to the release and reestablishment of \$2,165 in known environmental claims and \$1,290 in retroactivity for inpatient, outpatient, physician, and pharmacy claims. At December 31, 2010, the Company recorded \$6,580 of favorable development. For 2010, the primary drivers consist of favorable development as a result of ongoing analysis of loss development trends related to the release and reestablishment of the reserve for known environmental factors (KEFR) of \$1,248, favorable retroactivity for inpatient, outpatient, physician, and pharmacy claims of \$2,027, and favorable changes in provider settlement reserves of \$2,673. Retroactivity is largely due to improvements in operations and lower than expected benefits utilization.

The Company incurred claims adjustment expenses (CAE) of approximately \$522 and \$8,349 as of September 30, 2011 and December 31, 2010, respectively. These costs are included in the management service fees paid by the Company to UHS as a part of its management agreement.

The following tables disclose paid CAE, incurred CAE, and the balance in the unpaid claim adjustment expenses reserve as of September 30, 2011 and December 31, 2010 (in thousands):

	2011	2010
Total claims adjustment expenses incurred	\$ 522	\$ 8,349
Less current year unpaid claims adjustment expenses		(281)
Add prior year unpaid claims adjustment expenses	281	518
Total claims adjustment expenses paid	\$ 803	\$ 8,586

Note 26 - Intercompany Pooling Arrangements

No significant change.

Note 27 - Structured Settlements

No significant change.

Note 28 - Health Care Receivables

No significant change.

Note 29 - Participating Policies

No significant change.

Note 30 - Premium Deficiency Reserves

No significant change.

Note 31 – Anticipated Salvage and Subrogation

No significant change.

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE UnitedHealthcare Insurance Company of Ohio

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No [X]
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [X] No []
If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] N/A []
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2008
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2009
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 10/01/2010
- 6.4 By what department or departments?
Ohio Department of 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, Inc	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?
(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.

Yes [X] No []
- 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 [X] No []
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
UnitedHealth Group's previous code of conduct ("The Principles of Ethics & Integrity") was somewhat outdated and had not been substantially revised in many years. In 2010, the Company's compliance and ethics team began the process of researching best practices and benchmarking our code against other companies' codes. On May 24, 2011, the UnitedHealth Group Board of Directors adopted the newly revised "Code of Conduct: Our Principles of Ethics & Integrity." The Code covers all employees at all levels. The topics covered in the new Code are not considerably different, but the material is now much more user- friendly, intuitive and helpful in both aesthetics and content.

Yes [] No [X]
- 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:\$.....

17,522

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:

\$.....
13.

Amount of real estate and mortgages held in short-term investments:

\$.....
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [] No [X]
- 14.2

If yes, please complete the following:
- | | 1 | 2 |
|---|---|--|
| | Prior Year-End
Book/Adjusted
Carrying Value | 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 | \$..... | \$..... |
- 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?
If no, attach a description with this statement.

Yes [] No [X]

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE UnitedHealthcare Insurance Company of Ohio

GENERAL INTERROGATORIES

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

1 Name of Custodian(s)	2 Custodian Address
State Street Bank	801 Pennsylvania, Kansas City, MO 64105
Northern Trust	50 S. LaSalle, Chicago, IL 60675
Bank of New York Mellon	Global Liquidity Services, 1 Wall St, 14th Floor, New York NY 10286

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

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

- 16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [X] No []
- 16.4 If yes, give full information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
State Street Bank	Northern Trust	08/29/2011	Economics

- 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
107105	BlackRock Financial Management, Inc	55 East 52nd Street, NY, NY 10055

- 17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [X] No []
- 17.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:
- 1.1 A&H loss percent

47.3 %
- 1.2 A&H cost containment percent

1.1 %
- 1.3 A&H expense percent excluding cost containment expenses

10.8 %
- 2.1 Do you act as a custodian for health savings accounts?

Yes [] No [X]
- 2.2 If yes, please provide the amount of custodial funds held as of the reporting date

\$.
- 2.3 Do you act as an administrator for health savings accounts?

Yes [] No [X]
- 2.4 If yes, please provide the balance of the funds administered as of the reporting date

\$.

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE UnitedHealthcare Insurance Company of Ohio

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

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

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

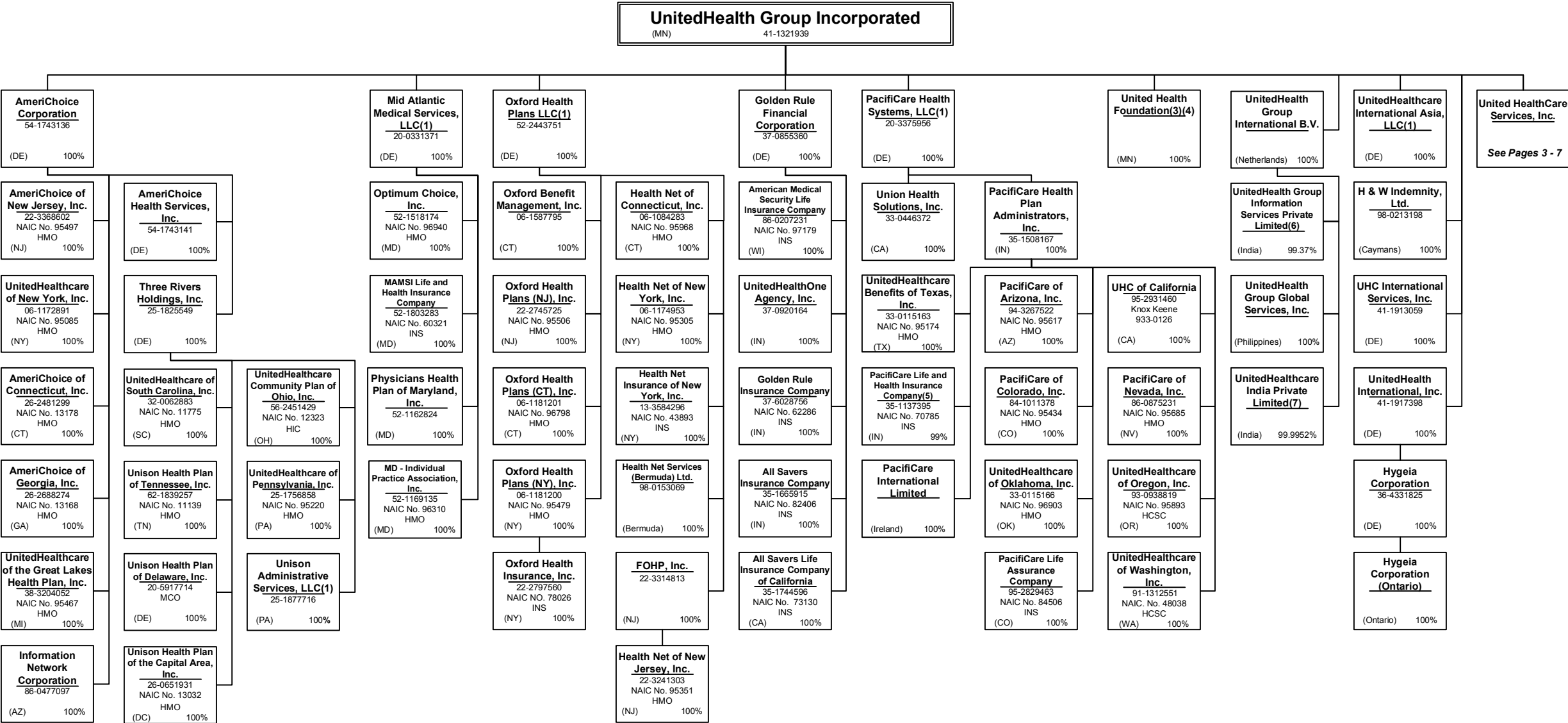
Current Year to Date - Allocated by States and Territories

		1	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	N						0	
5.	California	CA	N						0	
6.	Colorado	CO	N						0	
7.	Connecticut	CT	N						0	
8.	Delaware	DE	N						0	
9.	District of Columbia ..	DC	N						0	
10.	Florida	FL	N						0	
11.	Georgia	GA	N						0	
12.	Hawaii	HI	N						0	
13.	Idaho	ID	N						0	
14.	Illinois	IL	N						0	
15.	Indiana	IN	N						0	
16.	Iowa	IA	N						0	
17.	Kansas	KS	N						0	
18.	Kentucky	KY	N						0	
19.	Louisiana	LA	N						0	
20.	Maine	ME	N						0	
21.	Maryland	MD	N						0	
22.	Massachusetts	MA	N						0	
23.	Michigan	MI	N						0	
24.	Minnesota	MN	N						0	
25.	Mississippi	MS	N						0	
26.	Missouri	MO	N						0	
27.	Montana	MT	N						0	
28.	Nebraska	NE	N						0	
29.	Nevada	NV	N						0	
30.	New Hampshire	NH	N						0	
31.	New Jersey	NJ	N						0	
32.	New Mexico	NM	N						0	
33.	New York	NY	N						0	
34.	North Carolina	NC	N						0	
35.	North Dakota	ND	N						0	
36.	Ohio	OH	L	22,918,918					22,918,918	
37.	Oklahoma	OK	N						0	
38.	Oregon	OR	N						0	
39.	Pennsylvania	PA	N						0	
40.	Rhode Island	RI	N						0	
41.	South Carolina	SC	N						0	
42.	South Dakota	SD	N						0	
43.	Tennessee	TN	N						0	
44.	Texas	TX	N						0	
45.	Utah	UT	N						0	
46.	Vermont	VT	N						0	
47.	Virginia	VA	N						0	
48.	Washington	WA	N						0	
49.	West Virginia	WV	N						0	
50.	Wisconsin	WI	N						0	
51.	Wyoming	WY	N						0	
52.	American Samoa	AS	N						0	
53.	Guam	GU	N						0	
54.	Puerto Rico	PR	N						0	
55.	U.S. Virgin Islands ...	VI	N						0	
56.	Northern Mariana Islands	MP	N						0	
57.	Canada	CN	N						0	
58.	Aggregate Other Aliens	OT	XXX	0	0	0	0	0	0	0
59.	Subtotal	XXX	22,918,918	0	0	0	0	0	22,918,918	0
60.	Reporting Entity Contributions for Employee Benefit Plans	XXX							0	
61.	Totals (Direct Business)	(a) 1	22,918,918	0	0	0	0	0	22,918,918	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	

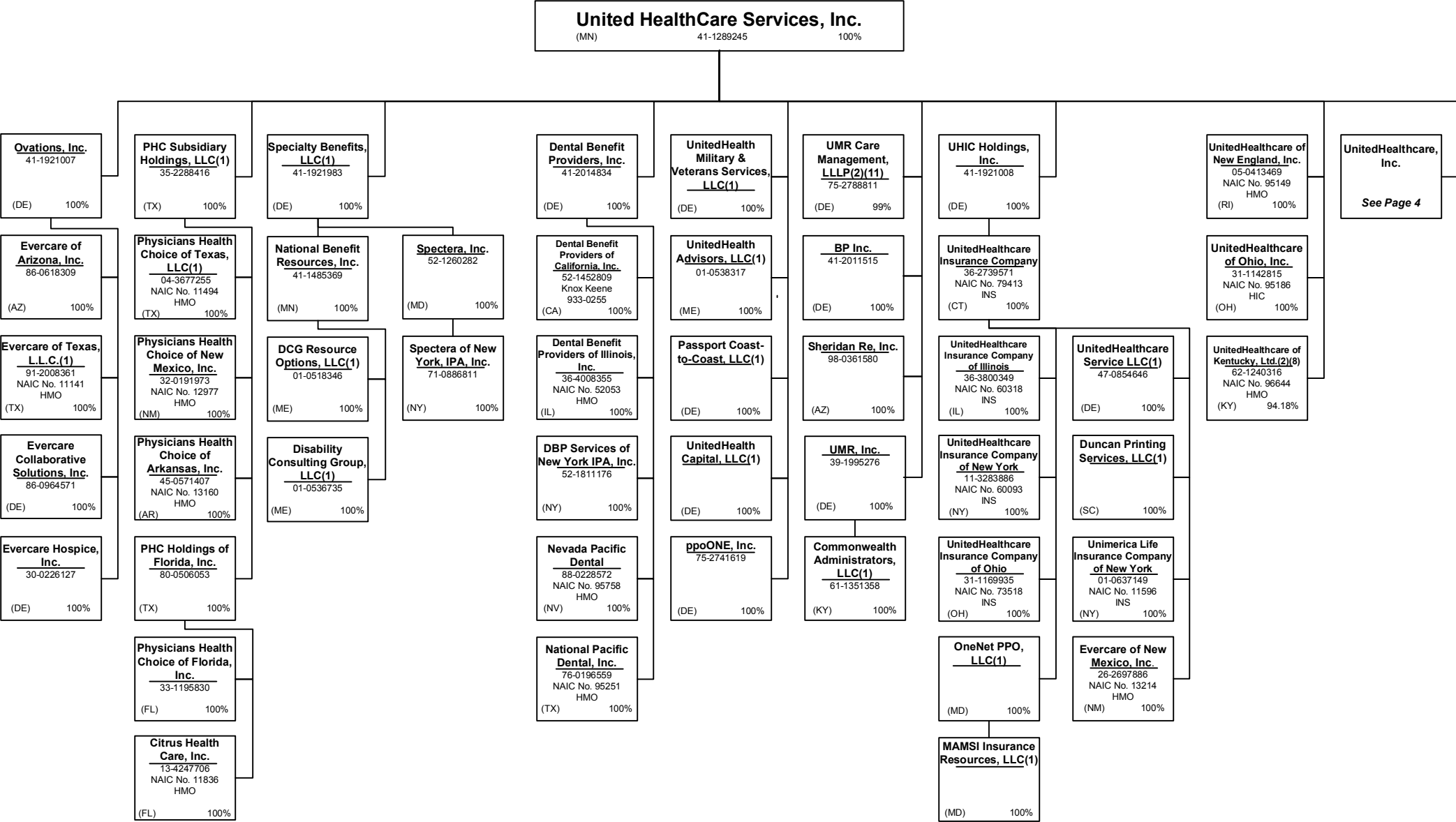
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

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

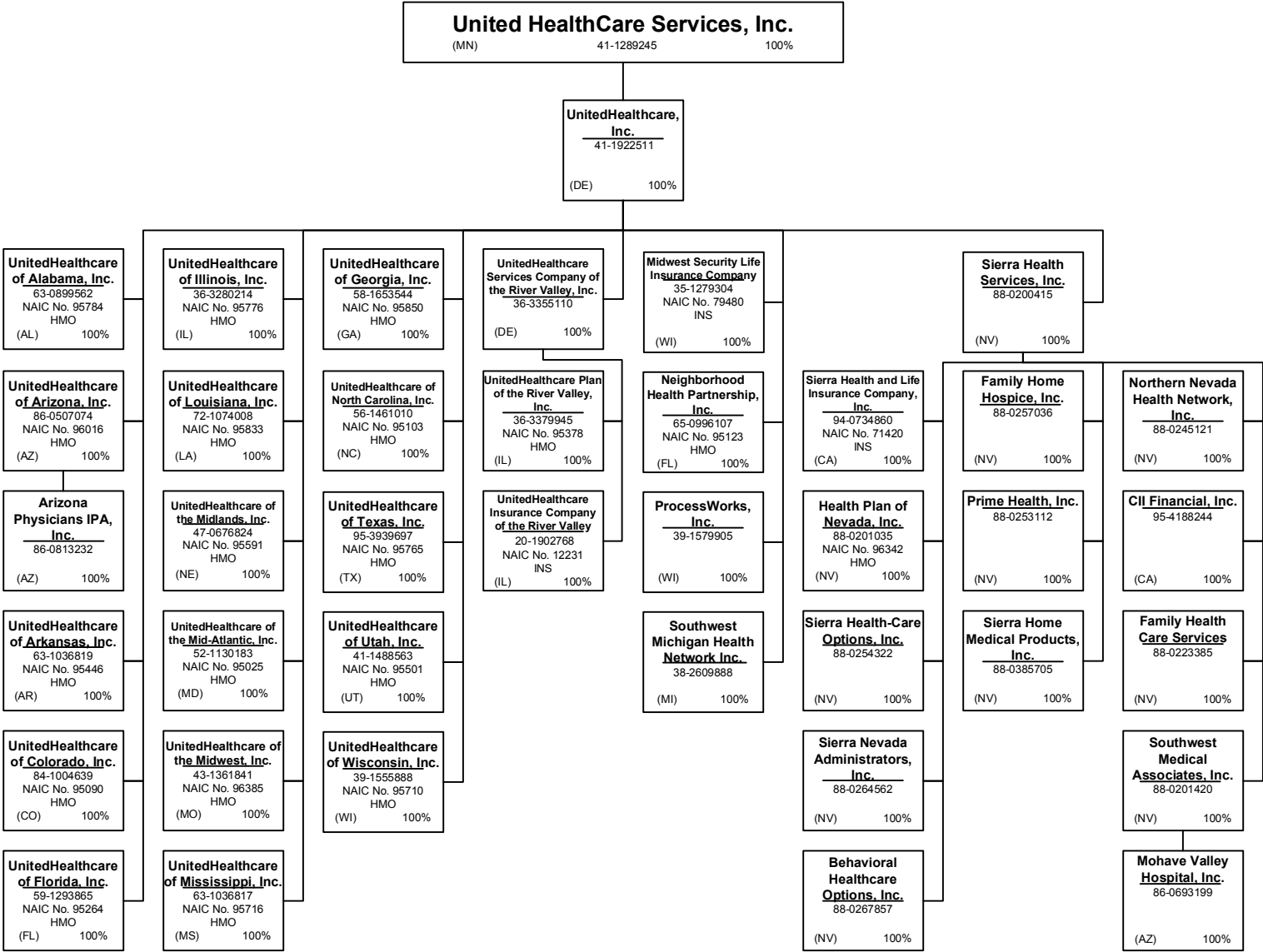
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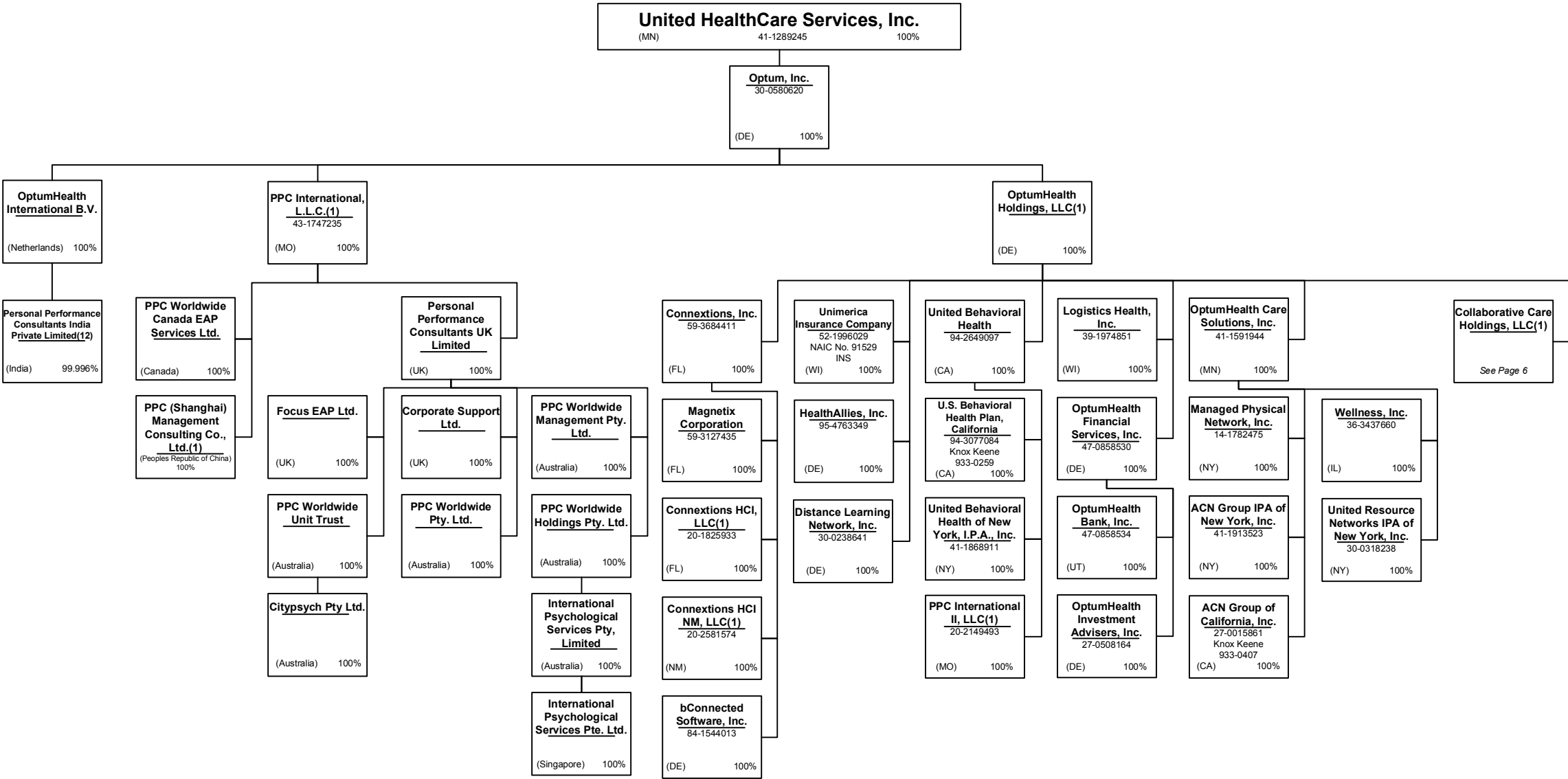
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART



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



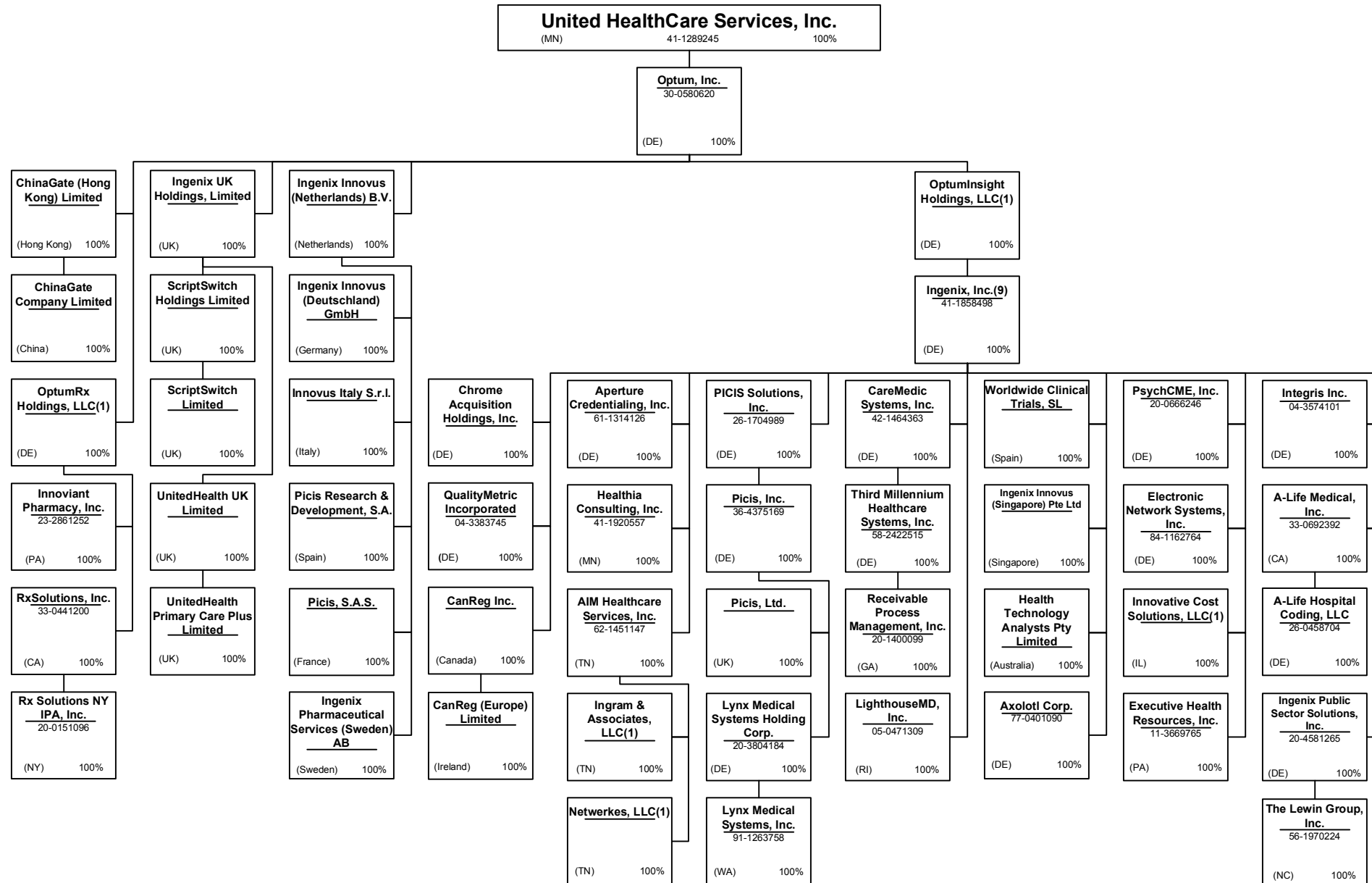
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART



15.4



PART 1 – ORGANIZATIONAL CHART



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

Notes

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

- (1) Entity is a Limited Liability Company
- (2) Entity is a Partnership
- (3) Entity is a Non-Profit Corporation
- (4) Control of the Foundation is based on sole membership, not the ownership of voting securities
- (5) PacifiCare Life and Health Insurance Company is 99% owned by PacifiCare Health Plan Administrators, Inc. and 1% owned by PacifiCare Health Systems, LLC
- (6) UnitedHealth Group Information Services Private Limited is 99.37% owned by UnitedHealth Group International B.V.. The remaining 0.63% is owned by UnitedHealth International, Inc.
- (7) United Healthcare India Private Limited is 99.9952% owned by UnitedHealth Group International B.V. and 0.0048% owned by UnitedHealth International, Inc.
- (8) General partnership interests are held by United HealthCare Services, Inc. (89.77%) and by UnitedHealthcare, Inc. (10.23%). United HealthCare Services, Inc. also holds 100% of the limited partnership interests. When combining general and limited partner interests, United HealthCare Services, Inc. owns 94.18% and UnitedHealthcare, Inc. owns 5.83%.
- (9) Established a branch, Ingenix, Inc. – Abu Dhabi, located in Abut Dhabi, UAE.
- (10) WellMed Medical Management, Inc. is 80% owned by Collaborative Care Holdings, LLC and 20% owned by WMG Healthcare Partners, L.P.
- (11) Limited partnership interest is held by United HealthCare Services, Inc. (99%). General partnership interest is held by UMR, Inc. (1%)
- (12) Personal Performance Consultants India Private Limited is 99.996% owned by OptumHealth International B.V. and 0.004 % owned by United Behavioral Health.
- (13) INSPIRIS of Texas Physicians Group is a Texas non-profit (taxable) whose sole member is Inspiris of Texas, Inc.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

Response

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

NO

Explanation:

1.

Bar Code:

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



NONE

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)		

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)		

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)		

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	74,556,392	87,992,063
2. Cost of bonds and stocks acquired	0	2,845,132
3. Accrual of discount	39,727	89,187
4. Unrealized valuation increase (decrease)	0	30
5. Total gain (loss) on disposals	3,044,331	142,439
6. Deduct consideration for bonds and stocks disposed of	62,134,088	15,888,960
7. Deduct amortization of premium	296,237	623,499
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	138	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	15,209,987	74,556,392
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	15,209,987	74,556,392

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE UnitedHealthcare Insurance Company of Ohio

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)	75,398,233	130,727,437	131,589,958	(22,184)	94,642,251	75,398,233	74,513,528	92,869,953
2. Class 2 (a)	2,616,557	0	0	(644)	4,665,738	2,616,557	2,615,913	5,140,663
3. Class 3 (a)	0	0	0	0	0	0	0	0
4. Class 4 (a)	0	0	0	0	0	0	0	42,434
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	78,014,790	130,727,437	131,589,958	(22,828)	99,307,989	78,014,790	77,129,441	98,053,050
PREFERRED STOCK								
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	78,014,790	130,727,437	131,589,958	(22,828)	99,307,989	78,014,790	77,129,441	98,053,050

(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 \$57,307,278 ; NAIC 2 \$0 ; NAIC 3 \$0 ;
NAIC 4 \$0 ; NAIC 5 \$0 ; NAIC 6 \$0

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	41,919,796	XXX	41,919,248	4,054	419

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	14,797,050	34,831,991
2. Cost of short-term investments acquired	193,699,384	151,442,845
3. Accrual of discount	694	250
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	98
6. Deduct consideration received on disposals	166,577,187	171,478,134
7. Deduct amortization of premium	146	0
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)	41,919,795	14,797,050
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	41,919,795	14,797,050

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	8,699,608	999,953
2. Cost of cash equivalents acquired	108,893,010	72,987,280
3. Accrual of discount	5,693	10,888
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	316	285
6. Deduct consideration received on disposals	97,598,968	65,298,798
7. Deduct amortization of premium	0	0
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)	19,999,659	8,699,608
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	19,999,659	8,699,608

Schedule A - Part 2 - Real Estate Acquired and Additions Made
N O N E

Schedule A - Part 3 - Real Estate Disposed
N O N E

Schedule B - Part 2 - Mortgage Loans Acquired
N O N E

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

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired
N O N E

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

Schedule D - Part 3 - Long-Term Bonds and Stocks Acquired
N O N E

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE UnitedHealthcare Insurance Company of Ohio

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-ign	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 Recogn-ized	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	Maturity Date	NAIC Desig-nation or Market In-dicator (a)
912828-FS-4	US Treasury Note 4.625% 08/31/11		08/31/2011	Maturity		110,000	110,000	120,484	112,532	0	(2,532)	0	(2,532)	0	110,000	0	0	0	5,088	08/31/2011	1
0599999. Bonds - U.S. Governments						110,000	110,000	120,484	112,532	0	(2,532)	0	(2,532)	0	110,000	0	0	0	5,088	XXX	XXX
OPEN DEPOSITORY																					
386154-Q3-5	Grand Prairie TX Sch GO Cont Call Prfd 5.850% 02/15/26		08/15/2011	Call 100.0000		1,775,000	1,775,000	1,947,619	1,810,124	0	(35,124)	0	(35,124)	0	1,775,000	0	0	0	103,838	02/15/2026	1FE
817409-PV-1	Sequoia CA Un High Sch Dist GO Cont Call Sink 5.000% 07/01/30		07/01/2011	Call 102.0000		1,045,500	1,025,000	1,115,313	1,057,379	0	(11,879)	0	(11,879)	0	1,045,500	0	0	0	51,250	07/01/2030	1
2499999. Bonds - U.S. Political Subdivisions of States, Territories and Possessions						2,820,500	2,800,000	3,062,932	2,867,503	0	(47,003)	0	(47,003)	0	2,820,500	0	0	0	155,088	XXX	XXX
31371M-AA-5	FNMA Pool 255701 MBS 5.000% 04/01/25		07/01/2011	Paydown		3,779	3,779	3,792	3,790	0	(11)	0	(11)	0	3,779	0	0	0	110	04/01/2025	1
31371M-AA-5	FNMA Pool 255701 MBS 5.000% 04/01/25		08/01/2011	Paydown		3,353	3,353	3,365	3,363	0	(10)	0	(10)	0	3,353	0	0	0	112	04/01/2025	1
31371M-AA-5	FNMA Pool 255701 MBS 5.000% 04/01/25		09/01/2011	Paydown		3,921	3,921	3,934	3,932	0	(11)	0	(11)	0	3,921	0	0	0	147	04/01/2025	1
64983U-ET-3	NY St Dorm Auth Rev Bond Non Call 5.000% 07/01/11		07/01/2011	Maturity		1,025,000	1,025,000	1,093,829	1,035,404	0	(10,404)	0	(10,404)	0	1,025,000	0	0	0	51,250	07/01/2011	1FE
3199999. Bonds - U.S. Special Revenues						1,036,053	1,036,053	1,104,920	1,046,489	0	(10,436)	0	(10,436)	0	1,036,053	0	0	0	51,619	XXX	XXX
126671-UD-6	Countrywide CML 2002-S4 A5 ABS 5.216% 10/25/17		07/01/2011	Paydown		3,728	3,728	3,366	3,407	0	321	0	321	0	3,728	0	0	0	113	10/25/2017	1Z*
126671-UD-6	Countrywide CML 2002-S4 A5 ABS 5.216% 10/25/17		08/01/2011	Paydown		1,651	1,651	1,491	1,509	0	142	0	142	0	1,651	0	0	0	57	10/25/2017	1Z*
126671-UD-6	Countrywide CML 2002-S4 A5 ABS 5.216% 10/25/17		09/01/2011	Paydown		2,940	2,940	2,656	2,688	0	253	0	253	0	2,940	0	0	0	115	10/25/2017	1Z*
22540V-P2-2	CS First Boston CSFB 2002-CKN2 A3 CMBS 6.133% 04/15/37		07/01/2011	Paydown		8,773	8,773	8,825	8,758	0	14	0	14	0	8,773	0	0	0	315	03/15/2012	1Z*
22540V-P2-2	CS First Boston CSFB 2002-CKN2 A3 CMBS 6.133% 04/15/37		08/01/2011	Paydown		35,084	35,084	35,292	35,027	0	57	0	57	0	35,084	0	0	0	1,440	03/15/2012	1Z*
22540V-P2-2	CS First Boston CSFB 2002-CKN2 A3 CMBS 6.133% 04/15/37		09/01/2011	Paydown		43,227	43,227	43,484	43,157	0	70	0	70	0	43,227	0	0	0	1,995	03/15/2012	1Z*
3899999. Bonds - Industrial and Miscellaneous (Unaffiliated)						95,403	95,403	95,114	94,546	0	857	0	857	0	95,403	0	0	0	4,035	XXX	XXX
8399997. Total - Bonds - Part 4						4,061,956	4,041,456	4,383,450	4,121,070	0	(59,114)	0	(59,114)	0	4,061,956	0	0	0	215,830	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						4,061,956	4,041,456	4,383,450	4,121,070	0	(59,114)	0	(59,114)	0	4,061,956	0	0	0	215,830	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						4,061,956	XXX	4,383,450	4,121,070	0	(59,114)	0	(59,114)	0	4,061,956	0	0	0	215,830	XXX	XXX

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

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

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

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

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

Schedule DL - Part 1 - Reinvested Collateral Assets Owned
N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned
N O N E

SCHEDULE E - PART 1 - CASH

[illegible]

SCHEDULE E - PART 2 - CASH EQUIVALENTS

[illegible]