

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information						
1a Name of plan SIERRA HEALTH AUTOMATIC RETIREMENT PLAN	<table border="1"> <tr> <td>1b Three-digit plan number (PN) ►</td> <td>002</td> </tr> <tr> <td>1c Effective date of plan</td> <td>01/01/1995</td> </tr> </table>	1b Three-digit plan number (PN) ►	002	1c Effective date of plan	01/01/1995		
1b Three-digit plan number (PN) ►	002						
1c Effective date of plan	01/01/1995						
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) SIERRA HEALTH SERVICES, INC. C/O UNITEDHEALTH GROUP INCORPORATED PO BOX 1459 MN008-W162 MINNEAPOLIS, MN 55440-1459	<table border="1"> <tr> <td>2b Employer Identification Number (EIN)</td> <td>88-0200415</td> </tr> <tr> <td>2c Sponsor's telephone number</td> <td>952-936-1300</td> </tr> <tr> <td>2d Business code (see instructions)</td> <td>524140</td> </tr> </table>	2b Employer Identification Number (EIN)	88-0200415	2c Sponsor's telephone number	952-936-1300	2d Business code (see instructions)	524140
2b Employer Identification Number (EIN)	88-0200415						
2c Sponsor's telephone number	952-936-1300						
2d Business code (see instructions)	524140						

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2012	JAMES C. COLEMAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") SIERRA HEALTH SERVICES, INC. C/O UNITEDHEALTH GROUP INCORPORATED PO BOX 1459 MN008-W162 MINNEAPOLIS, MN 55440-1459	3b Administrator's EIN 88-0200415 <hr/> 3c Administrator's telephone number 952-936-1300
---	---

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN <hr/> 4c PN
---	-------------------------------------

5 Total number of participants at the beginning of the plan year	5	2562
---	----------	------

6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	1794
b Retired or separated participants receiving benefits.....	6b	4
c Other retired or separated participants entitled to future benefits.....	6c	571
d Subtotal. Add lines 6a , 6b , and 6c	6d	2369
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	2369
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	2369
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
--	----------	--

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2F 2G 2J 2K 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	(1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☒ 1 **A** (Insurance Information)
- (4) ☒ **C** (Service Provider Information)
- (5) ☐ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service <hr/> Department of Labor Employee Benefits Security Administration <hr/> Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2011 <hr/> This Form is Open to Public Inspection
---	---	---

For calendar plan year 2011 or fiscal plan year beginning **01/01/2011** and ending **12/31/2011**

A Name of plan SIERRA HEALTH AUTOMATIC RETIREMENT PLAN	B Three-digit plan number (PN)	002
C Plan sponsor's name as shown on line 2a of Form 5500 SIERRA HEALTH SERVICES, INC.	D Employer Identification Number (EIN) 88-0200415	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
---------------	---

1 Coverage Information:

(a) Name of insurance carrier

THE PRUDENTIAL INSURANCE COMPANY OF AMERICA

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
22-1211670	68241	300215	2369	01/01/2011	12/31/2011

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	46315

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

WELLS FARGO ADVISORS INS. AGENCY **901 E. BYRD STREET**
RICHMOND, VA 23219-0000

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
0	34854	SERVICES TO INSURER OR PROVIDER	3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

WELLS FARGO WELATH BRKG. INS. AGCY. **401 SOUTH TRYON ST.**
11TH FLOOR
CHARLOTTE, NC 28288-0260

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
0	11461	SERVICES TO INSURER OR PROVIDER	3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end **4** 30723060**5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount **6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee(3) ☒ guaranteed investment (4) ☐ other ▶**b** Balance at the end of the previous year **7b** 31998968**c** Additions: (1) Contributions deposited during the year **7c(1)** 1670(2) Dividends and credits **7c(2)**(3) Interest credited during the year **7c(3)** 883072(4) Transferred from separate account **7c(4)**(5) Other (specify below) **7c(5)** 5220304

▶ LOAN REPAYMENTS, TRANSFERS IN, MISCELLANEOUS IN

(6) Total additions **7c(6)** 6105046**d** Total of balance and additions (add **b** and **c(6)**) **7d** 38104014**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 3423115(2) Administration charge made by carrier **7e(2)** 3364(3) Transferred to separate account **7e(3)**(4) Other (specify below) **7e(4)** 3954475

▶ LOAN INITIATIONS, TRANSFERS OUT, MISCELLANEOUS OUT

(5) Total deductions **7e(5)** 7380954**f** Balance at the end of the current year (subtract **e(5)** from **d**) **7f** 30723060

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan SIERRA HEALTH AUTOMATIC RETIREMENT PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 SIERRA HEALTH SERVICES, INC.	D Employer Identification Number (EIN) 88-0200415	

Part I	Service Provider Information (see instructions)
---------------	--

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
THE PRUDENTIAL INS CO OF AMERICA

22-1211670

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
--

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

THE PRUDENTIAL INS CO OF AMERICA

22-1211670

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 50	NONE	43048	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan SIERRA HEALTH AUTOMATIC RETIREMENT PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 SIERRA HEALTH SERVICES, INC.	D Employer Identification Number (EIN) 88-0200415	

Part I	Asset and Liability Statement
---------------	--------------------------------------

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	3299530	3114553
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	84528170	75973276
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	31998968	30723254
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	119826668	109811083

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	91526	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	91526	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	119735142	109811083
---	-----------	-----------	-----------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	12950	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		12950
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	153705	
(F) Other	2b(1)(F)	883072	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1036777
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1190959	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1190959
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-2810502
c Other income.....	2c		32658
d Total income. Add all income amounts in column (b) and enter total.....	2d		-537158

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	9343853	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		9343853
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	43048	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		43048
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		9386901

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-9924059
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: DELOITTE & TOUCHE LLP

(2) EIN: 13-3891517

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>SIERRA HEALTH AUTOMATIC RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SIERRA HEALTH SERVICES, INC.</u>	D Employer Identification Number (EIN) <u>88-0200415</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>22-1211670</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Sierra Health Automatic Retirement Plan

Employer ID No: 88-0200415
Plan Number: 002

Financial Statements as of March 23, 2012, and
December 31, 2011 and 2010, and for the Period from
January 1, 2012 to March 23, 2012, and Year Ended
December 31, 2011, Supplemental Schedule as of
December 31, 2011, and Independent Auditors' Report

SIERRA HEALTH AUTOMATIC RETIREMENT PLAN

TABLE OF CONTENTS

	Page
INDEPENDENT AUDITORS' REPORT	1
FINANCIAL STATEMENTS:	
Statements of Net Assets Available for Benefits as of March 23, 2012, and December 31, 2011 and 2010	2
Statement of Changes in Net Assets Available for Benefits for the Period from January 1, 2012 to March 23, 2012, and Year Ended December 31, 2011	3
Notes to Financial Statements as of March 23, 2012, and December 31, 2011 and 2010, and for the Period from January 1, 2012 to March 23, 2012, and Year Ended December 31, 2011	4–14
SUPPLEMENTAL SCHEDULE FURNISHED PURSUANT TO THE REQUIREMENTS OF FORM 5500:	15
Form 5500, Schedule H, Part IV, Line 4i — Schedule of Assets (Held at End of Year) as of December 31, 2011	16
NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	



Deloitte & Touche LLP
50 South Sixth Street
Suite 2800
Minneapolis, MN 55402-1538
USA

Tel: +1 612 397 4000
Fax: +1 612 397 4450
www.deloitte.com

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of
Sierra Health Automatic Retirement Plan
Minneapolis, Minnesota

We were engaged to audit the financial statements of the Sierra Health Automatic Retirement Plan (the "Plan") as of March 23, 2012, and December 31, 2011 and 2010, and for the period from January 1, 2012 to March 23, 2012, and year ended December 31, 2011, and the supplemental schedule as of December 31, 2011, listed in the table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Prudential Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee that the information as of March 23, 2012, and December 31, 2011 and 2010, and for the period from January 1, 2012 to March 23, 2012, and year ended December 31, 2011, provided to the Plan administrator by the trustee is complete and accurate.

As discussed in Note 1 to the financial statements, the Plan assets were liquidated on March 23, 2012, and the Plan subsequently merged into the UnitedHealth Group 401(k) Savings Plan on March 26, 2012.

Because of the significance of the information that we did not audit, we are unable to express, and we do not express, an opinion on the accompanying financial statements and supplemental schedule. The supplemental schedule is presented for the purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Deloitte & Touche LLP

October 12, 2012

SIERRA HEALTH AUTOMATIC RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF MARCH 23, 2012, AND DECEMBER 31, 2011 AND 2010

	2012	2011	2010
ASSETS:			
Investments — at fair value:			
Participant-directed investments	\$ -	\$ 107,946,354	\$ 117,974,000
Receivables — notes receivable from participants	-	3,108,018	3,330,539
Total assets	-	111,054,372	121,304,539
LIABILITIES — Excess contribution payable	-	-	91,526
NET ASSETS AVAILABLE FOR BENEFITS — At fair value	-	111,054,372	121,213,013
ADJUSTMENTS FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT RESPONSIVE CONTRACTS	-	(1,249,824)	(1,446,862)
NET ASSETS AVAILABLE FOR BENEFITS	\$ -	\$ 109,804,548	\$ 119,766,151

See notes to financial statements.

SIERRA HEALTH AUTOMATIC RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE PERIOD FROM JANUARY 1, 2012 TO MARCH 23, 2012, AND YEAR ENDED DECEMBER 31, 2011

	2012	2011
EMPLOYER CONTRIBUTIONS	\$ -	\$ 12,950
INVESTMENT INCOME (LOSS):		
Net appreciation (depreciation) in fair value of mutual funds	7,560,181	(2,810,502)
Dividends	147,932	1,190,959
Interest	177,268	883,072
Other income	4,175	32,658
Net investment income (loss)	7,889,556	(703,813)
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	32,940	153,705
Total contributions and investment and interest income (loss)	7,922,496	(537,158)
DEDUCTIONS:		
Benefits paid to participants	(6,189,197)	(9,381,397)
Administrative expenses	(8,895)	(43,048)
Total deductions	(6,198,092)	(9,424,445)
INCREASE (DECREASE) IN NET ASSETS BEFORE PLAN TRANSFERS	1,724,404	(9,961,603)
NET TRANSFERS OUT OF THE PLAN	(111,528,952)	-
DECREASE IN NET ASSETS	(109,804,548)	(9,961,603)
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	109,804,548	119,766,151
End of year	\$ -	\$ 109,804,548

See notes to financial statements.

SIERRA HEALTH AUTOMATIC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF MARCH 23, 2012, AND DECEMBER 31, 2011 AND 2010, AND FOR THE PERIOD FROM JANUARY 1, 2012 TO MARCH 23, 2012, AND YEAR ENDED DECEMBER 31, 2011

1. PLAN DESCRIPTION

The following description of the Sierra Health Automatic Retirement Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General — The Plan is a qualified, defined contribution profit-sharing/401(k) plan sponsored, managed, and administered by Sierra Health Services, Inc. (the “Company”). Prudential Trust Company (the “Trustee”) serves as trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). A brief description of certain Plan provisions, as amended, is as follows.

Effective December 31, 2008, a Plan amendment was adopted to freeze the Plan to new entrants and new contributions. All participants of the Plan are eligible to participate in the UnitedHealth Group 401(k) Savings Plan effective January 1, 2009. All assets were liquidated on March 23, 2012, and were remitted completely and timely to the UnitedHealth Group 401(k) Savings Plan. On March 26, 2012, the Plan merged with the UnitedHealth Group 401(k) Savings Plan.

Contributions — Effective April 1, 2006 through December 31, 2008, before the Plan was frozen to new entrants and new contributions, participants were allowed to contribute up to 75% of their eligible compensation during each payroll period in which the employee was an eligible participant. An eligible participant automatically deferred 3% of included compensation for each payroll period, unless the eligible participant elected to not participate or deferred a different percentage. The Company made matching contributions of 100% of a participant’s contribution up to a maximum of 3% of the participant’s eligible compensation. Participant contributions above 3%, but not exceeding 9%, were matched 50% by the Company. The maximum Company contribution is 6% of a participant’s eligible compensation. The Company matching contributions were invested based on participant selections.

Participants who reached age 50 during a calendar year or who were over age 50 were allowed to make catch-up contributions to the Plan as permitted under Code Section 414(v). The Company did not make matching contributions on catch-up contributions.

Investments — Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers 12 mutual funds and a guaranteed income fund as investment options for participants.

Vesting — As of December 31, 2008, all participants became 100% vested in all account balances as a result of the Plan being frozen.

Eligibility — Effective January 1, 2007 through December 31, 2008, before the Plan was frozen to new entrants and new contributions, all employees of the Company not covered by a collective bargaining agreement became eligible to participate in the Plan if they were age 18 or older, and after they had completed six consecutive months of employment and completed at least 1,000 hours in the six-month period. If an employee did not satisfy this requirement in the first designated period of months following his/her employment commencement date, such employee was deemed to satisfy this condition upon completing a year of service.

Participant Accounts — Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contribution, the Company's matching contribution, and allocations of Plan earnings, and charged with withdrawals and an allocation of Plan losses and certain administrative expenses.

Participant Loans — Participants may borrow from their fund accounts up to \$50,000 or 50% of their vested account balance, whichever is less. Participant loans are collateralized by vested account balances and are repaid through payroll deductions over a term not exceeding five years. The term may be extended if the proceeds are used for the purchase of a primary residence. The loans bear interest at rates which are commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits — Upon termination of employment, participants may elect to receive a lump-sum payment of their vested account balance, one of several annuity payment options, installment payments, or may transfer their vested account balance to a tax-deferred account.

Plan Expenses — Plan expenses consist of administrative expenses, which are charged directly to the participant's accounts and certain expenses which are paid by the Plan as a whole.

Forfeited Accounts — At March 23, 2012, December 31, 2011 and 2010, forfeited nonvested accounts totaled \$0, \$34,342 and \$50,086, respectively. The accounts can be used to reduce certain administrative expenses. During the year ended December 31, 2011, forfeited nonvested accounts of \$15,009 were used to reduce Plan expenses. The forfeiture balance as of December 31, 2011, was allocated to participant accounts in 2012. Effective December 31, 2008, the Plan did not allow for forfeitures as a result of the frozen status. From January 1, 2009 through March 23, 2012, the Plan recorded forfeitures of participant accounts. The UnitedHealth Group 401(k) Savings Plan is in the process of restoring all participant accounts.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties — The Plan utilizes various investment instruments, including mutual funds and a guaranteed income fund. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility.

Investment Valuation and Income Recognition — The Plan's investments are stated at fair value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year-end. The guaranteed income fund is stated at fair value and then adjusted to contract value as described below. Fair value of the guaranteed income fund is the discounted cash flow of the investment contract.

In accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 962, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans*, the guaranteed income fund is included at fair value in participant-directed investments in the statements of net assets available for benefits and an additional line item is presented representing the adjustment from fair value to contract value. The statement of changes in net assets available for benefits is presented on a contract value basis.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Unrealized gains and losses are recorded in the period in which they occur. The Trustee holds all the assets.

Notes Receivable from Participants — Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Delinquent participant loans are recorded as distributions based on the terms of the Plan document.

New Accounting Standards

ASU No. 2010-06, Fair Value Measurements and Disclosures — In January 2010, the FASB issued Accounting Standards Update (ASU) No. 2010-06, *Fair Value Measurements and Disclosures*, which amends ASC 820, *Fair Value Measurements and Disclosures*, adding new disclosure requirements for Levels 1 and 2; adding a new disclosure requirement to provide Level 3 activity of purchases, sales, issuances, and settlements on a gross basis; and clarification of existing fair value disclosures. ASU No. 2010-06 is effective for periods beginning after December 15, 2009, except for the Level 3 requirement, which is effective for fiscal years beginning after December 15, 2010. The adoption of the Level 1 and Level 2 disclosures in 2010 and the adoption of the Level 3 disclosure in 2011 did not materially affect the Plan's financial statements.

3. FAIR VALUE MEASUREMENTS

ASC 820 established a single authoritative definition of fair value, set a framework for measuring fair value, and requires additional disclosures about fair value measurements. In accordance with ASC 820, the Plan classifies its investments into Level 1, which refers to securities valued using quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market, but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The following tables set forth, by level within the fair value hierarchy, a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2011 and 2010. The Plan held no investments at March 23, 2012.

	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
December 31, 2011				
Mutual funds:*				
Large-cap funds	\$ 23,778,218	\$ -	\$ -	\$ 23,778,218
Mid-cap funds	10,501,099	-	-	10,501,099
Small-cap funds	4,828,237	-	-	4,828,237
Other fixed income	13,652,776	-	-	13,652,776
Balanced funds	11,743,664	-	-	11,743,664
International stock funds	<u>11,469,282</u>	<u>-</u>	<u>-</u>	<u>11,469,282</u>
Total mutual funds	75,973,276	-	-	75,973,276
Stable value fund	<u>-</u>	<u>-</u>	<u>31,973,078</u>	<u>31,973,078</u>
Total	<u>\$ 75,973,276</u>	<u>\$ -</u>	<u>\$ 31,973,078</u>	<u>\$ 107,946,354</u>
December 31, 2010				
Mutual funds:*				
Large-cap funds	\$ 30,075,529	\$ -	\$ -	\$ 30,075,529
Mid-cap funds	11,500,036	-	-	11,500,036
Small-cap funds	5,661,506	-	-	5,661,506
Other fixed income	14,396,884	-	-	14,396,884
Balanced funds	13,261,031	-	-	13,261,031
International stock funds	<u>9,633,184</u>	<u>-</u>	<u>-</u>	<u>9,633,184</u>
Total mutual funds	84,528,170	-	-	84,528,170
Stable value fund	<u>-</u>	<u>-</u>	<u>33,445,830</u>	<u>33,445,830</u>
Total	<u>\$ 84,528,170</u>	<u>\$ -</u>	<u>\$ 33,445,830</u>	<u>\$ 117,974,000</u>

*Investments do not have redemptions or other restrictions.

For the period from January 1, 2012 to March 23, 2012, and year ended December 31, 2011, there were no significant transfers in or out of Levels 1, 2, or 3.

A summary of changes in the fair value of the Plan's Level 3 assets for the period from January 1, 2012 to March 23, 2012, and years ended December 31, 2011 and 2010, is set forth in the following tables:

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)		
	Asset-backed Securities	Wrapper Contracts	Total
Beginning balance — January 1, 2012	\$ 31,973,078	\$ -	\$ 31,973,078
Transfers into Level 3	-	-	-
Transfers out of Level 3	-	-	-
Total gains or losses included in changes in net assets	(1,249,824)	-	(1,249,824)
Purchases, issuances, sales, and settlements:			
Purchases	-	-	-
Issuances	-	-	-
Sales	(30,723,254)	-	(30,723,254)
Settlements	-	-	-
Ending balance — March 23, 2012	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
The amount of total gains or losses for the period included in changes in net assets attributable to the change in unrealized gains or losses related to assets held up to March 23, 2012	<u>\$ (1,249,824)</u>	<u>\$ -</u>	<u>\$ (1,249,824)</u>
Beginning balance — January 1, 2011	\$ 33,445,830	\$ -	\$ 33,445,830
Transfers into Level 3	-	-	-
Transfers out of Level 3	-	-	-
Total gains or losses included in changes in net assets	(197,038)	-	(197,038)
Purchases, issuances, sales, and settlements:			
Purchases	-	-	-
Issuances	-	-	-
Sales	(1,275,714)	-	(1,275,714)
Settlements	-	-	-
Ending balance — December 31, 2011	<u>\$ 31,973,078</u>	<u>\$ -</u>	<u>\$ 31,973,078</u>
The amount of total gains or losses for the period included in changes in net assets attributable to the change in unrealized gains or losses related to assets still held at the reporting date	<u>\$ (197,038)</u>	<u>\$ -</u>	<u>\$ (197,038)</u>
Beginning balance — January 1, 2010	\$ 37,775,288	\$ -	\$ 37,775,288
Realized gains (losses)	-	-	-
Unrealized gains (losses)	393,837	-	393,837
Purchases, issuances, and settlements (net)	(4,723,295)	-	(4,723,295)
Transfers in and/or out of Level 3 (net)	-	-	-
Ending balance — December 31, 2010	<u>\$ 33,445,830</u>	<u>\$ -</u>	<u>\$ 33,445,830</u>
The amount of total gains or losses for the period included in changes in net assets attributable to the change in unrealized gains or losses related to assets still held at the reporting date	<u>\$ 393,837</u>	<u>\$ -</u>	<u>\$ 393,837</u>

The valuation methods described in Note 2 may produce a fair value calculation for Level 3 measurements that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

4. INVESTMENTS

The Plan's investments that represented 5% or more of the Plan's total net assets available for benefits at March 23, 2012, December 31, 2011 and 2010, were as follows:

	2012	2011	2010
Prudential Guaranteed Income Fund ^{(1) (2)}	*	\$ 30,723,254	\$ 31,998,968
Eaton Vance Large Cap Value Fund	*	*	11,736,791
Prudential Jennison Growth Fund ⁽²⁾	*	11,844,090	14,932,208
Van Kampen Equity Income Fund	*	11,743,664	13,261,031
EuroPacific Growth Fund	*	11,469,282	9,633,184
PIMCO Total Return Fund	*	10,340,682	11,182,503
Victory Established Value	*	8,737,271	9,633,207
Dodge & Cox Stock Fund	*	8,507,608	*

⁽¹⁾ At contract value

⁽²⁾ Represents a party-in-interest to the Plan

* Investment did not exceed 5% of the Plan's net assets available for benefits

During the period from January 1, 2012 to March 23, 2012, and year ended December 31, 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	2012	2011
Mutual funds:		
Large-cap funds*	\$ 3,635,009	\$ (384,586)
Mid-cap funds	993,262	(91,999)
Small-cap funds	524,812	(208,701)
Other fixed income*	218,583	137,918
Balanced funds	802,464	(347,987)
International stock funds	<u>1,386,051</u>	<u>(1,915,147)</u>
	<u>\$ 7,560,181</u>	<u>\$ (2,810,502)</u>

* Contains mutual funds which represent a party-in-interest to the Plan

5. FEDERAL INCOME TAXES

The Plan uses a prototype plan document sponsored by the Trustee. The Trustee received an opinion letter from the Internal Revenue Service (IRS), dated March 31, 2008, which states that the prototype document satisfies the applicable provisions of the Internal Revenue Code. The Plan itself has not received a determination letter from the IRS.

During the 2011 Plan year and for the period from January 1, 2012 to March 23, 2012, the Plan had a certain operational issue occur (see Note 1 – Forfeited Accounts). In order to prevent the Plan from incurring a qualification defect, the UnitedHealth Group 401(k) Savings Plan's sponsor will take the necessary corrective action in accordance with the acceptable correction methods of the Employee Plans Compliance Resolution System. The UnitedHealth Group 401(k) Savings Plan sponsor is in the process of taking necessary corrective steps. The Plan sponsor believes the Plan has maintained its tax-exempt status. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of March 23, 2012 and December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

6. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of March 23, 2012, and December 31, 2011 and 2010, and for the period from January 1, 2012 to March 23, 2012, and year ended December 31, 2011, included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information prepared by the Trustee and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustee that such information is complete and accurate.

	2012	2011	2010
Statements of net assets available for benefits:			
Investments at fair value:			
Mutual funds	\$ -	\$ 75,973,276	\$ 84,528,170
Guaranteed income fund*	-	30,723,254	31,998,968
Notes receivable from participants	-	3,108,018	3,330,539

* Certified at contract value

Statement of changes in net assets available for benefits:		
Net appreciation (depreciation) in mutual funds	7,560,181	(2,810,502)
Dividends	147,932	1,190,959
Interest	177,268	883,072
Other income	4,175	32,658
Interest income on notes receivable from participants	32,940	153,705

Supplemental schedule: All investment balances and information included in the supplemental schedule of assets (held at end of year) excluding the fair value of the guaranteed income fund, which is not certified, but has been derived from certified contract value.

Note 3 and Note 9: The total fair value of all investments information included in the notes excluding the fair value of the guaranteed income fund, which is not certified, but has been derived from certified contract value.

Note 4: All investment balances.

7. INVESTMENT CONTRACT WITH INSURANCE COMPANY

In 2005, the Plan entered into a fully benefit-responsive investment contract with Prudential Retirement Insurance and Annuity Company ("Prudential"). The Trustee maintains the contributions in a general account, which is credited with interest paid at a predetermined rate and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at fair value, with an additional line item showing an adjustment of the fully benefit-responsive contract from fair value to contract value as reported to the Plan by Prudential in accordance with ASC 962. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Fair value is determined by discounting the related cash flows based on current yields of similar instruments with comparable durations.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The average yield and crediting interest rate is determined semiannually and was 2.9% for both semiannual periods in 2011 and 3.15% for both semiannual periods in 2010. The crediting interest rate is based on the general account's past experience, expected cash flow, and current and anticipated investment opportunities. The interest rate is expressed net of the asset charge rate of 0.10%.

8. RECONCILIATION TO FORM 5500

A reconciliation of net assets available for benefits per the financial statements to the total net assets per the Form 5500 as of March 23, 2012, and December 31, 2011 and 2010, is as follows:

	2012	2011	2010
Net assets available for benefits per the financial statements	\$ -	\$ 109,804,548	\$ 119,766,151
Deemed distributions of participants loans	<u>-</u>	<u>6,535</u>	<u>(31,009)</u>
Net assets available for benefits per the Form 5500	<u>\$ -</u>	<u>\$ 109,811,083</u>	<u>\$ 119,735,142</u>

For the period from January 1, 2012 to March 23, 2012, and year ended December 31, 2011, the following is a reconciliation of benefits paid to participants per the financial statements to the Form 5500:

	2012	2011
Distributions per financial statements	\$ 6,189,197	\$ 9,381,397
Deemed distributions activity	<u>6,535</u>	<u>(37,544)</u>
Distributions per the Form 5500	<u>\$ 6,195,732</u>	<u>\$ 9,343,853</u>

9. NET ASSET VALUE (NAV) PER SHARE

A summary of the Plan's investments with a reported NAV for March 23, 2012, December 31, 2011, and 2010, is as follows:

Investment	Fair Value ⁽¹⁾	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions ⁽²⁾	Redemption Notice Period
March 23, 2012					
Guaranteed income fund	\$ -	\$ -	Immediate	Various	Various
Total	<u>\$ -</u>	<u>\$ -</u>			
December 31, 2011					
Guaranteed income fund	\$ 31,973,078	\$ -	Immediate	Various	Various
Total	<u>\$ 31,973,078</u>	<u>\$ -</u>			
December 31, 2010					
Guaranteed income fund	\$ 33,445,830	\$ -	Immediate	Various	Various
Total	<u>\$ 33,445,830</u>	<u>\$ -</u>			

(1) The fair values of the investments have been estimated using the NAV of the investment.

- (A) The guaranteed income fund is a stable value fund designed to provide safety of principal, liquidity, and a competitive rate of return.
- (2) Certain circumstances limit the ability of the Plan to redeem without restrictions.
 - (A) Funds can be deferred up to six months due to any of the following circumstances:
 - (I) The Securities and Exchange Commission has suspended or otherwise restricted trading of securities.
 - (II) The Trustee cannot reasonably liquidate securities.
 - (III) Another emergency situation outside the control of the Trustee exists.
 - (IV) If (a) plus (b) would exceed 10% of (c) where:
 - a) is the transfer or distribution amount to be paid from the Guaranteed Income Fund (GIF),
 - b) is all transfer or distribution amounts that were previously or simultaneously paid for any reason in the same calendar year in which (a) is computed, from the same pool of fund assets to which the GIF belongs, and
 - c) is total assets on January 1 of the year in which (a) is computed in the fund pool to which the GIF belongs.

Regardless of the circumstances mentioned above, the Trustee will never defer a distribution due as a result of a participant's retirement, termination of employment, disability, or death.

- (B) If the GIF investment addendum with the Trustee is terminated, the following circumstances can defer disbursement:
 - (I) If (a) plus (b) would exceed 10% of (c) where:
 - a) is the termination disbursement amount to be paid from the GIF,
 - b) is all transfer, distribution, or termination disbursement amounts that were previously paid for any reason in the same calendar year in which termination occurs from the same pool fund assets to which the GIF belongs, and
 - c) is total assets on January 1 of the year in which (a) is computed in the fund pool to which the GIF belongs.
 - (II) Disbursement limitations may be applied as follows:
 - a) Disbursement will be equal to the greater of the difference between 10% of (I)(c) and (I)(b) above or is one-sixth of the GIF value as of the termination disbursement date.

- b) On each anniversary of the termination disbursement date, assets will be disbursed in five succeeding annual installments as follows:
 - i) The first installment is one-fifth of the remaining value of the GIF;
 - ii) The second installment is one-fourth of the remaining value of the GIF;
 - iii) The third installment is one-third of the remaining value of the GIF;
 - iv) The fourth installment is one-half of the remaining value of the GIF;
 - v) The fifth installment is the remaining value of the GIF.

Regardless of the circumstances mentioned above, the Trustee will continue to pay distributions as a result of a participant's retirement, termination of employment, disability, death, or hardship.

10. PAYMENT OF BENEFITS

Benefit payments to participants are recorded upon distribution. All participants who have elected to withdraw from the Plan have been paid prior to March 23, 2012 and December 31, 2011.

11. EXEMPT RELATED-PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds and a guaranteed income fund managed by the Trustee. These transactions qualify as exempt party-in-interest transactions.

Notes receivable from participants qualify as exempt party-in-interest transactions.

12. SUBSEQUENT EVENTS

Subsequent events were evaluated through October 12, 2012, the date the financial statements were available to be issued.

There are no events subsequent to March 23, 2012, that require adjustment or disclosure.

* * * * *

SUPPLEMENTAL SCHEDULE

SIERRA HEALTH AUTOMATIC RETIREMENT PLAN

(EIN: 88-0200415, Plan: 002)

FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR) AS OF DECEMBER 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Current Value
*	Prudential Jennison Growth Fund	Mutual fund	\$ 11,844,090
	Van Kampen Equity Income Fund	Mutual fund	11,743,664
	EuroPacific Growth Fund	Mutual fund	11,469,282
	PIMCO Total Return Fund	Mutual fund	10,340,682
	Victory Established Value	Mutual fund	8,737,271
	Dodge & Cox Stock Fund	Mutual fund	8,507,608
	Fidelity Advisor Small Cap Fund	Mutual fund	4,828,237
	Vanguard Institutional Index Fund	Mutual fund	3,426,520
	Vanguard Mid Cap Index Fund	Mutual fund	1,763,828
*	Dryden Short-term Corporate Bond Fund	Mutual fund	1,705,846
	American Century Inflation Protection Bond Fund	Mutual fund	852,223
	Franklin US Government Securities	Mutual fund	754,025
*	Prudential Guaranteed Income Fund	Guaranteed interest contract (2.9% at December 31, 2011)	31,973,078
*	Notes receivable from participants	Notes at fixed interest rates ranging from 4.25% to 9.5%, maturities from January 2012 to December 2031	<u>3,108,018</u>
	Total		<u><u>\$ 111,054,372</u></u>
*	Party-in-interest.		

Plan Name	Sierra Health Automatic Retirement Plan
Plan Sponsor EIN	88-0200415
ERISA Plan #	002
Plan Year Ending	December 31, 2011

The required attachment marked with an “X” in the Attachment column is included within the Accountant’s Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan’s Independent Qualified Public Accountant (IQPA).

Form / Schedule	Line #	Description	Attachment
5500 Sch. H	Line 3	Financial statements used in formulating the IQPA's opinion	X
5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	X
5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	

Plan Name	Sierra Health Automatic Retirement Plan
Plan Sponsor EIN	88-0200415
ERISA Plan #	002
Plan Year Ending	December 31, 2011

The required attachment marked with an “X” in the Attachment column is included within the Accountant’s Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan’s Independent Qualified Public Accountant (IQPA).

Form / Schedule	Line #	Description	Attachment
5500 Sch. H	Line 3	Financial statements used in formulating the IQPA's opinion	X
5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	X
5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**OMB Nos. 1210-0110
1210-0089**2011****This Form is Open to Public Inspection****Part I Annual Report Identification Information**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

- A** This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or
☒ a single-employer plan; ☐ a DFE (specify) _____
- B** This return/report is: ☐ the first return/report; ☐ the final return/report;
☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
- C** If the plan is a collectively-bargained plan, check here: ☐
- D** Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program;
☐ special extension (enter description) _____

Part II Basic Plan Information—enter all requested information

1a Name of plan SIERRA HEALTH AUTOMATIC RETIREMENT PLAN	1b Three-digit plan number (PN) ▶ 002
	1c Effective date of plan 01/01/1995
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) SIERRA HEALTH SERVICES, INC. C/O UNITEDHEALTH GROUP INCORPORATED PO BOX 1459 MN008-W162 MINNEAPOLIS MN 55440-1459	2b Employer Identification Number (EIN) 88-0200415 2c Sponsor's telephone number (952) 936-1300 2d Business code (see instructions) 524140

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE		10/11/12	JAMES C. COLEMAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		10/11/12	JAMES C. COLEMAN
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") SAME		3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5	2,562
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a, 6b, 6c, and 6d).		
a Active participants	6a	1,794
b Retired or separated participants receiving benefits.....	6b	4
c Other retired or separated participants entitled to future benefits	6c	571
d Subtotal. Add lines 6a, 6b, and 6c.	6d	2,369
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e	0
f Total. Add lines 6d and 6e.	6f	2,369
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	2,369
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 2E 2F 2G 2J 2K 3D 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:		

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information - Small Plan) (3) ☒ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)