



QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2008
OF THE CONDITION AND AFFAIRS OF THE

UnitedHealthcare of New England, Inc.

NAIC Group Code 0707, 0707 NAIC Company Code 95149 Employer's ID Number 05-0413469
(Current Period) (Prior Period)

Organized under the Laws of Rhode Island, State of Domicile or Port of Entry Rhode Island
Country of Domicile United States

Licensed as business type: Life, Accident & Health [] Property/Casualty [] Hospital, Medical & Dental Service or Indemnity []
Dental Service Corporation [] Vision Service Corporation [] Health Maintenance Organization [X]
Other [] Is HMO, Federally Qualified? Yes [] No [X]

Incorporated/Organized 11/14/1984 Commenced Business 12/27/1984

Statutory Home Office 475 Kilvert Street, Suite 310, Warwick, RI 02886-1392
(Street and Number) (City, State and Zip Code)

Main Administrative Office 48 Monroe Turnpike Trumbull, CT 06611 203-459-6000
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 48 Monroe Turnpike, Trumbull, CT 06611
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 48 Monroe Turnpike Trumbull, CT 06611 203-459-7424
(Street and Number) (City, State and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.unitedhealthcare.com

Statutory Statement Contact Robert Noel Dellacorte 203-459-7424
(Name) (Area Code) (Telephone Number) (Extension)
robert_n_dellacorte@uhc.com 203-452-4690
(E-Mail Address) (Fax Number)

OFFICERS

Name	Title	Name	Title
<u>Stephen John Farrell</u>	<u>President and Chief Executive Officer</u>	<u>Juanita Valarae Bolland Luis</u>	<u>Assistant Secretary</u>
<u>Robert Noel Dellacorte</u>	<u>VP - Finance and Assistant Treasurer</u>		

OTHER OFFICERS

<u>Patricia Anne Bowen</u>	<u>Other Officer</u>	<u>Timothy Gilbert Caron</u>	<u>Assistant Secretary</u>
<u>Carmel Colica</u>	<u>Assistant Secretary</u>	<u>Robert Worth Oberrender</u>	<u>Treasurer</u>
<u>Mary Lynn Stanislav</u>	<u>Assistant Secretary</u>		

DIRECTORS OR TRUSTEES

<u>Jeffrey Donald Alter</u>	<u>Stephen John Farrell</u>	<u>William John Golden</u>
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State of Rhode Island
County of Kent **SS**

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.

Stephen John Farrell
President and Chief Executive Officer

Juanita Valarae Bolland Luis
Assistant Secretary

Robert Noel Dellacorte
VP - Finance and Assistant Treasurer

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 _____

Subscribed and sworn to before me this
5 day of November, 2008

Claudette Levesque, Notary
May 14, 2011

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE UnitedHealthcare of New England, Inc.

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	154,792,032		154,792,032	149,953,896
2. Stocks:				
2.1 Preferred stocks	0		0	0
2.2 Common stocks	31,122,812		31,122,812	9,673,168
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 (\$ (4,642,420)), cash equivalents (\$ 0) and short-term investments (\$ 13,831,182)	9,188,762		9,188,762	7,366,986
6. Contract loans, (including \$ premium notes)			0	0
7. Other invested assets	0	0	0	0
8. Receivables for securities			0	0
9. Aggregate write-ins for invested assets	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	195,103,606	0	195,103,606	166,994,050
11. Title plants less \$ charged off (for Title insurers only)			0	0
12. Investment income due and accrued	1,565,756		1,565,756	1,959,005
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	2,746,256	49,888	2,696,368	2,737,373
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
13.3 Accrued retrospective premiums			0	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers	6,122,004		6,122,004	7,877,137
14.2 Funds held by or deposited with reinsured companies			0	0
14.3 Other amounts receivable under reinsurance contracts	1,460,136		1,460,136	1,392,087
15. Amounts receivable relating to uninsured plans			0	0
16.1 Current federal and foreign income tax recoverable and interest thereon	1,174,697		1,174,697	1,780,551
16.2 Net deferred tax asset	1,551,330		1,551,330	987,099
17. Guaranty funds receivable or on deposit			0	0
18. Electronic data processing equipment and software			0	0
19. Furniture and equipment, including health care delivery assets (\$)			0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
21. Receivables from parent, subsidiaries and affiliates			0	0
22. Health care (\$ 945,306) and other amounts receivable	1,154,256	208,950	945,306	0
23. Aggregate write-ins for other than invested assets	695,346	695,346	0	0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	211,573,387	954,184	210,619,203	183,727,302
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
26. Total (Lines 24 and 25)	211,573,387	954,184	210,619,203	183,727,302
DETAILS OF WRITE-INS				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	0	0	0	0
2301. Prepaids	695,346	695,346	0	0
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	695,346	695,346	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$10,844,523 reinsurance ceded)	43,100,823		43,100,823	39,519,536
2. Accrued medical incentive pool and bonus amounts	238,054		238,054	171,742
3. Unpaid claims adjustment expenses	956,867		956,867	825,014
4. Aggregate health policy reserves	458,499		458,499	2,062,130
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves	926,132		926,132	1,516,557
8. Premiums received in advance	12,290,575		12,290,575	3,491,808
9. General expenses due or accrued	700,420		700,420	773,313
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable	8,997,809		8,997,809	9,569,775
12. Amounts withheld or retained for the account of others	12,354		12,354	18,771
13. Remittances and items not allocated	521,812		521,812	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	6,508,280		6,508,280	2,854,092
16. Payable for securities			0	0
17. Funds held under reinsurance treaties with (\$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
18. Reinsurance in unauthorized companies			0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
20. Liability for amounts held under uninsured plans	2,787,083		2,787,083	3,627,275
21. Aggregate write-ins for other liabilities (including \$ current)	0	0	0	0
22. Total liabilities (Lines 1 to 21)	77,498,708	0	77,498,708	64,430,013
23. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
24. Common capital stock	XXX	XXX	5,862,835	5,862,835
25. Preferred capital stock	XXX	XXX		0
26. Gross paid in and contributed surplus	XXX	XXX	12,000,000	12,000,000
27. Surplus notes	XXX	XXX		0
28. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
29. Unassigned funds (surplus)	XXX	XXX	115,257,660	101,434,454
30. Less treasury stock, at cost:				
30.1 shares common (value included in Line 24) \$)	XXX	XXX		0
30.2 shares preferred (value included in Line 25) \$)	XXX	XXX		0
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	133,120,495	119,297,289
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	210,619,203	183,727,302
DETAILS OF WRITE-INS				
2101.				
2102.				
2103.				
2198. Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)	0	0	0	0
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX	0	0
2801.	XXX	XXX		
2802.	XXX	XXX		
2803.	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899. Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	842,234	971,556	1,263,781
2. Net premium income (including \$(280,998,386) non-health premium income).....	XXX	280,998,386	289,782,601	378,116,743
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	719,083	(1,917,240)	(2,295,842)
4. Fee-for-service (net of \$ medical expenses).....	XXX		0	0
5. Risk revenue.....	XXX		0	0
6. Aggregate write-ins for other health care related revenues.....	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues.....	XXX	0	0	0
8. Total revenues (Lines 2 to 7).....	XXX	281,717,469	287,865,361	375,820,901
Hospital and Medical:				
9. Hospital/medical benefits.....	0	250,877,697	262,667,902	350,085,562
10. Other professional services.....	0	901,080	409,058	300,446
11. Outside referrals.....			0	0
12. Emergency room and out-of-area.....			0	0
13. Prescription drugs.....	0	39,643,269	38,340,881	49,238,593
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....	0	238,055	265,905	350,832
16. Subtotal (Lines 9 to 15).....	0	291,660,101	301,683,746	399,975,433
Less:				
17. Net reinsurance recoveries.....	0	64,840,170	78,831,550	103,756,225
18. Total hospital and medical (Lines 16 minus 17).....	0	226,819,931	222,852,196	296,219,208
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 8,448,679 cost containment expenses.....	0	8,448,679	7,437,241	6,333,939
21. General administrative expenses.....	0	34,311,871	32,982,548	45,415,406
22. Increase in reserves for life and accident and health contracts including \$0 increase in reserves for life only).....	0	(928,050)	(416,598)	365,700
23. Total underwriting deductions (Lines 18 through 22).....	0	268,652,431	262,855,387	348,334,253
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX	13,065,038	25,009,974	27,486,648
25. Net investment income earned.....	0	5,827,121	6,658,576	8,902,606
26. Net realized capital gains (losses) less capital gains tax of \$0.....	0	211,469	21,660	21,660
27. Net investment gains (losses) (Lines 25 plus 26).....	0	6,038,590	6,680,236	8,924,266
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$)(amount charged off \$)].....			0	0
29. Aggregate write-ins for other income or expenses.....	0	0	(27,000)	(20,259)
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	19,103,628	31,663,210	36,390,655
31. Federal and foreign income taxes incurred.....	XXX	6,894,854	10,881,590	11,310,036
32. Net income (loss) (Lines 30 minus 31).....	XXX	12,208,774	20,781,620	25,080,619
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page.....	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above).....	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page.....	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above).....	XXX	0	0	0
1401.				
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. Fines and Penalties.....			(27,000)	(20,259)
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	0	(27,000)	(20,259)

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year
CAPITAL AND SURPLUS ACCOUNT:			
33. Capital and surplus prior reporting year.....	119,297,289	91,347,476	91,347,476
34. Net income or (loss) from Line 32.....	12,208,774	20,781,620	25,080,619
35. Change in valuation basis of aggregate policy and claim reserves.....		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....	(129,540)	0	0
37. Change in net unrealized foreign exchange capital gain or (loss).....		0	0
38. Change in net deferred income tax.....	564,231	473,697	(1,070,126)
39. Change in nonadmitted assets.....	(45,247)	367,952	593,215
40. Change in unauthorized reinsurance.....	0	0	0
41. Change in treasury stock.....		0	0
42. Change in surplus notes.....	0	0	0
43. Cumulative effect of changes in accounting principles.....		0	0
44. Capital Changes:			
44.1 Paid in.....		0	0
44.2 Transferred from surplus (Stock Dividend).....		0	0
44.3 Transferred to surplus.....		0	0
45. Surplus adjustments:			
45.1 Paid in.....		12,625,960	12,625,960
45.2 Transferred to capital (Stock Dividend).....	0	0	0
45.3 Transferred from capital.....		0	0
46. Dividends to stockholders.....		0	(9,134,700)
47. Aggregate write-ins for gains or (losses) in surplus.....	1,224,988	0	(145,155)
48. Net change in capital & surplus (Lines 34 to 47).....	13,823,206	34,249,229	27,949,813
49. Capital and surplus end of reporting period (Line 33 plus 48)	133,120,495	125,596,705	119,297,289
DETAILS OF WRITE-INS			
4701. Prior Period Adjustments.....	1,224,988	0	(145,155)
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	1,224,988	0	(145,155)

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance.....	289,259,807	366,660,607
2. Net investment income.....	6,932,801	8,483,150
3. Miscellaneous income.....	(68,056)	0
4. Total (Lines 1 to 3).....	296,124,552	375,143,757
5. Benefits and loss related payments.....	222,349,496	295,696,680
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions.....	44,140,573	55,860,850
8. Dividends paid to policyholders.....	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	6,289,000	11,652,935
10. Total (Lines 5 through 9).....	272,779,069	363,210,465
11. Net cash from operations (Line 4 minus Line 10).....	23,345,483	11,933,292
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds.....	34,968,853	11,823,934
12.2 Stocks.....	214,561,184	329,892,388
12.3 Mortgage loans.....	0	0
12.4 Real estate.....	0	0
12.5 Other invested assets.....	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....	0	0
12.7 Miscellaneous proceeds.....	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	249,530,037	341,716,322
13. Cost of investments acquired (long-term only):		
13.1 Bonds.....	40,437,489	74,505,129
13.2 Stocks.....	236,010,828	316,122,455
13.3 Mortgage loans.....	0	0
13.4 Real estate.....	0	0
13.5 Other invested assets.....	0	0
13.6 Miscellaneous applications.....	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6).....	276,448,317	390,627,584
14. Net increase (or decrease) in contract loans and premium notes.....	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	(26,918,280)	(48,911,262)
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes.....	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	12,625,960
16.3 Borrowed funds.....	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....	0	0
16.5 Dividends to stockholders.....	0	9,134,700
16.6 Other cash provided (applied).....	5,394,573	(845,934)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	5,394,573	2,645,326
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).....	1,821,776	(34,332,644)
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	7,366,986	41,699,630
19.2 End of period (Line 18 plus Line 19.1).....	9,188,762	7,366,986

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE UnitedHealthcare of New England, Inc.

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	97,380	254	48,487	.0	.0	.0	.0	18,649	29,990	.0
2. First Quarter	95,823	244	48,437	.0	.0	.0	.0	18,678	28,464	.0
3. Second Quarter	94,464	243	45,407	.0	.0	.0	.0	18,578	30,236	.0
4. Third Quarter	93,043	233	43,171					18,649	30,990	
5. Current Year	.0									
6. Current Year Member Months	842,234	2,165	405,267					168,214	266,588	
Total Member Ambulatory Encounters for Period:										
7. Physician	965,185	2,779	478,861					272,384	211,161	
8. Non-Physician	269,375	107	18,507					150,229	100,532	
9. Total	1,234,560	2,886	497,368	.0	.0	.0	.0	422,613	311,693	.0
10. Hospital Patient Days Incurred	27,720	131	9,224					11,377	6,988	
11. Number of Inpatient Admissions	6,495	21	2,385					1,314	2,775	
12. Health Premiums Written	364,479,723	608,173	137,221,730					150,378,470	76,271,350	
13. Life Premiums Direct .....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	365,209,698	614,764	137,226,032					151,097,552	76,271,350	
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	289,920,235	277,790	109,115,892					117,124,299	63,402,254	
18. Amount Incurred for Provision of Health Care Services	291,660,101	273,607	107,494,341					114,884,699	69,007,454	

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

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE UnitedHealthcare of New England, Inc.

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 Dec. 31 of Prior Year
	1	2	3	4		
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec. 31 of Prior Year	On Claims Incurred During the Year		
1. Comprehensive (hospital & medical)	6,612,683	37,149,658	473,725	7,082,231	7,086,408	8,214,975
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	18,891,369	98,232,930	589,274	19,637,896	19,480,643	22,124,725
7. Title XIX - Medicaid	6,913,748	56,132,496	1,082,725	15,161,105	7,996,473	10,696,393
8. Other Health .....					.0	.0
9. Health Subtotal (Lines 1 to 8).....	32,417,800	191,515,084	2,145,724	41,881,232	34,563,524	41,036,093
10. Healthcare receivables (a)	8,896	1,018,784		126,579	8,896	812,387
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts	171,744		(1)	238,055	171,743	171,742
13. Totals	32,580,648	190,496,300	2,145,723	41,992,708	34,726,371	40,395,448

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

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NOTES TO FINANCIAL STATEMENTS

Note 1 – Summary of Significant Accounting Policies

No Change

Note 2 - Accounting Changes and Corrections of Errors

During the fourth quarter of 2007, it was discovered that \$1,224,988 was written off in error during the clean up process of a receivable account. In 2008 this error was corrected and the \$1,224,988 was recorded to retained earnings as a prior period adjustment.

Note 3 – Business Combinations and Goodwill

No Change

Note 4 – Discontinued Operations

No Change

Note 5 – Investments

No Change

Note 6 – Joint Ventures, Partnerships, and Limited Liability Companies

No Change

Note 7 – Investment Income

No Change

Note 8 – Derivative Instruments

No Change

Note 9 – Income Taxes

No Change

Note 10 – Information Concerning Parent, Subsidiaries and Affiliates

No Change

Note 11 - Debt

No Change

Note 12 – Retirement Plans, Deferred Compensation, Post employment Benefits and Compensated Absences and Other Postretirement Benefit Plans

No Change

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

No Change.

NOTES TO FINANCIAL STATEMENTS

Note 14 - Contingencies

No Change

Note 15 – Leases

No Change

Note 16 – Information about Financial Instruments with Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

No Change

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

A) Transfer of Receivables Reported as Sales

No Change

B) Transfer and Servicing of Financial Assets

No Change

C) Wash Sales

N/A

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

No Change

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

No Change

Note 20 – Other Items

No Change

Note 21 – Events Subsequent

No Change

Note 22 – Reinsurance

No Change

Note 23 – Retrospectively Rated Contracts & Contracts Subject to Redetermination

No Change

Note 24 – Change in Incurred Claims and Claim Adjustment Expenses

No Change

NOTES TO FINANCIAL STATEMENTS

Note 25 – Intercompany Pooling Arrangements

No Change

Note 26 – Structured Settlements

No Change

Note 27 – Health Care Receivables

No Change

Note 28 – Participating Policies

No Change

Note 29 – Premium Deficiency Reserves

No Change

Note 30– Anticipated Salvage and Subrogation

No Change

GENERAL INTERROGATORIES

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

PART 1 - COMMON INTERROGATORIES GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
If not previously filed, furnish herewith a certified copy of the instrument as amended.
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 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] NA []
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. 12/31/2005
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2005
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 08/01/2007
- 6.4 By what department or departments?
Rhode Island Department of Business Regulation.....
- 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 [] NA [X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [] No [X] NA []
- 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
Optum Health Bank.....	Salt Lake City, Utah.....				Yes.....	

GENERAL INTERROGATORIES

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?..... Yes No
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
.....
- 9.2 Has the code of ethics for senior managers been amended?..... Yes No
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
.....
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers?..... Yes No
- 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 No
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$

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
- 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
- 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 | \$ | | \$ | |
| 14.22 Preferred Stock | \$ | | \$ | |
| 14.23 Common Stock | \$ | | \$ | |
| 14.24 Short-Term Investments | \$ | | \$ | |
| 14.25 Mortgage Loans on Real Estate | \$ | | \$ | |
| 14.26 All Other | \$ | | \$ | |
| 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
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes No
If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, G - 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.....

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 [] No [X]

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address
104518.....	Deutsche Investment Management Americas, Inc.....	345 Park Avenue, New York, NY 10154.....

17.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?

Yes [X] No []

17.2 If no, list exceptions:

.....

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Location	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			ACCIDENT AND HEALTH AFFILIATES			
			ACCIDENT AND HEALTH NON-AFFILIATES			
			LIFE AND ANNUITY AFFILIATES			
			LIFE AND ANNUITY NON-AFFILIATES			
			PROPERTY/CASUALTY AFFILIATES			
			PROPERTY/CASUALTY NON-AFFILIATES			
NONE						

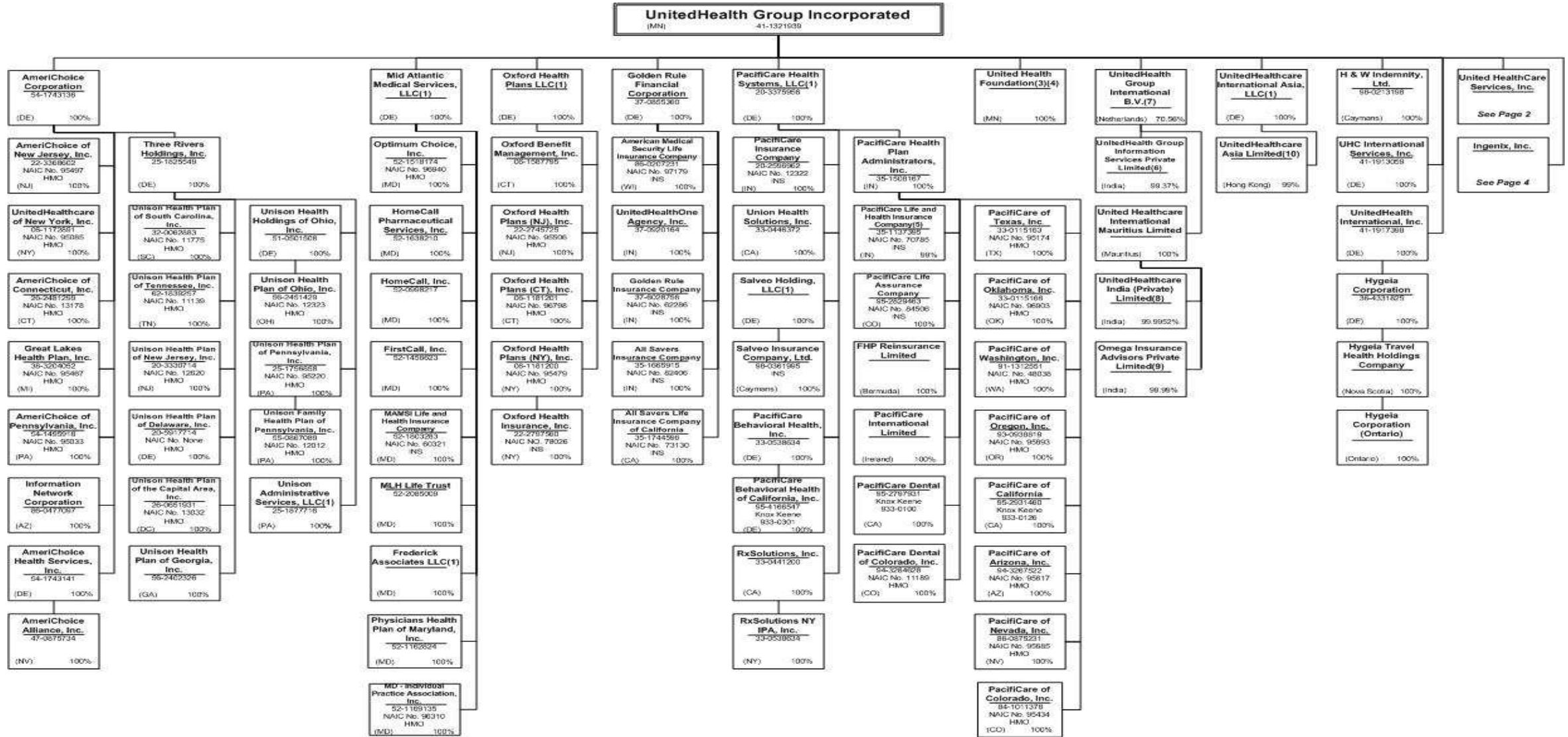
SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

	1	Direct Business Only							9
		2	3	4	5	6	7	8	
States, Etc.	Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefit Program Premiums	Life & Annuity Premiums & Other Considerations	Property/Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama	AL							.0	
2. Alaska	AK							.0	
3. Arizona	AZ							.0	
4. Arkansas	AR							.0	
5. California	CA							.0	
6. Colorado	CO							.0	
7. Connecticut	CT							.0	
8. Delaware	DE							.0	
9. District of Columbia	DC							.0	
10. Florida	FL							.0	
11. Georgia	GA							.0	
12. Hawaii	HI							.0	
13. Idaho	ID							.0	
14. Illinois	IL							.0	
15. Indiana	IN							.0	
16. Iowa	IA							.0	
17. Kansas	KS							.0	
18. Kentucky	KY							.0	
19. Louisiana	LA							.0	
20. Maine	ME							.0	
21. Maryland	MD							.0	
22. Massachusetts	MA	L	31,423,094					31,423,094	
23. Michigan	MI							.0	
24. Minnesota	MN							.0	
25. Mississippi	MS							.0	
26. Missouri	MO							.0	
27. Montana	MT							.0	
28. Nebraska	NE							.0	
29. Nevada	NV							.0	
30. New Hampshire	NH							.0	
31. New Jersey	NJ							.0	
32. New Mexico	NM							.0	
33. New York	NY							.0	
34. North Carolina	NC							.0	
35. North Dakota	ND							.0	
36. Ohio	OH							.0	
37. Oklahoma	OK							.0	
38. Oregon	OR							.0	
39. Pennsylvania	PA							.0	
40. Rhode Island	RI	L	106,406,809	150,378,470	76,271,350			333,056,629	
41. South Carolina	SC							.0	
42. South Dakota	SD							.0	
43. Tennessee	TN							.0	
44. Texas	TX							.0	
45. Utah	UT							.0	
46. Vermont	VT							.0	
47. Virginia	VA							.0	
48. Washington	WA							.0	
49. West Virginia	WV							.0	
50. Wisconsin	WI							.0	
51. Wyoming	WY							.0	
52. American Samoa	AS							.0	
53. Guam	GU							.0	
54. Puerto Rico	PR							.0	
55. U.S. Virgin Islands	VI							.0	
56. Northern Mariana Islands	MP							.0	
57. Canada	CN							.0	
58. Aggregate Other Alien	OT	XXX	.0	.0	.0	.0	.0	.0	.0
59. Subtotal	XXX	137,829,903	150,378,470	76,271,350	.0	.0	.0	364,479,723	.0
60. Reporting entity contributions for Employee Benefit Plans	XXX							.0	
61. Total (Direct Business)	(a) 2	137,829,903	150,378,470	76,271,350	0	0	0	364,479,723	0
DETAILS OF WRITE-INS									
5801.	XXX								
5802.	XXX								
5803.	XXX								
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	.0	.0	.0	.0	.0	.0	.0	.0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	0	0	0	0	0	0	0	0

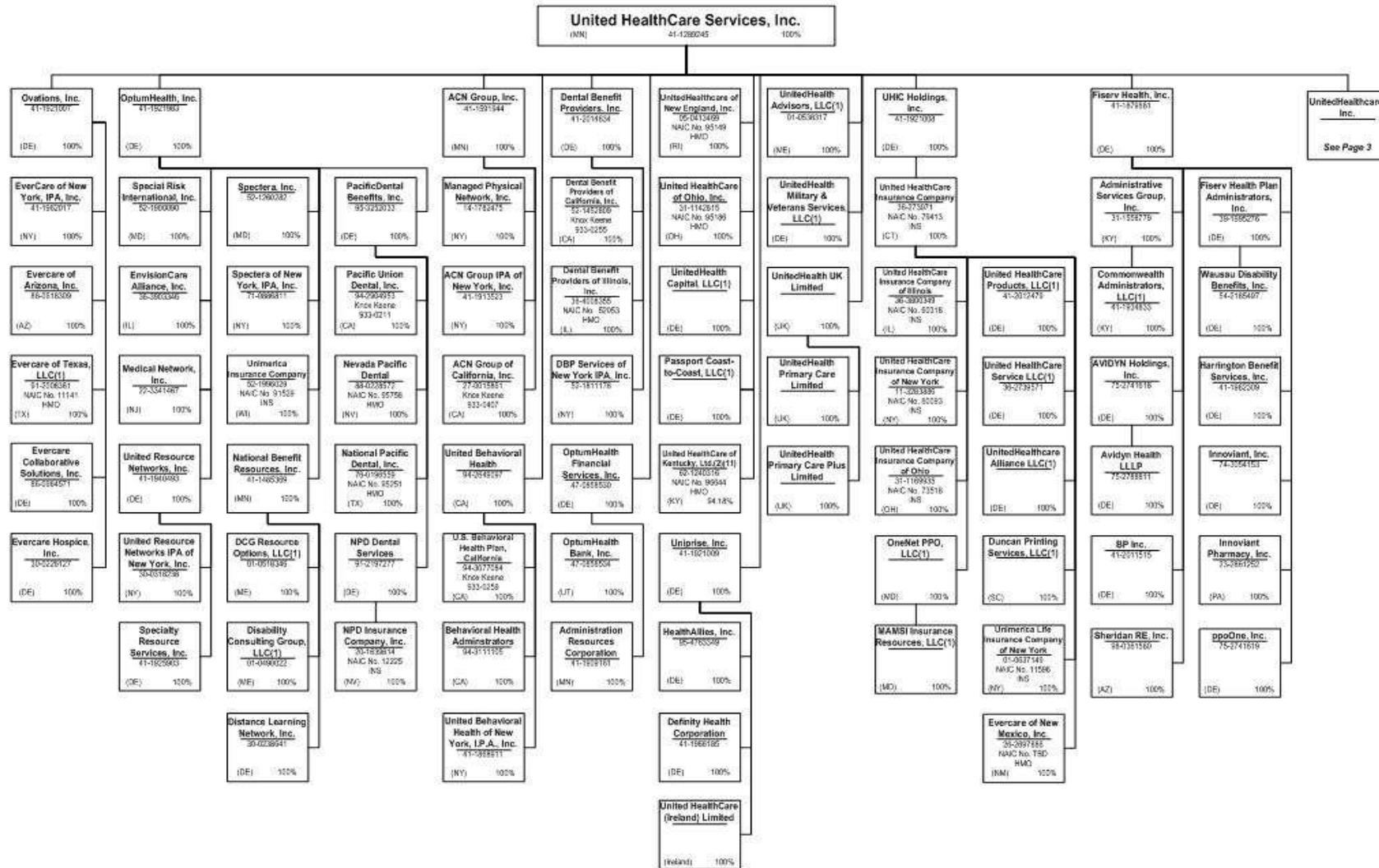
(a) Insert the number of L responses except for Canada and other Alien.

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



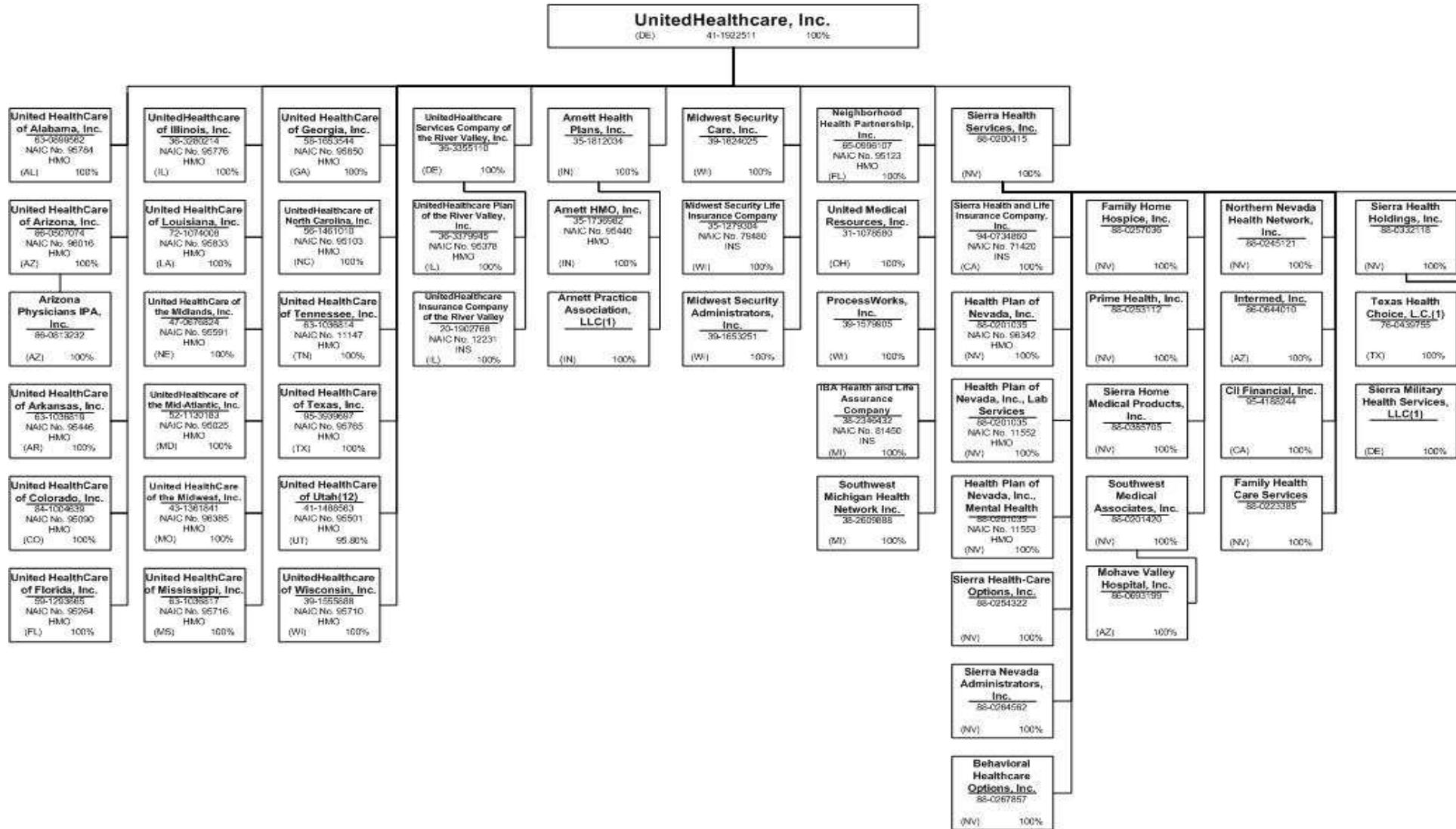
14

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



14.1

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



14.2

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

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

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

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

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

(12) United HealthCare of Utah is 95.80% owned by UnitedHealthcare, Inc. and 4.20% owned by 34 physicians / physician groups.

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

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

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

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

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

(18) Latintals Uruguay S.R.L. is 95% owned by Ingenix International (Netherlands) BV and 5% owned by Ingenix Pharmaceutical Services, Inc.

(19) i3 Latin America Argentina S.A. is 95% owned by E.C. Investigaciones del Sur S.A. and 5% owned by Ingenix Pharmaceutical Services, Inc.

(20) i3 Latin America Chile S.A. is 99.999% owned by E.C. Investigaciones del Sur S.A. and 0.0001% owned by Ingenix Pharmaceutical Services, Inc.

(21) i3 Latin America Brasil Serviços de Pesquisa Clínica Ltda. is 99% owned by E.C. Investigaciones del Sur S.A. and 1% owned by i3 Tres Latin America Costa Rica S.A.

(22) Ingenix Pharmaceutical Services Mexico S.A. de C.V. is 97.62% owned by Ingenix International (Netherlands) B.V. and 2.36% owned by E.C. Investigaciones del Sur S.A.. The remaining 0.02% is owned by i3 Latin America Argentina S.A..

(23) i3 Latin America Perú S.A. is 99% owned by E.C. Investigaciones del Sur S.A. and 1% owned by i3 Latin America Argentina S.A.

(24) i3 Research India Private Limited is 95% owned by Ingenix Pharmaceutical Services, Inc. and 5% owned by Ingenix, 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 supplemental 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 Statement be filed with the state of domicile and the NAIC with this statement?

.....NO.....

Explanation:

1.

Bar Code:

1.



OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
NONE		
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions		0
2.2 Additional investment made after acquisitions		0
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		0
5. Deduct amounts received on disposals		0
6. Total foreign exchange change in book/adjusted carrying value		0
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)	0	0
10. Deduct total nonadmitted amount		0
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
NONE		
1. Book value/recorded investment excluding accrued interest receivable as of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions		0
2.2 Additional investment made after acquisitions		0
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
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		0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Deduct total nonadmitted accounts		0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE BA – VERIFICATION

Other Long Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
NONE		
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions		0
2.2 Additional investment made after acquisitions		0
3. Capitalized deferred interest and other		
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and depreciation		0
9. Total foreign exchange change in book/adjusted carrying value		0
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)	0	0
12. Deduct total nonadmitted amounts		0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

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	159,627,064	111,161,617
2. Cost of bonds and stocks acquired	276,448,317	390,627,584
3. Accrual of discount	77,603	39,101
4. Unrealized valuation increase (decrease)	(129,544)	0
5. Total gain (loss) on disposals	926,771	0
6. Deduct consideration for bonds and stocks disposed of	249,530,036	341,716,322
7. Deduct amortization of premium	790,044	484,917
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	715,287	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	185,914,844	159,627,064
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	185,914,844	159,627,064

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE UnitedHealthcare of New England, Inc.

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	163,837,144	7,525,879	5,174,065	482,279	162,812,414	163,837,144	166,671,236	161,207,422
2. Class 2 (a).....	2,882,055	0	0	(1,241,636)	1,640,763	2,882,055	1,640,420	1,640,933
3. Class 3 (a).....	414,336	0	0	(102,778)	467,501	414,336	311,558	0
4. Class 4 (a).....	0	0	0	0	0	0	0	0
5. Class 5 (a).....	0	0	0	0	0	0	0	0
6. Class 6 (a).....	0	0	0	0	0	0	0	0
7. Total Bonds	167,133,535	7,525,879	5,174,065	(862,135)	164,920,679	167,133,535	168,623,214	162,848,355
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	167,133,535	7,525,879	5,174,065	(862,135)	164,920,679	167,133,535	168,623,214	162,848,355

(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 \$ 13,831,182 ; NAIC 2 \$; NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

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SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter

	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
8299999 Totals	13,831,182	XXX	13,831,182	179,903	0

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.....	12,894,459	46,952,586
2. Cost of short-term investments acquired	23,261,251	123,104,931
3. Accrual of discount.....	0	0
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals.....	0	0
6. Deduct consideration received on disposals.....	22,324,528	157,163,059
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).....	13,831,182	12,894,459
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	13,831,182	12,894,459

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

SCHEDULE E-VERIFICATION

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	0
2. Cost of cash equivalents.....	14,644,914	272,283,160
3. Accrual of discount.....	5,086	116,840
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals.....	0	0
6. Deduct consideration received on disposals.....	14,650,000	272,400,000
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).....	0	0
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE UnitedHealthcare of New England, Inc.

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
3137EA-BS-7	FHLMC Note Non Call 4.125% 09/27/13		08/19/2008	Merrill Lynch		997,810	1,000,000	0	1FE
0399999	- Total - Bonds - U.S. Government					997,810	1,000,000	0	XXX
31394V-KB-5	FNMA 2005-120 VT (CDO) 5.500% 12/25/16		05/28/2008	Barclays Capital Inc		837,269	819,378	125	1
3199999	- Total - Bonds - Special Revenue					837,269	819,378	125	XXX
61755B-AD-6	Morgan Stanley Capital I 2007 HQ12 A3 CM		07/21/2008	CitiGroup		968,281	1,000,000	3,713	1FE
4599999	- Total - Bonds - Industrial, Misc.					968,281	1,000,000	3,713	XXX
6099997	- Total - Bonds - Part 3					2,803,361	2,819,378	3,838	XXX
6099999	- Total - Bonds					2,803,361	2,819,378	3,838	XXX
6599999	- Total - Preferred Stocks					0	XXX	0	XXX
	UHC HealthCare Liquidity Pool Pro Rata S		07/02/2008	Bank One - POOL	16,452,000.000	16,452,000		0	L
	UHC HealthCare Liquidity Pool Pro Rata S		07/10/2008	Bank One - POOL	375,790.900	375,791		0	L
	UHC HealthCare Liquidity Pool Pro Rata S		07/16/2008	Bank One - POOL	310,000.000	310,000		0	L
	UHC HealthCare Liquidity Pool Pro Rata S		07/21/2008	Bank One - POOL	3,417,000.000	3,417,000		0	L
	UHC HealthCare Liquidity Pool Pro Rata S		07/24/2008	Bank One - POOL	746,960.430	746,960		0	L
	UHC HealthCare Liquidity Pool Pro Rata S		07/30/2008	Bank One - POOL	55,395.580	55,396		0	L
	UHC HealthCare Liquidity Pool Pro Rata S		08/04/2008	Bank One - POOL	22,601,000.000	22,601,000		0	L
	UHC HealthCare Liquidity Pool Pro Rata S		08/07/2008	Bank One - POOL	132,000.000	132,000		0	L
	UHC HealthCare Liquidity Pool Pro Rata S		08/11/2008	Bank One - POOL	173,669.030	173,669		0	L
	UHC HealthCare Liquidity Pool Pro Rata S		08/18/2008	Bank One - POOL	4,561,000.000	4,561,000		0	L
	UHC HealthCare Liquidity Pool Pro Rata S		08/25/2008	Bank One - POOL	1,819,855.160	1,819,855		0	L
	UHC HealthCare Liquidity Pool Pro Rata S		08/30/2008	Bank One - POOL	59,706.790	59,707		0	L
	UHC HealthCare Liquidity Pool Pro Rata S		09/02/2008	Bank One - POOL	21,155,000.000	21,155,000		0	L
	UHC HealthCare Liquidity Pool Pro Rata S		09/10/2008	Bank One - POOL	1,250,343.610	1,250,344		0	L
	UHC HealthCare Liquidity Pool Pro Rata S		09/15/2008	Bank One - POOL	3,912,000.000	3,912,000		0	L
	UHC HealthCare Liquidity Pool Pro Rata S		09/24/2008	Bank One - POOL	224,631.570	224,632		0	L
	UHC HealthCare Liquidity Pool Pro Rata S		09/26/2008	Bank One - POOL	6,088,000.000	6,088,000		0	L
	UHC HealthCare Liquidity Pool Pro Rata S		09/29/2008	Bank One - POOL	67,055.800	67,056		0	L
	UHC HealthCare Liquidity Pool Pro Rata S		09/30/2008	Bank One - POOL	124,885.650	124,886		0	L
6899999	- Total - Common Stocks - Industrial, Misc.					83,526,295	XXX	0	XXX
7299997	- Total - Common Stocks - Part 3					83,526,295	XXX	0	XXX
7299999	- Total - Common Stocks					83,526,295	XXX	0	XXX
7399999	- Total - Preferred and Common Stocks					83,526,295	XXX	0	XXX
7499999	- Totals					86,329,655	XXX	3,838	XXX

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

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STATEMENT AS OF SEPTEMBER 30, 2008 OF THE UnitedHealthcare of New England, Inc.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	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 Designation or Market Indicator (a)
3137EA-BS-7..	FHLMC Note Non Call 4.125% 09/27/13.....		09/25/2008	JP Morgan Chase.....		1,009,286	1,000,000	997,810	0	0	4	0	4	0	997,814	0	11,472	11,472	4,125	09/27/2013	1FE
36206V-7G-6..	GNMA Pool 423095 (MBS) 7.000% 08/15/12.....		07/01/2008	Paydown.....		53	53	53	53	0	0	0	0	53	0	0	0	0	2	08/15/2012	1
36206V-7G-6..	GNMA Pool 423095 (MBS) 7.000% 08/15/12.....		08/01/2008	Paydown.....		53	53	54	53	0	0	0	0	53	0	0	0	0	2	08/15/2012	1
36206V-7G-6..	GNMA Pool 423095 (MBS) 7.000% 08/15/12.....		09/01/2008	Paydown.....		54	54	54	54	0	0	0	0	54	0	0	0	0	3	08/15/2012	1
36206X-PL-1..	GNMA Pool 424427 (MBS) 7.000% 08/15/12.....		07/01/2008	Paydown.....		492	492	499	494	0	(1)	0	(1)	492	0	0	0	0	20	08/15/2012	1
36206X-PL-1..	GNMA Pool 424427 (MBS) 7.000% 08/15/12.....		08/01/2008	Paydown.....		496	496	502	497	0	(1)	0	(1)	496	0	0	0	0	23	08/15/2012	1
36206X-PL-1..	GNMA Pool 424427 (MBS) 7.000% 08/15/12.....		09/01/2008	Paydown.....		5,723	5,723	5,796	5,739	0	(16)	0	(16)	5,723	0	0	0	0	300	08/15/2012	1
36211C-F9-8..	GNMA Pool 508792 (MBS) 8.000% 04/15/15.....		07/01/2008	Paydown.....		52	52	52	52	0	0	0	0	52	0	0	0	0	2	04/15/2015	1
36211C-F9-8..	GNMA Pool 508792 (MBS) 8.000% 04/15/15.....		08/01/2008	Paydown.....		52	52	53	52	0	0	0	0	52	0	0	0	0	3	04/15/2015	1
36211C-F9-8..	GNMA Pool 508792 (MBS) 8.000% 04/15/15.....		09/01/2008	Paydown.....		53	53	53	53	0	0	0	0	53	0	0	0	0	3	04/15/2015	1
36225A-5U-0..	GNMA Pool 780859 (MBS) 7.500% 09/15/13.....		07/01/2008	Paydown.....		879	879	895	888	0	(9)	0	(9)	879	0	0	0	0	38	09/15/2013	1
36225A-5U-0..	GNMA Pool 780859 (MBS) 7.500% 09/15/13.....		08/01/2008	Paydown.....		808	808	823	816	0	(8)	0	(8)	808	0	0	0	0	40	09/15/2013	1
36225A-5U-0..	GNMA Pool 780859 (MBS) 7.500% 09/15/13.....		09/01/2008	Paydown.....		764	764	778	772	0	(7)	0	(7)	764	0	0	0	0	43	09/15/2013	1
0399999 - Bonds - U.S. Governments						1,018,765	1,009,479	1,007,422	9,523	0	(40)	0	(40)	0	1,007,292	0	11,472	11,472	4,606	XXX	XXX
31283J-3V-1..	FHLMC Pool G10812 (MBS) 7.500% 04/01/1.....		07/01/2008	Paydown.....		501	501	510	506	0	(5)	0	(5)	501	0	0	0	0	22	04/01/2013	1
31283J-3V-1..	FHLMC Pool G10812 (MBS) 7.500% 04/01/1.....		08/01/2008	Paydown.....		533	533	542	538	0	(5)	0	(5)	533	0	0	0	0	27	04/01/2013	1
31283J-3V-1..	FHLMC Pool G10812 (MBS) 7.500% 04/01/1.....		09/01/2008	Paydown.....		445	445	453	449	0	(4)	0	(4)	445	0	0	0	0	25	04/01/2013	1
31283J-TM-3..	FHLMC Pool G10556 (MBS) 7.000% 07/01/1.....		07/01/2008	Paydown.....		422	422	431	425	0	(3)	0	(3)	422	0	0	0	0	17	07/01/2011	1
31283J-TM-3..	FHLMC Pool G10556 (MBS) 7.000% 07/01/1.....		08/01/2008	Paydown.....		488	488	499	492	0	(4)	0	(4)	488	0	0	0	0	23	07/01/2011	1
31283J-TM-3..	FHLMC Pool G10556 (MBS) 7.000% 07/01/1.....		09/01/2008	Paydown.....		448	448	457	451	0	(4)	0	(4)	448	0	0	0	0	23	07/01/2011	1
31283J-WR-8..	FHLMC Pool G10656 (MBS) 7.500% 01/01/1.....		07/01/2008	Paydown.....		519	519	525	522	0	(2)	0	(2)	519	0	0	0	0	23	01/01/2012	1
31283J-WR-8..	FHLMC Pool G10656 (MBS) 7.500% 01/01/1.....		08/01/2008	Paydown.....		668	668	675	671	0	(3)	0	(3)	668	0	0	0	0	33	01/01/2012	1
31283J-WR-8..	FHLMC Pool G10656 (MBS) 7.500% 01/01/1.....		09/01/2008	Paydown.....		670	670	677	673	0	(3)	0	(3)	670	0	0	0	0	38	01/01/2012	1
31283K-4T-2..	FHLMC Pool G11734 (MBS) 5.000% 05/01/2.....		07/01/2008	Paydown.....		9,181	9,181	9,198	9,195	0	(14)	0	(14)	9,181	0	0	0	0	268	05/01/2020	1
31283K-4T-2..	FHLMC Pool G11734 (MBS) 5.000% 05/01/2.....		08/01/2008	Paydown.....		9,559	9,559	9,577	9,574	0	(14)	0	(14)	9,559	0	0	0	0	319	05/01/2020	1
31283K-4T-2..	FHLMC Pool G11734 (MBS) 5.000% 05/01/2.....		09/01/2008	Paydown.....		15,208	15,208	15,237	15,231	0	(23)	0	(23)	15,208	0	0	0	0	570	05/01/2020	1
31283K-6J-2..	FHLMC Pool G11773 (MBS) 5.000% 10/01/2.....		07/01/2008	Paydown.....		8,503	8,503	8,444	8,448	0	55	0	55	8,503	0	0	0	0	248	10/01/2020	1
31283K-6J-2..	FHLMC Pool G11773 (MBS) 5.000% 10/01/2.....		08/01/2008	Paydown.....		8,635	8,635	8,575	8,579	0	56	0	56	8,635	0	0	0	0	288	10/01/2020	1
31283K-6J-2..	FHLMC Pool G11773 (MBS) 5.000% 10/01/2.....		09/01/2008	Paydown.....		8,562	8,562	8,502	8,506	0	56	0	56	8,562	0	0	0	0	321	10/01/2020	1
31286D-RZ-5..	FHLMC Pool E78604 (MBS) 7.000% 09/01/1.....		07/01/2008	Paydown.....		198	198	198	198	0	0	0	0	198	0	0	0	0	8	09/01/2014	1
31286D-RZ-5..	FHLMC Pool E78604 (MBS) 7.000% 09/01/1.....		08/01/2008	Paydown.....		199	199	199	199	0	0	0	0	199	0	0	0	0	9	09/01/2014	1
31286D-RZ-5..	FHLMC Pool E78604 (MBS) 7.000% 09/01/1.....		09/01/2008	Paydown.....		221	221	221	221	0	0	0	0	221	0	0	0	0	12	09/01/2014	1
31286D-UB-4..	FHLMC Pool E78678 (MBS) 8.000% 08/01/1.....		07/01/2008	Paydown.....		90	90	90	90	0	0	0	0	90	0	0	0	0	4	08/01/2014	1

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STATEMENT AS OF SEPTEMBER 30, 2008 OF THE UnitedHealthcare of New England, Inc.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	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 Designation or Market Indicator (a)
31286D-UB-4.	FHLMC Pool E78678 (MBS) 8.000% 08/01/11		08/01/2008	Paydown		90	90	90	90	0	0	0	0	0	90	0	0	0	5	08/01/2014	1
31286D-UB-4.	FHLMC Pool E78678 (MBS) 8.000% 08/01/11		09/01/2008	Paydown		91	91	91	91	0	0	0	0	0	91	0	0	0	5	08/01/2014	1
31286E-3V-8.	FHLMC Pool E79812 (MBS) 8.000% 11/01/11		07/01/2008	Paydown		172	172	174	173	0	(1)	0	(1)	0	172	0	0	0	8	11/01/2014	1
31286E-3V-8.	FHLMC Pool E79812 (MBS) 8.000% 11/01/11		08/01/2008	Paydown		175	175	177	176	0	(1)	0	(1)	0	175	0	0	0	9	11/01/2014	1
31286E-3V-8.	FHLMC Pool E79812 (MBS) 8.000% 11/01/11		09/01/2008	Paydown		672	672	679	676	0	(4)	0	(4)	0	672	0	0	0	40	11/01/2014	1
31286L-GA-4.	FHLMC Pool E83793 (MBS) 6.000% 05/01/11		07/01/2008	Paydown		1,582	1,582	1,568	1,572	0	10	0	10	0	1,582	0	0	0	55	05/01/2016	1
31286L-GA-4.	FHLMC Pool E83793 (MBS) 6.000% 05/01/11		08/01/2008	Paydown		1,586	1,586	1,572	1,576	0	10	0	10	0	1,586	0	0	0	63	05/01/2016	1
31286L-GA-4.	FHLMC Pool E83793 (MBS) 6.000% 05/01/11		09/01/2008	Paydown		1,597	1,597	1,583	1,587	0	10	0	10	0	1,597	0	0	0	72	05/01/2016	1
3128MN-AT-0.	FHLMC Pool G18017 MBS 5.500% 10/01/19		07/01/2008	Paydown		3,598	3,598	3,720	3,706	0	(108)	0	(108)	0	3,598	0	0	0	115	10/01/2019	1
3128MN-AT-0.	FHLMC Pool G18017 MBS 5.500% 10/01/19		08/01/2008	Paydown		4,141	4,141	4,281	4,265	0	(125)	0	(125)	0	4,141	0	0	0	152	10/01/2019	1
3128MN-AT-0.	FHLMC Pool G18017 MBS 5.500% 10/01/19		09/01/2008	Paydown		4,995	4,995	5,164	5,145	0	(150)	0	(150)	0	4,995	0	0	0	206	10/01/2019	1
3128PD-V9-8.	FHLMC Pool J02440 MBS 5.000% 08/01/20		07/01/2008	Paydown		71,316	71,316	71,450	71,419	0	(103)	0	(103)	0	71,316	0	0	0	2,080	08/01/2020	1
3128PD-V9-8.	FHLMC Pool J02440 MBS 5.000% 08/01/20		08/01/2008	Paydown		9,309	9,309	9,326	9,322	0	(13)	0	(13)	0	9,309	0	0	0	310	08/01/2020	1
3128PD-V9-8.	FHLMC Pool J02440 MBS 5.000% 08/01/20		09/01/2008	Paydown		9,519	9,519	9,537	9,533	0	(14)	0	(14)	0	9,519	0	0	0	357	08/01/2020	1
31294J-3L-0.	FHLMC Pool E00803 (MBS) 8.000% 12/01/11		07/01/2008	Paydown		103	103	103	103	0	0	0	0	0	103	0	0	0	5	12/01/2014	1
31294J-3L-0.	FHLMC Pool E00803 (MBS) 8.000% 12/01/11		08/01/2008	Paydown		102	102	102	102	0	0	0	0	0	102	0	0	0	5	12/01/2014	1
31294J-3L-0.	FHLMC Pool E00803 (MBS) 8.000% 12/01/11		09/01/2008	Paydown		585	585	587	585	0	0	0	0	0	585	0	0	0	35	12/01/2014	1
312972-CL-4.	FHLMC Pool B19075 (MBS) 5.000% 04/01/12		07/01/2008	Paydown		9,155	9,155	9,085	9,091	0	65	0	65	0	9,155	0	0	0	267	04/01/2020	1
312972-CL-4.	FHLMC Pool B19075 (MBS) 5.000% 04/01/12		08/01/2008	Paydown		8,262	8,262	8,199	8,204	0	58	0	58	0	8,262	0	0	0	275	04/01/2020	1
312972-CL-4.	FHLMC Pool B19075 (MBS) 5.000% 04/01/12		09/01/2008	Paydown		5,815	5,815	5,770	5,774	0	41	0	41	0	5,815	0	0	0	218	04/01/2020	1
312972-NM-0.	FHLMC Pool B19396 (MBS) 5.000% 05/01/12		07/01/2008	Paydown		10,655	10,655	10,675	10,671	0	(16)	0	(16)	0	10,655	0	0	0	311	05/01/2020	1
312972-NM-0.	FHLMC Pool B19396 (MBS) 5.000% 05/01/12		08/01/2008	Paydown		3,612	3,612	3,618	3,617	0	(6)	0	(6)	0	3,612	0	0	0	120	05/01/2020	1
312972-NM-0.	FHLMC Pool B19396 (MBS) 5.000% 05/01/12		09/01/2008	Paydown		3,976	3,976	3,984	3,982	0	(6)	0	(6)	0	3,976	0	0	0	149	05/01/2020	1
31365E-J4-6.	FNMA Pool 125483 (MBS) 6.500% 04/01/12		07/01/2008	Paydown		361	361	358	359	0	3	0	3	0	361	0	0	0	14	04/01/2012	1
31365E-J4-6.	FNMA Pool 125483 (MBS) 6.500% 04/01/12		08/01/2008	Paydown		274	274	271	272	0	2	0	2	0	274	0	0	0	12	04/01/2012	1
31365E-J4-6.	FNMA Pool 125483 (MBS) 6.500% 04/01/12		09/01/2008	Paydown		276	276	273	274	0	2	0	2	0	276	0	0	0	14	04/01/2012	1
31371F-VK-5.	FNMA Pool 250918 (MBS) 6.500% 05/01/12		07/01/2008	Paydown		355	355	351	352	0	3	0	3	0	355	0	0	0	13	05/01/2012	1
31371F-VK-5.	FNMA Pool 250918 (MBS) 6.500% 05/01/12		08/01/2008	Paydown		560	560	554	555	0	4	0	4	0	560	0	0	0	24	05/01/2012	1
31371F-VK-5.	FNMA Pool 250918 (MBS) 6.500% 05/01/12		09/01/2008	Paydown		476	476	471	472	0	3	0	3	0	476	0	0	0	23	05/01/2012	1
31371F-VM-1.	FNMA Pool 250920 (MBS) 7.500% 04/01/12		07/01/2008	Paydown		509	509	517	513	0	(4)	0	(4)	0	509	0	0	0	22	04/01/2012	1
31371F-VM-1.	FNMA Pool 250920 (MBS) 7.500% 04/01/12		08/01/2008	Paydown		397	397	403	400	0	(3)	0	(3)	0	397	0	0	0	20	04/01/2012	1
31371F-VM-1.	FNMA Pool 250920 (MBS) 7.500% 04/01/12		09/01/2008	Paydown		457	457	464	460	0	(4)	0	(4)	0	457	0	0	0	26	04/01/2012	1
31371J-F9-0.	FNMA Pool 253192 (MBS) 7.000% 04/01/15		07/01/2008	Paydown		534	534	519	523	0	10	0	10	0	534	0	0	0	22	04/01/2015	1

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STATEMENT AS OF SEPTEMBER 30, 2008 OF THE UnitedHealthcare of New England, Inc.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	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 Designation or Market Indicator (a)
31371J-F9-0.	FNMA Pool 253192 (MBS) 7.000% 04/01/15		08/01/2008	Paydown		112	112	109	110	.0	.2	.0	.2	.0	112	.0	.0	.0	.5	04/01/2015	1
31371J-F9-0.	FNMA Pool 253192 (MBS) 7.000% 04/01/15		09/01/2008	Paydown		113	113	110	111	.0	.2	.0	.2	.0	113	.0	.0	.0	.6	04/01/2015	1
31371J-M4-2.	FNMA Pool 253411 (MBS) 6.500% 07/01/15		07/01/2008	Paydown		22	22	21	22	.0	.1	.0	.1	.0	22	.0	.0	.0	.1	07/01/2015	1
31371J-M4-2.	FNMA Pool 253411 (MBS) 6.500% 07/01/15		08/01/2008	Paydown		22	22	22	22	.0	.1	.0	.1	.0	22	.0	.0	.0	.1	07/01/2015	1
31371J-M4-2.	FNMA Pool 253411 (MBS) 6.500% 07/01/15		09/01/2008	Paydown		23	23	22	22	.0	.1	.0	.1	.0	23	.0	.0	.0	.1	07/01/2015	1
31371M-CA-3.	FNMA Pool 255765 MBS 5.000% 07/01/20		07/01/2008	Paydown		12,334	12,334	12,167	12,174	.0	161	.0	161	.0	12,334	.0	.0	.0	360	07/01/2020	1
31371M-CA-3.	FNMA Pool 255765 MBS 5.000% 07/01/20		08/01/2008	Paydown		7,611	7,611	7,507	7,512	.0	99	.0	99	.0	7,611	.0	.0	.0	254	07/01/2020	1
31371M-CA-3.	FNMA Pool 255765 MBS 5.000% 07/01/20		09/01/2008	Paydown		10,078	10,078	9,941	9,947	.0	131	.0	131	.0	10,078	.0	.0	.0	378	07/01/2020	1
31377Y-3A-1.	FNMA Pool 391493 (MBS) 7.500% 06/01/12		07/01/2008	Paydown		138	138	141	139	.0	(1)	.0	(1)	.0	138	.0	.0	.0	.6	06/01/2012	1
31377Y-3A-1.	FNMA Pool 391493 (MBS) 7.500% 06/01/12		08/01/2008	Paydown		257	257	262	258	.0	(1)	.0	(1)	.0	257	.0	.0	.0	13	06/01/2012	1
31377Y-3A-1.	FNMA Pool 391493 (MBS) 7.500% 06/01/12		09/01/2008	Paydown		124	124	126	124	.0	(1)	.0	(1)	.0	124	.0	.0	.0	.7	06/01/2012	1
31378C-E5-7.	FNMA Pool 394456 (MBS) 7.000% 07/01/12		07/01/2008	Paydown		296	296	298	296	.0	.0	.0	.0	.0	296	.0	.0	.0	.12	07/01/2012	1
31378C-E5-7.	FNMA Pool 394456 (MBS) 7.000% 07/01/12		08/01/2008	Paydown		298	298	299	298	.0	.0	.0	.0	.0	298	.0	.0	.0	.14	07/01/2012	1
31378C-E5-7.	FNMA Pool 394456 (MBS) 7.000% 07/01/12		09/01/2008	Paydown		300	300	301	299	.0	.0	.0	.0	.0	300	.0	.0	.0	.16	07/01/2012	1
31378C-EE-8.	FNMA Pool 394433 (MBS) 7.000% 07/01/12		07/01/2008	Paydown		584	584	588	585	.0	.0	.0	.0	.0	584	.0	.0	.0	.24	07/01/2012	1
31378C-EE-8.	FNMA Pool 394433 (MBS) 7.000% 07/01/12		08/01/2008	Paydown		554	554	557	554	.0	.0	.0	.0	.0	554	.0	.0	.0	.26	07/01/2012	1
31378C-EE-8.	FNMA Pool 394433 (MBS) 7.000% 07/01/12		09/01/2008	Paydown		456	456	458	456	.0	.0	.0	.0	.0	456	.0	.0	.0	.24	07/01/2012	1
31384V-K7-6.	FNMA Pool 535018 (MBS) 7.500% 04/01/13		07/01/2008	Paydown		512	512	518	514	.0	(2)	.0	(2)	.0	512	.0	.0	.0	.22	04/01/2013	1
31384V-K7-6.	FNMA Pool 535018 (MBS) 7.500% 04/01/13		08/01/2008	Paydown		594	594	600	597	.0	(2)	.0	(2)	.0	594	.0	.0	.0	.30	04/01/2013	1
31384V-K7-6.	FNMA Pool 535018 (MBS) 7.500% 04/01/13		09/01/2008	Paydown		554	554	560	557	.0	(2)	.0	(2)	.0	554	.0	.0	.0	.31	04/01/2013	1
31384X-4C-9.	FNMA Pool 537319 (MBS) 7.500% 06/01/15		07/01/2008	Paydown		46	46	45	45	.0	.0	.0	.0	.0	46	.0	.0	.0	.2	06/01/2015	1
31384X-4C-9.	FNMA Pool 537319 (MBS) 7.500% 06/01/15		08/01/2008	Paydown		46	46	46	46	.0	.0	.0	.0	.0	46	.0	.0	.0	.2	06/01/2015	1
31384X-4C-9.	FNMA Pool 537319 (MBS) 7.500% 06/01/15		09/01/2008	Paydown		54	54	54	54	.0	.0	.0	.0	.0	54	.0	.0	.0	.3	06/01/2015	1
31385N-AG-4.	FNMA Pool 547307 (MBS) 7.500% 08/01/15		07/01/2008	Paydown		205	205	205	204	.0	.1	.0	.1	.0	205	.0	.0	.0	.9	08/01/2015	1
31385N-AG-4.	FNMA Pool 547307 (MBS) 7.500% 08/01/15		08/01/2008	Paydown		206	206	206	206	.0	.1	.0	.1	.0	206	.0	.0	.0	.10	08/01/2015	1
31385N-AG-4.	FNMA Pool 547307 (MBS) 7.500% 08/01/15		09/01/2008	Paydown		4,989	4,989	4,986	4,976	.0	.13	.0	.13	.0	4,989	.0	.0	.0	281	08/01/2015	1
31387E-PK-7.	FNMA Pool 581926 (MBS) 6.000% 07/01/16		07/01/2008	Paydown		872	872	869	869	.0	.3	.0	.3	.0	872	.0	.0	.0	.31	07/01/2016	1
31387E-PK-7.	FNMA Pool 581926 (MBS) 6.000% 07/01/16		08/01/2008	Paydown		1,236	1,236	1,232	1,232	.0	.4	.0	.4	.0	1,236	.0	.0	.0	.49	07/01/2016	1
31387E-PK-7.	FNMA Pool 581926 (MBS) 6.000% 07/01/16		09/01/2008	Paydown		805	805	802	802	.0	.3	.0	.3	.0	805	.0	.0	.0	.36	07/01/2016	1
31388R-ZG-5.	FNMA Pool 612843 (MBS) 5.500% 01/01/17		07/01/2008	Paydown		2,221	2,221	2,184	2,192	.0	.29	.0	.29	.0	2,221	.0	.0	.0	.71	01/01/2017	1
31388R-ZG-5.	FNMA Pool 612843 (MBS) 5.500% 01/01/17		08/01/2008	Paydown		2,089	2,089	2,054	2,062	.0	.27	.0	.27	.0	2,089	.0	.0	.0	.77	01/01/2017	1
31388R-ZG-5.	FNMA Pool 612843 (MBS) 5.500% 01/01/17		09/01/2008	Paydown		4,150	4,150	4,080	4,096	.0	.54	.0	.54	.0	4,150	.0	.0	.0	171	01/01/2017	1
31394V-KB-5.	FNMA 2005-120 VT (CMO) 5.500% 12/25/16		05/27/2008	Barclays Capital Inc.		845,354	825,806	814,903	816,047	.0	.0	.0	.0	.0	816,047	.0	29,307	29,307	22,583	12/25/2016	1

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STATEMENT AS OF SEPTEMBER 30, 2008 OF THE UnitedHealthcare of New England, Inc.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	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 Designation or Market Indicator (a)
31394V-KB-5.	FNMA 2005-120 VT (CMO) 5.500% 12/25/16		07/01/2008	Barclays Capital Inc.		(845,354)	(825,806)	(814,903)	(816,047)	0	0	0	0	0	(816,047)	0	(29,307)	(29,307)	(3,659)	12/25/2016	1
31394V-KB-5.	FNMA 2005-120 VT (CMO) 5.500% 12/25/16		07/01/2008	Barclays Capital Inc.		837,269	819,378	837,269	0	0	0	0	0	0	837,269	0	0	0	125	12/25/2016	1
31394V-KB-5.	FNMA 2005-120 VT (CMO) 5.500% 12/25/16		07/01/2008	Paydown		6,458	6,458	6,599	0	0	(141)	0	(141)	0	6,458	0	0	0	30	02/25/2016	1
31394V-KB-5.	FNMA 2005-120 VT (CMO) 5.500% 12/25/16		08/01/2008	Paydown		6,488	6,488	6,629	0	0	(142)	0	(142)	0	6,488	0	0	0	59	02/25/2016	1
31394V-KB-5.	FNMA 2005-120 VT (CMO) 5.500% 12/25/16		09/01/2008	Paydown		6,517	6,517	6,660	0	0	(142)	0	(142)	0	6,517	0	0	0	90	02/25/2016	1
31395N-RH-2.	FNMA 2006-67 PA CMO 5.500% 03/25/28		07/01/2008	Paydown		34,235	34,235	34,331	34,308	0	(74)	0	(74)	0	34,235	0	0	0	1,098	10/25/2011	1
31395N-RH-2.	FNMA 2006-67 PA CMO 5.500% 03/25/28		08/01/2008	Paydown		27,838	27,838	27,916	27,898	0	(60)	0	(60)	0	27,838	0	0	0	1,021	10/25/2011	1
31395N-RH-2.	FNMA 2006-67 PA CMO 5.500% 03/25/28		09/01/2008	Paydown		40,100	40,100	40,213	40,186	0	(86)	0	(86)	0	40,100	0	0	0	1,654	10/25/2011	1
31396L-NL-0.	FNMA 2006-106 PA CMO 5.500% 06/25/30		07/01/2008	Paydown		50,104	50,104	50,545	50,504	0	(400)	0	(400)	0	50,104	0	0	0	1,607	03/25/2013	1
31396L-NL-0.	FNMA 2006-106 PA CMO 5.500% 06/25/30		08/01/2008	Paydown		41,288	41,288	41,651	41,618	0	(330)	0	(330)	0	41,288	0	0	0	1,514	03/25/2013	1
31396L-NL-0.	FNMA 2006-106 PA CMO 5.500% 06/25/30		09/01/2008	Paydown		49,146	49,146	49,578	49,538	0	(392)	0	(392)	0	49,146	0	0	0	2,027	03/25/2013	1
31396X-2P-8.	FNMA 2007-109 VA CMO 5.000% 11/25/18		07/01/2008	Paydown		5,913	5,913	6,004	0	0	(91)	0	(91)	0	5,913	0	0	0	148	11/25/2018	1
31396X-2P-8.	FNMA 2007-109 VA CMO 5.000% 11/25/18		08/01/2008	Paydown		5,938	5,938	6,029	0	0	(91)	0	(91)	0	5,938	0	0	0	173	11/25/2018	1
31396X-2P-8.	FNMA 2007-109 VA CMO 5.000% 11/25/18		09/01/2008	Paydown		5,963	5,963	6,054	0	0	(91)	0	(91)	0	5,963	0	0	0	199	11/25/2018	1
31397B-NJ-6.	FHLMC 3234 PA CMO 5.000% 10/15/26		07/01/2008	Paydown		51,964	51,964	51,964	51,964	0	0	0	0	0	51,964	0	0	0	1,516	10/15/2026	1
31397B-NJ-6.	FHLMC 3234 PA CMO 5.000% 10/15/26		08/01/2008	Paydown		53,402	53,402	53,402	53,402	0	0	0	0	0	53,402	0	0	0	1,780	10/15/2026	1
31397B-NJ-6.	FHLMC 3234 PA CMO 5.000% 10/15/26		09/01/2008	Paydown		54,817	54,817	54,817	54,817	0	0	0	0	0	54,817	0	0	0	2,056	10/15/2026	1
31397J-VC-5.	FHLMC 3349 HA CMO 5.500% 05/15/29		07/01/2008	Paydown		44,258	44,258	44,507	44,476	0	(218)	0	(218)	0	44,258	0	0	0	1,420	11/15/2012	1
31397J-VC-5.	FHLMC 3349 HA CMO 5.500% 05/15/29		08/01/2008	Paydown		44,029	44,029	44,276	44,245	0	(217)	0	(217)	0	44,029	0	0	0	1,614	11/15/2012	1
31397J-VC-5.	FHLMC 3349 HA CMO 5.500% 05/15/29		09/01/2008	Paydown		43,561	43,561	43,806	43,776	0	(214)	0	(214)	0	43,561	0	0	0	1,797	11/15/2012	1
31405K-BZ-3.	FNMA Pool 791256 (MBS) 5.500% 09/01/19		07/01/2008	Paydown		4,724	4,724	4,839	4,829	0	(105)	0	(105)	0	4,724	0	0	0	152	09/01/2019	1
31405K-BZ-3.	FNMA Pool 791256 (MBS) 5.500% 09/01/19		08/01/2008	Paydown		5,411	5,411	5,543	5,531	0	(120)	0	(120)	0	5,411	0	0	0	198	09/01/2019	1
31405K-BZ-3.	FNMA Pool 791256 (MBS) 5.500% 09/01/19		09/01/2008	Paydown		4,897	4,897	5,017	5,006	0	(109)	0	(109)	0	4,897	0	0	0	202	09/01/2019	1
31407W-P3-3.	FNMA Pool 834842 MBS 5.000% 12/01/20		07/01/2008	Paydown		7,526	7,526	7,447	7,448	0	78	0	78	0	7,526	0	0	0	220	12/01/2020	1
31407W-P3-3.	FNMA Pool 834842 MBS 5.000% 12/01/20		08/01/2008	Paydown		27,621	27,621	27,332	27,335	0	285	0	285	0	27,621	0	0	0	921	12/01/2020	1
31407W-P3-3.	FNMA Pool 834842 MBS 5.000% 12/01/20		09/01/2008	Paydown		15,043	15,043	14,886	14,888	0	155	0	155	0	15,043	0	0	0	564	12/01/2020	1
31407N-FK-4.	FNMA Pool 835470 (MBS) 5.000% 09/01/20		07/01/2008	Paydown		4,255	4,255	4,193	4,196	0	59	0	59	0	4,255	0	0	0	124	09/01/2020	1
31407N-FK-4.	FNMA Pool 835470 (MBS) 5.000% 09/01/20		08/01/2008	Paydown		3,808	3,808	3,753	3,755	0	53	0	53	0	3,808	0	0	0	127	09/01/2020	1
31407N-FK-4.	FNMA Pool 835470 (MBS) 5.000% 09/01/20		09/01/2008	Paydown		4,972	4,972	4,899	4,903	0	69	0	69	0	4,972	0	0	0	186	09/01/2020	1
31408E-VN-9.	FNMA Pool 849421 MBS 5.000% 11/01/20		07/01/2008	Paydown		66,283	66,283	65,568	65,576	0	707	0	707	0	66,283	0	0	0	1,933	11/01/2020	1
31408E-VN-9.	FNMA Pool 849421 MBS 5.000% 11/01/20		08/01/2008	Paydown		11,233	11,233	11,112	11,113	0	120	0	120	0	11,233	0	0	0	374	11/01/2020	1
31408E-VN-9.	FNMA Pool 849421 MBS 5.000% 11/01/20		09/01/2008	Paydown		20,291	20,291	20,072	20,075	0	216	0	216	0	20,291	0	0	0	761	11/01/2020	1
831641-EA-9.	Small Business Admin 2006P10A 1 CMO 5		08/01/2008	Paydown		44,628	44,628	44,628	44,628	0	0	0	0	0	44,628	0	0	0	1,812	02/10/2016	1

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STATEMENT AS OF SEPTEMBER 30, 2008 OF THE UnitedHealthcare of New England, Inc.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	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 Designation or Market Indicator (a)
3199999	Bonds - Special Revenues					1,902,244	1,884,352	1,903,636	1,028,004	0	(1,004)	0	(1,004)	0	1,902,244	0	0	0	55,732	XXX	XXX
32051H-AF-0.	First Horizon Alt Mtg 2006-FA3 A6 (CMO)		07/01/2008	Paydown		15,750	15,750	15,792	15,760	0	(9)	0	(9)	0	15,750	0	0	0	.551	09/25/2012	1FE
32051H-AF-0.	First Horizon Alt Mtg 2006-FA3 A6 (CMO)		08/01/2008	Paydown		15,750	15,750	15,792	15,760	0	(9)	0	(9)	0	15,750	0	0	0	.630	09/25/2012	1FE
32051H-AF-0.	First Horizon Alt Mtg 2006-FA3 A6 (CMO)		09/01/2008	Paydown		15,750	15,750	15,792	15,760	0	(9)	0	(9)	0	15,750	0	0	0	.709	09/25/2012	1FE
361849-DY-5.	GMAC Comm Mtg 1998-C2 A2 (CMO) COMM 6		07/01/2008	Paydown		162,534	162,534	168,661	162,496	0	38	0	38	0	162,534	0	0	0	6.087	07/15/2008	1FE
61756U-AA-9.	Morgan Stanley 2007-1Q16 A1 CMO Comm 5		07/01/2008	Paydown		11,054	11,054	11,082	11,080	0	(26)	0	(26)	0	11,054	0	0	0	.343	07/12/2012	1FE
61756U-AA-9.	Morgan Stanley 2007-1Q16 A1 CMO Comm 5		08/01/2008	Paydown		9,805	9,805	9,830	9,828	0	(23)	0	(23)	0	9,805	0	0	0	.348	07/12/2012	1FE
61756U-AA-9.	Morgan Stanley 2007-1Q16 A1 CMO Comm 5		09/01/2008	Paydown		10,024	10,024	10,049	10,048	0	(24)	0	(24)	0	10,024	0	0	0	.400	07/12/2012	1FE
76113F-BB-5.	Residential Asset Sec 2006-A6 A212 (CMO)		07/01/2008	Paydown		18,996	18,996	19,034	19,012	0	(16)	0	(16)	0	18,996	0	0	0	.665	04/25/2014	1FE
76113F-BB-5.	Residential Asset Sec 2006-A6 A212 (CMO)		08/01/2008	Paydown		18,995	18,995	19,034	19,012	0	(16)	0	(16)	0	18,995	0	0	0	.760	04/25/2014	1FE
76113F-BB-5.	Residential Asset Sec 2006-A6 A212 (CMO)		09/01/2008	Paydown		4,406	4,406	4,415	4,410	0	(4)	0	(4)	0	4,406	0	0	0	.198	04/25/2014	1FE
4599999	Bonds - Industrial and Miscellaneous					283,066	283,066	289,481	283,165	0	(99)	0	(99)	0	283,066	0	0	0	10,691	XXX	XXX
6099997	Bonds - Part 4					3,204,074	3,176,896	3,200,540	1,320,691	0	(1,143)	0	(1,143)	0	3,192,602	0	11,472	11,472	71,029	XXX	XXX
6099999	Total - Bonds					3,204,074	3,176,896	3,200,540	1,320,691	0	(1,143)	0	(1,143)	0	3,192,602	0	11,472	11,472	71,029	XXX	XXX
6599999	Total - Preferred Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
	UHC HealthCare Liquidity Pool Pro Rata S.		07/01/2008	Bank One - POOL		1,369,000.000	1,369,000	1,369,000	0	0	0	0	0	0	1,369,000	0	0	0	3,010		L
	UHC HealthCare Liquidity Pool Pro Rata S.		07/01/2008	Bank One - POOL		4,194,234.850	4,194,235	4,194,235	0	0	0	0	0	0	4,194,235	0	0	0	9,221		L
	UHC HealthCare Liquidity Pool Pro Rata S.		07/03/2008	Bank One - POOL		334,000.000	334,000	334,000	0	0	0	0	0	0	334,000	0	0	0	.734		L
	UHC HealthCare Liquidity Pool Pro Rata S.		07/07/2008	Bank One - POOL		884,000.000	884,000	884,000	0	0	0	0	0	0	884,000	0	0	0	1,943		L
	UHC HealthCare Liquidity Pool Pro Rata S.		07/07/2008	Bank One - POOL		1,633,869.030	1,633,869	1,633,869	0	0	0	0	0	0	1,633,869	0	0	0	3,592		L
	UHC HealthCare Liquidity Pool Pro Rata S.		07/08/2008	Bank One - POOL		324,000.000	324,000	324,000	0	0	0	0	0	0	324,000	0	0	0	.712		L
	UHC HealthCare Liquidity Pool Pro Rata S.		07/09/2008	Bank One - POOL		453,000.000	453,000	453,000	0	0	0	0	0	0	453,000	0	0	0	.996		L
	UHC HealthCare Liquidity Pool Pro Rata S.		07/10/2008	Bank One - POOL		659,000.000	659,000	659,000	0	0	0	0	0	0	659,000	0	0	0	1,449		L
	UHC HealthCare Liquidity Pool Pro Rata S.		07/11/2008	Bank One - POOL		893,000.000	893,000	893,000	0	0	0	0	0	0	893,000	0	0	0	1,963		L
	UHC HealthCare Liquidity Pool Pro Rata S.		07/14/2008	Bank One - POOL		1,577,000.000	1,577,000	1,577,000	0	0	0	0	0	0	1,577,000	0	0	0	3,467		L
	UHC HealthCare Liquidity Pool Pro Rata S.		07/15/2008	Bank One - POOL		677,000.000	677,000	677,000	0	0	0	0	0	0	677,000	0	0	0	1,488		L
	UHC HealthCare Liquidity Pool Pro Rata S.		07/16/2008	Bank One - POOL		693,773.870	693,774	693,774	0	0	0	0	0	0	693,774	0	0	0	1,525		L
	UHC HealthCare Liquidity Pool Pro Rata S.		07/17/2008	Bank One - POOL		144,000.000	144,000	144,000	0	0	0	0	0	0	144,000	0	0	0	.317		L
	UHC HealthCare Liquidity Pool Pro Rata S.		07/18/2008	Bank One - POOL		1,325,000.000	1,325,000	1,325,000	0	0	0	0	0	0	1,325,000	0	0	0	2,913		L
	UHC HealthCare Liquidity Pool Pro Rata S.		07/21/2008	Bank One - POOL		1,697,821.610	1,697,822	1,697,822	0	0	0	0	0	0	1,697,822	0	0	0	3,732		L
	UHC HealthCare Liquidity Pool Pro Rata S.		07/22/2008	Bank One - POOL		1,132,000.000	1,132,000	1,132,000	0	0	0	0	0	0	1,132,000	0	0	0	2,489		L
	UHC HealthCare Liquidity Pool Pro Rata S.		07/23/2008	Bank One - POOL		483,000.000	483,000	483,000	0	0	0	0	0	0	483,000	0	0	0	.442		L
	UHC HealthCare Liquidity Pool Pro Rata S.		07/24/2008	Bank One - POOL		134,000.000	134,000	134,000	0	0	0	0	0	0	134,000	0	0	0	.0		L
	UHC HealthCare Liquidity Pool Pro Rata S.		07/25/2008	Bank One - POOL		1,082,000.000	1,082,000	1,082,000	0	0	0	0	0	0	1,082,000	0	0	0	.0		L

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STATEMENT AS OF SEPTEMBER 30, 2008 OF THE UnitedHealthcare of New England, Inc.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	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 Designation or Market Indicator (a)
	UHC HealthCare Liquidity Pool Pro Rata S.....		07/28/2008	Bank One - P00L.....	646,000.000	646,000		646,000	0	0	0	0	0	0	646,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		07/29/2008	Bank One - P00L.....	960,000.000	960,000		960,000	0	0	0	0	0	0	960,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		07/30/2008	Bank One - P00L.....	845,000.000	845,000		845,000	0	0	0	0	0	0	845,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		07/31/2008	Bank One - P00L.....	355,000.000	355,000		355,000	0	0	0	0	0	0	355,000	0	0	0	905		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		07/31/2008	Bank One - P00L.....	540,356.070	540,356		540,356	0	0	0	0	0	0	540,356	0	0	0	1,378		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		08/01/2008	Bank One - P00L.....	221,000.000	221,000		221,000	0	0	0	0	0	0	221,000	0	0	0	564		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		08/01/2008	Bank One - P00L.....	4,534,634.040	4,534,634		4,534,634	0	0	0	0	0	0	4,534,634	0	0	0	11,564		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		08/04/2008	Bank One - P00L.....	1,697,821.610	1,697,822		1,697,822	0	0	0	0	0	0	1,697,822	0	0	0	4,330		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		08/05/2008	Bank One - P00L.....	897,000.000	897,000		897,000	0	0	0	0	0	0	897,000	0	0	0	2,288		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		08/06/2008	Bank One - P00L.....	1,065,000.000	1,065,000		1,065,000	0	0	0	0	0	0	1,065,000	0	0	0	2,716		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		08/08/2008	Bank One - P00L.....	1,567,000.000	1,567,000		1,567,000	0	0	0	0	0	0	1,567,000	0	0	0	3,996		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		08/11/2008	Bank One - P00L.....	1,167,000.000	1,167,000		1,167,000	0	0	0	0	0	0	1,167,000	0	0	0	2,976		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		08/12/2008	Bank One - P00L.....	1,118,000.000	1,118,000		1,118,000	0	0	0	0	0	0	1,118,000	0	0	0	2,851		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		08/13/2008	Bank One - P00L.....	848,000.000	848,000		848,000	0	0	0	0	0	0	848,000	0	0	0	2,163		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		08/14/2008	Bank One - P00L.....	750,000.000	750,000		750,000	0	0	0	0	0	0	750,000	0	0	0	1,913		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		08/15/2008	Bank One - P00L.....	207,000.000	207,000		207,000	0	0	0	0	0	0	207,000	0	0	0	528		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		08/15/2008	Bank One - P00L.....	1,485,829.490	1,485,829		1,485,829	0	0	0	0	0	0	1,485,829	0	0	0	3,789		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		08/18/2008	Bank One - P00L.....	1,752,079.230	1,752,079		1,752,079	0	0	0	0	0	0	1,752,079	0	0	0	4,468		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		08/19/2008	Bank One - P00L.....	784,000.000	784,000		784,000	0	0	0	0	0	0	784,000	0	0	0	1,999		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		08/20/2008	Bank One - P00L.....	1,111,000.000	1,111,000		1,111,000	0	0	0	0	0	0	1,111,000	0	0	0	2,833		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		08/21/2008	Bank One - P00L.....	298,000.000	298,000		298,000	0	0	0	0	0	0	298,000	0	0	0	760		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		08/22/2008	Bank One - P00L.....	738,000.000	738,000		738,000	0	0	0	0	0	0	738,000	0	0	0	1,882		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		08/25/2008	Bank One - P00L.....	1,061,000.000	1,061,000		1,061,000	0	0	0	0	0	0	1,061,000	0	0	0	1,492		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		08/26/2008	Bank One - P00L.....	1,539,000.000	1,539,000		1,539,000	0	0	0	0	0	0	1,539,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		08/27/2008	Bank One - P00L.....	698,000.000	698,000		698,000	0	0	0	0	0	0	698,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		08/28/2008	Bank One - P00L.....	451,000.000	451,000		451,000	0	0	0	0	0	0	451,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		08/29/2008	Bank One - P00L.....	116,000.000	116,000		116,000	0	0	0	0	0	0	116,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		08/29/2008	Bank One - P00L.....	880,020.820	880,021		880,021	0	0	0	0	0	0	880,021	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		09/02/2008	Bank One - P00L.....	9,285,439.250	9,285,439		9,285,439	0	0	0	0	0	0	9,285,439	0	0	0	21,256		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		09/03/2008	Bank One - P00L.....	1,354,000.000	1,354,000		1,354,000	0	0	0	0	0	0	1,354,000	0	0	0	3,099		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		09/04/2008	Bank One - P00L.....	595,000.000	595,000		595,000	0	0	0	0	0	0	595,000	0	0	0	1,362		L
	UHC HealthCare Liquidity Pool Pro Rata S.....		09/05/2008	Bank One - P00L.....	476,000.000	476,000		476,000	0	0	0	0	0	0	476,000	0	0	0	1,090		L

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STATEMENT AS OF SEPTEMBER 30, 2008 OF THE UnitedHealthcare of New England, Inc.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	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 Designation or Market Indicator (a)
	UHC HealthCare Liquidity Pool Pro Rata S.		09/08/2008	Bank One - P00L	221,000.000	221,000		221,000	0	0	0	0	0	0	221,000	0	0	0	506		L
	UHC HealthCare Liquidity Pool Pro Rata S.		09/09/2008	Bank One - P00L	999,000.000	999,000		999,000	0	0	0	0	0	0	999,000	0	0	0	2,287		L
	UHC HealthCare Liquidity Pool Pro Rata S.		09/10/2008	Bank One - P00L	742,000.000	742,000		742,000	0	0	0	0	0	0	742,000	0	0	0	1,699		L
	UHC HealthCare Liquidity Pool Pro Rata S.		09/11/2008	Bank One - P00L	591,000.000	591,000		591,000	0	0	0	0	0	0	591,000	0	0	0	1,353		L
	UHC HealthCare Liquidity Pool Pro Rata S.		09/12/2008	Bank One - P00L	837,000.000	837,000		837,000	0	0	0	0	0	0	837,000	0	0	0	1,916		L
	UHC HealthCare Liquidity Pool Pro Rata S.		09/12/2008	Bank One - P00L	2,305,177.620	2,305,178		2,305,178	0	0	0	0	0	0	2,305,178	0	0	0	5,277		L
	UHC HealthCare Liquidity Pool Pro Rata S.		09/15/2008	Bank One - P00L	1,777,570.830	1,777,571		1,777,571	0	0	0	0	0	0	1,777,571	0	0	0	4,069		L
	UHC HealthCare Liquidity Pool Pro Rata S.		09/16/2008	Bank One - P00L	437,000.000	437,000		437,000	0	0	0	0	0	0	437,000	0	0	0	1,000		L
	UHC HealthCare Liquidity Pool Pro Rata S.		09/17/2008	Bank One - P00L	198,000.000	198,000		198,000	0	0	0	0	0	0	198,000	0	0	0	453		L
	UHC HealthCare Liquidity Pool Pro Rata S.		09/18/2008	Bank One - P00L	290,000.000	290,000		290,000	0	0	0	0	0	0	290,000	0	0	0	664		L
	UHC HealthCare Liquidity Pool Pro Rata S.		09/19/2008	Bank One - P00L	835,000.000	835,000		835,000	0	0	0	0	0	0	835,000	0	0	0	1,911		L
	UHC HealthCare Liquidity Pool Pro Rata S.		09/22/2008	Bank One - P00L	719,000.000	719,000		719,000	0	0	0	0	0	0	719,000	0	0	0	1,646		L
	UHC HealthCare Liquidity Pool Pro Rata S.		09/23/2008	Bank One - P00L	1,525,000.000	1,525,000		1,525,000	0	0	0	0	0	0	1,525,000	0	0	0	3,491		L
	UHC HealthCare Liquidity Pool Pro Rata S.		09/24/2008	Bank One - P00L	770,000.000	770,000		770,000	0	0	0	0	0	0	770,000	0	0	0	1,763		L
	UHC HealthCare Liquidity Pool Pro Rata S.		09/25/2008	Bank One - P00L	407,000.000	407,000		407,000	0	0	0	0	0	0	407,000	0	0	0	932		L
	UHC HealthCare Liquidity Pool Pro Rata S.		09/29/2008	Bank One - P00L	635,000.000	635,000		635,000	0	0	0	0	0	0	635,000	0	0	0	1,454		L
	UHC HealthCare Liquidity Pool Pro Rata S.		09/29/2008	Bank One - P00L	1,821,646.810	1,821,647		1,821,647	0	0	0	0	0	0	1,821,647	0	0	0	2,480		L
	UHC HealthCare Liquidity Pool Pro Rata S.		09/30/2008	Bank One - P00L	961,000.000	961,000		961,000	0	0	0	0	0	0	961,000	0	0	0	2,071		L
6899999	- Common Stocks - Industrial and Miscellaneous					75,804,275	XXX	75,804,275	0	0	0	0	0	0	75,804,275	0	0	0	157,165	XXX	XXX
7299997	- Common Stocks - Part 4					75,804,275	XXX	75,804,275	0	0	0	0	0	0	75,804,275	0	0	0	157,165	XXX	XXX
7299999	- Total - Common Stocks					75,804,275	XXX	75,804,275	0	0	0	0	0	0	75,804,275	0	0	0	157,165	XXX	XXX
7399999	- Total - Preferred and Common Stocks					75,804,275	XXX	75,804,275	0	0	0	0	0	0	75,804,275	0	0	0	157,165	XXX	XXX
7499999	Totals					79,008,349	XXX	79,004,815	1,320,691	0	(1,143)	0	(1,143)	0	78,996,877	0	11,472	11,472	228,195	XXX	XXX

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

E05.6

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

Schedule E - Part 2 - Cash Equivalents
NONE