



QUARTERLY STATEMENT

AS OF MARCH 31, 2009
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 Web Site 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</u>	<u>Christina Regina Palme-Krizak #</u>	<u>Secretary</u>
<u>Robert Noel Dellacorte</u>	<u>VP - Finance and Assistant Treasurer</u>		

OTHER OFFICERS

<u>Timothy Gilbert Caron</u>	<u>Assistant Secretary</u>	<u>Peter John Clarkson #</u>	<u>Chief Executive Officer</u>
<u>Carmel Colica</u>	<u>Assistant Secretary</u>	<u>Juanita Valarae Bolland Luis</u>	<u>Assistant Secretary</u>
<u>Timothy J. Noel #</u>	<u>Chief Financial Officer</u>	<u>Robert Worth Oberrender</u>	<u>Treasurer</u>
<u>Mary Lynn Stanislav</u>	<u>Assistant Secretary</u>		

DIRECTORS OR TRUSTEES

<u>Peter John Clarkson</u>	<u>Patrice Evelyn Cooper #</u>	<u>Stephen John Farrell</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

Christina Regina Palme-Krizak
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
11 day of May, 2009

Claudette Levesque, Notary
May 14, 2011

STATEMENT AS OF MARCH 31, 2009 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	157,555,508		157,555,508	156,627,689
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks	11,506,507		11,506,507	13,835,625
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 (\$ (3,710,404)), cash equivalents (\$ 0) and short-term investments (\$ 13,906,737)	10,196,333		10,196,333	6,275,632
6. Contract loans (including \$ premium notes)			0	0
7. Other invested assets	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)	179,258,348	0	179,258,348	176,738,946
11. Title plants less \$ charged off (for Title insurers only)			0	0
12. Investment income due and accrued	1,576,672		1,576,672	1,994,927
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	3,960,897		3,960,897	3,934,115
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	308,017		308,017	58,755
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers	5,479,032		5,479,032	7,297,862
14.2 Funds held by or deposited with reinsured companies			0	0
14.3 Other amounts receivable under reinsurance contracts	834,374		834,374	1,695,162
15. Amounts receivable relating to uninsured plans	988,449		988,449	1,299,112
16.1 Current federal and foreign income tax recoverable and interest thereon			0	0
16.2 Net deferred tax asset	1,983,351	400,763	1,582,588	1,537,250
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 (\$ 3,940,956) and other amounts receivable	4,242,709	301,753	3,940,956	3,526,113
23. Aggregate write-ins for other than invested assets	2,636,547	236,137	2,400,410	2,435,153
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	201,268,396	938,653	200,329,743	200,517,395
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
26. Total (Lines 24 and 25)	201,268,396	938,653	200,329,743	200,517,395
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. State Income Tax Receivable	2,400,410		2,400,410	2,435,153
2302. Prepays	236,137	236,137	0	0
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)	2,636,547	236,137	2,400,410	2,435,153

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ 8,376,407 reinsurance ceded)	45,172,039		45,172,039	43,286,350
2. Accrued medical incentive pool and bonus amounts	236,840		236,840	156,128
3. Unpaid claims adjustment expenses	882,530		882,530	875,119
4. Aggregate health policy reserves	22,401		22,401	33,952
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves	1,068,287		1,068,287	991,683
8. Premiums received in advance	13,340,653		13,340,653	13,825,409
9. General expenses due or accrued	489,248		489,248	544,481
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	2,070,291		2,070,291	1,356,158
10.2 Net deferred tax liability	0		0	0
11. Ceded reinsurance premiums payable	6,780,162		6,780,162	10,460,541
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated	492,145		492,145	467,956
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	263,051		263,051	1,461,936
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			0	0
21. Aggregate write-ins for other liabilities (including \$ current)	9,455	0	9,455	6,725
22. Total liabilities (Lines 1 to 21)	70,827,102	0	70,827,102	73,466,438
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	111,639,806	109,188,122
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	129,502,641	127,050,957
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	200,329,743	200,517,395
DETAILS OF WRITE-INS				
2101. Escheatments	9,455		9,455	6,725
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)	9,455	0	9,455	6,725
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	251,639	275,921	1,117,266
2. Net premium income (including \$ non-health premium income).....	XXX	99,749,110	89,017,494	381,501,198
3. Change in unearned premium reserves and reserve for rate credits	XXX	249,262	616,382	(238,792)
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	131	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	99,998,503	89,633,876	381,262,406
Hospital and Medical:				
9. Hospital/medical benefits		83,746,722	81,202,121	339,178,442
10. Other professional services		286,787	69,419	1,106,786
11. Outside referrals			0	0
12. Emergency room and out-of-area			0	0
13. Prescription drugs		15,215,274	12,189,526	53,710,611
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		80,712	81,737	316,986
16. Subtotal (Lines 9 to 15)	0	99,329,495	93,542,803	394,312,825
Less:				
17. Net reinsurance recoveries		14,699,980	20,712,698	83,383,583
18. Total hospital and medical (Lines 16 minus 17)	0	84,629,515	72,830,105	310,929,242
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 570,880 cost containment expenses.....		1,666,557	1,521,024	6,577,831
21. General administrative expenses.....		11,745,339	10,906,000	43,896,199
22. Increase in reserves for life and accident and health contracts including \$ increase in reserves for life only).....		0	0	(807,000)
23. Total underwriting deductions (Lines 18 through 22)	0	98,041,411	85,257,129	360,596,272
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	1,957,092	4,376,747	20,666,134
25. Net investment income earned		1,777,284	1,973,877	7,712,997
26. Net realized capital gains (losses) less capital gains tax of \$		(194,728)	(110,349)	(626,609)
27. Net investment gains (losses) (Lines 25 plus 26)	0	1,582,556	1,863,528	7,086,388
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)			0	(19,858)
29. Aggregate write-ins for other income or expenses	0	(52)	0	0
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	3,539,596	6,240,275	27,732,664
31. Federal and foreign income taxes incurred	XXX	1,238,859	2,048,115	9,541,568
32. Net income (loss) (Lines 30 minus 31)	XXX	2,300,737	4,192,160	18,191,096
DETAILS OF WRITE-INS				
0601. Other Revenue.....	XXX	131	0	0
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	131	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.....		(52)	0	0
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	(52)	0	0

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.....	127,050,957	119,297,289	119,297,289
34. Net income or (loss) from Line 32.....	2,300,737	4,192,160	18,191,096
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 \$.....	(21,777)	0	(1,158)
37. Change in net unrealized foreign exchange capital gain or (loss).....		0	0
38. Change in net deferred income tax.....	45,338	270,749	950,916
39. Change in nonadmitted assets.....	127,386	(650,527)	(157,098)
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	0
44.2 Transferred from surplus (Stock Dividend).....		0	0
44.3 Transferred to surplus.....		0	0
45. Surplus adjustments:			
45.1 Paid in.....		0	0
45.2 Transferred to capital (Stock Dividend).....	0	0	0
45.3 Transferred from capital.....		0	0
46. Dividends to stockholders.....	0	0	(11,929,729)
47. Aggregate write-ins for gains or (losses) in surplus.....	0	1,224,989	699,641
48. Net change in capital & surplus (Lines 34 to 47).....	2,451,684	5,037,371	7,753,668
49. Capital and surplus end of reporting period (Line 33 plus 48)	129,502,641	124,334,660	127,050,957
DETAILS OF WRITE-INS			
4701. Prior Period Adjustmen.....	0	1,224,989	699,641
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)	0	1,224,989	699,641

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance.....	95,687,736	388,196,663
2. Net investment income.....	2,404,559	8,584,968
3. Miscellaneous income.....	34,875	142
4. Total (Lines 1 to 3).....	98,127,170	396,781,773
5. Benefit and loss related payments.....	81,304,472	310,138,223
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions.....	12,181,078	58,584,194
8. Dividends paid to policyholders.....	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	410,000	6,735,054
10. Total (Lines 5 through 9).....	93,895,550	375,457,471
11. Net cash from operations (Line 4 minus Line 10).....	4,231,620	21,324,302
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds.....	9,678,318	40,545,318
12.2 Stocks.....	92,513,581	314,716,763
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).....	102,191,899	355,262,081
13. Cost of investments acquired (long-term only):		
13.1 Bonds.....	11,146,387	48,424,564
13.2 Stocks.....	90,184,464	318,879,220
13.3 Mortgage loans.....	0	0
13.4 Real estate.....	0	0
13.5 Other invested assets.....	0	0
13.6 Miscellaneous applications.....	0	16
13.7 Total investments acquired (Lines 13.1 to 13.6).....	101,330,851	367,303,800
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).....	861,048	(12,041,719)
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	0
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	11,929,729
16.6 Other cash provided (applied).....	(1,171,967)	1,555,792
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	(1,171,967)	(10,373,937)
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).....	3,920,701	(1,091,354)
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	6,275,632	7,366,986
19.2 End of period (Line 18 plus Line 19.1).....	10,196,333	6,275,632

STATEMENT AS OF MARCH 31, 2009 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	92,030	211	40,886	0	0	0	0	18,655	32,278	0
2. First Quarter	83,798	202	32,369					18,146	33,081	
3. Second Quarter	0									
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	251,639	640	100,275					54,916	95,808	
Total Member Ambulatory Encounters for Period:										
7. Physician	338,612	365	156,956					94,710	86,581	
8. Non-Physician	92,819	13	5,722					45,358	41,726	
9. Total	431,431	378	162,678	0	0	0	0	140,068	128,307	0
10. Hospital Patient Days Incurred	25,516	51	2,821					19,053	3,591	
11. Number of Inpatient Admissions	4,218	8	661					2,399	1,150	
12. Health Premiums Written	120,822,037	197,429	34,711,987					48,994,756	36,917,865	
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	121,041,521	197,056	34,682,582					49,244,018	36,917,865	
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	98,999,249	37,450	26,089,890	0				40,120,892	32,751,017	
18. Amount Incurred for Provision of Health Care Services	99,329,495	34,911	24,132,482	0				40,828,578	34,333,524	

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

STATEMENT AS OF MARCH 31, 2009 OF THE UnitedHealthcare of New England, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)	21,840,393	1,030,837	516,903	35,495	232,368	23,655,996
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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)	3,788,519	6,662,410	2,721,739	3,213,744	6,510,258	6,643,892
2. Medicare Supplement	0				0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare	16,129,392	23,991,500	947,126	20,777,731	17,076,518	20,908,502
7. Title XIX - Medicaid	11,037,573	21,513,909	2,218,037	16,361,949	13,255,610	16,725,639
8. Other Health					0	0
9. Health Subtotal (Lines 1 to 8).....	30,955,484	52,167,819	5,886,902	40,353,424	36,842,386	44,278,033
10. Healthcare receivables (a)	140,475	4,097,135		5,101	140,475	3,705,918
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts			156,128	80,712	156,128	156,128
13. Totals	30,815,009	48,070,684	6,043,030	40,429,035	36,858,039	40,728,243

(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

Organization and Operation — UnitedHealthcare of New England, Inc. (the “Company”), a for-profit health maintenance organization (HMO), offers its enrollees a variety of managed care programs and products through contractual arrangements with health care providers. The Company is a wholly owned subsidiary of UnitedHealthcare, Inc. (UHC). UHC is a wholly owned subsidiary of United HealthCare Services, Inc. (UHS), an HMO management corporation which provides services to the Company under the terms of a management agreement. UHS is a wholly owned subsidiary of UnitedHealthGroup Incorporated (UnitedHealth Group). The Company has entered into contracts with physicians, hospitals, and other health care providers pursuant to which such providers deliver medical care to its enrollees primarily on a modified fee-for-service or capitated basis. The Company was incorporated on November 14, 1984, and in December 1984, received its certificate of authority to operate as an HMO in the state of Rhode Island and portions of the Commonwealth of Massachusetts.

The Company offers the Evercare product in the state of Rhode Island. Evercare offers complete, individualized care planning and care benefits for aging, disabled, and chronically ill individuals. Evercare offers these long-term care services in nursing homes, community-based settings, and private homes.

The Company serves as a plan sponsor offering Medicare Advantage and Medicare Part D prescription drug insurance coverage under a contract with the Centers for Medicare and Medicaid Services (CMS). Under the Medicare Part D program, there are six separate elements of payment received by the Company during the plan year; these payment elements are: CMS premium, member premium, low-income premium subsidy, catastrophic reinsurance subsidy, low-income member cost sharing subsidy, and CMS risk share.

The Company has a contract with the State of Rhode Island, Division of Medical Assistance and Health Services (the “State”), to provide healthcare services to Medicaid and FamilyCare (a program for uninsured children and adults) beneficiaries in Rhode Island.

Basis of Presentation — The Company prepares its financial statements on the basis of accounting practices prescribed or permitted by the State of Rhode Island Department of Business Regulation Insurance Division (the “Division”), which are designed primarily to demonstrate ability to meet claims of policyholders. These practices differ from accounting principles generally accepted in the United States of America (“generally accepted accounting principles”) as certain assets, including certain aged premium and health care receivables, are considered nonadmitted assets for statutory purposes and are excluded from the statutory basis statements of admitted assets, liabilities, and capital and surplus and outstanding checks are required to be presented as negative cash in the statutory basis statements of admitted assets, liabilities, and capital and surplus as opposed to being reflected as other liabilities under generally accepted accounting principles.

The change in nonadmitted assets has been reflected in accumulated surplus in the accompanying statutory basis financial statements. Under generally accepted accounting principles, these amounts would be included in total assets on the balance sheet. In addition, certain debt investments that would be shown at market value under generally accepted accounting principles are presented at amortized cost in the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus.

The Division recognizes only statutory accounting practices prescribed or permitted by the state of Rhode Island for determining and reporting the financial condition and results of operations of an HMO and for determining its solvency under Rhode Island insurance law. The State of Rhode Island prescribes the use of the National Association of Insurance Commissioners’ (NAIC) Accounting Practices and Procedures manual (NAIC SAP) has been adopted with modifications as a component of prescribed or permitted practices by the State of Rhode Island. The modifications adopted by the state did not affect the statutory basis capital and surplus.

Use of Estimates — These statutory basis financial statements include certain amounts that are based on the Company’s estimates and judgments. These estimates require the Company to apply complex assumptions and judgments, often because the Company must make estimates about the effects of matters that are inherently uncertain and will change in subsequent periods. The most significant estimates relate to total hospital and medical expenses and claims unpaid. The Company adjusts these estimates each period, as more current information becomes available. The impact of any changes in estimates is included in the determination of income in the period in which the estimate is adjusted.

Cash, Cash Equivalents and Short-term Investments — Cash, cash equivalents and short-term investments represent cash held by the Company in disbursement accounts, money market instruments, commercial paper, and bonds with a maturity of one year or less at the time of purchase. Claims and other payments are made from the disbursement accounts daily. Cash equivalents are reported at cost or amortized cost depending on the nature of the underlying security, which approximates market value. Cash overdrafts are a result of timing differences in funding disbursement accounts for claims payments.

Short-term investments also consist of the Company’s share of an investment pool sponsored and administered by UHS for the benefit of the UHS-owned health plans. The investment pool consists principally of investments with original maturities of less than one year with the average life of the individual investments being less than 60 days. The Company’s share of the pool represents an undivided ownership interest in the pool and is immediately convertible to cash at no cost or penalty. The investments within the pool have an individual fund number to track those investments owned by the Company. The pool is primarily invested in governmental obligations, commercial paper, certificates of deposit, and short-term agency notes and is recorded at cost. Interest income from the pool accrues daily to participating members based upon ownership percentage.

Bonds and Short-term Investments — Bonds and short-term investments include money market funds, commercial paper, corporate bonds, government obligations, and municipal securities and are stated at amortized cost if they meet NAIC designation of one or two and are stated at the lower of amortized cost or market value if they meet an NAIC designation of three or higher. Amortization of bond premium or discount is calculated using the constant-yield interest method. Bonds and short-term investments are valued and reported using market prices published by the NAIC Securities Valuation Office (“SVO”) in accordance with the NAIC Valuations of Securities manual prepared by the SVO or external pricing service if NAIC values are not available.

Corporate bonds and government obligations include mortgage-backed securities, which are valued using the retrospective adjustment methodology. Prepayment assumptions for the determination of the amortized cost of mortgage-backed securities are based on a three-month constant prepayment rate history. The Company’s investment policy limits investments in non-agency residential mortgage-backed securities, including home equity and subprime mortgages to 10% of total cash and invested assets and total investments in mortgage-backed securities to 30% of total cash and invested assets.

The Company continually monitors the difference between the cost and estimated fair value of its invested assets. If any of the Company’s investments experience a decline in value that the Company believes is other than temporary, the Company records a

NOTES TO FINANCIAL STATEMENTS

realized loss in net realized capital gains or (losses) less capital gains tax in the statutory basis statement of operations. The new cost basis is not changed for subsequent recoveries in fair value. The prospective adjustment method is utilized for mortgage-backed securities for periods subsequent to the loss recognition.

Hospital and Medical Expenses and Claims Unpaid and Aggregate Health Policy Reserves — Hospital and medical expenses and corresponding liabilities include claims paid, claims processed but not yet paid, estimates for claims received but not yet processed, and estimates for the costs of health care services enrollees have received, but for which claims have not yet been submitted.

The estimates for health care services incurred but not yet reported are developed using actuarial methods based upon historical submission and payment data, cost trends, customer and product mix, seasonality, utilization of health care services, contracted service rates, and other relevant factors. The estimates may change as actuarial methods change or as underlying facts upon which estimates are based change. The Company did not change actuarial methods during the quarter ended March 31, 2009. Management believes the amount of claims unpaid is adequate to cover the Company's liability for unpaid claims as of March 31, 2009; however, actual claim payments may differ from those established estimates. Adjustments to claims unpaid estimates are reflected in operating results in the period in which the change in estimate is identified.

Receivable or Liability for Amounts Held Under Uninsured Plans — Receivables or liabilities for amounts held under uninsured plans represents the cost reimbursement under the Medicare Part D program for the catastrophic reinsurance subsidy and the low-income member cost sharing subsidy. The Company is fully reimbursed by CMS for costs incurred for these contract elements and, accordingly, there is no insurance risk to the Company. Amounts received for these subsidies are not reflected as premium income, but rather are accounted for as deposits, with the related asset or liability recorded in amounts held under uninsured plans in the statutory basis statements of admitted assets, liabilities, and capital and surplus. Related cash flows are presented within operating expenses paid within cash provided by operations in the statutory basis statements of cash flows.

Income Taxes — Statutory accounting requires an amount to be recorded for deferred taxes on temporary differences between the financial reporting and tax bases of assets and liabilities, subject to limitations on deferred tax assets. The Company's operations are included in the consolidated federal income tax return of UnitedHealth Group. Federal income taxes are paid to or refunded by UnitedHealth Group pursuant to the terms of a tax-sharing agreement, approved by the Board of Directors, under which taxes approximate the amount that would have been computed on a separate company basis. Income taxes incurred in the current and prior years will be available for recoupment by the Company only in the event of future net losses of consolidated UnitedHealth Group. The Company receives a benefit at the federal rate in the current year for current taxable losses incurred in that year to the extent losses can be utilized in the consolidated federal income tax return of UnitedHealth Group. UnitedHealth Group currently files income tax returns in the U.S. federal jurisdiction, various states, and foreign jurisdictions. The U.S. Internal Revenue Service (IRS) has completed exams on UnitedHealth Group's consolidated income tax returns for fiscal years 2007 and prior. With the exception of a few states, UnitedHealth Group is no longer subject to income tax examinations prior to 2002 in major state and foreign jurisdictions. The Company does not believe any adjustments that may result from these examinations will be material to the Company.

Claims Adjustment Expense — Claims adjustment expenses (CAE) as defined by Statement of Statutory Accounting Principles (SSAP) No. 85, *Claim Adjustment Expenses, Amendments to SSAP No. 55 — Unpaid Claims, Losses, and Loss Adjustment Expenses*, are those costs expected to be incurred in connection with the adjustment and recording of accident and health claims. Pursuant to the terms of the management agreement (see Note 10), the Company pays a management fee to UHS in exchange for administrative and management services. A detailed review of UHS' and the Company's administrative expenses is performed to determine the allocation between CAE and general administrative expenses in accordance with SSAP No. 85. It is the responsibility of UHS to pay claims adjustment expenses in the event the Company ceases operations. The Company has recorded an estimate of unpaid claims adjustment expenses associated with health services incurred but unpaid claims. Management believes the amount of the liability for unpaid claims adjustment expenses as of March 31, 2009, is adequate to cover the Company's cost for the adjustment and recording of unpaid claims, however, actual expenses may differ immaterially from those established estimates. The method used for determining CAE is periodically reviewed and updated, and any adjustments are reflected in the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus and the statutory basis statements of operations in the period in which the change in methodology is identified.

Premiums — Net premium income is recognized in the period in which enrollees are entitled to receive health care services. Premiums received prior to the period of service are recorded as premiums received in advance in the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus.

Net premium income includes the Medicare Advantage CMS premium, and the CMS premium, member premium, and low-income premium subsidy for the Company's insurance risk coverage under the Medicare Part D program. Net premium income is recognized ratably over the period in which eligible individuals are entitled to receive prescription drug benefits. The Company estimates retrospective premiums adjustments based on guidelines determined by CMS.

The Company also has an arrangement with CMS for certain Medicare products whereby periodic changes in member risk factor adjustment scores, for certain diagnoses codes, result in changes to its Medicare revenues. The Company recognizes such changes when the amounts become determinable and supportable, and collectibility is reasonably assured.

Net premium income also includes amounts paid by state and federal governments per member in exchange for the provision and administration of medical benefits under the Medicaid and Comprehensive Health Insurance Pool programs. Premiums are contractual and are paid in advance of the coverage period for which benefits are to be provided and are earned and recognized during the applicable coverage period regardless of whether services are incurred, except in the case of maternity payments. Included in net premium income are capitated payments, home nursing risk-sharing payments, high dollar risk pool payments, and maternity payments. The majority of net premium income recorded is based on capitated rates, which are monthly premiums paid for each member enrolled. Home nursing risk-sharing income is payable based upon the number of members that qualify for such reimbursement. Maternity income is billed on contractual rates and recognized as income as each birth case is identified by the Company. Net premium income is shown net of reinsurance.

Reinsurance Ceded — On January 1, 2004, the Company entered into a reinsurance agreement with United HealthCare Insurance Company ("UHIC") through which 60% of earned commercial member premiums, medical services expenses, and operating expenses are transferred to UHIC. In addition, effective January 1, 2005, the Company entered into an insolvency-only reinsurance agreement with UHIC. Reinsurance premiums paid and recoveries received are deducted from net premium income and total hospital and medical expenses, respectfully, in the accompanying statutory basis financial statements.

NOTES TO FINANCIAL STATEMENTS

Incentive Pool — The Company has agreements with certain independent physicians and physician network organizations that provide for the establishment of a fund into which the Company places monthly premiums payable for members assigned to the physician. The Company manages the disbursement of funds from this account as well as reviews the utilization of nonprimary care medical services of members assigned to the physicians. Any surpluses or deficits in the fund are shared by the Company and the physician based upon predetermined risk-sharing percentages and liability or receivable is included in accrued medical incentive pool and bonus amounts or health care and other receivables in the statutory basis statements of assets, liabilities, and capital and surplus, and the corresponding expense or reduction to expense is included in incentive pool, withhold adjustments, and bonus amounts in the statutory basis statements of operations.

Medical Risk Share — The Company has settlements with CMS based on whether the ultimate per-member, per-month benefit costs of any Medicare Part D regional plan varies above or below the level estimated in the original bid submitted by the Company and approved by CMS. The estimated risk share adjustment is recorded as an adjustment to net premium income in the statutory basis statements of operations and aggregate health policy reserves in the statutory basis statements of admitted assets, liabilities, and capital and surplus.

Health Care Receivables — Health care receivables consist of pharmacy rebate receivables estimated based on the most currently available data from the Company's claims processing systems and from data provided by the Company's unaffiliated pharmaceutical benefit manager(s) and affiliated pharmaceutical benefit manager, Rx Solutions, Inc. (Rx Solutions). Pharmacy rebate receivables are considered nonadmitted assets for statutory purposes if they do not meet the criteria established in SSAP No. 84, *Certain Health Care Receivables and Receivables Under Government Insured Plans* (SSAP No. 84). Accordingly, the Company has excluded receivables that do not meet the SSAP No. 84 criteria from the statutory basis statements of admitted assets, liabilities, and capital and surplus.

Premium Deficiency Reserve — Premium deficiency reserves and the related expense, as defined by SSAP No. 54, *Individual and Group Accident Health Contracts*, as well as actuarial practice guidelines, are recognized when it is probable that expected future health care expenses, claim adjustment expenses, and administration costs under a group of existing contracts will exceed anticipated future premiums and reinsurance recoveries considered over the remaining lives of the contracts and are recorded as aggregate health policy reserves in the statutory basis statements of admitted assets, liabilities and capital and surplus. The methods for making such estimates and for establishing the resulting reserves are periodically reviewed and updated, and any adjustments are reflected in increase (decrease) in reserves for life and accident and health contracts in the accompanying statutory basis statements of operations in the period in which the change in estimate is identified. The Company anticipates investment income as a factor in the premium deficiency calculation, in accordance with SSAP No. 54.

Vulnerability Due to Certain Concentrations — The Company is subject to substantial federal and state government regulation, including licensing and other requirements relating to the offering of the Company's existing products in new markets and offerings of new products, both of which may restrict the Company's ability to expand its business.

Restricted Cash Reserves — The Massachusetts Department of Insurance requires the Company to maintain a minimum regulatory deposit (currently \$1,000,000). This restricted cash reserve consists principally of government obligations and is stated at amortized cost. This reserve is included in bonds in the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus. Interest earned on this reserve is accrued by the Company.

Minimum Capital and Surplus — Under the laws of the state of Massachusetts, the Massachusetts Department of Insurance requires the Company to maintain a minimum capital and surplus equal to \$1,000,000. The Massachusetts Department of Insurance requires the Company to maintain a minimum regulatory deposit (currently \$1,000,000) or 2% of the first \$150,000,000 annual premium revenue and 1% of annual premium revenue in excess of \$150,000,000. The Company has approximately \$127,051,000 in capital and surplus, which is in compliance with the required amount as of March 31, 2009.

Risk-based capital (RBC) is a regulatory tool for measuring the minimum amount of capital appropriate for a managed care organization to support its overall business operations in consideration of its size and risk profile. The Company is in compliance with the required amount as of March 31, 2008.

Recently Issued Accounting Standards — In September 2006, the Financial Accounting Standards Board (FAS) issued SFAS No. 157, "Fair Value Measurements," (FAS 157). FAS 157 establishes a framework for measuring fair value. FAS 157 does not require new fair value measurements, but does require expanded disclosures to provide information about the extent to which fair value is used to measure assets and liabilities, the methods and assumptions to measure fair value, and the effect of fair value measures on earnings. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007. GAAP pronouncements do not become part of NAIC SAP until and unless adopted by the NAIC. FAS 157 is currently being considered by the NAIC. The Company adopted the disclosure requirements of FAS 157 as of December 3, 2008.

In January 2009, the NAIC issued SSAP No. 98, *Treatment of Cash Flows When Quantifying Changes in Valuation and Impairments, an Amendment to SSAP No. 43 — Loan-backed and Structured Securities* (SSAP 98). SSAP 98 establishes statutory accounting principles for impairment analysis and subsequent valuation of loan-backed and structured securities. This statement is effective for quarterly and annual reporting periods beginning on or after January 1, 2009, with early adoption permitted and encouraged. A change resulting from the adoption of this statement shall be accounted for prospectively. No cumulative effect adjustments or application of the new guidance to prior events or periods are required, similar to a change in accounting estimate. The Company adopted SSAP 98 as of December 31, 2008. The Company has assessed the impact of SSAP 98 on its financial condition, results of operations and cash flows and has determined the result was not material to the statutory basis financial statements.

In September 2008, the NAIC issued SSAP No. 99, *Accounting for Certain Securities Subsequent to an Other-Than-Temporary Impairment* (SSAP 99). SSAP 99 establishes statutory accounting principles for the treatment of premium or discount applicable to certain securities subsequent to the recognition of an other-than-temporary impairment. This statement is effective for quarterly and annual reporting periods beginning on or after January 1, 2009, with early adoption permitted. The Company adopted SSAP 99 as of December 31, 2008. The Company has assessed the impact of SSAP 99 on its financial condition, results of operations and cash flows and has determined the result was not material to the statutory basis financial statements.

Note 2 - Accounting Changes and Corrections of Errors

NOTES TO FINANCIAL STATEMENTS

No Change

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.

Note 14 - Contingencies

No Change

Note 15 – Leases

No Change

NOTES TO FINANCIAL STATEMENTS

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

No 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

Reserves as of December 31, 2008 were \$40.7 million. As of March 31, 2009, \$30.8 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$6.0 million as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been \$3.9 million favorable prior year development since December 31, 2008 to March 31, 2009 as actual healthcare claims were lower than those anticipated when the reserves were initially established.

Note 25 – Intercompany Pooling Arrangements

No Change

Note 26 – Structured Settlements

NOTES TO FINANCIAL STATEMENTS

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:

- 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 [] NA [X]
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 [X] No [] 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 - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, F - 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 T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefit Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
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	6,349,829						6,349,829	
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	28,559,587	48,994,756	36,917,865				114,472,208	
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	0
59. Subtotal	XXX	34,909,416	48,994,756	36,917,865	0	0	0	0	120,822,037	0
60. Reporting entity contributions for Employee Benefit Plans	XXX								0	
61. Total (Direct Business)	(a) 2	34,909,416	48,994,756	36,917,865	0	0	0	0	120,822,037	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	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	0	0	0	0	0	0	0	0	0

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

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 acquisition	0	0
2.2 Additional investment made after acquisition	0	0
3. Current year change in encumbrances	0	0
4. Total gain (loss) on disposals	0	0
5. Deduct amounts received on disposals	0	0
6. Total foreign exchange change in book/adjusted carrying value	0	0
7. Deduct current year's other than temporary impairment recognized	0	0
8. Deduct current year's depreciation	0	0
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 amounts	0	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, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after acquisition	0	0
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	0	0
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	0	0
8. Deduct amortization of premium and mortgage interest points and commitment fees	0	0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest	0	0
10. Deduct current year's other than temporary impairment recognized	0	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. Total valuation allowance	0	0
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts	0	0
15. Statement value at end of current period (Line 13 minus Line 14)	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 acquisition	0	0
2.2 Additional investment made after acquisition	0	0
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	0	0
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	0	0
8. Deduct amortization of premium and depreciation	0	0
9. Total foreign exchange change in book/adjusted carrying value	0	0
10. Deduct current year's other than temporary impairment recognized	0	0
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	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	170,463,313	159,627,064
2. Cost of bonds and stocks acquired	101,330,851	367,303,785
3. Accrual of discount	63,715	140,518
4. Unrealized valuation increase (decrease)	(21,775)	(1,158)
5. Total gain (loss) on disposals	(46,891)	926,771
6. Deduct consideration for bonds and stocks disposed of	102,191,899	355,262,081
7. Deduct amortization of premium	272,736	1,048,411
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	262,563	1,223,185
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	169,062,015	170,463,313
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	169,062,015	170,463,313

STATEMENT AS OF MARCH 31, 2009 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	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	163,784,199	24,478,718	21,770,349	758,591	167,251,160	0	0	163,784,199
2. Class 2 (a)	4,757,253	0	0	(1,657,978)	3,099,276	0	0	4,757,253
3. Class 3 (a)	0	0	0	409,083	409,083	0	0	0
4. Class 4 (a)	731,247	0	24,517	(706,731)	0	0	0	731,247
5. Class 5 (a)	354,029	0	354,978	703,676	702,727	0	0	354,029
6. Class 6 (a)	0	0	0	0	0	0	0	0
7. Total Bonds	169,626,729	24,478,718	22,149,843	(493,359)	171,462,245	0	0	169,626,729
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 & Preferred Stock	169,626,729	24,478,718	22,149,843	(493,359)	171,462,245	0	0	169,626,729

(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 \$ 0 ; NAIC 2 \$ 0 ; NAIC 3 \$ 0 ; NAIC 4 \$ 0 ; NAIC 5 \$ 0 ; NAIC 6 \$ 0

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	13,906,737	XXX	13,906,737	12,484	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.....	12,999,040	12,894,459
2. Cost of short-term investments acquired	11,632,331	30,542,861
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.....	10,724,634	30,438,280
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).....	13,906,737	12,999,040
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	13,906,737	12,999,040

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 acquired.....	1,700,000	14,644,914
3. Accrual of discount.....	0	5,086
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals.....	0	0
6. Deduct consideration received on disposals.....	1,700,000	14,650,000
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 MARCH 31, 2009 OF THE UnitedHealthcare of New England, Inc.

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Stock Shares	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (e)
31399A-V0-2	FVMA Note Non Call 1.750% 03/23/11		02/26/2009	JP Morgan Chase		999,970	1,000,000	0	XX
039999 - Total	Bonds - U.S. Government					999,970	1,000,000	0	XX
57582N-SL-0	MA State GO Non Call 5.500% 10/01/20		01/28/2009	Merrill Lynch		2,954,275	2,500,000	46,215	FE
575850-4X-7	MA Health & Ed Rev Bond Non Call 6.250		01/21/2009	Barclays Capital Inc.		1,907,505	1,500,000	29,948	FE
604129-LF-1	MM St GO Cont Call 5.000% 12/01/22		01/21/2009	Merrill Lynch		1,099,210	1,000,000	0	FE
179999 - Total	Bonds - States, Territories and Possessions					5,960,990	5,000,000	76,163	XX
31377L-WN-5	FVMA Pool 255453 (MBS) 5.000% 11/07/19		03/13/2009	Stephen Inc.		1,043,614	1,003,777	2,231	FE
60639W-KV-6	MS Hwy Trans Rev Bond Cont Call 5.250%		01/28/2009	Merrill Lynch		1,275,945	1,100,000	15,079	FE
319999 - Total	Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of					2,319,559	2,103,777	17,310	XX
17313U-AE-9	Citi Group Corp Note Non Call 2.125% 04		01/29/2009	Citi Group		998,060	1,000,000	0	FE
717081-CZ-4	Pfizer Incorporated Corp Note Non Call M		03/17/2009	Citi Group		868,808	870,000	0	FE
389999 - Total	Bonds - Industrial, Misc.					1,866,868	1,870,000	0	XX
839999 - Total	Bonds - Part 3					11,146,387	9,973,777	93,473	XX
839999 - Total	Bonds					11,146,387	9,973,777	93,473	XX
899999 - Total	Preferred Stocks					0	XXX	0	XX
UHC HealthCare Liquidity Pool Pro Rata S			01/05/2009	Bank One - POOL	15,530,000,000	15,530,000		0	L
UHC HealthCare Liquidity Pool Pro Rata S			01/12/2009	Bank One - POOL	3,178,796,150	3,178,796		0	L
UHC HealthCare Liquidity Pool Pro Rata S			01/16/2009	Bank One - POOL	81,000,000	81,000		0	L
UHC HealthCare Liquidity Pool Pro Rata S			01/20/2009	Bank One - POOL	4,135,000,000	4,135,000		0	L
UHC HealthCare Liquidity Pool Pro Rata S			01/26/2009	Bank One - POOL	909,733,700	909,734		0	L
UHC HealthCare Liquidity Pool Pro Rata S			01/30/2009	Bank One - POOL	999,785,790	999,786		0	L
UHC HealthCare Liquidity Pool Pro Rata S			02/02/2009	Bank One - POOL	21,902,000,000	21,902,000		0	L
UHC HealthCare Liquidity Pool Pro Rata S			02/06/2009	Bank One - POOL	171,000,000	171,000		0	L
UHC HealthCare Liquidity Pool Pro Rata S			02/13/2009	Bank One - POOL	474,264,370	474,264		0	L
UHC HealthCare Liquidity Pool Pro Rata S			02/17/2009	Bank One - POOL	5,156,000,000	5,156,000		0	L
UHC HealthCare Liquidity Pool Pro Rata S			02/27/2009	Bank One - POOL	5,973,360	5,973		0	L
UHC HealthCare Liquidity Pool Pro Rata S			03/02/2009	Bank One - POOL	21,845,000,000	21,845,000		0	L
UHC HealthCare Liquidity Pool Pro Rata S			03/06/2009	Bank One - POOL	44,000,000	44,000		0	L
UHC HealthCare Liquidity Pool Pro Rata S			03/10/2009	Bank One - POOL	3,478,985,960	3,478,986		0	L
UHC HealthCare Liquidity Pool Pro Rata S			03/13/2009	Bank One - POOL	723,635,710	723,636		0	L
UHC HealthCare Liquidity Pool Pro Rata S			03/16/2009	Bank One - POOL	4,823,000,000	4,823,000		0	L
UHC HealthCare Liquidity Pool Pro Rata S			03/30/2009	Bank One - POOL	6,684,717,300	6,684,717		0	L
UHC HealthCare Liquidity Pool Pro Rata S			03/31/2009	Bank One - POOL	41,571,520	41,572		0	L
909999 - Total	Common Stocks - Industrial, Misc.					90,184,464	XXX	0	XX
979999 - Total	Common Stocks - Part 3					90,184,464	XXX	0	XX
979999 - Total	Common Stocks					90,184,464	XXX	0	XX
989999 - Total	Preferred and Common Stocks					90,184,464	XXX	0	XX
999999 - Totals						101,330,851	XXX	93,473	XX

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

STATEMENT AS OF MARCH 31, 2009 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	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 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 Interests/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator	
362061-PL-1	GNMA Pool 424427 (MBS) 7.000% 08/15/12	01/01/2009	Paydown		381	381	386	385	.0	(.4)	.0	(.4)	.0	381	.0	.0	.0	.0	2	08/15/2012	1
362061-PL-1	GNMA Pool 424427 (MBS) 7.000% 08/15/12	02/01/2009	Paydown		383	383	388	387	.0	(.4)	.0	(.4)	.0	383	.0	.0	.0	.0	4	08/15/2012	1
362061-PL-1	GNMA Pool 424427 (MBS) 7.000% 08/15/12	03/01/2009	Paydown		386	386	391	390	.0	(.4)	.0	(.4)	.0	386	.0	.0	.0	.0	7	08/15/2012	1
362110-F9-8	GNMA Pool 508792 (MBS) 8.000% 04/15/15	01/01/2009	Paydown		52	52	53	53	.0	.0	.0	.0	.0	52	.0	.0	.0	.0	0	04/15/2015	1
362110-F9-8	GNMA Pool 508792 (MBS) 8.000% 04/15/15	02/01/2009	Paydown		57	57	57	57	.0	.0	.0	.0	.0	57	.0	.0	.0	.0	1	04/15/2015	1
362110-F9-8	GNMA Pool 780859 (MBS) 8.000% 04/15/15	03/01/2009	Paydown		64	64	65	64	.0	.0	.0	.0	.0	64	.0	.0	.0	.0	1	04/15/2015	1
36225A-5U-0	GNMA Pool 780859 (MBS) 7.500% 09/15/13	01/01/2009	Paydown		653	653	665	658	.0	(.5)	.0	(.5)	.0	653	.0	.0	.0	.0	4	09/15/2013	1
36225A-5U-0	GNMA Pool 780859 (MBS) 7.500% 09/15/13	02/01/2009	Paydown		655	655	667	660	.0	(.5)	.0	(.5)	.0	655	.0	.0	.0	.0	8	09/15/2013	1
36225A-5U-0	GNMA Pool 780859 (MBS) 7.500% 09/15/13	03/01/2009	Paydown		619	619	631	624	.0	(.5)	.0	(.5)	.0	619	.0	.0	.0	.0	12	09/15/2013	1
0399999 - Bonds - U.S. Governments					3,250	3,250	3,302	3,276	0	(.23)	0	(.23)	0	3,250	0	0	0	0	40	XXX	XXX
658256-5K-5	NY State GO Call PRFD 5.250% 03/01/18	03/01/2009	Call		1,530,000	1,500,000	1,586,120	1,534,828	.0	(4,828)	.0	(4,828)	.0	1,530,000	.0	.0	.0	39,375	03/01/2018	1FE	
1799999 - Bonds - U.S. States, Territories and Possessions					1,530,000	1,500,000	1,566,120	1,534,828	0	(4,828)	0	(4,828)	0	1,530,000	0	0	0	0	39,375	XXX	XXX
743787-E9-0	Providence Rhode Island GO Callable 5	01/15/2009	Maturity		805,000	805,000	839,559	805,149	.0	(.149)	.0	(.149)	.0	805,000	.0	.0	.0	21,534	01/15/2009	1FE	
2499999 - Bonds - U.S. Political Subdivisions of States, Territories and Possessions					805,000	805,000	839,559	805,149	0	(.149)	0	(.149)	0	805,000	0	0	0	21,534	XXX	XXX	
312831-3V-1	FHLMC Pool G10812 (MBS) 7.500% 04/01/11	01/01/2009	Paydown		444	444	452	448	.0	(.3)	.0	(.3)	.0	444	.0	.0	.0	.0	3	04/01/2011	1
312831-3V-1	FHLMC Pool G10812 (MBS) 7.500% 04/01/11	02/01/2009	Paydown		598	598	609	602	.0	(.4)	.0	(.4)	.0	598	.0	.0	.0	.0	7	04/01/2011	1
312831-3V-1	FHLMC Pool G10812 (MBS) 7.300% 04/01/11	03/01/2009	Paydown		412	412	419	415	.0	(.3)	.0	(.3)	.0	412	.0	.0	.0	.0	8	04/01/2011	1
312831-TM-3	FHLMC Pool G10556 (MBS) 7.000% 07/01/11	01/01/2009	Paydown		718	718	733	722	.0	(.4)	.0	(.4)	.0	718	.0	.0	.0	.0	4	07/01/2011	1
312831-TM-3	FHLMC Pool G10556 (MBS) 7.000% 07/01/11	02/01/2009	Paydown		402	402	410	404	.0	(.2)	.0	(.2)	.0	402	.0	.0	.0	.0	5	07/01/2011	1
312831-TM-3	FHLMC Pool G10556 (MBS) 7.000% 07/01/11	03/01/2009	Paydown		535	535	546	538	.0	(.3)	.0	(.3)	.0	535	.0	.0	.0	.0	9	07/01/2011	1
312831-WR-8	FHLMC Pool G10656 (MBS) 7.500% 01/01/11	01/01/2009	Paydown		539	539	545	541	.0	(.1)	.0	(.1)	.0	539	.0	.0	.0	.0	3	01/01/2011	1
312831-WR-8	FHLMC Pool G10656 (MBS) 7.500% 01/01/11	02/01/2009	Paydown		409	409	413	410	.0	(.1)	.0	(.1)	.0	409	.0	.0	.0	.0	5	01/01/2011	1
312831-WR-8	FHLMC Pool G10656 (MBS) 7.500% 01/01/11	03/01/2009	Paydown		360	360	363	361	.0	(.1)	.0	(.1)	.0	360	.0	.0	.0	.0	7	01/01/2011	1
31283K-4T-2	FHLMC Pool G11734 (MBS) 5.000% 05/01/12	01/01/2009	Paydown		7,754	7,754	7,769	7,765	.0	(.10)	.0	(.10)	.0	7,754	.0	.0	.0	32	05/01/2020	1	
31283K-4T-2	FHLMC Pool G11734 (MBS) 5.000% 05/01/12	02/01/2009	Paydown		7,312	7,312	7,326	7,322	.0	(.10)	.0	(.10)	.0	7,312	.0	.0	.0	.0	61	05/01/2020	1
31283K-4T-2	FHLMC Pool G11734 (MBS) 5.000% 05/01/12	03/01/2009	Paydown		12,988	12,988	13,012	13,005	.0	(.18)	.0	(.18)	.0	12,988	.0	.0	.0	.0	162	05/01/2020	1
31283K-6J-2	FHLMC Pool G11773 (MBS) 5.000% 10/01/12	01/01/2009	Paydown		6,823	6,823	6,776	6,780	.0	.43	.0	.43	.0	6,823	.0	.0	.0	.0	28	10/01/2020	1
31283K-6J-2	FHLMC Pool G11773 (MBS) 5.000% 10/01/12	02/01/2009	Paydown		8,300	8,300	8,242	8,248	.0	.52	.0	.52	.0	8,300	.0	.0	.0	.0	69	10/01/2020	1
31283K-6J-2	FHLMC Pool G11773 (MBS) 5.000% 10/01/12	03/01/2009	Paydown		11,032	11,032	10,955	10,962	.0	.69	.0	.69	.0	11,032	.0	.0	.0	.0	138	10/01/2020	1
312860-RZ-5	FHLMC Pool E78604 (MBS) 7.000% 09/01/11	01/01/2009	Paydown		185	185	185	185	.0	.0	.0	.0	.0	185	.0	.0	.0	.0	1	09/01/2014	1
312860-RZ-5	FHLMC Pool E78604 (MBS) 7.000% 09/01/11	02/01/2009	Paydown		186	186	186	186	.0	.0	.0	.0	.0	186	.0	.0	.0	.0	2	09/01/2014	1
312860-RZ-5	FHLMC Pool E78604 (MBS) 7.000% 09/01/11	03/01/2009	Paydown		187	187	187	187	.0	.0	.0	.0	.0	187	.0	.0	.0	.0	3	09/01/2014	1
312860-UB-4	FHLMC Pool E78678 (MBS) 8.000% 08/01/11	01/01/2009	Paydown		94	94	94	94	.0	.0	.0	.0	.0	94	.0	.0	.0	.0	1	08/01/2014	1
312860-UB-4	FHLMC Pool E78678 (MBS) 8.000% 08/01/11	02/01/2009	Paydown		95	95	94	94	.0	.0	.0	.0	.0	95	.0	.0	.0	.0	1	08/01/2014	1

STATEMENT AS OF MARCH 31, 2009 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

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CUSIP Identification	Description	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 Interests/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator	
312860-UB-4	FHLMC Pool E7878 (MBS)	03/01/2009	Paydown		.95	.95	.95	.95	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.2	.08/01/2014	1
312865-3V-8	FHLMC Pool E79812 (MBS)	01/01/2009	Paydown		.462	.462	.467	.466	.0	.(4)	.0	.(4)	.0	.462	.0	.0	.0	.0	.3	11/01/2014	1
312865-3V-8	FHLMC Pool E79812 (MBS)	02/01/2009	Paydown		.489	.489	.494	.493	.0	.(4)	.0	.(4)	.0	.489	.0	.0	.0	.0	.7	11/01/2014	1
312865-3V-8	FHLMC Pool E79812 (MBS)	03/01/2009	Paydown		.163	.163	.165	.165	.0	.(1)	.0	.(1)	.0	.163	.0	.0	.0	.0	.3	11/01/2014	1
31286L-6A-4	FHLMC Pool E83793 (MBS)	01/01/2009	Paydown		1.636	1.636	1.620	1.626	.0	.10	.0	.10	.0	1.636	.0	.0	.0	.0	.8	05/01/2016	1
31286L-6A-4	FHLMC Pool E83793 (MBS)	02/01/2009	Paydown		1.642	1.642	1.627	1.632	.0	.10	.0	.10	.0	1.642	.0	.0	.0	.0	.16	05/01/2016	1
31286L-6A-4	FHLMC Pool E83793 (MBS)	03/01/2009	Paydown		1.630	1.630	1.615	1.620	.0	.10	.0	.10	.0	1.630	.0	.0	.0	.0	.24	05/01/2016	1
3128MB-5M-5	FHLMC Pool G13352 MBS	01/01/2009	Paydown		16.602	16.602	16.818	16.817	.0	.(214)	.0	.(214)	.0	16.602	.0	.0	.0	.0	.69	12/01/2023	1
3128MB-5M-5	FHLMC Pool G13352 MBS	02/01/2009	Paydown		15.680	15.680	15.883	15.882	.0	.(202)	.0	.(202)	.0	15.680	.0	.0	.0	.0	.131	12/01/2023	1
3128MB-5M-5	FHLMC Pool G13352 MBS	03/01/2009	Paydown		27.699	27.699	28.058	28.056	.0	.(357)	.0	.(357)	.0	27.699	.0	.0	.0	.0	.346	12/01/2023	1
3128MB-5M-5	FHLMC Pool G13352 MBS	03/13/2009	City Group		967.193	935.615	947.749	947.689	.0	.(148)	.0	.(148)	.0	947.541	.0	19.651	19.651	.0	13.774	12/01/2023	1
3128MW-AT-0	FHLMC Pool G18017 MBS	01/01/2009	Paydown		5.556	5.556	5.745	5.715	.0	.(159)	.0	.(159)	.0	5.556	.0	.0	.0	.0	.25	10/01/2019	1
3128MW-AT-0	FHLMC Pool G18017 MBS	02/01/2009	Paydown		6.032	6.032	6.237	6.205	.0	.(173)	.0	.(173)	.0	6.032	.0	.0	.0	.0	.55	10/01/2019	1
3128MW-AT-0	FHLMC Pool G18017 MBS	03/01/2009	Paydown		6.705	6.705	6.932	6.897	.0	.(192)	.0	.(192)	.0	6.705	.0	.0	.0	.0	.92	10/01/2019	1
3128PD-V9-8	FHLMC Pool J02440 MBS	01/01/2009	Paydown		24.803	24.803	24.849	24.831	.0	.(28)	.0	.(28)	.0	24.803	.0	.0	.0	.0	.103	08/01/2020	1
3128PD-V9-8	FHLMC Pool J02440 MBS	02/01/2009	Paydown		23.820	23.820	23.865	23.848	.0	.(27)	.0	.(27)	.0	23.820	.0	.0	.0	.0	.199	08/01/2020	1
3128PD-V9-8	FHLMC Pool J02440 MBS	03/01/2009	Paydown		9.884	9.884	9.903	9.895	.0	.(11)	.0	.(11)	.0	9.884	.0	.0	.0	.0	.124	08/01/2020	1
31294A-3L-0	FHLMC Pool E00803 (MBS)	01/01/2009	Paydown		.95	.95	.96	.95	.0	.0	.0	.0	.0	.95	.0	.0	.0	.0	.1	12/01/2014	1
31294A-3L-0	FHLMC Pool E00803 (MBS)	02/01/2009	Paydown		.96	.96	.96	.96	.0	.0	.0	.0	.0	.96	.0	.0	.0	.0	.1	12/01/2014	1
31294A-3L-0	FHLMC Pool E00803 (MBS)	03/01/2009	Paydown		1.11	1.11	1.12	1.11	.0	.0	.0	.0	.0	1.11	.0	.0	.0	.0	.2	12/01/2014	1
312972-CL-4	FHLMC Pool B19075 (MBS)	01/01/2009	Paydown		7.326	7.326	7.270	7.276	.0	.50	.0	.50	.0	7.326	.0	.0	.0	.0	.31	04/01/2020	1
312972-CL-4	FHLMC Pool B19075 (MBS)	02/01/2009	Paydown		4.112	4.112	4.081	4.084	.0	.28	.0	.28	.0	4.112	.0	.0	.0	.0	.34	04/01/2020	1
312972-CL-4	FHLMC Pool B19075 (MBS)	03/01/2009	Paydown		7.271	7.271	7.216	7.222	.0	.50	.0	.50	.0	7.271	.0	.0	.0	.0	.91	04/01/2020	1
312972-NM-0	FHLMC Pool B19396 (MBS)	01/01/2009	Paydown		13.277	13.277	13.302	13.292	.0	.(15)	.0	.(15)	.0	13.277	.0	.0	.0	.0	.55	05/01/2020	1
312972-NM-0	FHLMC Pool B19396 (MBS)	02/01/2009	Paydown		10.654	10.654	10.674	10.666	.0	.(12)	.0	.(12)	.0	10.654	.0	.0	.0	.0	.89	05/01/2020	1
312972-NM-0	FHLMC Pool B19396 (MBS)	03/01/2009	Paydown		9.638	9.638	9.656	9.648	.0	.(11)	.0	.(11)	.0	9.638	.0	.0	.0	.0	.120	05/01/2020	1
31365E-J4-6	FNMA Pool 125463 (MBS)	01/01/2009	Paydown		1.573	1.573	1.557	1.564	.0	.9	.0	.9	.0	1.573	.0	.0	.0	.0	.9	04/01/2012	1
31365E-J4-6	FNMA Pool 125463 (MBS)	02/01/2009	Paydown		.255	.255	.252	.253	.0	.2	.0	.2	.0	.255	.0	.0	.0	.0	.3	04/01/2012	1
31365E-J4-6	FNMA Pool 125463 (MBS)	03/01/2009	Paydown		.257	.257	.254	.255	.0	.2	.0	.2	.0	.257	.0	.0	.0	.0	.4	04/01/2012	1
3137F-VK-5	FNMA Pool 250918 (MBS)	01/01/2009	Paydown		.320	.320	.317	.318	.0	.2	.0	.2	.0	.320	.0	.0	.0	.0	.2	05/01/2012	1
3137F-VK-5	FNMA Pool 250918 (MBS)	02/01/2009	Paydown		.500	.500	.495	.497	.0	.3	.0	.3	.0	.500	.0	.0	.0	.0	.5	05/01/2012	1
3137F-VK-5	FNMA Pool 250918 (MBS)	03/01/2009	Paydown		.319	.319	.316	.317	.0	.2	.0	.2	.0	.319	.0	.0	.0	.0	.5	05/01/2012	1
3137F-VK-1	FNMA Pool 250920 (MBS)	01/01/2009	Paydown		.361	.361	.367	.363	.0	.(2)	.0	.(2)	.0	.361	.0	.0	.0	.0	.2	04/01/2012	1

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3137F-W-1	FNMA Pool 250920 (MBS) 7.500% 04/01/12	02/01/2009	Paydown		373	373	379	374	.0	(.2)	.0	(.2)	.0	373	.0	.0	.0	.0	.5	04/01/2012	1
3137F-W-1	FNMA Pool 250920 (MBS) 7.500% 04/01/12	03/01/2009	Paydown		750	750	763	754	.0	(.3)	.0	(.3)	.0	750	.0	.0	.0	.0	.14	04/01/2012	1
3137L-F-9-0	FNMA Pool 253192 (MBS) 7.000% 04/01/15	01/01/2009	Paydown		257	257	250	253	.0	.4	.0	.4	.0	257	.0	.0	.0	.0	.2	04/01/2015	1
3137L-F-9-0	FNMA Pool 253192 (MBS) 7.000% 04/01/15	02/01/2009	Paydown		156	156	152	153	.0	.3	.0	.3	.0	156	.0	.0	.0	.0	.2	04/01/2015	1
3137L-F-9-0	FNMA Pool 253192 (MBS) 7.000% 04/01/15	03/01/2009	Paydown		120	120	117	118	.0	.2	.0	.2	.0	120	.0	.0	.0	.0	.2	04/01/2015	1
3137L-N-4-2	FNMA Pool 253411 (MBS) 6.500% 07/01/15	01/01/2009	Paydown		23	23	22	23	.0	.1	.0	.1	.0	23	.0	.0	.0	.0	.0	07/01/2015	1
3137L-N-4-2	FNMA Pool 253411 (MBS) 6.500% 07/01/15	02/01/2009	Paydown		23	23	22	23	.0	.1	.0	.1	.0	23	.0	.0	.0	.0	.0	07/01/2015	1
3137L-N-4-2	FNMA Pool 253411 (MBS) 6.500% 07/01/15	03/01/2009	Paydown		23	23	22	23	.0	.1	.0	.1	.0	23	.0	.0	.0	.0	.0	07/01/2015	1
3137M-CA-3	FNMA Pool 255765 (MBS) 5.000% 07/01/20	01/01/2009	Paydown		9,199	9,199	9,074	9,081	.0	117	.0	117	.0	9,199	.0	.0	.0	.0	.38	07/01/2020	1
3137M-CA-3	FNMA Pool 255765 (MBS) 5.000% 07/01/20	02/01/2009	Paydown		14,091	14,091	13,899	13,911	.0	180	.0	180	.0	14,091	.0	.0	.0	.0	117	07/01/2020	1
3137M-CA-3	FNMA Pool 255765 (MBS) 5.000% 07/01/20	03/01/2009	Paydown		10,190	10,190	10,051	10,060	.0	130	.0	130	.0	10,190	.0	.0	.0	.0	127	07/01/2020	1
3137N-3A-1	FNMA Pool 391493 (MBS) 7.300% 06/01/12	01/01/2009	Paydown		127	127	130	127	.0	.0	.0	.0	.0	127	.0	.0	.0	.0	.1	06/01/2012	1
3137N-3A-1	FNMA Pool 391493 (MBS) 7.300% 06/01/12	02/01/2009	Paydown		128	128	131	128	.0	.0	.0	.0	.0	128	.0	.0	.0	.0	.2	06/01/2012	1
3137N-3A-1	FNMA Pool 391493 (MBS) 7.300% 06/01/12	03/01/2009	Paydown		130	130	132	130	.0	.0	.0	.0	.0	130	.0	.0	.0	.0	.2	06/01/2012	1
31378E-E5-7	FNMA Pool 394456 (MBS) 7.000% 07/01/12	01/01/2009	Paydown		317	317	319	317	.0	.0	.0	.0	.0	317	.0	.0	.0	.0	.2	07/01/2012	1
31378E-E5-7	FNMA Pool 394456 (MBS) 7.000% 07/01/12	02/01/2009	Paydown		300	300	301	299	.0	.0	.0	.0	.0	300	.0	.0	.0	.0	.4	07/01/2012	1
31378E-E5-7	FNMA Pool 394456 (MBS) 7.000% 07/01/12	03/01/2009	Paydown		312	312	313	311	.0	.0	.0	.0	.0	312	.0	.0	.0	.0	.5	07/01/2012	1
31378E-EE-8	FNMA Pool 394433 (MBS) 7.000% 07/01/12	01/01/2009	Paydown		467	467	470	467	.0	.1	.0	.1	.0	467	.0	.0	.0	.0	.3	07/01/2012	1
31378E-EE-8	FNMA Pool 394433 (MBS) 7.000% 07/01/12	02/01/2009	Paydown		470	470	473	470	.0	.1	.0	.1	.0	470	.0	.0	.0	.0	.5	07/01/2012	1
31378E-EE-8	FNMA Pool 394433 (MBS) 7.000% 07/01/12	03/01/2009	Paydown		473	473	476	473	.0	.1	.0	.1	.0	473	.0	.0	.0	.0	.8	07/01/2012	1
31384I-K7-6	FNMA Pool 535018 (MBS) 7.500% 04/01/13	01/01/2009	Paydown		466	466	471	467	.0	(.1)	.0	(.1)	.0	466	.0	.0	.0	.0	.3	04/01/2013	1
31384I-K7-6	FNMA Pool 535018 (MBS) 7.500% 04/01/13	02/01/2009	Paydown		663	663	670	664	.0	(.1)	.0	(.1)	.0	663	.0	.0	.0	.0	.8	04/01/2013	1
31384I-K7-6	FNMA Pool 535018 (MBS) 7.500% 04/01/13	03/01/2009	Paydown		462	462	467	463	.0	(.1)	.0	(.1)	.0	462	.0	.0	.0	.0	.9	04/01/2013	1
31384I-4C-9	FNMA Pool 537319 (MBS) 7.500% 06/01/15	01/01/2009	Paydown		58	58	58	58	.0	.0	.0	.0	.0	58	.0	.0	.0	.0	.0	06/01/2015	1
31384I-4C-9	FNMA Pool 537319 (MBS) 7.500% 06/01/15	02/01/2009	Paydown		48	48	48	48	.0	.0	.0	.0	.0	48	.0	.0	.0	.0	.1	06/01/2015	1
31384I-4C-9	FNMA Pool 537319 (MBS) 7.500% 06/01/15	03/01/2009	Paydown		442	442	440	440	.0	.3	.0	.3	.0	442	.0	.0	.0	.0	.8	06/01/2015	1
31385N-AG-4	FNMA Pool 547307 (MBS) 7.500% 08/01/15	01/01/2009	Paydown		145	145	145	145	.0	.0	.0	.0	.0	145	.0	.0	.0	.0	.1	08/01/2015	1
31385N-AG-4	FNMA Pool 547307 (MBS) 7.500% 08/01/15	02/01/2009	Paydown		146	146	146	146	.0	.0	.0	.0	.0	146	.0	.0	.0	.0	.2	08/01/2015	1
31385N-AG-4	FNMA Pool 547307 (MBS) 7.500% 08/01/15	03/01/2009	Paydown		147	147	147	147	.0	.0	.0	.0	.0	147	.0	.0	.0	.0	.3	08/01/2015	1
31387E-PK-7	FNMA Pool 581926 (MBS) 6.000% 07/01/16	01/01/2009	Paydown		773	773	771	770	.0	.3	.0	.3	.0	773	.0	.0	.0	.0	.4	07/01/2016	1
31387E-PK-7	FNMA Pool 581926 (MBS) 6.000% 07/01/16	02/01/2009	Paydown		751	751	748	748	.0	.3	.0	.3	.0	751	.0	.0	.0	.0	.8	07/01/2016	1
31387E-PK-7	FNMA Pool 581926 (MBS) 6.000% 07/01/16	03/01/2009	Paydown		4,749	4,749	4,733	4,732	.0	.17	.0	.17	.0	4,749	.0	.0	.0	.0	.71	07/01/2016	1
31388I-ZG-5	FNMA Pool 612843 (MBS) 5.500% 01/01/17	01/01/2009	Paydown		4,660	4,660	4,582	4,604	.0	.56	.0	.56	.0	4,660	.0	.0	.0	.0	.21	01/01/2017	1

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313868-ZG-5.	FNMA Pool 612843 (MBS) 5.500% 01/01/17	02/01/2009	Paydown		2,042	2,007	2,017	.0	.0	.25	.0	.25	.0	2,042	.0	.0	.0	.0	.19	01/01/2017	1
313868-ZG-5.	FNMA Pool 612843 (MBS) 5.500% 01/01/17	03/01/2009	Paydown		2,046	2,011	2,021	.0	.0	.25	.0	.25	.0	2,046	.0	.0	.0	.0	.28	01/01/2017	1
31394V-KB-5.	FNMA 2005-120 VT (CNO) 5.500% 12/25/16	01/01/2009	Paydown		6,638	6,783	6,770	.0	.0	(.133)	.0	(.133)	.0	6,638	.0	.0	.0	.0	.30	02/25/2016	1
31394V-KB-5.	FNMA 2005-120 VT (CNO) 5.500% 12/25/16	02/01/2009	Paydown		6,668	6,814	6,801	.0	.0	(.133)	.0	(.133)	.0	6,668	.0	.0	.0	.0	.61	02/25/2016	1
31394V-KB-5.	FNMA 2005-120 VT (CNO) 5.500% 12/25/16	03/01/2009	Paydown		6,699	6,845	6,832	.0	.0	(.134)	.0	(.134)	.0	6,699	.0	.0	.0	.0	.92	02/25/2016	1
31395N-RH-2.	FNMA 2006-67 PA CMO 5.500% 03/25/28	01/01/2009	Paydown		36,391	36,494	36,421	.0	.0	(.29)	.0	(.29)	.0	36,391	.0	.0	.0	.0	.167	10/25/2011	1
31395N-RH-2.	FNMA 2006-67 PA CMO 5.500% 03/25/28	02/01/2009	Paydown		37,863	37,969	37,893	.0	.0	(.30)	.0	(.30)	.0	37,863	.0	.0	.0	.0	.347	10/25/2011	1
31395N-RH-2.	FNMA 2006-67 PA CMO 5.500% 03/25/28	03/01/2009	Paydown		32,839	32,932	32,866	.0	.0	(.26)	.0	(.26)	.0	32,839	.0	.0	.0	.0	.452	10/25/2011	1
31396L-NL-0.	FNMA 2006-106 PA CMO 5.500% 06/25/30	01/01/2009	Paydown		42,400	42,772	42,660	.0	.0	(.260)	.0	(.260)	.0	42,400	.0	.0	.0	.0	.194	03/25/2013	1
31396L-NL-0.	FNMA 2006-106 PA CMO 5.500% 06/25/30	02/01/2009	Paydown		78,603	79,294	79,085	.0	.0	(.482)	.0	(.482)	.0	78,603	.0	.0	.0	.0	.721	03/25/2013	1
31396L-NL-0.	FNMA 2006-106 PA CMO 5.500% 06/25/30	03/01/2009	Paydown		48,062	48,484	48,357	.0	.0	(.295)	.0	(.295)	.0	48,062	.0	.0	.0	.0	.661	03/25/2013	1
31396L-2P-8.	FNMA 2007-109 VA CMO 5.000% 11/25/18	01/01/2009	Paydown		6,063	6,156	6,147	.0	.0	(.65)	.0	(.65)	.0	6,063	.0	.0	.0	.0	.25	11/25/2018	1
31396L-2P-8.	FNMA 2007-109 VA CMO 5.000% 11/25/18	02/01/2009	Paydown		6,088	6,181	6,173	.0	.0	(.65)	.0	(.65)	.0	6,088	.0	.0	.0	.0	.51	11/25/2018	1
31396L-2P-8.	FNMA 2007-109 VA CMO 5.000% 11/25/18	03/01/2009	Paydown		6,113	6,207	6,199	.0	.0	(.65)	.0	(.65)	.0	6,113	.0	.0	.0	.0	.76	11/25/2018	1
31397B-NJ-6.	FHLMC 3234 PA CMO 5.000% 10/15/26	01/01/2009	Paydown		58,236	58,236	58,236	.0	.0	.0	.0	.0	.0	58,236	.0	.0	.0	.0	.243	10/15/2026	1
31397B-NJ-6.	FHLMC 3234 PA CMO 5.000% 10/15/26	02/01/2009	Paydown		57,934	57,934	57,934	.0	.0	.0	.0	.0	.0	57,934	.0	.0	.0	.0	.483	10/15/2026	1
31397B-NJ-6.	FHLMC 3234 PA CMO 5.000% 10/15/26	03/01/2009	Paydown		57,634	57,634	57,634	.0	.0	.0	.0	.0	.0	57,634	.0	.0	.0	.0	.720	10/15/2026	1
31397J-VC-5.	FHLMC 3349 HA CMO 5.500% 05/15/29	01/01/2009	Paydown		42,899	43,141	43,060	.0	.0	(.161)	.0	(.161)	.0	42,899	.0	.0	.0	.0	.197	11/15/2012	1
31397J-VC-5.	FHLMC 3349 HA CMO 5.500% 05/15/29	02/01/2009	Paydown		42,677	42,917	42,837	.0	.0	(.160)	.0	(.160)	.0	42,677	.0	.0	.0	.0	.391	11/15/2012	1
31397J-VC-5.	FHLMC 3349 HA CMO 5.500% 05/15/29	03/01/2009	Paydown		42,455	42,694	42,615	.0	.0	(.160)	.0	(.160)	.0	42,455	.0	.0	.0	.0	.584	11/15/2012	1
31405K-BZ-3.	FNMA Pool 791256 (MBS) 5.500% 09/01/19	01/01/2009	Paydown		4,761	4,877	4,851	.0	.0	(.91)	.0	(.91)	.0	4,761	.0	.0	.0	.0	.22	09/01/2019	1
31405K-BZ-3.	FNMA Pool 791256 (MBS) 5.500% 09/01/19	02/01/2009	Paydown		18,053	18,493	18,398	.0	.0	(.345)	.0	(.345)	.0	18,053	.0	.0	.0	.0	.165	09/01/2019	1
31405K-BZ-3.	FNMA Pool 791256 (MBS) 5.500% 09/01/19	03/01/2009	Paydown		4,907	5,027	5,001	.0	.0	(.94)	.0	(.94)	.0	4,907	.0	.0	.0	.0	.67	09/01/2019	1
31407M-P3-3.	FNMA Pool 834842 MBS 5.000% 12/01/20	01/01/2009	Paydown		7,147	7,072	7,076	.0	.0	.71	.0	.71	.0	7,147	.0	.0	.0	.0	.30	12/01/2020	1
31407M-P3-3.	FNMA Pool 834842 MBS 5.000% 12/01/20	02/01/2009	Paydown		10,521	10,411	10,415	.0	.0	105	.0	105	.0	10,521	.0	.0	.0	.0	.88	12/01/2020	1
31407M-P3-3.	FNMA Pool 834842 MBS 5.000% 12/01/20	03/01/2009	Paydown		16,829	16,653	16,661	.0	.0	.168	.0	.168	.0	16,829	.0	.0	.0	.0	.210	12/01/2020	1
31407M-FK-4.	FNMA Pool 835470 (MBS) 5.000% 09/01/20	01/01/2009	Paydown		5,923	5,836	5,843	.0	.0	.80	.0	.80	.0	5,923	.0	.0	.0	.0	.25	09/01/2020	1
31407M-FK-4.	FNMA Pool 835470 (MBS) 5.000% 09/01/20	02/01/2009	Paydown		10,200	10,050	10,062	.0	.0	.138	.0	.138	.0	10,200	.0	.0	.0	.0	.85	09/01/2020	1
31407M-FK-4.	FNMA Pool 835470 (MBS) 5.000% 09/01/20	03/01/2009	Paydown		8,659	8,532	8,542	.0	.0	.117	.0	.117	.0	8,659	.0	.0	.0	.0	.108	09/01/2020	1
31408E-WI-9.	FNMA Pool 849421 MBS 5.000% 11/01/20	01/01/2009	Paydown		7,927	7,841	7,845	.0	.0	.82	.0	.82	.0	7,927	.0	.0	.0	.0	.33	11/01/2020	1
31408E-WI-9.	FNMA Pool 849421 MBS 5.000% 11/01/20	02/01/2009	Paydown		21,937	21,701	21,711	.0	.0	.227	.0	.227	.0	21,937	.0	.0	.0	.0	.183	11/01/2020	1
31408E-WI-9.	FNMA Pool 849421 MBS 5.000% 11/01/20	03/01/2009	Paydown		54,105	53,521	53,545	.0	.0	.559	.0	.559	.0	54,105	.0	.0	.0	.0	.676	11/01/2020	1
31410K-N6-7.	FNMA Pool 889713 MBS 5.000% 06/01/21	01/01/2009	Paydown		29,246	29,209	29,208	.0	.0	.37	.0	.37	.0	29,246	.0	.0	.0	.0	.122	06/01/2021	1

STATEMENT AS OF MARCH 31, 2009 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	11	12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	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 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 Interests/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator	
31410K-N6-7	FNMA P001 889713 MBS 5.000% 06/01/21	02/01/2009	Paydown		38,084	38,046	38,045	38,045	.0	.49	.0	.49	.0	38,084	.0	.0	.0	.0	.317	06/01/2021	1
31410K-N6-7	FNMA P001 889713 MBS 5.000% 06/01/21	03/01/2009	Paydown		45,833	45,776	45,774	45,774	.0	.59	.0	.59	.0	45,833	.0	.0	.0	.0	.573	06/01/2021	1
341507-HK-0	FL Brd Lottery Rev Bond Cont Call Prfd	01/26/2009	Morgan Stanley		2,700,175	2,677,350	2,623,999	2,623,999	.0	(5,029)	.0	(5,029)	.0	2,618,970	.0	81,205	81,205	.83,056	.07/01/2015	1FE	
646088-KU-7	NJ Hwy Auth Rev Bond Non Call 5.500% 0	01/27/2009	Merrill Lynch		1,272,913	1,254,900	1,228,579	1,228,579	.0	(2,096)	.0	(2,096)	.0	1,226,482	.0	46,430	46,430	.37,518	.01/01/2011	1FE	
831641-EA-9	Small Business Admin 2009P1A1 CMO 5	02/01/2009	Paydown		23,756	23,756	23,756	23,756	.0	.0	.0	.0	.0	23,756	.0	.0	.0	.324	02/10/2016	1	
3199939	Total - Bonds - U.S. Special Obligations of		Revenue and all Non-Guaranteed		6,178,406	6,120,975	6,040,056	6,040,056	0	(8,937)	0	(8,937)	0	6,031,119	0	147,287	147,287	145,611	XXX	XXX	
16200H-AA-5	Centerpoint Energy 2008-A1 ABS Util	02/01/2009	Paydown		29,588	29,576	29,585	29,585	.0	.3	.0	.3	.0	29,588	.0	.0	.0	.0	1,202	02/01/2020	1FE
201730-AC-2	Comerical Mtg Asset Trust CMT 1999-C1	01/11/2009	Paydown		148,844	147,693	147,934	147,934	.0	910	.0	910	.0	148,844	.0	.0	.0	.0	824	01/17/2032	1FE
201730-AC-2	Comerical Mtg Asset Trust CMT 1999-C1	02/11/2009	Paydown		13,137	13,035	13,056	13,056	.0	.80	.0	.80	.0	13,137	.0	.0	.0	.0	146	01/17/2032	1FE
201730-AC-2	Comerical Mtg Asset Trust CMT 1999-C1	03/11/2009	Paydown		5,531	5,488	5,497	5,497	.0	.34	.0	.34	.0	5,531	.0	.0	.0	.0	92	01/17/2032	1FE
22411F-AC-7	CPS AUTO TR 2006-D A3 ABS Prv Plc 5.15	01/15/2009	Paydown		65,491	65,491	65,491	65,491	.0	.0	.0	.0	.0	65,491	.0	.0	.0	.0	281	05/15/2011	1FE
22411F-AC-7	CPS AUTO TR 2006-D A3 ABS Prv Plc 5.15	02/15/2009	Paydown		60,999	60,999	60,999	60,999	.0	.0	.0	.0	.0	60,999	.0	.0	.0	.0	524	05/15/2011	1FE
22411F-AC-7	CPS AUTO TR 2006-D A3 ABS Prv Plc 5.15	03/15/2009	Paydown		69,505	69,505	69,505	69,505	.0	.0	.0	.0	.0	69,505	.0	.0	.0	.0	896	05/15/2011	1FE
32051H-AF-0	First Horizon Alt Mtg 2006-FA3 A6 (CMO)	01/01/2009	Paydown		15,750	15,750	15,739	15,739	.0	.12	.0	.12	.0	15,750	.0	.0	.0	.0	79	07/25/2036	1FE
32051H-AF-0	First Horizon Alt Mtg 2006-FA3 A6 (CMO)	02/01/2009	Paydown		15,750	15,750	15,739	15,739	.0	5,998	.0	5,998	.0	15,750	.0	.0	.0	.0	158	07/25/2036	1FE
32051H-AF-0	First Horizon Alt Mtg 2006-FA3 A6 (CMO)	03/01/2009	Paydown		15,750	15,750	15,739	15,739	.0	5,998	.0	5,998	.0	15,750	.0	.0	.0	.0	236	07/25/2036	1FE
361861-AB-9	A2 ABS 6.054% 1 GMC Mtg Corp 2007-HE2	02/26/2009	Bank of America Sec		160,800	160,000	354,029	354,029	.590	.0	.0	.0	949	354,978	.0	(194,178)	(194,178)	9,256	12/25/2037	5FE	
590189-JP-4	Note - Non Call Merrill Lynch Corporate	02/17/2009	Maturity		500,000	500,000	499,076	499,076	.0	924	.0	924	.0	500,000	.0	.0	.0	15,000	02/17/2009	1FE	
61756U-AA-9	Morgan Stanley MSC 2007-1016 A1 CMS 5	01/01/2009	Paydown		10,308	10,334	10,319	10,319	.0	(11)	.0	(11)	.0	10,308	.0	.0	.0	.0	46	07/12/2012	1FE
61756U-AA-9	Morgan Stanley MSC 2007-1016 A1 CMS 5	02/01/2009	Paydown		10,363	10,389	10,374	10,374	.0	(11)	.0	(11)	.0	10,363	.0	.0	.0	.0	92	07/12/2012	1FE
61756U-AA-9	Morgan Stanley MSC 2007-1016 A1 CMS 5	03/01/2009	Paydown		15,328	15,366	15,344	15,344	.0	(16)	.0	(16)	.0	15,328	.0	.0	.0	.0	204	07/12/2012	1FE
76113F-BB-5	Residential Asset Sec 2006-A6 A212 (CMO)	01/01/2009	Paydown		2,754	1,790	1,790	1,790	.1	962	.0	962	.0	2,754	.0	.0	.0	.0	14	07/25/2036	4FE
76113F-BB-5	Residential Asset Sec 2006-A6 A212 (CMO)	02/01/2009	Paydown		3,646	3,646	2,371	2,371	.2	1,274	.0	1,274	.0	3,646	.0	.0	.0	.0	36	07/25/2036	4FE
76113F-BB-5	Residential Asset Sec 2006-A6 A212 (CMO)	03/01/2009	Paydown		18,117	11,778	11,778	11,778	.9	6,329	.0	6,329	.0	18,117	.0	.0	.0	.0	272	07/25/2036	4FE
8999939	Total - Industrial and Miscellaneous				1,161,662	1,284,029	1,344,364	1,344,364	603	22,845	11,972	11,972	11,476	1,355,840	0	(194,178)	(194,178)	29,357	XXX	XXX	
8999939	Total - Bonds				9,678,318	9,797,853	9,813,984	9,727,676	603	8,903	11,972	11,972	(2,467)	9,725,209	0	(46,891)	(46,891)	235,916	XXX	XXX	
8999939	Total - Preferred Stocks				0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8999939	Total - Healthcare Liquidity				193,000	193,000	193,000	193,000	.0	.0	.0	.0	.0	193,000	.0	.0	.0	.0	.0	.0	.0
8999939	UHC Healthcare Liquidity Pool Pro Rata S	01/02/2009	Bank One - POOL	193,000,000	193,000	193,000	193,000	193,000	.0	.0	.0	.0	.0	193,000	.0	.0	.0	.0	.0	.0	.0
8999939	UHC Healthcare Liquidity Pool Pro Rata S	01/02/2009	Bank One - POOL	5,233,827,710	5,233,828	5,233,828	5,233,828	5,233,828	.0	.0	.0	.0	.0	5,233,828	.0	.0	.0	.0	.0	.0	.0
8999939	UHC Healthcare Liquidity Pool Pro Rata S	01/05/2009	Bank One - POOL	1,757,376,740	1,757,377	1,757,377	1,757,377	1,757,377	.0	.0	.0	.0	.0	1,757,377	.0	.0	.0	.0	.0	.0	.0
8999939	UHC Healthcare Liquidity Pool Pro Rata S	01/06/2009	Bank One - POOL	1,736,000,000	1,736,000	1,736,000	1,736,000	1,736,000	.0	.0	.0	.0	.0	1,736,000	.0	.0	.0	.0	.0	.0	.0
8999939	UHC Healthcare Liquidity Pool Pro Rata S	01/07/2009	Bank One - POOL	1,062,000,000	1,062,000	1,062,000	1,062,000	1,062,000	.0	.0	.0	.0	.0	1,062,000	.0	.0	.0	.0	.0	.0	.0
8999939	UHC Healthcare Liquidity Pool Pro Rata S	01/08/2009	Bank One - POOL	25,000,000	25,000	25,000	25,000	25,000	.0	.0	.0	.0	.0	25,000	.0	.0	.0	.0	.0	.0	.0

STATEMENT AS OF MARCH 31, 2009 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	11	12	13	14	15	16	17	18	19	20	21	22	
CUSIP Identification	Description	Forfeiture	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 Interests/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator	
	UHC HealthCare Liquidity		01/09/2009	Bank One - POOL	1,516,000.000	1,516,000	1,516,000	1,516,000	1,516,000	.0	.0	.0	.0	.0	1,516,000	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		01/12/2009	Bank One - POOL	1,412,000.000	1,412,000	1,412,000	1,412,000	1,412,000	.0	.0	.0	.0	.0	1,412,000	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		01/13/2009	Bank One - POOL	2,565,000.000	2,565,000	2,565,000	900,420	900,420	.0	.0	.0	.0	.0	2,565,000	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		01/14/2009	Bank One - POOL	913,000.000	913,000	913,000	.0	.0	.0	.0	.0	.0	.0	913,000	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		01/15/2009	Bank One - POOL	535,000.000	535,000	535,000	.0	.0	.0	.0	.0	.0	.0	535,000	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		01/15/2009	Bank One - POOL	3,129,793.400	3,129,793	3,129,793	.0	.0	.0	.0	.0	.0	.0	3,129,793	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		01/20/2009	Bank One - POOL	1,933,814.050	1,933,814	1,933,814	.0	.0	.0	.0	.0	.0	.0	1,933,814	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		01/21/2009	Bank One - POOL	1,361,000.000	1,361,000	1,361,000	.0	.0	.0	.0	.0	.0	.0	1,361,000	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		01/22/2009	Bank One - POOL	384,000.000	384,000	384,000	.0	.0	.0	.0	.0	.0	.0	384,000	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		01/23/2009	Bank One - POOL	567,000.000	567,000	567,000	.0	.0	.0	.0	.0	.0	.0	567,000	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		01/26/2009	Bank One - POOL	978,000.000	978,000	978,000	.0	.0	.0	.0	.0	.0	.0	978,000	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		01/27/2009	Bank One - POOL	1,270,000.000	1,270,000	1,270,000	.0	.0	.0	.0	.0	.0	.0	1,270,000	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		01/28/2009	Bank One - POOL	975,000.000	975,000	975,000	.0	.0	.0	.0	.0	.0	.0	975,000	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		01/29/2009	Bank One - POOL	604,000.000	604,000	604,000	.0	.0	.0	.0	.0	.0	.0	604,000	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		01/30/2009	Bank One - POOL	548,000.000	548,000	548,000	.0	.0	.0	.0	.0	.0	.0	548,000	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		02/02/2009	Bank One - POOL	9,690,171.240	9,690,171	9,690,171	.0	.0	.0	.0	.0	.0	.0	9,690,171	.0	.0	.0	.0	6,802	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		02/03/2009	Bank One - POOL	1,096,000.000	1,096,000	1,096,000	.0	.0	.0	.0	.0	.0	.0	1,096,000	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		02/04/2009	Bank One - POOL	1,048,000.000	1,048,000	1,048,000	.0	.0	.0	.0	.0	.0	.0	1,048,000	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		02/05/2009	Bank One - POOL	1,218,000.000	1,218,000	1,218,000	.0	.0	.0	.0	.0	.0	.0	1,218,000	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		02/09/2009	Bank One - POOL	1,055,000.000	1,055,000	1,055,000	.0	.0	.0	.0	.0	.0	.0	1,055,000	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		02/10/2009	Bank One - POOL	1,030,000.000	1,030,000	1,030,000	.0	.0	.0	.0	.0	.0	.0	1,030,000	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		02/10/2009	Bank One - POOL	820,748.130	820,748	820,748	.0	.0	.0	.0	.0	.0	.0	820,748	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		02/11/2009	Bank One - POOL	930,000.000	930,000	930,000	.0	.0	.0	.0	.0	.0	.0	930,000	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		02/12/2009	Bank One - POOL	431,000.000	431,000	431,000	.0	.0	.0	.0	.0	.0	.0	431,000	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		02/13/2009	Bank One - POOL	877,000.000	877,000	877,000	.0	.0	.0	.0	.0	.0	.0	877,000	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		02/17/2009	Bank One - POOL	1,859,756.760	1,859,756	1,859,756	.0	.0	.0	.0	.0	.0	.0	1,859,756	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		02/18/2009	Bank One - POOL	1,416,000.000	1,416,000	1,416,000	.0	.0	.0	.0	.0	.0	.0	1,416,000	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		02/19/2009	Bank One - POOL	552,000.000	552,000	552,000	.0	.0	.0	.0	.0	.0	.0	552,000	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		02/20/2009	Bank One - POOL	753,000.000	753,000	753,000	.0	.0	.0	.0	.0	.0	.0	753,000	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		02/23/2009	Bank One - POOL	1,706,000.000	1,706,000	1,706,000	.0	.0	.0	.0	.0	.0	.0	1,706,000	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		02/24/2009	Bank One - POOL	1,235,000.000	1,235,000	1,235,000	.0	.0	.0	.0	.0	.0	.0	1,235,000	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					
	UHC HealthCare Liquidity		02/24/2009	Bank One - POOL	349,095.180	349,095	349,095	.0	.0	.0	.0	.0	.0	.0	349,095	.0	.0	.0	.0	.0	.0	.0
	Pool Pro Rata S.																					

STATEMENT AS OF MARCH 31, 2009 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	11	12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	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 Interests/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator	
	UHC Healthcare Liquidity		Bank One - POOL		1,064,000	1,064,000	1,064,000	0	0	0	0	0	0	1,064,000	0	0	0	0	0		
	Pool Pro Rata S.	02/25/2009		1,064,000,000																	
	UHC Healthcare Liquidity		Bank One - POOL		194,000	194,000	194,000	0	0	0	0	0	0	194,000	0	0	0	0	0		
	Pool Pro Rata S.	02/26/2009		194,000,000																	
	UHC Healthcare Liquidity		Bank One - POOL		1,668,000	1,668,000	1,668,000	0	0	0	0	0	0	1,668,000	0	0	0	0	0		
	Pool Pro Rata S.	02/27/2009		1,668,000,000																	
	UHC Healthcare Liquidity		Bank One - POOL		1,098,649	1,098,649	1,098,649	0	0	0	0	0	0	1,098,649	0	0	0	0	0		
	Pool Pro Rata S.	02/27/2009		1,098,648,910																	
	UHC Healthcare Liquidity		Bank One - POOL		9,226,473	9,226,473	9,226,473	0	0	0	0	0	0	9,226,473	0	0	0	0	5,973		
	Pool Pro Rata S.	03/02/2009		9,226,472,760																	
	UHC Healthcare Liquidity		Bank One - POOL		2,088,000	2,088,000	2,088,000	0	0	0	0	0	0	2,088,000	0	0	0	0	0		
	Pool Pro Rata S.	03/03/2009		2,088,000,000																	
	UHC Healthcare Liquidity		Bank One - POOL		1,745,000	1,745,000	1,745,000	0	0	0	0	0	0	1,745,000	0	0	0	0	0		
	Pool Pro Rata S.	03/04/2009		1,745,000,000																	
	UHC Healthcare Liquidity		Bank One - POOL		797,000	797,000	797,000	0	0	0	0	0	0	797,000	0	0	0	0	0		
	Pool Pro Rata S.	03/05/2009		797,000,000																	
	UHC Healthcare Liquidity		Bank One - POOL		3,500,000	3,500,000	3,500,000	0	0	0	0	0	0	3,500,000	0	0	0	0	0		
	Pool Pro Rata S.	03/09/2009		3,500,000,000																	
	UHC Healthcare Liquidity		Bank One - POOL		651,000	651,000	651,000	0	0	0	0	0	0	651,000	0	0	0	0	0		
	Pool Pro Rata S.	03/11/2009		651,000,000																	
	UHC Healthcare Liquidity		Bank One - POOL		408,000	408,000	408,000	0	0	0	0	0	0	408,000	0	0	0	0	0		
	Pool Pro Rata S.	03/12/2009		408,000,000																	
	UHC Healthcare Liquidity		Bank One - POOL		1,043,000	1,043,000	1,043,000	0	0	0	0	0	0	1,043,000	0	0	0	0	0		
	Pool Pro Rata S.	03/13/2009		1,043,000,000																	
	UHC Healthcare Liquidity		Bank One - POOL		1,772,271	1,772,271	1,772,271	0	0	0	0	0	0	1,772,271	0	0	0	0	0		
	Pool Pro Rata S.	03/16/2009		1,772,270,530																	
	UHC Healthcare Liquidity		Bank One - POOL		1,041,000	1,041,000	1,041,000	0	0	0	0	0	0	1,041,000	0	0	0	0	0		
	Pool Pro Rata S.	03/17/2009		1,041,000,000																	
	UHC Healthcare Liquidity		Bank One - POOL		2,207,000	2,207,000	2,207,000	0	0	0	0	0	0	2,207,000	0	0	0	0	0		
	Pool Pro Rata S.	03/18/2009		2,207,000,000																	
	UHC Healthcare Liquidity		Bank One - POOL		577,000	577,000	577,000	0	0	0	0	0	0	577,000	0	0	0	0	0		
	Pool Pro Rata S.	03/19/2009		577,000,000																	
	UHC Healthcare Liquidity		Bank One - POOL		171,000	171,000	171,000	0	0	0	0	0	0	171,000	0	0	0	0	0		
	Pool Pro Rata S.	03/20/2009		171,000,000																	
	UHC Healthcare Liquidity		Bank One - POOL		788,000	788,000	788,000	0	0	0	0	0	0	788,000	0	0	0	0	0		
	Pool Pro Rata S.	03/23/2009		788,000,000																	
	UHC Healthcare Liquidity		Bank One - POOL		1,980,000	1,980,000	1,980,000	0	0	0	0	0	0	1,980,000	0	0	0	0	0		
	Pool Pro Rata S.	03/24/2009		1,980,000,000																	
	UHC Healthcare Liquidity		Bank One - POOL		732,568	732,568	732,568	0	0	0	0	0	0	732,568	0	0	0	0	0		
	Pool Pro Rata S.	03/24/2009		732,568,400																	
	UHC Healthcare Liquidity		Bank One - POOL		1,155,000	1,155,000	1,155,000	0	0	0	0	0	0	1,155,000	0	0	0	0	0		
	Pool Pro Rata S.	03/25/2009		1,155,000,000																	
	UHC Healthcare Liquidity		Bank One - POOL		296,000	296,000	296,000	0	0	0	0	0	0	296,000	0	0	0	0	0		
	Pool Pro Rata S.	03/26/2009		296,000,000																	
	UHC Healthcare Liquidity		Bank One - POOL		472,000	472,000	472,000	0	0	0	0	0	0	472,000	0	0	0	0	0		
	Pool Pro Rata S.	03/27/2009		472,000,000																	
	UHC Healthcare Liquidity		Bank One - POOL		1,848,038	1,848,038	1,848,038	0	0	0	0	0	0	1,848,038	0	0	0	0	0		
	Pool Pro Rata S.	03/30/2009		1,848,038,390																	
	UHC Healthcare Liquidity		Bank One - POOL		1,225,000	1,225,000	1,225,000	0	0	0	0	0	0	1,225,000	0	0	0	0	609		
	Pool Pro Rata S.	03/31/2009		1,225,000,000																	
	Common Stocks - Industrial and Miscellaneous					XXX		13,835,625	0	0	0	0	0	92,513,581	0	0	0	0	13,862	XXX	
9959999	Common Stocks - Industrial and Miscellaneous					XXX		13,835,625	0	0	0	0	0	92,513,581	0	0	0	0	13,862	XXX	
9799997	Common Stocks - Part 4					XXX		13,835,625	0	0	0	0	0	92,513,581	0	0	0	0	13,862	XXX	
9799999	Total - Common Stocks					XXX		13,835,625	0	0	0	0	0	92,513,581	0	0	0	0	13,862	XXX	
9899999	Total - Preferred and Common Stocks					XXX		13,835,625	0	0	0	0	0	92,513,581	0	0	0	0	13,862	XXX	
9959999	Totals					XXX	102,191,899	23,563,301	603	8,903	11,972	(2,467)	0	102,238,790	0	(46,891)	249,498	XXX			

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

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