



# HEALTH QUARTERLY STATEMENT

AS OF JUNE 30, 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) (Prior)

Organized under the Laws of Rhode Island, State of Domicile or Port of Entry RI

Country of Domicile United States of America

Licensed as business type: Health Maintenance Organization

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 or Town, State and Zip Code)

Main Administrative Office 48 Monroe Turnpike  
(Street and Number)  
Trumbull, CT 06611, 203-459-6000  
(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  
(Street and Number)  
Trumbull, CT 06611, 203-459-7424  
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.unitedhealthcare.com

Statutory Statement Contact Robert Noel Dellacorte, 203-459-7424  
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### OFFICERS

President Stephen John Farrell VP-Finance and Assistant Treasurer Robert Noel Dellacorte  
 Secretary Christina Regina Palme-Krizak

### OTHER

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

### DIRECTORS OR TRUSTEES

Peter John Clarkson # Patrice Evelyn Cooper # Stephen John Farrell

State of Rhode Island SS:  
 County of Kent

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

Subscribed and sworn to before me this 10 day of August 2009

- 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.....

Claudette Levesque  
Notary  
May 14, 2011

STATEMENT AS OF JUNE 30, 2009 OF THE UnitedHealthcare of New England, Inc.

**ASSETS**

	Current Statement Date			4 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds .....	153,807,716		153,807,716	156,627,689
2. Stocks:				
2.1 Preferred stocks .....			0	0
2.2 Common stocks .....	6,362,349		6,362,349	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 (\$ .....(2,157,005) ), cash equivalents (\$ .....8,999,999 ), and short-term investments (\$ .....5,349,061 ) .....	12,192,055	0	12,192,055	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) .....	172,362,120	0	172,362,120	176,738,946
11. Title plants less \$ ..... charged off (for Title insurers only) .....			0	0
12. Investment income due and accrued .....	1,862,329		1,862,329	1,994,927
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection .....	7,241,147	144,302	7,096,845	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	0	0
13.3 Accrued retrospective premiums .....	267,141		267,141	58,755
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers .....	4,720,303		4,720,303	7,297,862
14.2 Funds held by or deposited with reinsured companies .....			0	0
14.3 Other amounts receivable under reinsurance contracts .....	811,037		811,037	1,695,162
15. Amounts receivable relating to uninsured plans .....	1,090,798		1,090,798	1,299,112
16.1 Current federal and foreign income tax recoverable and interest thereon .....	494,671		494,671	0
16.2 Net deferred tax asset .....	1,938,013	400,763	1,537,250	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 .....	3,281		3,281	0
22. Health care (\$ .....4,971,127 ) and other amounts receivable .....	5,309,485	338,358	4,971,127	3,526,113
23. Aggregate write-ins for other than invested assets .....	5,176,991	2,741,838	2,435,153	2,435,153
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23) .....	201,277,316	3,625,261	197,652,055	200,517,395
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			0	0
26. Total (Lines 24 and 25) .....	201,277,316	3,625,261	197,652,055	200,517,395
<b>DETAILS OF WRITE-INS</b>				
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 .....	2,435,153		2,435,153	2,435,153
2302. Prepaids .....	2,741,838	2,741,838	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) .....	5,176,991	2,741,838	2,435,153	2,435,153

**LIABILITIES, CAPITAL AND SURPLUS**

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ 7,167,678 reinsurance ceded)	48,426,473		48,426,473	43,286,350
2. Accrued medical incentive pool and bonus amounts	161,412	0	161,412	156,128
3. Unpaid claims adjustment expenses	1,001,627		1,001,627	875,119
4. Aggregate health policy reserves	1,069,436		1,069,436	33,952
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves	1,096,398		1,096,398	991,683
8. Premiums received in advance	14,173,802		14,173,802	13,825,409
9. General expenses due or accrued	226,224		226,224	544,481
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	0		0	1,356,158
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable	5,820,909		5,820,909	10,460,541
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated	254,796		254,796	467,956
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	0		0	1,461,936
16. Payable for securities	1,509,462		1,509,462	0
17. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthor- ized 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)	7,980	0	7,980	6,725
22. Total liabilities (Lines 1 to 21)	73,748,519	0	73,748,519	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		
26. Gross paid in and contributed surplus	XXX	XXX	12,000,000	12,000,000
27. Surplus notes	XXX	XXX		
28. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
29. Unassigned funds (surplus)	XXX	XXX	106,040,701	109,188,122
30. Less treasury stock, at cost:				
30.1 shares common (value included in Line 24 \$ )	XXX	XXX		
30.2 shares preferred (value included in Line 25 \$ )	XXX	XXX		
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	123,903,536	127,050,957
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	197,652,055	200,517,395
<b>DETAILS OF WRITE-INS</b>				
2101. Escheatments	7,980	0	7,980	6,725
2102.				
2103.				
2198. Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199. Totals (Lines 2101 through 2103 plus 2198)(Line 21 above)	7,980	0	7,980	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 through 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 through 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	490,159	566,192	1,117,266
2. Net premium income ( including \$ ..... non-health premium income).....	XXX	200,855,990	183,023,033	381,501,198
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	208,386	588,566	(238,792)
4. Fee-for-service (net of \$ ..... medical expenses).....	XXX			0
5. Risk revenue .....	XXX			0
6. Aggregate write-ins for other health care related revenues .....	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues .....	XXX	0	0	0
8. Total revenues (Lines 2 to 7) .....	XXX	201,064,376	183,611,599	381,262,406
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits .....		174,741,334	165,321,710	339,178,442
10. Other professional services .....		602,480	168,279	1,106,786
11. Outside referrals .....				0
12. Emergency room and out-of-area .....				0
13. Prescription drugs .....	0	28,945,632	25,637,297	53,710,611
14. Aggregate write-ins for other hospital and medical .....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts .....		161,412	160,858	316,986
16. Subtotal (Lines 9 to 15) .....	0	204,450,858	191,288,144	394,312,825
<b>Less:</b>				
17. Net reinsurance recoveries .....		29,198,900	44,133,579	83,383,583
18. Total hospital and medical (Lines 16 minus 17) .....	0	175,251,958	147,154,565	310,929,242
19. Non-health claims (net) .....				0
20. Claims adjustment expenses, including \$ .....1,207,480 cost containment expenses .....		3,524,967	5,075,815	6,577,831
21. General administrative expenses .....		24,842,804	20,613,956	43,896,199
22. Increase in reserves for life and accident and health contracts (including \$ ..... increase in reserves for life only) .....		1,053,000	(928,050)	(807,000)
23. Total underwriting deductions (Lines 18 through 22).....	0	204,672,729	171,916,286	360,596,272
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	(3,608,353)	11,695,313	20,666,134
25. Net investment income earned .....		3,430,819	3,887,642	7,712,997
26. Net realized capital gains (losses) less capital gains tax of \$ .....(168,937) .....		(637,921)	672,266	(626,609)
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	2,792,898	4,559,908	7,086,388
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ ..... ) (amount charged off \$ ..... )].....				
29. Aggregate write-ins for other income or expenses .....	0	1,840	0	(19,858)
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	(813,615)	16,255,221	27,732,664
31. Federal and foreign income taxes incurred .....	XXX	(284,765)	6,062,637	9,541,568
32. Net income (loss) (Lines 30 minus 31) .....	XXX	(528,850)	10,192,584	18,191,096
<b>DETAILS OF WRITE-INS</b>				
0601. ....	XXX			
0602. ....	XXX			
0603. ....	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page .....	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above) .....	XXX	0	0	0
0701. ....	XXX			
0702. ....	XXX			
0703. ....	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page .....	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above) .....	XXX	0	0	0
1401. ....				
1402. ....				
1403. ....				
1498. Summary of remaining write-ins for Line 14 from overflow page .....	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above) .....	0	0	0	0
2901. Fines and Penalties .....	0	(52)	0	(20,000)
2902. Other Revenue .....		1,892		142
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	1,840	0	(19,858)

**STATEMENT OF REVENUE AND EXPENSES (Continued)**

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
33. Capital and surplus prior reporting year.....	127,050,957	119,297,289	119,297,289
34. Net income or (loss) from Line 32.....	(528,850)	10,192,584	18,191,096
35. Change in valuation basis of aggregate policy and claim reserves.....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....	(59,349)	(267)	(1,158)
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....	0	625,198	950,916
39. Change in nonadmitted assets.....	(2,559,222)	(385,884)	(157,098)
40. Change in unauthorized reinsurance.....	0	0	0
41. Change in treasury stock.....	0	0	0
42. Change in surplus notes.....	0	0	0
43. Cumulative effect of changes in accounting principles.....			
44. Capital Changes:			
44.1 Paid in.....	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in.....	0	0	0
45.2 Transferred to capital (Stock Dividend).....			
45.3 Transferred from capital.....			
46. Dividends to stockholders.....		0	(11,929,729)
47. Aggregate write-ins for gains or (losses) in surplus.....	0	1,224,988	699,641
48. Net change in capital & surplus (Lines 34 to 47).....	(3,147,421)	11,656,619	7,753,668
49. Capital and surplus end of reporting period (Line 33 plus 48)	123,903,536	130,953,908	127,050,957
<b>DETAILS OF WRITE-INS</b>			
4701. Prior Period Adjustment.....		1,224,988	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	1,224,988	699,641

**CASH FLOW**

	1 Current Year To Date	2 Prior Year Ended December 31
<b>Cash from Operations</b>		
1. Premiums collected net of reinsurance .....	194,435,297	388,196,663
2. Net investment income .....	4,033,849	8,584,968
3. Miscellaneous income .....	0	142
4. Total (Lines 1 to 3) .....	198,469,146	396,781,773
5. Benefit and loss related payments .....	170,080,844	310,138,223
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....		
7. Commissions, expenses paid and aggregate write-ins for deductions .....	27,465,241	58,584,194
8. Dividends paid to policyholders .....		
9. Federal and foreign income taxes paid (recovered) net of \$ ..... 168,937 tax on capital gains (losses) .....	1,735,000	6,735,054
10. Total (Lines 5 through 9) .....	199,281,085	375,457,471
11. Net cash from operations (Line 4 minus Line 10) .....	(811,939)	21,324,302
<b>Cash from Investments</b>		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds .....	17,788,781	40,545,318
12.2 Stocks .....	184,707,792	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 .....	1,509,462	0
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	204,006,035	355,262,081
13. Cost of investments acquired (long-term only):		
13.1 Bonds .....	155,682,408	48,424,564
13.2 Stocks .....	37,519,682	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) .....	193,202,090	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) .....	10,803,945	(12,041,719)
<b>Cash from Financing and Miscellaneous Sources</b>		
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) .....	(4,075,583)	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) .....	(4,075,583)	(10,373,937)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	5,916,423	(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) .....	12,192,055	6,275,632

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

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**EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION**

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
<b>Total Members at end of:</b>										
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 .....	78,816	196	27,589					17,923	33,108	
4. Third Quarter .....	0									
5. Current Year	0									
6. Current Year Member Months	490,159	1,243	187,054					108,916	192,946	
<b>Total Member Ambulatory Encounters for Period:</b>										
7. Physician .....	594,638	723	236,752					184,496	172,667	
8. Non-Physician .....	184,252	25	8,167					91,500	84,560	
9. Total	778,890	748	244,919	0	0	0	0	275,996	257,227	0
10. Hospital Patient Days Incurred	51,842	5	5,494					37,145	9,198	
11. Number of Inpatient Admissions	8,511	3	1,325					4,457	2,726	
12. Health Premiums Written (a) .....	240,077,047	391,669	65,037,585	0	0	0	0	99,195,156	75,452,637	0
13. Life Premiums Direct .....	0									
14. Property/Casualty Premiums Written .....	0									
15. Health Premiums Earned .....	240,302,949	391,297	65,055,473	0	0	0	0	99,403,542	75,452,637	0
16. Property/Casualty Premiums Earned .....	0									
17. Amount Paid for Provision of Health Care Services.....	203,224,485	74,914	52,180,245					79,975,637	70,993,689	
18. Amount Incurred for Provision of Health Care Services	204,450,858	69,788	48,151,734					84,656,844	71,572,492	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 99,195,156



## UNDERWRITING AND INVESTMENT EXHIBIT

### ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical) .....	4,175,428	16,837,264	1,440,341	3,765,666	5,615,769	6,643,892
2. Medicare Supplement .....					0	0
3. Dental Only .....					0	0
4. Vision Only .....					0	0
5. Federal Employees Health Benefits Plan .....					0	0
6. Title XVIII - Medicare .....	16,365,411	63,610,226	1,225,685	24,718,000	17,591,096	20,908,502
7. Title XIX - Medicaid .....	11,979,130	58,481,816	861,701	17,511,478	12,840,831	16,725,639
8. Other health .....					0	0
9. Health subtotal (Lines 1 to 8) .....	32,519,969	138,929,306	3,527,727	45,995,144	36,047,696	44,278,033
10. Healthcare receivables (a) .....	35,426	5,273,624	0	435	35,426	3,705,918
11. Other non-health .....					0	0
12. Medical incentive pools and bonus amounts .....	156,128			161,412	156,128	156,128
13. Totals	32,640,671	133,655,682	3,527,727	46,156,121	36,168,398	40,728,243

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

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## NOTES TO FINANCIAL STATEMENTS

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### **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-

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## NOTES TO FINANCIAL STATEMENTS

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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 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 June 30, 2009. Management believes the amount of claims unpaid is adequate to cover the Company’s liability for unpaid claims as of June 30, 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

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## NOTES TO FINANCIAL STATEMENTS

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services incurred but unpaid claims. Management believes the amount of the liability for unpaid claims adjustment expenses as of June 30, 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.

**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

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## NOTES TO FINANCIAL STATEMENTS

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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 \$123,904,000 in capital and surplus, which is in compliance with the required amount as of June 30, 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 June 30, 2009.

**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**

No significant change.

### **Note 3 - Business Combinations and Goodwill**

No significant change.

### **Note 4 - Discontinued Operations**

No significant change.

### **Note 5 - Investments**

No significant change.

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## **NOTES TO FINANCIAL STATEMENTS**

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### **Note 6 - Joint Ventures, Partnerships and Limited Liability Companies**

No significant change.

### **Note 7 - Investment Income**

No significant change.

### **Note 8 - Derivative Instruments**

No significant change.

### **Note 9 - Income Taxes**

No significant change.

### **Note 10 - Information Concerning Parent, Subsidiaries and Affiliates**

No significant change.

### **Note 11 - Debt**

No significant change.

### **Note 12 - Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans**

No significant change.

### **Note 13 - Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations**

No significant change.

### **Note 14 - Contingencies**

No significant change.

### **Note 15 - Leases**

No significant change.

### **Note 16 - Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk**

No significant change.

### **Note 17 - Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities**

A. No significant change.

B. No significant change.

C. No transactions involving wash sales of securities with a NAIC designation of 3 or below or unrated securities occurred during the period ended June 30, 2009.

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

No significant change.

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

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## **NOTES TO FINANCIAL STATEMENTS**

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No significant change.

### **Note 20 - Other Items**

No significant change.

### **Note 21 - Events Subsequent**

No significant change.

### **Note 22 - Reinsurance**

No significant change.

### **Note 23 - Retrospectively Rated Contracts & Contracts Subject to Redetermination**

No significant change.

### **Note 24 - Change in Incurred Losses and Loss Adjustment Expenses**

Reserves as of December 31, 2008 were \$40.7 million. As of June 30, 2009, \$32.6 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 \$3.5 million as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been \$4.6 million favorable prior year development since December 31, 2008 to June 30, 2009 as actual healthcare claims were lower than those anticipated when the reserves were initially established.

### **Note 25 - Intercompany Pooling Arrangements**

No significant change.

### **Note 26 - Structured Settlements**

No significant change.

### **Note 27 - Health Care Receivables**

No significant change.

### **Note 28 - Participating Policies**

No significant change.

### **Note 29 - Premium Deficiency Reserves**

Premium deficiency reserves and the related expense, as defined by SSAP No. 54, *Individual and Group Accident and Health Contracts*, as well as actuarial practice guidelines, are recognized when it is probable that expected future health care expenses, claims 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. The methods for making such estimates and for establishing the resulting reserves are periodically reviewed and updated, and any adjustments are reflected in operating results in the period in which the change in estimate is identified. The Company did consider anticipated investment income when calculating its premium deficiency reserve. As of June 30, 2009, approximately \$1.1 million was recorded as a premium deficiency reserve.

### **Note 30 - Anticipated Salvage and Subrogation**

No significant 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 the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

- 5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? ..... Yes [ ] No [ ] N/A [ 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 [ ] N/A [ X ]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? ..... Yes [ X ] No [ ] N/A [ ]
- 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 [ X ] 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 [ X ]
- 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 [ X ]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

**FINANCIAL**

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? ..... Yes [ X ] No [ ]
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: ..... \$ ..... 3,281

**INVESTMENT**

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) ..... Yes [ ] No [ X ]
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: ..... \$ ..... 0
13. Amount of real estate and mortgages held in short-term investments: ..... \$ ..... 0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? ..... Yes [ ] No [ X ]
- 14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds .....	\$ ..... 0	\$ ..... 0
14.22 Preferred Stock .....	\$ ..... 0	\$ ..... 0
14.23 Common Stock .....	\$ ..... 0	\$ ..... 0
14.24 Short-Term Investments .....	\$ ..... 0	\$ ..... 0
14.25 Mortgage Loans on Real Estate .....	\$ ..... 0	\$ ..... 0
14.26 All Other .....	\$ ..... 0	\$ ..... 0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) .....	\$ ..... 0	\$ ..... 0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....	\$ ..... 0	\$ ..... 0

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? ..... Yes [ ] No [ X ]
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? ..... 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, E - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? ..... Yes [  ] 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 [  ]

- 16.4 If yes, give full 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 [  ] No [  ]

- 17.2 If no, list exceptions:

**SCHEDULE S - CEDED REINSURANCE**

Showing All New Reinsurance Treaties - Current Year to Date

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

**SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**

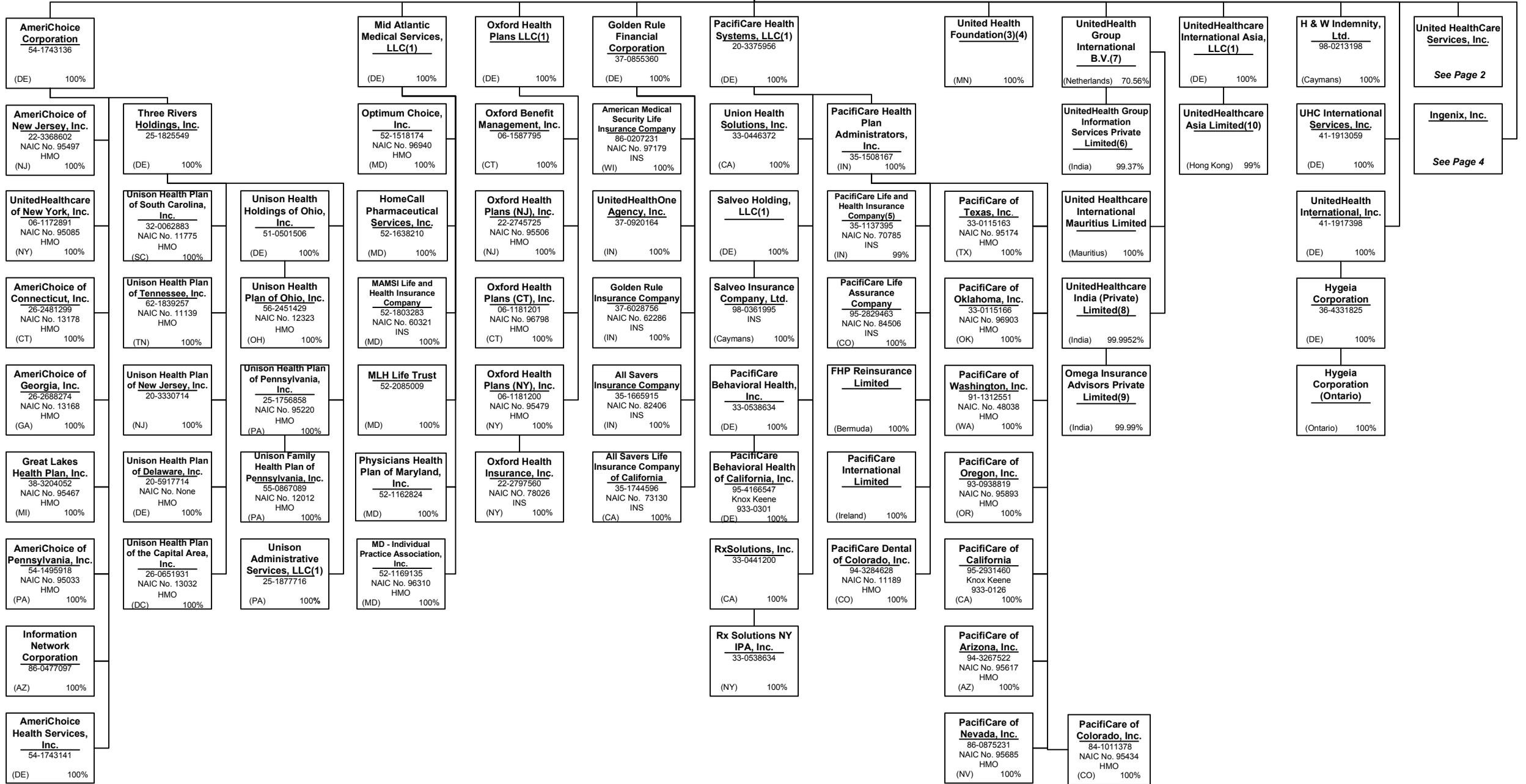
Current Year to Date - Allocated by States and Territories

States, etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama	AL	N							0	
2. Alaska	AK	N							0	
3. Arizona	AZ	N							0	
4. Arkansas	AR	N							0	
5. California	CA	N							0	
6. Colorado	CO	N							0	
7. Connecticut	CT	N							0	
8. Delaware	DE	N							0	
9. District of Columbia	DC	N							0	
10. Florida	FL	N							0	
11. Georgia	GA	N							0	
12. Hawaii	HI	N							0	
13. Idaho	ID	N							0	
14. Illinois	IL	N							0	
15. Indiana	IN	N							0	
16. Iowa	IA	N							0	
17. Kansas	KS	N							0	
18. Kentucky	KY	N							0	
19. Louisiana	LA	N							0	
20. Maine	ME	N							0	
21. Maryland	MD	N							0	
22. Massachusetts	MA	L	11,099,250						11,099,250	
23. Michigan	MI	N							0	
24. Minnesota	MN	N							0	
25. Mississippi	MS	N							0	
26. Missouri	MO	N							0	
27. Montana	MT	N							0	
28. Nebraska	NE	N							0	
29. Nevada	NV	N							0	
30. New Hampshire	NH	N							0	
31. New Jersey	NJ	N							0	
32. New Mexico	NM	N							0	
33. New York	NY	N							0	
34. North Carolina	NC	N							0	
35. North Dakota	ND	N							0	
36. Ohio	OH	N							0	
37. Oklahoma	OK	N							0	
38. Oregon	OR	N							0	
39. Pennsylvania	PA	N							0	
40. Rhode Island	RI	L	54,330,004	99,195,156	75,452,637	0	0	0	228,977,797	0
41. South Carolina	SC	N							0	
42. South Dakota	SD	N							0	
43. Tennessee	TN	N							0	
44. Texas	TX	N							0	
45. Utah	UT	N							0	
46. Vermont	VT	N							0	
47. Virginia	VA	N							0	
48. Washington	WA	N							0	
49. West Virginia	WV	N							0	
50. Wisconsin	WI	N							0	
51. Wyoming	WY	N							0	
52. American Samoa	AS	N							0	
53. Guam	GU	N							0	
54. Puerto Rico	PR	N							0	
55. U.S. Virgin Islands	VI	N							0	
56. Northern Mariana Islands	MP	N							0	
57. Canada	CN	N							0	
58. Aggregate Other Aliens	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX		65,429,254	99,195,156	75,452,637	0	0	0	240,077,047	0
60. Reporting Entity Contributions for Employee Benefit Plans	XXX								0	
61. Totals (Direct Business)	(a) 2		65,429,254	99,195,156	75,452,637	0	0	0	240,077,047	0
DETAILS OF WRITE-INS										
5801.	XXX									
5802.	XXX									
5803.	XXX									
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX		0	0	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898)(Line 58 above)	XXX		0	0	0	0	0	0	0	0

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

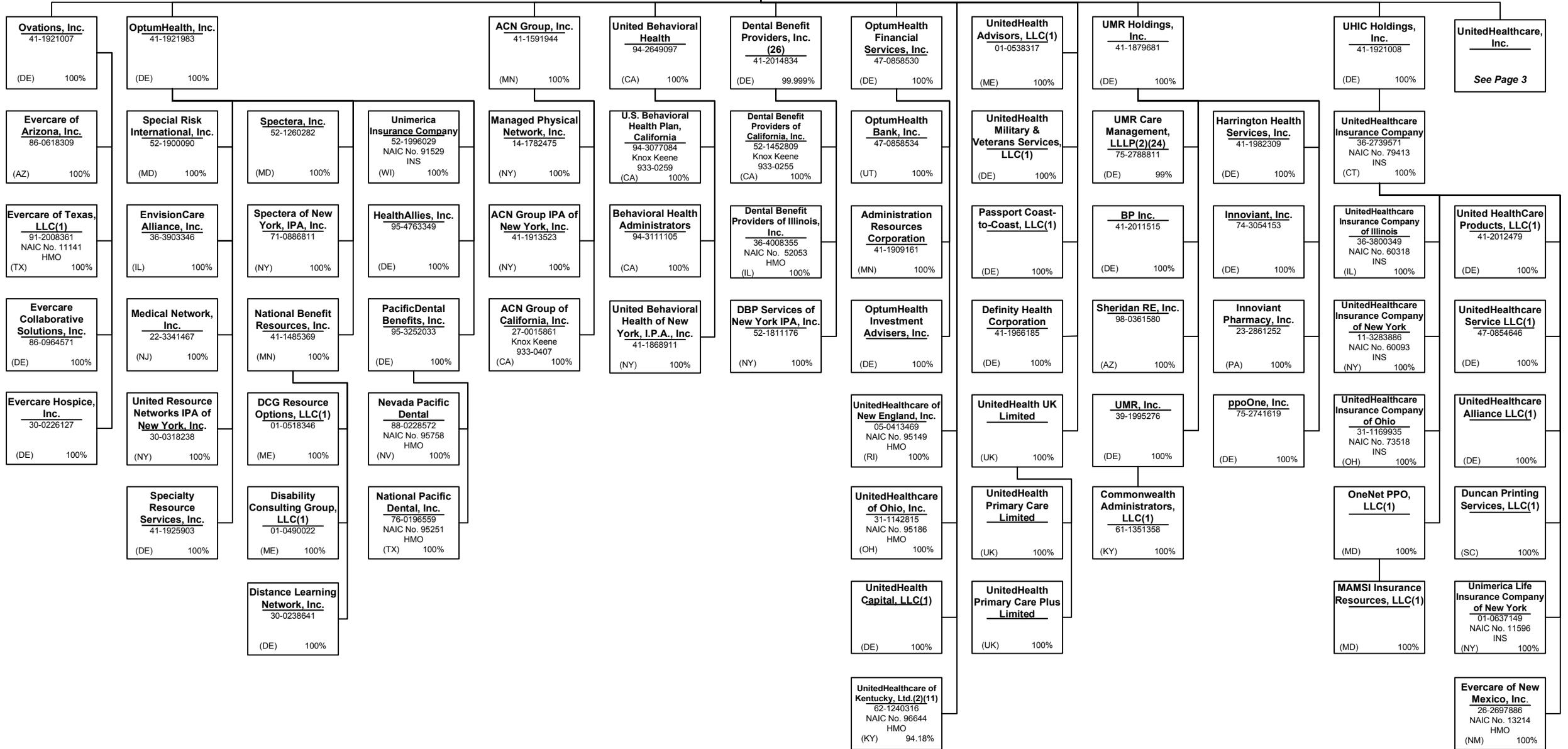
STATEMENT AS OF JUNE 30, 2009 OF THE UnitedHealthcare of New England, Inc.

**UnitedHealth Group Incorporated**  
(MN) 41-1321939



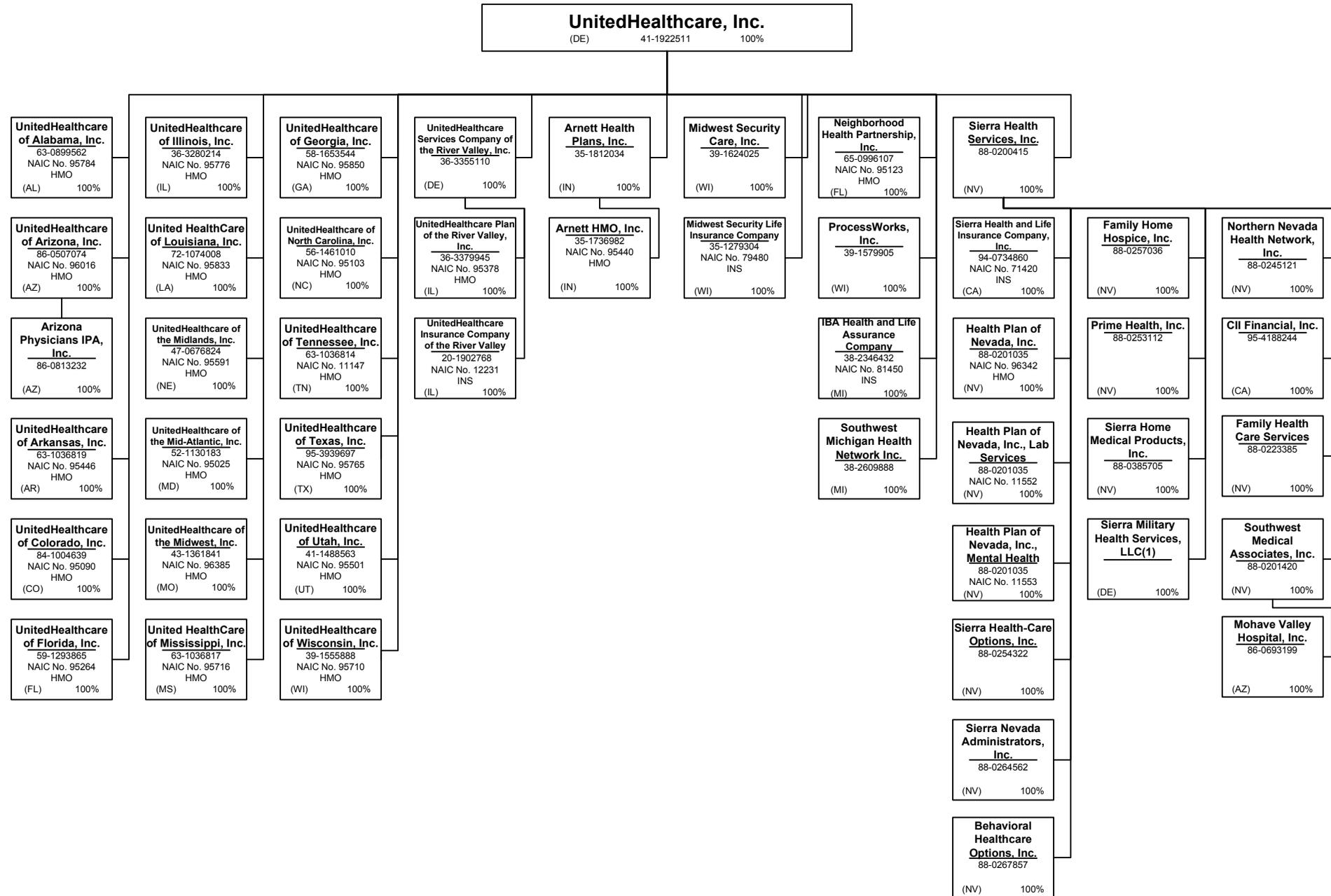
STATEMENT AS OF JUNE 30, 2009 OF THE UnitedHealthcare of New England, Inc.

**United HealthCare Services, Inc.**  
(MN) 41-1289245 100%

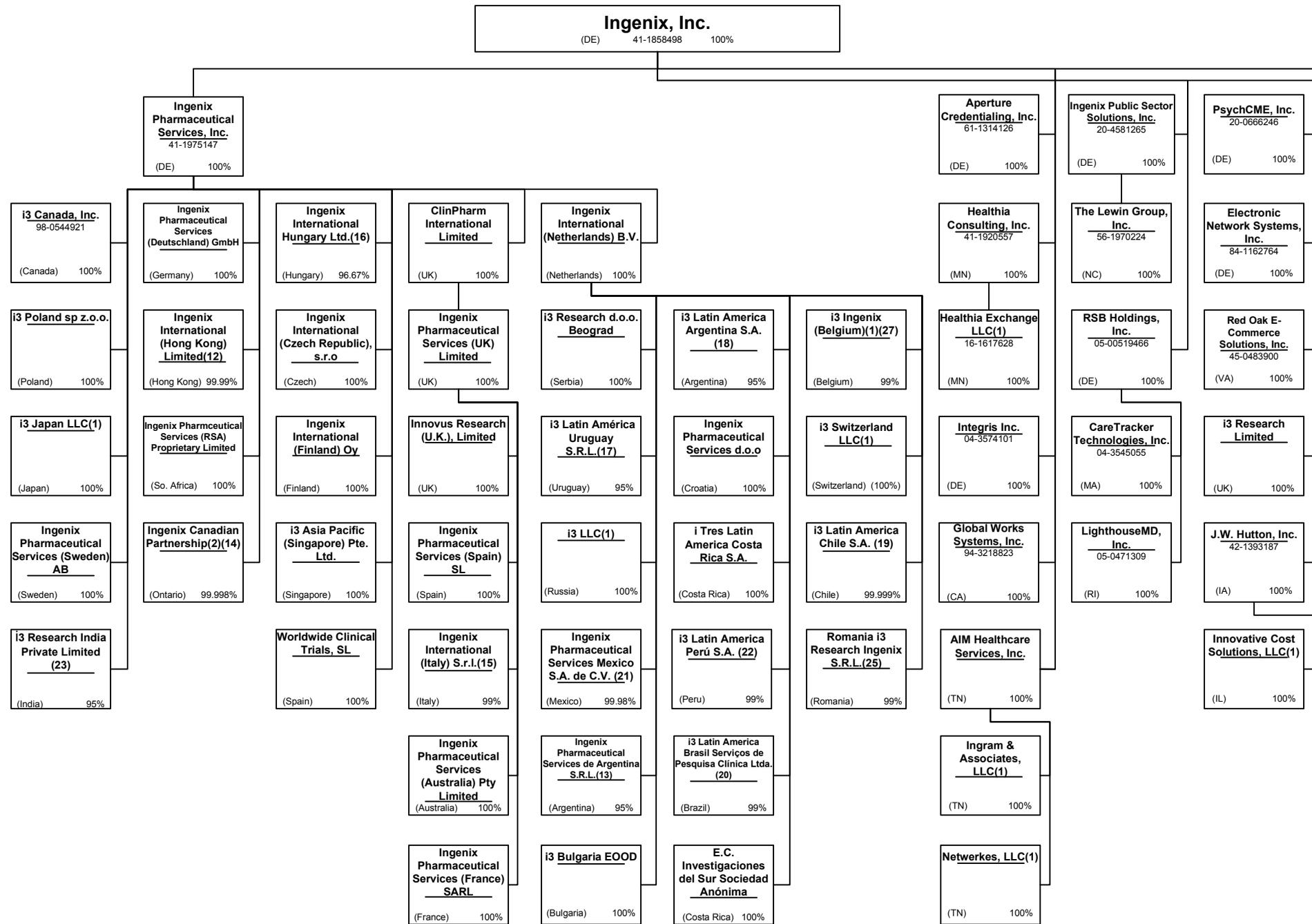


14.1

STATEMENT AS OF JUNE 30, 2009 OF THE UnitedHealthcare of New England, Inc.



STATEMENT AS OF JUNE 30, 2009 OF THE UnitedHealthcare of New England, Inc.



STATEMENT AS OF JUNE 30, 2009 OF THE UnitedHealthcare of New England, Inc.

**Notes**

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

- (1) Entity is a Limited Liability Company
- (2) Entity is a Partnership
- (3) Entity is a Non-Profit Corporation
- (4) Control of the Foundation is based on sole membership, not the ownership of voting securities
- (5) PacifiCare Life and Health Insurance Company is 99% owned by PacifiCare Health Plan Administrators, Inc. and 1% owned by PacifiCare Health Systems, LLC
- (6) UnitedHealth Group Information Services Private Limited is 99.37% owned by UnitedHealth Group International B.V.. The remaining 0.63% is owned by UnitedHealth International, Inc.
- (7) UnitedHealth Group International B.V. is 70.56% owned by UnitedHealth Group Incorporated and 29.44% owned by United HealthCare Services, Inc.
- (8) United Healthcare India (Private) Limited is 99.9952% owned by UnitedHealth Group International B.V. and 0.0048% owned by UnitedHealth International, Inc.
- (9) Omega Insurance Advisors Private Limited is 99.99% owned by United Healthcare India (Private) Limited and 0.01% owned by an individual shareholder
- (10) UnitedHealthcare Asia Limited is 99% owned by UnitedHealthcare International Asia, LLC and 1% owned by UnitedHealth International, Inc.
- (11) General partnership interests are held by United HealthCare Services, Inc. (89.77%) and by UnitedHealthcare, Inc. (10.23%). United HealthCare Services, Inc. also holds 100% of the limited partnership interests. When combining general and limited partner interests, United HealthCare Services, Inc. owns 94.18% and UnitedHealthcare, Inc. owns 5.83%.
- (12) Ingenix International (Hong Kong) Limited is 99.99% owned by Ingenix Pharmaceutical Services, Inc. and 0.01% owned by Ingenix, Inc.
- (13) Ingenix Pharmaceutical Services de Argentina S.R.L is 95% owned by Ingenix International (Netherlands) B.V. and 5% owned by Ingenix, Inc.
- (14) Ingenix Canada Partnership is 99.998% owned by Ingenix Pharmaceutical Services, Inc. and 0.002% owned by Ingenix, Inc.
- (15) Ingenix International (Italy) S.r.l. is 99% owned by Ingenix Pharmaceutical Services (UK) Limited and 1% owned by Ingenix Pharmaceutical Services, Inc.
- (16) Ingenix International Hungary Ltd. is 96.67% owned by Ingenix Pharmaceutical Services, Inc. and 3.33% owned by Ingenix, Inc.
- (17) i3 Latin América Uruguay S.R.L. is 95% owned by Ingenix International (Netherlands) B.V. and 5% owned by Ingenix Pharmaceutical Services, Inc.
- (18) i3 Latin America Argentina S.A. is 95% owned by Ingenix International (Netherlands) B.V. and 5% owned by Ingenix Pharmaceutical Services, Inc.
- (19) i3 Latin America Chile S.A. is 99.9999% owned by Ingenix International (Netherlands) B.V. and 0.0001% owned by Ingenix Pharmaceutical Services, Inc.

- (20) i3 Latin America Brasil Serviços de Pesquisa Clínica Ltda. Is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by Ingenix Pharmaceutical Services, Inc.
- (21) Ingenix Pharmaceutical Services Mexico S.A. de C.V. is 99.98% owned by Ingenix International (Netherlands) B.V. The remaining 0.02% is owned by i3 Latin America Argentina S.A..
- (22) i3 Latin America Perú S.A. is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by i3 Latin America Argentina S.A.
- (23) i3 Research India Private Limited is 95% owned by Ingenix Pharmaceutical Services, Inc. and 5% owned by Ingenix, Inc.
- (24) Limited partnership interest is held by UMR Holdings, Inc.. (99%). General partnership interest is held by UMR, Inc. (1%)
- (25) Romania i3 Research Ingenix S.R.L. is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by Ingenix Pharmaceutical Services (UK) Limited
- (26) Dental Benefit Providers, Inc. is 99.999% owned by United HealthCare Services, Inc. and 0.001% owned by PacificDental Benefits, Inc.
- (27) i3 Ingenix (Belgium) is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by Ingenix Pharmaceutical Services, Inc.

## SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

	Response
1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement? .....	NO

Explanation:

1. No Stand-Alone Part A Business Written

Bar Code:



Medicare Part D Coverage Supplement [Document Identifier 365]

**OVERFLOW PAGE FOR WRITE-INS**

**SCHEDULE A - VERIFICATION**

Real Estate

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

**NONE**

**SCHEDULE B - VERIFICATION**

Mortgage Loans

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

**NONE**

**SCHEDULE BA - VERIFICATION**

Other Long-Term Invested Assets

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

**NONE**

**SCHEDULE D - VERIFICATION**

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	170,463,313	159,627,064
2. Cost of bonds and stocks acquired .....	193,202,090	367,303,785
3. Accrual of discount .....	143,050	140,518
4. Unrealized valuation increase (decrease) .....	(59,349)	(1,158)
5. Total gain (loss) on disposals .....	(206,421)	926,771
6. Deduct consideration for bonds and stocks disposed of .....	202,496,573	355,262,081
7. Deduct amortization of premium .....	613,482	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) .....	160,170,065	170,463,313
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	160,170,065	170,463,313

STATEMENT AS OF JUNE 30, 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
<b>BONDS</b>								
1. Class 1 (a) .....	167,251,160	68,231,577	70,152,601	(2,426,651)	167,251,160	162,903,485	0	163,784,199
2. Class 2 (a) .....	3,099,276	0	1,000,000	2,118,361	3,099,276	4,217,637	0	4,757,253
3. Class 3 (a) .....	409,083	0	47,251	19,740	409,083	381,572	0	0
4. Class 4 (a) .....	0	0	0	0	0	0	0	731,247
5. Class 5 (a) .....	702,727	0	38,768	(9,877)	702,727	654,082	0	354,029
6. Class 6 (a) .....	0	0	0	0	0	0	0	0
7. Total Bonds	171,462,245	68,231,577	71,238,620	(298,427)	171,462,245	168,156,776	0	169,626,729
<b>PREFERRED STOCK</b>								
8. Class 1 .....	0	0	0	0	0	0	0	0
9. Class 2 .....	0	0	0	0	0	0	0	0
10. Class 3 .....	0	0	0	0	0	0	0	0
11. Class 4 .....	0	0	0	0	0	0	0	0
12. Class 5 .....	0	0	0	0	0	0	0	0
13. Class 6 .....	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	171,462,245	68,231,577	71,238,620	(298,427)	171,462,245	168,156,776	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 \$ 8,999,999 ; NAIC 2 \$ 0 ; NAIC 3 \$ 0 ; NAIC 4 \$ 0 ; NAIC 5 \$ 0 ; NAIC 6 \$ 0

**SCHEDULE DA - PART 1**

## Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year-to-Date	5 Paid for Accrued Interest Year-to-Date
9199999 Totals	5,349,061	XXX	5,349,061	8,400	0

**SCHEDULE DA - VERIFICATION**

## Short-Term Investments

	1 Year To Date	2 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 .....	29,549,668	30,542,861
3. Accrual of discount .....		0
4. Unrealized valuation increase (decrease) .....		0
5. Total gain (loss) on disposals .....		0
6. Deduct consideration received on disposals .....	37,199,647	30,438,280
7. Deduct amortization of premium .....		0
8. Total foreign exchange change in book/adjusted carrying value .....		0
9. Deduct current year's other than temporary impairment recognized .....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	5,349,061	12,999,040
11. Deduct total nonadmitted amounts .....		0
12. Statement value at end of current period (Line 10 minus Line 11)	5,349,061	12,999,040

Schedule DB - Part F - Section 1 - Replicated (Synthetic) Assets Open

**N O N E**

Schedule DB - Part F - Section 2 - Reconciliation of Replicated (Synthetic) Assets Open

**N O N E**

**SCHEDULE E - VERIFICATION**

## Cash Equivalents

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	0	0
2. Cost of cash equivalents acquired .....	46,149,439	14,644,914
3. Accrual of discount .....	560	5,086
4. Unrealized valuation increase (decrease) .....		0
5. Total gain (loss) on disposals .....		0
6. Deduct consideration received on disposals .....	37,150,000	14,650,000
7. Deduct amortization of premium .....		0
8. Total foreign exchange change in book/adjusted carrying value .....		0
9. Deduct current year's other than temporary impairment recognized .....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	8,999,999	0
11. Deduct total nonadmitted amounts .....		0
12. Statement value at end of current period (Line 10 minus Line 11)	8,999,999	0

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

**N O N E**

Schedule A - Part 3 - Real Estate Disposed

**N O N E**

Schedule B - Part 2 - Mortgage Loans Acquired

**N O N E**

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

**N O N E**

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

**N O N E**

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

**N O N E**

STATEMENT AS OF JUNE 30, 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	2	3	4	5	6	7	8	9	10	
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)	
31371L-WN-5	FNMA Pool 255453 (MBS) 5.000% 11/01/19		03/01/2009	Scudder Insurance Asset Mgmt		0	0	0	1	
31371L-WN-5	FNMA Pool 255453 (MBS) 5.000% 11/01/19		03/13/2009	Stephen Inc.		1,043,614	1,003,777	2,231	1	
<b>3199999. Bonds - U.S. Special Revenues</b>									<b>XXX</b>	
134429-AU-3	Campbell Soup Company Corp Note MW 15 BPS 3.375% 08/15/14		06/26/2009	UBS Sec/Warburg Dillion		1,043,614	1,003,777	2,231		
481247-AN-4	JP Morgan Chase Corp Note Non Call FDIC 0.854% 12/26/12		04/01/2009	JP Morgan Chase		959,462	960,000	0	1FE	
589331-AP-2	Merck & Co Corp Note MW 20BP 4.000% 06/30/15		06/22/2009	JP Morgan Chase		1,500,000	1,500,000	0	1FE	
68389X-AF-2	Oracle Corp Note MW 20 BPS 3.750% 07/08/14		06/30/2009	Bank of America Sec		811,724	815,000	0	1FE	
055650-BL-1	BP Capital Markets PLC Corp Note MW 25BP 3.375% 05/08/14	F	05/01/2009	Morgan Stanley		550,000	550,000	0	1FE	
055650-BL-1	BP Capital Markets PLC Corp Note MW 25BP 3.375% 05/08/14					1,000,000	1,000,000	0	1FE	
<b>3899999. Bonds - Industrial and Miscellaneous (Unaffiliated)</b>									<b>XXX</b>	
<b>8399997. Total - Bonds - Part 3</b>							5,864,800	5,828,777	2,231	<b>XXX</b>
<b>8399998. Total - Bonds - Part 5</b>							XXX	XXX	XXX	<b>XXX</b>
<b>8399999. Total - Bonds</b>							5,864,800	5,828,777	2,231	<b>XXX</b>
<b>8999997. Total - Preferred Stocks - Part 3</b>							0	XXX	0	<b>XXX</b>
<b>8999998. Total - Preferred Stocks - Part 5</b>							XXX	XXX	XXX	<b>XXX</b>
<b>8999999. Total - Preferred Stocks</b>							0	XXX	0	<b>XXX</b>
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/02/2009	Bank One - POOL		14,686,000.000	14,686,000	0	L	
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/09/2009	Bank One - POOL		763,669.280	763,669	0	L	
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/20/2009	Bank One - POOL		4,038,000.000	4,038,000	0	L	
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/29/2009	Bank One - POOL		4,273.900	4,274	0	L	
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/30/2009	Bank One - POOL		1,040,000.000	1,040,000	0	L	
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		05/01/2009	Bank One - POOL		3,675,000.000	3,675,000	0	L	
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		05/04/2009	Bank One - POOL		21,996,000.000	21,996,000	0	L	
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		05/18/2009	Bank One - POOL		5,956,000.000	5,956,000	0	L	
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		05/30/2009	Bank One - POOL		3,965.270	3,965	0	L	
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/01/2009	Bank One - POOL		6,914,000.000	6,914,000	0	L	
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/02/2009	Bank One - POOL		14,574,000.000	14,574,000	0	L	
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/05/2009	Bank One - POOL		175,000.000	175,000	0	L	
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/15/2009	Bank One - POOL		5,532,000.000	5,532,000	0	L	
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/16/2009	Bank One - POOL		207,000.000	207,000	0	L	
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/29/2009	Bank One - POOL		7,485,144.580	7,485,145	0	L	
<b>9099999. Common Stocks - Industrial and Miscellaneous (Unaffiliated)</b>									<b>XXX</b>	
<b>9799997. Total - Common Stocks - Part 3</b>							87,050,053	XXX	0	<b>XXX</b>
<b>9799998. Total - Common Stocks - Part 5</b>							XXX	XXX	XXX	<b>XXX</b>
<b>9799999. Total - Common Stocks</b>							87,050,053	XXX	0	<b>XXX</b>
<b>9899999. Total - Preferred and Common Stocks</b>							87,050,053	XXX	0	<b>XXX</b>
<b>9999999 - Totals</b>							92,914,853	XXX	2,231	<b>XXX</b>

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

STATEMENT AS OF JUNE 30, 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 During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)	
31398A-RM-6	FNMA Note Call 4.350% 05/29/13		05/29/2009	Call 100.0000		2,000,000	2,000,000	2,001,000	2,000,413	0	(413)	0	(413)	0	2,000,000	0	0	0	43,500	05/29/2013	1FE	
36206X-PL-1	GNMA Pool 424427 (MBS) 7.000% 08/15/12		04/01/2009	Paydown		388	388	393	392	0	(4)	0	(4)	0	388	0	0	0	9	08/15/2012	1	
36206X-PL-1	GNMA Pool 424427 (MBS) 7.000% 08/15/12		05/01/2009	Paydown		391	391	396	394	0	(4)	0	(4)	0	391	0	0	0	11	08/15/2012	1	
36206X-PL-1	GNMA Pool 424427 (MBS) 7.000% 08/15/12		06/01/2009	Paydown		398	398	403	402	0	(4)	0	(4)	0	398	0	0	0	14	08/15/2012	1	
36211C-F9-8	GNMA Pool 508792 (MBS) 8.000% 04/15/15		04/01/2009	Paydown		54	54	54	54	0	0	0	0	0	54	0	0	0	1	04/15/2015	1	
36211C-F9-8	GNMA Pool 508792 (MBS) 8.000% 04/15/15		05/01/2009	Paydown		57	57	58	58	0	0	0	0	0	57	0	0	0	2	04/15/2015	1	
36211C-F9-8	GNMA Pool 508792 (MBS) 8.000% 04/15/15		06/01/2009	Paydown		54	54	55	55	0	0	0	0	0	54	0	0	0	2	04/15/2015	1	
36225A-5U-0	GNMA Pool 780859 (MBS) 7.500% 09/15/13		04/01/2009	Paydown		574	574	584	579	0	(5)	0	(5)	0	574	0	0	0	14	09/15/2013	1	
36225A-5U-0	GNMA Pool 780859 (MBS) 7.500% 09/15/13		05/01/2009	Paydown		742	742	756	748	0	(6)	0	(6)	0	742	0	0	0	23	09/15/2013	1	
36225A-5U-0	GNMA Pool 780859 (MBS) 7.500% 09/15/13		06/01/2009	Paydown		703	703	716	709	0	(6)	0	(6)	0	703	0	0	0	26	09/15/2013	1	
<b>0399999. Bonds - U.S. Governments</b>								2,003,361	2,003,361	2,004,415	2,003,804	0	(442)	0	(442)	2,003,361	0	0	0	43,602	XXX	XXX
64966G-2V-3	NYC NY GO Non Call 5.750% 05/15/09		05/15/2009	Maturity		40,000	40,000	39,385	39,785	0	215	0	215	0	40,000	0	0	0	1,150	05/15/2009	1FE	
<b>2499999. Bonds - U.S. Political Subdivisions of States, Territories and Possessions</b>								40,000	40,000	39,385	39,785	0	215	0	40,000	0	0	0	1,150	XXX	XXX	
212474-CD-0	Convention Cntr Auth RI Revenue Bond - Non Callable 5.000% 05/15/09		05/15/2009	Maturity		1,000,000	1,000,000	1,045,650	1,002,464	0	(2,464)	0	(2,464)	0	1,000,000	0	0	0	25,000	05/15/2009	2FE	
31283J-3V-1	FHLMC Pool G10812 (MBS) 7.500% 04/01/13		04/01/2009	Paydown		558	558	568	562	0	(4)	0	(4)	0	558	0	0	0	14	04/01/2013	1	
31283J-3V-1	FHLMC Pool G10812 (MBS) 7.500% 04/01/13		05/01/2009	Paydown		570	570	580	574	0	(4)	0	(4)	0	570	0	0	0	18	04/01/2013	1	
31283J-3V-1	FHLMC Pool G10812 (MBS) 7.500% 04/01/13		06/01/2009	Paydown		458	458	466	461	0	(3)	0	(3)	0	458	0	0	0	17	04/01/2013	1	
31283J-TM-3	FHLMC Pool G10556 (MBS) 7.000% 07/01/11		04/01/2009	Paydown		429	429	438	431	0	(2)	0	(2)	0	429	0	0	0	10	07/01/2011	1	
31283J-TM-3	FHLMC Pool G10556 (MBS) 7.000% 07/01/11		05/01/2009	Paydown		336	336	343	337	0	(2)	0	(2)	0	336	0	0	0	10	07/01/2011	1	
31283J-TM-3	FHLMC Pool G10556 (MBS) 7.000% 07/01/11		06/01/2009	Paydown		301	301	308	303	0	(2)	0	(2)	0	301	0	0	0	11	07/01/2011	1	
31283J-WR-8	FHLMC Pool G10656 (MBS) 7.500% 01/01/12		04/01/2009	Paydown		615	615	621	616	0	(2)	0	(2)	0	615	0	0	0	15	01/01/2012	1	
31283J-WR-8	FHLMC Pool G10656 (MBS) 7.500% 01/01/12		05/01/2009	Paydown		528	528	534	530	0	(1)	0	(1)	0	528	0	0	0	17	01/01/2012	1	
31283J-WR-8	FHLMC Pool G10656 (MBS) 7.500% 01/01/12		06/01/2009	Paydown		501	501	506	502	0	(1)	0	(1)	0	501	0	0	0	19	01/01/2012	1	
31283K-4T-2	FHLMC Pool G11734 (MBS) 5.000% 05/01/20		04/01/2009	Paydown		15,282	15,282	15,310	15,302	0	(21)	0	(21)	0	15,282	0	0	0	255	05/01/2020	1	
31283K-4T-2	FHLMC Pool G11734 (MBS) 5.000% 05/01/20		05/01/2009	Paydown		14,148	14,148	14,174	14,167	0	(19)	0	(19)	0	14,148	0	0	0	295	05/01/2020	1	
31283K-4T-2	FHLMC Pool G11734 (MBS) 5.000% 05/01/20		06/01/2009	Paydown		18,775	18,775	18,811	18,801	0	(25)	0	(25)	0	18,775	0	0	0	469	05/01/2020	1	
31283K-6J-2	FHLMC Pool G11773 (MBS) 5.000% 10/01/20		04/01/2009	Paydown		15,693	15,693	15,584	15,595	0	99	0	99	0	15,693	0	0	0	262	10/01/2020	1	
31283K-6J-2	FHLMC Pool G11773 (MBS) 5.000% 10/01/20		05/01/2009	Paydown		12,053	12,053	11,969	11,977	0	76	0	76	0	12,053	0	0	0	251	10/01/2020	1	
31283K-6J-2	FHLMC Pool G11773 (MBS) 5.000% 10/01/20		06/01/2009	Paydown		13,185	13,185	13,093	13,102	0	83	0	83	0	13,185	0	0	0	330	10/01/2020	1	
31286D-RZ-5	FHLMC Pool E78604 (MBS) 7.000% 09/01/14		04/01/2009	Paydown		188	188	188	188	0	0	0	0	0	188	0	0	0	4	09/01/2014	1	
31286D-RZ-5	FHLMC Pool E78604 (MBS) 7.000% 09/01/14		05/01/2009	Paydown		189	189	189	189	0	0	0	0	0	189	0	0	0	6	09/01/2014	1	
31286D-RZ-5	FHLMC Pool E78604 (MBS) 7.000% 09/01/14		06/01/2009	Paydown		190	190	190	190	0	0	0	0	0	190	0	0	0	7	09/01/2014	1	
31286D-UB-4	FHLMC Pool E78678 (MBS) 8.000% 08/01/14		04/01/2009	Paydown		96	96	96	96	0	0	0	0	0	96	0	0	0	3	08/01/2014	1	
31286D-UB-4	FHLMC Pool E78678 (MBS) 8.000% 08/01/14		05/01/2009	Paydown		100	100	100	100	0	0	0	0	0	100	0	0	0	3	08/01/2014	1	
31286D-UB-4	FHLMC Pool E78678 (MBS) 8.000% 08/01/14		06/01/2009	Paydown		97	97	97	97	0	0	0	0	0	97	0	0	0	4	08/01/2014	1	
31286E-3V-8	FHLMC Pool E79812 (MBS) 8.000% 11/01/14		04/01/2009	Paydown		164	164	166	165	0	(1)	0	(1)	0	164	0	0	0	4	11/01/2014	1	
31286E-3V-8	FHLMC Pool E79812 (MBS) 8.000% 11/01/14		05/01/2009	Paydown		169	169	171	170	0	(1)	0	(1)	0	169	0	0	0	6	11/01/2014	1	
31286E-3V-8	FHLMC Pool E79812 (MBS) 8.000% 11/01/14		06/01/2009	Paydown		170	170	172	171	0	(1)	0	(1)	0	170	0	0	0	7	11/01/2014	1	
31286L-GA-4	FHLMC Pool E83793 (MBS) 6.000% 05/01/16		04/01/2009	Paydown		1,865	1,865	1,847	1,853	0	11	0	11	0	1,865	0	0	0	37	05/01/2016	1	
31286L-GA-4	FHLMC Pool E83793 (MBS) 6.000% 05/01/16		05/01/2009	Paydown		1,653	1,653	1,638	1,643	0	10	0	10	0	1,653	0	0	0	41	05/01/2016	1	
31286L-GA-4	FHLMC Pool E83793 (MBS) 6.000% 05/01/16		06/01/2009	Paydown		1,693	1,693	1,677	1,682	0	10	0	10	0	1,693	0	0	0	51	05/01/2016	1	
3128MI-AT-0	FHLMC Pool G18017 (MBS) 5.500% 10/01/19		04/01/2009	Paydown		3,222	3,222	3,331	3,314	0	(92)	0	(92)	0	3,222	0	0	0	59	10/01/2019	1	
3128MI-AT-0	FHLMC Pool G18017 (MBS) 5.500% 10/01/19		05/01/2009	Paydown		10,592	10,592	10,951	10,895	0	(303)	0	(303)	0	10,592	0	0	0	243	10/01/2019	1	
3128MI-AT-0	FHLMC Pool G18017 (MBS) 5.500% 10/01/19		06/01/2009	Paydown		4,105	4,105	4,244	4,222	0	(117)	0	(117)	0	4,105	0	0	0	113	10/01/2019	1	
3128PD-V9-8	FHLMC Pool J02440 (MBS) 5.000% 08/01/20		04/01/2009	Paydown		10,023	10,023	10,041	10,034	0	(11)	0	(11)	0	10,023	0	0	0	167	08/01/2020	1	
3128PD-V9-8	FHLMC Pool J02440 (MBS) 5.000% 08/01/20		05/01/2009	Paydown		38,660	38,660	38,704	38,704	0	(44)	0	(44)	0	38,660	0	0	0	805	08/01/2020	1	
3128PD-V9-8	FHLMC Pool J02440 (MBS) 5.000% 08/01/20		06/01/2009	Paydown		55,238	55,238	55,342	55,301	0	(63)	0	(63)	0	55,238	0	0	0	1,381	08/01/2020	1	
31294J-3L-0	FHLMC Pool E00803 (MBS) 8.000% 12/01/14		04/01/2009	Paydown		902	902	905	905	0	(2)	0	(2)	0	902	0	0	0	24	12/01/2014	1	
31294J-3L-0	FHLMC Pool E00803 (MBS) 8.000% 12/01/14		05/01/2009	Paydown		86	86	86	86	0	0	0	0	0	86	0	0	0	3	12/01/2014	1	
31294J-3L-0	FHLMC Pool E00803 (MBS) 8.000% 12/01/14		06/01/2009	Paydown		87	87	87	87	0	0	0	0	0	87	0	0	0	3	12/01/2014	1	
312972-CL-4	FHLMC Pool B19075 (MBS) 5.000% 04/01/20		04/01/2009	Paydown		7,316	7,316	7,260	7,266	0	50	0										

STATEMENT AS OF JUNE 30, 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 During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
31365E-J4-6	FNMA Pool 125483 (MBS) 6.500% 04/01/12		05/01/2009	Paydown		259	259	256	257	.0	.2	.0	2	.0	259	.0	.0	.0	.7	04/01/2012	1
31365E-J4-6	FNMA Pool 125483 (MBS) 6.500% 04/01/12		06/01/2009	Paydown		599	599	593	596	.0	.4	.0	4	.0	599	.0	.0	.0	.20	04/01/2012	1
31371F-VK-5	FNMA Pool 250918 (MBS) 6.500% 05/01/12		04/01/2009	Paydown		520	520	515	517	.0	.3	.0	3	.0	520	.0	.0	.0	.11	05/01/2012	1
31371F-VK-5	FNMA Pool 250918 (MBS) 6.500% 05/01/12		05/01/2009	Paydown		317	317	313	315	.0	.2	.0	2	.0	317	.0	.0	.0	.9	05/01/2012	1
31371F-VK-5	FNMA Pool 250918 (MBS) 6.500% 05/01/12		06/01/2009	Paydown		319	319	315	317	.0	.2	.0	2	.0	319	.0	.0	.0	.10	05/01/2012	1
31371F-VM-1	FNMA Pool 250920 (MBS) 7.500% 04/01/12		04/01/2009	Paydown		589	589	599	592	.0	(3)	.0	(3)	.0	589	.0	.0	.0	.15	04/01/2012	1
31371F-VM-1	FNMA Pool 250920 (MBS) 7.500% 04/01/12		05/01/2009	Paydown		733	733	745	736	.0	(3)	.0	(3)	.0	733	.0	.0	.0	.23	04/01/2012	1
31371F-VM-1	FNMA Pool 250920 (MBS) 7.500% 04/01/12		06/01/2009	Paydown		349	349	355	350	.0	(2)	.0	(2)	.0	349	.0	.0	.0	.13	04/01/2012	1
31371J-F9-0	FNMA Pool 253192 (MBS) 7.000% 04/01/15		04/01/2009	Paydown		105	105	102	103	.0	.2	.0	2	.0	105	.0	.0	.0	.2	04/01/2015	1
31371J-F9-0	FNMA Pool 253192 (MBS) 7.000% 04/01/15		05/01/2009	Paydown		111	111	108	109	.0	.2	.0	2	.0	111	.0	.0	.0	.3	04/01/2015	1
31371J-F9-0	FNMA Pool 253192 (MBS) 7.000% 04/01/15		06/01/2009	Paydown		105	105	103	104	.0	.2	.0	2	.0	105	.0	.0	.0	.4	04/01/2015	1
31371J-N4-2	FNMA Pool 253411 (MBS) 6.500% 07/01/15		04/01/2009	Paydown		24	24	23	23	.0	.1	.0	1	.0	24	.0	.0	.0	.1	07/01/2015	1
31371J-N4-2	FNMA Pool 253411 (MBS) 6.500% 07/01/15		05/01/2009	Paydown		24	24	23	23	.0	.1	.0	1	.0	24	.0	.0	.0	.1	07/01/2015	1
31371J-N4-2	FNMA Pool 253411 (MBS) 6.500% 07/01/15		06/01/2009	Paydown		24	24	23	23	.0	.1	.0	1	.0	24	.0	.0	.0	.1	07/01/2015	1
31371L-WN-5	FNMA Pool 255453 (MBS) 5.000% 11/01/19		03/01/2009	Mgmt		.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	11/01/2019	1
31371L-WN-5	FNMA Pool 255453 (MBS) 5.000% 11/01/19		04/01/2009	Stephen Inc.		1,043,614	1,003,777	1,043,614	.0	.0	.0	.0	.0	1,043,614	.0	.0	.0	2,231	11/01/2019	1	
31371L-WN-5	FNMA Pool 255453 (MBS) 5.000% 11/01/19		04/01/2009	Paydown		19,593	19,593	20,370	.0	.0	(778)	.0	(778)	.0	19,593	.0	.0	.0	.82	11/01/2019	1
31371L-WN-5	FNMA Pool 255453 (MBS) 5.000% 11/01/19		05/01/2009	Paydown		21,737	21,737	22,600	.0	.0	(863)	.0	(863)	.0	21,737	.0	.0	.0	.181	11/01/2019	1
31371L-WN-5	FNMA Pool 255453 (MBS) 5.000% 11/01/19		06/01/2009	Paydown		23,037	23,037	23,951	.0	.0	(914)	.0	(914)	.0	23,037	.0	.0	.0	.288	11/01/2019	1
31371M-CA-3	FNMA Pool 255765 (MBS) 5.000% 07/01/20		04/01/2009	Paydown		14,844	14,844	14,642	14,654	.0	190	.0	190	.0	14,844	.0	.0	.0	.247	07/01/2020	1
31371M-CA-3	FNMA Pool 255765 (MBS) 5.000% 07/01/20		05/01/2009	Paydown		9,077	9,077	8,963	9,077	.0	116	.0	116	.0	9,077	.0	.0	.0	.189	07/01/2020	1
31371M-CA-3	FNMA Pool 255765 (MBS) 5.000% 07/01/20		06/01/2009	Paydown		13,767	13,767	13,580	13,592	.0	176	.0	176	.0	13,767	.0	.0	.0	.344	07/01/2020	1
31377Y-3A-1	FNMA Pool 391493 (MBS) 7.500% 06/01/12		04/01/2009	Paydown		130	130	130	130	.0	.0	.0	.0	.0	130	.0	.0	.0	.3	06/01/2012	1
31377Y-3A-1	FNMA Pool 391493 (MBS) 7.500% 06/01/12		05/01/2009	Paydown		131	131	133	131	.0	.0	.0	.0	.0	131	.0	.0	.0	.4	06/01/2012	1
31377Y-3A-1	FNMA Pool 391493 (MBS) 7.500% 06/01/12		06/01/2009	Paydown		131	131	134	132	.0	.0	.0	.0	.0	131	.0	.0	.0	.5	06/01/2012	1
31378C-E5-7	FNMA Pool 394456 (MBS) 7.000% 07/01/12		04/01/2009	Paydown		313	313	315	313	.0	.0	.0	.0	.0	313	.0	.0	.0	.7	07/01/2012	1
31378C-E5-7	FNMA Pool 394456 (MBS) 7.000% 07/01/12		05/01/2009	Paydown		315	315	317	315	.0	.0	.0	.0	.0	315	.0	.0	.0	.9	07/01/2012	1
31378C-E5-7	FNMA Pool 394456 (MBS) 7.000% 07/01/12		06/01/2009	Paydown		317	317	319	317	.0	.0	.0	.0	.0	317	.0	.0	.0	.11	07/01/2012	1
31378C-EE-8	FNMA Pool 394433 (MBS) 7.000% 07/01/12		04/01/2009	Paydown		476	476	479	476	.0	.1	.0	1	.0	476	.0	.0	.0	.11	07/01/2012	1
31378C-EE-8	FNMA Pool 394433 (MBS) 7.000% 07/01/12		05/01/2009	Paydown		479	479	482	479	.0	.1	.0	1	.0	479	.0	.0	.0	.14	07/01/2012	1
31378C-EE-8	FNMA Pool 394433 (MBS) 7.000% 07/01/12		06/01/2009	Paydown		482	482	485	482	.0	.1	.0	1	.0	482	.0	.0	.0	.17	07/01/2012	1
31384V-K7-6	FNMA Pool 535018 (MBS) 7.500% 04/01/13		04/01/2009	Paydown		554	554	560	555	.0	(1)	.0	(1)	.0	554	.0	.0	.0	.14	04/01/2013	1
31384V-K7-6	FNMA Pool 535018 (MBS) 7.500% 04/01/13		05/01/2009	Paydown		426	426	431	427	.0	(1)	.0	(1)	.0	426	.0	.0	.0	.13	04/01/2013	1
31384V-K7-6	FNMA Pool 535018 (MBS) 7.500% 04/01/13		06/01/2009	Paydown		475	475	480	476	.0	(1)	.0	(1)	.0	475	.0	.0	.0	.18	04/01/2013	1
31384X-4C-9	FNMA Pool 537319 (MBS) 7.500% 06/01/15		04/01/2009	Paydown		31	31	31	31	.0	.0	.0	.0	.0	31	.0	.0	.0	.1	06/01/2015	1
31384X-4C-9	FNMA Pool 537319 (MBS) 7.500% 06/01/15		05/01/2009	Paydown		41	41	41	41	.0	.0	.0	.0	.0	41	.0	.0	.0	.1	06/01/2015	1
31384X-4C-9	FNMA Pool 537319 (MBS) 7.500% 06/01/15		06/01/2009	Paydown		22	22	21	22	.0	.0	.0	.0	.0	22	.0	.0	.0	.1	06/01/2015	1
31385N-AG-4	FNMA Pool 547307 (MBS) 7.500% 08/01/15		04/01/2009	Paydown		148	148	148	148	.0	.0	.0	.0	.0	148	.0	.0	.0	.4	08/01/2015	1
31385N-AG-4	FNMA Pool 547307 (MBS) 7.500% 08/01/15		05/01/2009	Paydown		150	150	150	150	.0	.0	.0	.0	.0	150	.0	.0	.0	.5	08/01/2015	1
31385N-AG-4	FNMA Pool 547307 (MBS) 7.500% 08/01/15		06/01/2009	Paydown		175	175	175	175	.0	.0	.0	.0	.0	175	.0	.0	.0	.7	08/01/2015	1
31387E-PK-7	FNMA Pool 581926 (MBS) 6.000% 07/01/16		04/01/2009	Paydown		659	659	657	657	.0	.2	.0	2	.0	659	.0	.0	.0	.13	07/01/2016	1
31387E-PK-7	FNMA Pool 581926 (MBS) 6.000% 07/01/16		05/01/2009	Paydown		700	700	698	698	.0	.3	.0	3	.0	700	.0	.0	.0	.18	07/01/2016	1
31387E-PK-7	FNMA Pool 581926 (MBS) 6.000% 07/01/16		06/01/2009	Paydown		686	686	684	684	.0	.2	.0	2	.0	686	.0	.0	.0	.21	07/01/2016	1
31388R-ZG-5	FNMA Pool 612843 (MBS) 5.500% 01/01/17		04/01/2009	Paydown		2,160	2,160	2,123	2,134	.0	.26	.0	26	.0	2,160	.0	.0	.0	.40	01/01/2017	1
31388R-ZG-5	FNMA Pool 612843 (MBS) 5.500% 01/01/17		05/01/2009	Paydown		8,434	8,434	8,292	8,333	.0	101	.0	101	.0	8,434	.0	.0	.0	.193	01/01/2017	1
31388R-ZG-5	FNMA Pool 612843 (MBS) 5.500% 01/01/17		06/01/2009	Paydown		7,474	7,474	7,348	7,384	.0	90	.0	90	.0	7,474	.0	.0	.0	.206	01/01/2017	1
31394V-KB-5	FNMA 2005-120 VT (CMO) 5.500% 12/25/16		04/01/2009	Paydown		6,729	6,729	6,876	6,884	.0	(135)	.0	(135)	.0	6,729	.0	.0	.0	.123	02/25/2016	1
31394V-KB-5	FNMA 2005-120 VT (CMO) 5.500% 12/25/16		05/01/2009	Paydown		6,760	6,760	6,908	6,895	.0	(135)	.0	(135)	.0	6,760	.0	.0	.0	.155	02/25/2016	1
31394V-KB-5	FNMA 2005-120 VT (CMO) 5.500% 12/25/16		06/01/2009	Paydown		6,791	6,791	6,939	6,927	.0	(136)	.0	(136)	.0	6,791	.0	.0	.0	.187	02/25/2016	1
31395N-RH-2	FNMA 2006-67 PA CMO 5.500% 03/25/28		04/01/2009	Paydown		32,669	32,669	32,761	32,695	.0	(26)	.0	(26)	.0	32,669	.0	.0	.0	.599	10/25/2011	1
31395N-RH-2	FNMA 2006-67 PA CMO 5.500% 03/25/28		05/01/2009	Paydown		32,499	32,499	32,591	32,525	.0	(26)	.0	(26)	.0	32,499	.0	.0	.0	.745	1	

STATEMENT AS OF JUNE 30, 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 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	For-foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
31397B-NJ-6	FHLMC 3234 PA CMO 5.000% 10/15/26		04/01/2009	Paydown		57,336	57,336	57,336	57,336	.0	.0	.0	.0	.0	57,336	.0	.0	.0	.956	10/15/2026	1
31397B-NJ-6	FHLMC 3234 PA CMO 5.000% 10/15/26		05/01/2009	Paydown		57,039	57,039	57,039	57,039	.0	.0	.0	.0	.0	57,039	.0	.0	.0	1,188	10/15/2026	1
31397B-NJ-6	FHLMC 3234 PA CMO 5.000% 10/15/26		06/01/2009	Paydown		56,744	56,744	56,744	56,744	.0	.0	.0	.0	.0	56,744	.0	.0	.0	1,419	10/15/2026	1
31397J-VC-5	FHLMC 3349 HA CMO 5.500% 05/15/29		04/01/2009	Paydown		42,235	42,235	42,473	42,394	.0	(159)	.0	(159)	.0	42,235	.0	.0	.0	.774	11/15/2012	1
31397J-VC-5	FHLMC 3349 HA CMO 5.500% 05/15/29		05/01/2009	Paydown		42,016	42,016	42,253	42,174	.0	(158)	.0	(158)	.0	42,016	.0	.0	.0	.963	11/15/2012	1
31397J-VC-5	FHLMC 3349 HA CMO 5.500% 05/15/29		06/01/2009	Paydown		41,798	41,798	42,034	41,956	.0	(157)	.0	(157)	.0	41,798	.0	.0	.0	1,149	11/15/2012	1
31405K-BZ-3	FNMA Pool 791256 (MBS) 5.500% 09/01/19		04/01/2009	Paydown		5,237	5,237	5,364	5,337	.0	(100)	.0	(100)	.0	5,237	.0	.0	.0	.96	09/01/2019	1
31405K-BZ-3	FNMA Pool 791256 (MBS) 5.500% 09/01/19		05/01/2009	Paydown		15,927	15,927	16,316	16,232	.0	(304)	.0	(304)	.0	15,927	.0	.0	.0	.365	09/01/2019	1
31405K-BZ-3	FNMA Pool 791256 (MBS) 5.500% 09/01/19		06/01/2009	Paydown		5,505	5,505	5,639	5,610	.0	(105)	.0	(105)	.0	5,505	.0	.0	.0	.151	09/01/2019	1
31407M-P3-3	FNMA Pool 834842 MBS 5.000% 12/01/20		04/01/2009	Paydown		19,388	19,388	19,185	19,195	.0	.0	.0	.0	.0	19,388	.0	.0	.0	.323	12/01/2020	1
31407M-P3-3	FNMA Pool 834842 MBS 5.000% 12/01/20		05/01/2009	Paydown		17,032	17,032	16,853	16,861	.0	.0	.0	.0	.0	17,032	.0	.0	.0	.355	12/01/2020	1
31407M-P3-3	FNMA Pool 834842 MBS 5.000% 12/01/20		06/01/2009	Paydown		17,130	17,130	16,950	16,959	.0	.0	.0	.0	.0	17,130	.0	.0	.0	.428	12/01/2020	1
31407N-FK-4	FNMA Pool 835470 (MBS) 5.000% 09/01/20		04/01/2009	Paydown		12,426	12,426	12,243	12,258	.0	.0	.0	.0	.0	12,426	.0	.0	.0	.207	09/01/2020	1
31407N-FK-4	FNMA Pool 835470 (MBS) 5.000% 09/01/20		05/01/2009	Paydown		12,136	12,136	11,958	11,972	.0	.0	.0	.0	.0	12,136	.0	.0	.0	.253	09/01/2020	1
31407N-FK-4	FNMA Pool 835470 (MBS) 5.000% 09/01/20		06/01/2009	Paydown		13,775	13,775	13,573	13,589	.0	.0	.0	.0	.0	13,775	.0	.0	.0	.344	09/01/2020	1
31408E-VN-9	FNMA Pool 849421 MBS 5.000% 11/01/20		04/01/2009	Paydown		40,557	40,557	40,120	40,138	.0	.0	.0	.0	.0	40,557	.0	.0	.0	.676	11/01/2020	1
31408E-VN-9	FNMA Pool 849421 MBS 5.000% 11/01/20		05/01/2009	Paydown		10,926	10,926	10,808	10,813	.0	.0	.0	.0	.0	10,926	.0	.0	.0	.228	11/01/2020	1
31408E-VN-9	FNMA Pool 849421 MBS 5.000% 11/01/20		06/01/2009	Paydown		51,173	51,173	50,622	50,644	.0	.0	.0	.0	.0	51,173	.0	.0	.0	1,279	11/01/2020	1
31410K-N6-7	FNMA Pool 889713 MBS 5.000% 06/01/21		04/01/2009	Paydown		55,789	55,789	55,720	55,718	.0	.0	.0	.0	.0	55,789	.0	.0	.0	.930	06/01/2021	1
31410K-N6-7	FNMA Pool 889713 MBS 5.000% 06/01/21		05/01/2009	Paydown		36,357	36,357	36,312	36,310	.0	.0	.0	.0	.0	36,357	.0	.0	.0	.757	06/01/2021	1
31410K-N6-7	FNMA Pool 889713 MBS 5.000% 06/01/21		06/01/2009	Paydown		50,678	50,678	50,615	50,613	.0	.0	.0	.0	.0	50,678	.0	.0	.0	1,267	06/01/2021	1
831641-EA-9	Small Business Admin 2006P10A 1 CMO 5.408% 02/10/16		05/01/2009	Paydown		49,348	49,348	49,348	49,348	.0	.0	.0	.0	.0	49,348	.0	.0	.0	1,323	02/10/2016	1
3199999	<b>Bonds - U.S. Special Revenues</b>					3,435,993	3,396,156	3,485,167	2,330,409	0	(4,945)	0	(4,945)	0	3,435,993	0	0	0	57,083	XXX	XXX
07383F-D9-6	Bear Stearns BSCMS 2004-ESA D CMBS Prv Plc 4.986% 05/14/16		05/14/2009	Paydown		1,000,000	1,000,000	1,017,500	1,015,074	.0	(15,074)	.0	(15,074)	.0	1,000,000	.0	.0	.0	20,775	05/14/2016	1FE
172967-DY-4	Citigroup Inc Corp Note Non Call 5.500% 02/15/17		06/02/2009	CitiGroup		837,370	1,000,000	996,190	996,764	.0	137	.0	137	.0	996,900	.0	(159,530)	(159,530)	44,306	02/15/2017	1FE
201730-AC-2	CMBS 6.640% 01/17/32		04/11/2009	Paydown		4,332	4,332	4,299	4,306	.0	.27	.0	.27	.0	4,332	.0	.0	.0	.96	01/17/2032	1FE
201730-AC-2	Commerical Mtg Asset Trust CMAT 1999-C1 A3 CMBS 6.640% 01/17/32		05/11/2009	Paydown		11,547	11,547	11,458	11,477	.0	.71	.0	.71	.0	11,547	.0	.0	.0	.320	01/17/2032	1FE
201730-AC-2	Commerical Mtg Asset Trust CMAT 1999-C1 A3 CMBS 6.640% 01/17/32		06/11/2009	Paydown		10,605	10,605	10,523	10,540	.0	.65	.0	.65	.0	10,605	.0	.0	.0	.352	01/17/2032	1FE
22411F-AC-7	CPS AUTO TR 2006-D A3 ABS Prv Plc 5.157% 05/15/11		04/15/2009	Paydown		68,030	68,030	68,030	68,030	.0	.0	.0	.0	.0	68,030	.0	.0	.0	1,169	05/15/2011	1FE
22411F-AC-7	CPS AUTO TR 2006-D A3 ABS Prv Plc 5.157% 05/15/11		05/15/2009	Paydown		63,538	63,538	63,538	63,538	.0	.0	.0	.0	.0	63,538	.0	.0	.0	1,365	05/15/2011	1FE
22411F-AC-7	CPS AUTO TR 2006-D A3 ABS Prv Plc 5.157% 05/15/11		06/15/2009	Paydown		59,566	59,566	59,566	59,566	.0	.0	.0	.0	.0	59,566	.0	.0	.0	1,536	05/15/2011	1FE
32051H-AF-0	First Horizon Alt Mtg 2006-FA3 A6 (CMO) 6.000% 07/25/36		04/01/2009	Paydown		15,750	15,750	9,752	15,739	.0	6,284	6,272	.12	.0	15,750	.0	.0	.0	.315	07/25/2036	3FE
32051H-AF-0	First Horizon Alt Mtg 2006-FA3 A6 (CMO) 6.000% 07/25/36		05/01/2009	Paydown		15,750	15,750	9,752	15,739	.0	6,284	6,272	.12	.0	15,750	.0	.0	.0	.394	07/25/2036	3FE
32051H-AF-0	First Horizon Alt Mtg 2006-FA3 A6 (CMO) 6.000% 07/25/36		06/01/2009	Paydown		15,750	15,750	9,752	15,739	.0	6,284	6,272	.12	.0	15,750	.0	.0	.0	.473	07/25/2036	3FE
44108P-AT-0	Host Marriott Tr HMPT 1999-HMTA E CMBS Prv Plc 8.070% 08/03/15		05/01/2009	Paydown		1,500,000	1,500,000	1,574,941	1,564,196	.0	(64,196)	.0	(64,196)	.0	1,500,000	.0	.0	.0	50,438	08/03/2015	1FE
61756U-AA-9	Morgan Stanley MSC 2007-1Q16 A1 CMBS 5.320% 07/12/12		04/01/2009	Paydown		10,562	10,562	10,589	10,573	.0	(11)	.0	(11)	.0	10,562	.0	.0	.0	.187	07/12/2012	1FE
61756U-AA-9	Morgan Stanley MSC 2007-1Q16 A1 CMBS 5.320% 07/12/12		05/01/2009	Paydown		12,230	12,230	12,260	12,242	.0	(13)	.0	(13)	.0	12,230	.0	.0	.0	.271	07/12/2012	1FE
61756U-AA-9	Morgan Stanley MSC 2007-1Q16 A1 CMBS 5.320% 07/12/12		06/01/2009	Paydown		10,917	10,917	10,944	10,928	.0	(11)	.0	(11)	.0	10,917	.0	.0	.0	.290	07/12/2012	1FE
76113F-BB-5	Residential Asset Sec 2006-A6 A212 (CMO) 6.000% 07/25/36		04/01/2009	Paydown		18,996	18,996	12,350	12,350	.0	6,636	.0	6,646	.0	18,996	.0	.0	.0	.380	07/25/2036	5FE
76113F-BB-5	Residential Asset Sec 2006-A6 A212 (CMO) 6.000% 07/25/36		05/01/2009	Paydown		2,660	2,660	1,729	1,729	.1	.929	.0	.930	.0	2,660	.0	.0	.0	.67	07/25/2036	5FE

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STATEMENT AS OF JUNE 30, 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 During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
.76113F-BB-5	Residential Asset Sec 2006-A6 A212 (CMO) 6.000% 07/25/36		06/01/2009	Paydown		17,113	17,113	11,126	11,126	9	5,979	0	5,988	0	17,113	0	0	0	513	07/25/2036	5FE
3899999	Bonds - Industrial and Miscellaneous (Unaffiliated)					3,674,716	3,837,346	3,894,299	3,899,656	20	(46,609)	18,816	(65,405)	0	3,834,246	0	(159,530)	(159,530)	123,247	XXX	XXX
8399997	Total - Bonds - Part 4					9,154,070	9,276,863	9,423,266	8,273,654	20	(51,781)	18,816	(70,577)	0	9,313,600	0	(159,530)	(159,530)	225,082	XXX	XXX
8399998	Total - Bonds - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999	Total - Bonds					9,154,070	9,276,863	9,423,266	8,273,654	20	(51,781)	18,816	(70,577)	0	9,313,600	0	(159,530)	(159,530)	225,082	XXX	XXX
8999997	Total - Preferred Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8999998	Total - Preferred Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999	Total - Preferred Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/01/2009	Bank One - POOL	1,394,000.000	1,394,000	1,394,000	1,394,000	0	0	0	0	0	0	1,394,000	0	0	0	693		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/01/2009	Bank One - POOL	5,757,928.000	5,757,928	5,757,928	5,757,928	0	0	0	0	0	0	5,757,928	0	0	0	2,861		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/03/2009	Bank One - POOL	196,000.000	196,000	196,000	196,000	0	0	0	0	0	0	196,000	0	0	0	97		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/06/2009	Bank One - POOL	663,000.000	663,000	663,000	663,000	0	0	0	0	0	0	663,000	0	0	0	329		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/07/2009	Bank One - POOL	852,000.000	852,000	852,000	852,000	0	0	0	0	0	0	852,000	0	0	0	423		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/08/2009	Bank One - POOL	1,413,000.000	1,413,000	1,413,000	1,413,000	0	0	0	0	0	0	1,413,000	0	0	0	702		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/09/2009	Bank One - POOL	458,000.000	458,000	458,000	458,000	0	0	0	0	0	0	458,000	0	0	0	3		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/10/2009	Bank One - POOL	707,000.000	707,000	707,000	707,000	0	0	0	0	0	0	707,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/13/2009	Bank One - POOL	1,338,000.000	1,338,000	1,338,000	1,338,000	0	0	0	0	0	0	1,338,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/13/2009	Bank One - POOL	1,721,319.000	1,721,319	1,721,319	1,721,319	0	0	0	0	0	0	1,721,319	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/14/2009	Bank One - POOL	1,810,000.000	1,810,000	1,810,000	1,810,000	0	0	0	0	0	0	1,810,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/15/2009	Bank One - POOL	535,000.000	535,000	535,000	535,000	0	0	0	0	0	0	535,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/15/2009	Bank One - POOL	460,020.000	460,020	460,020	460,020	0	0	0	0	0	0	460,020	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/16/2009	Bank One - POOL	40,000.000	40,000	40,000	40,000	0	0	0	0	0	0	40,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/17/2009	Bank One - POOL	472,000.000	472,000	472,000	472,000	0	0	0	0	0	0	472,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/21/2009	Bank One - POOL	2,014,000.000	2,014,000	2,014,000	2,014,000	0	0	0	0	0	0	2,014,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/22/2009	Bank One - POOL	1,005,000.000	1,005,000	1,005,000	1,005,000	0	0	0	0	0	0	1,005,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/23/2009	Bank One - POOL	870,000.000	870,000	870,000	870,000	0	0	0	0	0	0	870,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/23/2009	Bank One - POOL	1,294,599.000	1,294,599	1,294,599	1,294,599	0	0	0	0	0	0	1,294,599	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/24/2009	Bank One - POOL	795,000.000	795,000	795,000	795,000	0	0	0	0	0	0	795,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/27/2009	Bank One - POOL	1,151,000.000	1,151,000	1,151,000	1,151,000	0	0	0	0	0	0	1,151,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/27/2009	Bank One - POOL	1,740,060.000	1,740,060	1,740,060	1,740,060	0	0	0	0	0	0	1,740,060	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/28/2009	Bank One - POOL	834,000.000	834,000	834,000	834,000	0	0	0	0	0	0	834,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/29/2009	Bank One - POOL	1,549,000.000	1,549,000	1,549,000	1,549,000	0	0	0	0	0	0	1,549,000	0	0	0	0		

E05.3

STATEMENT AS OF JUNE 30, 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 During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		04/30/2009	Bank One - POOL	1,446,472.000	1,446,472		1,446,472	0	0	0	0	0	0	1,446,472	0	0	0	4,062		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		05/01/2009	Bank One - POOL	3,550,625.000	3,550,625		3,550,625	0	0	0	0	0	0	3,550,625	0	0	0	212		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		05/05/2009	Bank One - POOL	1,428,000.000	1,428,000		1,428,000	0	0	0	0	0	0	1,428,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		05/06/2009	Bank One - POOL	1,540,000.000	1,540,000		1,540,000	0	0	0	0	0	0	1,540,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		05/07/2009	Bank One - POOL	110,000.000	110,000		110,000	0	0	0	0	0	0	110,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		05/08/2009	Bank One - POOL	366,000.000	366,000		366,000	0	0	0	0	0	0	366,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		05/11/2009	Bank One - POOL	1,111,000.000	1,111,000		1,111,000	0	0	0	0	0	0	1,111,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		05/11/2009	Bank One - POOL	3,955,090.000	3,955,090		3,955,090	0	0	0	0	0	0	3,955,090	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		05/12/2009	Bank One - POOL	525,000.000	525,000		525,000	0	0	0	0	0	0	525,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		05/13/2009	Bank One - POOL	1,206,000.000	1,206,000		1,206,000	0	0	0	0	0	0	1,206,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		05/14/2009	Bank One - POOL	345,000.000	345,000		345,000	0	0	0	0	0	0	345,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		05/15/2009	Bank One - POOL	569,000.000	569,000		569,000	0	0	0	0	0	0	569,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		05/15/2009	Bank One - POOL	1,526,430.000	1,526,430		1,526,430	0	0	0	0	0	0	1,526,430	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		05/19/2009	Bank One - POOL	877,000.000	877,000		877,000	0	0	0	0	0	0	877,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		05/20/2009	Bank One - POOL	293,000.000	293,000		293,000	0	0	0	0	0	0	293,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		05/21/2009	Bank One - POOL	665,000.000	665,000		665,000	0	0	0	0	0	0	665,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		05/22/2009	Bank One - POOL	143,000.000	143,000		143,000	0	0	0	0	0	0	143,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		05/26/2009	Bank One - POOL	424,000.000	424,000		424,000	0	0	0	0	0	0	424,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		05/26/2009	Bank One - POOL	7,109,394.000	7,109,394		7,109,394	0	0	0	0	0	0	7,109,394	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		05/27/2009	Bank One - POOL	1,117,000.000	1,117,000		1,117,000	0	0	0	0	0	0	1,117,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		05/28/2009	Bank One - POOL	329,000.000	329,000		329,000	0	0	0	0	0	0	329,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		05/29/2009	Bank One - POOL	671,000.000	671,000		671,000	0	0	0	0	0	0	671,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		05/29/2009	Bank One - POOL	2,325,772.000	2,325,772		2,325,772	0	0	0	0	0	0	2,325,772	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/01/2009	Bank One - POOL	6,749,808.000	6,749,808		6,749,808	0	0	0	0	0	0	6,749,808	0	0	0	3,965		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/03/2009	Bank One - POOL	879,000.000	879,000		879,000	0	0	0	0	0	0	879,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/04/2009	Bank One - POOL	481,000.000	481,000		481,000	0	0	0	0	0	0	481,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/08/2009	Bank One - POOL	338,000.000	338,000		338,000	0	0	0	0	0	0	338,000	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/08/2009	Bank One - POOL	1,674,989.000	1,674,989		1,674,989	0	0	0	0	0	0	1,674,989	0	0	0	0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/09/2009	Bank One - POOL	543,000.000	543,000		543,000	0	0	0	0	0	0	543,000	0	0	0	0		

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STATEMENT AS OF JUNE 30, 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 During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)	
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/09/2009	Bank One - POOL	1,337,790.000	1,337,790		1,337,790	0	0	0	0	0	0	1,337,790	0	0	0	0			
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/10/2009	Bank One - POOL	1,536,000.000	1,536,000		1,536,000	0	0	0	0	0	0	1,536,000	0	0	0	0			
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/11/2009	Bank One - POOL	256,000.000	256,000		256,000	0	0	0	0	0	0	256,000	0	0	0	0			
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/12/2009	Bank One - POOL	137,000.000	137,000		137,000	0	0	0	0	0	0	137,000	0	0	0	0			
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/15/2009	Bank One - POOL	2,217,416.000	2,217,416		2,217,416	0	0	0	0	0	0	2,217,416	0	0	0	0			
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/17/2009	Bank One - POOL	900,000.000	900,000		900,000	0	0	0	0	0	0	900,000	0	0	0	0			
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/18/2009	Bank One - POOL	855,000.000	855,000		855,000	0	0	0	0	0	0	855,000	0	0	0	0			
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/19/2009	Bank One - POOL	114,000.000	114,000		114,000	0	0	0	0	0	0	114,000	0	0	0	0			
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/22/2009	Bank One - POOL	450,000.000	450,000		450,000	0	0	0	0	0	0	450,000	0	0	0	0			
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/22/2009	Bank One - POOL	1,742,885.000	1,742,885		1,742,885	0	0	0	0	0	0	1,742,885	0	0	0	0			
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/23/2009	Bank One - POOL	880,000.000	880,000		880,000	0	0	0	0	0	0	880,000	0	0	0	0			
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/23/2009	Bank One - POOL	2,372,900.000	2,372,900		2,372,900	0	0	0	0	0	0	2,372,900	0	0	0	0			
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/24/2009	Bank One - POOL	210,000.000	210,000		210,000	0	0	0	0	0	0	210,000	0	0	0	0			
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/25/2009	Bank One - POOL	291,000.000	291,000		291,000	0	0	0	0	0	0	291,000	0	0	0	0			
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/26/2009	Bank One - POOL	67,000.000	67,000		67,000	0	0	0	0	0	0	67,000	0	0	0	0			
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/30/2009	Bank One - POOL	1,081,000.000	1,081,000		1,081,000	0	0	0	0	0	0	1,081,000	0	0	0	534			
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		06/30/2009	Bank One - POOL	6,377,714.000	6,377,714		6,377,714	0	0	0	0	0	0	6,377,714	0	0	0	2,610			
9099999	Common Stocks - Industrial and Miscellaneous (Unaffiliated)					92,194,211	XXX		92,194,211	0	0	0	0	0	92,194,211	0	0	0	0	16,491	XXX	XXX
9799997	Total - Common Stocks - Part 4					92,194,211	XXX		92,194,211	0	0	0	0	0	92,194,211	0	0	0	0	16,491	XXX	XXX
9799998	Total - Common Stocks - Part 5					XXX	XXX		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999	Total - Common Stocks					92,194,211	XXX		92,194,211	0	0	0	0	0	92,194,211	0	0	0	0	16,491	XXX	XXX
9899999	Total - Preferred and Common Stocks					92,194,211	XXX		92,194,211	0	0	0	0	0	92,194,211	0	0	0	0	16,491	XXX	XXX
9999999	Totals					101,348,281	XXX		101,617,477	8,273,654	20	(51,781)	18,816	(70,577)	0	101,507,811	0	(159,530)	(159,530)	241,573	XXX	XXX

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

E05.5

Schedule DB - Part A - Section 1 - Options, Caps, Floors and Insurance Futures Options Owned

**N O N E**

Schedule DB - Part B - Section 1 - Options, Caps, Floors and Insurance Futures Options Written and  
In Force

**N O N E**

Schedule DB - Part C - Section 1 - Collar, Swap and Forwards Open

**N O N E**

Schedule DB - Part D - Section 1 - Futures Contracts and Insurance Futures Contracts Open

**N O N E**



