



HEALTH ANNUAL STATEMENT

FOR THE YEAR ENDING DECEMBER 31, 2009

OF THE CONDITION AND AFFAIRS OF THE

Aetna Health Inc. (a Maine corporation)

NAIC Group Code 0001 0001 NAIC Company Code 95517 Employer's ID Number 01-0504252
(Current Period) (Prior Period)

Organized under the Laws of **Maine**

State of Domicile or Port of Entry **Maine**

Country of Domicile **United States**

Licensed as business type: Life, Accident & Health []

Property/Casualty []

Hospital, Medical & Dental Service or Indemnity []

Dental Service Corporation []

Vision Service Corporation []

Health Maintenance Organization [X]

Other []

Is HMO Federally Qualified? Yes []

No [X]

Incorporated/Organized **October 3, 1995**

Commenced Business **April 10, 1996**

Statutory Home Office **175 Running Hill Road, Suite 301**

South Portland ME 04106-3220

(Street and Number)

(City, State and Zip Code)

Main Administrative Office **980 Jolly Road**

(Street and Number)

..... **Blue Bell PA 19422-1904**

(City, State and Zip Code)

..... **800-872-3862**

(Area Code) (Telephone Number)

Mail Address **980 Jolly Road, U11S**

(Street and Number or P. O. Box)

..... **Blue Bell PA 19422-1904**

(City, State and Zip Code)

Primary Location of Books and Records **980 Jolly Road**

(Street and Number)

..... **Blue Bell PA 19422-1904**

(City, State and Zip Code)

..... **800-872-3862**

(Area Code) (Telephone Number)

Internet Website Address **www.aetna.com**

Statutory Statement Contact **Jennifer Anne Palma**

(Name)

..... **215-775-6508**

(Area Code) (Telephone Number) (Extension)

..... **Aetna.HMOReporting@aetna.com**

(E-mail Address)

..... **215-775-6790**

(Fax Number)

OFFICERS

Michael Wayne Hudson, President

OTHER

Elaine Rose Cofrancesco, Treasurer

Edward Chung-I Lee, Vice President and Secretary

Gregory Stephen Martino, Vice President

Alicia Helene Bolton, Principal Financial Officer and Controller

Kevin James Casey, Senior Investment Officer

Dawn Marie Schoen, Assistant Controller

DIRECTORS OR TRUSTEES

Paul Joseph Casey #

Michael Edward Morris

David Andrew Swords

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 manuals 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.

(Signature)

Michael Wayne Hudson
President

(Signature)

Edward Chung-I Lee
Vice President and Secretary@

(Signature)

Alicia Helene Bolton
Principal Financial Officer and Controller@@

State of..... Connecticut

County of..... Middlesex

Subscribed and sworn to before me this

____ day of _____ 2010

State of..... Connecticut

County of..... Hartford

@Subscribed and sworn to before me this

____ day of _____ 2010

State of..... Pennsylvania

County of..... Montgomery

@@Subscribed and sworn to before me this

____ day of February 2010

NOTARY PUBLIC (Seal)

NOTARY PUBLIC (Seal)

NOTARY PUBLIC (Seal)

- 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

Statement as of December 31, 2009 of the **Aetna Health Inc. (a Maine corporation)**

ASSETS

	Current Year			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Net Admitted Assets
1. Bonds (Schedule D).....	21,604,576	0	21,604,576	28,181,793
2. Stocks (Schedule D):				
2.1 Preferred stocks.....	0	0	0	0
2.2 Common stocks.....	0	0	0	0
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens.....	0	0	0	0
3.2 Other than first liens.....	0	0	0	0
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$.....0 encumbrances).....	0	0	0	0
4.2 Properties held for the production of income (less \$.....0 encumbrances).....	0	0	0	0
4.3 Properties held for sale (less \$.....0 encumbrances).....	0	0	0	0
5. Cash (\$.....0, Sch. E-Part 1), cash equivalents (\$.....4,190,172, Sch. E-Part 2) and short-term investments (\$.....64,041, Sch. DA).....	4,254,213	0	4,254,213	12,713,898
6. Contract loans (including \$.....0 premium notes).....	0	0	0	0
7. Other invested assets (Schedule BA).....	0	0	0	0
8. Receivables for securities.....	1,485,934	0	1,485,934	0
9. Aggregate write-ins for invested assets.....	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9).....	27,344,723	0	27,344,723	40,895,691
11. Title plants less \$.....0 charged off (for Title insurers only).....	0	0	0	0
12. Investment income due and accrued.....	214,870	0	214,870	367,894
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in course of collection.....	2,331,336	156,125	2,175,211	1,134,971
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....	0	0	0	0
13.3 Accrued retrospective premiums.....	0	0	0	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers.....	0	0	0	0
14.2 Funds held by or deposited with reinsured companies.....	0	0	0	0
14.3 Other amounts receivable under reinsurance contracts.....	0	0	0	0
15. Amounts receivable relating to uninsured plans.....	0	0	0	0
16.1 Current federal and foreign income tax recoverable and interest thereon.....	0	0	0	2,992,054
16.2 Net deferred tax asset.....	3,031,312	614,842	2,416,470	1,276,747
17. Guaranty funds receivable or on deposit.....	0	0	0	0
18. Electronic data processing equipment and software.....	0	0	0	0
19. Furniture and equipment, including health care delivery assets (\$.....0).....	0	0	0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates.....	0	0	0	0
21. Receivables from parent, subsidiaries and affiliates.....	9,822	0	9,822	0
22. Health care (\$.....193,465) and other amounts receivable.....	193,465	0	193,465	181,193
23. Aggregate write-ins for other than invested assets.....	39,213	0	39,213	35,571
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23).....	33,164,741	770,967	32,393,774	46,884,121
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0	0
26. TOTALS (Lines 24 and 25).....	33,164,741	770,967	32,393,774	46,884,121

DETAILS OF WRITE-INS

0901.....	0	0	0	0
0902.....	0	0	0	0
0903.....	0	0	0	0
0998. Summary of remaining write-ins for Line 9 from overflow page.....	0	0	0	0
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9 above).....	0	0	0	0
2301. Medicare Part D Low Income Cost Share Receivable.....	21,352	0	21,352	9,582
2302. Medicare Part D Catastrophic Coverage Receivable.....	17,861	0	17,861	25,989
2303.....	0	0	0	0
2398. Summary of remaining write-ins for Line 23 from overflow page.....	0	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above).....	39,213	0	39,213	35,571

Statement as of December 31, 2009 of the Aetna Health Inc. (a Maine corporation)
LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded).....	10,923,334	194,378	11,117,712	12,878,051
2. Accrued medical incentive pool and bonus amounts.....	0	0	0	0
3. Unpaid claims adjustment expenses.....	236,748	0	236,748	249,122
4. Aggregate health policy reserves.....	738,400	0	738,400	651,096
5. Aggregate life policy reserves.....	0	0	0	0
6. Property/casualty unearned premium reserve.....	0	0	0	0
7. Aggregate health claim reserves.....	124,545	0	124,545	210,678
8. Premiums received in advance.....	0	0	0	0
9. General expenses due or accrued.....	139,871	0	139,871	15,507
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized capital gains (losses)).....	653,280	0	653,280	0
10.2 Net deferred tax liability.....	0	0	0	0
11. Ceded reinsurance premiums payable.....	0	0	0	0
12. Amounts withheld or retained for the account of others.....	0	0	0	0
13. Remittances and items not allocated.....	0	0	0	0
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current).....	0	0	0	0
15. Amounts due to parent, subsidiaries and affiliates.....	2,000	0	2,000	2,928,761
16. Payable for securities.....	0	0	0	0
17. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers and \$.....0 unauthorized reinsurers).....	0	0	0	0
18. Reinsurance in unauthorized companies.....	0	0	0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates.....	0	0	0	0
20. Liability for amounts held under uninsured plans.....	0	0	0	0
21. Aggregate write-ins for other liabilities (including \$.....0 current).....	5,081	0	5,081	9,400,000
22. Total liabilities (Lines 1 to 21).....	12,823,259	194,378	13,017,637	26,333,215
23. Aggregate write-ins for special surplus funds.....	XXX	XXX	1,332,388	0
24. Common capital stock.....	XXX	XXX	1,000,000	1,000,000
25. Preferred capital stock.....	XXX	XXX	0	0
26. Gross paid in and contributed surplus.....	XXX	XXX	9,700,000	9,700,000
27. Surplus notes.....	XXX	XXX	0	0
28. Aggregate write-ins for other than special surplus funds.....	XXX	XXX	0	0
29. Unassigned funds (surplus).....	XXX	XXX	7,343,749	9,850,906
30. Less treasury stock at cost:				
30.1 .....0.000 shares common (value included in Line 24 \$.....0).....	XXX	XXX	0	0
30.2 .....0.000 shares preferred (value included in Line 25 \$.....0).....	XXX	XXX	0	0
31. Total capital and surplus (Lines 23 to 29 minus Line 30).....	XXX	XXX	19,376,137	20,550,906
32. Total liabilities, capital and surplus (Lines 22 and 31).....	XXX	XXX	32,393,774	46,884,121

DETAILS OF WRITE-INS

2101. CMS Risk Share Payable.....	5,081	0	5,081	0
2102. Dividend Payable.....	0	0	0	9,400,000
2103.	0	0	0	0
2198. Summary of remaining write-ins for Line 21 from overflow page.....	0	0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above).....	5,081	0	5,081	9,400,000
2301. Additional Deferred Tax Asset Admitted Amount.....	XXX	XXX	1,332,388	0
2302.	XXX	XXX	0	0
2303.	XXX	XXX	0	0
2398. Summary of remaining write-ins for Line 23 from overflow page.....	XXX	XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above).....	XXX	XXX	1,332,388	0
2801.	XXX	XXX	0	0
2802.	XXX	XXX	0	0
2803.	XXX	XXX	0	0
2898. Summary of remaining write-ins for Line 28 from overflow page.....	XXX	XXX	0	0
2899. Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above).....	XXX	XXX	0	0

Statement as of December 31, 2009 of the Aetna Health Inc. (a Maine corporation)

STATEMENT OF REVENUE AND EXPENSES

	Current Year		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member months.....	XXX	305,313	392,279
2. Net premium income (including \$.....0 non-health premium income).....	XXX	133,168,852	152,271,311
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	37,320	46,459
4. Fee-for-service (net of \$.....0 medical expenses).....	XXX	.0	.0
5. Risk revenue.....	XXX	.0	.0
6. Aggregate write-ins for other health care related revenues.....	XXX	.0	.0
7. Aggregate write-ins for other non-health revenues.....	XXX	.0	.0
8. Total revenues (Lines 2 to 7).....	XXX	133,206,172	152,317,770
Hospital and Medical:			
9. Hospital/medical benefits.....	879,345	92,927,088	104,010,051
10. Other professional services.....	.0	.0	.0
11. Outside referrals.....	987,153	987,153	1,129,596
12. Emergency room and out-of-area.....	118,740	5,936,984	6,912,797
13. Prescription drugs.....	.0	14,198,951	16,171,330
14. Aggregate write-ins for other hospital and medical.....	.0	.0	.0
15. Incentive pool, withhold adjustments and bonus amounts.....	.0	.0	.0
16. Subtotal (Lines 9 to 15).....	1,985,238	114,050,176	128,223,774
Less:			
17. Net reinsurance recoveries.....	.0	.0	232,111
18. Total hospital and medical (Lines 16 minus 17).....	1,985,238	114,050,176	127,991,663
19. Non-health claims (net).....	.0	.0	.0
20. Claims adjustment expenses, including \$...844,830 cost containment expenses.....	.0	2,281,004	2,564,475
21. General administrative expenses.....	.0	13,720,915	16,479,229
22. Increase in reserves for life and accident and health contracts including \$.....0 increase in reserves for life only).....	.0	124,624	552,825
23. Total underwriting deductions (Lines 18 through 22).....	1,985,238	130,176,719	147,588,192
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX	3,029,453	4,729,578
25. Net investment income earned (Exhibit of Net Investment Income, Line 17).....	.0	1,482,247	2,331,384
26. Net realized capital gains or (losses) less capital gains tax of \$....(293,293).....	.0	(317,936)	(910,129)
27. Net investment gains or (losses) (Lines 25 plus 26).....	.0	1,164,311	1,421,255
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)].....	.0	.0	.0
29. Aggregate write-ins for other income or expenses.....	.0	.0	.0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29).....	XXX	4,193,764	6,150,833
31. Federal and foreign income taxes incurred.....	XXX	301,805	(2,189,778)
32. Net income (loss) (Lines 30 minus 31).....	XXX	3,891,959	8,340,611

DETAILS OF WRITE-INS

0601.	XXX	.0	.0
0602.	XXX	.0	.0
0603.	XXX	.0	.0
0698. Summary of remaining write-ins for Line 6 from overflow page.....	XXX	.0	.0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above).....	XXX	.0	.0
0701.	XXX	.0	.0
0702.	XXX	.0	.0
0703.	XXX	.0	.0
0798. Summary of remaining write-ins for Line 7 from overflow page.....	XXX	.0	.0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above).....	XXX	.0	.0
1401. ....	.0	.0	.0
1402. ....	.0	.0	.0
1403. ....	.0	.0	.0
1498. Summary of remaining write-ins for Line 14 from overflow page.....	.0	.0	.0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above).....	.0	.0	.0
2901. ....	.0	.0	.0
2902. ....	.0	.0	.0
2903. ....	.0	.0	.0
2998. Summary of remaining write-ins for Line 29 from overflow page.....	.0	.0	.0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above).....	.0	.0	.0

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year	2 Prior Year
33. Capital and surplus prior reporting period.....	20,550,906	30,504,996
34. Net income or (loss) from Line 32.....	3,891,959	8,340,611
35. Change in valuation basis of aggregate policy and claim reserves.....	0	0
36. Change in net unrealized capital gains and (losses) less capital gains tax of \$.....0.....	0	0
37. Change in net unrealized foreign exchange capital gain or (loss).....	0	0
38. Change in net deferred income tax.....	(695,500)	(530,482)
39. Change in nonadmitted assets.....	496,384	248,366
40. Change in unauthorized reinsurance.....	0	0
41. Change in treasury stock.....	0	0
42. Change in surplus notes.....	0	0
43. Cumulative effect of changes in accounting principles.....	0	0
44. Capital changes:		
44.1 Paid in.....	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0
44.3 Transferred to surplus.....	0	0
45. Surplus adjustments:		
45.1 Paid in.....	0	0
45.2 Transferred to capital (Stock Dividend).....	0	0
45.3 Transferred from capital.....	0	0
46. Dividends to stockholders.....	(6,200,000)	(18,400,000)
47. Aggregate write-ins for gains or (losses) in surplus.....	1,332,388	387,415
48. Net change in capital and surplus (Lines 34 to 47).....	(1,174,769)	(9,954,090)
49. Capital and surplus end of reporting period (Line 33 plus 48).....	19,376,137	20,550,906

DETAILS OF WRITE-INS

4701. Additional Deferred Tax Asset Admitted Amount.....	1,332,388	0
4702. Correction of Error - Current Federal Taxes.....	0	387,415
4703.	0	0
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above).....	1,332,388	387,415

Statement as of December 31, 2009 of the **Aetna Health Inc. (a Maine corporation)**

CASH FLOW

	1 Current Year	2 Prior Year
CASH FROM OPERATIONS		
1. Premiums collected net of reinsurance.....	132,122,161	152,517,063
2. Net investment income.....	1,466,596	2,086,246
3. Miscellaneous income.....	0	0
4. Total (Lines 1 through 3).....	133,588,757	154,603,309
5. Benefit and loss related payments.....	115,908,920	129,248,871
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions.....	15,889,929	19,058,545
8. Dividends paid to policyholders.....	0	0
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....	(3,636,822)	1,243,853
10. Total (Lines 5 through 9).....	128,162,027	149,551,269
11. Net cash from operations (Line 4 minus Line 10).....	5,426,730	5,052,040
CASH FROM INVESTMENTS		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds.....	14,134,600	8,753,912
12.2 Stocks.....	0	0
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.....	195	0
12.7 Miscellaneous proceeds.....	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	14,134,795	8,753,912
13. Cost of investments acquired (long-term only):		
13.1 Bonds.....	8,000,132	3,089,218
13.2 Stocks.....	0	0
13.3 Mortgage loans.....	0	0
13.4 Real estate.....	0	0
13.5 Other invested assets.....	0	0
13.6 Miscellaneous applications.....	1,485,934	0
13.7 Total investments acquired (Lines 13.1 to 13.6).....	9,486,066	3,089,218
14. Net increase (decrease) in contract loans and premium notes.....	0	0
15. Net cash from investments (Line 12.8 minus Lines 13.7 minus Line 14).....	4,648,729	5,664,694
CASH FROM FINANCING AND MISCELLANEOUS SOURCES		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes.....	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0
16.3 Borrowed funds.....	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....	0	0
16.5 Dividends to stockholders.....	15,600,000	9,000,000
16.6 Other cash provided (applied).....	(2,935,144)	3,524,213
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6).....	(18,535,144)	(5,475,787)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17).....	(8,459,685)	5,240,947
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	12,713,898	7,472,951
19.2 End of year (Line 18 plus Line 19.1).....	4,254,213	12,713,898
Note: Supplemental disclosures of cash flow information for non-cash transactions:		
20.0001 Change in Receivables for Securities.....	(1,485,934)	0

Statement as of December 31, 2009 of the Aetna Health Inc. (a Maine corporation)

UNDERWRITING AND INVESTMENT EXHIBIT

PART 1 - PREMIUMS

Line of Business	1 Direct Business	2 Reinsurance Assumed	3 Reinsurance Ceded	4 Net Premium Income (Cols. 1 + 2 - 3)
1. Comprehensive (hospital and medical).....	121,279,717	.0	.0	121,279,717
2. Medicare supplement.....	.0	.0	.0	.0
3. Dental only.....	.0	.0	.0	.0
4. Vision only.....	.0	.0	.0	.0
5. Federal employees health benefits plan.....	.0	.0	.0	.0
6. Title XVIII - Medicare.....	11,889,135	.0	.0	11,889,135
7. Title XIX - Medicaid.....	.0	.0	.0	.0
8. Other health.....	.0	.0	.0	.0
9. Health subtotal (Lines 1 through 8).....	133,168,852	.0	.0	133,168,852
10. Life.....	.0	.0	.0	.0
11. Property/casualty.....	.0	.0	.0	.0
12. Totals (Lines 9 to 11).....	133,168,852	.0	.0	133,168,852

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Statement as of December 31, 2009 of the Aetna Health Inc. (a Maine corporation)

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2 - CLAIMS INCURRED DURING THE YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital and Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Payments during the year:										
1.1 Direct.....	115,908,920	105,685,457	0	0	0	0	10,223,463	0	0	0
1.2 Reinsurance assumed.....	0	0	0	0	0	0	0	0	0	0
1.3 Reinsurance ceded.....	0	0	0	0	0	0	0	0	0	0
1.4 Net.....	115,908,920	105,685,457	0	0	0	0	10,223,463	0	0	0
2. Paid medical incentive pools and bonuses.....	0	0	0	0	0	0	0	0	0	0
3. Claim liability December 31, current year from Part 2A:										
3.1 Direct.....	11,117,712	9,756,950	0	0	0	0	1,360,762	0	0	0
3.2 Reinsurance assumed.....	0	0	0	0	0	0	0	0	0	0
3.3 Reinsurance ceded.....	0	0	0	0	0	0	0	0	0	0
3.4 Net.....	11,117,712	9,756,950	0	0	0	0	1,360,762	0	0	0
4. Claim reserve December 31, current year from Part 2D:										
4.1 Direct.....	124,545	124,545	0	0	0	0	0	0	0	0
4.2 Reinsurance assumed.....	0	0	0	0	0	0	0	0	0	0
4.3 Reinsurance ceded.....	0	0	0	0	0	0	0	0	0	0
4.4 Net.....	124,545	124,545	0	0	0	0	0	0	0	0
5. Accrued medical incentive pools and bonuses, current year.....	0	0	0	0	0	0	0	0	0	0
6. Net healthcare receivables (a).....	12,272	(8,198)	0	0	0	0	20,470	0	0	0
7. Amounts recoverable from reinsurers December 31, current year.....	0	0	0	0	0	0	0	0	0	0
8. Claim liability December 31, prior year from Part 2A:										
8.1 Direct.....	12,878,051	12,354,368	0	0	0	0	523,683	0	0	0
8.2 Reinsurance assumed.....	0	0	0	0	0	0	0	0	0	0
8.3 Reinsurance ceded.....	0	0	0	0	0	0	0	0	0	0
8.4 Net.....	12,878,051	12,354,368	0	0	0	0	523,683	0	0	0
9. Claim reserve December 31, prior year from Part 2D:										
9.1 Direct.....	210,678	210,678	0	0	0	0	0	0	0	0
9.2 Reinsurance assumed.....	0	0	0	0	0	0	0	0	0	0
9.3 Reinsurance ceded.....	0	0	0	0	0	0	0	0	0	0
9.4 Net.....	210,678	210,678	0	0	0	0	0	0	0	0
10. Accrued medical incentive pools and bonuses, prior year.....	0	0	0	0	0	0	0	0	0	0
11. Amounts recoverable from reinsurers December 31, prior year.....	0	0	0	0	0	0	0	0	0	0
12. Incurred benefits:										
12.1 Direct.....	114,050,176	103,010,104	0	0	0	0	11,040,072	0	0	0
12.2 Reinsurance assumed.....	0	0	0	0	0	0	0	0	0	0
12.3 Reinsurance ceded.....	0	0	0	0	0	0	0	0	0	0
12.4 Net.....	114,050,176	103,010,104	0	0	0	0	11,040,072	0	0	0
13. Incurred medical incentive pools and bonuses.....	0	0	0	0	0	0	0	0	0	0

(a) Excludes \$.00 loans or advances to providers not yet expensed.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Medical and Hospital)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Reported in process of adjustment:										
1.1 Direct.....	1,342,311	1,223,531	0	0	0	0	118,780	0	0	0
1.2 Reinsurance assumed.....	0	0	0	0	0	0	0	0	0	0
1.3 Reinsurance ceded.....	0	0	0	0	0	0	0	0	0	0
1.4 Net.....	1,342,311	1,223,531	0	0	0	0	118,780	0	0	0
2. Incurred but unreported:										
2.1 Direct.....	9,775,401	8,533,419	0	0	0	0	1,241,982	0	0	0
2.2 Reinsurance assumed.....	0	0	0	0	0	0	0	0	0	0
2.3 Reinsurance ceded.....	0	0	0	0	0	0	0	0	0	0
2.4 Net.....	9,775,401	8,533,419	0	0	0	0	1,241,982	0	0	0
3. Amounts withheld from paid claims and capitations:										
3.1 Direct.....	0	0	0	0	0	0	0	0	0	0
3.2 Reinsurance assumed.....	0	0	0	0	0	0	0	0	0	0
3.3 Reinsurance ceded.....	0	0	0	0	0	0	0	0	0	0
3.4 Net.....	0	0	0	0	0	0	0	0	0	0
4. Totals:										
4.1 Direct.....	11,117,712	9,756,950	0	0	0	0	1,360,762	0	0	0
4.2 Reinsurance assumed.....	0	0	0	0	0	0	0	0	0	0
4.3 Reinsurance ceded.....	0	0	0	0	0	0	0	0	0	0
4.4 Net.....	11,117,712	9,756,950	0	0	0	0	1,360,762	0	0	0

Statement as of December 31, 2009 of the Aetna Health Inc. (a Maine corporation)

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2B - ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid During the Year		Claim Reserve and Claim Liability December 31 of Current Year		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 December 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical).....	11,723,664	93,961,793	569,976	9,311,519	12,293,640	12,565,046
2. Medicare supplement.....	0	0	0	0	0	0
3. Dental only.....	0	0	0	0	0	0
4. Vision only.....	0	0	0	0	0	0
5. Federal employees health benefits plan.....	0	0	0	0	0	0
6. Title XVIII - Medicare.....	212,447	10,011,016	7,757	1,353,005	220,204	523,683
7. Title XIX - Medicaid.....	0	0	0	0	0	0
8. Other health.....	0	0	0	0	0	0
9. Health subtotal (Lines 1 to 8).....	11,936,111	103,972,809	577,733	10,664,524	12,513,844	13,088,729
10. Healthcare receivables (a).....	0	193,465	0	0	0	181,193
11. Other non-health.....	0	0	0	0	0	0
12. Medical incentive pools and bonus amounts.....	0	0	0	0	0	0
13. Totals (Lines 9 - 10 + 11 + 12).....	11,936,111	103,779,344	577,733	10,664,524	12,513,844	12,907,536

(a) Excludes \$.....0 loans or advances to providers not yet expensed.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED CLAIMS

(000 Omitted)

SECTION A - PAID HEALTH CLAIMS - GRAND TOTAL

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2005	2 2006	3 2007	4 2008	5 2009
1. Prior.....	11,295	11,338	11,389	11,392	11,392
2. 2005.....	123,075	136,759	136,687	136,688	136,688
3. 2006.....	.XXX	127,282	143,807	143,710	143,721
4. 2007.....	.XXX	.XXX	117,857	130,130	130,119
5. 2008.....	.XXX	.XXX	.XXX	116,954	128,890
6. 2009.....	.XXX	.XXX	.XXX	.XXX	103,779

SECTION B - INCURRED HEALTH CLAIMS - GRAND TOTAL

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2005	2 2006	3 2007	4 2008	5 2009
1. Prior.....	11,846	11,669	11,502	11,392	11,392
2. 2005.....	137,959	137,160	136,890	136,763	136,688
3. 2006.....	.XXX	142,449	144,106	143,831	143,768
4. 2007.....	.XXX	.XXX	131,682	130,491	130,209
5. 2008.....	.XXX	.XXX	.XXX	129,486	129,331
6. 2009.....	.XXX	.XXX	.XXX	.XXX	114,444

SECTION C - INCURRED YEAR HEALTH CLAIM AND CLAIM ADJUSTMENT EXPENSE RATIO - GRAND TOTAL

Years in Which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claim Payments	3 Claim Adjustment Expense Payments	4 Percent (Col. 3/2)	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 Percent (Col. 5/1)	7 Claims Unpaid	8 Unpaid Claim Adjustment Expense	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 Percent (Col. 9/1)
1. 2005.....	174,775	136,688	3,179	2.3	139,867	80.0	0	0	139,867	80.0
2. 2006.....	175,272	143,721	3,168	2.2	146,889	83.8	47	1	146,937	83.8
3. 2007.....	159,089	130,119	2,747	2.1	132,866	83.5	90	2	132,958	83.6
4. 2008.....	152,318	128,890	2,581	2.0	131,471	86.3	441	5	131,917	86.6
5. 2009.....	133,206	103,779	2,063	2.0	105,842	79.5	10,665	229	116,736	87.6

12.GT

Statement as of December 31, 2009 of the **Aetna Health Inc. (a Maine corporation)**

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED CLAIMS

(000 Omitted)

SECTION A - PAID HEALTH CLAIMS - HOSPITAL AND MEDICAL

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2005	2 2006	3 2007	4 2008	5 2009
1. Prior.....	11,295	11,338	11,389	11,392	11,392
2. 2005.....	123,075	136,759	136,687	136,688	136,688
3. 2006.....	XXX	127,282	143,807	143,710	143,721
4. 2007.....	XXX	XXX	117,857	130,130	130,119
5. 2008.....	XXX	XXX	XXX	114,537	126,261
6. 2009.....	XXX	XXX	XXX	XXX	93,795

SECTION B - INCURRED HEALTH CLAIMS - HOSPITAL AND MEDICAL

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2005	2 2006	3 2007	4 2008	5 2009
1. Prior.....	11,846	11,669	11,502	11,392	11,392
2. 2005.....	137,959	137,160	136,890	136,763	136,688
3. 2006.....	XXX	142,449	144,106	143,831	143,768
4. 2007.....	XXX	XXX	131,682	130,491	130,209
5. 2008.....	XXX	XXX	XXX	126,545	126,694
6. 2009.....	XXX	XXX	XXX	XXX	103,107

SECTION C - INCURRED YEAR HEALTH CLAIM AND CLAIM ADJUSTMENT EXPENSE RATIO - HOSPITAL AND MEDICAL

Years in Which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claim Payments	3 Claim Adjustment Expense Payments	4 Percent (Col. 3/2)	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 Percent (Col. 5/1)	7 Claims Unpaid	8 Unpaid Claim Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 Percent (Col. 9/1)
1. 2005.....	174,775	136,688	3,179	2.3	139,867	80.0	.0	.0	139,867	80.0
2. 2006.....	175,272	143,721	3,168	2.2	146,889	83.8	.47	.1	146,937	83.8
3. 2007.....	159,089	130,119	2,747	2.1	132,866	83.5	.90	.2	132,958	83.6
4. 2008.....	148,568	126,261	2,526	2.0	128,787	86.7	.433	.5	129,225	87.0
5. 2009.....	121,317	93,795	1,855	2.0	95,650	78.8	9,312	.198	105,160	86.7

12.HM

**U & I Ex.-Pt.2C-Sn A-Paid Claims-Medicare Supp.
NONE**

**U & I Ex.-Pt.2C-Sn B-Incurred Claims-Medicare Supp.
NONE**

**U & I Ex.-Pt.2C-Sn C-Expense Ratio-Medicare Supp.
NONE**

**U & I Ex.-Pt.2C-Sn A-Paid Claims-Dental
NONE**

**U & I Ex.-Pt.2C-Sn B-Incurred Claims-Dental
NONE**

**U & I Ex.-Pt.2C-Sn C-Expense Ratio-Dental
NONE**

**U & I Ex.-Pt.2C-Sn A-Paid Claims-Vision
NONE**

**U & I Ex.-Pt.2C-Sn B-Incurred Claims-Vision
NONE**

**U & I Ex.-Pt.2C-Sn C-Expense Ratio-Vision
NONE**

**U & I Ex.-Pt.2C-Sn A-Paid Claims-Fed Emp Health
NONE**

**U & I Ex.-Pt.2C-Sn B-Incurred Claims-Fed Emp Health
NONE**

**U & I Ex.-Pt.2C-Sn C-Expense Ratio-Fed Emp Health
NONE**

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED CLAIMS

(000 Omitted)

SECTION A - PAID HEALTH CLAIMS - TITLE XVIII - MEDICARE

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2005	2 2006	3 2007	4 2008	5 2009
1. Prior.....	0	0	0	0	0
2. 2005.....	0	0	0	0	0
3. 2006.....	XXX	0	0	0	0
4. 2007.....	XXX	XXX	0	0	0
5. 2008.....	XXX	XXX	XXX	2,417	2,629
6. 2009.....	XXX	XXX	XXX	XXX	9,984

SECTION B - INCURRED HEALTH CLAIMS - TITLE XVIII - MEDICARE

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2005	2 2006	3 2007	4 2008	5 2009
1. Prior.....	0	0	0	0	0
2. 2005.....	0	0	0	0	0
3. 2006.....	XXX	0	0	0	0
4. 2007.....	XXX	XXX	0	0	0
5. 2008.....	XXX	XXX	XXX	2,941	2,637
6. 2009.....	XXX	XXX	XXX	XXX	11,337

SECTION C - INCURRED YEAR HEALTH CLAIM AND CLAIM ADJUSTMENT EXPENSE RATIO - TITLE XVIII - MEDICARE

Years in Which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claim Payments	3 Claim Adjustment Expense Payments	4 Percent (Col. 3/2)	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 Percent (Col. 5/1)	7 Claims Unpaid	8 Unpaid Claim Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 Percent (Col. 9/1)
1. 2005.....	0	0	0	0.0	0	0.0	0	0	0	0.0
2. 2006.....	0	0	0	0.0	0	0.0	0	0	0	0.0
3. 2007.....	0	0	0	0.0	0	0.0	0	0	0	0.0
4. 2008.....	3,750	2,629	55	2.1	2,684	71.6	8	0	2,692	71.8
5. 2009.....	11,889	9,984	208	2.1	10,192	85.7	1,353	31	11,576	97.4

12.XV

**U & I Ex.-Pt.2C-Sn A-Paid Claims-Medicaid
NONE**

**U & I Ex.-Pt.2C-Sn B-Incurred Claims-Medicaid
NONE**

**U & I Ex.-Pt.2C-Sn C-Expense Ratio-Medicaid
NONE**

**U & I Ex.-Pt.2C-Sn A-Paid Claims-Other
NONE**

**U & I Ex.-Pt.2C-Sn B-Incurred Claims-Other
NONE**

**U & I Ex.-Pt.2C-Sn C-Expense Ratio-Other
NONE**

Statement as of December 31, 2009 of the Aetna Health Inc. (a Maine corporation)

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2D - AGGREGATE RESERVE FOR ACCIDENT AND HEALTH CONTRACTS ONLY

	1	2	3	4	5	6	7	8	9
	Total	Comprehensive (Hospital and Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
POLICY RESERVE									
1. Unearned premium reserves.....	40,553	40,553	.0	.0	.0	.0	.0	.0	.0
2. Additional policy reserves (a).....	697,847	.0	.0	.0	.0	.0	697,847	.0	.0
3. Reserve for future contingent benefits.....	.0	.0	.0	.0	.0	.0	.0	.0	.0
4. Reserve for rate credits or experience rating refunds (including \$.....0) for investment income.....	.0	.0	.0	.0	.0	.0	.0	.0	.0
5. Aggregate write-ins for other policy reserves.....	.0	.0	.0	.0	.0	.0	.0	.0	.0
6. Totals (gross).....	738,400	40,553	.0	.0	.0	.0	697,847	.0	.0
7. Reinsurance ceded.....	.0	.0	.0	.0	.0	.0	.0	.0	.0
8. Totals (net) (Page 3, Line 4).....	738,400	40,553	.0	.0	.0	.0	697,847	.0	.0
CLAIM RESERVE									
9. Present value of amounts not yet due on claims.....	.0	.0	.0	.0	.0	.0	.0	.0	.0
10. Reserve for future contingent benefits.....	124,545	124,545	.0	.0	.0	.0	.0	.0	.0
11. Aggregate write-ins for other claim reserves.....	.0	.0	.0	.0	.0	.0	.0	.0	.0
12. Totals (gross).....	124,545	124,545	.0	.0	.0	.0	.0	.0	.0
13. Reinsurance ceded.....	.0	.0	.0	.0	.0	.0	.0	.0	.0
14. Totals (net) (Page 3, Line 7).....	124,545	124,545	.0	.0	.0	.0	.0	.0	.0
DETAILS OF WRITE-INS									
0501. ....	.0	.0	.0	.0	.0	.0	.0	.0	.0
0502. ....	.0	.0	.0	.0	.0	.0	.0	.0	.0
0503. ....	.0	.0	.0	.0	.0	.0	.0	.0	.0
0598. Summary of remaining write-ins for Line 5 from overflow page.....	.0	.0	.0	.0	.0	.0	.0	.0	.0
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above).....	.0	.0	.0	.0	.0	.0	.0	.0	.0
1101. ....	.0	.0	.0	.0	.0	.0	.0	.0	.0
1102. ....	.0	.0	.0	.0	.0	.0	.0	.0	.0
1103. ....	.0	.0	.0	.0	.0	.0	.0	.0	.0
1198. Summary of remaining write-ins for Line 11 from overflow page.....	.0	.0	.0	.0	.0	.0	.0	.0	.0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above).....	.0	.0	.0	.0	.0	.0	.0	.0	.0

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(a) Includes \$....697,847 premium deficiency reserve.

Statement as of December 31, 2009 of the Aetna Health Inc. (a Maine corporation)
UNDERWRITING AND INVESTMENT EXHIBIT

PART 3 - ANALYSIS OF EXPENSES

	Claim Adjustment Expenses		3 General Administrative Expenses	4 Investment Expenses	5 Total
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses			
1. Rent (\$.....0 for occupancy of own building).....	0	22,810	97,433	290	120,533
2. Salaries, wages and other benefits.....	837,227	376,268	4,575,119	14,769	5,803,383
3. Commissions (less \$.....0 ceded plus \$.....0 assumed).....	0	0	4,022,817	0	4,022,817
4. Legal fees and expenses.....	2,534	75,020	298,176	938	376,668
5. Certifications and accreditation fees.....	0	0	0	0	0
6. Auditing, actuarial and other consulting services.....	0	200,728	748,476	0	949,204
7. Traveling expenses.....	0	15,967	59,166	201	75,334
8. Marketing and advertising.....	0	0	180,801	0	180,801
9. Postage, express and telephone.....	0	63,868	236,705	782	301,355
10. Printing and office supplies.....	0	29,653	121,086	358	151,097
11. Occupancy, depreciation and amortization.....	0	0	1,487	0	1,487
12. Equipment.....	0	68,430	262,211	827	331,468
13. Cost or depreciation of EDP equipment and software.....	0	157,389	580,880	0	738,269
14. Outsourced services including EDP, claims, and other services.....	845	204,446	756,523	2,458	964,272
15. Boards, bureaus and association fees.....	845	3,717	10,460	45	15,067
16. Insurance, except on real estate.....	3,379	53,646	214,176	0	271,201
17. Collection and bank service charges.....	0	11,405	33,661	134	45,200
18. Group service and administration fees.....	0	9,124	36,076	0	45,200
19. Reimbursements by uninsured plans.....	0	0	0	0	0
20. Reimbursements from fiscal intermediaries.....	0	0	0	0	0
21. Real estate expenses.....	0	43,339	152,015	514	195,868
22. Real estate taxes.....	0	6,843	23,290	0	30,133
23. Taxes, licenses and fees:					
23.1 State and local insurance taxes.....	0	0	576,650	0	576,650
23.2 State premium taxes.....	0	0	0	0	0
23.3 Regulatory authority licenses and fees.....	0	0	152,922	0	152,922
23.4 Payroll taxes.....	0	86,678	319,096	1,028	406,802
23.5 Other (excluding federal income and real estate taxes).....	0	6,843	30,705	0	37,548
24. Investment expenses not included elsewhere.....	0	0	0	0	0
25. Aggregate write-ins for expenses.....	0	0	230,984	0	230,984
26. Total expenses incurred (Lines 1 to 25).....	844,830	1,436,174	13,720,915	22,344	(a).....16,024,263
27. Less expenses unpaid December 31, current year.....	87,686	149,062	139,871	0	376,619
28. Add expenses unpaid December 31, prior year.....	93,217	155,905	15,507	0	264,629
29. Amounts receivable relating to uninsured plans, prior year.....	0	0	0	0	0
30. Amounts receivable relating to uninsured plans, current year.....	0	0	0	0	0
31. Total expenses paid (Lines 26 minus 27 plus 28 minus 29 plus 30).....	850,361	1,443,017	13,596,551	22,344	15,912,273

DETAILS OF WRITE-INS

2501. Pharmacy Rebate Fee.....	0	0	219,035	0	219,035
2502. Intercompany Interest Expense.....	0	0	9,949	0	9,949
2503. Miscellaneous Expense.....	0	0	2,000	0	2,000
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0	0	0	0
2599. TOTALS (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	0	0	230,984	0	230,984

(a) Includes management fees of \$.....15,066,730 to affiliates and \$.....0 to non-affiliates.

Statement as of December 31, 2009 of the Aetna Health Inc. (a Maine corporation)

EXHIBIT OF NET INVESTMENT INCOME

	1 Collected During Year	2 Earned During Year
1. U.S. government bonds.....	(a).....854,310	.....696,474
1.1 Bonds exempt from U.S. tax.....	(a).....0	.....0
1.2 Other bonds (unaffiliated).....	(a).....717,969	.....722,782
1.3 Bonds of affiliates.....	(a).....0	.....0
2.1 Preferred stocks (unaffiliated).....	(b).....0	.....0
2.11 Preferred stocks of affiliates.....	(b).....0	.....0
2.2 Common stocks (unaffiliated).....	.....0	.....0
2.21 Common stocks of affiliates.....	.....0	.....0
3. Mortgage loans.....	(c).....0	.....0
4. Real estate.....	(d).....0	.....0
5. Contract loans.....	.....0	.....0
6. Cash, cash equivalents and short-term investments.....	(e).....56,615	.....56,614
7. Derivative instruments.....	(f).....0	.....0
8. Other invested assets.....	.....0	.....0
9. Aggregate write-ins for investment income.....	.....28,721	.....28,721
10. Total gross investment income.....	.....1,657,615	.....1,504,591
11. Investment expenses.....		(g).....21,316
12. Investment taxes, licenses and fees, excluding federal income taxes.....		(g).....1,028
13. Interest expense.....		(h).....0
14. Depreciation on real estate and other invested assets.....		(i).....0
15. Aggregate write-ins for deductions from investment income.....		.....0
16. Total deductions (Lines 11 through 15).....		.....22,344
17. Net investment income (Line 10 minus Line 16).....		.....1,482,247

DETAILS OF WRITE-INS

0901. Miscellaneous Income.....	.....18,527	.....18,527
0902. Intercompany Interest.....	.....10,194	.....10,194
0903. ....	.....0	.....0
0998. Summary of remaining write-ins for Line 9 from overflow page.....	.....0	.....0
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9 above).....	.....28,721	.....28,721
1501. ....		.....0
1502. ....		.....0
1503. ....		.....0
1598. Summary of remaining write-ins for Line 15 from overflow page.....		.....0
1599. Totals (Lines 1501 thru 1503 plus 1598) (Line 15 above).....		.....0

- (a) Includes \$.....210,944 accrual of discount less \$.....42,269 amortization of premium and less \$.....17,397 paid for accrued interest on purchases.
- (b) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued dividends on purchases.
- (c) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued interest on purchases.
- (d) Includes \$.....0 for company's occupancy of its own buildings; and excludes \$.....0 interest on encumbrances.
- (e) Includes \$.....56,598 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued interest on purchases.
- (f) Includes \$.....0 accrual of discount less \$.....0 amortization of premium.
- (g) Includes \$.....0 investment expenses and \$.....0 investment taxes, licenses and fees, excluding federal income taxes, attributable to Segregated and Separate Accounts.
- (h) Includes \$.....0 interest on surplus notes and \$.....0 interest on capital notes.
- (i) Includes \$.....0 depreciation on real estate and \$.....0 depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

	1 Realized Gain (Loss) on Sales or Maturity	2 Other Realized Adjustments	3 Total Realized Capital Gain (Loss) (Columns 1 + 2)	4 Change in Unrealized Capital Gain (Loss)	5 Change in Unrealized Foreign Exchange Capital Gain (Loss)
1. U.S. government bonds.....	.....0	.....(33,157)	.....(33,157)	.....0	.....0
1.1 Bonds exempt from U.S. tax.....	.....0	.....0	.....0	.....0	.....0
1.2 Other bonds (unaffiliated).....	.....(578,267)	.....0	.....(578,267)	.....0	.....0
1.3 Bonds of affiliates.....	.....0	.....0	.....0	.....0	.....0
2.1 Preferred stocks (unaffiliated).....	.....0	.....0	.....0	.....0	.....0
2.11 Preferred stocks of affiliates.....	.....0	.....0	.....0	.....0	.....0
2.2 Common stocks (unaffiliated).....	.....0	.....0	.....0	.....0	.....0
2.21 Common stocks of affiliates.....	.....0	.....0	.....0	.....0	.....0
3. Mortgage loans.....	.....0	.....0	.....0	.....0	.....0
4. Real estate.....	.....0	.....0	.....0	.....0	.....0
5. Contract loans.....	.....0	.....0	.....0	.....0	.....0
6. Cash, cash equivalents and short-term investments.....	.....195	.....0	.....195	.....0	.....0
7. Derivative instruments.....	.....0	.....0	.....0	.....0	.....0
8. Other invested assets.....	.....0	.....0	.....0	.....0	.....0
9. Aggregate write-ins for capital gains (losses).....	.....0	.....0	.....0	.....0	.....0
10. Total capital gains (losses).....	.....(578,072)	.....(33,157)	.....(611,229)	.....0	.....0

DETAILS OF WRITE-INS

0901. ....	.....0	.....0	.....0	.....0	.....0
0902. ....	.....0	.....0	.....0	.....0	.....0
0903. ....	.....0	.....0	.....0	.....0	.....0
0998. Summary of remaining write-ins for Line 9 from overflow page.....	.....0	.....0	.....0	.....0	.....0
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9 above).....	.....0	.....0	.....0	.....0	.....0

Statement as of December 31, 2009 of the Aetna Health Inc. (a Maine corporation)

EXHIBIT OF NONADMITTED ASSETS

	1 Current Year Total Nonadmitted Assets	2 Prior Year Total Nonadmitted Assets	3 Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D).....	.0	.0	.0
2. Stocks (Schedule D):			
2.1 Preferred stocks.....	.0	.0	.0
2.2 Common stocks.....	.0	.0	.0
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens.....	.0	.0	.0
3.2 Other than first liens.....	.0	.0	.0
4. Real estate (Schedule A):			
4.1 Properties occupied by the company.....	.0	.0	.0
4.2 Properties held for the production of income.....	.0	.0	.0
4.3 Properties held for sale.....	.0	.0	.0
5. Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term investments (Schedule DA).....	.0	.0	.0
6. Contract loans.....	.0	.0	.0
7. Other invested assets (Schedule BA).....	.0	.0	.0
8. Receivables for securities.....	.0	.0	.0
9. Aggregate write-ins for invested assets.....	.0	.0	.0
10. Subtotals, cash and invested assets (Lines 1 to 9).....	.0	.0	.0
11. Title plants (for Title insurers only).....	.0	.0	.0
12. Investment income due and accrued.....	.0	.0	.0
13. Premiums and considerations:			
13.1 Uncollected premiums and agents' balances in the course of collection.....	156,125	149,674	(6,451)
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due.....	.0	.0	.0
13.3 Accrued retrospective premiums.....	.0	.0	.0
14. Reinsurance:			
14.1 Amounts recoverable from reinsurers.....	.0	.0	.0
14.2 Funds held by or deposited with reinsured companies.....	.0	.0	.0
14.3 Other amounts receivable under reinsurance contracts.....	.0	.0	.0
15. Amounts receivable relating to uninsured plans.....	.0	.0	.0
16.1 Current federal and foreign income tax recoverable and interest thereon.....	.0	.0	.0
16.2 Net deferred tax asset.....	614,842	2,450,065	1,835,223
17. Guaranty funds receivable or on deposit.....	.0	.0	.0
18. Electronic data processing equipment and software.....	.0	.0	.0
19. Furniture and equipment, including health care delivery assets.....	.0	.0	.0
20. Net adjustment in assets and liabilities due to foreign exchange rates.....	.0	.0	.0
21. Receivables from parent, subsidiaries and affiliates.....	.0	.0	.0
22. Health care and other amounts receivable.....	.0	.0	.0
23. Aggregate write-ins for other than invested assets.....	.0	.0	.0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 through 23).....	770,967	2,599,739	1,828,772
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	.0	.0	.0
26. TOTALS (Lines 24 and 25).....	770,967	2,599,739	1,828,772

DETAILS OF WRITE-INS

0901.....	.0	.0	.0
0902.....	.0	.0	.0
0903.....	.0	.0	.0
0998. Summary of remaining write-ins for Line 9 from overflow page.....	.0	.0	.0
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9 above).....	.0	.0	.0
2301.....	.0	.0	.0
2302.....	.0	.0	.0
2303.....	.0	.0	.0
2398. Summary of remaining write-ins for Line 23 from overflow page.....	.0	.0	.0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above).....	.0	.0	.0

Statement as of December 31, 2009 of the **Aetna Health Inc. (a Maine corporation)**

EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY

Source of Enrollment	Total Members at End of					6 Current Year Member Months
	1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	
1. Health maintenance organizations.....	25,822	22,908	22,677	21,004	20,244	266,248
2. Provider service organizations.....	0	0	0	0	0	0
3. Preferred provider organizations.....	0	0	0	0	0	0
4. Point of service.....	3,946	3,480	3,378	3,162	2,962	39,065
5. Indemnity only.....	0	0	0	0	0	0
6. Aggregate write-ins for other lines of business.....	0	0	0	0	0	0
7. Total.....	29,768	26,388	26,055	24,166	23,206	305,313

DETAILS OF WRITE-INS

0601.	0	0	0	0	0	0
0602.	0	0	0	0	0	0
0603.	0	0	0	0	0	0
0698. Summary of remaining write-ins for Line 6 from overflow page.....	0	0	0	0	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above).....	0	0	0	0	0	0

NOTES TO FINANCIAL STATEMENTS

1. Summary of significant accounting policies

Accounting practices

The accompanying statutory financial statements of Aetna Health Inc. (a Maine corporation) (the "Company"), indirectly a wholly-owned subsidiary of Aetna Inc. ("Aetna"), have been prepared in conformity with accounting practices prescribed or permitted by the Maine Department of Professional and Financial Regulation, Bureau of Insurance ("Maine Department") ("Maine Accounting Practices"). The Maine Department recognizes only statutory accounting practices prescribed or permitted by the State of Maine for determining and reporting the financial condition and results of operations of an insurance company, which include accounting practices and procedures adopted by the National Association of Insurance Commissioners' ("NAIC") *Accounting Practices and Procedures Manual* ("NAIC SAP"). The Company's net income and capital and surplus as stated on a NAIC SAP basis and on the basis of practices prescribed or permitted by the State of Maine were the same as of and for the years December 31, 2009 and 2008.

The Maine Accounting Practices prescribed vary from U.S. generally accepted accounting principles ("GAAP"). The primary differences include:

- Certain assets, designated as nonadmitted assets (in part, premium funds receivable, which are nonadmitted in accordance with Statements of Statutory Accounting Principles ("SSAP") No. 6, *Uncollected Premium Balances, Bills Receivable for Premiums, and Amounts Due From Agents and Brokers*) are not recorded as assets, but are charged to surplus. Thus, nonadmitting premium funds receivable eliminates the need for a separate allowance for doubtful accounts which is utilized under GAAP;
- Bonds are recorded at amortized cost except for those with an NAIC designation of 3 through 6, which are reported at the lower of amortized cost or fair value. Therefore, changes in unrealized gains and losses for those securities held at amortized cost are not reflected in the financial statements. Under GAAP, bonds classified as available for sale are recorded at fair value, and related changes in unrealized gains and losses are recorded as a component of equity, net of deferred Federal income taxes;
- Deferred tax assets and liabilities are determined and admitted in accordance with SSAP No. 10R, *Income Taxes – Revised, A Temporary Replacement of SSAP 10*. Changes in net deferred tax assets and liabilities are reflected as changes in surplus. Under GAAP, such assets and liabilities are determined under Statement of Financial Accounting Standards No. 109, *Accounting for Income Taxes* and such changes are reflected in net income; and
- Yield-related other-than-temporary impairment ("OTTI") losses on bonds (other than loan-backed or structured securities) and redeemable preferred stocks (those losses driven by credit-spread widening or interest rate changes and not declines in the credit worthiness of the issuer or the quality of the security) are recorded when the Company intends to sell an investment at the reporting date before recovery of the cost of the investment in accordance with Interpretation of the Emerging Accounting Issues Working Group INT 06-07: *Definition of Phrase "Other Than Temporary"*. Under GAAP, yield-related OTTI losses are recognized when the Company cannot assert its intent to sell or if it is more likely than not that the Company will be required to sell the security before recovery of its cost basis. Credit worthiness of the issuer is written down in accordance with SSAP No. 26, *Bonds, Excluding Loan-Backed and Structured Securities*. Under GAAP, the write-down is bifurcated into credit and non-credit related components and only the credit-related component is recognized in results of operations.

Use of estimates in the preparation of the financial statements

The preparation of these financial statements in conformity with Maine Accounting Practices requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and revenues and expenses. Actual results could differ from those estimates.

Significant accounting policies

The Company applies the following significant accounting policies:

Cash, cash equivalents and short-term investments

Cash and cash equivalents include all highly liquid instruments readily convertible to cash with a maturity of three months or less from the date of purchase. Short-term investments primarily consist of investments purchased with an original maturity of one year or less. The carrying amounts of cash and cash equivalents and short-term investments reported in the accompanying Statutory Statements of Assets approximate fair value.

Bonds

Bonds, which include special deposits, are carried at amortized cost except for those bonds with an NAIC designation of 3 through 6 which are reported at the lower of amortized cost or fair value. The amount reported at fair value is not material to the financial statements. Bond premiums and discounts are amortized using the scientific interest method. When quoted prices in active markets for identical assets are available, the Company uses these quoted market prices to determine the fair value of bonds. This is used primarily for U.S. government securities. In other cases where a quoted market price for identical assets in an active market is either not available or not observable, the Company estimates fair values using valuation

methodologies based on available and observable market information or by using a matrix pricing model. If quoted market prices are not available, the Company determines fair value using broker quotes or an internal analysis of each investment's financial performance and cash flow projections. The Company had no investments where fair value was determined using broker quotes or an internal analysis of financial performance and cash flow projections. Bonds include all investments whose maturity is greater than one year when purchased.

The Company periodically reviews its bonds to determine whether a decline in fair value below the carrying value is other-than temporary. For bonds, other than loan-backed and structured securities, an other-than-temporary impairment shall be considered to have occurred if it is probable that the Company will be unable to collect all amounts due according to the contractual terms in effect at the date of acquisition. Declines deemed to be other-than-temporary impairments in the cost basis are recognized as realized capital losses. Interest related impairments are deemed other-than-temporary when the Company intends to sell an investment at the reporting date before recovery of the cost of the investment. For loan-backed and structured securities, the Company records other-than-temporary impairments when the fair value of the loan-backed or structured security is less than the amortized cost basis at the balance sheet date and (1) the Company intends to sell the investment, or (2) the Company does not have the intent and ability to retain the investment for the time sufficient to recover the amortized cost basis, or (3) the Company does not expect to recover the entire amortized cost basis of the security, even if it does not intend to sell the security and has the ability to hold. If it is determined an other-than-temporary impairment has occurred because of (1) or (2), the amount of the other-than-temporary impairment is equal to the difference between the amortized cost and the fair value of the security at the balance sheet date and this difference is recorded as a realized capital loss. If it is determined an other-than-temporary impairment has occurred because of (3), the amount of the other-than-temporary impairment is equal to the difference between the amortized cost and the present value of cash flows expected to be collected, discounted at the loan-backed or structured security's effective interest rate and this difference is also accounted for as a realized capital loss.

The Company analyzes all relevant facts and circumstances for each investment when performing its analysis to determine whether an other-than-temporary impairment exists. Among the factors considered in evaluating whether a decline is other-than-temporary, management considers whether the decline in fair value results from a change in the quality of the investment security itself, whether the decline results from a downward movement in the market as a whole, the prospects for realizing the carrying value of the bond based on the investee's current and short-term prospects for recovery and other factors. The risks inherent in assessing the impairment of an investment include the risk that market factors may differ from our expectations and the risk that facts and circumstances factored into our assessment may change with the passage of time. Unexpected changes to market factors and circumstances that were not present in past reporting periods may result in a current period decision to sell securities that were not impaired in prior reporting periods.

Premiums and amounts due and unpaid

Premium revenue for prepaid health care products are recognized as income in the month in which enrollees are entitled to health care services. Premiums collected before the effective period are reported as premiums received in advance. Premiums related to unexpired contractual coverage periods are reported as unearned premiums in the Statutory Statements of Liabilities, Capital and Surplus (refer to discussion of aggregate health policy reserves and related expenses below).

Nonadmitted amounts consist of all premiums due and unpaid greater than 90 days past due, with the exception of amounts due under government insured plans, which may be admitted assets under certain circumstances. In addition, for any customer for which the premiums due and unpaid are greater than 90 days past due is more than a de minimus portion of the entire balance of premiums due and unpaid for that customer, the entire balance of premiums due and unpaid for that customer is nonadmitted. Management also performs a specific review of accounts and based on the results of the review, additional amounts may be nonadmitted. Uncollectible amounts are generally written-off and charged to revenue in the period in which the customer reconciliations are completed and agreed to by the customer (retroactivity) or when the account is determined to be uncollectible by the Company.

Pharmaceutical rebate receivables

The Company estimates pharmaceutical rebates receivable based upon the historical payment trends, actual utilization and other variables. Pharmaceutical rebates for a quarter are billed to the vendor within one month of the completion of the quarter with any adjustment to previously recorded amounts reflected at the time of billing. The Company reports pharmaceutical rebates receivable as health care receivables. Pharmacy rebates over 90 days past due are nonadmitted. All rebates are processed and settled with an affiliated entity.

Hospital and medical costs and claims adjustment expenses and related reserves

Hospital and medical costs consist principally of fee-for-service medical claims and capitation costs. Claims unpaid include the Company's estimate of payments to be made on claims reported but not yet paid and for health care services rendered to enrollees but not yet reported to the Company as of the Statutory Statements of Assets, Liabilities, Capital and Surplus date. Such estimates are developed using actuarial principles and assumptions, which consider, among other things, historical and projected claim submission and processing patterns, medical cost trends, historical utilization of health care services, claim inventory

levels, changes in membership and product mix, seasonality and other relevant factors. The Company reflects changes in estimates in hospital and medical costs in the Statutory Statements of Revenue and Expenses in the period they are determined. Capitation costs, which are recorded in hospital and medical expenses in the Statutory Statements of Revenue and Expenses, represent contractual monthly fees paid to participating physicians and other medical providers for providing medical care, regardless of the medical services provided to the enrollee.

The Company uses the triangulation method to estimate reserves for claims incurred but not reported. The method of triangulation makes estimates of completion factors which are then applied to the total paid claims (net of coordination of benefits) to date for each incurral month. This provides an estimate of the total projected incurred claims and total amount outstanding or claims incurred but not reported (claims unpaid). For the most current dates of service where there is insufficient paid claim data to rely solely on the triangulation method, the Company examines cost and utilization trends as well as environmental factors, plan changes, provider contracts, changes in membership and/or benefits, and historical seasonal patterns to estimate the reserve required for these months.

Claims adjustment expenses represent the costs incurred related to the claim settlement process such as costs to record, process and adjust claims. These expenses, which are included in the Company's management agreement with an affiliate described in Note 10, are calculated using a percentage of current hospital and medical costs, which is based on historical cost experience.

Aggregate health policy reserves and related expenses

Premium deficiency reserves ("PDR") are recognized when it is probable that the expected future hospital and medical costs, including maintenance costs, will exceed anticipated future premiums and reinsurance recoveries on existing contracts. Anticipated investment income is considered in the calculation of any PDR. For purposes of calculating a PDR, contracts are grouped in manner consistent with the method of acquiring, servicing and measuring the profitability of such contracts. The PDR balances of \$697,847 and \$573,223 were included in aggregate health policy reserves in the Statutory Statements of Liabilities, Capital and Surplus at December 31, 2009 and 2008, respectively.

Unearned premium reserves ("UEP") are recognized for premiums that are recorded by the Company that have not been earned as of the statement date. The UEP balances of \$40,553 and \$77,873 were included in aggregate health policy reserves in the Statutory Statements of Liabilities, Capital and Surplus at December 31, 2009 and 2008, respectively.

Aggregate health claim reserves

The reserve for future contingent benefits includes the estimated cost of services which will continue to be incurred after the Statutory Statements of Liabilities, Capital and Surplus date if the Company is obligated to pay for such services in accordance with contract provisions or regulatory requirements. These balances are recorded in aggregate health claim reserves in the Statutory Statements of Liabilities, Capital and Surplus and are estimated using a percentage of current hospital and medical costs, which is based on the Company's historical cost experience.

Covered and uncovered expenses and related liabilities

Covered expenses and related liabilities represent costs for health care expenses for which a member is not responsible in the event of the insolvency of the Company. Uncovered expenses and related liabilities represent costs to the Company for health care services that are the obligation of the Company and for which a member may also be liable in the event of the Company's insolvency.

Federal and state income taxes

In accordance with a written tax sharing agreement with an affiliate, the Company's current Federal and state income tax provisions are generally computed as if the Company were filing a separate Federal and state income tax return; current income tax benefits, including those resulting from net operating losses, are recognized to the extent realized in the consolidated return. Pursuant to this agreement, the Company has the enforceable right to recoup Federal and state income taxes paid in prior years in the event of future net losses, which it may incur, or to recoup its net losses carried forward as an offset to future net income subject to Federal and state income taxes.

Deferred income tax assets ("DTAs") and liabilities ("DTLs") represent the expected future tax consequences of temporary differences generated by statutory accounting as defined in Statement of Statutory Accounting Principles No. 10R, *Income Taxes, Revised, A Temporary Replacement of SSAP No. 10*. DTAs and DTLs are computed by means of identifying temporary differences which are measured using a balance sheet approach whereby statutory and tax basis balance sheets are compared. Current income tax recoverables include all current income taxes, including interest, reasonably expected to be recovered in a subsequent accounting period.

Pursuant to SSAP No. 10R, which is effective for 2009 annual statements and 2010 interim and annual financial statements only, gross DTAs are first reduced by a statutory valuation allowance adjustment to an amount that is more likely than not to be realized ("adjusted gross DTAs"). Adjusted gross DTAs are then admitted in an amount equal to either:

- A. The sum of (1) previously paid federal income taxes which are expected to be recovered through loss carrybacks for existing temporary differences which reverse within a year and (2) the lesser of the amount of gross DTAs expected to be realized within one year of the balance sheet date after the application of (1) or ten percent of statutory capital and surplus and (3) the amount of gross DTAs, after the application of (1) and (2), that can be offset against existing gross DTLs; or
- B. If a reporting entity, which is subject to risk-based capital ("RBC") requirements or which is required to file a RBC Report with its domiciliary state, exceeds certain risk-based capital thresholds after reflecting the adjusted gross DTAs as calculated in A., the reporting entity may elect to admit a higher amount of adjusted gross DTAs. If elected by the reporting entity, adjusted gross DTAs may be admitted in an amount equal to the sum of (1) previously paid Federal income taxes which are expected to be recovered through loss carrybacks for existing temporary differences which reverse within a timeframe corresponding with Internal Revenue Service ("IRS") tax loss carryback provisions, not to exceed three years and (2) the lesser of the amount of gross DTAs expected to be realized within three years of the balance sheet date after the application of (1) or fifteen percent of statutory capital and surplus and (3) the amount of gross DTAs, after the application of (1) and (2), that can be offset against existing gross DTLs.

Prior to the adoption of SSAP No. 10R, there was no statutory valuation allowance adjustment and DTAs were admitted in accordance with paragraph A. above only.

NAIC SAP requires that DTAs can only be admitted through loss carrybacks to the extent that the Company paid or was allocated taxes as a separate legal entity. In addition, DTAs that the Company expects to realize within either one year or three years of the balance sheet date or during a timeframe corresponding with the IRS tax loss carryback provisions, not to exceed three years, on a separate legal entity basis cannot be admitted if the Company projects a tax loss, even if the loss could offset taxable income of other members in the consolidated group.

Changes in DTAs and DTLs are recognized as a separate component of gains and losses in surplus ("Change in net deferred income tax") except to the extent allocated to changes in unrealized gains and losses. Changes in DTAs and DTLs allocated to unrealized gains and losses are netted against the related changes in unrealized gains and losses and are reported as "Change in net unrealized capital gains (losses)", also a separate component of gains and losses in surplus. Any increased amount of admitted assets and statutory surplus resulting from the election of paragraph B. above (the additional deferred tax asset admitted amount) is reported separately as part of aggregate write-ins for special surplus funds in the Statutory Statements of Liabilities, Capital and Surplus and as aggregate write-ins for gains and losses in surplus in the Statutory Statements of Revenue and Expenses (Continued).

State income tax expense is recorded in general administrative expenses on the Statutory Statements of Revenue and Expenses. For the years ended December 31, 2009 and 2008, the Company incurred state income tax expense of \$576,650 and \$880,515, respectively. The Company's state income tax payable of \$140,069 and \$15,507 at December 31, 2009 and 2008, respectively, were included in general expenses due or accrued in the Statutory Statements of Liabilities, Capital and Surplus.

2. Accounting changes and corrections of errors

As discussed in Notes 1 and 9, SSAP No. 10R, *Income Taxes - Revised, A Temporary Replacement of SSAP No. 10*, was adopted in the fourth quarter of 2009 and is effective December 31, 2009. SSAP No. 10R replaces SSAP No. 10 and is effective for 2009 annual statements and 2010 interim and annual statements only. The adoption of SSAP No. 10R results in a change in the admission of deferred tax assets and is considered a change in accounting principle. This change (the additional deferred tax asset admitted amount) is recorded as per the guidance in SSAP No. 10R as an increase in aggregate write-ins for special surplus funds in Statutory Statements of Liabilities, Capital and Surplus. During the fourth quarter of 2009, the Company recorded an additional deferred tax asset amount, an adjustment that increased aggregate write-ins for special surplus funds, of \$1,332,388 related to the adoption of SSAP No. 10R.

In 2008, the Company corrected a balance in its current Federal income tax payable that was established prior to 2006, but was determined to be overstated based upon further research. As a result, the Company's 2007 current Federal income tax payable and unassigned funds as reported in the Statutory Statements of Liabilities, Capital and Surplus were overstated and understated, respectively, by \$387,415. This amount was corrected by recording an aggregate write-in for gains in surplus in the Statutory Statements of Capital and Surplus in 2008 in accordance with SSAP No. 3, *Accounting Changes and Corrections of Errors*.

3. Business combinations and goodwill

The Company was not a part of any business combinations that involved the statutory purchase method, a statutory merger, or an impairment loss in the years ending December 31, 2009 and 2008.

Statement as of December 31, 2009 of the **Aetna Health Inc. (a Maine corporation)**

4. Discontinued operations

The Company did not have any discontinued operations in the years ending December 31, 2009 and 2008.

5. Investments

A. The Company did not have any mortgage loans at December 31, 2009 or 2008.

B. The Company did not have any debt restructuring in the years ending December 31, 2009 and 2008.

C. The Company did not have any reverse mortgages at December 31, 2009 or 2008.

D. The Company did not have any loan-backed securities at December 31, 2009 or 2008.

E. Repurchase Agreements and/or Securities Lending Transactions

1. The Company did not have any repurchase agreements at December 31, 2009 or 2008.

2. Securities lending

The Company engages in securities lending by lending certain debt securities from its investment portfolio to other institutions for short periods of time. The Company requires collateral from borrowers, primarily cash in the amount of at least 102% of the fair value of the loaned security. The fair value of the loaned securities are monitored on a daily basis, with additional collateral obtained or refunded as the fair value of the loan securities fluctuate. The collateral is retained and invested by a lending agent according to the Company's guidelines to generate additional investment income for the Company.

The Company did not have any loaned securities at December 31, 2009. At December 31, 2008, the Company had loaned securities (which were reflected as bonds in the Statutory Statements of Assets) with a fair value of approximately \$6,439,000.

F. The Company did not have any real estate at December 31, 2009 or 2008.

G. The Company did not have any low-income housing tax credits at December 31, 2009 or 2008.

6. Joint ventures, partnerships, and limited liability companies

The Company did not have any joint ventures, partnerships, or limited liability companies that exceeded 10% of its admitted assets at December 31, 2009 or 2008.

7. Investment income

There was no investment income due and accrued with amounts that are over 90 days old at December 31, 2009 or 2008.

8. Derivative instruments

The Company did not have any derivative instruments at December 31, 2009 or 2008.

9. Income taxes

A. The components of the net deferred tax assets recognized in the Company's Statements of Assets, Liabilities, Capital and Surplus at December 31, 2009 and 2008 were as follows:

	December 31, 2009			December 31, 2008	Change
	Ordinary	Capital	Total	Total	
Gross deferred tax assets	\$2,772,317	\$324,965	\$3,097,282	\$3,822,390	\$(725,108)
Valuation allowance adjustment	-	-	-	-	-
Adjusted gross deferred tax assets	2,772,317	324,965	3,097,282	3,822,390	(725,108)
Gross deferred tax liabilities	(21,543)	(44,427)	(65,970)	(95,578)	29,608
Net deferred tax asset	2,750,774	280,538	3,031,312	3,726,812	(695,500)
Less: Deferred tax asset nonadmitted	(384,922)	(229,920)	(614,842)	(2,450,065)	1,835,223
Net admitted deferred tax asset	\$2,365,852	\$50,618	\$2,416,470	\$1,276,747	\$1,139,723
Decrease (increase) in nonadmitted asset	<u>\$1,835,223</u>			<u>\$291,408</u>	

Statement as of December 31, 2009 of the **Aetna Health Inc. (a Maine corporation)**

The amount of admitted gross deferred tax assets admitted under each component of SSAP No. 10R.

	December 31, 2009			December 31, 2008	Change
	Ordinary	Capital	Total	Total	
Admitted under paragraph 10.a.	\$1,033,464	-	\$1,033,464	\$1,276,747	\$(243,283)
Admitted under paragraph 10.b.	-	\$50,618	50,618	-	50,618
Admitted under paragraph 10.c.	21,543	44,427	65,970	95,578	(29,608)
Total admitted from the application of paragraphs 10.a. through 10.c.	1,055,007	95,045	1,150,052	1,372,325	(222,273)
Admitted under paragraph 10.e.i.	453,740	-	453,740	-	453,740
Admitted under paragraph 10.e.ii.	878,648	-	878,648	-	878,648
Admitted under paragraph 10.e.iii.	-	-	-	-	-
Total admitted under paragraph 10.e.	1,332,388	-	1,332,388	-	1,332,388
Total admitted adjusted gross deferred tax assets	\$2,387,395	\$95,045	\$2,482,440	\$1,372,325	\$1,110,115

The Company's RBC level used for purposes of paragraph 10.d. is based on authorized control level RBC capital of \$4,094,870 and total adjusted capital of \$19,376,137.

The increase amount by tax character and the change in such of admitting adjusted gross deferred tax liabilities as of the result of the application of paragraph 10.e.

	Ordinary	Capital	Total	Change
Increase amount of admitted deferred tax assets	\$1,332,388	-	\$1,332,388	\$1,332,388

The amount of admitted deferred tax assets, admitted assets, statutory surplus and total adjusted capital in the RBC calculation and the increased amount of admitted deferred tax assets, admitted assets and surplus as the result of the application of paragraph 10.e.

	After application of 10.a., 10.b. and 10.c.	Increase after application of 10.e.
Admitted deferred tax assets	\$1,150,052	\$1,332,388
Admitted assets	\$31,061,386	\$1,332,388
Statutory surplus	\$18,043,749	\$1,332,388
Total adjusted capital	\$18,043,749	-

B. There are no deferred tax liabilities that were not recognized at December 31, 2009 or 2008.

C.1 The provisions (benefit) for income taxes for the years ended December 31, 2009 and 2008 were as follows:

	2009	2008
Federal income tax (benefit) expense on operations	\$301,805	\$(2,189,778)
Federal income tax expense (benefit) on net capital gains	(293,293)	80,742
Federal income tax (benefit) expense incurred	\$8,512	\$(2,109,036)

Statement as of December 31, 2009 of the **Aetna Health Inc. (a Maine corporation)**

C.2 The tax effects of temporary differences that gave rise to deferred tax assets and liabilities at December 31, 2009 and 2008 were as follows:

	December 31	
	2009	2008
Deferred tax assets:		
Goodwill	\$2,314,889	\$2,976,287
Investments (impairments and other)	50,618	499,137
Claims unpaid	78,153	88,501
Premiums received in advance	2,839	5,451
Uncollected premiums – nonadmitted	54,644	52,386
Premium deficiency reserve	244,246	200,628
Capital loss carryforward	274,347	-
Other	77,546	-
Gross deferred tax assets	<u>3,097,282</u>	<u>3,822,390</u>
Nonadmitted deferred tax assets	(614,842)	(2,450,065)
Admitted deferred tax assets	<u>2,482,440</u>	<u>1,372,325</u>
Deferred tax liabilities:		
Allowance for billing adjustment	21,543	6,654
Investments	44,427	88,924
Gross deferred tax liabilities	<u>65,970</u>	<u>95,578</u>
Net admitted deferred tax assets	<u>\$2,416,470</u>	<u>\$1,276,747</u>

During 2001, the Company was allocated tax goodwill in the amount of \$26,614,432 that was created upon the acquisition of the NYLCare health business. The unamortized balance of this tax goodwill is \$6,613,969 and \$8,503,674 at December 31, 2009 and 2008, respectively. For tax purposes this goodwill will be amortized in future periods.

The change in net deferred income taxes in 2009 was comprised of the following:

	December 31		Change
	2009	2008	
Gross deferred tax assets	\$3,097,282	\$3,822,390	\$(725,108)
Less: Gross deferred tax liabilities	(65,970)	(95,578)	29,608
Net deferred tax asset	<u>\$3,031,312</u>	<u>\$3,726,812</u>	(695,500)
Less: Tax effect of unrealized gains (losses)			-
Change in net deferred income tax			<u><u>\$(695,500)</u></u>

At December 31, 2009, there were no adjustments to the gross deferred tax assets because of a change in circumstances. The valuation allowance adjustment to gross deferred tax assets was \$0 for both December 31, 2009 and 2008.

D. The provision for Federal income taxes is different from that which would be obtained by applying the statutory Federal income tax rate to income before income taxes. The items causing this difference were as follows:

	December 31, 2009	Effective tax rate	December 31, 2008	Effective tax rate
Provision computed as statutory rate	\$1,365,165	35.0%	\$2,181,051	35.0%
Permanent items, including				
Section 482 adjustment	(635,878)	(16.3)%	(957,743)	(15.4)%
Change in nonadmitted assets and other	(2,258)	(0.1)%	(15,066)	(0.2)%
Prior year true-up	(23,017)	(0.6)%	-	-
2006 IRS adjustment - Section 482 adjustment	-	-	(1,597,799)	(25.6)%
2007 true-up, including Section 482 adjustment	-	-	(1,188,997)	(19.1)%
Total	<u>\$704,012</u>	<u>18.0%</u>	<u>\$(1,578,554)</u>	<u>(25.3)%</u>
Federal and foreign income tax (benefit) or expense incurred	\$8,512	0.2%	\$(2,109,036)	(33.8)%
Change in net deferred income taxes	695,500	17.8%	530,482	8.5%
Total statutory income taxes	<u>\$704,012</u>	<u>18.0%</u>	<u>\$(1,578,554)</u>	<u>(25.3)%</u>

Statement as of December 31, 2009 of the **Aetna Health Inc. (a Maine corporation)**

In 2008, the Company agreed with the IRS on an adjustment to its 2006 taxable income, pursuant to Section 482 of the IRS Code ("Section 482"). Section 482 allows taxpayers to apply different methods to price intercompany services at arm's length prices that would be charged to an unrelated entity. The Company pays for these services under an administrative services agreement with an affiliate. During 2008, the method selected to price intercompany services was adjusted starting with the 2006 tax year, resulting in an increase of the cost of services to the Company. This adjustment was made for tax purposes and increased the allocation of intercompany services to the Company. In addition to the 2006 adjustment, the Company has applied Section 482 in its determination of taxable income for 2007, 2008 and all future years. The tax effect of applying Section 482 to the Company's 2006 through 2008 taxable income has been reflected in the Company's 2008 tax provision. Pursuant to Maine Accounting Practices these adjustments are reflected as a change in estimate.

E.1 At December 31, 2009, the Company had a net capital loss carryforward of \$783,849 and no net operating loss carryforwards for tax purposes.

E.2 The amount of Federal income taxes incurred that is available for recoupment in the event of future net losses is \$326,188 and \$1,161,016 for the years ended December 31, 2009 and 2008, respectively.

E.3 The Company did not report any deposits as admitted assets under Section 6603 of the IRS Code as of December 31, 2009 and 2008.

F.1 At December 31, 2009, the Company's Federal Income Tax Return was consolidated with the following entities:

Aetna Inc. - Parent Company	Aetna Health of the Carolinas Inc.
@ Credentials Inc.	Aetna Insurance Company of Connecticut
Active Health Management, Inc.	Aetna Integrated Informatics, Inc.
AE Fourteen, Incorporated	Aetna International Inc.
AET Health Care Plan, Inc. (TX)	Aetna Ireland, LLC (fka NYLCare Health Plans, Inc.)
AET Health Care Plan of California, Inc.	Aetna Life and Casualty (Bermuda) Ltd.
Aetna/AREA Corporation	Aetna Life Assignment Company
Aetna Better Health Inc. (Connecticut)	Aetna Life Insurance Company
Aetna Better Health Inc. (Pennsylvania)	Aetna Risk Indemnity Company Limited
Aetna Criterion Communications, Inc.	Aetna Student Health Agency Inc.
Aetna Dental Inc. (New Jersey)	AHP Holdings, Inc.
Aetna Dental Inc. (Texas)	AUSHC Holdings, Inc.
Aetna Dental of California Inc.	BPC Equity, Inc.
Aetna Family Plans of Georgia Inc.	Broadspire National Services, Inc.
Aetna Global Benefits Administrators Inc.	Chickering Claims Administrators, Inc.
Aetna Health and Life Insurance Company	Cofinity, Inc.
Aetna Health Inc. (Arizona)	Delaware Physicians Care, Incorporated
Aetna Health Inc. (Colorado)	Delaware Physicians Care - Medicare, Incorporated
Aetna Health Inc. (Connecticut)	Health and Human Resource Center, Inc.
Aetna Health Inc. (Delaware)	Health Cost Consultants, Inc.
Aetna Health Inc. (Florida)	Health Data & Management Solutions, Inc.
Aetna Health Inc. (Georgia)	Integrated Pharmacy Solutions, Inc.
Aetna Health Inc. (Maine)	Health Re, Incorporated
Aetna Health Inc. (Maryland)	Integrated Pharmacy Solutions, Inc.
Aetna Health Inc. (Michigan)	Luettgens Limited
Aetna Health Inc. (Missouri)	Managed Care Coordinators, Inc.
Aetna Health Inc. (New Jersey)	Missouri Care, Incorporated
Aetna Health Inc. (New York)	SABH of Arizona, Incorporated
Aetna Health Inc. (Oklahoma)	Sanus of New York and New Jersey, Inc.
Aetna Health Inc. (Pennsylvania)	Schaller Anderson Behavioral Health, Incorporated
Aetna Health Inc. (Tennessee)	Schaller Anderson Medical Administrators, Incorporated
Aetna Health Inc. (Texas)	Schaller Anderson of Delaware, Incorporated
Aetna Health Inc. (Washington)	Schaller Anderson, Incorporated
Aetna Health Information Solutions, Inc.	Strategic Resource Company
Aetna Health Insurance Company	The Vasquez Group Inc.
Aetna Health Insurance Company of New York	U.S. Healthcare Properties, Inc.
Aetna Health of California Inc.	Work and Family Benefits, Inc.
Aetna Health of Illinois Inc.	

F.2 As explained in Note 1, the Company participates in a tax sharing agreement with its parent and affiliates.

10. Information concerning parent, subsidiaries, affiliates, and related parties

As of and for the years ending December 31, 2009 and 2008, the Company had the following significant transactions with affiliates:

The Company and Aetna Health Management, LLC (“AHM”), indirectly a wholly-owned subsidiary of Aetna, are parties to an administrative services agreement, under which AHM provides certain administrative services, including accounting and processing of premiums and claims. Under this agreement, the Company remits a percentage of its earned commercial, Medicaid and Medicare premium revenue, as applicable, to AHM as a fee, subject to an annual true-up mechanism as defined in the agreement. Under the agreement, this true-up is due to be settled with the affiliate by April 15th of the following contract year (which is January 1 to December 31 annually). For these services, the Company was charged the following:

(in thousands)	2009	2008
Administrative service fee	\$15,375	\$17,809
Current year estimated accrued true-up	(308)	120
Total administrative service fee	<u>\$15,067</u>	<u>\$17,929</u>

This agreement also provides for interest on all intercompany balances. Interest earned on amounts due from affiliates was \$10,194 in 2009 and \$46,880 in 2008. Interest incurred on amounts due to affiliates was \$9,949 in 2009 and \$8,103 in 2008. At December 31, 2009 and 2008, the Company reported \$9,822 and \$(2,928,761), respectively, as amounts due from (to) AHM related to this agreement. The terms of settlement require that these amounts be settled within 45 days after the end of the calendar quarter.

The Company is a party to an agreement which enables the Company to receive manufacturers' pharmacy rebates from AHM under which the Company remits 10% of its earned pharmaceutical rebates to AHM as a fee. The Company earned pharmaceutical rebates of \$2,190,354 and \$2,324,284, which were recorded as a reduction of hospital and medical costs, in 2009 and 2008, respectively. The Company incurred pharmaceutical rebate fees, which were recorded as administrative expense, of \$219,035 in 2009 and \$232,428 in 2008. At December 31, 2009 and 2008, the Company reported \$193,465 and \$181,193, respectively, as amounts due from AHM related to pharmaceutical rebates which were reflected in health care and other amounts receivable. The terms of settlement require that these amounts be settled within 45 days after the end of the calendar quarter.

The amounts reported on the Underwriting and Investment Exhibit, Part 3 represent the expenses incurred under the terms of the administrative agreement, allocated to the Company in accordance SSAP No. 70, *Allocation of Expenses*. SSAP No. 70 states “shared expenses, including expenses under the terms of a management contract, shall be apportioned to the entities incurring the expense as if the expense had been paid solely by the incurring entity. The apportionment shall be completed based upon specific identification to the entity incurring the expense. Where specific identification is not feasible, apportionment shall be based upon pertinent factors or ratios.” The Company allocates these expenses based upon a percentage calculated using actual general and administrative expenses incurred by AHM.

The Company has coverage for certain litigation exposures (\$10,000,000 per claim and in the aggregate including defense costs) through an affiliated captive insurance company.

The Company entered into an insolvency agreement with Aetna Health Insurance Company (“AHIC”), a wholly-owned subsidiary of Aetna, effective January 1, 2008. This agreement was approved by the Maine Department. This agreement provides that in the event that the Company ceases operations or becomes insolvent, AHIC will continue to pay benefits for any members confined as inpatients on the date of insolvency until their discharge. This agreement also provides that AHIC will continue benefits for any member until the end of the contract period for which premium has been paid, but for no longer than thirty-one days. AHIC will also make available to members, for a period of thirty-one days, replacement insurance policies.

As explained in Note 1, the Company participates in a tax sharing agreement with Aetna and Aetna's other subsidiaries. All Federal income tax receivables/payables were due from/due to Aetna.

The Company was a party to a specific excess loss reinsurance agreement with AHIC. This agreement provided for the Company to be reimbursed for 100% of eligible losses, as defined, paid on behalf of any insured during the policy period. Reimbursement was subject to a specific deductible of \$500,000. The policy period was defined as the twelve month period beginning on the effective date of this agreement. The Company realized net reinsurance recoveries of \$232,111 in 2008. The Company received approval from the Maine Department to terminate this agreement effective December 31, 2007.

The Company has a guaranty agreement with Aetna. The agreement provides that the Company will maintain a minimum capital and surplus as required by law and any additional surplus the Superintendent of the Maine Department may require so that the Company's surplus is reasonable in relation to its outstanding liabilities. The Company is obligated to maintain the minimum capital and surplus in funds and investments which are admitted assets. The Company will maintain this minimum capital and surplus so long as it has any obligations to enrollees.

At December 31, 2008 and 2007, the Company did not hold any investments in any affiliate, did not own shares of any upstream intermediate or Aetna and did not make any guarantees for the benefit of an affiliate.

Amounts due to and due from affiliates shown in the accompanying Statutory Statements of Assets, Liabilities, Capital and Surplus include the Company's net receipts and disbursements processed by affiliates and management agreement transactions.

11. Debt

The Company did not have any debt at December 31, 2009 or 2008.

12. Retirement plans, deferred compensation postemployment benefits and compensated absences and other postretirement benefit plans

The Company did not have a retirement plan, deferred compensation plan, or other postretirement benefit plan at December 31, 2009 or 2008.

13. Capital and surplus, shareholders' dividend restrictions and quasi-reorganizations

The Company has 1,000,000 shares of common stock with \$1 stated value authorized, issued and outstanding at December 31, 2009 and 2008.

The Company did not have any preferred stock outstanding at December 31, 2009 or 2008.

Dividend restrictions

Under the laws of the State of Maine, the Company shall not pay any extraordinary dividend or make any other extraordinary distribution until sixty days after the Maine Department has received notice of the declaration thereof and has not within such period disapproved such payment or the Maine Department has approved such payment within such sixty day period. An extraordinary dividend or distribution includes any dividend or distribution that exceeds the greater of: ten percent of such insurer's surplus as regards policyholders as of December 31st of the preceding year; or the net gain from operations for the twelve month period ending December 31st of the preceding year. Ordinary dividends are ultimately limited to earned surplus.

The Company may make a non-extraordinary dividend with prior notification to the Maine Department within five business days following the declaration of any non-extraordinary dividend and at least ten days prior to the payment of any non-extraordinary dividend.

In addition, any dividend or distribution declared at any time within five years following any acquisition of control of a domestic insurer or by any person controlling that insurer is an extraordinary dividend if it has not been approved by a number of continuing directors equal to a majority of the continuing directors in office immediately preceding the acquisition of control.

The Company paid \$9,400,000 and \$6,200,000 as extraordinary dividends to its parent on January 16 and September 15, 2009, respectively. The Maine Department approved these distributions on December 31, 2008 and August 26, 2009, respectively. The dividend paid on January 16, 2009 was recorded in the write-in section of the Statutory Statements of Liabilities, Capital and Surplus at December 31, 2008. The Company paid \$9,000,000 as an extraordinary dividend to its parent on June 26, 2008. The Maine Department approved this distribution on June 12, 2008. The Company did not receive capital contributions in 2009 or 2008.

At December 31, 2009, the portion of the Company's profits that may be paid as ordinary dividends to stockholders is \$3.9 million.

There were no restrictions placed on the Company's surplus, including for whom the surplus was being held at December 31, 2009 or 2008, except as noted in Note 20.

The Company did not hold any stock for any special purposes at December 31, 2009 or 2008.

At December 31, 2009, there was no material portion of unassigned funds (surplus) that was represented or reduced by unrealized gains and (losses).

The Company did not have any special surplus funds, surplus notes, or quasi-reorganizations at December 31, 2009 or 2008.

14. Contingencies

A. The Company did not have any contingent commitments at December 31, 2009 or 2008.

B. The Company did not have any contingent assessments at December 31, 2009 or 2008.

C. The Company did not have any gain contingencies at December 31, 2009 or 2008.

D. The Company did not have any claims related extra contractual obligation and bad faith losses stemming from lawsuits at December 31, 2009 or 2008.

E. All other contingencies

Litigation and regulatory proceedings

Aetna and its subsidiaries, including the Company, are involved in numerous lawsuits arising, for the most part, in the ordinary course of their business operations, including employment litigation and claims of bad faith, medical malpractice, non-compliance with state and Federal regulatory regimes, marketing misconduct, failure to timely or appropriately pay medical and/or group insurance claims, rescission of insurance coverage and other litigation in our health care and group insurance businesses. Some of these other lawsuits are or are purported to be class actions. Aetna and its subsidiaries, including the Company, intend to defend these matters vigorously.

In addition, the current and past business practices of Aetna and its subsidiaries, including the Company, are subject to review by, and from time to time they receive subpoenas and other requests for information from, various state insurance and health care regulatory authorities and attorneys general, the Office of the Inspector General, and other state and Federal authorities, including the investigation by and subpoenas and requests from attorneys general with respect to an industry-wide investigation into certain payment practices with respect to out-of-network providers. There also continues to be heightened review by regulatory authorities of and increased litigation regarding the health care benefits industry's business and reporting practices, including utilization management, complaint and grievance processing, information privacy, provider network structure (including the use of performance-based networks), delegated arrangements, pharmacy benefit management practices and claim payment practices (including payments to out-of-network providers). As a leading national health care benefits organization, Aetna and its subsidiaries, including the Company, regularly are the subject of such reviews. These reviews may result, and have resulted, in changes to or clarifications of the business practices of Aetna and its subsidiaries, including the Company, as well as fines, penalties or other sanctions.

The Company is unable to predict at this time the ultimate outcome of these matters, and it is reasonably possible that their outcome could be material to the Company.

15. Leases

The Company did not have any material lease obligations at December 31, 2009 or 2008.

16. Information about financial instruments with off-balance sheet risk and financial instruments with concentrations of credit risk

The Company did not have any financial instruments with off-balance sheet risk or financial instruments with concentrations of credit risk at December 31, 2009 or 2008.

17. Sale, transfer and servicing of financial assets and extinguishments of liabilities

A. Transfers of receivables reported as sales

The Company did not have any transfers of receivables as sales for the years ending December 31, 2009 and 2008.

B. Transfer and servicing of financial assets

1. Not applicable.
2. The Company did not have any loaned securities at December 31, 2009.
3. Not applicable.

C. Wash sales

The Company did not have any wash sales for the years ending December 31, 2009 or 2008.

18. Gain or loss to the HMO from uninsured A&H plans and the uninsured portion of partially insured plans

The Company did not serve as an Administrative Services Only or as an Administrative Services Contract plan administrator for uninsured accident and health plans or the uninsured portion of partially insured plans for the years ended December 31, 2009 and 2008.

19. Direct premium written/produced by managing general agents/third party administrators

The Company did not have any material direct premiums written through/produced by managing general agents or third party administrators for the years ended December 31, 2009 and 2008.

20. Other items

A. Extraordinary items

The Company did not have any extraordinary items for the years ended December 31, 2009 and 2008.

B. Troubled debt restructuring: debtors

The Company did not have any troubled debt restructuring in the years ended December 31, 2009 or 2008.

C. Other disclosures

Minimum capital and surplus

Under the laws of the State of Maine, the Company is required to maintain a minimum capital and surplus equal to the greater of (1) \$1,000,000; (2) 2% of the annual premium revenues as reported by the Company on its most recent annual financial statement filed with the Superintendent for the first \$150,000,000 of premium reported and 1% of the annual premium in excess of the first \$150,000,000 of premium reported; (3) an amount equal to the sum of three months of uncovered health care expenditures as reported on the financial statement covering the Company's immediately preceding fiscal year as filed with the superintendent; or (4) an amount equal to the sum of 8% of the annual health care expenditures, except those paid on a capitated basis as reported on the financial statement covering the Company's immediately preceding fiscal year as filed with the superintendent. At December 31, 2009 and 2008, the Company's capital and surplus exceeded all such requirements.

The NAIC and the State of Maine adopted RBC standards for health organizations, including HMOs, that are designed to identify weakly capitalized companies by comparing each company's adjusted capital and surplus to its required capital and surplus (the "RBC Ratio"). The RBC Ratio is designed to reflect the risk profile of the company. Within certain ratio ranges, regulators have increasing authority to take action as the RBC Ratio decreases. There are four levels of regulatory action, ranging from requiring insurers to submit a comprehensive plan to the state insurance commissioner to requiring the state insurance commissioner to place the insurer under regulatory control. At December 31, 2009 and 2008, the Company had capital and surplus that exceeded the highest threshold specified by the RBC rules.

D. The Company did not have any receivable balances due from insurance agents or brokers, and it does not have uninsured plans or retrospectively rated contracts at December 31, 2009 or 2008. Therefore, there were no balances for assets that would be reasonably possible to be uncollectible.

E. The Company did not have any business interruption insurance recoveries for the years ending December 31, 2009 or 2008.

F. The Company did not have any state transferable tax credits for the years ending December 31, 2009 or 2008.

G. Subprime Mortgage Related Risk Exposure

1. The Company defines its exposure to subprime mortgage related risk by looking at residential mortgage-backed securities ("RMBS"), including asset-backed securities ("ABS"). There are two broad classes of RMBS: a.) agency issued (for example, Government National Mortgage Association ("GNMA"), Federal National Mortgage Association ("FNMA") and Federal Home Loan Mortgage Corp ("FHLMC")) that carry agency guarantees and explicit or implicit guarantees by the U.S. Government, and b.) non-agency securities. ABS are subdivided by the underlying collateral (for example, auto, credit card, home equity loans, utilities and other). The Company's exposure to subprime/ALT-A mortgages is through investments in ABS whose underlying collateral is home equity loans. The Company has mitigated its risk exposure by purchasing securities whose underlying collateral is fixed-rate mortgages which are not subject to interest payment resets, in which the projected average life of the securities is very short (two to three years), and which have NAIC ratings of Class 1 at December 31, 2009 and 2008. The Company's exposure to unrealized losses is due to changes in asset values. Interest and principal payments have been received timely and given the Company's low exposure to subprime/ALT-A mortgage securities relative to its fixed income portfolio, the Company has sufficient liquidity to meet future cash flow requirements in the foreseeable future without selling these assets at distressed prices.

2. The Company had no direct subprime mortgage related risk exposure through written mortgages at December 31, 2009 and 2008.

3. The Company did not have any other investments with subprime exposure at December 31, 2009. Other investments with subprime exposure at December 31, 2008 consisted of the following:

(in thousands)	December 31, 2008
Investment type	RMBS
Actual cost	\$1,473
Book/adjusted carrying value	\$1,493
Fair value	\$786
Other-than-temporary impairment losses	\$1,005

4. The Company had no underwriting exposure to subprime mortgage related risks through either Mortgage Guaranty or Financial Guaranty insurance coverages at December 31, 2009 and 2008 as it did not write these types of coverages.

21. Events subsequent

Subsequent events have been considered through February 25, 2010 for the statutory statement issued on March 1, 2010.

22. Reinsurance

The Company did not have any reinsurance recoverables in dispute, reinsurance assumed, uncollectible reinsurance, commutation of ceded reinsurance, or retroactive reinsurance at December 31, 2009.

23. Retrospectively rated contracts and contracts subject to redetermination

Retrospectively rated contracts

Through annual contracts with Centers for Medicare and Medicaid Services ("CMS") beginning in 2008, the Company offers HMO plans for Medicare-eligible individuals through the Medicare Advantage program. Members typically receive enhanced benefits over standard Medicare fee-for-service coverage, including reduced cost-sharing for preventative care, vision and other non-Medicare services. Under this agreement the Company and CMS share in amounts above and below agreed upon target medical benefit ratios. Additionally, the Company was selected by CMS to be a provider of the Medicare Part D Prescription Drug Program ("PDP") beginning in 2008. All Medicare eligible individuals are eligible to participate in this voluntary prescription drug plan. Members typically receive coverage for certain prescription drugs, usually subject to a deductible, co-insurance and/or co-payment. The Company had net premiums written of \$11,889,135 and \$3,749,658 related to these agreements for the years ending December 31, 2009 and 2008, respectively, representing 9% and 2% of total premium revenue, respectively. Accrued retrospective premiums were recorded through premiums.

The Company recognizes premiums received from, or on behalf of, members or CMS and capitated fees as premium revenue ratably over the contract period. The Company expenses the cost of covered prescription drugs as incurred. Costs associated with low-income Medicare beneficiaries (deductible, coinsurance, etc.) and the catastrophic drug costs paid in advance by CMS are recorded as a liability and offset health care costs when incurred. For individual PDP coverage, the risk sharing arrangement provides a risk corridor whereby the target amount (what we received in premiums from members and CMS based on our annual bid amount less administrative expenses) is compared to our actual drug costs incurred during the contract year. Based on the risk corridor provision and PDP activity to date, an estimated risk sharing receivable or payable is recorded on a quarterly basis as an adjustment to premium revenue. The Company performs a reconciliation of the final risk sharing, low-income subsidy and catastrophic amounts after the end of the contract year. The resulting receivables and payables were not material to the Company at December 31, 2009 and 2008.

The Company did not have any contracts subject to redetermination in 2009 or 2008.

24. Change in claims unpaid, unpaid claims adjustment expense, and aggregate health claim reserves

The following table shows the components of the change in claims unpaid, unpaid claims adjustment expense and aggregate health claim reserves for the years ending December 31, 2009 and 2008.

(in thousands)	2009	2008
Balance, January 1	\$13,338	\$14,720
Health care receivable	(181)	(209)
Balance, January 1, net of health care receivable	13,157	14,511
Incurred related to:		
Current year	116,726	132,078
Prior years	(395)	(1,522)
Total incurred	116,331	130,556
Paid related to:		
Current year	106,030	119,486
Prior years	12,172	12,424
Total paid	118,202	131,910
Balance, December 31, net of health care receivable	11,286	13,157
Health care receivable	193	181
Balance, December 31	<u>\$11,479</u>	<u>\$13,338</u>

In 2009, reserves for incurred claims and claim adjustment expenses attributable to insured events of prior years decreased by \$.4 million from \$13.3 million in 2008 to \$12.9 million in 2009. In 2008, reserves for incurred claims and claim adjustment expenses attributable to insured events of prior years decreased by \$1.5 million from \$14.7 million in 2007 to \$13.2 million in 2008. The lower than anticipated health care cost trend rates observed in 2009 and 2008 for claims incurred in 2008 and 2007, respectively, were due to moderating outpatient and physician trends, and lower pharmacy trends. Therefore, the Company considers historical trend rates together with knowledge of recent events that may impact current trends when developing estimates of current trend rates. Original estimates are increased or decreased, as additional information becomes known regarding individual claims. Historical health care cost trend rates are not necessarily representative of current trends. The Company excluded the impact of the change in health care receivables related to pharmacy rebates from the above roll-forward to conform to NAIC Annual Statement presentation.

Net coordination of benefits are implicit in the claims incurred but not reported calculation and could not be specifically identified.

25. Intercompany pooling arrangements

The Company did not have any intercompany pooling arrangements at December 31, 2009 or 2008.

26. Structured settlements

Not applicable to health entities.

27. Health care receivablesPharmaceutical rebates

The Company receives pharmaceutical rebates through an agreement with AHM. AHM has contractual agreements with pharmaceutical companies for rebates, which cover the Company's membership as well as the membership of other Aetna affiliates. The Company receives those rebates from AHM that relate to the Company's membership. The Company estimates pharmaceutical rebates receivable based upon the historical payment trends, actual utilization and other variables. Actual rebates collected are applied to the collection periods below, using a first in first out methodology. At December 31, 2009 and 2008, the Company had pharmaceutical rebates receivables of \$193,465 and \$181,193, respectively (refer to Note 1 of the Company's accounting practices related to pharmaceutical rebate receivables).

Statement as of December 31, 2009 of the **Aetna Health Inc. (a Maine corporation)**

The following table discloses the quarterly revenue and subsequent cash collections relating to the pharmaceutical rebates discussed in Note 10.

Quarter	Estimated pharmacy rebates as reported on financial statements	Pharmacy rebates as invoiced/ confirmed	Actual rebates collected within 90 days of invoicing/ confirmation	Actual rebates collected within 91 to 180 days of invoicing/ confirmation	Actual rebates collected more than 180 days after invoicing/ confirmation
12/31/2009	\$556,442	-	\$362,977 ¹	-	-
9/30/2009	\$548,611	\$548,329	\$548,329	-	-
6/30/2009	\$545,440	\$543,791	\$543,791	-	-
3/31/2009	\$539,861	\$549,371	\$549,371	-	-
12/31/2008	\$563,830	\$567,551	\$567,551	-	-
9/30/2008	\$637,866	\$605,576	\$605,576	-	-
6/30/2008	\$579,817	\$593,828	\$593,828	-	-
3/31/2008	\$542,770	\$590,160	\$590,160	-	-
12/31/2007	\$616,557	\$578,050	\$578,050	-	-
9/30/2007	\$564,361	\$554,506	\$554,506	-	-
6/30/2007	\$580,595	\$584,125	\$584,125	-	-
3/31/2007	\$595,039	\$594,400	\$594,400	-	-

¹ Represents a portion of the estimated rebates for the quarter ending December 31, 2009, which were paid by AHM to the Company prior to December 31, 2009 and invoicing in 2010.

Risk sharing receivables

The Company did not have any admitted risk sharing receivables at December 31, 2009 or 2008.

28. Participating policies

The Company did not have any participating policies at December 31, 2009 or 2008.

29. Premium deficiency reserves

The Company had PDR balances of \$697,847 and \$573,223 which were included in aggregate health policy reserves in the Statutory Statements of Liabilities, Capital and Surplus at December 31, 2009 and 2008, respectively.

30. Anticipated salvage and subrogation

See discussion of Hospital and medical costs and claims adjustment expenses and related reserves in Note 1.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No []
- 1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? Yes [X] No [] N/A []
- 1.3 State regulating? Maine

- 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: N/A

- 3.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2007
- 3.2 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. 12/31/2007
- 3.3 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). 05/14/2009

- 3.4 By what department or departments? Maine Bureau of Insurance
- 3.5 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]
- 3.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] N/A []

- 4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
- 4.11 sales of new business? Yes [] No [X]
- 4.12 renewals? Yes [] No [X]
- 4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
- 4.21 sales of new business? Yes [] No [X]
- 4.22 renewals? Yes [] No [X]

- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 5.2 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 Co. Code	3 State of Domicile
N/A		

- 6.1 Has the 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]
- 6.2 If yes, give full information: N/A

- 7.1 Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity? Yes [] No [X]

- 7.2 If yes,
- 7.21 State the percentage of foreign control0.000 %
- 7.22 State the nationality(ies) of the foreign person(s) or entity(ies); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(ies) (e.g., individual, corporation, government, manager or attorney-in-fact)

1 Nationality	2 Type of Entity
N/A	

- 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. N/A

- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]

- 8.4 If response to 8.3 is yes, please provide the names and locations (city and state of the main office) of any affiliates regulated by a federal financial 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
N/A						

9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit? KPMG LLP, One Financial Plaza, 755 Main Street, Hartford, CT 06103

10. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification? Peter K. Reilly, Valuation Actuary, Aetna Inc., 980 Jolly Road, U12S; Blue Bell, PA 19422

- 11.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes [] No [X]
- 11.11 Name of real estate holding company N/A

- 11.12 Number of parcels involved0
- 11.13 Total book/adjusted carrying value \$.....0

- 11.2 If yes, provide explanation. N/A

Statement as of December 31, 2009 of the **Aetna Health Inc. (a Maine corporation)**

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

12. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:			
12.1	What changes have been made during the year in the United States manager or the United States trustees of the reporting entity? N/A		
12.2	Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located?	Yes []	No []
12.3	Have there been any changes made to any of the trust indentures during the year?	Yes []	No []
12.4	If answer to (12.3) is yes, has the domiciliary or entry state approved the changes?	Yes []	No [] N/A [X]
13.1	Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? a. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; b. Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity; c. Compliance with applicable governmental laws, rules and regulations; d. The prompt internal reporting of violations to an appropriate person or persons identified in the code; and e. Accountability for adherence to the code.	Yes [X]	No []
13.11	If the response to 13.1 is No, please explain: N/A		
13.2	Has the code of ethics for senior managers been amended?	Yes [X]	No []
13.21	If the response to 13.2 is Yes, provide information related to amendment(s). On December 4, 2009, Aetna's Board of Directors amended the Introduction and Statements 4, 6, 9 and 10 of the Code of Conduct to clarify managers' responsibilities; broaden the definition of "confidential information"; clarify restrictions on political activity and contributions; and explicitly note that copying computer software is illegal, respectively.		
13.3	Have any provisions of the code of ethics been waived for any of the specified officers?	Yes []	No [X]
13.31	If the response to 13.3 is yes, provide the nature of any waiver(s). N/A		

BOARD OF DIRECTORS

14.	Is the purchase or sale of all investments of the reporting entity passed upon either by the Board of Directors or a subordinate committee thereof?	Yes [X]	No []
15.	Does the reporting entity keep a complete permanent record of the proceedings of its Board of Directors and all subordinate committees thereof?	Yes [X]	No []
16.	Has the reporting entity an established procedure for disclosure to its Board of Directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or is likely to conflict with the official duties of such person?	Yes [X]	No []

FINANCIAL

17.	Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)?	Yes []	No [X]
18.1	Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):		
18.11	To directors or other officers	\$.....	0
18.12	To stockholders not officers	\$.....	0
18.13	Trustees, supreme or grand (Fraternal only)	\$.....	0
18.2	Total amount of loans outstanding at the end of year (inclusive of Separate Accounts, exclusive of policy loans):		
18.21	To directors or other officers	\$.....	0
18.22	To stockholders not officers	\$.....	0
18.23	Trustees, supreme or grand (Fraternal only)	\$.....	0
19.1	Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement?	Yes []	No [X]
19.2	If yes, state the amount thereof at December 31 of the current year:		
19.21	Rented from others	\$.....	0
19.22	Borrowed from others	\$.....	0
19.23	Leased from others	\$.....	0
19.24	Other	\$.....	0
20.1	Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty association assessments?	Yes [X]	No []
20.2	If answer is yes:		
20.21	Amount paid as losses or risk adjustment	\$.....	2,160,067
20.22	Amount paid as expenses	\$.....	48,166
20.23	Other amounts paid	\$.....	0
21.1	Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?	Yes [X]	No []
21.2	If yes, indicate any amounts receivable from parent included in the Page 2 amount.	\$.....	0

INVESTMENT

22.1	Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date (other than securities lending programs addressed in 22.3)?	Yes [X]	No []
22.2	If no, give full and complete information relating thereto. N/A		
22.3	For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet (an alternative is to reference Note 16 where this information is also provided). N/A		
22.4	Does the company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions?	Yes []	No [] N/A [X]
22.5	If answer to 22.4 is yes, report amount of collateral.	\$.....	0
22.6	If answer to 22.4 is no, report amount of collateral.	\$.....	0
23.1	Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity, or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 19.1 and 22.3)	Yes [X]	No []

Statement as of December 31, 2009 of the **Aetna Health Inc. (a Maine corporation)**

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

- 23.2 If yes, state the amount thereof at December 31 of the current year:
- 23.21 Subject to repurchase agreements \$.....0
 - 23.22 Subject to reverse repurchase agreements \$.....0
 - 23.23 Subject to dollar repurchase agreements \$.....0
 - 23.24 Subject to reverse dollar repurchase agreements \$.....0
 - 23.25 Pledged as collateral \$.....0
 - 23.26 Placed under option agreements \$.....0
 - 23.27 Letter stock or securities restricted as to sale \$.....0
 - 23.28 On deposit with state or other regulatory body \$.....397,714
 - 23.29 Other \$.....0

23.3 For category (23.27) provide the following:

1 Nature of Restriction	2 Description	3 Amount
N/A		

- 24.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes [] No [X]
- 24.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No [] N/A [X]
If no, attach a description with this statement.
- 25.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity? Yes [] No [X]
- 25.2 If yes, state the amount thereof at December 31 of the current year: \$.....0

26. Excluding items in Schedule E-Part 3-Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, F - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []

26.01 For agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian's Address
State Street Bank and Trust Company	225 Franklin St. Boston MA 02110

26.02 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)
All agreements comply.		

26.03 Have there been any changes, including name changes, in the custodian(s) identified in 26.01 during the current year? Yes [] No [X]

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

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
N/A			

26.05 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 Number(s)	2 Name	3 Address
N/A		

27.1 Does the reporting entity have any diversified mutual funds reported in Schedule D-Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5(b)(1)])? Yes [] No [X]

27.2 If yes, complete the following schedule:

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adj. Carrying Value
	N/A	
27.2999. TOTAL		0

27.3 For each mutual fund listed in the table above, complete the following schedule:

1 Name of Mutual Fund (from the above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to Holding	4 Date of Valuation
N/A			

28. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
28.1 Bonds.....	25,858,789	27,181,126	1,322,337
28.2 Preferred stocks.....			0
28.3 Totals.....	25,858,789	27,181,126	1,322,337

28.4 Describe the sources or methods utilized in determining the fair values:

Fair values of long term bonds and preferred stocks are determined based on quoted market prices when available, fair values using valuation methodologies based on available and observable market information or by using matrix pricing. If quoted market prices are not available, we determine fair value using broker quotes or an internal analysis of each investment's financial performance and cash flow projections. Short term investments are carried at amortized cost which approximates fair value. The carrying amount of cash equivalents approximates fair value.

- 29.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D? Yes [X] No []
- 29.2 If yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source? Yes [X] No []
- 29.3 If no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D.
N/A

30.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [X] No []

30.2 If no, list exceptions:

N/A

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

OTHER

31.1 Amount of payments to trade associations, service organizations and statistical or rating bureaus, if any? \$.....8,792

31.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to trade associations, service organizations and statistical or rating bureaus during the period covered by this statement.

1 Name	2 Amount Paid
Americas Health Insurance Plans	4,279

32.1 Amount of payments for legal expenses, if any? \$.....376,668

32.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
N/A	

33.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any? \$.....144

33.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1 Name	2 Amount Paid
N/A	

Statement as of December 31, 2009 of the **Aetna Health Inc. (a Maine corporation)**
GENERAL INTERROGATORIES (continued)

PART 2 - HEALTH INTERROGATORIES

- 1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force? Yes [] No [X]
 1.2 If yes, indicate premium earned on U.S. business only \$.....0
 1.3 What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit? \$.....0
 1.31 Reason for excluding

- 1.4 Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above. \$.....0
 1.5 Indicate total incurred claims on all Medicare Supplement insurance. \$.....0
 1.6 Individual policies:
 Most current three years:
 1.61 Total premium earned \$.....0
 1.62 Total incurred claims \$.....0
 1.63 Number of covered lives0
 All years prior to most current three years:
 1.64 Total premium earned \$.....0
 1.65 Total incurred claims \$.....0
 1.66 Number of covered lives0
 1.7 Group policies:
 Most current three years:
 1.71 Total premium earned \$.....0
 1.72 Total incurred claims \$.....0
 1.73 Number of covered lives0
 All years prior to most current three years:
 1.74 Total premium earned \$.....0
 1.75 Total incurred claims \$.....0
 1.76 Number of covered lives0

2. Health test:

	1 Current Year	2 Prior Year
2.1 Premium Numerator.....	133,168,852	152,271,311
2.2 Premium Denominator.....	133,168,852	152,271,311
2.3 Premium Ratio (2.1/2.2).....	100.0	100.0
2.4 Reserve Numerator.....	11,980,657	13,739,825
2.5 Reserve Denominator.....	11,980,657	13,739,825
2.6 Reserve Ratio (2.4/2.5).....	100.0	100.0

- 3.1 Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, and if the earnings of the reporting entity permits? Yes [] No [X]
 3.2 If yes, give particulars:
 N/A

- 4.1 Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency? Yes [X] No []
 4.2 If not previously filed, furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered? Yes [] No [X]
 5.1 Does the reporting entity have stop-loss reinsurance? Yes [] No [X]
 5.2 If no, explain:
 The Company does not have stop loss reinsurance.

- 5.3 Maximum retained risk (see instructions):
 5.31 Comprehensive medical \$.....0
 5.32 Medical only \$.....0
 5.33 Medicare supplement \$.....0
 5.34 Dental and vision \$.....0
 5.35 Other limited benefit plan \$.....0
 5.36 Other \$.....0

6. Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:

Provider contracts contain hold harmless and continuity of coverage provisions.
In addition, the HMO maintains an insolvency protection agreement with an affiliate of the HMO.

- 7.1 Does the reporting entity set up its claim liability for provider services on a service date base? Yes [X] No []
 7.2 If no, give details:
 N/A

8. Provide the following information regarding participating providers:
 8.1 Number of providers at start of reporting year6,660
 8.2 Number of providers at end of reporting year7,412

- 9.1 Does the reporting entity have business subject to premium rate guarantees? Yes [] No [X]
 9.2 If yes, direct premium earned:
 9.21 Business with rate guarantees between 15-36 months \$.....0
 9.22 Business with rate guarantees over 36 months \$.....0

- 10.1 Does the reporting entity have Incentive Pool, Withhold or Bonus arrangements in its provider contracts? Yes [] No [X]
 10.2 If yes:
 10.21 Maximum amount payable bonuses \$.....0
 10.22 Amount actually paid for year bonuses \$.....0
 10.23 Maximum amount payable withholds \$.....0
 10.24 Amount actually paid for year withholds \$.....0

Statement as of December 31, 2009 of the **Aetna Health Inc. (a Maine corporation)**
GENERAL INTERROGATORIES (continued)

PART 2 - HEALTH INTERROGATORIES

- 11.1. Is the reporting entity organized as:
- 11.12 A Medical Group/Staff Model, Yes [] No [X]
- 11.13 An Individual Practice Association (IPA), or Yes [X] No []
- 11.14 A Mixed Model (combination of above)? Yes [] No [X]
- 11.2. Is the reporting entity subject to Minimum Net Worth Requirements? Yes [X] No []
- 11.3. If yes, show the name of the state requiring such net worth. Maine
- 11.4. If yes, show the amount required. \$.....9,809,740
- 11.5. Is this amount included as part of a contingency reserve in stockholder's equity? Yes [] No [X]
- 11.6. If the amount is calculated, show the calculation:
See Notes to Financial Statement - Note 20, Other Items, C., Other Disclosures.

12. List service areas in which reporting entity is licensed to operate:

1 Name of Service Area
Androscoggin, Aroostook, Cumberland, Franklin,
Hancock, Kennebec, Knox, Lincoln, Oxford,
Penobscot, Piscataquis, Sagadahoc, Somerset,
Waldo, Washington, York

- 13.1. Do you act as a custodian for health savings account? Yes [] No [X]
- 13.2. If yes, please provide the amount of custodial funds held as of the reporting date. \$.....0
- 13.3. Do you act as an administrator for health savings accounts? Yes [] No [X]
- 13.4. If yes, please provide the balance of the funds administered as of the reporting date. \$.....0

Statement as of December 31, 2009 of the Aetna Health Inc. (a Maine corporation)
FIVE-YEAR HISTORICAL DATA

	1 2009	2 2008	3 2007	4 2006	5 2005
Balance Sheet Items (Pages 2 and 3)					
1. Total admitted assets (Page 2, Line 26).....	32,393,774	46,884,121	46,141,828	45,818,412	38,221,662
2. Total liabilities (Page 3, Line 22).....	13,017,637	26,333,215	15,636,832	18,599,967	17,146,469
3. Statutory surplus.....	9,809,740	10,978,964	11,227,848	11,964,200	10,988,698
4. Total capital and surplus (Page 3, Line 31).....	19,376,137	20,550,906	30,504,996	27,218,445	21,075,193
Income Statement Items (Page 4)					
5. Total revenues (Line 8).....	133,206,172	152,317,770	159,088,771	175,272,207	174,775,154
6. Total medical and hospital expenses (Line 18).....	114,050,176	127,991,663	133,127,969	141,734,918	131,290,789
7. Claims adjustment expenses (Line 20).....	2,281,004	2,564,475	2,800,886	3,137,544	3,021,556
8. Total administrative expenses (Line 21).....	13,720,915	16,479,229	14,778,460	23,811,642	20,639,514
9. Net underwriting gain (loss) (Line 24).....	3,029,453	4,729,578	8,461,058	6,588,103	19,723,295
10. Net investment gain (loss) (Line 27).....	1,164,311	1,421,255	1,686,328	1,824,600	1,552,071
11. Total other income (Lines 28 plus 29).....	0	0	0	0	0
12. Net income or (loss) (Line 32).....	3,891,959	8,340,611	6,479,071	6,282,501	14,518,280
Cash Flow (Page 6)					
13. Net cash from operations (Line 11).....	5,426,730	5,052,040	5,160,415	8,025,167	10,874,530
Risk-Based Capital Analysis					
14. Total adjusted capital.....	19,376,137	20,550,906	30,504,996	27,218,445	21,075,193
15. Authorized control level risk-based capital.....	4,904,870	5,489,482	5,613,924	5,982,100	5,494,349
Enrollment (Exhibit 1)					
16. Total members at end of period (Column 5, Line 7).....	23,206	29,768	34,662	43,128	45,609
17. Total member months (Column 6, Line 7).....	305,313	392,279	446,621	532,147	550,081
Operating Percentage (Page 4) (Item divided by Page 4, sum of Lines 2, 3, and 5) x 100 .0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5).....	100.0	100.0	100.0	100.0	100.0
19. Total hospital and medical plus other non-health (Line 18 plus Line 19).....	85.6	84.0	83.7	80.9	75.1
20. Cost containment expenses.....	0.6	0.6	0.6	0.6	0.6
21. Other claims adjustment expenses.....	1.1	1.1	1.2	1.2	1.2
22. Total underwriting deductions (Line 23).....	97.7	96.9	94.7	96.2	88.7
23. Total underwriting gain (loss) (Line 24).....	2.3	3.1	5.3	3.8	11.3
Unpaid Claims Analysis (U&I Exhibit, Part 2B)					
24. Total claims incurred for prior years (Line 13 Col. 5).....	12,513,844	12,737,435	17,119,036	14,458,374	11,845,856
25. Estimated liability of unpaid claims - [prior year (Line 13, Col. 6)]	12,907,536	14,231,248	15,672,996	15,173,081	18,514,359
Investments in Parent, Subsidiaries and Affiliates					
26. Affiliated bonds (Sch. D Summary, Line 12, Col. 1).....	0	0	0	0	0
27. Affiliated preferred stocks (Sch D. Summary, Line 18, Col. 1).....	0	0	0	0	0
28. Affiliated common stocks (Sch D. Summary, Line 24, Col. 1).....	0	0	0	0	0
29. Affiliated short-term investments (subtotal included in Sch. DA, Verification, Column 5, Line 10).....	0	0	0	0	0
30. Affiliated mortgage loans on real estate.....	0	0	0	0	0
31. All other affiliated.....	0	0	0	0	0
32. Total of above Lines 26 to 31.....	0	0	0	0	0

NOTE: If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of SSAP No. 3, Accounting Changes and Correction of Errors?

Yes [] No []

If no, please explain:

Statement as of December 31, 2009 of the Aetna Health Inc. (a Maine corporation)

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories

State, Etc.	1 Active Status	Direct Business Only							
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums and Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts
1. Alabama.....AL	N	0	0	0	0	0	0	0	0
2. Alaska.....AK	N	0	0	0	0	0	0	0	0
3. Arizona.....AZ	N	0	0	0	0	0	0	0	0
4. Arkansas.....AR	N	0	0	0	0	0	0	0	0
5. California.....CA	N	0	0	0	0	0	0	0	0
6. Colorado.....CO	N	0	0	0	0	0	0	0	0
7. Connecticut.....CT	N	0	0	0	0	0	0	0	0
8. Delaware.....DE	N	0	0	0	0	0	0	0	0
9. District of Columbia.....DC	N	0	0	0	0	0	0	0	0
10. Florida.....FL	N	0	0	0	0	0	0	0	0
11. Georgia.....GA	N	0	0	0	0	0	0	0	0
12. Hawaii.....HI	N	0	0	0	0	0	0	0	0
13. Idaho.....ID	N	0	0	0	0	0	0	0	0
14. Illinois.....IL	N	0	0	0	0	0	0	0	0
15. Indiana.....IN	N	0	0	0	0	0	0	0	0
16. Iowa.....IA	N	0	0	0	0	0	0	0	0
17. Kansas.....KS	N	0	0	0	0	0	0	0	0
18. Kentucky.....KY	N	0	0	0	0	0	0	0	0
19. Louisiana.....LA	N	0	0	0	0	0	0	0	0
20. Maine.....ME	L	121,279,717	11,889,135	0	0	0	0	133,168,852	0
21. Maryland.....MD	N	0	0	0	0	0	0	0	0
22. Massachusetts.....MA	N	0	0	0	0	0	0	0	0
23. Michigan.....MI	N	0	0	0	0	0	0	0	0
24. Minnesota.....MN	N	0	0	0	0	0	0	0	0
25. Mississippi.....MS	N	0	0	0	0	0	0	0	0
26. Missouri.....MO	N	0	0	0	0	0	0	0	0
27. Montana.....MT	N	0	0	0	0	0	0	0	0
28. Nebraska.....NE	N	0	0	0	0	0	0	0	0
29. Nevada.....NV	N	0	0	0	0	0	0	0	0
30. New Hampshire.....NH	N	0	0	0	0	0	0	0	0
31. New Jersey.....NJ	N	0	0	0	0	0	0	0	0
32. New Mexico.....NM	N	0	0	0	0	0	0	0	0
33. New York.....NY	N	0	0	0	0	0	0	0	0
34. North Carolina.....NC	N	0	0	0	0	0	0	0	0
35. North Dakota.....ND	N	0	0	0	0	0	0	0	0
36. Ohio.....OH	N	0	0	0	0	0	0	0	0
37. Oklahoma.....OK	N	0	0	0	0	0	0	0	0
38. Oregon.....OR	N	0	0	0	0	0	0	0	0
39. Pennsylvania.....PA	N	0	0	0	0	0	0	0	0
40. Rhode Island.....RI	N	0	0	0	0	0	0	0	0
41. South Carolina.....SC	N	0	0	0	0	0	0	0	0
42. South Dakota.....SD	N	0	0	0	0	0	0	0	0
43. Tennessee.....TN	N	0	0	0	0	0	0	0	0
44. Texas.....TX	N	0	0	0	0	0	0	0	0
45. Utah.....UT	N	0	0	0	0	0	0	0	0
46. Vermont.....VT	N	0	0	0	0	0	0	0	0
47. Virginia.....VA	N	0	0	0	0	0	0	0	0
48. Washington.....WA	N	0	0	0	0	0	0	0	0
49. West Virginia.....WV	N	0	0	0	0	0	0	0	0
50. Wisconsin.....WI	N	0	0	0	0	0	0	0	0
51. Wyoming.....WY	N	0	0	0	0	0	0	0	0
52. American Samoa.....AS	N	0	0	0	0	0	0	0	0
53. Guam.....GU	N	0	0	0	0	0	0	0	0
54. Puerto Rico.....PR	N	0	0	0	0	0	0	0	0
55. U.S. Virgin Islands.....VI	N	0	0	0	0	0	0	0	0
56. Northern Mariana Islands.....MP	N	0	0	0	0	0	0	0	0
57. Canada.....CN	N	0	0	0	0	0	0	0	0
58. Aggregate Other alien.....OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal.....XXX		121,279,717	11,889,135	0	0	0	0	133,168,852	0
60. Reporting entity contributions for Employee Benefit Plans.....XXX		0	0	0	0	0	0	0	0
61. Total (Direct Business).....(a)	1	121,279,717	11,889,135	0	0	0	0	133,168,852	0

DETAILS OF WRITE-INS

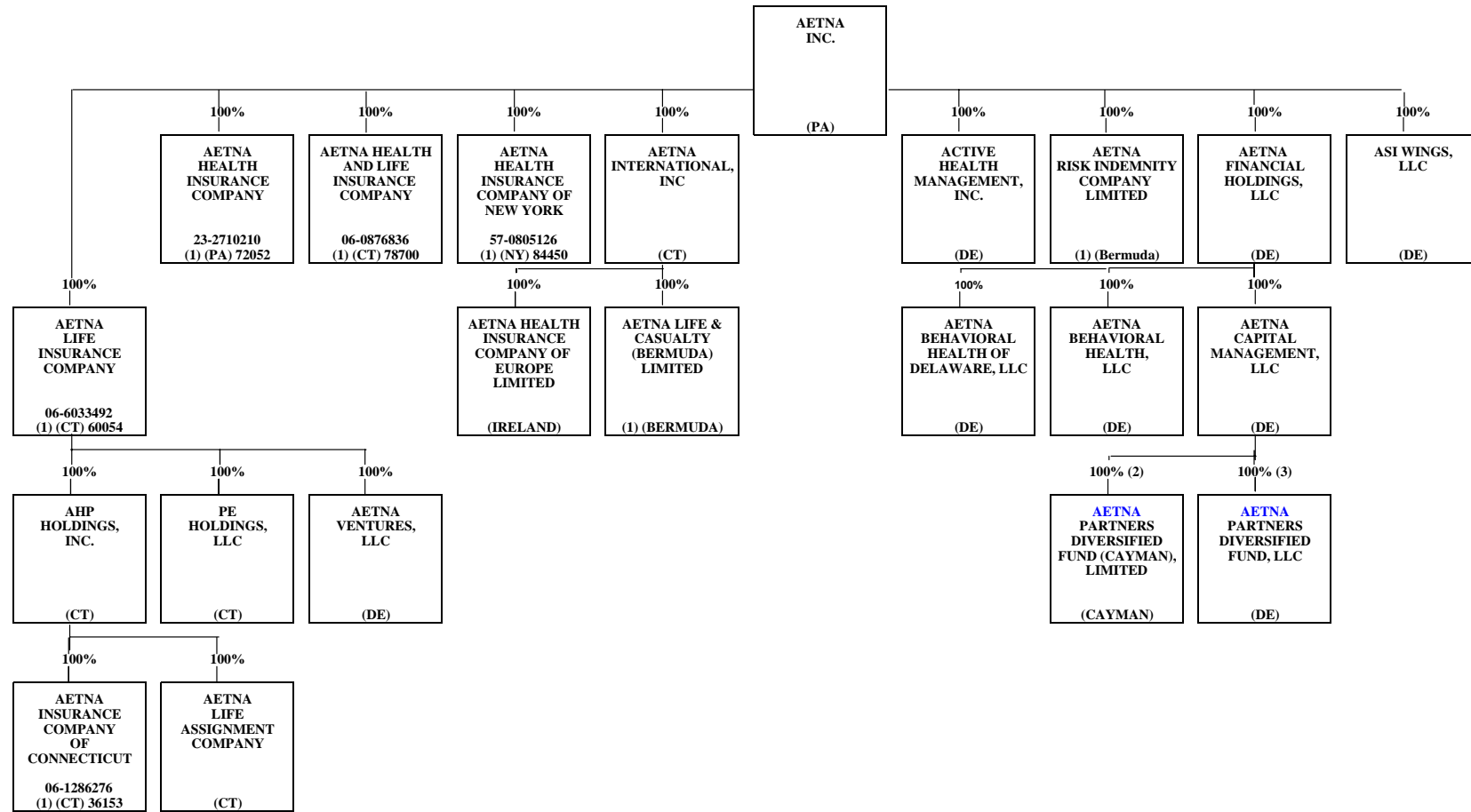
5801.....	0	0	0	0	0	0	0	0	0
5802.....	0	0	0	0	0	0	0	0	0
5803.....	0	0	0	0	0	0	0	0	0
5898. Summary of remaining write-ins for line 58.....	0	0	0	0	0	0	0	0	0
5899. Total (Lines 5801 thru 5803 + 5898) (Line 58 above).....	0	0	0	0	0	0	0	0	0

Explanation of basis of allocation by states, premiums by state, etc.

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

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURANCE MEMBERS OF A HOLDING COMPANY GROUP

PART 1- ORGANIZATIONAL CHART



Reconciliation from 1/1/09 to 12/31/09:

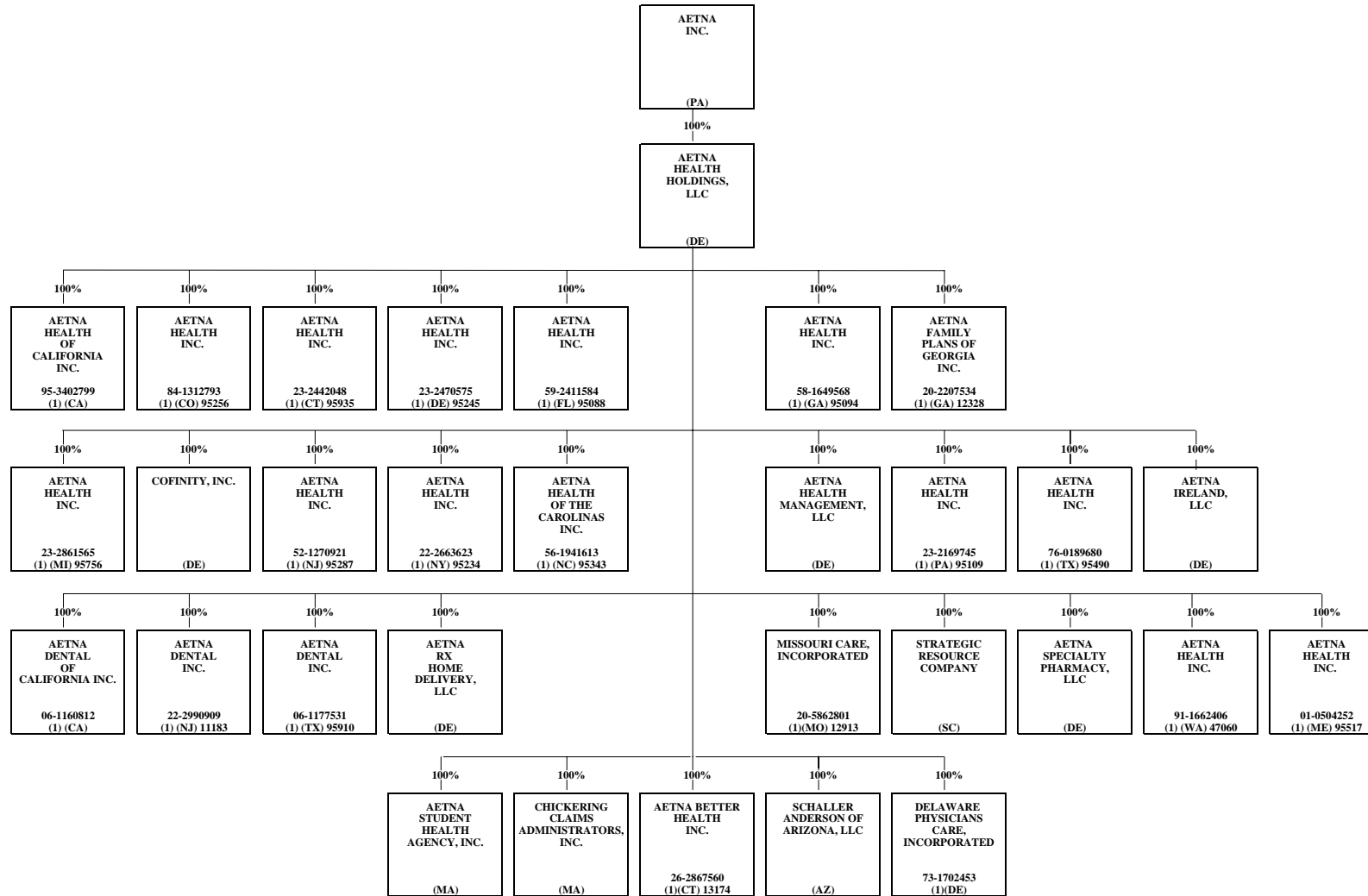
- (a) Add - ASI Wings, LLC (DE)
- (b) The name of Aelan, Inc. changed to Aetna International, Inc.
- (c) Add - Aetna Health Insurance Company of Europe Limited (Ireland)
- (d) Remove - Canal Place, LLC (DE)

- (1) Insurers/HMO's
- (2) Aetna Life Insurance Company owns the Class C participating shares of Aetna Partners Diversified Fund (Cayman), Limited.
- (3) Aetna Life Insurance Company and Aetna Health and Life Insurance Company own substantially all of the non-managing member interests of Aetna Partners Diversified Fund, LLC.

Percentages are rounded to the nearest whole percent and are based on ownership of voting rights.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURANCE MEMBERS OF A HOLDING COMPANY GROUP

PART 1- ORGANIZATIONAL CHART



Reconciliation from 1/1/09 to 12/31/09

- (a) Remove - Aetna Health Inc. (AZ)
- (b) Remove - Aetna Health Inc. (IL)
- (c) Remove - Aetna Health Inc. (OK)
- (d) Remove - Aetna Health Inc. (TN)
- (e) Remove - Aetna Health, Inc. (MO)
- (f) Remove - Aetna Health Inc. (MD)
- (g) Remove - Delaware Physicians Care - Medicare Incorporated (DE)
- (h) Remove - Schaller Anderson of Missouri, LLC (MO)
- (i) Remove - Schaller Anderson of Arizona, Inc. (AZ)
- (j) The name of NYLCare Health Plans, Inc. changed to Aetna Ireland, LLC
- (k) Aetna Health Inc. (ME) and Aetna Health Inc. (VA) are 100% owned by Aetna Health Holdings, LLC
- (l) The name of Chickering Benefit Planning Insurance Agency, Inc. changed to Aetna Student Health Agency, Inc.

(1) Insurers/HMO's

Percentages are rounded to the nearest whole percent and are based on ownership of voting right.

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