



HEALTH QUARTERLY STATEMENT

AS OF JUNE 30, 2012

OF THE CONDITION AND AFFAIRS OF

Aetna Better Health Inc. (an Ohio corporation)

NAIC Group Code **0001** **0001** NAIC Company Code **14229** Employer's ID Number **45-2764938**
(Current Period) (Prior Period)

Organized under the Laws of **Ohio**

State of Domicile or Port of Entry **Ohio**

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 **July 15, 2011** Commenced Business **March 16, 2012**

Statutory Home Office **7400 W. Campus Road** **New Albany .. OH 43054**
(Street and Number) (City, State and Zip Code)

Main Administrative Office **7400 W. Campus Road**
(Street and Number)

..... **New Albany .. OH 43054** **614-933-7400**
(City, State and Zip Code) (Area Code) (Telephone Number)

Mail Address **980 Jolly Road, U11S** **Blue Bell PA 19422-1904**
(Street and Number or P. O. Box) (City, State and Zip Code)

Primary Location of Books and Records **980 Jolly Road**
(Street and Number)

..... **Blue Bell PA 19422-1904** **800-872-3862**
(City, State and Zip Code) (Area Code) (Telephone Number)

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

Statutory Statement Contact **Steven Matthew Conte** **215-775-6508**
(Name) (Area Code) (Telephone Number) (Extension)

..... **Aetna.HMOReporting@aetna.com** **860-262-7767**
(E-mail Address) (Fax Number)

OFFICERS

Thomas Laurence Kelly, Chief Executive Officer and President
Robert Mark Kessler, Vice President and Secretary
Steven Matthew Conte, Principal Financial Officer and Controller

OTHER Elaine Rose Cofrancesco, Vice President and Treasurer
Edward-Chung-I Lee, Vice President and Assistant Secretary
Kevin James Casey, Senior Investment Officer
Brian Christopher Winters, Assistant Controller

DIRECTORS OR TRUSTEES

Paul Don Fawson

Frederick Richard Hatfield

Thomas Laurence Kelly

Janet Maria Stallmeyer

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)
Thomas Laurence Kelly
Chief Executive Officer and President

State of..... Arizona
County of..... Maricopa
Subscribed and sworn to before me this
____ day of _____ 2012

NOTARY PUBLIC (Seal)

(Signature)
Robert Mark Kessler
Vice President and Secretary@

State of..... Arizona
County of..... Maricopa
@Subscribed and sworn to before me this
____ day of _____ 2012

NOTARY PUBLIC (Seal)

(Signature)
Steven Matthew Conte
Principal Financial Officer and Controller@

State of..... Pennsylvania
County of..... Montgomery
@@Subscribed and sworn to before me this
____ day of _____ August 2012

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 June 30, 2012 of the Aetna Better Health Inc. (an Ohio corporation)

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	507,325	0	507,325	507,890
2. Stocks:				
2.1 Preferred stocks.....	0	0	0	0
2.2 Common stocks.....	0	0	0	0
3. Mortgage loans on real estate:				
3.1 First liens.....	0	0	0	0
3.2 Other than first liens.....	0	0	0	0
4. Real estate:				
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 (\$.....1,700,000), cash equivalents (\$.....789,984) and short-term investments (\$.....3,461).....	2,493,445	0	2,493,445	2,491,274
6. Contract loans (including \$.....0 premium notes).....	0	0	0	0
7. Derivatives.....	0	0	0	0
8. Other invested assets.....	0	0	0	0
9. Receivables for securities.....	0	0	0	0
10. Securities lending reinvested collateral assets.....	0	0	0	0
11. Aggregate write-ins for invested assets.....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	3,000,770	0	3,000,770	2,999,164
13. Title plants less \$.....0 charged off (for Title insurers only).....	0	0	0	0
14. Investment income due and accrued.....	2,507	0	2,507	2,541
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	0	0	0	0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....	0	0	0	0
15.3 Accrued retrospective premiums.....	0	0	0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....	0	0	0	0
16.2 Funds held by or deposited with reinsured companies.....	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts.....	0	0	0	0
17. Amounts receivable relating to uninsured plans.....	0	0	0	0
18.1 Current federal and foreign income tax recoverable and interest thereon.....	0	0	0	0
18.2 Net deferred tax asset.....	0	0	0	0
19. Guaranty funds receivable or on deposit.....	0	0	0	0
20. Electronic data processing equipment and software.....	0	0	0	0
21. Furniture and equipment, including health care delivery assets (\$.....0).....	0	0	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates.....	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates.....	0	0	0	0
24. Health care (\$.....0) and other amounts receivable.....	0	0	0	0
25. Aggregate write-ins for other than invested assets.....	0	0	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	3,003,277	0	3,003,277	3,001,705
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0	0
28. Total (Lines 26 and 27).....	3,003,277	0	3,003,277	3,001,705

DETAILS OF WRITE-INS

1101.....	0	0	0	0
1102.....	0	0	0	0
1103.....	0	0	0	0
1198. Summary of remaining write-ins for Line 11 from overflow page.....	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above).....	0	0	0	0
2501.....	0	0	0	0
2502.....	0	0	0	0
2503.....	0	0	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	0	0	0	0

Statement as of June 30, 2012 of the Aetna Better Health Inc. (an Ohio corporation)
LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded).....	0	0	0	0
2. Accrued medical incentive pool and bonus amounts.....	0	0	0	0
3. Unpaid claims adjustment expenses.....	0	0	0	0
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act.....	0	0	0	0
5. Aggregate life policy reserves.....	0	0	0	0
6. Property/casualty unearned premium reserve.....	0	0	0	0
7. Aggregate health claim reserves.....	0	0	0	0
8. Premiums received in advance.....	0	0	0	0
9. General expenses due or accrued.....	0	0	0	0
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)).....	96	0	96	554
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.....	0	0	0	0
16. Derivatives.....	0	0	0	0
17. Payable for securities.....	0	0	0	0
18. Payable for securities lending.....	0	0	0	0
19. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers and \$.....0 unauthorized reinsurers).....	0	0	0	0
20. Reinsurance in unauthorized companies.....	0	0	0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates.....	0	0	0	0
22. Liability for amounts held under uninsured plans.....	0	0	0	0
23. Aggregate write-ins for other liabilities (including \$.....0 current).....	0	0	0	0
24. Total liabilities (Lines 1 to 23).....	96	0	96	554
25. Aggregate write-ins for special surplus funds.....	XXX	XXX	0	0
26. Common capital stock.....	XXX	XXX	1	1
27. Preferred capital stock.....	XXX	XXX	0	0
28. Gross paid in and contributed surplus.....	XXX	XXX	2,999,999	2,999,999
29. Surplus notes.....	XXX	XXX	0	0
30. Aggregate write-ins for other than special surplus funds.....	XXX	XXX	0	0
31. Unassigned funds (surplus).....	XXX	XXX	3,181	1,151
32. Less treasury stock, at cost:				
32.1 .....0.000 shares common (value included in Line 26 \$.....0).....	XXX	XXX	0	0
32.2 .....0.000 shares preferred (value included in Line 27 \$.....0).....	XXX	XXX	0	0
33. Total capital and surplus (Lines 25 to 31 minus Line 32).....	XXX	XXX	3,003,181	3,001,151
34. Total liabilities, capital and surplus (Lines 24 and 33).....	XXX	XXX	3,003,277	3,001,705

DETAILS OF WRITE-INS

2301.	0	0	0	0
2302.	0	0	0	0
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).....	0	0	0	0
2501.			0	0
2502.			0	0
2503.			0	0
2598. Summary of remaining write-ins for Line 25 from overflow page.....	XXX	XXX	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	XXX	XXX	0	0
3001.			0	0
3002.			0	0
3003.			0	0
3098. Summary of remaining write-ins for Line 30 from overflow page.....	XXX	XXX	0	0
3099. Totals (Lines 3001 thru 3003 plus 3098) (Line 30 above).....	XXX	XXX	0	0

Statement as of June 30, 2012 of the Aetna Better Health Inc. (an Ohio corporation)
STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member months.....	XXX.....	.....0	.....0	.....0
2. Net premium income (including \$.....0 non-health premium income).....	XXX.....	.....0	.....0	.....0
3. Change in unearned premium reserves and reserve for rate credits.....	XXX.....	.....0	.....0	.....0
4. Fee-for-service (net of \$.....0 medical expenses).....	XXX.....	.....0	.....0	.....0
5. Risk revenue.....	XXX.....	.....0	.....0	.....0
6. Aggregate write-ins for other health care related revenues.....	XXX.....	.....0	.....0	.....0
7. Aggregate write-ins for other non-health revenues.....	XXX.....	.....0	.....0	.....0
8. Total revenues (Lines 2 to 7).....	XXX.....	.....0	.....0	.....0
Hospital and Medical:				
9. Hospital/medical benefits.....	.....0	.....0	.....0	.....0
10. Other professional services.....	.....0	.....0	.....0	.....0
11. Outside referrals.....	.....0	.....0	.....0	.....0
12. Emergency room and out-of-area.....	.....0	.....0	.....0	.....0
13. Prescription drugs.....	.....0	.....0	.....0	.....0
14. Aggregate write-ins for other hospital and medical.....	.....0	.....0	.....0	.....0
15. Incentive pool, withhold adjustments and bonus amounts.....	.....0	.....0	.....0	.....0
16. Subtotal (Lines 9 to 15).....	.....0	.....0	.....0	.....0
Less:				
17. Net reinsurance recoveries.....	.....0	.....0	.....0	.....0
18. Total hospital and medical (Lines 16 minus 17).....	.....0	.....0	.....0	.....0
19. Non-health claims (net).....	.....0	.....0	.....0	.....0
20. Claims adjustment expenses, including \$.....0 cost containment expenses.....	.....0	.....0	.....0	.....0
21. General administrative expenses.....	.....192	.....192	.....0	.....0
22. Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only).....	.....0	.....0	.....0	.....0
23. Total underwriting deductions (Lines 18 through 22).....	.....192	.....192	.....0	.....0
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX.....	.....(192)	.....0	.....0
25. Net investment income earned.....	.....0	.....3,315	.....0	.....1,771
26. Net realized capital gains (losses) less capital gains tax of \$.....0.....	.....0	.....0	.....0	.....0
27. Net investment gains or (losses) (Lines 25 plus 26).....	.....0	.....3,315	.....0	.....1,771
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)].....	.....0	.....0	.....0	.....0
29. Aggregate write-ins for other income or expenses.....	.....0	.....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.....	.....3,123	.....0	.....1,771
31. Federal and foreign income taxes incurred.....	XXX.....	.....1,093	.....0	.....620
32. Net income (loss) (Lines 30 minus 31).....	XXX.....	.....2,030	.....0	.....1,151

DETAILS OF WRITE-INS

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

Statement as of June 30, 2012 of the **Aetna Better Health Inc. (an Ohio corporation)**
STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
33. Capital and surplus prior reporting year.....	3,001,151	0	0
34. Net income or (loss) from Line 32.....	2,030	0	1,151
35. Change in valuation basis of aggregate policy and claim reserves.....	0	0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....0.....	0	0	0
37. Change in net unrealized foreign exchange capital gain or (loss).....	0	0	0
38. Change in net deferred income tax.....	0	0	0
39. Change in nonadmitted assets.....	0	0	0
40. Change in unauthorized reinsurance.....	0	0	0
41. Change in treasury stock.....	0	0	0
42. Change in surplus notes.....	0	0	0
43. Cumulative effect of changes in accounting principles.....	0	0	0
44. Capital changes:			
44.1 Paid in.....	0	0	3,000,000
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....	0	0	0
45. Surplus adjustments:			
45.1 Paid in.....	0	0	0
45.2 Transferred to capital (Stock Dividend).....	0	0	0
45.3 Transferred from capital.....	0	0	0
46. Dividends to stockholders.....	0	0	0
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	0
48. Net change in capital and surplus (Lines 34 to 47).....	2,030	0	3,001,151
49. Capital and surplus end of reporting period (Line 33 plus 48).....	3,003,181	0	3,001,151

DETAILS OF WRITE-INS

4701.	0	0	0
4702.	0	0	0
4703.	0	0	0
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above).....	0	0	0

Statement as of June 30, 2012 of the **Aetna Better Health Inc. (an Ohio corporation)**

CASH FLOW

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
CASH FROM OPERATIONS			
1. Premiums collected net of reinsurance.....	.0	.0	.0
2. Net investment income.....	3,914	.0	.0
3. Miscellaneous income.....	.0	.0	.0
4. Total (Lines 1 through 3).....	3,914	.0	.0
5. Benefit and loss related payments.....	.0	.0	.0
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	.0	.0	.0
7. Commissions, expenses paid and aggregate write-ins for deductions.....	192	.0	.0
8. Dividends paid to policyholders.....	.0	.0	.0
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....	1,551	.0	.0
10. Total (Lines 5 through 9).....	1,743	.0	.0
11. Net cash from operations (Line 4 minus Line 10).....	2,171	.0	.0
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	.0	.0	.0
12.2 Stocks.....	.0	.0	.0
12.3 Mortgage loans.....	.0	.0	.0
12.4 Real estate.....	.0	.0	.0
12.5 Other invested assets.....	.0	.0	.0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....	.0	.0	.0
12.7 Miscellaneous proceeds.....	.0	.0	.0
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	.0	.0	.0
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	.0	.0	.0
13.2 Stocks.....	.0	.0	.0
13.3 Mortgage loans.....	.0	.0	.0
13.4 Real estate.....	.0	.0	.0
13.5 Other invested assets.....	.0	.0	.0
13.6 Miscellaneous applications.....	.0	.0	.0
13.7 Total investments acquired (Lines 13.1 to 13.6).....	.0	.0	.0
14. Net increase (decrease) in contract loans and premium notes.....	.0	.0	.0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	.0	.0	.0
CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes.....	.0	.0	.0
16.2 Capital and paid in surplus, less treasury stock.....	.0	.0	.0
16.3 Borrowed funds.....	.0	.0	.0
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....	.0	.0	.0
16.5 Dividends to stockholders.....	.0	.0	.0
16.6 Other cash provided (applied).....	.0	.0	.0
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	.0	.0	.0
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).....	2,171	.0	.0
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	2,491,274	.0	2,491,274
19.2 End of period (Line 18 plus Line 19.1).....	2,493,445	.0	2,491,274
Note: Supplemental disclosures of cash flow information for non-cash transactions:			
20.0001 .....	.0	.0	.0

**Exhibit of Premiums, Enrollment and Utilization
NONE**

**Claims Unpaid and Incentive Pool, Withhold and Bonus (Reported and Unreported)
NONE**

**Underwriting and Investment Exhibit
NONE**

NOTES TO FINANCIAL STATEMENTS

1. Summary of significant accounting policies

A. Accounting practices

The accompanying statutory financial statements of Aetna Better Health Inc. (an Ohio 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 Ohio Department of Insurance ("Ohio Department") ("Ohio Accounting Practices"). The Ohio Department recognizes only statutory accounting practices prescribed or permitted by the State of Ohio 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 Ohio were the same as of and for the period ending June 30, 2012.

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

- Certain assets, designated as nonadmitted assets (other receivables, which are nonadmitted in accordance with SSAP No. 4, *Assets and Nonadmitted Assets*) are not recorded as assets, but are charged to surplus. Assets having economic value other than those which can be used to fulfill policyholder obligations, or those assets which are unavailable due to encumbrances or other third party interests should not be recognized on the balance sheet, and are, therefore, considered nonadmitted;
- 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; and
- Deferred tax assets and liabilities are determined and admitted in accordance with SSAP 101, *Income Taxes, A Replacement of SSAP No. 10R and SSAP No. 10* ("SSAP 101"). Changes in net deferred tax assets and liabilities are reflected as changes in surplus. Under GAAP, changes in such assets and liabilities are reflected in net income.

B. Use of estimates in the preparation of the financial statements

The preparation of these financial statements in conformity with Ohio 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.

C. Significant accounting policies

The Company applies the following significant accounting policies:

(1) 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.

(2) Bonds

Bonds, which include special deposits as discussed more fully in Note 4, 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 ("OTTI") shall be recorded 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. Yield-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. Declines deemed to be OTTI are recognized as realized capital losses.

The Company analyzes all relevant facts and circumstances for each investment when performing its analysis to determine whether an OTTI 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 other-than-temporarily impaired in prior reporting periods.

- (3) The Company did not own any common stock at June 30, 2012.
- (4) The Company did not own any preferred stock at June 30, 2012.
- (5) The Company did not have any mortgage loans at June 30, 2012.

(6) 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. Borrowers must post cash collateral in the amount of 102% to 105% of the fair value of the loaned securities. The fair value of the loaned securities is 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. Pursuant to SSAP No. 91R Revised, *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities* ("SSAP 91R"), if the collateral received from a counterparty is less than 100 percent at the reporting date, the difference between the actual collateral and 100 percent is nonadmitted. Collateral value is measured and compared to the loaned securities in aggregate by counterparty.

The Company did not have any loaned securities at June 30, 2012.

- (7) The Company did not have any investments in any subsidiaries or affiliated companies at June 30, 2012.
- (8) The Company did not have any investments in any joint ventures, partnerships and limited liability companies at June 30, 2012.
- (9) The Company did not have any derivatives at June 30, 2012.
- (10) 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 Company had no PDR at June 30, 2012.

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 Company had no UEP at June 30, 2012.

(11) 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, which include cost containment expenses, represent the costs incurred related to the claim settlement process such as costs to record, process and adjust claims. These expenses are included in the Company's management agreement with an affiliate described in Note 10.

(12) The Company did not modify its capitalization policy from the prior period.

(13) Pharmaceutical rebate receivables

The Company estimates pharmaceutical rebate receivables based upon 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 receivables as health care receivables. Pharmacy rebates over 90 days past due are nonadmitted.

(14) Premiums and amounts due and unpaid

Premium revenue for prepaid health care products is recognized as income in the month in which enrollees are entitled to health care services.

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.

The Company did not have any premiums or amounts due and unpaid at June 30, 2012.

(15) 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.

(16) Federal income taxes

In accordance with a written tax sharing agreement with an affiliate, the Company's current Federal tax provisions are generally computed as if the Company were filing a separate Federal 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 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 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 SSAP No. 101. 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.

SSAP 101 was adopted in 2011 and became authoritative guidance for accounting and reporting of income taxes beginning January 1, 2012. SSAP 101, (1) restricts the ability to use the 3 years/15 percent of surplus admission rule to those reporting entities that meet a new modified RBC ratio threshold, (2) changes the recognition threshold for recording tax contingency reserves from a probable liability standard to a more-likely-than-not liability standard, (3) requires the disclosure of tax planning strategies that relate to reinsurance and (4) requires consideration of reversal patterns of DTAs and DTLs in determining the extent to which DTLs could offset DTAs on the balance sheet.

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 IRC 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 changes in surplus ("Change in net deferred income tax") except to the extent allocated to changes in unrealized gains and losses and aggregate write-ins for special surplus funds. 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 Changes in Capital and Surplus.

2. Accounting changes and corrections of errors

The Company had no accounting changes or correction of errors at June 30, 2012.

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 period ending June 30, 2012.

4. Discontinued operations

The Company did not have any discontinued operations in the period ending June 30, 2012.

5. Investments

A. The Company did not have any mortgage loans, including mezzanine real estate loans, at June 30, 2012.

B. The Company did not have any debt restructuring in the period ending June 30, 2012.

C. The Company did not have any reverse mortgages at June 30, 2012.

D. Loan-Backed Securities

(1) Prepayment assumptions for single class and multi-class mortgage backed/asset backed securities were obtained from industry market sources.

(2) The Company had no other-than-temporary impairment ("OTTI") losses during the second quarter of 2012 on loan-backed and structured securities in which the Company had the (1) intent to sell, (2) did not have the intent and ability to retain for a period of time sufficient to recover the amortized cost basis or (3) present value of cash flows expected to be collected is less than the amortized cost basis of the securities in accordance with SSAP No. 43R, *Loan-Backed and Structured Securities* ("SSAP No. 43R").

(3) The Company had no recognized OTTI on loan-backed and structured securities currently held, in which the present value of cash flows expected to be collected is less than the amortized cost basis, at June 30, 2012.

(4) The Company had no unrealized loss position on loan-backed and structured securities held by the Company at June 30, 2012.

E. The Company did not have any repurchase agreements or loaned securities transactions at June 30, 2012.

F. The Company did not have any real estate at June 30, 2012.

G. The Company did not have any low-income housing tax credits at June 30, 2012.

6. Joint ventures, partnerships, and limited liability companies

A. The Company did not have any joint ventures, partnerships, or limited liability companies that exceeded 10% of its admitted assets at June 30, 2012.

B. The Company does not have any impaired investments in joint ventures, partnerships, or limited liability companies.

Statement as of June 30, 2012 of the **Aetna Better Health Inc. (an Ohio corporation)**

7. Investment income

- A. There was no investment income due and accrued with amounts that are over 90 days old at June 30, 2012.
- B. There was not amount excluded at June 30, 2012.

8. Derivative instruments

The Company did not have any derivative instruments at June 30, 2012.

9. Income taxes

- A.1. The components of the net DTAs and DTLs recognized in the Company's Statements of Assets, Liabilities, Capital and Surplus at June 30, 2012 and December 31, 2011 were as follows:

	June 30, 2012		
	Ordinary	Capital	Total
Gross DTAs	-	-	-
Valuation allowance adjustment	-	-	-
Adjusted gross DTAs	-	-	-
Gross DTLs	-	-	-
Net DTAs	-	-	-
Less: DTAs nonadmitted	-	-	-
Net admitted DTAs/(DTLs)	-	-	-

	December 31, 2011		
	Ordinary	Capital	Total
Gross DTAs	-	-	-
Valuation allowance adjustment	-	-	-
Adjusted gross DTAs	-	-	-
Gross DTLs	-	-	-
Net DTAs	-	-	-
Less: DTAs nonadmitted	-	-	-
Net admitted DTAs/(DTLs)	-	-	-

	Change		
	Ordinary	Capital	Total
Gross DTAs	-	-	-
Valuation allowance adjustment	-	-	-
Adjusted gross DTAs	-	-	-
Gross DTLs	-	-	-
Net DTAs	-	-	-
Less: DTAs nonadmitted	-	-	-
Net admitted DTAs/(DTLs)	-	-	-

- A.2. The amount of admitted gross DTAs admitted under each component of SSAP No. 101.

	June 30, 2012		
	Ordinary	Capital	Total
(a) Federal income taxes paid in prior years recoverable through loss carrybacks	-	-	-
(b) Adjusted gross DTAs expected to be realized (excluding the amount of DTAs) after application of the threshold limitations (the lesser of 2(b)1 and 2(b)2 below)	-	-	-
1) Adjusted gross DTAs expected to realized within the applicable period	-	-	-
2) Adjusted gross DTAs allowed per limitation threshold	-	-	\$450,477
(c) Adjusted gross DTAs (excluding the amount of DTAs) offset by gross DTLs	-	-	-
(d) DTAs admitted as the result of application of SSAP 101	-	-	-

(continued)

	December 31, 2011		
	Ordinary	Capital	Total
(a) Federal income taxes paid in prior years recoverable through loss carrybacks	-	-	-
(b) Adjusted gross DTAs expected to be realized (excluding the amount of DTAs) after application of the threshold limitations (the lesser of 2(b)1 and 2(b)2 below)	-	-	-
1) Adjusted gross DTAs expected to realized within the applicable period	-	-	-
2) Adjusted gross DTAs allowed per limitation threshold	-	-	-
(c) Adjusted gross DTAs (excluding the amount of DTAs) offset by gross DTLs	-	-	-
(d) DTAs admitted as the result of application of SSAP 101	-	-	-
	Change		
	Ordinary	Capital	Total
(a) Federal income taxes paid in prior years recoverable through loss carrybacks	-	-	-
(b) Adjusted gross DTAs expected to be realized (excluding the amount of DTAs) after application of the threshold limitations (the lesser of 2(b)1 and 2(b)2 below)	-	-	-
1) Adjusted gross DTAs expected to realized within the applicable period	-	-	-
2) Adjusted gross DTAs allowed per limitation threshold	-	-	\$450,477
(c) Adjusted gross DTAs (excluding the amount of DTAs) offset by gross DTLs	-	-	-
(d) DTAs admitted as the result of application of SSAP 101	-	-	-

A.3.

	2012	2011
(a) Ratio percentage used to determine recovery period and threshold limitation amount	3 years 15%	-
(b) Amount of adjusted capital and surplus used to determine recovery period threshold limitation in 2(b)2 above	\$3,003,181	-

A.4 The was no impact from tax planning strategies on the Company's adjusted gross DTAs or net admitted adjusted gross DTAs. The Company's tax planning strategies did not include the use of reinsurance.

B. There are no DTLs that were not recognized at June 30, 2012 or December 31, 2011.

C.1 The provisions (benefit) for incurred taxes on earnings for the periods ended June 30, 2012 and December 31, 2011 were as follows:

	June 30, 2012	December 31, 2011	Change
Federal income tax on operations	\$1,093	\$620	\$473
Federal income tax on net capital gains	-	-	-
Federal income taxes incurred	\$1,093	\$620	\$473

C.2 At June 30, 2012 and December 31, 2011, there were no temporary differences in tax effects that gave rise to deferred tax assets and liabilities.

At June 30, 2012 and December 31, 2011, there was no change in net deferred income taxes.

The valuation allowance adjustment to gross DTAs was \$0 at both June 30, 2012 and December 31, 2011.

Statement as of June 30, 2012 of the **Aetna Better Health Inc. (an Ohio corporation)**

- 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:

	June 30, 2012	Effective tax rate	December 31, 2011	Effective tax rate
Provision computed as statutory rate	\$1,093	35.0%	\$620	35.0%
Total	\$1,093	35.0%	\$620	35.0%
Federal and foreign income tax (benefit) or expense incurred	\$1,093	35.0%	\$620	35.0%
Change in net deferred income taxes	-	-	-	-
Total statutory income taxes	\$1,093	35.0%	\$620	35.0%

The transfer pricing adjustment allows taxpayers to apply different methods to price current period intercompany services at arm's length prices as compared to what would be charged to an unrelated entity, which results in a permanent deduction for tax reporting purposes.

- E.1 At June 30, 2012, the Company had no net capital loss or net operating loss carryforwards for tax purposes.
- E.2 The amount of Federal income taxes incurred that are available for recoupment in the event of future net losses is \$1,093 and \$620 for the years ended December 31, 2012 and 2011, respectively.
- E.3 The Company did not report any deposits as admitted assets under Internal Revenue Code Section 6603 as of June 30, 2012.
- F.1. At June 30, 2012, the Company's Federal Income Tax Return was consolidated with the following entities:

Aetna Inc. - Parent Company	Aetna Life Insurance Company
@ Credentials Inc.	Aetna Risk Indemnity Company Limited
Active Health Management, Inc.	Aetna Student Health Agency Inc.
Adminco, Inc.	AHP Holdings, Inc.
Administrative Enterprises, Inc.	Allviant Corporation
AE Fourteen, Incorporated	American Health Holding, Inc.
AET Health Care Plan, Inc.	AUSHC Holdings, Inc.
Aetna Better Health Inc. (Connecticut)	Blackstone Insurance Group, Inc.
Aetna Better Health Inc. (Florida)	Broadspire National Services, Inc.
Aetna Better Health Inc. (Illinois)	Chickering Claims Administrators, Inc.
Aetna Better Health, Inc. (Louisiana)	Cofinity, Inc.
Aetna Better Health Inc. (New York)	Delaware Physicians Care, Incorporated
Aetna Better Health Inc. (Ohio)	Dragon Acquisition Company
Aetna Better Health Inc. (Pennsylvania)	Health and Human Resource Center, Inc.
Aetna Dental Inc. (New Jersey)	Health Data & Management Solutions, Inc.
Aetna Dental Inc. (Texas)	Health Re, Incorporated
Aetna Dental of California Inc.	Luettgens Limited
Aetna Family Plans of Georgia Inc.	Managed Care Coordinators, Inc.
Aetna Global Benefits Administrators Inc.	Medicity Inc.
Aetna Health and Life Insurance Company	Meritain Health, Inc.
Aetna Health Inc. (Connecticut)	Missouri Care, Incorporated
Aetna Health Inc. (Florida)	Niagara Re, Inc.
Aetna Health Inc. (Georgia)	PayFlex Holdings, Inc.
Aetna Health Inc. (Maine)	PayFlex Systems USA, Inc.
Aetna Health Inc. (Michigan)	Performax, Inc.
Aetna Health Inc. (New Jersey)	PHG Acquisition Corp.
Aetna Health Inc. (New York)	Precision Benefit Services, Inc.
Aetna Health Inc. (Pennsylvania)	Prime Net, Inc.
Aetna Health Inc. (Texas)	Prodigy Health Group Holdings, Inc.
Aetna Health Inc. (Washington)	Prodigy Health Group, Inc.
Aetna Health Insurance Company	Professional Risk Management, Inc.
Aetna Health Insurance Company of New York	Resources for Living, LLC
Aetna Health of California Inc.	SABH of Arizona, Incorporated
Aetna Insurance Company of Connecticut	Schaller Anderson Medical Administrators, Incorporated
Aetna Integrated Informatics, Inc.	Strategic Resource Company
Aetna International Inc.	The Vasquez Group Inc.
Aetna Ireland Inc.	U.S. Healthcare Properties, Inc.
Aetna Life and Casualty (Bermuda) Ltd.	Work and Family Benefits, Inc.
Aetna Life Assignment Company	

- 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

- A. The Company is a wholly-owned subsidiary of Aetna Health Holdings, LLC, whose ultimate parent is Aetna.
- B. The Company incurred no management fees as of June 30, 2012.
- C. At June 30, 2012, the Company reported no amounts due to its parent company or any of its affiliates.
- D. 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.
- E. At June 30, 2012, the Company did not have any guarantees or undertakings with its affiliates or parent company.
- F. As of and for the period ending June 30, 2012, the Company had the following significant transactions with affiliates:

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.

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.

- G. All outstanding shares of the Company are owned by Aetna Health Holdings, LLC, whose ultimate parent is Aetna.
- H. At June 30, 2012, the Company did not hold any investments in any affiliate and did not own shares of any upstream intermediate of Aetna.
- I. At June 30, 2012, the Company did not hold any investments in any subsidiary, controlled or affiliated ("SCA") entity.
- J. At June 30, 2012, the Company did not hold any investments in any impaired SCA entity.
- K. At June 30, 2012, the Company did not hold any investments in any foreign insurance subsidiaries.
- L. At June 30, 2012, the Company did not hold any investments in a downstream noninsurance holding company.

11. Debt

- A. The Company did not have any capital notes at June 30, 2012.
- B. The Company did not have any Federal Home Loan Bank agreements at June 30, 2012.

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 June 30, 2012.

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

- (1) The Company was incorporated on July 15, 2011 and received an initial capital contribution of \$3,000,000 on July 27, 2011.
- (2) The Company had 1,000 shares of common stock authorized with a par value of \$.01, with 100 shares issued and outstanding at June 30, 2012.
- (3) The Company did not have any preferred stock outstanding at June 30, 2012.
- (4) Dividend restrictions

Pursuant to Ohio statute, the Company shall not pay any extraordinary dividend unless the Company has notified the superintendent on a form provided by the superintendent at least 30 days prior thereto or such shorter period as the superintendent may permit and the superintendent has not disapproved it within such period. An extraordinary dividend is any dividend or other distribution which, together with other dividends and distributions made within the preceding 12 months, exceeds the greater of: ten percent of such insurer's surplus as regards policyholders as of the next preceding December 31; or the net income of such insurer for the period covered by such statement, but shall not include pro rata distributions of any class of the insurer's

own securities. The Company may not make a non-extraordinary dividend without prior notification to the Insurance Department within five business days following the declaration thereto and at least ten days, commencing from the date of receipt by the superintendent, prior to the payment thereof. Ordinary dividends are ultimately limited to earned surplus.

- (5) The Company did not pay dividends in 2011 or 2012.
- (6) June 30, 2012, there was no portion of the Company's profits that may be paid as ordinary dividends to stockholders.
- (7) There were no restrictions placed on the Company's surplus, including for whom the surplus was being held at June 30, 2012, except as noted in Note 21.
- (8) Not applicable to the Company.
- (9) The Company did not hold any stock for any special purposes at June 30, 2012.
- (10) There were no changes in the balances of any special surplus funds from June 30, 2012.
- (11) At June 30, 2012, there was no portion of unassigned funds (surplus) that was represented or reduced by unrealized gains and (losses).
- (12) The Company did not have any surplus funds, surplus notes, or quasi-reorganizations at June 30, 2012.

14. Contingencies

- A. The Company did not have any contingent commitments at June 30, 2012.
- B. The Company did not have any contingent assessments at June 30, 2012.
- C. The Company did not have any gain contingencies at June 30, 2012.
- D. The Company did not have any claims related extra contractual obligation and bad faith losses stemming from lawsuits at June 30, 2012.
- E. All other contingencies

Litigation and regulatory proceedings

Aetna and its subsidiaries, including the Company, are involved in numerous other 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 (including post-payment audit and collection practices), rescission of insurance coverage, improper disclosure of personal information, patent infringement and other intellectual property litigation and other litigation in their 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 vigorously defend ourselves against the claims brought in these matters.

In addition, the current and past business practices of Aetna and its subsidiaries, including the Company, are subject to audit and 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. These reviews, subpoenas, and other requests include inquiries by, and testimony before, certain members, committees and subcommittees of the U.S. Congress regarding certain of their business practices, including our overall claims processing and payment practices, their business practices with respect to their small business customers (such as rating information, premium increases and medical benefit ratios), executive compensation matters and travel and entertainment expenses, in connection with their consideration of health care reform legislation, as well as the investigations by, and subpoenas and requests from, attorneys general and others 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, rescission of insurance coverage, limited benefit health products, pharmacy benefit management practices and claim payment practices (including payments to out-of-network providers). As a leading national health care benefits company, 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 the matters described above, 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 June 30, 2012.

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 June 30, 2012.

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

A. Transfers of receivables reported as sales

(1) The Company did not have any transfers of receivables as sales for the period ending June 30, 2012.

B. Transfer and servicing of financial assets

- (1) Not applicable.
- (2) The Company did not have any loaned securities at June 30, 2012.
- (3) Not applicable.

C. Wash sales

(1) The Company did not have any wash sales for the period ending June 30, 2012.

18. Gain or loss to the reporting entity from uninsured plans and the uninsured portion of partially insured plans

- A. The Company did not serve as an Administrative Services Only for uninsured accident and health plans or the uninsured portion of partially insured plans for the period ended June 30, 2012.
- B. The Company did not serve as an Administrative Services Contract plan administrator for uninsured accident and health plans or the uninsured portion of partially insured plans for the period ended June 30, 2012.
- B. The Company did have any Medicare or other similarly structured cost based reimbursement contracts for the period ended June 30, 2012.

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

The Company did not have any direct premiums written through/produced by managing general agents or third party administrators for the period ended June 30, 2012.

20. Fair value measurements

The Company had no assets or liabilities measured and reported at fair value at June 30, 2012.

21. Other items

A. Extraordinary items

The Company did not have any extraordinary items for the period ended June 30, 2012.

B. Troubled debt restructuring: debtors

The Company did not have any troubled debt restructuring in the period ended June 30, 2012.

C. Other disclosures

(1) Minimum capital and surplus

Pursuant to the laws of Ohio, the Company is required to maintain admitted assets equal to 110% of the Company's liabilities with a minimum net worth equal to \$1,700,000.

The NAIC and the State of Ohio 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.

(2) Patient Protection and Affordable Care Act

In March 2010, President Obama signed into law the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act of 2010 (collectively, "Health Care Reform"), which makes broad-based changes to the U.S. health care system which could significantly affect the U.S. economy and has and will significantly impact Aetna's business operations and financial results, including Aetna's pricing and medical benefit ratios. Health Care Reform presents Aetna with new business opportunities, but also with new financial and other challenges. It is reasonably possible that Health Care Reform, in the aggregate, could have a material adverse effect on Aetna's business operations and financial results. The Company continues to evaluate the provisions of Health Care Reform and the impact it will have on its business operations and financial results.

(3) Medicaid

Medicaid products are regulated by Centers for Medicare and Medicaid Services ("CMS"), which has the right to audit our performance to determine compliance with CMS contracts and regulations. Medicaid products and State Children's Health Insurance Program ("SCHIP") contracts also are subject to federal and state regulations and oversight by state Medicaid agencies regarding the services we provide to Medicaid enrollees, payment for those services and other aspects of these programs, and by external review organizations which audit Medicaid plans on behalf of the state Medicaid agencies. The regulations and contractual requirements applicable to the Company and other participants in Medicaid programs are extensive, complex and subject to change. Aetna has invested significant resources to comply with these standards, and Aetna's Medicaid compliance efforts will continue to require significant resources. CMS and/or state Medicaid agencies may fine Aetna, seek premium refunds, elect not to award Aetna new contracts or renew existing contracts, prohibit Aetna from continuing to market and/or enroll members in one or more Medicaid products, exclude Aetna from participating in one or more Medicaid programs and/or institute other sanctions against us if Aetna fails to comply with CMS or state regulations or contractual requirements.

- 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 June 30, 2012. 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 period ending June 30, 2012.
- F. The Company did not have any state transferable tax credits for the period ending June 30, 2012.
- G. The Company did not have any subprime mortgage related risk exposures at June 30, 2012.
- H. The Company did not have any retained assets at June 30, 2012.

22. Events subsequent

A. Type I - Recognized subsequent events

Subsequent events have been considered through August 10, 2012 for the statutory statement issued on August 15, 2012.

The Company had no known reportable recognized subsequent events.

B. Type II - Nonrecognized subsequent events

Subsequent events have been considered through August 10, 2012 for the statutory statement issued on August 15, 2012.

The Company had no known reportable nonrecognized subsequent events.

23. Reinsurance

The Company did not have any reinsurance recoverables in dispute, reinsurance assumed, uncollectible reinsurance, commutation of ceded reinsurance, or retroactive reinsurance at June 30, 2012.

24. Retrospectively rated contracts and contracts subject to redetermination

The Company did not have any retrospectively rated contracts or contracts subject to redetermination at June 30, 2012.

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

There was no change in incurred claims and claims adjustment expense at June 30, 2012.

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

26. Intercompany pooling arrangements

The Company did not have any intercompany pooling arrangements at June 30, 2012.

27. Structured settlements

Not applicable to health entities.

28. Health care receivables

A. Pharmaceutical rebates

The Company did not have any pharmaceutical rebates at June 30, 2012.

B. Risk sharing receivables

The Company did not have any admitted risk sharing receivables at June 30, 2012.

C. Claim overpayments

The Company did not have any admitted claim overpayment receivables at June 30, 2012.

D. Advances to non-related party hospitals

The Company had no admitted provider advances at June 30, 2012.

29. Participating policies

The Company did not have any participating policies at June 30, 2012.

30. Premium deficiency reserves

The Company had no PDR at June 30, 2012.

31. Anticipated salvage and subrogation

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

Statement as of June 30, 2012 of the Aetna Better Health Inc. (an Ohio corporation)
GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [X] No []
 If yes, complete the Schedule Y-Part 1 - Organizational chart.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]

- 4.2 If yes, provide name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] N/A []
 If yes, attach an explanation.

- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. N/A.....
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. N/A.....
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). N/A.....
- 6.4 By what department or departments?
 N/A

- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] N/A [X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [] No [] N/A [X]

- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]

- 7.2 If yes, give full information:
 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 the response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the 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 FDIC	6 SEC
N/A					

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No []
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.

- 9.11 If the response to 9.1 is No, please explain:
 N/A

- 9.2 Has the code of ethics for senior managers been amended? Yes [] No [X]

- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
 N/A

- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]

Statement as of June 30, 2012 of the Aetna Better Health Inc. (an Ohio corporation)
GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

N/A

PART 1 - FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [] No [X]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$.....0

PART 1 - INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No [X]

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

N/A

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$.....0

13. Amount of real estate and mortgages held in short-term investments: \$.....0

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [] No [X]

14.2 If yes, please complete the following:

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

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No [X]
 If no, attach a description with this statement.

16. Excluding items in Schedule E-Part 3-Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []

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

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

16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation.

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
All agreements comply		

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [] No [X]

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address
N/A		

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

17.2 If no, list exceptions:

N/A

Statement as of June 30, 2012 of the Aetna Better Health Inc. (an Ohio corporation)
GENERAL INTERROGATORIES (continued)

PART 2 - HEALTH

1. Operating Percentages:		
1.1 A&H loss percent		<u>0.0 %</u>
1.2 A&H cost containment percent		<u>0.0 %</u>
1.3 A&H expense percent excluding cost containment expenses		<u>0.0 %</u>
2.1 Do you act as a custodian for health savings accounts?	Yes []	No [X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.		<u>0</u>
2.3 Do you act as an administrator for health savings accounts?	Yes []	No [X]
2.4 If yes, please provide the amount of funds administered as of the reporting date.		<u>0</u>

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (YES or NO)
------------------------------	------------------------------	------------------------	------------------------	-------------------------------	--------------------------------------	---

NONE

Statement as of June 30, 2012 of the Aetna Better Health Inc. (an Ohio corporation)

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

State, Etc.	1 Active Status	Direct Business Only							
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums 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	N	0	0	0	0	0	0	0	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	L	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		0	0	0	0	0	0	0	0
60. Reporting entity contributions for Employee Benefit Plans.....XXX		0	0	0	0	0	0	0	0
61. Total (Direct Business).....(a).....1		0	0	0	0	0	0	0	0

DETAILS OF WRITE-INS

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

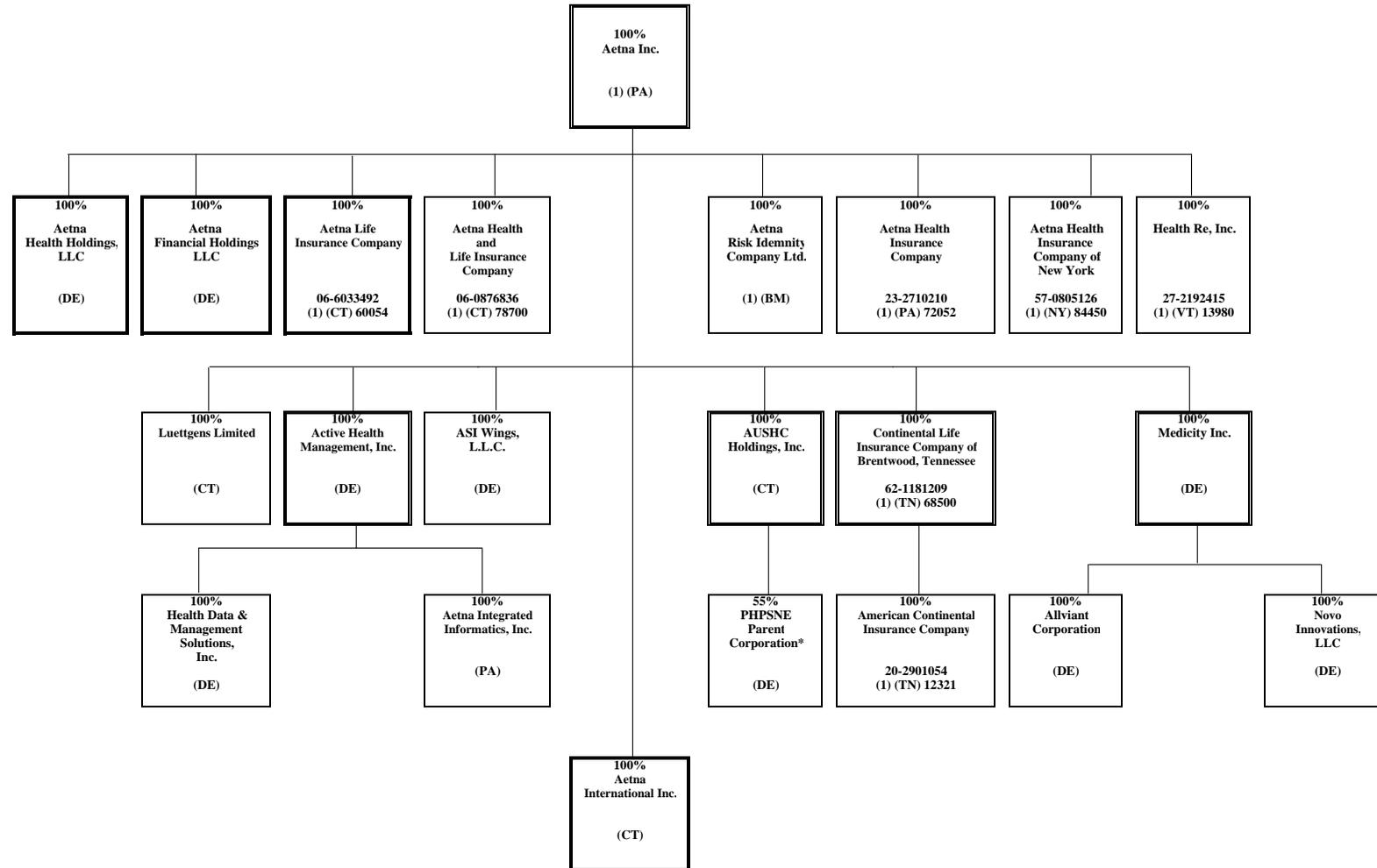
(L) - Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer;

(E) - Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) - None of the above - Not allowed to write business in the state.

(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

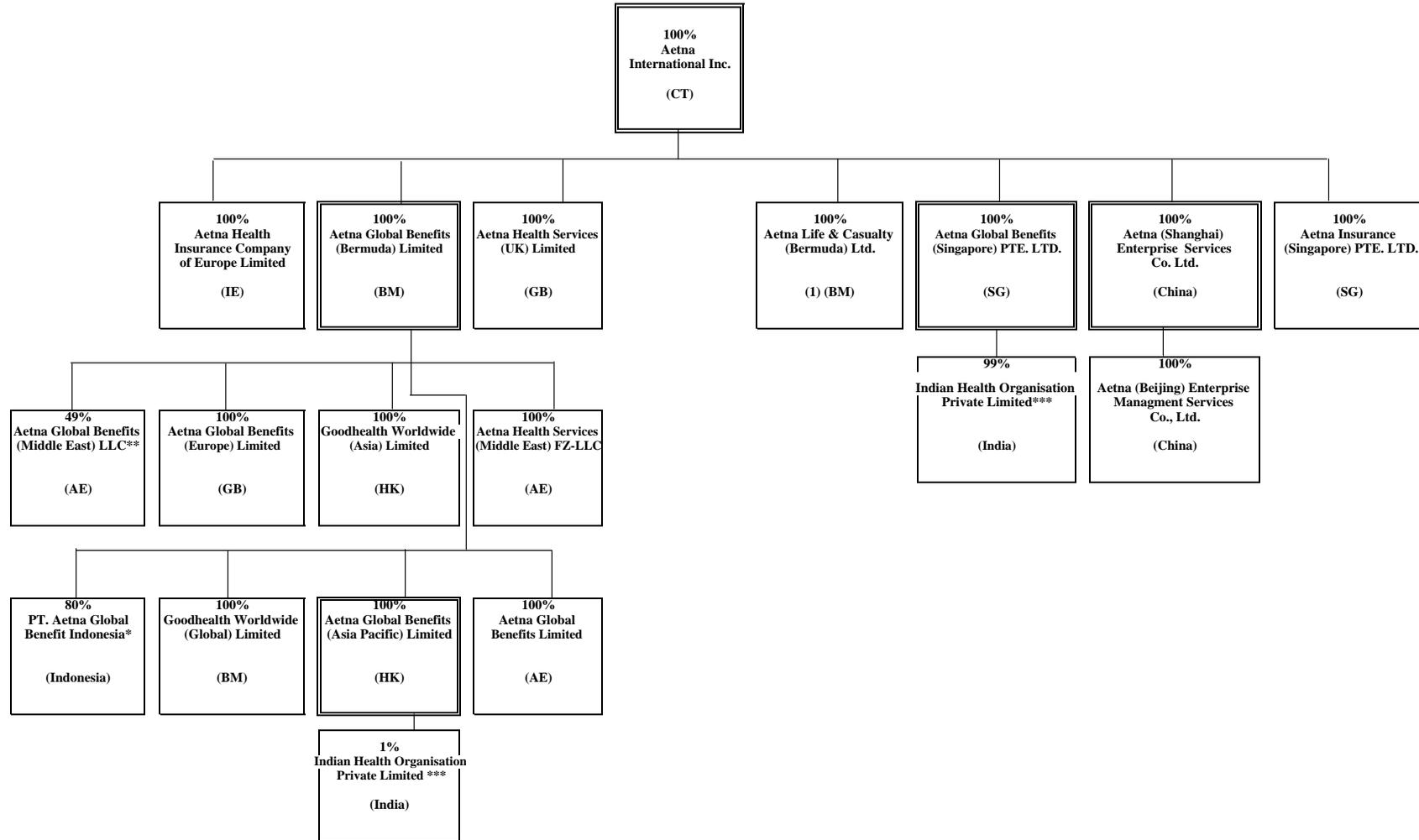


(1) Insurers/HMO's
 Percentages are rounded to the nearest whole percent and based on ownership of voting right
 Double borders indicate entity has subsidiaries shown on the same page
 Bold borders indicate entity has subsidiaries shown on a separate page
 Percentages are rounded to the nearest whole percent and based on ownership of voting right

* 55% is owned by AUSHC Holdings, Inc. and 45% is owned by third parties.

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

PART 1 - ORGANIZATIONAL CHART



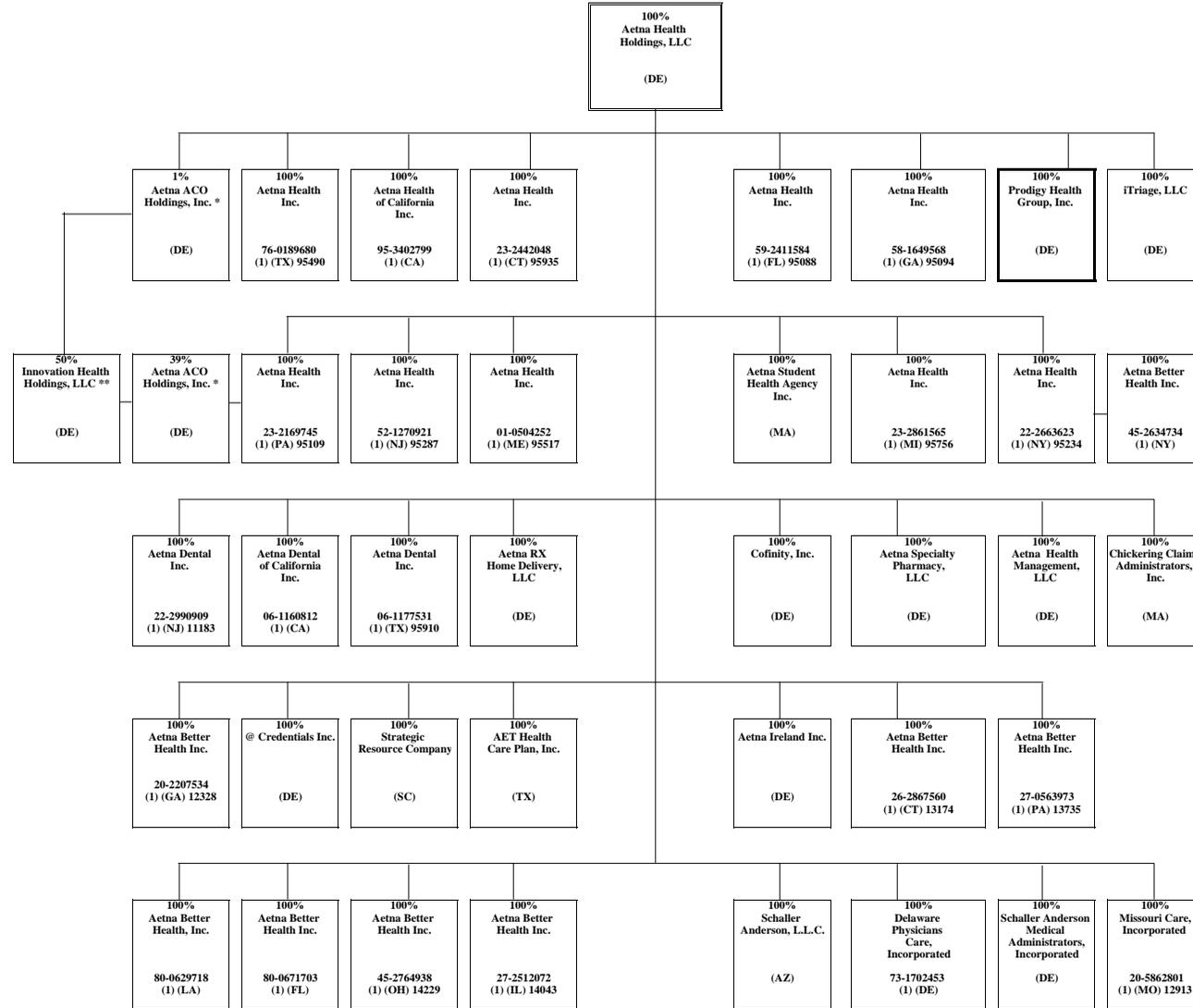
* 20% owned by Suhatsyah Rivai, Aetna's Nominee.

** 51% owned by Euro Gulf LLC, Aetna's Nominee.

*** Aetna Global Benefits (Asia Pacific) Limited owns 1% of Indian Health Organisation Private Limited and Aetna Global Benefits (Singapore) PTE. LTD. owns 99%.

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

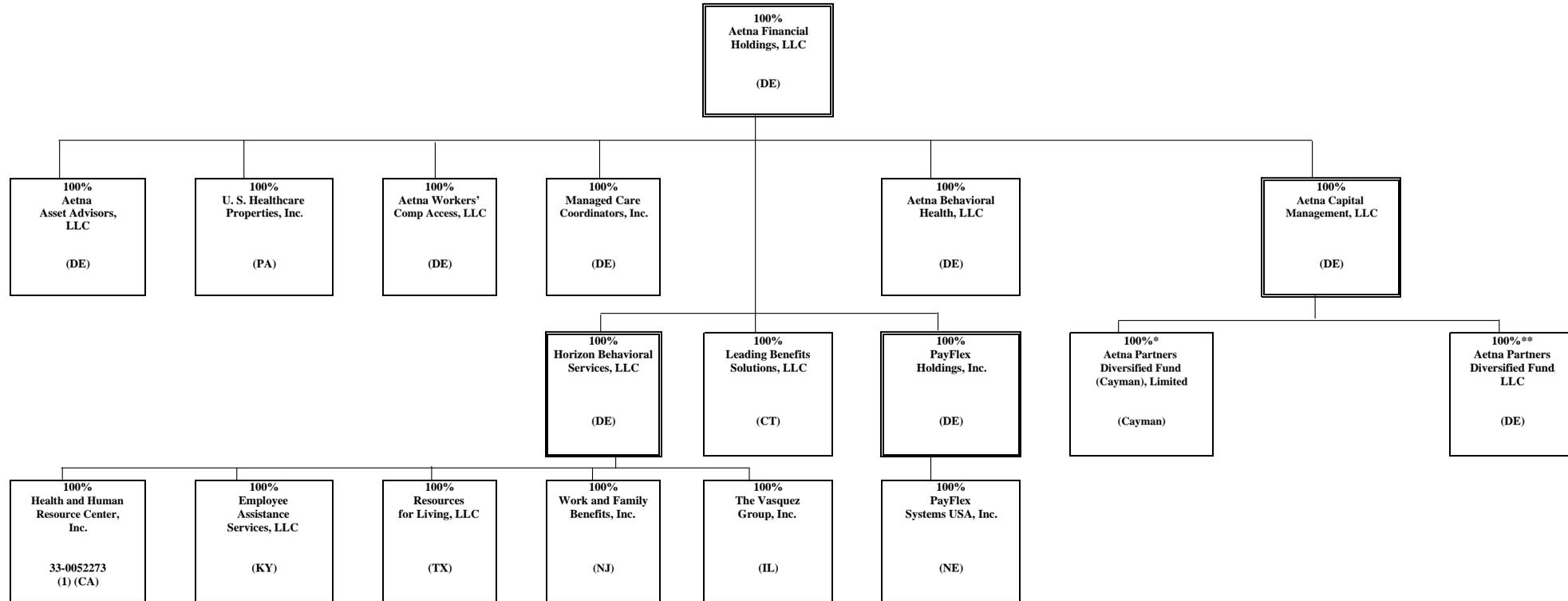
PART 1 - ORGANIZATIONAL CHART



* Aetna ACO Holdings, Inc. is owned by Aetna Life Insurance Company (60%); Aetna Health Inc. (PA) (39%); and Aetna Health Holdings, LLC (1%).
 ** Innovation Health Holdings, LLC is 50% owned by Aetna ACO Holdings, Inc. and 50% owned by Innova Health System Foundation, an unaffiliated company.

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

PART 1 - ORGANIZATIONAL CHART

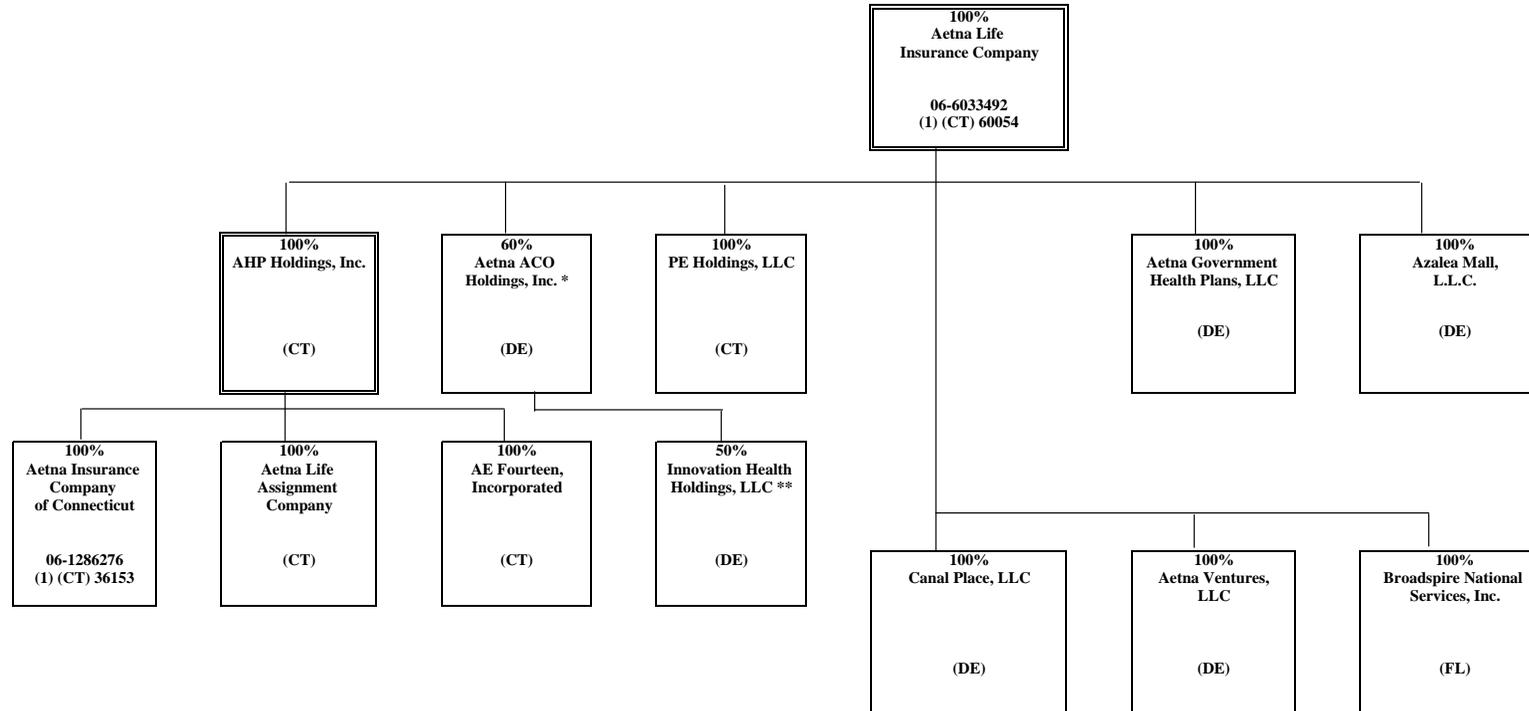


* Aetna Life Insurance Company owns the Class C participating shares of Aetna Partners Diversified Fund (Cayman), Limited.
 ** Aetna Life Insurance Company and Aetna Health and Life Insurance Company own substantially all of the non-managing member interests of Aetna Partners Diversified Fund, LLC.

Q15.3

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

PART 1 - ORGANIZATIONAL CHART

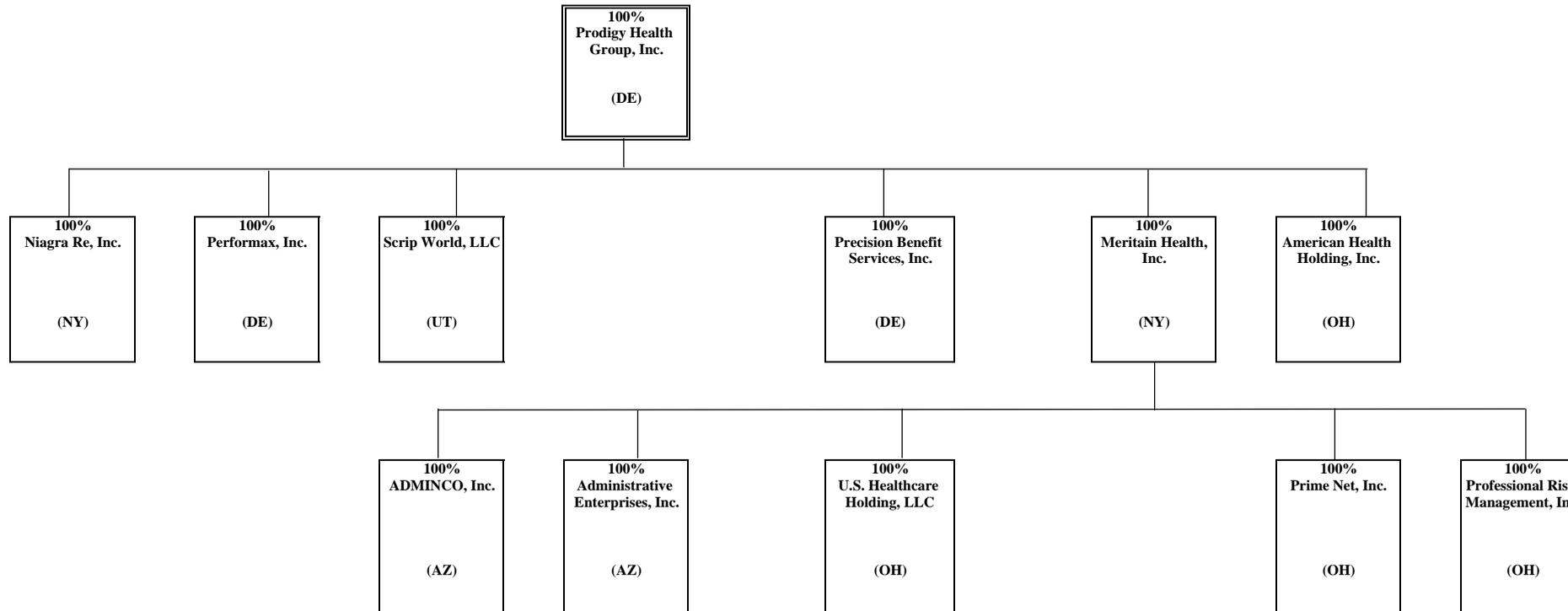


* Aetna ACO Holdings, Inc. is owned by Aetna Life Insurance Company (60%); Aetna Health Inc. (PA) (39%); and Aetna Health Holdings, LLC (1%).

** Innovation Health Holdings, LLC is 50% owned by Aetna ACO Holdings, Inc. and 50% owned by Innova Health System Foundation, an unaffiliated company.

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

PART 1 - ORGANIZATIONAL CHART



Q15.5

Statement as of June 30, 2012 of the **Aetna Better Health Inc. (an Ohio corporation)**

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
Members														
0001	AETNA INC	00000	23-2229683	3060706	0001122304	N	Aetna Inc	PA	UIP			0.000		0
0001	AETNA INC	00000	30-0123754	0	0		Aetna Health Holdings, LLC	DE	UDP	Aetna Inc	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	00000	45-4901541	0	0		Aetna ACO Holdings, Inc	DE	DS	Aetna Health Holdings, LLC	Ownership	0.200	Aetna Inc	4
0001	AETNA INC	00000	45-5527797	0	0		Innovation Health Holdings, LLC	DE	DS	Aetna ACO Holdings, Inc	Ownership	50.000	Aetna Inc	7
0001	AETNA INC	00000	95-3402799	0	0		Aetna Health of California Inc	CA	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	95935	23-2442048	0	0		Aetna Health Inc	CT	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	95088	59-2411584	0	0		Aetna Health Inc	FL	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	95094	58-1649568	0	0		Aetna Health Inc	GA	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	95517	01-0504252	0	0		Aetna Health Inc	ME	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	95756	23-2861565	0	0		Aetna Health Inc	MI	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	95287	52-1270921	0	0		Aetna Health Inc	NJ	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	95234	22-2663623	0	0		Aetna Health Inc	NY	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	00000	45-2634734	0	0		Aetna Better Health Inc	NY	DS	Aetna Health Inc. (NY)	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	95109	23-2169745	0	0		Aetna Health Inc	PA	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	00000	45-4901541	0	0		Aetna ACO Holdings, Inc	DE	DS	Aetna Health Inc. (PA)	Ownership	39.500	Aetna Inc	4
0001	AETNA INC	95490	76-0189680	0	0		Aetna Health Inc	TX	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	95040	74-1844335	0	0		AET Health Care Plan, Inc	TX	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	12328	20-2207534	0	0		Aetna Better Health Inc	GA	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	00000	06-1160812	0	0		Aetna Dental of California Inc	CA	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	11183	22-2990909	0	0		Aetna Dental Inc	NJ	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	95910	06-1177531	0	0		Aetna Dental Inc	TX	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	00000	30-0123760	0	0		Aetna Rx Home Delivery, LLC	DE	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	00000	13-3670795	0	0		Aetna Health Management, LLC	DE	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	00000	22-3187443	0	0		Aetna Ireland Inc	DE	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	00000	04-3134551	0	0		Chickering Claims Administrators, Inc	MA	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	00000	57-1209768	0	0		Aetna Specialty Pharmacy, LLC	DE	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	00000	20-1274723	0	0		Cofinity, Inc	DE	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	00000	23-2671370	0	0		@Credentials Inc	DE	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	00000	57-0640344	0	0		Strategic Resource Company	SC	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	13735	27-0563973	0	0		Aetna Better Health Inc	PA	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	13174	26-2867560	0	0		Aetna Better Health Inc	CT	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	14043	27-2512072	0	0		Aetna Better Health Inc	IL	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	00000	80-0629718	0	0		Aetna Better Health, Inc	LA	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	00000	80-0671703	0	0		Aetna Better Health Inc	FL	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	14229	25-2764938	0	0		Aetna Better Health Inc	OH		Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0
0001	AETNA INC	00000	04-2708160	0	0		Aetna Student Health Agency Inc	MA	DS	Aetna Health Holdings, LLC	Ownership	100.000	Aetna Inc	0

Q16

Statement as of June 30, 2012 of the **Aetna Better Health Inc. (an Ohio corporation)**

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0001.....	AETNA INC.....	00000.....	73-1702453	0.....	0.....		Delaware Physicians Care, Incorporated.....	DE.....	DS.....	Aetna Health Holdings, LLC.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	12913.....	20-5862801	0.....	0.....		Missouri Care, Incorporated.....	MO.....	DS.....	Aetna Health Holdings, LLC.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	01-0826783	0.....	0.....		Schaller Anderson Medical Administrators, Incorporated.....	DE.....	DS.....	Aetna Health Holdings, LLC.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	86-0842559	0.....	0.....		Schaller Anderson, L.L.C.....	AZ.....	DS.....	Aetna Health Holdings, LLC.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	45-2944270	0.....	0.....		iTriage, LLC.....	DE.....	DS.....	Aetna Health Holdings, LLC.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	16-1471176	0.....	0.....		Prodigy Health Group, Inc.....	DE.....	DS.....	Aetna Health Holdings, LLC.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	20-0438576	0.....	0.....		Niagara Re, Inc.....	NY.....	NIA.....	Prodigy Health Group, Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	52-2200070	0.....	0.....		Performax, Inc.....	DE.....	NIA.....	Prodigy Health Group, Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	87-0632355	0.....	0.....		Scrip World, LLC.....	UT.....	NIA.....	Prodigy Health Group, Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	27-1760756	0.....	0.....		Precision Benefit Services, Inc.....	DE.....	NIA.....	Prodigy Health Group, Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	31-1368946	0.....	0.....		American Health Holding, Inc.....	OH.....	NIA.....	Prodigy Health Group, Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	16-1264154	0.....	0.....		Meritain Health, Inc.....	NY.....	NIA.....	Prodigy Health Group, Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	86-0537707	0.....	0.....		ADMINCO, Inc.....	AZ.....	NIA.....	Prodigy Health Group, Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	86-0527428	0.....	0.....		Administrative Enterprises, Inc.....	AZ.....	NIA.....	Prodigy Health Group, Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	16-1684061	0.....	0.....		U.S. Healthcare Holdings, LLC.....	OH.....	NIA.....	Prodigy Health Group, Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	34-1670299	0.....	0.....		Prime Net, Inc.....	OH.....	NIA.....	Prodigy Health Group, Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	34-1348032	0.....	0.....		Professional Risk Management, Inc.....	OH.....	NIA.....	Prodigy Health Group, Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	68500.....	62-1181209	0.....	0.....		Continental Life Insurance Company of Brentwood, Tennessee.....	TN.....	IA.....	Aetna Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	12321.....	20-2901054	0.....	0.....		American Continental Insurance Company.....	TN.....	IA.....	Continental Life Insurance Company of Brentwood, Tennessee	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	60054.....	06-6033492	0.....	0.....		Aetna Life Insurance Company.....	CT.....	IA.....	Aetna Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	45-4901541	0.....	0.....		Aetna ACO Holdings, Inc.....	DE.....	DS.....	Aetna Life Insurance Company.....	Ownership.....	...60.300	Aetna Inc.....	4.....
0001.....	AETNA INC.....	00000.....	06-1270755	0.....	0.....		AHP Holdings, Inc.....	CT.....	NIA.....	Aetna Life Insurance Company.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	36153.....	06-1286276	0.....	0.....		Aetna Insurance Company of Connecticut.....	CT.....	IA.....	AHP Holdings, Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	06-1028469	0.....	0.....		AE Fourteen, Incorporated.....	CT.....	NIA.....	AHP Holdings, Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	06-1373153	0.....	0.....		Aetna Life Assignment Company.....	CT.....	NIA.....	AHP Holdings, Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	20-3678339	0.....	0.....		PE Holdings, LLC.....	CT.....	NIA.....	Aetna Life Insurance Company.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	06-1423207	0.....	0.....		Azalea Mall, L.L.C.....	DE.....	NIA.....	Aetna Life Insurance Company.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....		0.....	0.....		Canal Place, LLC.....	DE.....	NIA.....	Aetna Life Insurance Company.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	20-3180700	0.....	0.....		Aetna Ventures, LLC.....	DE.....	NIA.....	Aetna Life Insurance Company.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	81-0579372	0.....	0.....		Aetna Government Health Plans, LLC.....	DE.....	NIA.....	Aetna Life Insurance Company.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	59-2108747	0.....	0.....		Broadspire National Services, Inc.....	FL.....	NIA.....	Aetna Life Insurance Company.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	41-2035961	0.....	0.....		Aetna Financial Holdings, LLC.....	DE.....	NIA.....	Aetna Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	26-2030792	0.....	0.....		Aetna Asset Advisors, LLC.....	DE.....	NIA.....	Aetna Financial Holdings, LLC.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	23-2354500	0.....	0.....		U.S. Healthcare Properties, Inc.....	PA.....	NIA.....	Aetna Financial Holdings, LLC.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	38-3704481	0.....	0.....		Aetna Capital Management, LLC.....	DE.....	NIA.....	Aetna Financial Holdings, LLC.....	Ownership.....	...100.000	Aetna Inc.....	0.....

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Statement as of June 30, 2012 of the **Aetna Better Health Inc. (an Ohio corporation)**

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0001.....	AETNA INC.....	00000.....	11-3667142	0.....	0001314522		Aetna Partners Diversified Fund, LLC.....	DE.....	NIA.....	Aetna Financial Holdings, LLC.....	Ownership.....	...100.000	Aetna Inc.....	1.....
0001.....	AETNA INC.....	00000.....		0.....	0001460020		Aetna Partners Diversified Fund (Cayman), Limited (Cayman).....		NIA.....	Aetna Financial Holdings, LLC.....	Ownership.....	...100.000	Aetna Inc.....	2.....
0001.....	AETNA INC.....	00000.....	20-0446676	0.....	0.....		Aetna Workers' Comp Access, LLC.....	DE.....	NIA.....	Aetna Financial Holdings, LLC.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	20-0446713	0.....	0.....		Aetna Behavioral Health, LLC.....	DE.....	NIA.....	Aetna Financial Holdings, LLC.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	23-2670015	0.....	0.....		Managed Care Coordinators, Inc.....	DE.....	NIA.....	Aetna Financial Holdings, LLC.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	59-3269144	0.....	0.....		Horizon Behavioral Services, LLC.....	DE.....	NIA.....	Aetna Financial Holdings, LLC.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	61-1193498	0.....	0.....		Employee Assistance Services, LLC.....	KY.....	NIA.....	Horizon Behavioral Services, LLC.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	33-0052273	0.....	0.....		Health and Human Resource Center, Inc.....	CA.....	IA.....	Horizon Behavioral Services, LLC.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	75-2420973	0.....	0.....		Resources for Living, LLC.....	TX.....	NIA.....	Horizon Behavioral Services, LLC.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	36-3681261	0.....	0.....		The Vasquez Group Inc.....	IL.....	NIA.....	Horizon Behavioral Services, LLC.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	22-3178125	0.....	0.....		Work and Family Benefits, Inc.....	NJ.....	NIA.....	Horizon Behavioral Services, LLC.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	27-1773021	0.....	0.....		Leading Benefit Solutions, LLC.....	CT.....	NIA.....	Aetna Financial Holdings, LLC.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	20-5216478	0.....	0.....		PayFlex Holdings, Inc.....	DE.....	NIA.....	Aetna Financial Holdings, LLC.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	91-1774434	0.....	0.....		PayFlex Systems USA, Inc.....	NE.....	NIA.....	PayFlex Holdings, Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	78700.....	06-0876836	0.....	0.....		Aetna Health and Life Insurance Company.....	CT.....	IA.....	Aetna Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	72052.....	23-2710210	0.....	0.....		Aetna Health Insurance Company.....	PA.....	IA.....	Aetna Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	84450.....	57-0805126	0.....	0.....		Aetna Health Insurance Company of New York.....	NY.....	IA.....	Aetna Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	98-0166872	0.....	0.....		Aetna Risk Indemnity Company Limited.....	BM.....	IA.....	Aetna Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	06-1571642	0.....	0.....		Aetna International Inc.....	CT.....	NIA.....	Aetna Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	98-0211470	0.....	0.....		Aetna Life & Casualty (Bermuda) Ltd.....	BM.....	IA.....	Aetna International Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....		0.....	0.....		Aetna Health Services (UK) Limited.....	GB.....	NIA.....	Aetna International Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....		0.....	0.....		Aetna Insurance (Signapore) PTE. LTD.....	SG.....	NIA.....	Aetna International Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....		0.....	0.....		Aetna Global Benefits (Bermuda) Limited.....	BM.....	NIA.....	Aetna International Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....		0.....	0.....		Goodhealth Worldwide (Global) Limited.....	BM.....	NIA.....	Aetna Global Benefits (Bermuda) Limited.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....		0.....	0.....		Aetna Global Benefits (Europe) Limited.....	GB.....	NIA.....	Aetna Global Benefits (Bermuda) Limited.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....		0.....	0.....		Goodhealth Worldwide (Asia) Limited.....	HK.....	NIA.....	Aetna Global Benefits (Bermuda) Limited.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....		0.....	0.....		Aetna Global Benefits Limited.....	AE.....	NIA.....	Aetna Global Benefits (Bermuda) Limited.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....		0.....	0.....		Aetna Health Services (Middle East) FZ-LLC.....	AE.....	NIA.....	Aetna Global Benefits (Bermuda) Limited.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....		0.....	0.....		PT. Aetna Global Benefits Indonesia.....		NIA.....	Aetna Global Benefits (Bermuda) Limited.....	Ownership.....	...80.000	Aetna Inc.....	5.....
0001.....	AETNA INC.....	00000.....		0.....	0.....		Aetna Global Benefits (Middle East) LLC.....	AE.....	NIA.....	Aetna Global Benefits (Bermuda) Limited.....	Ownership.....	...49.000	Aetna Inc.....	6.....
0001.....	AETNA INC.....	00000.....		0.....	0.....		Aetna Global Benefits (Asia Pacific) Limited.....	HK.....	NIA.....	Aetna Global Benefits (Bermuda) Limited.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....		0.....	0.....		Indian Health Organisation Private Limited (India).....		NIA.....	Aetna Global Benefits (Asia Pacific) Limited.....	Ownership.....	...0.060	Aetna Inc.....	3.....
0001.....	AETNA INC.....	00000.....		0.....	0.....		Aetna Health Insurance Company of Europe Limited.....	IE.....	NIA.....	Aetna International Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....		0.....	0.....		Aetna (Shanghai) Enterprise Services Co. Ltd.....	SG.....	NIA.....	Aetna International Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....		0.....	0.....		Aetna (Beijing) Enterprise Management Services Co. (China).....		NIA.....	Aetna (Shanghai) Enterprise Services Co. Ltd.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....		0.....	0.....		Aetna Global Benefits (Singapore) PTE, LTD.....	SG.....	NIA.....	Aetna International Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....		0.....	0.....		Indian Health Organisation Private Limited (India).....		NIA.....	Aetna Global Benefits (Singapore) PTE, LTD.....	Ownership.....	...99.940	Aetna Inc.....	3.....

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Statement as of June 30, 2012 of the **Aetna Better Health Inc. (an Ohio corporation)**

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0001.....	AETNA INC.....	00000.....	22-2578985	0.....	0.....		AUSHC Holdings, Inc.....	CT.....	NIA.....	Aetna Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	06-1182176	0.....	0.....		PHPSNE Parent Corporation.....	DE.....	NIA.....	AUSHC Holdings, Inc.....	Ownership.....	...55.000	Aetna Inc.....	8.....
0001.....	AETNA INC.....	00000.....	52-2182411	0.....	0.....		Active Health Management, Inc.....	DE.....	NIA.....	Aetna Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	23-3009341	0.....	0.....		Health Data & Management Solutions, Inc.....	DE.....	NIA.....	Active Health Management, Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	23-2604867	0.....	0.....		Aetna Integrated Informatics, Inc.....	PA.....	NIA.....	Active Health Management, Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	13980.....	27-2192415	0.....	0.....		Health Re, Inc.....	VT.....	IA.....	Aetna Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	51-0029326	0.....	0.....		ASI Wings, L.L.C.....	DE.....	NIA.....	Aetna Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	06-0918924	0.....	0.....		Luettgens Limited.....	CT.....	NIA.....	Aetna Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	33-0807547	0.....	0.....		Medicity Inc.....	DE.....	NIA.....	Aetna Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	27-0259978	0.....	0.....		Novo Innovations, LLC.....	DE.....	NIA.....	Medicity Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....
0001.....	AETNA INC.....	00000.....	27-1170966	0.....	0.....		Allviant Corporation.....	DE.....	NIA.....	Medicity Inc.....	Ownership.....	...100.000	Aetna Inc.....	0.....

Asterisk Explanation

1	Aetna Life Insurance Company and Aetna Health Life Insurance Company own substantially all of the non-managing membership interests.
2	Aetna Life Insurance Company owns the Class C participating shares.
3	Aetna Global Benefits (Asia Pacific) Limited owns 0.063538% and Aetna Global Benefits (Singapore) PTE. LTD. owns 99.936462%.
4	Aetna Life Insurance Company owns 302 shares, Aetna Health Inc. (PA) owns 198 shares and Aetna Health Holdings, LLC owns 1 share.
5	Aetna Global Benefits (Bermuda) Limited owns 80% and 20% is owned by Suhatsyah Rivai, Aetna's Nominee.
6	Aetna Global Benefits (Bermuda) Limited owns 49% and 51% is owned by Euro Gulf LLC, Aetna's Nominee.
7	Aetna ACO Holdings, Inc. owns 50% and 50% is owned by Innova Health System Foundation, an unaffiliated company.
8	55% is owned by AUSHC Holdings, Inc. and 45% is owned by third parties.

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Statement as of June 30, 2012 of the Aetna Better Health Inc. (an Ohio corporation)
SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

Response

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

NO

Explanation:

1.

Bar Code:



NONE

Statement as of June 30, 2012 of the **Aetna Better Health Inc. (an Ohio corporation)**
SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....	0	0
2.2 Additional investment made after acquisition.....	0	0
3. Current year change in encumbrances.....	0	0
4. Total gain (loss) on disposals.....	0	0
5. Deduct amounts received on disposals.....	0	0
6. Total foreign exchange change in book/adjusted carrying value.....	0	0
7. Deduct current year's other than temporary impairment recognized.....	0	0
8. Deduct current year's depreciation.....	0	0
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8).....	0	0
10. Deduct total nonadmitted amounts.....	0	0
11. Statement value at end of current period (Line 9 minus Line 10).....	0	0

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year.....	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....	0	0
2.2 Additional investment made after acquisition.....	0	0
3. Capitalized deferred interest and other.....	0	0
4. Accrual of discount.....	0	0
5. Unrealized valuation increase (decrease).....	0	0
6. Total gain (loss) on disposals.....	0	0
7. Deduct amounts received on disposals.....	0	0
8. Deduct amortization of premium and mortgage interest points and commitment fees.....	0	0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest.....	0	0
10. Deduct current year's other than temporary impairment recognized.....	0	0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	0	0
12. Total valuation allowance.....	0	0
13. Subtotal (Line 11 plus Line 12).....	0	0
14. Deduct total nonadmitted amounts.....	0	0
15. Statement value at end of current period (Line 13 minus Line 14).....	0	0

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....	0	0
2.2 Additional investment made after acquisition.....	0	0
3. Capitalized deferred interest and other.....	0	0
4. Accrual of discount.....	0	0
5. Unrealized valuation increase (decrease).....	0	0
6. Total gain (loss) on disposals.....	0	0
7. Deduct amounts received on disposals.....	0	0
8. Deduct amortization of premium and depreciation.....	0	0
9. Total foreign exchange change in book/adjusted carrying value.....	0	0
10. Deduct current year's other than temporary impairment recognized.....	0	0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	0	0
12. Deduct total nonadmitted amounts.....	0	0
13. Statement value at end of current period (Line 11 minus Line 12).....	0	0

NONE

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year.....	507,890	0
2. Cost of bonds and stocks acquired.....	0	508,203
3. Accrual of discount.....	0	0
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals.....	0	0
6. Deduct consideration for bonds and stocks disposed of.....	0	0
7. Deduct amortization of premium.....	565	313
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	507,325	507,890
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11).....	507,325	507,890

Statement as of June 30, 2012 of the **Aetna Better Health Inc. (an Ohio corporation)**

SCHEDULE D - PART 1B

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

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	1,298,985	1,583,751	1,581,810	(156)	1,298,985	1,300,770	.0	1,299,230
2. Class 2 (a).....	0	0	0	0	0	0	0	0
3. Class 3 (a).....	0	0	0	0	0	0	0	0
4. Class 4 (a).....	0	0	0	0	0	0	0	0
5. Class 5 (a).....	0	0	0	0	0	0	0	0
6. Class 6 (a).....	0	0	0	0	0	0	0	0
7. Total Bonds.....	1,298,985	1,583,751	1,581,810	(156)	1,298,985	1,300,770	.0	1,299,230
PREFERRED STOCK								
8. Class 1.....	0	0	0	0	0	0	0	0
9. Class 2.....	0	0	0	0	0	0	0	0
10. Class 3.....	0	0	0	0	0	0	0	0
11. Class 4.....	0	0	0	0	0	0	0	0
12. Class 5.....	0	0	0	0	0	0	0	0
13. Class 6.....	0	0	0	0	0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock.....	1,298,985	1,583,751	1,581,810	(156)	1,298,985	1,300,770	.0	1,299,230

QSI02

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation:
NAIC 1 \$.....793,445; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0.

Statement as of June 30, 2012 of the **Aetna Better Health Inc. (an Ohio corporation)**
SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals.....	.....3,461	.....XXX.....	.....3,461	.....0	.....0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	.....791,340	.....0
2. Cost of short-term investments acquired.....	.....793,863	.....1,300,017
3. Accrual of discount.....	.....34	.....0
4. Unrealized valuation increase (decrease).....	.....0	.....0
5. Total gain (loss) on disposals.....	.....0	.....0
6. Deduct consideration received on disposals.....	.....1,581,776	.....508,677
7. Deduct amortization of premium.....	.....0	.....0
8. Total foreign exchange change in book/adjusted carrying value.....	.....0	.....0
9. Deduct current year's other than temporary impairment recognized.....	.....0	.....0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	.....3,461	.....791,340
11. Deduct total nonadmitted amounts.....	.....0	.....0
12. Statement value at end of current period (Line 10 minus Line 11).....	.....3,461	.....791,340

**Sch. DB-Pt A-Verification
NONE**

**Sch. DB-Pt B-Verification
NONE**

**Sch. DB-Pt C-Sn 1
NONE**

**Sch. DB-Pt C-Sn 2
NONE**

**Sch. DB-Verification
NONE**

SCHEDULE E- VERIFICATION

Cash Equivalents

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	0
2. Cost of cash equivalents acquired.....	1,579,861	0
3. Accrual of discount.....	123	0
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals.....	0	0
6. Deduct consideration received on disposals.....	790,000	0
7. Deduct amortization of premium.....	0	0
8. Total foreign exchange change in book/ adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	789,984	0
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11).....	789,984	0

**Sch. A-Pt 2
NONE**

**Sch. A-Pt 3
NONE**

**Sch. B-Pt 2
NONE**

**Sch. B-Pt 3
NONE**

**Sch. BA-Pt 2
NONE**

**Sch. BA-Pt 3
NONE**

**Sch. D-Pt 3
NONE**

**Sch. D-Pt 4
NONE**

**Sch. DB-Pt A-Sn 1
NONE**

**Sch. DB-Pt B-Sn 1
NONE**

**Sch. DB-Pt B-Sn 1B-Broker List
NONE**

**Sch. DB-Pt D
NONE**

**Sch. DL-Pt. 1
NONE**

**Sch. DL-Pt. 2
NONE**

Statement as of June 30, 2012 of the Aetna Better Health Inc. (an Ohio corporation)
SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	

Open Depositories

Bank of America..... Dallas, TX.....		.....0.000	.....0	.....0	.....1,700,000	.....1,700,000	.....1,700,000	XXX..
0199999. Total Open Depositories.....	...XXX.....	...XXX.....	.....0	.....0	.....1,700,000	.....1,700,000	.....1,700,000	XXX..
0399999. Total Cash on Deposit.....	...XXX.....	...XXX.....	.....0	.....0	.....1,700,000	.....1,700,000	.....1,700,000	XXX..
0599999. Total Cash.....	...XXX.....	...XXX.....	.....0	.....0	.....1,700,000	.....1,700,000	.....1,700,000	XXX..

Statement as of June 30, 2012 of the **Aetna Better Health Inc. (an Ohio corporation)**

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
U.S. Government Bonds - Issuer Obligations							
US TREASURY BILL.....		05/10/2012	0.068	07/12/2012	789,984	.0	.77
0199999. U.S. Government Bonds - Issuer Obligations.....					789,984	.0	.77
0599999. Total - U.S. Government Bonds.....					789,984	.0	.77
Total Bonds							
7799999. Subtotals - Issuer Obligations.....					789,984	.0	.77
8399999. Subtotals - Bonds.....					789,984	.0	.77
8699999. Total - Cash Equivalents.....					789,984	.0	.77

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