

Tracy Trudeau
Senior Accountant



CIGNA HealthCare

April 22, 2004

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Mr. Stuart Turney
Maine Bureau of Insurance
Financial Analysis Division
124 Northern Avenue
Gardiner, ME 04345

Dear Mr. Turney:

On behalf of CIGNA HealthCare of Maine, Inc., I am requesting your approval to pay a cash dividend in the amount of \$10 million on or about May 30, 2004. Following is the information that is required in Regulation 180 Section 19, Extraordinary dividends and other distributions.

1. The amount of the proposed dividend is \$10 million.
2. The date established for payment is May 30, 2004.
3. This is to be a cash dividend.
4. Calculation to determine whether proposed dividend is an Extraordinary Dividend as defined pursuant to ME code section 4222-B.

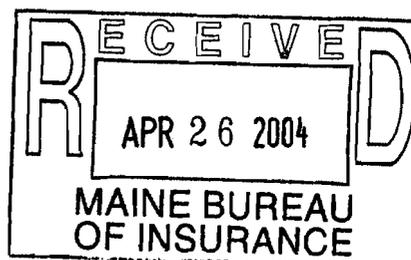
"Any dividend or distribution that exceeds the greater of (A) 10% of the insurers surplus to policyholders as of Dec 31st of the preceding year; (B) the net gain from operations for the 12-month period ending December 31st of the preceding year."

- (a) 10 % of such insurer's surplus as regards policyholders as of the December 31, 2003

Surplus	\$23,004,209
Multiplied by	10%
Total	\$ 2,300,421

- (b) The net gain from operations for the 12-month period ending December 31, 2003 was \$6,078,624.

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Also,

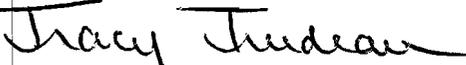
- i. There have been no dividends or distributions paid within the period of 12 consecutive months ending on the date fixed for payment of the proposed dividend.
- ii. Surplus as regards to policyholders (total capital and surplus) as of December 31, 2003 was \$23,004,209.
- iii. The insurer is not a life insurer.
- iv. The net gain from operations for the 12 month period ending December 31, 2003 and the two preceding 12 month periods is as follows:

December 31, 2003	\$6,078,624
December 31, 2002	\$4,055,459
December 31, 2001	\$1,189,453

- v. There were no dividends paid to stockholders excluding distributions of the insurer's own securities in the preceding two calendar years.
5. Balance Sheet and Income Statement for March 2004 are enclosed. The numbers are preliminary and are not considered final until filed but we do not anticipate material changes to the attached.
 6. Preliminary March 31, 2004 surplus of \$24,483,703 was of the Minimum Net Worth Requirement of \$9,042,230 at of December 31, 2003. This was consistent with the surplus of \$23,004,209 at December 31, 2003. From 1999 to 2003, surplus increased while authorized control level RBC decreased by . Subsequent to the payment of the dividend, CIGNA HealthCare of Maine's net worth will be sufficient based on expected liabilities and future financial needs.

If you have any questions or need additional information, please contact me at (860) 226-6192 or by e-mail at Tracy.Trudeau@CIGNA.com.

Sincerely,



Tracy Trudeau
Senior Accountant

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Encl.: Preliminary Balance Sheet and Income Statement, March 31, 2004