

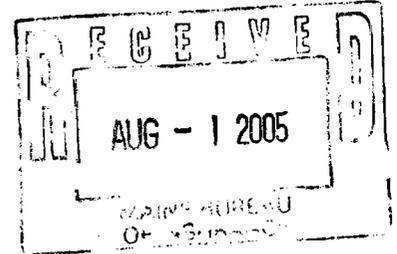


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151 Farmington Avenue
Hartford, CT 06156

July 28, 2005

Nancy A. Frazer
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Mr. Stuart E. Turney
Examiner-in-Charge
Department of Professional and Financial Regulation
Bureau of Insurance
34 State House Station
Augusta, ME 04333-0034



Re: **Aetna Health Inc.**

Dear Mr. Turney:

Attached is a Form D Prior Notice of a Transaction to request approval of an extraordinary distribution in the amount of \$3,500,000 for Aetna Health Inc. A portion of this distribution would be a return of gross paid in and contributed surplus.

Please contact me if you have questions or need additional information.

Very truly yours,

Nancy A. Frazer

cc: William C. Baskin III