



QUARTERLY STATEMENT

AS OF JUNE 30, 2010
OF THE CONDITION AND AFFAIRS OF THE

Humana Health Plan, Inc.

NAIC Group Code	0119 <small>(Current Period)</small>	0119 <small>(Prior Period)</small>	NAIC Company Code	95885	Employer's ID Number	61-1013183
Organized under the Laws of	Kentucky		State of Domicile or Port of Entry	Kentucky		
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 [X] No []			
Incorporated/Organized	08/23/1982	Commenced Business	09/23/1983			
Statutory Home Office	321 West Main Street - 12th Floor <small>(Street and Number)</small>		Louisville, KY 40202 <small>(City or Town, State and Zip Code)</small>			
Main Administrative Office	321 West Main Street - 12th Floor <small>(Street and Number)</small>	Louisville, KY 40202 <small>(City or Town, State and Zip Code)</small>	502-580-1000 <small>(Area Code) (Telephone Number)</small>			
Mail Address	P.O. Box 740036 <small>(Street and Number or P.O. Box)</small>		Louisville, KY 40201-7436 <small>(City or Town, State and Zip Code)</small>			
Primary Location of Books and Records	321 West Main Street - 12th Floor <small>(Street and Number)</small>		Louisville, KY 40202 <small>(City or Town, State and Zip Code)</small>	502-580-1000 <small>(Area Code) (Telephone Number)</small>		
Internet Web Site Address	www.humana.com					
Statutory Statement Contact	Abby Goodloe <small>(Name)</small>		502-580-1632 <small>(Area Code) (Telephone Number) (Extension)</small>			
	agoodloe1@humana.com <small>(E-mail Address)</small>		502-580-2099 <small>(FAX Number)</small>			

OFFICERS

Name	Title	Name	Title
Michael Benedict McCallister	President & CEO	Joan Olliges Lenahan	VP & Corporate Secretary
James Harry Bloem	Sr. VP, CFO & Treasurer	Frank Murray Amrine	Appointed Actuary

OTHER OFFICERS

Randa Lynn Anderson-Stice	Reg.Pres. - Sr. Prod/Central Reg.	George Grant Bauernfeind	Vice President
Jeffrey Bergin Bringardner	Market President - Kentucky	John Ellis Brown	VP - Medicare Service Operations
John Gregory Catron	Vice President	Peter James Edwards	VP & Div. Leader - Eastern Div.
Mark Sobhi El-Tawil	Reg. CEO/West Region	Mark Jason Fehring	Regional VP - Finance
Roy Goldman Ph.D #	VP & Chief Actuary	Gary Edward Goldstein M.D.	VP & Div. Leader - Central Div.
Deborah Ann Gracey	Reg.Pres.-Sr.Prod.-North Region	Robert Todd Hitchcock	VP & Div. Leader - Western Div.
Morris Curt Howell #	Market President-NV/AZ/UT	Michael Allen Kasper	Market President - Chicago
Mark Everett Kiffer D.O.	Mkt VP/CMO - Sr Prod/Phoenix	Paul Francis Kraemer	Regional CEO - East Region
Charles Frederic Lambert III #	Vice President	Thomas Joseph Liston	Sr. Vice President - Sr. Prod.
Clarence Evans Looney	Market President - Tennessee	Kenneth Scott Malcolmson	Regional CEO
Heidi Suzanne Margulis	Sr. Vice President	Veronica Lynn Martin	Market President - Indianapolis
Kevin Ross Meriwether	Reg. President - Sr. Prod/East	Khalid Nazir	Vice President
Daniel Joseph Oftedahl	Market President - Colorado	George Renaudin	VP & Div. Leader - Southern Div.
Oraida Maria Roman	RegPresSrProd/IntermountainReg	Larry Dale Savage	Regional CEO
Debra Anne Smith	Reg.Pres.-Sr.Prod/West Coast Reg.	William Joseph Tait	Vice President
Gary Dean Thompson	Vice President	Melissa Louise Weaver M.D.	Vice President
Timothy Alan Wheatley	VP - Sr. Products/Finance	Ralph Martin Wilson	Vice President
Joseph Christopher Ventura #	Assistanat Secretary		

DIRECTORS OR TRUSTEES

Michael Benedict McCallister	James Elmer Murray	Melissa Louise Weaver M.D.
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State of _____ Kentucky _____

County of _____ Jefferson _____

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Michael Benedict McCallister
President & CEO

Joan Olliges Lenahan
VP & Corporate Secretary

James Harry Bloem
Sr. VP, CFO & Treasurer

Subscribed and sworn to before me this
9th day of August, 2010

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 _____

Myra Carpenter, Notary Public
August 9, 2013

STATEMENT AS OF JUNE 30, 2010 OF THE Humana Health Plan, Inc.

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	268,213,044	0	268,213,044	156,905,495
2. Stocks:				
2.1 Preferred stocks		0	0	0
2.2 Common stocks	26,486,590	0	26,486,590	26,798,974
3. Mortgage loans on real estate:				
3.1 First liens	27,600,000	0	27,600,000	27,600,000
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)	69,283	0	69,283	121,387
4.3 Properties held for sale (less \$ 0 encumbrances)	0	0	0	0
5. Cash (\$ (5,803,570)), cash equivalents (\$ 131,520,752) and short-term investments (\$ 6,733,492)	132,450,674	0	132,450,674	134,666,358
6. Contract loans (including \$ 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. Aggregate write-ins for invested assets	0	0	0	0
11. Subtotals, cash and invested assets (Lines 1 to 10)	454,819,591	0	454,819,591	346,092,214
12. Title plants less \$ charged off (for Title insurers only)	0	0	0	0
13. Investment income due and accrued	2,689,129	0	2,689,129	1,620,053
14. Premiums and considerations:				
14.1 Uncollected premiums and agents' balances in the course of collection	13,302,776	478,472	12,824,304	11,689,341
14.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)	0	0	0	0
14.3 Accrued retrospective premiums	45,712,044	0	45,712,044	12,584,048
15. Reinsurance:				
15.1 Amounts recoverable from reinsurers	4,278,247	0	4,278,247	0
15.2 Funds held by or deposited with reinsured companies	0	0	0	0
15.3 Other amounts receivable under reinsurance contracts	0	0	0	0
16. Amounts receivable relating to uninsured plans	12,714,115	24,453	12,689,662	8,105,406
17.1 Current federal and foreign income tax recoverable and interest thereon	0	0	0	0
17.2 Net deferred tax asset	65,544,992	57,822,805	7,722,187	11,740,306
18. Guaranty funds receivable or on deposit	0	0	0	0
19. Electronic data processing equipment and software	333,041	41,632	291,409	489,166
20. Furniture and equipment, including health care delivery assets (\$ 0)	2,328,351	2,328,351	0	0
21. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0	0
22. Receivables from parent, subsidiaries and affiliates	0	0	0	7,512,841
23. Health care (\$ 7,414,654) and other amounts receivable	9,740,380		9,740,380	5,594,208
24. Aggregate write-ins for other than invested assets	152,147,528	146,403,397	5,744,131	0
25. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 11 to 24)	763,610,194	207,099,110	556,511,084	405,427,583
26. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
27. Total (Lines 25 and 26)	763,610,194	207,099,110	556,511,084	405,427,583
DETAILS OF WRITE-INS				
1001.			0	0
1002.			0	0
1003.			0	0
1098. Summary of remaining write-ins for Line 10 from overflow page	0	0	0	0
1099. Totals (Lines 1001 through 1003 plus 1098) (Line 10 above)	0	0	0	0
2401. Federal Contingency Receivable	5,744,131		5,744,131	0
2402. Intangible Assets Related to Acquired Membership	145,060,468	145,060,468	0	0
2403. Prepaid Commissions	815,692	815,692	0	0
2498. Summary of remaining write-ins for Line 24 from overflow page	527,237	527,237	0	0
2499. Totals (Lines 2401 through 2403 plus 2498) (Line 24 above)	152,147,528	146,403,397	5,744,131	0

STATEMENT AS OF JUNE 30, 2010 OF THE Humana Health Plan, Inc.

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ 9,548,275 reinsurance ceded)	164,267,673	9,251,586	173,519,259	152,850,096
2. Accrued medical incentive pool and bonus amounts	1,735,472		1,735,472	1,987,544
3. Unpaid claims adjustment expenses	3,324,849		3,324,849	2,827,095
4. Aggregate health policy reserves	22,187,179		22,187,179	27,960,947
5. Aggregate life policy reserves	0		0	0
6. Property/casualty unearned premium reserve	0		0	0
7. Aggregate health claim reserves	180,445	7,555	188,000	627,000
8. Premiums received in advance	17,195,208		17,195,208	17,888,474
9. General expenses due or accrued	10,485,796		10,485,796	10,098,459
10.1 Current federal and foreign income tax payable and interest thereon (including \$ (105,359) on realized gains (losses))	12,686,117		12,686,117	0
10.2 Net deferred tax liability	0		0	0
11. Ceded reinsurance premiums payable	0		0	0
12. Amounts withheld or retained for the account of others	0		0	0
13. Remittances and items not allocated	0		0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)	0		0	0
15. Amounts due to parent, subsidiaries and affiliates	25,424,514		25,424,514	0
16. Derivatives	0		0	0
17. Payable for securities	0		0	0
18. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthorized reinsurers)	0		0	0
19. Reinsurance in unauthorized companies	0		0	0
20. Net adjustments in assets and liabilities due to foreign exchange rates	0		0	0
21. Liability for amounts held under uninsured plans	18,692,860		18,692,860	8,999,147
22. Aggregate write-ins for other liabilities (including \$ 8,769,409 current)	8,769,409	0	8,769,409	6,573,807
23. Total liabilities (Lines 1 to 22)	284,949,522	9,259,141	294,208,663	229,812,569
24. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
25. Common capital stock	XXX	XXX	2,248,000	2,248,000
26. Preferred capital stock	XXX	XXX	0	0
27. Gross paid in and contributed surplus	XXX	XXX	416,255,376	414,118,594
28. Surplus notes	XXX	XXX	0	0
29. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
30. Unassigned funds (surplus)	XXX	XXX	(156,200,955)	(240,751,580)
31. Less treasury stock, at cost:				
31.1 shares common (value included in Line 25 \$)	XXX	XXX		0
31.2 shares preferred (value included in Line 26 \$)	XXX	XXX		0
32. Total capital and surplus (Lines 24 to 30 minus Line 31)	XXX	XXX	262,302,421	175,615,014
33. Total liabilities, capital and surplus (Lines 23 and 32)	XXX	XXX	556,511,084	405,427,583
DETAILS OF WRITE-INS				
2201. Medicare Risk Adjustment Payable	5,100,000		5,100,000	2,885,590
2202. Miscellaneous Liabilities	3,669,409		3,669,409	3,688,217
2203.			0	0
2298. Summary of remaining write-ins for Line 22 from overflow page	0	0	0	0
2299. Totals (Lines 2201 through 2203 plus 2298) (Line 22 above)	8,769,409	0	8,769,409	6,573,807
2401.	XXX	XXX		0
2402.	XXX	XXX		0
2403.	XXX	XXX		0
2498. Summary of remaining write-ins for Line 24 from overflow page	XXX	XXX	0	0
2499. Totals (Lines 2401 through 2403 plus 2498) (Line 24 above)	XXX	XXX	0	0
2901.	XXX	XXX		0
2902.	XXX	XXX		0
2903.	XXX	XXX		0
2998. Summary of remaining write-ins for Line 29 from overflow page	XXX	XXX	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	2,437,710	2,234,754	4,688,908
2. Net premium income (including \$ 0 non-health premium income).....	XXX	955,536,068	890,845,988	1,767,233,548
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	4,399	16,292	(19,089)
4. Fee-for-service (net of \$ 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	955,540,467	890,862,280	1,767,214,459
Hospital and Medical:				
9. Hospital/medical benefits.....	29,858,749	705,856,451	691,907,389	1,336,079,607
10. Other professional services.....		15,995,221	2,917,020	30,723,282
11. Outside referrals.....		0	0	0
12. Emergency room and out-of-area.....	1,731,077	20,645,609	20,543,303	41,973,734
13. Prescription drugs.....		104,386,247	99,263,800	185,191,073
14. Aggregate write-ins for other hospital and medical.....	0	4,163	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		217,166	24,988,280	1,768,284
16. Subtotal (Lines 9 to 15).....	31,589,826	847,104,857	839,619,792	1,595,735,980
Less:				
17. Net reinsurance recoveries.....		52,194,998	62,299,951	81,515,627
18. Total hospital and medical (Lines 16 minus 17).....	31,589,826	794,909,859	777,319,841	1,514,220,353
19. Non-health claims (net).....		0	0	0
20. Claims adjustment expenses, including \$ 7,861,290 cost containment expenses.....		17,980,993	20,325,534	36,956,531
21. General administrative expenses.....		118,857,083	137,657,062	219,225,645
22. Increase in reserves for life and accident and health contracts (including \$0 increase in reserves for life only).....		(8,870,000)	520,052	(3,404,454)
23. Total underwriting deductions (Lines 18 through 22).....	31,589,826	922,877,935	935,822,489	1,766,998,075
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX	32,662,532	(44,960,209)	216,384
25. Net investment income earned.....		4,456,251	6,071,382	10,411,095
26. Net realized capital gains (losses) less capital gains tax of \$(105,359).....		(195,667)	(170,579)	(806,402)
27. Net investment gains (losses) (Lines 25 plus 26).....	0	4,260,584	5,900,803	9,604,693
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)].....		0	0	0
29. Aggregate write-ins for other income or expenses.....	0	122,757	103,466	(18,287,474)
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	37,045,873	(38,955,940)	(8,466,397)
31. Federal and foreign income taxes incurred.....	XXX	12,791,474	(13,776,496)	435,589
32. Net income (loss) (Lines 30 minus 31).....	XXX	24,254,399	(25,179,444)	(8,901,986)
DETAILS OF WRITE-INS				
0601.	XXX		0	0
0602.	XXX		0	0
0603.	XXX		0	0
0698. Summary of remaining write-ins for Line 6 from overflow page.....	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above).....	XXX	0	0	0
0701.	XXX		0	0
0702.	XXX		0	0
0703.	XXX		0	0
0798. Summary of remaining write-ins for Line 7 from overflow page.....	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above).....	XXX	0	0	0
1401. Other Medical Expenses.....		4,163	0	0
1402.			0	0
1403.			0	0
1498. Summary of remaining write-ins for Line 14 from overflow page.....	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above).....	0	4,163	0	0
2901. Miscellaneous Income.....		122,757	103,466	234,331
2902. Amortization Expense.....			0	(18,521,805)
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page.....	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above).....	0	122,757	103,466	(18,287,474)

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	175,615,014	177,268,531	177,268,531
34. Net income or (loss) from Line 32	24,254,399	(25,179,444)	(8,901,986)
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	(317,500)	(1,800,220)	1,717,339
37. Change in net unrealized foreign exchange capital gain or (loss)	0	0	0
38. Change in net deferred income tax	(18,940,525)	0	(33,560,812)
39. Change in nonadmitted assets	27,490,162	1,910,185	51,466,812
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	0
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	2,136,782	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	52,064,089	0	(12,374,870)
48. Net change in capital and surplus (Lines 34 to 47)	86,687,407	(25,069,479)	(1,653,517)
49. Capital and surplus end of reporting period (Line 33 plus 48)	262,302,421	152,199,052	175,615,014
DETAILS OF WRITE-INS			
4701. Correction of Prior Period Errors.....	52,064,089	0	(12,374,870)
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 through 4703 plus 4798) (Line 47 above)	52,064,089	0	(12,374,870)

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	916,798,312	876,966,890	1,772,069,395
2. Net investment income	4,427,149	6,456,610	12,246,776
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	921,225,461	883,423,500	1,784,316,171
5. Benefit and loss related payments	787,823,252	795,159,233	1,541,756,529
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	113,202,107	128,326,152	229,254,312
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ 0 tax on capital gains (losses)	0	(13,868,346)	1,373
10. Total (Lines 5 through 9)	901,025,359	909,617,039	1,771,012,214
11. Net cash from operations (Line 4 minus Line 10)	20,200,102	(26,193,539)	13,303,957
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	51,791,669	60,391,877	149,369,935
12.2 Stocks	0	13,166,644	13,166,644
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	(1,820)	(55)	(969)
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	51,789,849	73,558,466	162,535,610
13. Cost of investments acquired (long-term only):			
13.1 Bonds	164,391,407	32,741,674	75,340,812
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)	164,391,407	32,741,674	75,340,812
14. Net increase (or 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)	(112,601,558)	40,816,792	87,194,798
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	2,136,782	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	12,374,870
16.6 Other cash provided (applied)	88,048,990	(26,819,448)	27,538,136
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	90,185,772	(26,819,448)	15,163,266
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(2,215,684)	(12,196,195)	115,662,021
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	134,666,358	19,004,337	19,004,337
19.2 End of period (Line 18 plus Line 19.1)	132,450,674	6,808,142	134,666,358

STATEMENT AS OF JUNE 30, 2010 OF THE Humana Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	365,674	18,269	236,528	2	0	0	22,987	87,888	0	0
2. First Quarter	383,425	18,162	228,390	2	0	0	25,437	111,434	0	0
3. Second Quarter	413,373	18,114	268,761	0	557	2,784	25,214	97,943	0	0
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	2,437,710	108,764	1,575,481		3,132	14,754	152,127	583,452		
Total Member Ambulatory Encounters for Period:										
7. Physician	1,349,430	54,405	610,196				112,975	571,854		
8. Non-Physician	1,074,500	51,536	457,169				43,418	522,377		
9. Total	2,423,930	105,941	1,067,365	0	0	0	156,393	1,094,231	0	0
10. Hospital Patient Days Incurred	77,248	2,262	25,808				3,958	45,220		
11. Number of Inpatient Admissions	17,182	614	7,491				1,386	7,691		
12. Health Premiums Written (a).....	1,026,179,989	13,170,368	387,076,233	5,392	145,526	799,582	63,283,555	561,699,333		
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	1,026,184,395	13,174,767	387,076,233	5,399	145,526	799,582	63,283,555	561,699,333		
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	827,043,118	10,454,704	330,786,327	5,354	190,057	280,838	53,640,228	431,685,610		
18. Amount Incurred for Provision of Health Care Services	847,104,857	10,130,454	322,727,171	5,427	190,057	471,981	55,249,867	458,329,900		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 561,699,333

STATEMENT AS OF JUNE 30, 2010 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims unpaid (Reported)						
CIARLARIELLO SIDHOM.....	8,086	6,232	24			14,342
GLEN ELLYN CLINIC.....			122,574		2,581	125,155
DUAL DCODE (PROVIDER).....	8,562	2,037				10,599
DUAL DCODEH (HOSPITAL).....	22,779				343	23,122
ACCESS MEDIQUIP LLC.....	11,796				4,301	16,097
ACCREDO HEALTH GROUP.....	16,474	7,865	13,329		3,174	40,842
ACCREDO HEALTH GROUP INC.....	36,695	15,921			3,902	56,519
ADVANCED ANESTHESIA ASSOCIATES.....	9,489	692	601			10,782
ADVENTIST BOLINGBROOK HOSPITAL.....	17,227	156	1,506	296		19,185
ADVENTIST GLEN OAKS HOSPITAL.....	13,924	521				14,445
ADVENTIST HINSDALE HOSPITAL.....	48,184	22,823				71,007
ADVOCATE CHRIST MEDICAL CNTR.....	280,243	29,697	15,739		3,725	329,403
ADVOCATE CONDELL MEDICAL CTR.....	61,485	517				62,002
ADVOCATE GOOD SAMARITAN.....	115,141	6,043	931			122,114
ADVOCATE GOOD SHEPHERD HOSPITAL.....	8,016	759	1,804		258	10,837
ADVOCATE HOME HEALTH SERVICES.....	10,152				1,182	11,335
ADVOCATE HOME HEALTH SERVICE.....	8,363	1,695			73	10,131
ADVOCATE ILLINOIS MASONIC.....	130,781	8,958	2,231		1,015	142,985
ADVOCATE LUTHERAN GENERAL HOSPITAL.....	41,561	3,844	1,032			46,437
ADVOCATE SOUTH SUBURBAN HOSPITAL.....	93,884	18,335	7,476	5,105	3,399	128,200
ADVOCATE TRINITY HOSPITAL.....	63,106	14,063		221	1,289	78,679
AFFINITY BIOTECH INC.....	25,212					25,212
ALAMO HEIGHTS SURGICARE LP.....	3,168	8,196				11,363
ALAN L GILMAN MD.....	10,239					10,239
ALDEN LAKE LAND REHABILITATION.....	21,755					21,755
ALDEN WATERFORD REHABILITATION.....	13,675				183	13,859
ALEXIAN BROTHERS MEDICAL CTR.....	81,895	1,911				83,806
ALEXIS NORELLE.....	14,206		295			14,502
ALL CHILDRENS HOSPITAL.....	152,647	3,015	471	301	5,244	161,677
ALLEN MEMORIAL HOSPITAL.....	13,823					13,823
AMEDISYS INC.....	20,428	3,501				23,929
AMERICAN MEDICAL RESPONSE.....	9,631	1,557				11,188
AMERITOX.....	4,317	5,717				10,034
ANESTHESIA ASSOCIATES OF CINCINNATI INC.....	26,270	132			439	26,842
ANESTHESIA ASSOC OF KCPC.....	9,036	1,536				10,572
ANN STROINK.....		10,070				10,070
ANTON THOMPSON.....	11,059					11,059
APRIA HEALTHCARE INC.....	14,118	2,772	7,276	6,976	626	31,768
ARH REGIONAL MEDICAL CENTER.....	6,918	15,722	171	255	1,816	24,882
ARH WHITESBURG.....	9,714	1,570	58			11,342
ARIZONA REGIONAL MEDICAL.....	30,402					30,402
ARROWHEAD HOSPITAL.....	74,083	7,069				81,152
ASAD BASHEY.....	31,510				642	32,152
ATLANTIC REGIONAL MEDICAL CENTER.....	22,018					22,018
ATP ANESTHESIA LLC.....					62,778	62,778
ATRIUM MEDICAL CENTER.....	7,440	25,063				32,503
AURORA ANESTHESIA ASSOCIATES.....					17,258	17,258
AURORA BAYCARE MEDICAL CENTER.....	88,127		3,921		3,363	95,411
AURORA DIALYSIS CENTER.....	662	11,668				12,330
AURORA HEALTH CARE METRO INC.....	141,304	1,362	2,877		17,680	163,223
AURORA MEDICAL CENTER HARTFORD.....	12,102			390		12,492
AURORA PSYCHIATRIC HOSPITAL INC.....	11,012				339	11,351
AURORA SHEBOYGAN MEMORIAL MEDICAL CENTER.....	14,713			749	13,134	28,596
AVENTURA HOSPITAL AND MEDICAL CENTER.....	12,472					12,472
AVISTA ADVENTIST HOSPITAL.....	5,882				9,086	14,968

STATEMENT AS OF JUNE 30, 2010 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
BANNER BAYWOOD HEART HOSPITAL	50,914	6,514				57,428
BANNER BAYWOOD MEDICAL CENTER	26,542	783			1,421	28,747
BANNER BAYWOOD RHODES REHABILITATION	33,362					33,362
BANNER DEL E WEBB MEDICAL	40,806				8,995	49,801
BANNER DESERT MEDICAL CENTER	379,826	60,570	653	5,960	8,332	455,340
BANNER ESTRELLA MEDICAL CENTER	34,290	1,419	20,217			55,927
BANNER GATEWAY MEDICAL CENTER	30,176	2,128		4,379	1,414	38,097
BANNER GOOD SAMARITAN MEDICAL	270,981					270,981
BANNER GOOD SAMARITAN MEDICAL CENTER	87,117	2,745			230	90,092
BANNER THUNDERBIRD MEDICAL	22,194					22,194
BANNER THUNDERBIRD MEDICAL CTR	38,763	319				39,082
BANNER THUNDERBIRD MEDICAL CENTER	16,115	2,549				18,664
BAPTIST HEALTHCARE SYSTEM	45,339					45,339
BAPTIST HOSPITAL	45,504			5,488	41,415	92,406
BAPTIST HOSPITAL EAST	379,280	18,259	1,484		4,432	403,455
BAPTIST HOSPITAL INC	12,411					12,411
BAPTIST MEDICAL CENTER	61,859	482			5,524	67,865
BAPTIST MEDICAL CENTER SHELBY	11,503					11,503
BAPTIST MEMORIAL HOSPITAL MEMPHIS	29,509				12,225	41,734
BAPTIST OUTPATIENT SERVICES INC	13,933				279	14,212
BASIN HEALTHCARE CENTER	10,830					10,830
BAYFRONT MEDICAL CENTER	50,522				4,425	54,948
BEACON WEST SURGERY CENTER	9,470			3,234		12,704
BEAUTIFUL SAVIOR NURSING HOME	17,232					17,232
BEHAVIORAL HEALTH OF PALM BEACH	1,559	19,436			2,923	23,918
BEHZAD AALAEI	22,230	1,058				23,288
BELLIN MEMORIAL HOSPITAL INC	4,934				22,549	27,484
BENJAMIN G DOMB MD		10,544				10,544
BETHESDA HOSPITAL INC	332,385	1,702	27,583	45,314	9,587	416,570
BHC STREAMWOOD HOSPITAL	16,520	504				17,024
BIORX LLC	11,987					11,987
BLOUNT MEMORIAL HOSPITAL	15,687	976	8,069	6,260		30,992
BLUE RIVER REHABILITATION CTR	26,175	3,580				29,754
BMA OF AZ ARCADIA DIALYSIS	11,695					11,695
BON SECOURS RICHMOND COMMUNITY		15,471				15,471
BOURBOURVILLE HOME DIALYSIS	15,421					15,421
BRACKENRIDGE HOSPITAL	25,687					25,687
BRADLEY KOCH	1,784	614		579	7,042	10,019
BRANDON REGIONAL HOSPITAL	128,314	3,678	928		757	133,677
BROOKWOOD MEDICAL CENTER	12,589					12,589
CARDIAC SURGICAL ASSOCIATES INC	47,401					47,401
CARDINAL HILL SPECIALTY HOSPITAL	13,318					13,318
CARDIONET INC	14,608	6,817		1,224	7,399	30,048
CARECENTRIX INC	10,772	1,465	64		31	12,332
CAROLINAS MEDICAL CENTER	15,137				34	15,171
CARONDELET MANOR	12,283					12,283
CARONDELET ST JOSEPHS HOSPITAL	32,609	1,719				34,329
CASA GRANDE REGIONAL MEDICAL CENTER	4,684		6,245		256	11,185
CASS REGIONAL MEDICAL CENTER	38,776	5,585				44,360
CATHOLIC HEALTH PARTNERS SYS	10,160	17,524	2,473		2,596	32,753
CEDAR PARK REGIONAL MED CTR	16,786	90				16,876
CENTENNIAL HILLS HOSPITAL	85,828	264,676				350,504
CENTERPOINT MEDICAL CENTER	258,884	12,754				271,638
CENTRAL BAPTIST HOSPITAL	115,051	5,717		350	8,930	130,049
CENTRAL DUPAGE	7,179	8,166				15,345
CENTRAL DUPAGE HOSPITAL	57,831	5,104	651	982	6,775	71,343

STATEMENT AS OF JUNE 30, 2010 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
CHANDLER REGIONAL HOSPITAL.....	196,700	3,762				200,462
CHICAGO ANESTHESIA ASSOCIATES.....	8,297				8,541	16,838
CHICAGO PROSTATE CANCER CENTER.....	14,502	168		1,726	907	17,303
CHICAGO PROSTATE CANCER SC.....	32,733			3,276		36,009
CHILDRENS AT EGLESTON.....	18,249					18,249
CHILDRENS HOSP DME.....	13,297	43	901		77	14,317
CHILDRENS HOSP HOME HEALTH.....	37,278	7,567	2,019	1,110	38,117	86,091
CHILDRENS HOSP MEDICAL CENTER.....	48,297					48,297
CHILDRENS HOSPITAL.....	51,892	35		508		52,435
CHILDRENS HOSPITAL MEDICAL CENTER.....	1,095,652	10,443	24,434	7,145	33,043	1,170,717
CHILDRENS HOSPITAL MEDICAL CENTER LAB.....	10,104		16		126	10,246
CHILDRENS HOSPITAL OF WISCONSIN.....	22,506	175		106	1,387	24,174
CHILDRENS MERCY HOSPITAL.....	22,391	460	230		409	23,490
CHRIST HOSPITAL.....	403,902	5,784	3,908	98,719	18,819	531,132
CHRISTOPHER TOMARAS.....	120	11,824				11,943
CHRISTUS SANTA ROSA HOSPITAL.....	31,802					31,802
CINCINNATI PET SCAN LLC.....	16,758					16,758
CITY OF HOPE NATIONAL MEDICAL CENTER.....	13,726					13,726
CJW MEDICAL CENTER.....	56,586					56,586
CLARIAN HEALTH PARTNERS.....	9,689				138,517	148,205
CLARK MEMORIAL HOSPITAL.....	19,932				1,931	21,863
CLEVELAND CLINIC FOUNDATION HOSPITAL.....	27,809			19	1,990	29,817
COLUMBIA ST MARYS HOSPITAL MILWAUKEE INC.....	10,590		139	1,882	10,486	23,098
COMMUNITY HOSPITAL.....	8,504	2,372	61		1,737	12,675
COMMUNITY HOSPITALS OF INDIANA.....	32,273					32,273
COMMUNITY MEMORIAL HOSPITAL.....	6,364	1,669		1,990	908	10,932
COOPER HEALTH SYSTEMS.....		10,861				10,861
COPLEY MEMORIAL HOSPITAL.....	59,030	3,566	723		110,743	174,062
CORNERSTONE HOSP OF SE ARIZONA.....	62,273					62,273
CORNERSTONE OF RECOVERY.....	16,112	1,654	2,756	2,221		22,743
CORPUS CHRISTI MEDICAL CENTER.....	19,123	1,275				20,398
COUNTRYSIDE CARE CENTRE.....	24,587	2,678		1,055	14,606	42,926
CRESTWOOD CARE CENTRE.....	6,456	10,740				17,196
CSM COMMUNITY PHYSICIANS.....	21,133	70				21,203
DALE A GLICKEN MD.....	10,716	2,722				13,438
DAY SURGERY FACILITIES.....	26,956	3,089	3,550	1,745	657,859	693,201
DCA BERWYN.....	107,159					107,159
DCA GARFIELD.....	17,068					17,068
DCA ROGERS PARK.....	13,677					13,677
DEACONESS HOSPITAL.....	8,030	2,185			6,085	16,300
DEARBORN COUNTY HOSPITAL.....	14,881	882			9,336	25,099
DELL CHILDRENS MEDICAL CENTER.....	63,029			1,493		64,522
DELMAR GARDENS OF OVERLAND PK.....	16,030			1,421	1,292	18,743
DERRICK BROWN MD.....	106	11,071				11,177
DES PERES HOSPITAL.....					45,123	45,123
DESERT REGIONAL MEDICAL CENTER.....	19,871					19,871
DESERT SPRINGS HOSPITAL.....	233,958	971,775				1,205,733
DIALYSIS CENTERS OF AMERICA.....	11,239	59	102			11,400
DIALYSIS CLINIC INC.....	61,429		1,961			73,698
DIALYSIS CTRS OF AMERICA.....	33,748				10,308	50,573
DIALYSIS CTRS OF AMERICA.....	90,470			8,407	50,988	149,866
DIANE ALEXANDER.....	17,010					17,010
DIRECT DIALYSIS.....	10,004					10,004
DISCOVER VISION CENTERS.....	1,269				43,847	45,117
DJO LLC.....	10,389	167	134		39	10,729
DOCTORS HOSPITAL.....	48,077	5,506	728			54,311

STATEMENT AS OF JUNE 30, 2010 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
DSI HAZELCREST RENAL CENTER.....	11,870					11,870
DSI LOOP-LOOP HOME RENAL CENTER.....	57,021					57,021
DSI WAUKEGAN RENAL CENTER.....	36,899					36,899
DVA RENAL HEALTHCARE INC.....	11,510					11,510
EAST JEFFERSON GENERAL HOSPITAL.....	14,002	208	595			14,805
EAST TENNESSEE CHILDRENS HOSPITAL.....	31,432	3,469			3,864	38,765
EBI LP.....	5,817	3,355	1,855		1,855	12,883
ECTOR COUNTY HOSPITAL DISTRICT.....	22,647	14,709				37,357
EDWARD HOSPITAL.....	159,512	7,848	672	171	1,004	169,208
EDWARD VILLAFLORES MD.....	425				15,289	15,714
EDWARD WHITE HOSPITAL INC.....	21,375					21,375
ELITE KIDZ CLUB.....	22,796	7,994				30,790
ELMHURST ANESTHESIOLOGISTS PC.....					40,007	40,007
ELMHURST MEMORIAL HEALTH SYSTEM.....					27,791	27,791
ELMHURST MEMORIAL HOSPITAL.....	32,616	6,254	741	441	7,887	47,938
EMORY EASTSIDE MEDICAL CENTER.....				11,603		11,603
EMORY UNIVERSITY HOSPITAL.....	20,211	2,342		3,321	186	26,059
EMORY UNIVERSITY HOSPITAL MIDTOWN.....	87,382					87,382
ERIC WALL.....					14,757	14,757
EVANGELICAL HOSPITAL CORP.....	109,177	44,976	17,812		1,956,135	2,128,100
EVENDALE MEDICAL CENTER LLC.....			2,275		295,382	297,657
EVERGREEN HEALTH CENTER.....	523	449	324	123	10,050	11,469
EXCELSIOR SPRINGS MEDICAL CTR.....	10,916					10,916
EXEMPLA LUTHERAN MEDICAL CENTER.....	10,088	3,104	6,828		417	20,437
EXEMPLA LUTHERAN MEDICAL CTR.....	21,784		80			21,864
FAYETTE COMMUNITY HOSPITAL.....	18,535				864	19,399
FLAGET MEMORIAL HOSPITAL.....	12,050	1,647			117	13,814
FLORIDA CANCER SPECIALISTS PL.....	15,143				112	15,255
FLORIDA HOSPITAL ORLANDO/CENTER.....	22,609					22,609
FLORIDA ORTHOPAEDIC INSTITUTE.....	7,288	497	387		8,253	16,426
FLOYD MEMORIAL HOSPITAL.....	72,471	2,715	1,906	6,128	541	83,761
FMC GIBSON DIALYSIS.....	14,727					14,727
FOREIGN PROVIDER PROCESSING.....	15,071				33	15,104
FOREST VILLA NURSING & REHABILITATION.....	7,938	2,746				10,684
FORT SANDERS REGIONAL INFUSION SERVICES.....	30,983	2,450				33,433
FORT SANDERS REGIONAL MEDICAL CENTER.....	153,965	29,109	526	8,347	16,843	208,791
FORT WALTON BEACH MEDICAL CENTER.....	14,092	1,918				16,010
FOSTER G MCGAW HOSPITAL.....	531,343	1,037	470	1,129		533,978
FRANKFORT REG MED CTR.....	16,208	11,360				27,568
FRAZIER REHAB INSTITUTE.....	13,526		36		2,051	15,613
FROEDTERT MEMORIAL LUTHERAN HOSPITAL.....	152,128	2,127	1,659	6,049	12,738	174,701
GENERAL PHYSICIAN SERVICES.....	35,850	2,960	485		149	39,443
GENTIVA HEALTH SERVICES.....	21,351	18,053	242			39,646
GEORGE H LANIER MEMORIAL HOSPITAL.....	147	10,724				10,872
GERALD J WINGOLELLI.....					12,961	12,961
GLENNON PLACE NURSING HOME.....	13,828					13,828
GLENVIEW TERRACE NURSING CTR.....	5,456				5,014	10,470
GLOBAL ADMIN SOLUTIONS INC.....	92,699					92,699
GOOD SAMARITAN HOSPITAL.....	521,837	42,493	2,872	22,101	79,287	668,589
GOOD SAMARITAN HOSPITAL AND HEALTH.....	18,487					18,487
GOTTLIEB MEMORIAL HOSPITAL.....	51,708	3,544		656		55,908
GRANDVIEW HOSPITAL.....	31,430					31,430
GREATER LAS VEGAS DIALYSIS LLC.....	13,400					13,400
GREENVIEW REGIONAL HOSPITAL.....	30,507				1,202	31,709

STATEMENT AS OF JUNE 30, 2010 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
GULF COAST MEDICAL CENTER	27,464					27,464
GULF HEALTH HOSPITALS INC	23,666	3,148				26,814
GWINNETT MEDICAL CENTER - DULUTH	16,361		258		826	17,445
H LEE MOFFITT CANCER CENTER	28,407	5,794				34,201
HARDIN MEMORIAL HOSPITAL	16,241	1,137			8	17,385
HARLAN ARH	6,393	6,372	199	643	955	14,561
HEALTHSOUTH REHAB HOSP OF VA	12,758					12,758
HEALTHSOUTH REHAB INSTITUTE	18,001					18,001
HEALTHSOUTH REHABILITATION HOSPITAL	24,260					24,260
HEALTHSOUTH SCOTTSDALE REHABILITATION	21,360				242	21,602
HEART OF AMERICA SURGERY CTR					38,928	38,928
HEARTLAND SPINE & SPECIALITY	15,636					15,636
HENDRICK MEDICAL CENTER	17,927					17,927
HENRY HOLLAND	18,371				566	18,936
HIGH FIELD AND OPEN MRI	11,261	1,685			4,127	17,073
HIGHLANDS REGIONAL MEDICAL CTR	11,046					11,046
HILLHAVEN	57,753	80,960	7,776			146,489
HLG ANES ASSOCIATES LLC	599				32,732	33,330
HOAG MEMORIAL HOSPITAL PRESBYTERIAN					16,903	16,903
HOLSTON VALLEY MEDICAL CENTER	18,335					18,335
HOLY CROSS HOSPITAL	22,048	2,231			24,410	48,689
HOLY FAMILY MEMORIAL MEDICAL CENTER	22,452					22,452
HOME HEALTH SERV /MACNEAL HOSPITAL		17,711				17,711
HOSPITAL HILL DIALYSIS	21,112					21,112
HUGH D MCPHERSON MD	10,164					10,164
IHHI DBA INFIRMARY WEST	409	15,871				16,280
ILLINOIS BONE AND JOINT INSTITUTION					10,237	10,237
ILLINOIS DEPARTMENT OF PUBLIC AID	447			41,770	2,508	44,725
ILLINOIS DEPT OF PUBLIC AID	8,975	6,299	824	744	629	17,472
ILLINOIS MASONIC MEDICAL CTR					23,544	23,544
INGALLS MEMORIAL HOSPITAL	25,079	3,614	219		1,607	30,517
INPHYNET CONTRACTING SERVICES INC	11,190					11,190
INTERIM HEALTHCARE OF KC INC	19,500					19,500
JACKSON MEMORIAL HOSPITAL	22,402	1,849			169,228	193,479
JACKSON PARK HOSPITAL	39,540	2,782				42,322
JAVIER GARCIA BENGOCHEA					10,482	10,482
JEFFERSON HEALTHCARE	11,198					11,198
JEFFREY SABATINO	11,040				12,024	23,064
JEWISH HOSPITAL INC	539,521	63,479	1,054	7,907	8,019	619,979
JEWISH HOSPITAL LLC	235,056	18,913	21,463	20,234	3,203	298,868
JEWISH HOSPITAL OUTPATIENT CARE CENTER	15,952					15,952
JEWISH HOSPITAL SHELBYVILLE	8,060	983			3,001	12,045
JH STROGER HOSPITAL OF COOK	15,082	640			272	15,994
JOHANNA CHOOKASZIAN	3,907	1,292			26,763	31,961
JOHN C LINCOLN DEER VALLEY	12,093	10,347				22,440
JOHN C LINCOLN HOSP N MOUNTAIN	23,949	12,361				36,310
JOHN C LINCOLN HOSPITAL DEER VALLEY	4,917		2,688		17,026	24,630
JOHN C LINCOLN HOSPITAL NORTH MOUNTAIN	102,867	6,277				109,144
JOHN CHIU		15,435				15,435
JOHN DEMPSEY HOSPITAL	13,432					13,432
JOHN KNOX VILLAGE	64,233	812				65,044
JOHN MUIR MEDICAL CENTER - CONCORD	86,161					86,161
JOHNS HOPKINS BAYVIEW MEDICAL	11,901				286	12,186
JOHNSON CITY MEDICAL CENTER	7,578	3,049				10,627
JONATHAN WEISER	2,646	19,688				22,334

STATEMENT AS OF JUNE 30, 2010 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
JUPITER KIDNEY CENTER.....	14,666					14,666
KANSAS CITY VASCULAR AND GENER.....	21,996					21,996
KC ONCOLOG Y HEMATOLOGY GROUP.....	18,511					18,511
KCI USA INC.....	14,504	.850	2,491			17,845
KENDALE RITCHEY.....	5,369	3,360	7,913			16,643
KETTERING MEMORIAL HOSPITAL.....	21,023		1,806		97,010	119,840
KIERNAN EXTENDED CARE.....	1,166		17,600	4,341	33,307	56,415
KINDRED HOSPITAL FLAMINGO.....		18,752				18,752
KINDRED HOSPITAL KANSAS CITY.....	16,134					16,134
KINEX MEDICAL COMPANY LLC.....	14,139	.788	1,583	.781	.496	17,786
KINGS DAUGHTERS MEDICAL CENTER.....	699	.171			28,252	29,123
KIRTI JAIN.....	6,932	30,968				37,900
KOSAIR CHILDRENS HOSPITAL.....	529,265	3,736			4,616	537,618
LABCORP OF AMERICA HOLDINGS.....	56,645	3,510	3,874	1,012	.563	65,604
LAFAYETTE GENERAL MEDICAL CENTER.....	17,782					17,782
LAFAYETTE REGIONAL HEALTH CTR.....	6,611	5,892				12,503
LAGRANGE MEMORIAL HOSPITAL.....	38,735	3,290	345			42,370
LAKE CUMBERLAND REGIONAL HOSPITAL.....	38,365	154		.89	3,469	42,077
LAKEVIEW ANESTHESIA LLC.....					11,973	11,973
LARGO MEDICAL CENTER.....	34,291					34,291
LASER SPINE INSTITUTE LLC.....		1,875	8,942			10,817
LAWRENCE BRENNAN.....	12,608	5,124	2,948			20,681
LAWRENCE MORRIS JR.....	48,052					48,052
LEBONHEUR CHILDRENS MEDICAL CENTER.....					34,525	34,525
LEES SUMMIT MEDICAL CENTER.....	95,252	.914				96,166
LESTER ELLIOTT.....	5,841			7,088		12,929
LIBERTY DIALYSIS CO SPRINGS.....	13,549					13,549
LIBERTY HOSPITAL.....	25,782					25,782
LIFE CARE CENTER OF AURORA.....	10,648					10,648
LIFEWATCH INC.....	1,882		4,253	5,788	35,060	46,982
LINCARE INC.....	35,177	1,731	308	.171		487
LINCOLN PARK ANESTHESIA.....					11,600	11,600
LINCOLN TRAIL BEHAVIORAL HEALTH SVS.....	2,622				7,855	10,477
LINDNER CENTER OF HOPE.....	27,684				.282	27,966
LINKIA.....	19,978	1,123	.164	1,140	3,810	26,216
LITTLE CO OF MARY HOSPITAL.....	84,596	.910	1,294		53,194	139,994
LITTLETON ADVENTIST HOSPITAL.....	35,667					35,667
LOYOLA UNIVERSITY MEDICAL CENTER.....	9,994			626	2,329	12,949
LSU HEALTH SCIENCE CENTER SHREVEPORT.....	21,097					21,097
LUTHERAN GENERAL HOSPITAL INC.....					25,829	25,829
LUTZ SURGICAL PARTNERS.....	47,723					47,723
M RAMEZ SALEM MD & ASSOCIATES.....					56,902	56,902
MACNEAL HEALTH PROVIDERS.....					13,559	13,559
MACNEAL HEALTH PROVIDERS INC.....		.948	142		31,464	32,554
MACNEAL HOSPITAL.....	260,248	52,722	2,792			315,762
MANAGEMENT AND NETWORK SERVICE.....	24,533					24,533
MANTEJ SRA.....	8,240	1,899				10,139
MANOR CARE OF WILMETTE IL LLC.....	4,392				5,817	10,209
MANORCARE HEALTH SERVICES.....	24,147					24,147
MAPLEWOOD CENTER.....	15,047					15,047
MARICOPA HEALTH SYSTEM.....	31,624					31,624
MARK WICHMAN.....	6,174	6,645				12,820
MARY JO SCHMITZ.....	18,475					18,475
MAYO CLINIC FLORIDA.....				667	15,753	16,420
MAYO CLINIC JACKSONVILLE.....	9,919	16,447	11,570	695	3,996	42,627
MAYO ROCHESTER METHODIST HOSPITAL.....	47,909	.765	.312			48,987

STATEMENT AS OF JUNE 30, 2010 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
MCCULLOUGH HYDE MEMORIAL HOSPITAL	31,175	277	49	3,419	14,022	48,942
MD ANDERSON CANCER CENTER	27,930	13,483		1,808	104,133	147,354
MEASE DUNEDIN HOSPITAL	69,026					69,026
MED TRANS CORP	10,609	4,467				15,076
MEDICAL AMBULATORY CARE	13,577	6,177				19,754
MEDICAL CENTER OF AURORA	43,645	1,491			6,422	51,557
MEDICALDGE POST ACUTE CARE	20,585					20,585
MEMORIAL HEALTH SYSTEM	131,588	3,110			25,671	160,369
MEMORIAL HERMANN HOSPITAL	211,563	45			55,656	267,264
MEMORIAL HOSP OF CARBONDALE	16,326					16,326
MEMORIAL HOSPITAL FOR CANCER	3,193				9,480	12,674
MEMORIAL HOSPITAL HOME HEALTH	20,600	4,696		12,472		37,768
MEMORIAL HOSPITAL OF TAMPA	12,376				9,108	21,484
MEMORIAL HOSPITAL PEMBROKE	11,667	624			5,978	18,268
MEMORIAL HOSPITAL WEST	36,835				6,458	43,293
MEMORIAL MEDICAL CENTER	10,098				1,749	11,847
MEMORIAL REGIONAL HOSPITAL	1,986			9,107	15,095	26,188
MENORAH MEDICAL CENTER	129,105	2,140	7,844		15,311	154,400
MERCY FRANCISCAN HOSP WESTERN HILLS	8,727	2,919	377		2,638	14,659
MERCY FRANCISCAN HOSPITAL MT AIRY	8,727	6,884			3,460	19,071
MERCY GILBERT MEDICAL CENTER	26,001	15,465	6,979		1,186	49,631
MERCY HOSPITAL	43,053	701	392			44,146
MERCY HOSPITAL & MEDICAL CTR	128,924	13,484	904		115	143,427
MERCY HOSPITAL ANDERSON	93,073	820	4,626		3,216	101,735
MERCY HOSPITAL CLERMONT	5,927	1,364	419		3,749	11,460
MERCY HOSPITAL FAIRFIELD	20,633	2,553	861		252	24,300
MERCY HOSPITAL OF JANESVILLE	304	596	133	1,403	33,113	35,550
MERCY MEDICAL CENTER	95,041	7,483				102,523
MERCY MEDICAL CENTER BEHAVIORAL HEALTH	11,544	544				12,088
MERCY MEDICAL CENTER ST MARYS	326,108	62,474	39,021	20,106	53,932	501,640
MERCY MEDICAL CENTER WEST	160	3,642		3,952	15,267	23,021
METHODIST HOSPITAL	23,782	10,281	7,270		1,614	42,947
METHODIST MEDICAL CENTER	87,990	457	184			88,630
METHODIST STONE OAK HOSPITAL	19,450					19,450
METRO ANESTHESIA CONSULTANTS	1,380		447		10,137	11,964
METRO SPECIALTY SURGERY CENTER LLC	18,297		1,217			19,514
METROPOLITAN METHODIST HOSPITAL	12,290					12,290
METROSOUTH MEDICAL CENTER	60,481	551				61,031
MIAMI CHILDRENS HOSPITAL	33,044		56,322			89,366
MIAMI VALLEY HOSPITAL	73,855	798			14,372	89,025
MICHAEL REESE ANESTHESIA ASSOCIATE					15,021	15,021
MICHAEL REESE HOSP & MED CTR					25,837	25,837
MID AMERICA REHAB HOSPITAL	40,439					40,439
MIDDLE TENNESSEE MEDICAL CENTER	10,525	83				10,607
MIDLAND MEMORIAL HOSPITAL	4,003	6,391				10,394
MIDTOWN SURGICAL CENTER				16,818		16,818
MIDWEST NEUROSURGERY	18,466					18,466
MIDWEST ORTHOPEDIC SPECIALTY HOSPITAL		11,146				11,146
MIDWESTERN REGIONAL MEDICAL CENTER	27,819	7,496				35,315
MILLENIUM LABORATORIES OF CA	8,455	768	943			10,166
MINIMED DISTRIBUTION CORP	8,134	4,527	394		226	13,281
MOBILE INFIRMARY	110,410					110,410
MOBILE MED CARE	24,549	988	3,099		803	29,438
MORRISTOWN HAMBLEN HOSPITAL	42,225	9,767	479		92	52,563
MORTON PLANT HOSPITAL	30,707					30,707
MOTHER FRANCES HOSPITAL	10,571					10,571

STATEMENT AS OF JUNE 30, 2010 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
MOUNT SINAI HOSPITAL	80,719	8,831			778	90,328
MOUNT SINAI HOSPITAL MEDICAL CENTER	2,936		11,542			14,478
MOUNT SINAI MEDICAL CENTER	104,079	6,937				111,016
MOUNTAIN VIEW HOSPITAL	105,969	258,275			301	364,544
MOUNTAIN VISTA MEDICAL CENTER	53,584	35,417				89,001
MT AUBURN DIALYSIS					10,821	10,821
MUNSTER MEDICAL RESEARCH FOUNDATION	26,525					26,525
MURRAY CALLOWAY COUNTY HOSPITAL	1,425	34,341				35,766
MYRIAD GENETICS LABORATORIES	13,520					13,520
NASIR SHAHABUDDIN MD	11,162					11,162
NATIONAL NEUROPHYSIOLOGY INST LLC	11,223					11,223
NEBRASKA MEDICAL CENTER	218	31,993				32,211
NEOMEDICA HAZEL CREST	22,313					22,313
NEOMEDICA EVERGREEN PARK	20,694		968			21,661
NEW ALBANY FLOYD COUNTY					13,943	13,943
NEW MARK CARE CENTER	35,023					35,023
NNA AUSTIN NORTH	18,375					18,375
NORMAN REGIONAL HOSPITAL			18,760			18,760
NORTH AUSTIN MEDICAL CENTER	25,374					25,374
NORTH CENTRAL BAPTIST HOSPITAL	42,377	14,449				56,826
NORTH KANSAS CITY HOSPITAL	391,417	54,740	135			446,292
NORTH OAKS MEDICAL CENTER	13,715					13,715
NORTH SUBURBAN MEDICAL CENTER	18,124	8,579				26,703
NORTH VISTA HOSPITAL	89,124	146,590				235,714
NORTHBAY MEDICAL CENTER	11,314					11,314
NORTHEAST GEORGIA MEDICAL CENTER INC	2,033		7,967		1,170	11,170
NORTHERN MICHIGAN HOSPITALS INC			10,208		7,035	17,242
NORTHLAND LT ACUTE CARE HOSPITAL		12,371				12,371
NORTHSHORE UNIVERSITY HEALTH	90,867	11,619	2,989	24	7,267	112,766
NORTHSIDE CHEROKEE HOSPITAL INC	61,917		3,984			65,901
NORTHSIDE FORSYTH	45,328	22,932	201			68,461
NORTHSIDE HOSPITAL	198,761	749	21,762	30,618	21,454	273,344
NORTHWEST COMMUNITY HOSPITAL	50,779	2,531	1,068	130		54,508
NORTHWEST HOSPITAL AND MEDICAL CENTER	16,506					16,506
NORTHWEST MEDICAL CENTER	122,483	185			7,750	130,418
NORTHWESTERN LAKE FOREST HOSPITAL	11,568	541	504			12,613
NORTHWESTERN LAKE FOREST HOSPITAL	36,497	65				36,562
NORTHWESTERN MEMORIAL HOSPITAL	91,433	94,049	42,168		106,382	334,032
NORTON AUDUBON HOSPITAL	155,396	62,404	250	2,345	5,317	225,712
NORTON BROWNSBORO HOSPITAL	47,147	4,975			2,737	54,859
NORTON HOSPITALS INC	472,349	5,715	358		38,280	516,702
NORTON SUBURBAN HOSPITAL	188,244	18,798	707	3,187	32,678	243,613
NRI CANTON	27,862					27,862
NRI CENTRAL FT WAYNE	36,441					36,441
NRI LOUISVILLE	11,091					11,091
NRI SOUTH HOLLAND	22,518					22,518
NW MEDICAL CENTER BENTONVILLE	20,786					20,786
OAK HILL HOSPITAL	20,019					20,019
OCONOMOWOC MEMORIAL HOSPITAL	13,617					13,617
OHIO STATE UNIV HOSPITALS	22,454	108,265	141			130,861
OLATHE MEDICAL CENTER	12,135					12,135
OLATHE MEDICAL CENTER INC	77,398	21,736				99,134
ORLANDO REGIONAL HEALTHCARE SYSTEM INC	114,656					114,656
ORO VALLEY HOSPITAL	19,351					19,351
ORTHOFIX INC	14,291	1,703				15,994
ORTHOPAEDIC HOSPITAL OF WISCONSIN	22,682					22,682

STATEMENT AS OF JUNE 30, 2010 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
OUR LADY OF PEACE	21,794	377			875	23,047
OUR LADY OF THE LAKE REGIONAL MEDICAL	14,555					14,555
OUR LADY OF THE RESURRECTION	12,978	32			610	13,620
OVERLAND PARK REGIONAL MEDICAL	342,744	53,157	1,490			397,392
OVERLAND PARK REGIONAL MEDICAL CENTER	13,330		307			13,637
OWENSBORO MEDICAL HEALTH SYSTEM INC.	93,021	379	918		5,669	99,987
PACIFIC HOSPITAL OF LONG BEACH					17,529	17,529
PALMETTO GENERAL HOSPITAL	6,373		27,173			33,546
PALOS COMMUNITY HOSPITAL	27,565	6,636	1,209			35,409
PARADISE VALLEY HOSPITAL	3,294	43,286				46,581
PARAGON INFUSION CARE	14,866	11,291				26,157
PARK RIDGE ANESTHESIOLOGY LTD.					15,178	15,178
PARKRIDGE VALLEY HOSPITAL	17,562					17,562
PARKWEST MEDICAL CENTER	116,883	8,745			233	125,861
PAUL B HALL REGIONAL MED CTR		725	11,092	16,817	6,775	35,409
PEDIATRIX MEDICAL GROUP	10,629			116		10,745
PENNSYLVANIA HOSPITAL	24,721					24,721
PENROSE HOSPITAL	16,874					16,874
PENROSE ST FRANCIS	21,454	251				21,705
PETER CHA	19,770					19,770
PETER DAWSON M D	3,250	958	1,200	8,846	18,268	32,522
PHILIP LEMING	38,622	11,311	5,286	1,244		56,463
PHOENIX BAPTIST HOSPITAL	61,772	9,937				71,709
PHOENIX CHILDRENS HOSPITAL	40,920	1,678				42,598
PHT JACKSON MEMORIAL HOSPITAL	27,682					27,682
PIEDMONT HOSPITAL	40,080	11,776				51,855
PIKEVILLE MEDICAL CENTER INC.	26,173	1,853	31,246		93,432	152,704
PLANTATION GENERAL HOSPITAL	18,399					18,399
PLEASANT VALLEY MANOR CARE			13,592			13,592
POINTER TRAIL HEALTH AND REHAB	10,456					10,456
PORTER ADVENTIST HOSPITAL	21,284	6,400				27,684
PRESBYTERIAN ORTHOPAEDIC HOSPITAL	23,692					23,692
PROCTOR HOSPITAL	28,629	10,389	9,433			48,451
PROFESSIONAL HOMECARE SERVICES	189				18,728	18,917
PROVENA MERCY MEDICAL CENTER	208,796	1,203	17,761			227,759
PROVENA ST JOSEPH HOSPITAL	23,639			5,736		29,375
PROVENA ST JOSEPH MEDICAL CTN	47,082					47,082
PROVENA ST MARYS HOSPITAL	776	796	1,742		302,806	306,121
PROVIDENCE ALASKA MEDICAL CENTER					40,667	40,667
PROVIDENCE HOSPITAL	14,128					14,128
PROVIDENCE MEDICAL CENTER	238,273	2,355		3,876		244,504
PROVIDENCE PLACE	36,068					36,068
PSG SERVICES DBA INTERIM HEALTH	16,562				1,203	17,765
QUEST DIAG NOSTICS	12,401	420		61		12,882
QUEST DIAGNOSTICS	41,517	2,259	687	934	3,310	48,707
RAVEN DIALYSIS CENTER	36,964					36,964
RCG MERRIONETTE PARK	37,104					37,104
RCG VILLA PARK	13,325					13,325
REGENCY HOSPITAL OF NORTHWEST		30,330				30,330
REGIONAL MEDICAL CENTER	27,814					27,814
RENAL CARE GROUP CORINTH	21,769					21,769
RENAL TREATMENT CENTERS ILLINOIS INC	18,447					18,447
RESEARCH MEDICAL CENTER	544,534	20,174				564,708
RESEARCH PSYCHIATRIC CENTER	56,818					56,818

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CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
RESURRECTION DBA ST JOSEPH HOSPITAL	21,724	15,691		26		37,441
RESURRECTION MEDICAL CENTER REHAB	13,647					13,647
RESURRECTION MEDICAL CENTER	84,462	15,621			5,277	105,360
RESURRECTION NURSING & REHAB	13,692					13,692
REX ARENDALL		14,550				14,550
RICHARD E STEPHENSON	6,974				81,445	88,419
RIVERSIDE MEDICAL CENTER	12,857		538		31	13,426
RIVERVIEW HEALTH INSTITUTE					21,959	21,959
RMC BAYONET POINT	26,686					26,686
RML HEALTH PROVIDERS LP	64,656	3,709				68,365
ROBERT A SHRIFTER MD	107				16,152	16,259
ROCKFORD AMBULATORY SURGERY CENTER	13,594					13,594
ROCKTON COMMUNITY HEALTH CTR	1,610	2,260	20		105,929	109,820
ROCKY MOUNTAIN HOLDINGS LLC SE	16,334					16,334
ROGER BOURGUIGNON					15,964	15,964
ROGERS MEMORIAL HOSPITAL	13,385					13,385
ROSE DELIMA HOSPITAL	161,965	388,731				550,697
ROSE MEDICAL CENTER	33,790	4,987				38,778
ROSELAND COMMUNITY HOSPITAL	98,240	2,517				100,758
ROSEWOOD RANCH					16,200	16,200
ROUND ROCK MEDICAL CENTER	70,167		20,474		44	90,684
ROYAL TERRACE NURSING AND REHAB	8,801		3,415			12,216
RTC BATESVILLE	11,914					11,914
RTC ILLINOIS		11,899				11,899
RUBEN NUNEZ	482	252	20,150			20,884
RUSH UNIVERSITY MEDICAL CTR	231,711	17,093	488			249,293
S BALDWIN REGIONAL MEDICAL CTR	73,076					73,076
SAINT ANTHONY MEDICAL CENTER	219,757	420			2,336	222,513
SAINT FRANCIS MEDICAL CENTER	160,968	2,176	1,552	244		164,941
SAINTS MARY & ELIZABETH MEDIC	24,269	218				24,488
SAINTS MARY AND ELIZABETH HOSPITAL	186,790	33,952	241	657	11,248	232,889
SAKDC MARYMONT DIALYSIS CENTER	17,557	13,410				30,967
SARASOTA MEMORIAL HOSPITAL	96,711	7				96,719
SCHWAB REHAB CENTER	27,211	52				27,263
SCOTT SOLOMON	13,238					13,238
SCOTT WILSON INC	9,424		18,283			27,707
SCOTTSDALE HEALTHCARE OSBORN	10,769		6,023			16,792
SCOTTSDALE HEALTHCARE SHEA	131,389	10,664		9,044		151,097
SCOTTSDALE HEALTHCARE THOMPSON	35,197					35,197
SCTTSDLE HLTH OSBORN	61,544	6,098				67,642
SELECT SPECIALTY HOSPITAL CINCINNATI	48,479					48,479
SELECT SPECIALTY HOSPITAL MILWAUKEE	55,959					55,959
SENATE STREET SURGERY CENTER LLC	25,742					25,742
SETON MEDICAL CENTER	67,188					67,188
SHANDS JACKSONVILLE MED CTR	80,109					80,109
SHANDS UF	69,427					69,427
SHARON LANE HEALTH SERVICES	27,553					27,553
SHAWNEE GARDENS HEALTHCARE	24,860					24,860
SHAWNEE MISSION MEDICAL CTR	230,102	9,185				239,287
SHERMAN HOSPITAL	13,051	244				13,296
SHILOH HEALTH AND REHAB LLC	9,374	3,453				12,827
SILVER CROSS HOSPITAL	6,615	8,800				15,415
SIRONA INFUSION LLC	1,756	1,671	674	623	30,642	35,366
SKY RIDGE MEDICAL CENTER	54,152					54,152
SLIDELL MEMORIAL AND MEDICAL CENTER	23,706					23,706
SONORA QUE ST LABORATORIES	15,053					15,053

STATEMENT AS OF JUNE 30, 2010 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
SOUTH BAY HOSPITAL	11,424					11,424
SOUTH BROWARD OUTPATIENT DIAGNOSTIC	12,450					12,450
SOUTH MIAMI HOSPITAL INC.	75,774		14,616		64,434	154,824
SOUTH SUBURBAN KIDNEY GROUP	42,178					42,178
SOUTHEASTERN EMERGENCY PHYSICIANS INC.	18,233	1,814	491	291	498	21,327
SOUTHERN HILLS HOSPITAL	45,340	302,210				347,550
SOUTHERN REGIONAL MEDICAL CENTER	10,230			3,091		13,322
SOUTHVIEW HOSPITAL & FAMILY HEALTH CTR.	774				32,945	33,719
SOUTHWEST DIAGNOSTIC IMAGING	10,409					10,409
SOUTHWESTERN REGIONAL MEDICAL CENTER	43,143	10,118				53,261
SPRING VALLEY HOSPITAL MEDICAL	390,764	552,606				943,370
SPRING VIEW HOSPITAL	15,442	94				15,536
SPRINGHILL MEMORIAL HOSPITAL	39,930					39,930
SSH ANESTHESIA LLC	1,638				18,176	19,814
ST AGNES HOSPITAL	4,727			10,690		15,417
ST ALEXIUS MEDICAL CENTER	53,206	11,219	1,409			65,834
ST CATHERINE HOSPITAL	17,276					17,276
ST CLAIRE MEDICAL CENTER	15,870	2,267		90	18,671	36,897
ST DAVIDS HOSPITAL	52,255					52,255
ST EDWARD MERCY MEDICAL CNTR.	17,681	246				17,927
ST ELIZABETH MEDICAL CENTER	321,566	18,055	35,131	1,415	16,273	392,440
ST FRANCIS HOSPITAL OF EVANSTON	48,940	12,363			5,703	67,006
ST FRANCIS HOSPITAL	8,832	1,806		25	286	10,949
ST FRANCIS MEDICAL CENTER	18,372					18,372
ST JAMES HOSPITAL MEDICAL CTR.	123,631	366	3,662		5,137	132,796
ST JOHN HOSPITAL	12,589	425				13,014
ST JOHN'S HOSPITAL	25,699					25,699
ST JOSEPH EAST HOSPITAL	90,313	11,060	169	7,005	89,358	197,905
ST JOSEPH HOSPITAL OF ORANGE	39,290					39,290
ST JOSEPH MEDICAL CENTER	69,731	4,741	232			74,704
ST JOSEPHS HOSP AND MED CTR	106,513				852	107,365
ST JOSEPHS HOSPITAL INC.	95,445	3,937	2,022	5,723		107,127
ST JOSEPHS HOSPITAL MEDICAL CENTER	85,331	3,969	158		107,559	197,016
ST JOSEPHS HOSPITAL NORTH	51,389	1,460				52,849
ST JOSEPHS HOSPITAL OF ATLANTA INC.	628,222	536	1,189	1,737	27,616	659,300
ST JOSEPHS WOMENS HOSPITAL	21,235					21,235
ST LOUIS CHILDRENS HOSPITAL	146,291					146,291
ST LUKE HOSPITAL WEST	56,586	10,061			155	66,802
ST LUKES BEHAVIORAL HOSPITAL					11,929	11,929
ST LUKES EAST HOSPITAL	16,225	534				16,759
ST LUKES HOSPITAL OF KANSAS	224,206	11,477				235,683
ST LUKES MEDICAL CENTER	59,412	2,292	555	18,787	168,605	249,651
ST LUKES NORTHLAND HOSPITAL	19,765	14,806		311		34,882
ST LUKES SOUTH HOSPITAL	71,197					71,197
ST MARGARET MERCY HEALTHCARE	112,144	16,151				128,295
ST MARGARETS HOSPITAL INC.		20,121				20,121
ST MARY MEDICAL CENTER	10,815	1,034		80		11,929
ST MARY OF NAZARETH REHAB.	25,389					25,389
ST MARYS HOSPITAL	33,555	20,407	735			54,696
ST MARYS JEFFERSON MEMORIAL HOSPITAL	3,538	3,970		4,922		12,429
ST MARYS MANOR	12,357			4,197		16,554
ST MARYS MEDICAL CENTER	118,156	9,192	2,314			129,662
ST MARYS OZAUKEE	98,753	4,090		1,423		104,266
ST MARYS REGIONAL MED CENTER	34,227					34,227
ST MICHAELS CENTER FOR SPECIAL SURGERY		22,079				22,079
ST ROSE DOMINICAN HOSPITAL	18,897	62,883				81,781

STATEMENT AS OF JUNE 30, 2010 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
ST ROSE DOMINICAN SIENA HOSPITAL	332,017	786,131				1,118,149
ST TAMMANY PARISH HOSPITAL	46,122					46,122
ST THOMAS HOSPITAL	42,218	4,533				46,750
ST VINCENT MERCY MEDICAL CENTER					18,651	18,651
ST. MICHAEL'S CENTER FOR SPECIAL SURGERY		22,079				22,079
STANFORD MEDICAL CENTER	91				11,304	11,395
STATE OF WI DEPT OF VA AFFAIR	19,845					19,845
SUMMERLIN HOSPITAL MED CTR LLC	103,262	708,305				811,567
SUMMERLIN HOSPITAL MEDICAL CENTER	64,893	1,635				66,528
SUMMERLIN HOSPITAL MEDICAL CENTER	24,431					24,431
SUMMIT MEDICAL CENTER	20,213					20,213
SUNRISE DIAGNOSTIC CENTER	22,648					22,648
SUNRISE HOSPITAL AND MEDICAL	51,459	473,244				524,703
SUNRISE HOSPITAL AND MEDICAL CENTER	16,250					16,250
SUPERIOR A IR GROUND AMB SERVICE	7,695	6,228	268	535	662	15,388
SWEDISH COVENANT HOSPITAL	43,390	92,989	2,697	8,362	361,827	509,266
SWEDISH MEDICAL CENTER	271,464					271,464
T H C LAS VEGAS	219,367	102,571				321,939
TALLAHASSEE MEMORIAL	229	23,756			5,714	29,700
TAMPA GENERAL HOSPITAL	268,779	19,318	12,544	182,778		483,419
TAMPA PAIN RELIEF CENTER INC	10,709	2,615				13,323
TAYLOR REGIONAL HOSPITAL	11,550	6,658			1,629	19,837
TENET SOUTH FULTON INC	27,033					27,033
THC CHICAGO	49,728	56,325				106,053
THE MEDICAL CENTER AT BOWLING GREEN	4,718	5,324	296	308	17	10,664
THE REHABILITATION CENTER	34,339			567		34,906
THE SCOOTER STORE	11,137	210				11,347
THE SWEET LIFE AT ROSEHILL	21,267					21,267
TIMBERLAKE CARE CENTER	11,452					11,452
TIMBERLAKE DIALYSIS	24,673					24,673
TINLEY WOOD ANESTHESIA	2,084	1,162	652	1,077	18,913	23,888
TJ SAMSON COMMUNITY HOSPITAL	1,282	474	636		13,525	15,917
TODD HILDRETH OD					47,200	47,200
TOM KARNEZIS	18,998	331				19,329
TOTAL RENAL CARE CAMELBACK	21,057					21,057
TOTAL RENAL CARE INC	22,372					22,372
TOURO INFIRMARY HOSPITAL	24,614					24,614
TOWN & COUNTRY HOSPITAL	66,403					66,403
TRANS HEALTH MANAGEMENT	20,361		9,277		2,561	32,199
TRINITY NURSING AND REHAB	9,749	1,361				11,110
TRUMAN MED CENTER LAKEWOOD	13,319					13,319
TRUMAN MED CTR HOSP HILL	47,565	387				47,952
TUCSON CENTRAL DIALYSIS	14,837					14,837
TUCSON HEART HOSPITAL					26,515	26,515
TUCSON MEDICAL CENTER	132,762	23,286				156,048
TWO RIVERS PSYCHIATRIC HOSPITAL	15,306					15,306
U OF L KIDNEY DISEASE	11,830					11,830
UCSD MEDICAL CENTER	17,165					17,165
UK GOOD SAMARITAN	11,319				685	12,003
UK HEALTHCARE HOSPITAL	270,926	85,123	8,771	28,499	273,090	666,410
UNION HOSPITAL	11,416					11,416
UNITED HOSPITAL SYSTEM INC	18,894	612			2,396	21,902
UNITED SHOCKWAVE SVCS LTD	13,003				12,894	25,896
UNIV OF TENNESSEE MEDICAL CENTER	193,907	82		2,457	3,544	199,990
UNIVERSITY COMMUNITY HOSPITAL	89,533					89,533
UNIVERSITY HOSPITAL	434,869	13,798	2,283	97	29,201	480,247

STATEMENT AS OF JUNE 30, 2010 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
UNIVERSITY HOSPITAL & MEDICAL CENTER.....	17,233					17,233
UNIVERSITY MEDICAL CENTER.....	95,033	343,023	2,465			440,521
UNIVERSITY OF CHICAGO MED CTR.....	191,616	4,523	2,941			199,080
UNIVERSITY OF CHICAGO MEDICAL CENTER.....	15,480	496		205	24,530	40,712
UNIVERSITY OF COLORADO HOSPITAL.....	15,741	8,226			2,184	26,151
UNIVERSITY OF ILLINOIS MED CTR.....	110,473	22,863		35	22,164	155,535
UNIVERSITY OF KANSAS HOSPITAL.....	374,591	5,596			625	380,813
UNIVERSITY OF KENTUCKY HEALTHCARE.....	31,513				1,204	32,717
UNIVERSITY OF LOUISVILLE HOSPITAL.....	873,938	5,633		2,802	8,290	890,663
UNIVERSITY OF MIAMI HOSPITAL.....	34,490	16,943				51,434
UNM HOSPITAL.....	18,601	2,890				21,492
UROLOGICAL SERVICES LTD.....	1,298	1,005	2,252	1,492	56,209	62,255
UT DAY SURGERY.....	19,027					19,027
VA HEARTLAND - WEST VISN 15.....	21,246					21,246
VALLEY HOSPITAL MEDICAL CENTER.....	252,901	684,355				937,256
VANDERBILT CHILDRENS HOSPITAL.....	14,376	3,095			44,584	62,055
VANDERBILT UNIVERSITY MEDICAL CENTER.....	253,412	7,531	13,533		124,513	398,990
VANGUARD HEALTH SYSTEM.....	10,158	15,833			5,432	31,423
VILLAGES OF JACKSON CREEK.....	12,937					12,937
VISITING NURSE ASSOCIATION.....	52,879	352				53,231
VISTA MEDICAL CENTER EAST.....	192,885	3,835		353		197,073
VNA NAZARETH HOME CARE.....	19,680	1,017	534	2,754	222	24,206
WAKEMED.....	32,836					32,836
WALGREENS ADVANCE CARE INC.....					28,197	28,197
WALGREENS INFUSION PHARMACY.....	3,594	3,007	394	72	14,057	21,123
WALGREENS INFUSION SERVICES.....	13,817	503	1,304	476	550	16,650
WALGREENS RESPIRATORY SERVICES.....	8,196	782			1,529	10,508
WASHINGTON REG MED CENTER.....	45,807	529				46,336
WATERSHED TREATMENT CENTER.....	5,551	3,097	6,814			15,462
WAUKESHA MEMORIAL HOSPITAL.....	30,682	4,594		3,030	804	39,111
WAUWATOSA SURGERY CENTER LP.....	17,036	1,933				18,969
WEST ALLIS MEMORIAL HOSPITAL INC.....	60,018	8,734		322	11,074	80,147
WEST CHESTER MEDICAL.....	30,117	2,533			4,788	37,438
WEST JEFFERSON MEDICAL CENTER.....	39,433	615				40,048
WEST SUBURBAN HOSPITAL DIALYSIS.....	24,850					24,850
WEST SUBURBAN HOSPITAL MED CTR.....	50,083				8,363	58,446
WEST SUBURBAN MEDICAL CENTER.....	65,802	21,845			3,329	90,976
WEST VALLEY HOSPITAL MEDICAL CTR.....	43,532	40,996				84,528
WEST VALLEY HOSPITAL MEDICAL CENTER.....	25,524	247				25,771
WESTERN BAPTIST HOSPITAL.....	12,240	2,987	8,688			23,915
WESTERN COMMUNITY DIALYSIS CENTER.....	11,226					11,226
WESTSHORE.....					15,501	15,501
WESTSIDE REGIONAL MEDICAL CENTER.....			10,768			10,768
WHEATON FRANCISCAN INC.....	170,047			387		170,434
WILLIAM CAMP.....	15,269					15,269
WILLIAM REID JR.....	10,094					10,094
WILLIS KNIGHTON MEDICAL CENTER INC.....	27,881					27,881
WILLOWCREST CARE CENTER.....	7,870		2,251			10,121
WOODLAND DIALYSIS CENTER.....					15,109	15,109
WYANDOTTE CENTRAL DIALYSIS.....	33,324					33,324
.....						0
.....						0
0199999 Individually listed claims unpaid.....	35,325,978	9,268,366	1,037,677	824,657	8,279,226	54,735,904
0299999 Aggregate accounts not individually listed-uncovered.....						0
0399999 Aggregate accounts not individually listed-covered.....	10,331,048	1,766,587	1,233,748	284,002	2,806,916	16,422,301
0499999 Subtotals.....	45,657,026	11,034,953	2,271,425	1,108,659	11,086,142	71,158,205

STATEMENT AS OF JUNE 30, 2010 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
0199999 Individually listed claims unpaid.....	35,325,978	9,268,366	1,037,677	824,657	8,279,226	54,735,904
0299999 Aggregate accounts not individually listed-uncovered.....						0
0399999 Aggregate accounts not individually listed-covered.....	10,331,048	1,766,587	1,233,748	284,002	2,806,916	16,422,301
0499999 Subtotals	45,657,026	11,034,953	2,271,425	1,108,659	11,086,142	71,158,205
0599999 Unreported claims and other claim reserves	XXX	XXX	XXX	XXX	XXX	111,909,329
0699999 Total amounts withheld	XXX	XXX	XXX	XXX	XXX	
0799999 Total claims unpaid	XXX	XXX	XXX	XXX	XXX	183,067,534
0899999 Accrued medical incentive pool and bonus amounts	XXX	XXX	XXX	XXX	XXX	1,735,472

STATEMENT AS OF JUNE 30, 2010 OF THE Humana Health Plan, Inc.

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1	2	3	4		
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec. 31 of Prior Year	On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	59,329,748	231,444,319	5,924,160	50,154,203	65,253,908	64,517,865
2. Medicare Supplement .....					.0	.0
3. Dental Only		280,838		191,142	.0	.0
4. Vision Only		190,057			.0	.0
5. Federal Employees Health Benefits Plan	6,453,686	45,513,526	1,425,307	9,895,740	7,878,993	9,705,174
6. Title XVIII - Medicare	69,936,742	361,313,610	3,626,965	102,489,742	73,563,707	79,254,057
7. Title XIX - Medicaid .....					.0	.0
8. Other health .....					.0	.0
9. Health subtotal (Lines 1 to 8).....	135,720,176	638,742,350	10,976,432	162,730,827	146,696,608	153,477,096
10. Health care receivables (a) .....					.0	.0
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts	469,238		.0	1,735,472	469,238	1,987,544
13. Totals	136,189,414	638,742,350	10,976,432	164,466,299	147,165,846	155,464,640

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

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of the Company are presented on the basis of accounting practices prescribed or permitted by the Kentucky Office of Insurance.

The Kentucky Office of Insurance recognizes only statutory accounting practices prescribed or permitted by the state of Kentucky for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Kentucky Insurance Law. The National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures manual (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the state of Kentucky. The Commissioner of Insurance has the right to permit other specific practices that deviate from prescribed practices. No deviations exist.

A reconciliation of the Company's net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the state of Kentucky is shown below:

	State of Domicile	2010	2009
1. Net Income, Kentucky basis	KY	\$ 24,254,399	\$ (8,901,986)
2. State Prescribed Practices (Income):	KY	-	-
3. State Permitted Practices (Income):	KY	-	-
4. Net Income, NAIC SAP	KY	\$ 24,254,399	\$ (8,901,986)
5. Statutory Surplus, Kentucky basis	KY	\$ 262,302,421	\$ 175,615,014
6. State Prescribed Practices (Surplus):	KY	-	-
7. State Permitted Practices (Surplus):	KY	-	-
Nonadmitted Investment in Subsidiary		(26,486,590)	(26,798,974)
8. Statutory Surplus, NAIC SAP	KY	\$ 235,815,831	\$ 148,816,040

B. Use of Estimates in the Preparation of the Financial Statements

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. These estimates are based on knowledge of current events and anticipated future events, and accordingly, actual results could differ from those estimates.

C. Accounting Policy

Short-term investments include investments mainly in U.S. Government obligations with a maturity of twelve months or less from the date of purchase. Short-term investments are recorded at amortized cost. The carrying value of short-term investments approximates fair value due to the short-term maturities of the investments.

Investments are valued and classified in accordance with methods prescribed by the NAIC. Bonds with an NAIC rating of 1 or 2 are carried at amortized cost, with all other bonds being recorded at the lower of amortized cost or fair value; redeemable preferred stocks are carried at amortized cost; and non-redeemable preferred stocks are carried at fair value.

The Company regularly evaluates investment securities for impairment. For all securities other than loan-backed and structured securities, the Company considers factors affecting the investee, factors affecting the industry the investee operates within, and general debt and equity market trends. The Company also considers the length of time an investment's fair value has been below carrying value, the near term prospects for recovery to carrying value, and the Company's intent and ability to hold the investment until maturity or market recovery is realized. If and when a determination is made that a decline in fair value below the cost basis is other-than-temporary, the related investment is written down to its estimated fair value through earnings.

For loan backed and structured securities where the securities fair value is less than the amortized cost, the Company considers several factors to determine if the security's impairment is other-than-temporary. If the Company has the intent to sell the security or if the Company does not have the intent and ability to retain the security until recovery of its fair value, the related investment is written down to its estimated fair value through earnings. If, however, the Company has the intent and ability to retain the security until recovery of its fair value, the Company considers factors affecting the investee, factors affecting the industry the investee operates within, and general debt and equity market trends. The Company also considers the length of time an investment's fair value has been below carrying value and the near term prospects for recovery to carrying value. If the determination is made, based on these factors, that the Company does expect to recover the entire amortized cost of the security, then an other-than-temporary impairment has not occurred. If, however, the determination is made that the Company does not expect to recover the entire amortized cost of the security based on the factors noted above, the Company recognizes a realized loss in earnings for the non-interest related decline. No loss is recognized for the interest impairment.

Amortization of bond premium or discount is computed using the scientific interest method.

Income from investments is recorded on an accrual basis. For the purpose of determining realized gains and losses, the cost of securities sold is based upon specific identification. Investment income due and accrued over 90 days past due is nonadmitted.

The Company estimates the fair value of its investments in mortgage loans on real estate using a discounted cash flow method based on rating, maturity and future income when compared to the expected yield for mortgages having similar characteristics. The rating for mortgages in good standing is based on property type, location, market conditions, occupancy, debt service coverage, loan to value, caliber of tenancy, borrower and payment record. Problem mortgages are priced to reflect their monetary value to the Company, considering such things as the degree of default, whether or not the payments are still being made, interest rate, maturity and operating performance of the underlying collateral.

The Company participates in a securities lending program to maximize investment income. The Company loans certain investment securities for short periods of time in exchange for collateral initially equal to at least 102 percent of the fair value of the investment securities on loan. The fair value of the loaned investment securities is monitored on a daily basis, with additional collateral obtained or refunded as the fair value of the loaned investment securities fluctuates. The collateral, which may be in the form of cash or U.S. Government securities, is deposited by the borrower with an independent lending agent.

Real estate held for production of income is carried at depreciated cost.

NOTES TO FINANCIAL STATEMENTS

The Company accounts for its investments in subsidiaries using the audited statutory equity method of accounting.

Equipment is stated at cost less accumulated depreciation. Depreciation expense is computed using the straight-line method over estimated useful lives generally ranging from three to five years. Improvements to leased facilities are depreciated over the shorter of the remaining lease term or the anticipated life of the improvement.

The Company recognizes an asset or liability for the deferred tax consequences of temporary differences between the tax bases of assets or liabilities and their reported amounts in the financial statements. The temporary differences will result in taxable or deductible amounts in future years when the reported amounts of the assets or liabilities are recovered or settled.

Premiums are reported as earned in the period in which members are entitled to receive services, and are net of retroactive membership adjustments. Retroactive membership adjustments result from enrollment changes not yet processed, or not yet reported by an employer group or the government. Premiums received prior to such period are recorded as advance premiums.

Benefits incurred and loss adjustment expenses include claim payments, capitation payments, pharmacy costs net of rebates, allocations of certain centralized expenses, legal and administrative costs to settle claims, and various other costs incurred to provide health insurance coverage to members, as well as estimates of future payments to hospitals and others for medical care provided prior to the date of the statements of admitted assets, liabilities and surplus. Capitation payments represent monthly contractual fees disbursed to participating primary care physicians, and other providers who are responsible for providing medical care to members. Pharmacy costs represent payments for members' prescription drug benefits, net of rebates from drug manufacturers.

The estimates of future medical benefit payments are developed using actuarial methods and assumptions based upon claim payment patterns, medical cost inflation, historical development such as claim inventory levels and claim receipt patterns, and other relevant factors. Corresponding administrative costs to process outstanding claims are estimated and accrued. Estimates of future payments relating to services incurred in the current and prior periods are continually reviewed by management and adjusted as necessary.

The Company assesses the profitability of its contracts for providing health insurance coverage to its members when current operating results or forecasts indicate probable future losses. The Company records a premium deficiency liability in current operations to the extent that the sum of expected future medical costs, claim adjustment expenses and maintenance costs exceed related future premiums. Investment income is not contemplated in the calculation of the premium deficiency liability.

Management believes the Company's benefits payable and loss adjustment expense are adequate to cover future claims and loss adjustment expense payments required, however, such estimates are based on knowledge of current events and anticipated future events and, therefore, the actual liability could differ from the amounts provided.

The Company estimates anticipated Pharmacy Rebate Receivables using the analysis of historical recovery patterns.

2. Accounting Changes and Corrections of Errors

In 2009, the Company determined it has failed to properly account for restricted stock expense at the legal entity level in 2008, 2007, and 2006. Under SSAP No. 13, Stock Options and Stock Purchase Plans, Humana Inc.'s restricted stock plan is considered compensatory. Therefore, the value of the award should be expensed at the date of the grant. Consistent with SSAP 3, the prior period expense was recorded as an adjustment to surplus in first quarter 2010 as an aggregate write-in on line 47 of the capital and surplus account rollforward.

This prior period error has zero impact on surplus as the negative impact on earnings is directly offset by a reduction in the paid in surplus line. There is no tax impact of this adjustment. The adjustment is 0.4 percent of earned premium and 21.0 percent of pretax earnings.

In 2009, the Company also determined that required accounting for Pharmacy charges on certain ASO contracts resulted in an overstatement of medical expense during 2008 and 2007. Consistent with SSAP 3, the prior period expense was recorded as an adjustment to surplus in first quarter 2010 as an aggregate write-in on line 47 of the capital and surplus account rollforward.

This prior period error has a positive impact on surplus of 23.1 percent. The adjustment is 11.9 percent of earned premium and 557.1 percent of pretax earnings.

In 2010, the Company determined that certain claims reserves for one of the Company's subsidiaries had been inappropriately adjusted between legal entities in 2008. This resulted in a \$2.5 million understatement of both the intercompany payable and the 2008 claims expense for the Company. Consistent with SSAP 3, the prior period expense was recorded as an adjustment to surplus in second quarter 2010 as an aggregate write-in on line 47 of the capital and surplus account rollforward. The subsidiary, the investment in which is reported as common stock in the statement of admitted assets, liabilities and surplus, had overstated its intercompany payable and claims expense in 2008. Accordingly, common stock and the change in unrealized gains have also been adjusted by the \$2.5 million, net of a \$0.3 million change in the net deferred tax asset from the subsidiary. There was no change in the net admitted deferred tax asset for the Company for this restatement.

3. Business Combinations and Goodwill

A. Statutory Purchase Method

Not Applicable.

B. Statutory Merger

Not Applicable.

C. Assumption Reinsurance

Not Applicable.

D. Impairment Loss

Not Applicable.

4. Discontinued Operations

NOTES TO FINANCIAL STATEMENTS

Not Applicable.

5. Investments

A. Mortgage Loans, Including Mezzanine Real Estate Loans

Not Applicable.

B. Debt Restructuring

Not Applicable.

C. Reverse Mortgages

Not Applicable.

D. Loan-Backed Securities

The Company does not have any investments in an other-than-temporary impairment position at year-end.

Gross unrealized losses and fair value aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position were as follows at June 30, 2010:

	2010					
	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Government loan-backed securities	\$ 20,884,079	\$ (158,174)	\$ -	\$ -	\$ 20,884,079	\$ (158,174)
Other loan-backed securities	6,491,511	(118,835)	-	-	6,491,511	(118,835)
Total loan backed securities	\$ 27,375,590	\$ (277,009)	\$ -	\$ -	\$ 27,375,590	\$ (277,009)

The unrealized losses at June 30, 2010 were primarily due to increases in interest rates from a widening of credit spreads. All issuers of securities trading at an unrealized loss remain current on all contractual payments and the Company believes it is probable that all amounts due according to the contractual terms of the debt securities are collectible. After taking into account these and other factors, including the severity of the decline and the Company's ability and intent to hold these securities until recovery or maturity, the Company determined the unrealized losses on these investment securities were temporary and, as such, no impairment was required.

E. Repurchase Agreements

Not Applicable.

F. Real Estate

Not Applicable.

G. Low-Income Housing Tax Credits (LIHTC)

Not Applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

A. The Company has no investments in Joint Ventures, Partnerships or Limited Liability Companies that exceed 10.0 percent of its admitted assets.

B. The Company did not recognize any impairment write down for its investments in Joint Ventures, Partnerships and Limited Liability Companies during the statement periods.

7. Investment Income

A. Due and accrued income was excluded from surplus on the following basis:

All investment income due and accrued with amounts that are over 90 days past due with the exception of mortgage loan default.

B. The total amount excluded was \$0.

8. Derivative Instruments

Not Applicable.

9. Income Taxes

No material change since year-end December 31, 2009.

NOTES TO FINANCIAL STATEMENTS

10. Information Concerning Parent, Subsidiaries and Affiliates

- A-F. The Company has a management contract with Humana and other related parties whereby the Company is provided with medical and executive management, information systems, claims processing, billing and enrollment, and telemarketing and other services as required by the Company. Management fees charged to operations for the years ended December 31, 2009 and 2008 were approximately \$236.3 million and \$168.6 million respectively. As a part of this agreement, Humana makes cash disbursements on behalf of the Company which includes, but is not limited to, medical related items, general and administrative expenses, commissions and payroll. Humana is reimbursed by the Company weekly, based upon historical pattern of amounts and timing. Each month, these estimates are adjusted to ultimately settle upon actual disbursements made on behalf of the Company. As a result, any residual inter-company balances are immediately settled in the following month. The Company continues to be primarily liable for any outstanding payments made on behalf of the Company, should Humana not be able to fulfill its obligations. No dividends were paid by the Company. The Department of Insurance was notified prior to the payment of this dividend. At December 31, 2009, the Company reported \$14.4 million amounts due from Humana Inc. Amounts due to or from parent are generally settled within 30 days.
- G. Not Applicable.
H. Not Applicable.
I. Not Applicable.
J. Not Applicable.
K. Not Applicable.
L. Not applicable.

11. Debt

- A. Capital Notes
The Company has no capital notes outstanding.
- B. All other Debt
The Company has no debentures outstanding.
The Company does not have any reverse repurchase agreements.

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

- A. Defined Benefit Plan
Not Applicable.
- B. Defined Contribution Plan
Not Applicable.
- C. Multiemployer Plans
Not Applicable.
- D. Consolidated/Holding Company Plans
No material change since year-end December 31, 2009.
- E. Post Employment Benefits and Compensated Absences
Not Applicable.
- F. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17)
Not Applicable

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

- 1) The company has \$1 par value common stock with 5,000,000 shares authorized and 2,248,000 shares issued and outstanding.
2) The Company has no preferred stock outstanding.
3-5) Dividends are noncumulative and are paid as determined by the Board of Directors. Dividends are subject to the approval of the Department of Insurance if such dividend distribution which, together with other dividends or distributions made within the preceding twelve months, exceeds the lesser of (a) 10 percent of the company's policyholder surplus as of December 31 of the prior year, or (b) the net income, for the twelve month period ending December 31 of the prior year.
Within the limitations above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.
No dividends were paid by the Company.
6) There were no restrictions placed on the Company's surplus, including for whom the surplus is being held.
7) Not Applicable.
8) Not Applicable.
9) Not Applicable.
10) The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses is \$307,268.
11) Not Applicable.
12) Not Applicable.
13) Not Applicable.

14. Contingencies

- A. Contingent Commitments
Not Applicable.

NOTES TO FINANCIAL STATEMENTS

B. Assessments

Not Applicable.

C. Gain Contingencies

Not Applicable.

D. Claims related extra contractual obligation and bad faith losses stemming from lawsuits

Not Applicable.

E. All Other Contingencies

During the ordinary course of business, the Company is subject to pending and threatened legal actions. Management of the Plan does not believe that any of these actions will have a material adverse effect on the Company's surplus, results of operations or cash flows. However, the likelihood or outcome of current or future legal proceedings cannot be accurately predicted, and they could adversely affect the Company's surplus, results of operations and cash flows.

The Company is not aware of any other material contingent liabilities as of June 30, 2010.

15. Leases

No material change since year-end December 31, 2009.

16. Information about Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentration of Credit Risk

- 1) The Company has no investment in Financial Instruments with Off Balance Sheet Risk.
- 2) The Company has no investment in Financial Instruments with Concentration Credit Risk.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

A. Transfers of Receivables Reported as Sales

Not Applicable.

B. Transfer and Servicing of Financial Assets

The Company participates in a securities lending program of select invested assets. As of June 30, 2010, securities totaling \$3.0 million were loaned under this program. Due to recent financial market turmoil, certain assets held off balance sheet in conjunction with this program were determined to be impaired at June 30, 2010. As a result of this impairment, the net liability of \$3.0 thousand related to this security lending program has been accrued. This represents the shortfall of assets held under the program versus the continuing liability to return the full value of cash collateral.

C. Wash Sales

Not Applicable.

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

A. ASO Plans

The gain from operations from Administrative Services Only (ASO) uninsured plans and the uninsured portion of partially insured plans was as follows during 2009:

	(1)		(2)		(3)	
	ASO Uninsured Plans		Uninsured Portion of Partially Insured Plans		Total ASO	
a. Net reimbursement for administrative expenses (including administrative fees) in excess of actual expenses	\$	(7,241,442)	\$	-	\$	(7,241,442)
b. Total net other income or expenses (including interest paid to or received from plans)	\$	839,159	\$	-	\$	839,159
c. Net gain or (loss) from operations	\$	(6,402,283)	\$	-	\$	(6,402,283)
d. Total claim payment volume	\$	140,444,178	\$	-	\$	140,444,178

B. ASC Plans

Not Applicable.

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract

- a. The Company records no revenue explicitly attributable to the cost share and reinsurance components of administered Medicare products.
- b. As of June 30, 2010, the Company has recorded a receivable from CMS of \$0.5 million related to the cost share and reinsurance components of administered Medicare products.

NOTES TO FINANCIAL STATEMENTS

- c. As no revenue is recorded in connection with the cost share and reinsurance components of the Company's Medicare contracts, the Company has recorded no allowances and reserves for adjustment of recorded revenues or receivables.
- d. The Company has made no adjustment to revenue resulting from audit of receivables related to revenues recorded in the prior period.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

Not Applicable.

20. Other Items

A. Extraordinary Items

Not Applicable.

B. Troubled Debt Restructuring

Not Applicable.

C. Other Disclosures

Not Applicable.

D. Disclose the nature of any portion of the balance that is reasonably possible to be uncollectible for assets covered by SSAP No. 6, Uncollected Premium Balances, Bill Receivable for Premiums, and Amounts Due From Agents and Brokers, SSAP No. 47, Uninsured Plans, or SSAP No. 66, Retrospectively Rated Contracts.

Not Applicable.

E. Business Interruption Insurance Recoveries

Not Applicable.

F. State Transferable Tax Credits

Not Applicable.

G. The company has no deposits admitted under Section 6603 of the Internal Revenue Service Code.

H. Hybrid Securities

Not Applicable.

I. Subprime Mortgage Related Risk Exposure

The Company consults with its external investment managers to assess its subprime mortgage related risk exposure. Certain characteristics are utilized to determine if a mortgage-backed security has subprime exposure. The main characteristics reviewed when determining this are the collateral and structure of the security, the loan purpose, loan documentation, occupancy, geographical location, loan size and type. Subprime mortgage borrowers typically have lower credit scores, lower loan balances and higher loan-to-values than other conforming loans. Management's practices include reviewing quantitative and qualitative credit models that analyze loan-level collateral composition, historical underwriter performance trends, the impact of macroeconomic factors, and issuer risks; as well as reviewing the estimation of security cash flows and monthly model calibrations.

(1) Direct exposure through investments in sub-prime mortgage loans.

The Company has no direct exposure through investment to sub-prime mortgage loans.

(2) Indirect exposure to sub-prime mortgage risk through investments in the following securities:

- a. Residential mortgage backed securities – No exposure noted.
- b. Collateralized debt obligations – No exposure noted.
- c. Structured Securities (including principal protected notes) – No exposure noted.
- d. Debt Securities of companies with significant sub-prime exposure – No exposure noted.
- e. Equity securities of companies with significant sub-prime exposure – No exposure noted.
- f. Other Assets – No exposure noted.

(3) Underwriting exposure to sub-prime mortgage risk through Mortgage Guaranty coverage, Financial Guaranty coverage, Directors and Officers liability coverage, or Errors and Omissions liability coverage.

Not Applicable.

(4) Classification of mortgage related securities is primarily based on information from outside data services, including rating agency actions. When considering our exposure, the Company evaluated the percentage of full documentation loans, percent of owner occupied properties, FICO scores, average margin for ARM loans, percent of loans with prepayment penalties, the existence of non-traditional underwriting standards, among other factors.

21. Events Subsequent

The Company is not aware of any events occurring subsequent to the close of the books for this statement which may have a material effect on its financial condition. Subsequent events have been considered through August 11, 2010 for the statutory statement issued on August 11, 2010.

22. Reinsurance

NOTES TO FINANCIAL STATEMENTS

A. Ceded Reinsurance Report

Section 1 – General Interrogatories

- (1) Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10.0 percent or controlled, either directly or indirectly, by the company or by any representative, officer, trustee, or director of the company?

Yes () No (X)

If yes, give full details.

- (2) Have any policies issued by the company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) that is owned in excess of 10.0 percent or controlled directly or indirectly by an insured, a beneficiary, a creditor or an insured or any other person not primarily engaged in the insurance business?

Yes () No (X)

If yes, give full details.

Section 2 – Ceded Reinsurance Report – Part A

- (1) Does the company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credits?

Yes () No (X)

- a. If yes, what is the estimated amount of the aggregate reduction in surplus of a unilateral cancellation by the reinsurer as of the date of this statement, for those agreements in which cancellation results in a net obligation is not presently accrued? Where necessary, the reporting entity may consider the current or anticipated experience of the business reinsured in making this estimate. \$0
- b. What is the total amount of reinsurance credits taken, whether as an asset or as a reduction of liability, for these agreements in this statement? \$0

- (2) Does the reporting entity have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies?

Yes () No (X)

If yes, give full details.

Section 3 – Ceded Reinsurance Report – Part B

- (1) What is the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of premium or other similar credits that are reflected in Section 2 above) of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Where necessary, the company may consider the current or anticipated experience of the business reinsured in making this estimate. \$0

- (2) Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the company as of the effective date of the agreement?

Yes () No (X)

If yes, what is the amount of reinsurance credits, whether an asset or a reduction of liability, taken for such new agreements or amendments? \$0

B. Uncollectible Reinsurance

Not Applicable.

C. Commutation of Ceded Reinsurance

Not Applicable.

23. Retrospectively Rated Contracts and Contracts Subject to Redetermination

- A. The Company estimates accrued retrospective premium adjustments for its Medicare business through a mathematical approach using an algorithm based upon settlement procedures defined by contracts with CMS.
- B. The Company records accrued retrospective premium as an adjustment to earned premiums.
- C. The amount of net premiums written by the Company at June 30, 2010 that are subject to retrospective rating features was \$45.7 million, or 4.8 percent. No other net premiums written by the Company are subject to retrospective rating features.

NOTES TO FINANCIAL STATEMENTS

24. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2009 were \$156.9 million. As of June 30, 2010, \$138.7 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$11.2 million as a result of reestimation of unpaid claims and claim adjustment expenses principally on the commercial and Medicare Advantage HMO books of business. Therefore, there has been a \$7.0 million favorable prior-year development since December 31, 2009. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims. The Company has no retrospectively rated policies.

25. Intercompany Pooling Arrangements

Not Applicable.

26. Structured Settlements

Not Applicable.

27. Health Care Receivables

A. Pharmaceutical Rebate Receivables

Quarter	Estimate Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Billed or Otherwise Confirmed	Actual Rebates Received Within 90 Days of Billing	Actual Rebates Received Within 91 to 180 Days of Billing	Actual Rebates Received More than 181 Days after Billing
6/30/2010	\$ 7,414,654	\$ 7,414,654	\$ -	\$ -	\$ -
3/31/2010	\$ 4,991,220	\$ 4,991,220	\$ 4,991,220	\$ -	\$ -
12/31/2009	\$ 5,322,832	\$ 5,322,832	\$ 5,322,832	\$ -	\$ -
9/30/2009	\$ 6,375,850	\$ 6,375,850	\$ 6,375,850	\$ -	\$ -
6/30/2009	\$ 6,514,874	\$ 6,514,874	\$ 6,514,874	\$ -	\$ -
3/31/2009	\$ 6,602,391	\$ 6,602,391	\$ 6,602,391	\$ -	\$ -
12/31/2008	\$ 7,261,000	\$ 7,261,000	\$ 7,261,000	\$ -	\$ -
9/30/2008	\$ 6,425,274	\$ 6,425,274	\$ 6,425,274	\$ -	\$ -
6/30/2008	\$ 6,333,928	\$ 6,333,928	\$ 6,333,928	\$ -	\$ -
3/31/2008	\$ 5,089,514	\$ 5,089,514	\$ 5,089,514	\$ -	\$ -
12/31/2007	\$ 3,900,954	\$ 3,900,954	\$ 3,900,954	\$ -	\$ -
9/30/2007	\$ 5,588,626	\$ 5,588,626	\$ 5,588,626	\$ -	\$ -
6/30/2007	\$ 4,931,518	\$ 4,931,518	\$ 4,931,518	\$ -	\$ -
3/31/2007	\$ 4,863,933	\$ 4,863,933	\$ 4,863,933	\$ -	\$ -
12/31/2006	\$ 5,310,097	\$ 5,310,097	\$ 5,310,097	\$ -	\$ -

B. Risk Sharing Receivables

Risk Sharing receivables include estimated recoveries on plan to plan and state to plan adjustments attributable to benefits paid for Medicare beneficiaries. These estimated recoveries from other Medicare carriers and state Medicaid plans are recorded based upon reported overpayments, adjusted for historical recovery patterns.

28. Participating Policies

Not Applicable.

29. Premium Deficiency Reserves

As of June 30, 2010, the Company had liabilities of \$13.4 million related to premium deficiency reserves. The Company did not consider anticipated investment income when calculating its premium deficiency reserves. The Company did recognize the time value of money by discounting future losses at an annual interest rate of 0.15 percent.

30. Anticipated Salvage and Subrogation

Not Applicable.

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 [] No [X]
If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide the name of 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] NA []
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2008
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2005
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 06/27/2007
- 6.4 By what department or departments?
Kentucky Department of Insurance.....
- 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 [X] No [] NA []
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] NA []
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]
- 7.2 If yes, give full information:
.....
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
.....
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
.....
.....
.....

GENERAL INTERROGATORIES

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

9.11 If the response to 9.1 is No, please explain:

9.2 Has the code of ethics for senior managers been amended? Yes No

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

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

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

FINANCIAL

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

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

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

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

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

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

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

14.2 If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$0	\$0
14.22 Preferred Stock	\$0	\$0
14.23 Common Stock	\$26,486,590	\$26,798,974
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).....	\$26,486,590	\$26,798,974
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

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes No

If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 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
JP Morgan Chase.....	4 New York Plaza 15th Floor; New York, NY 10004-2413; Attn: Charles Tuzzolino.....

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

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?

Yes [] No [X]

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

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

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

1 Central Registration Depository	2 Name(s)	3 Address
107105.....	Blackrock Inc.....	40 East 52nd Street; New York, NY 10022.....

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:

.....

GENERAL INTERROGATORIES

PART 2 - HEALTH

1 Operating Percentages

1.1 A&H loss percent.....	83.1 %
1.2 A&H cost containment percent	0.8 %
1.3 A&H expense percent excluding cost containment expenses.....	13.7 %
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.....	\$ 0
2.3 Do you act as an administrator for health savings accounts?.....	Yes [] No [X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.....	\$ 0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

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

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama	AL	L	0	6,042,930					6,042,930	
2. Alaska	AK	N	0	0	0	0			0	
3. Arizona	AZ	L	27,698,655	70,934,097	0	653,926	0		99,286,678	
4. Arkansas	AR	L	0	13,605,360	0	0			13,605,360	
5. California	CA	N	0	0	0	0			0	
6. Colorado	CO	L	16,942,330	12,541,405	0	0	0		29,483,735	
7. Connecticut	CT	N	0	0	0	0			0	
8. Delaware	DE	N	0	0	0	0			0	
9. Dist. of Columbia	DC	N	0	0	0	0			0	
10. Florida	FL	N	0	0	0	0			0	
11. Georgia	GA	N	0	0	0	0			0	
12. Hawaii	HI	N	0	0	0	0			0	
13. Idaho	ID	L	0	0	0	0			0	
14. Illinois	IL	L	79,988,652	148,347,460	0	45,915,110	0		274,251,222	
15. Indiana	IN	L	3,833,697	3,012,689	0	0	0		6,846,386	
16. Iowa	IA	N	0	0	0	0			0	
17. Kansas	KS	L	5,430,367	43,498,329	0	534,313	0		49,463,009	
18. Kentucky	KY	L	241,542,579	0	0	1,366,146	0		242,908,725	
19. Louisiana	LA	N	0	0	0	0			0	
20. Maine	ME	N	0	0	0	0			0	
21. Maryland	MD	N	0	0	0	0			0	
22. Massachusetts	MA	N	0	0	0	0			0	
23. Michigan	MI	N	0	0	0	0			0	
24. Minnesota	MN	N	0	0	0	0			0	
25. Mississippi	MS	N	0	0	0	0			0	
26. Missouri	MO	L	5,099,498	77,568,317	0	14,814,061			97,481,876	
27. Montana	MT	N							0	
28. Nebraska	NE	L							0	
29. Nevada	NV	L	155	178,065,400					178,065,555	
30. New Hampshire	NH	N							0	
31. New Jersey	NJ	N							0	
32. New Mexico	NM	L		4,129,249					4,129,249	
33. New York	NY	N							0	
34. North Carolina	NC	N							0	
35. North Dakota	ND	N							0	
36. Ohio	OH	N							0	
37. Oklahoma	OK	N							0	
38. Oregon	OR	N							0	
39. Pennsylvania	PA	N							0	
40. Rhode Island	RI	N							0	
41. South Carolina	SC	L	0	2,322,755					2,322,755	
42. South Dakota	SD	N							0	
43. Tennessee	TN	L	19,716,059						19,716,059	
44. Texas	TX	N							0	
45. Utah	UT	N							0	
46. Vermont	VT	N							0	
47. Virginia	VA	L	0	2,576,450					2,576,450	
48. Washington	WA	L							0	
49. West Virginia	WV	N							0	
50. Wisconsin	WI	N							0	
51. Wyoming	WY	N							0	
52. American Samoa	AS	N							0	
53. Guam	GU	N							0	
54. Puerto Rico	PR	N							0	
55. U.S. Virgin Islands	VI	N							0	
56. Northern Mariana Islands	MP	N							0	
57. Canada	CN	N							0	
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX		400,251,992	562,644,441	0	63,283,556	0	0	1,026,179,989	0
60. Reporting entity contributions for Employee Benefit Plans	XXX								0	
61. Total (Direct Business)	(a) 17		400,251,992	562,644,441	0	63,283,556	0	0	1,026,179,989	0
DETAILS OF WRITE-INS										
5801.	XXX								0	
5802.	XXX								0	
5803.	XXX								0	
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX		0	0	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX		0	0	0	0	0	0	0	0

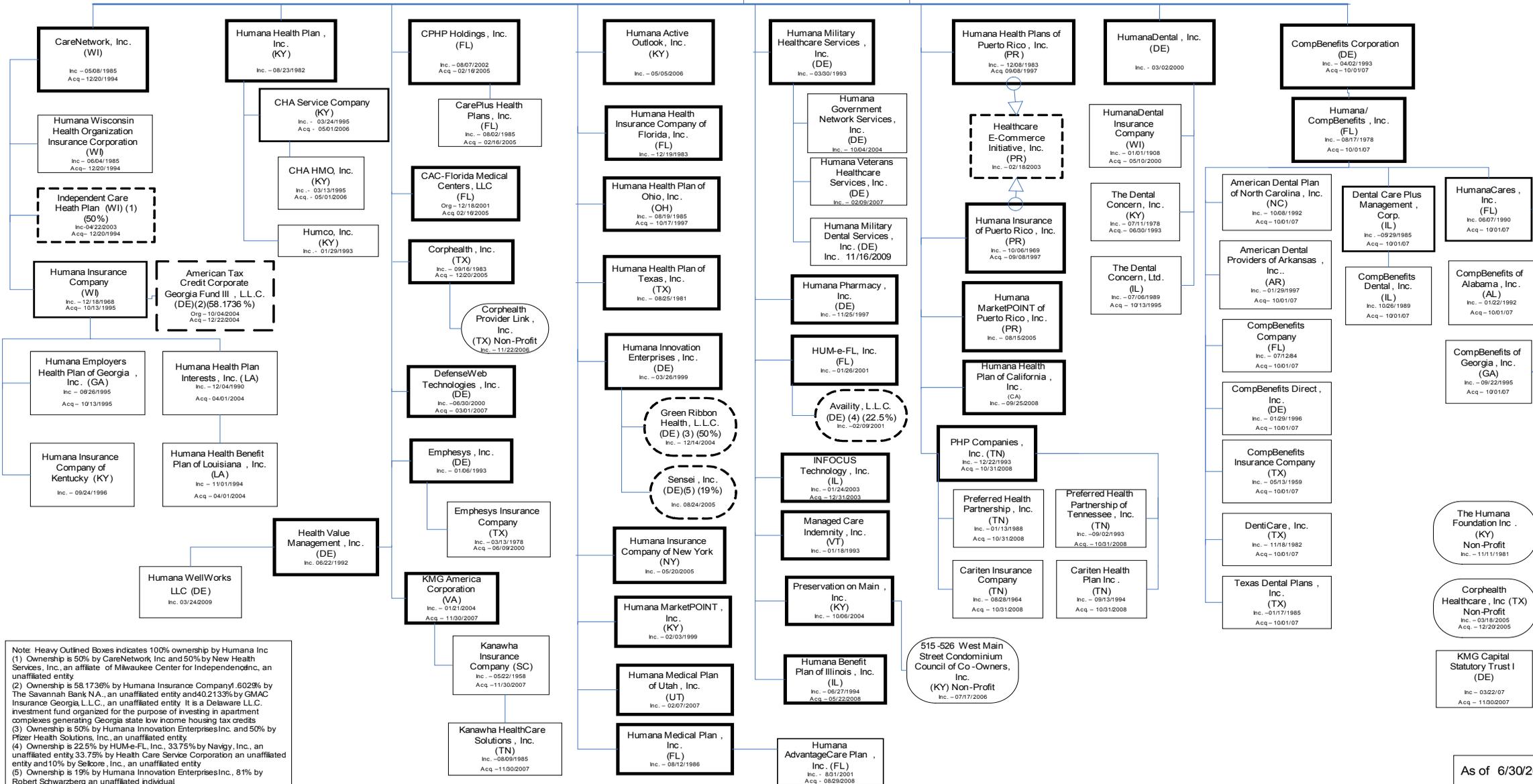
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

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

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

PART 1 - ORGANIZATIONAL CHART

Humana Inc.
(DE)
Inc. - 7/27/1964



Note: Heavy Outlined Boxes indicates 100% ownership by Humana Inc. (1) Ownership is 50% by CareNetwork, Inc. and 50% by New Health Services, Inc., an affiliate of Milwaukee Center for Independence, an unaffiliated entity. (2) Ownership is 58.1736% by Humana Insurance Company, 6.029% by The Savannah Bank NA., an unaffiliated entity and 40.2133% by GMAC Insurance Georgia, L.L.C., an unaffiliated entity. It is a Delaware LLC investment fund organized for the purpose of investing in apartment complexes generating Georgia state low income housing tax credits. (3) Ownership is 50% by Humana Innovation Enterprises, Inc. and 50% by Pfizer Health Solutions, Inc., an unaffiliated entity. (4) Ownership is 22.5% by HUM-e-FL, Inc., 33.75% by Navy, Inc., an unaffiliated entity, 33.75% by Health Care Service Corporation an unaffiliated entity and 10% by Selkore, Inc., an unaffiliated entity. (5) Ownership is 19% by Humana Innovation Enterprises, Inc., 81% by Robert Schwarzbach an unaffiliated individual.

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. This type of business in not written.

Bar Code:

1. 
9 5 8 8 5 2 0 1 0 3 6 5 0 0 0 0 2

OVERFLOW PAGE FOR WRITE-INS

MQ002 Additional Aggregate Lines for Page 02 Line 24.

*ASSETS

	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
2404. Prepaid Expenses.....	483,531	483,531	0	0
2405. Deposits.....	43,706	43,706	0	0
2497. Summary of remaining write-ins for Line 24 from Page 02	527,237	527,237	0	0

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	121,387	225,596
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	52,104	104,209
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4+5+6-7-8)	69,283	121,387
10. Deduct total nonadmitted amounts	0	0
11. Statement value at end of current period (Line 9 minus Line 10)	69,283	121,387

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	27,600,000	27,600,000
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)	27,600,000	27,600,000
12. Total valuation allowance	0	0
13. Subtotal (Line 11 plus Line 12)	27,600,000	27,600,000
14. Deduct total nonadmitted amounts	0	0
15. Statement value at end of current period (Line 13 minus Line 14)	27,600,000	27,600,000

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	183,704,469	270,052,196
2. Cost of bonds and stocks acquired	108,792,818	75,340,812
3. Accrual of discount	22,290	63,858
4. Unrealized valuation increase (decrease)	45,507,673	2,642,059
5. Total gain (loss) on disposals	(316,425)	(174,170)
6. Deduct consideration for bonds and stocks disposed of	42,001,031	162,536,579
7. Deduct amortization of premium	1,010,160	1,121,033
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	562,674
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	294,699,634	183,704,469
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	294,699,634	183,704,469

STATEMENT AS OF JUNE 30, 2010 OF THE Humana Health Plan, Inc.

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	378,072,047	2,182,687,814	2,203,145,260	1,577,819	378,072,045	359,192,420	.0	270,679,310
2. Class 2 (a).....	34,687,690	7,385,035	3,778,485	(2,229,965)	34,687,691	36,064,275	.0	21,135,037
3. Class 3 (a).....	9,708,117	290,469	427,295	(226,449)	9,708,117	9,344,842	.0	2,572,207
4. Class 4 (a).....	1,618,653			247,097	1,618,654	1,865,750	.0	1,587,143
5. Class 5 (a).....	0				0	0	0	0
6. Class 6 (a).....	0				0	0	0	0
7. Total Bonds	424,086,507	2,190,363,317	2,207,351,041	(631,498)	424,086,507	406,467,288	0	295,973,697
PREFERRED STOCK								
8. Class 1.....	0				0	0	0	0
9. Class 2.....	0				0	0	0	0
10. Class 3.....	0				0	0	0	0
11. Class 4.....	0				0	0	0	0
12. Class 5.....	0				0	0	0	0
13. Class 6.....	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	424,086,507	2,190,363,317	2,207,351,041	(631,498)	424,086,507	406,467,288	0	295,973,697

(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 \$ 138,254,245 ; NAIC 2 \$ 0 ; NAIC 3 \$ 0 ; NAIC 4 \$ 0 ; NAIC 5 \$ 0 ; NAIC 6 \$ 0

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SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	6,733,492	XXX	6,731,992	17,295	3,132

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	12,070,035	1,331,102
2. Cost of short-term investments acquired	783,883,135	1,060,646,098
3. Accrual of discount	3,227	0
4. Unrealized valuation increase (decrease).....	(1,728)	0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	789,221,177	1,049,907,165
7. Deduct amortization of premium.....		0
8. Total foreign exchange change in book/adjusted carrying value.....		0
9. Deduct current year's other than temporary impairment recognized.....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	6,733,492	12,070,035
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	6,733,492	12,070,035

Schedule DB - Part A - Verification

NONE

Schedule DB - Part B - Verification

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule 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	126,998,169	14,699,979
2. Cost of cash equivalents acquired	2,027,492,510	1,266,153,382
3. Accrual of discount	64,073	43,248
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals	(1,820)	(969)
6. Deduct consideration received on disposals	2,023,032,180	1,153,897,421
7. Deduct amortization of premium		50
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	131,520,752	126,998,169
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	131,520,752	126,998,169

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

STATEMENT AS OF JUNE 30, 2010 OF THE Humana Health Plan, Inc.

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10	
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)	
Bonds - U.S. Special Revenue										
3128M1-CR-8	FHLMC PC GOLD COMB 15		04/07/2010	CITIGROUP GLOBAL MARKETS INC		4,294,321	4,047,666	10,119	1	
3128M1-LB-3	FGOLD 15YR FHLMC		04/07/2010	CITIGROUP GLOBAL MARKETS INC		3,702,289	3,489,639	8,724	1	
3128M1-NZ-8	FGOLD 15YR FHLMC		04/07/2010	CITIGROUP GLOBAL MARKETS INC		4,471,274	4,214,456	10,536	1	
3128M1-PJ-2	FGOLD 15YR GIANT FHLMC		04/07/2010	CITIGROUP GLOBAL MARKETS INC		2,197,616	2,071,391	5,178	1	
3128M1-R7-6	FGOLD 15YR GIANT FHLMC		04/07/2010	CITIGROUP GLOBAL MARKETS INC		3,455,331	3,256,866	8,142	1	
3128M1-SY-6	FGOLD 15YR GIANT FHLMC		04/07/2010	CITIGROUP GLOBAL MARKETS INC		2,194,160	2,068,133	5,170	1	
3128MB-N7-8	FGOLD 15YR GIANT FHLMC		04/07/2010	CITIGROUP GLOBAL MARKETS INC		1,139,724	1,074,261	2,686	1	
312971-BM-5	FGOLD 15YR FHLMC		04/07/2010	CITIGROUP GLOBAL MARKETS INC		1,112,021	1,048,149	2,620	1	
312971-CQ-5	FGOLD 15YR FHLMC		04/07/2010	CITIGROUP GLOBAL MARKETS INC		1,572,500	1,482,180	3,705	1	
312971-FQ-2	FGOLD 15YR FHLMC		04/07/2010	CITIGROUP GLOBAL MARKETS INC		8,445,251	7,960,178	19,900	1	
312971-MS-0	FGOLD 15YR FHLMC		04/07/2010	CITIGROUP GLOBAL MARKETS INC		1,809,666	1,705,723	4,264	1	
312972-DX-7	FGOLD 15YR FHLMC		04/07/2010	CITIGROUP GLOBAL MARKETS INC		1,787,021	1,684,379	4,211	1	
312972-EK-4	FGOLD 15YR FHLMC		04/07/2010	CITIGROUP GLOBAL MARKETS INC		1,758,368	1,657,372	4,143	1	
312972-GT-3	FGOLD 15YR FHLMC		04/07/2010	CITIGROUP GLOBAL MARKETS INC		2,581,438	2,433,167	6,083	1	
312972-GZ-9	FGOLD 15YR FHLMC		04/07/2010	CITIGROUP GLOBAL MARKETS INC		2,564,919	2,417,597	6,044	1	
31336W-CP-2	FGOLD 15YR FHLMC		04/07/2010	CITIGROUP GLOBAL MARKETS INC		1,463,019	1,378,987	3,447	1	
31398V-TM-8	FH3659D: BA CMO		04/15/2010	MORGAN STANLEY		21,424,219	20,000,000	80,556	1	
31416B-4X-3	FED NTL MTG ASSO 15YR		04/14/2010	STEPHENS, INC.		27,222,079	25,385,590	69,810	1	
915137-3V-3	UNIVERSITY TEXAS MUNI		05/04/2010	RBC DOMINION SECURITIES CORP		3,491,280	3,000,000	9,583	1FE	
3199999	Totals - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Government and Their Political Subdivisions						96,686,495	90,375,733	264,925	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)										
09657M-AC-2	BMW ABS FTST		04/15/2010	RBS GREENWICH CAPITAL MARKETS INC		1,999,959	2,000,000		1FE	
138616-AB-3	CANTOR FITZGERALD LP CORPORATE		06/22/2010	DEUTSCHE BANK		1,445,099	1,450,000		2FE	
210371-AK-6	CONSTELLATION ENERGY CORPORATE		04/14/2010	FIRST TENNESSEE		83,228	81,000	1,269	2FE	
22025Y-AK-6	CORRECTIONS CORPORATION OF AMERICA		04/08/2010	BARCLAYS CAPITAL		290,469	275,000	7,815	3FE	
25470D-AC-3	DISCOVERY COMMUNICATIONS INC CORPORATE		05/26/2010	J.P. MORGAN		996,750	1,000,000		2FE	
44328M-AB-0	HSBC BANK PLC USA CORPORATE		06/21/2010	HSBC SECURITIES INC		1,998,360	2,000,000		1FE	
57772K-AA-9	MAXIM INTEGRATED PRODUCTS INC CORPORATE		06/10/2010	J.P. MORGAN		699,132	700,000		2FE	
63764D-AF-0	NATIONAL SEMICONDUCTOR CORP CORPORATE		04/01/2010	GOLDMAN SACHS		1,661,650	1,675,000	184	2FE	
982526-AF-2	WRIGLEY WM JR CO CORPORATE		06/21/2010	CITIGROUP GLOBAL MARKETS INC		2,499,175	2,500,000		2FE	
05565Q-BH-0	BP AMOCO CAPITAL CORPORATE	F	06/17/2010	UBS SECURITIES		432,500	500,000	5,490	1FE	
3899999	Totals - Bonds - Industrial and Miscellaneous (Unaffiliated)						12,106,322	12,181,000	14,757	XXX
8399997	Subtotals- Bonds - Part 3						108,792,818	102,556,733	279,682	XXX
8399999	Subtotals - Bonds						108,792,818	102,556,733	279,682	XXX
9999999	Totals						108,792,818	XXX	279,682	XXX

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

E04

STATEMENT AS OF JUNE 30, 2010 OF THE Humana Health Plan, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments																					
36202E-VP-1	GOVERNMENT NATIONAL MORTGAGE GNMA		06/01/2010	MBS PAYDOWN		945,003	945,003	951,648	946,048		(1,045)		(1,045)		945,003			0	23,532	08/01/2038	1
0399999 - Totals - Bonds - U.S. Governments						945,003	945,003	951,648	946,048	0	(1,045)	0	(1,045)	0	945,003	0	0	0	23,532	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
31288D-U8-0	FREDDIE MAC FHLNC		06/01/2010	MBS PAYDOWN		885	885	915	885				0		885			0	21	12/01/2032	1
3128GP-TZ-6	FED NTL MTG ASSO FNMA		06/01/2010	MBS PAYDOWN		16,170	16,170	16,667	16,212		(43)		(43)		16,170			0	369	01/01/2017	1
3128M1-CR-8	FHLNC PC GOLD COMB 15		06/01/2010	MBS PAYDOWN		200,844	200,844	213,083			(209)		(209)		200,844			0	1,239	04/01/2021	1
3128M1-LB-3	FHLNC FGOLD 15YR		06/01/2010	MBS PAYDOWN		153,367	153,367	162,713			(133)		(133)		153,367			0	955	12/01/2020	1
3128M1-NZ-8	FHLNC FGOLD 15YR GIANT		06/01/2010	MBS PAYDOWN		196,125	196,125	208,076			(180)		(180)		196,125			0	1,235	12/01/2020	1
3128M1-PJ-2	FHLNC FGOLD 15YR GIANT		06/01/2010	MBS PAYDOWN		96,991	96,991	102,901			(88)		(88)		96,991			0	605	05/01/2021	1
3128M1-R7-6	FHLNC FGOLD 15YR GIANT		06/01/2010	MBS PAYDOWN		149,358	149,358	158,460			(134)		(134)		149,358			0	934	05/01/2021	1
3128M1-SY-6	FHLNC FGOLD 30 YR		06/01/2010	MBS PAYDOWN		156,969	156,969	166,534			(204)		(204)		156,969			0	917	12/01/2021	1
3128MG-P2-8	FHLNC FGOLD 15YR GIANT		06/01/2010	MBS PAYDOWN		144,203	144,203	145,797	144,371		(168)		(168)		144,203			0	3,610	06/01/2038	1
3128MB-N7-8	FHLNC FGOLD 15YR		06/01/2010	MBS PAYDOWN		49,329	49,329	52,335			(43)		(43)		49,329			0	299	12/01/2021	1
312971-BM-5	FHLNC FGOLD 15YR		06/01/2010	MBS PAYDOWN		15,498	15,498	16,442			(7)		(7)		15,498			0	97	04/01/2020	1
312971-C0-5	FHLNC FGOLD 15YR		06/01/2010	MBS PAYDOWN		83,586	83,586	88,679			(66)		(66)		83,586			0	649	04/01/2020	1
312971-F0-2	FHLNC FGOLD 15YR		06/01/2010	MBS PAYDOWN		455,915	455,915	483,697			(502)		(502)		455,915			0	2,872	04/01/2020	1
312971-MS-0	FHLNC FGOLD 15YR		06/01/2010	MBS PAYDOWN		91,295	91,295	96,858			(96)		(96)		91,295			0	605	05/01/2020	1
312972-DX-7	FHLNC FGOLD 15YR		06/01/2010	MBS PAYDOWN		38,263	38,263	40,594			(23)		(23)		38,263			0	266	04/01/2020	1
312972-EK-4	FHLNC FGOLD 15YR		06/01/2010	MBS PAYDOWN		82,579	82,579	87,612			(76)		(76)		82,579			0	591	04/01/2020	1
312972-GT-3	FHLNC FGOLD 15YR		06/01/2010	MBS PAYDOWN		34,521	34,521	36,625			(15)		(15)		34,521			0	220	04/01/2020	1
312972-GZ-9	FHLNC FGOLD 15YR		06/01/2010	MBS PAYDOWN		33,450	33,450	35,489			(14)		(14)		33,450			0	209	04/01/2020	1
31336W-CP-2	FHLNC FED NTL MTG ASSO		06/01/2010	MBS PAYDOWN		57,648	57,648	61,161			(49)		(49)		57,648			0	369	10/01/2020	1
31371K-NX-5	FNMA REMIC TRUST 2005-61		06/01/2010	MBS PAYDOWN		56,712	56,712	58,693	56,862		(150)		(150)		56,712			0	1,295	05/01/2017	1
31394E-KY-3	FEDERAL HOME LOAN MTGE CO		06/01/2010	MBS PAYDOWN		163,701	163,701	162,505	163,701		0		0		163,701			0	3,749	04/01/2026	1
31396A-MX-9	FHLNC REMIC SERIES 3178		06/01/2010	MBS PAYDOWN		61,448	61,448	63,085	61,555		(107)		(107)		61,448			0	1,407	09/01/2035	1
31396R-R7-4	FH3659D: BA		06/01/2010	MBS PAYDOWN		149,443	149,443	148,766	149,295		148		148		149,443			0	3,422	10/01/2027	1
31398V-TM-8	FHLNC REMIC SERIES 3178		06/01/2010	MBS PAYDOWN		352,347	352,347	377,438			(125)		(125)		352,347			0	2,222	02/01/2039	1
31404X-VP-6	FHLNC FED NTL MTG ASSO		06/01/2010	MBS PAYDOWN		246,623	246,623	253,752	247,745		(1,122)		(1,122)		246,623			0	5,196	02/01/2021	1
31410F-Z2-4	FNMA FED NTL MTG ASSO		06/01/2010	MBS PAYDOWN		204,863	204,863	201,918	204,572		292		292		204,863			0	4,412	07/01/2020	1
31415W-PB-3	FNMA 30YR		06/01/2010	MBS PAYDOWN		304,701	304,701	324,995			(183)		(183)		304,701			0	2,501	11/01/2038	1

EOS

STATEMENT AS OF JUNE 30, 2010 OF THE Humana Health Plan, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
31416B-4X-3	FED NTL MTG ASSO 15YR		06/01/2010	MBS PAYDOWN		2,014,947	2,014,947	2,160,716			(3,202)		(3,202)		2,014,947			0	15,447	01/01/2022	1
31417S-3Y-4	FED NTL MTG ASSO 30YR		04/26/2010	VARIOUS		29,573,227	29,602,091	29,898,112	29,900,801		(6,063)		(6,063)		29,894,739		(321,512)	(321,512)	469,893	11/01/2039	1
917565-HN-6	UTAH TRAN AUTHORITY SALES TAX MUNI		04/15/2010	CITIGROUP GLOBAL MARKETS INC.		1,148,955	1,100,000	1,135,332	1,134,402		(241)		(241)		1,134,160		14,795	14,795	19,028	06/15/2036	1FE
3199999	Totals - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions					36,333,963	36,313,872	36,959,951	32,080,403	0	(12,801)	0	(12,801)	0	36,640,680	0	(306,717)	(306,717)	544,637	XXX	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
05849B-AF-3	BALL CORPORATION CORPORATE		04/21/2010	CALLED SECURITY at 101.146		424,813	420,000	439,500	424,063	4,028	(795)		3,232		427,295		(2,482)	(2,482)	10,106	12/15/2012	3FE
05946X-BV-4	BANK OF AMERICA FDG CO 2003-1		06/01/2010	CALLED SECURITY at 100.000		3,978	3,978	4,062	4,014	40	(76)		(36)		3,978			0	102	05/01/2033	22*
20030N-AZ-4	COMCAST CORP CORPORATE		04/28/2010	CORP		2,473,811	2,345,000	2,515,927	2,515,215		(5,030)		(5,030)		2,510,185		(36,375)	(36,375)	116,957	07/01/2019	2FE
52108H-RB-2	LB-UBS CMBS 2003-C3		06/01/2010	CALLED SECURITY at 100.000		118,337	118,337	118,922	118,810		(474)		(474)		118,337			0	1,628	05/11/2027	1FE
795770-AN-6	SALTON SEA FUNDING CORP CORPORATE		06/01/2010	CALLED SECURITY at 100.000		634	634	711	690		(56)		(56)		634			0	24	11/30/2018	2FE
831641-DF-9	SMALL BUSINESS ADMINISTRATION ABS FTST		05/10/2010	CALLED SECURITY at 100.000		8,301	8,301	8,889	8,422		(121)		(121)		8,301			0	261	08/01/2011	1FE
92276W-AK-1	VENTAS REALTY CORPORATE		06/11/2010	CALLED SECURITY at 103.563		25,891	25,000	26,313	25,826		(57)		(57)		25,770		121	121	940	06/01/2015	2FE
98956P-AA-0	ZIMMER HOLDINGS INC CORPORATE		04/28/2010	CREDIT SUISSE FIRST BOSTON CORP		249,245	250,000	249,815	249,805		11		11		249,816		(571)	(571)	5,235	11/30/2019	2FE
46489N-AD-4	ISPAT INLAND ULC CORPORATE		04/01/2010	CALLED SECURITY at 103.250		988,103	957,000	1,120,830	1,047,529		(59,426)		(59,426)		988,103			0	46,654	04/01/2014	2FE
29268B-AB-7	ENEL FINANCE INTERNATIONAL CORPORATE	F	05/21/2010	J.P. MORGAN		428,952	400,000	399,244	399,327		27		27		399,354		29,598	29,598	17,431	09/15/2017	1FE
3899999	Totals - Bonds - Industrial and Miscellaneous (Unaffiliated)					4,722,064	4,528,250	4,884,213	4,793,701	4,067	(65,997)	0	(61,930)	0	4,731,772	0	(9,708)	(9,708)	199,337	XXX	XXX
8399997	Total - Bonds - Part 4					42,001,031	41,787,125	42,795,811	37,820,152	4,067	(79,843)	0	(75,775)	0	42,317,455	0	(316,425)	(316,425)	767,506	XXX	XXX
8399999	Total - Bonds					42,001,031	41,787,125	42,795,811	37,820,152	4,067	(79,843)	0	(75,775)	0	42,317,455	0	(316,425)	(316,425)	767,506	XXX	XXX
9999999	Totals					42,001,031	XXX	42,795,811	37,820,152	4,067	(79,843)	0	(75,775)	0	42,317,455	0	(316,425)	(316,425)	767,506	XXX	XXX

EO5.1

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

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part D

NONE

