



QUARTERLY STATEMENT

AS OF JUNE 30, 2009
OF THE CONDITION AND AFFAIRS OF THE

Humana Health Plan, Inc.

NAIC Group Code 0119 (Current Period), 0119 (Prior Period) 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, Louisville, KY 40202
 (Street and Number) (City, State and Zip Code)

Main Administrative Office 321 West Main Street - 12th Floor, Louisville, KY 40202 502-580-1000
 (Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address P.O. Box 740036, Louisville, KY 40201-7436
 (Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 321 West Main Street - 12th Floor, Louisville, KY 40202 502-580-1000
 (Street and Number) (City, State and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.humana.com

Statutory Statement Contact Cathy Staebler 502-580-2712
 (Name) (Area Code) (Telephone Number) (Extension)
cstaebler@humana.com 502-580-2099
 (E-Mail Address) (Fax Number)

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	Market President - Arizona	Mark Jason Fehring	Regional VP - Finance
Gary Edward Goldstein M.D.	VP & Div. Leader - Central Div.	Deborah Ann Gracey	Reg.Pres.- Sr.Prod/Great Lakes
Robert Todd Hitchcock	VP & Div. Leader - Western Div.	Michael Allen Kasper	Market President - Chicago
Mark Everett Kiffer D.O.	Mkt VP/CMO - Sr Prod/Phoenix	Paul Francis Kraemer	Regional CEO - East
Edward James Leary M.D.	Reg.Pres.Sr.Prod/CO&NM Reg.	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	Paul Phillip Moore	Reg. CEO - West
Daniel Joseph Oftedahl	Market President - Colorado	Kathleen Stephenson Pellegrino	Vice President & Asst. Secretary
George Renaudin	VP & Div. Leader - Southern Div.	Oraida Maria Roman	Reg. Pres. - Sr. Prod./Nevada
Larry Dale Savage	Regional CEO	Debra Anne Smith	Reg. President - Sr. Prod/West
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		

DIRECTORS OR TRUSTEES

Michael Benedict McCallister	James Elmer Murray	Melissa Louise Weaver M.D. #
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State of Kentucky
 County of Jefferson SS

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

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 _____

Subscribed and sworn to before me this
7th day of August, 2009

Myra Carpenter, Notary Public
 August 9, 2009

STATEMENT AS OF JUNE 30, 2009 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	201,179,613		201,179,613	230,876,108
2. Stocks:				
2.1 Preferred stocks			0	1,564,160
2.2 Common stocks	25,348,450		25,348,450	37,611,933
3. Mortgage loans on real estate:				
3.1 First liens	27,600,000		27,600,000	27,600,000
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)	173,491		173,491	190,000
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$4,888,613), cash equivalents (\$0) and short-term investments (\$1,919,529)	6,808,142		6,808,142	19,004,337
6. Contract loans (including \$premium notes)			0	0
7. Other invested assets	0		0	0
8. Receivables for securities			0	0
9. Aggregate write-ins for invested assets	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	261,109,696	0	261,109,696	316,846,538
11. Title plants less \$ charged off (for Title insurers only)			0	0
12. Investment income due and accrued	2,605,918		2,605,918	2,294,340
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	31,921,863	153,993	31,767,870	12,867,949
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
13.3 Accrued retrospective premiums	15,022,737		15,022,737	10,741,291
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers			0	0
14.2 Funds held by or deposited with reinsured companies			0	0
14.3 Other amounts receivable under reinsurance contracts			0	0
15. Amounts receivable relating to uninsured plans	10,572,134		10,572,134	6,129,947
16.1 Current federal and foreign income tax recoverable and interest thereon			0	0
16.2 Net deferred tax asset	118,971,050	93,140,915	25,830,135	25,830,135
17. Guaranty funds receivable or on deposit			0	0
18. Electronic data processing equipment and software	732,997	72,420	660,577	797,197
19. Furniture and equipment, including health care delivery assets (\$)	2,903,704	2,903,704	0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
21. Receivables from parent, subsidiaries and affiliates	22,754,707		22,754,707	27,360
22. Health care (\$6,514,874) and other amounts receivable	10,145,269	1,910,539	8,234,730	7,335,250
23. Aggregate write-ins for other than invested assets	191,225,138	185,964,330	5,260,808	0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	667,965,213	284,145,901	383,819,312	382,870,007
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
26. Total (Lines 24 and 25)	667,965,213	284,145,901	383,819,312	382,870,007
DETAILS OF WRITE-INS				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	0	0	0	0
2301. Intangible Assets Related to Acquired Membership	184,748,045	184,748,045	0	0
2302. Federal Contingency Reserves	5,260,808		5,260,808	0
2303. Prepaid Expenses	481,003	481,003	0	0
2398. Summary of remaining write-ins for Line 23 from overflow page	735,282	735,282	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	191,225,138	185,964,330	5,260,808	0

STATEMENT AS OF JUNE 30, 2009 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 \$8,922,281 reinsurance ceded)	119,903,067	4,391,488	124,294,555	124,319,649
2. Accrued medical incentive pool and bonus amounts	28,064,301		28,064,301	24,868,869
3. Unpaid claims adjustment expenses	2,762,569		2,762,569	2,901,813
4. Aggregate health policy reserves	30,370,762		30,370,762	29,065,239
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves	154,926	5,674	160,600	185,500
8. Premiums received in advance	22,033,228		22,033,228	13,998,574
9. General expenses due or accrued	14,030,839		14,030,839	8,083,947
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates			0	0
16. Payable for securities			0	0
17. Funds held under reinsurance treaties with (\$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
18. Reinsurance in unauthorized companies			0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
20. Liability for amounts held under uninsured plans	8,442,255		8,442,255	719,517
21. Aggregate write-ins for other liabilities (including \$1,461,151 current)	1,461,151	0	1,461,151	1,458,368
22. Total liabilities (Lines 1 to 21)	227,223,098	4,397,162	231,620,260	205,601,476
23. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
24. Common capital stock	XXX	XXX	2,248,000	2,248,000
25. Preferred capital stock	XXX	XXX		0
26. Gross paid in and contributed surplus	XXX	XXX	414,118,594	414,118,594
27. Surplus notes	XXX	XXX		0
28. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
29. Unassigned funds (surplus)	XXX	XXX	(264,167,542)	(239,098,063)
30. Less treasury stock, at cost:				
30.1 shares common (value included in Line 24) \$)	XXX	XXX		0
30.2 shares preferred (value included in Line 25) \$)	XXX	XXX		0
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	152,199,052	177,268,531
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	383,819,312	382,870,007
DETAILS OF WRITE-INS				
2101. Miscellaneous Liability	1,315,933		1,315,933	1,312,706
2102. Securites Lending Payable	145,218		145,218	145,662
2103.				
2198. Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)	1,461,151	0	1,461,151	1,458,368
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX	0	0
2801.	XXX	XXX		
2802.	XXX	XXX		
2803.	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899. Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above)	XXX	XXX	0	0

STATEMENT AS OF JUNE 30, 2009 OF THE Humana Health Plan, Inc.

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	2,234,754	2,213,769	4,523,947
2. Net premium income (including \$ non-health premium income).....	XXX	890,845,988	792,072,623	1,663,593,692
3. Change in unearned premium reserves and reserve for rate credits	XXX	16,292	(32,449)	(42,115)
4. Fee-for-service (net of \$ medical expenses)	XXX		0	0
5. Risk revenue	XXX		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	890,862,280	792,040,174	1,663,551,577
Hospital and Medical:				
9. Hospital/medical benefits	25,705,029	691,907,389	567,282,008	1,270,841,419
10. Other professional services	0	2,917,020	3,071,189	6,146,993
11. Outside referrals	0		0	0
12. Emergency room and out-of-area	1,777,066	20,543,303	19,377,286	40,730,872
13. Prescription drugs		99,263,800	84,151,670	174,582,478
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		24,988,280	19,840,350	45,514,883
16. Subtotal (Lines 9 to 15)	27,482,095	839,619,792	693,722,503	1,537,816,645
Less:				
17. Net reinsurance recoveries		62,299,951	30,267,455	95,923,641
18. Total hospital and medical (Lines 16 minus 17)	27,482,095	777,319,841	663,455,048	1,441,893,004
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 2,569,148 cost containment expenses.....		20,325,534	24,434,671	36,887,095
21. General administrative expenses.....		137,657,062	95,271,497	219,548,685
22. Increase in reserves for life and accident and health contracts including \$ increase in reserves for life only).....		520,052	18,517	(5,196,343)
23. Total underwriting deductions (Lines 18 through 22)	27,482,095	935,822,489	783,179,733	1,693,132,441
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(44,960,209)	8,860,441	(29,580,864)
25. Net investment income earned		6,071,382	6,392,172	14,169,992
26. Net realized capital gains (losses) less capital gains tax of \$ (91,850)		(170,579)	907,338	(661,830)
27. Net investment gains (losses) (Lines 25 plus 26)	0	5,900,803	7,299,510	13,508,162
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)			0	0
29. Aggregate write-ins for other income or expenses	0	103,466	90,211	191,616
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	(38,955,940)	16,250,162	(15,881,086)
31. Federal and foreign income taxes incurred	XXX	(13,776,496)	1,830,855	(1,804,758)
32. Net income (loss) (Lines 30 minus 31)	XXX	(25,179,444)	14,419,307	(14,076,328)
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
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			
0702.	XXX			
0703.	XXX			
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.				
1402.				
1403.				
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	0	0	0
2901. Miscellaneous Income.....	0	103,466	90,211	191,616
2902.				
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	103,466	90,211	191,616

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year
CAPITAL AND SURPLUS ACCOUNT:			
33. Capital and surplus prior reporting year.....	177,268,531	146,285,563	146,285,563
34. Net income or (loss) from Line 32.....	(25,179,444)	14,419,307	(14,076,328)
35. Change in valuation basis of aggregate policy and claim reserves.....		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....	(1,800,220)	(341,692)	(2,064,879)
37. Change in net unrealized foreign exchange capital gain or (loss).....		0	0
38. Change in net deferred income tax.....		0	99,696,321
39. Change in nonadmitted assets.....	1,910,185	(172,347,752)	(277,572,147)
40. Change in unauthorized reinsurance.....	0	0	0
41. Change in treasury stock.....		0	0
42. Change in surplus notes.....	0	0	0
43. Cumulative effect of changes in accounting principles.....		0	0
44. Capital Changes:			
44.1 Paid in.....		0	0
44.2 Transferred from surplus (Stock Dividend).....		0	0
44.3 Transferred to surplus.....		0	0
45. Surplus adjustments:			
45.1 Paid in.....		225,000,000	225,000,000
45.2 Transferred to capital (Stock Dividend).....	0	0	0
45.3 Transferred from capital.....		0	0
46. Dividends to stockholders.....		0	0
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	0
48. Net change in capital & surplus (Lines 34 to 47).....	(25,069,479)	66,729,863	30,982,968
49. Capital and surplus end of reporting period (Line 33 plus 48)	152,199,052	213,015,426	177,268,531
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
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)	0	0	0

STATEMENT AS OF JUNE 30, 2009 OF THE Humana Health Plan, Inc.

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance.....	876,966,890	1,646,569,272
2. Net investment income	6,456,610	16,103,793
3. Miscellaneous income	0	0
4. Total (Lines 1 to 3)	883,423,500	1,662,673,065
5. Benefit and loss related payments	795,159,233	1,448,125,237
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	128,326,152	218,458,431
8. Dividends paid to policyholders	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ (91,850) tax on capital gains (losses)	(13,868,346)	(2,161,128)
10. Total (Lines 5 through 9)	909,617,039	1,664,422,540
11. Net cash from operations (Line 4 minus Line 10)	(26,193,539)	(1,749,475)
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	60,391,877	260,158,010
12.2 Stocks	13,166,644	547,970,851
12.3 Mortgage loans	0	0
12.4 Real estate	0	0
12.5 Other invested assets	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	(55)	8,709
12.7 Miscellaneous proceeds	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	73,558,466	808,137,570
13. Cost of investments acquired (long-term only):		
13.1 Bonds	32,741,674	266,588,001
13.2 Stocks	0	561,496,807
13.3 Mortgage loans	0	0
13.4 Real estate	0	0
13.5 Other invested assets	0	0
13.6 Miscellaneous applications	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	32,741,674	828,084,808
14. Net increase (or decrease) in contract loans and premium notes	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	40,816,792	(19,947,238)
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes	0	0
16.2 Capital and paid in surplus, less treasury stock	0	225,000,000
16.3 Borrowed funds	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0
16.5 Dividends to stockholders	0	0
16.6 Other cash provided (applied).....	(26,819,448)	(187,190,712)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(26,819,448)	37,809,288
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)	(12,196,195)	16,112,575
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	19,004,337	2,891,762
19.2 End of period (Line 18 plus Line 19.1)	6,808,142	19,004,337

STATEMENT AS OF JUNE 30, 2009 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	381,846	14,877	258,831	.3	.0	.0	25,208	82,927	.0	.0
2. First Quarter	374,680	15,670	247,460	.3	.0	.0	23,607	87,940	.0	.0
3. Second Quarter	366,797	16,540	238,677	.3	.0	.0	23,247	88,330	.0	.0
4. Third Quarter .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
5. Current Year .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
6. Current Year Member Months	2,234,754	94,813	1,471,173	18	.0	.0	141,110	527,640	.0	.0
Total Member Ambulatory Encounters for Period:										
7. Physician	868,427	36,439	451,413	.0	.0	.0	79,353	301,222	.0	.0
8. Non-Physician	687,786	27,257	375,462	.0	.0	.0	32,401	252,666	.0	.0
9. Total	1,556,213	63,696	826,875	.0	.0	.0	111,754	553,888	.0	.0
10. Hospital Patient Days Incurred	75,762	1,894	30,069	.0	.0	.0	2,727	41,072	.0	.0
11. Number of Inpatient Admissions	17,053	498	7,678	.0	.0	.0	856	8,021	.0	.0
12. Health Premiums Written	955,844,548	12,619,980	409,920,948	5,876	.0	.0	52,087,386	481,210,358	.0	.0
13. Life Premiums Direct .....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	955,860,840	12,636,273	409,920,948	5,875	.0	.0	52,087,386	481,210,358	.0	.0
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	836,070,831	8,405,732	357,251,921	2,071	.0	.0	40,253,827	430,052,721	.0	104,559
18. Amount Incurred for Provision of Health Care Services	839,619,792	8,714,967	350,796,544	2,139	0	0	42,134,984	437,866,599		104,559

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$481,210,358

STATEMENT AS OF JUNE 30, 2009 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)						
BANNER GOOD SAM MEDICAL CENTER	64,979					64,979
Baptist Hospital East	13,477	1,446	776	35	2,709	18,443
Bethesda Hospital Inc.	3,531	6,746	1,939		4,088	16,305
BRACKENRIDGE HOSPITAL	9,416	5,391				14,807
Cardinal Hill Rehabilitation H.	6,048	24,109		19,567	83	49,807
Central Baptist Hospital	25,089	6,523			6,907	38,519
Childrens Hosp Home Health	3,840				6,914	10,754
Childrens Hospital Medical Cen.	59,751	1,215	25		58	61,049
Christ Hospital	32,821	559			17,802	51,183
DIALYSIS CLINIC INC.	506				10,308	10,814
Good Samaritan Hospital	42,442	1,260	583			44,285
Jackson Memorial Hospital	57	230,937	3,659			234,653
Jewish Hospital	49	53,287	4,505			57,841
Kosair Childrens Hospital	24,856				1,823	26,680
Labcorp of America Holdings	9,270	1,307	895	222	223	11,919
MIAMI VALLEY HOSPITAL	19,642					19,642
Norton Suburban Hospital	8,173				17,492	25,665
PENROSE ST FRANCIS HOSPITAL	34,323					34,323
PROVIDER NOT AVAILABLE	8,487			4,633		13,120
St Elizabeth Medical Center	33,803	1,019	451	241	3,030	38,543
ST JOHNS REGIONAL	10,458					10,458
St Joseph East Hospital	4,748	9,951				14,698
St Josephs Hospital of Atlanta	22,048	34,609			5	56,662
St Louis University Hospital	88,486					88,486
ST MARYS OZAUKEE	30,581	251			857	31,689
Stanford Medical Center	168	251			11,304	11,722
Tucson Heart Hospital					26,515	26,515
Tulane University Hospital And	10,840					10,840
University Hospital	20,563	27,059	91,981		4,884	144,487
Vanderbilt University Medical	15,591	20,172				35,763
Wellstar Kennestone Hospital I.	108		44,271			44,379
BAPTIST MEDICAL CENTER	14,442		3,728		8,275	26,445
CHRIST HOSPITAL AND MEDICAL CT.	302,577	18,829	482			321,888
COMMUNITY HOSPITAL	6,027	4,076			7,129	17,232
EHS TRINITY HOSPITAL	186,259	1,380		156	5,995	193,790
GOOD SAMARITAN HOSPITAL	202,621					202,621
HOLY CROSS HOSPITAL	100,642				4,311	104,953
JEWISH HOSPITAL HEALTHCARE	21,697					21,697
JOHN COLIN DEERVALLEY	19,800	2,422				22,222
KANSAS CITY ORTHO INSTIT.	26,850					26,850
KOSAIR CHILDRENS HOSPITAL	7,980	2,936				10,916
LAGRANGE MEMORIAL HOSP	6,828	7,842				14,670
LINCARE INC.	13,292			541		13,832
LOYOLA UNIV MEDICAL CENTER	79,822	365			99	80,286
LUTHERAN GENERAL HOSPITAL	91,972	15,788	1,942		1,047	110,749
MACNEAL HOSPITAL	408,665	39,567		15,574		463,806
MEMORIAL HOSPITAL TAMPA	19,029			367		19,395
MHHS HERMAN HOSPITAL	13,397					13,397
NORTHWEST COMMUNITY HOSPITAL	127,078				16,033	143,111
NORTON AUDUBON HOSPITAL	5,728	6,983				12,711
NORTON HOSPITAL	55,900					55,900
PROVIDENCE MEDICAL CENTER	421,191	1,553	269	35,562		458,576
RES MEDICAL CENTER	107,594	243			66	107,904
RESEARCH MEDICAL CENTER	502,311	14,367	2,561	6,572	6,658	532,469

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STATEMENT AS OF JUNE 30, 2009 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
SHANDS JAC KSONVILLE.....	86,433					86,433
SHERMAN HO SPITAL ASSOCIATION.....	24,576		7,246			31,823
SOUTH FLOR IDA BAPTIST HOS.....	39,404					39,404
SOUTH SUBU RBAN HOSPITAL.....	61,633	690		171	326	62,821
ST JOSEPH HOSPITAL.....	19,975					19,975
ST LUKES M EDICAL CENTER.....	61,326	916				62,241
STS MARY A ND ELIZABETH.....	16,756	861			6,946	24,562
UNIV OF CH GO HSP & CLN.....	166,910	15,901	909		29,077	212,796
UNIVERSITY COMMUNITY HOSPITAL.....	12,165					12,165
UNIVERSITY OF ILLINOIS HOSP.....	292,206	874	326		130,757	424,163
JOHN C LIN COLN HOSP NM.....	63,861					63,861
UNIVERSITY COMMUNITY HOSP.....	99,031			192,848	25,883	317,763
Amerigroup Ohio.....	14,653					14,653
AUSTIN LP EL MILAGRO DIALYSIS.....	14,279	14,530				28,809
DVA Healthcare Southwest Ohio.....	20,826					20,826
KINDRED HO SPITAL KANSAS CITY.....				21,094	20,946	42,040
METHODIST HOSPITALS.....	30,778	1,295				32,073
GVMH ANCIL LARY DEPT.....	22,458	4,971				27,429
Anne Bates Leach Eye Hosp Basc.....	11,019		1,653			12,672
Carlos Garrido.....					10,449	10,449
EVENDALE MEDICAL CENTER LLC.....	11,056	3,707			3,818	18,581
St Luke Hospital West.....	9,510	6,759	238			16,508
Walgreens Infusion Pharmacy.....	7,064	724	2,439			10,227
MARK SHAYA.....	18,900					18,900
Robert Bohinski.....	15,685					15,685
Aurora Health Care Metro Inc.....	24,585	3,446	180,118	360,198	549,598	1,117,946
Magnolia Regional Health Cente.....			10,476			10,476
ST JOSEPHS HOSPITAL.....	165,312		18,176	410,466		593,954
ST JOSEPHS WOMENS HOSPIT.....	5,633				235,409	241,041
CARONDELET ST JOSEPHS.....	14,269					14,269
Applied Health Care Ltd.....					27,184	27,184
Dayton Osteopathic Hospital.....	26,117					26,117
Mercy St Vincent NW Region.....	2,957	24	48,483			51,463
NRI BLUE RIVER VALLEY.....	16,554					16,554
Sherwood Clinical.....					18,843	18,843
UNITED HEALTH SERVICES INC.....	18,717					18,717
WHEATON FRANCISCAN INC.....		5,433	8,508			13,941
Francesco Cabrera.....	27,720					27,720
Jeffrey Sabatino.....	11,205					11,205
NORTHSHORE UNIV HEALTHSYS.....	12,525				5,322	17,847
0199999 Individually Listed Claims Unpaid	4,791,953	602,575	436,640	1,068,248	1,229,173	8,128,590
0299999 Aggregate Accounts Not Individually Listed-Uncovered						0
0399999 Aggregate Accounts Not Individually Listed-Covered	12,854,974	1,107,882	352,184	225,543	24,666,406	39,206,989
0499999 Subtotals	17,646,928	1,710,457	788,824	1,293,790	25,895,580	47,335,579
0599999 Unreported Claims and Other Claim Reserves	XXX	XXX	XXX	XXX	XXX	85,881,257
0699999 Total Amounts Withheld	XXX	XXX	XXX	XXX	XXX	
0799999 Total Claims Unpaid	XXX	XXX	XXX	XXX	XXX	133,216,836
0899999 Accrued Medical Incentive Pool and Bonus Amounts	XXX	XXX	XXX	XXX	XXX	28,064,301

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STATEMENT AS OF JUNE 30, 2009 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 & medical)	62,845,221	231,916,941	5,577,141	57,655,344	68,422,362	69,745,759
2. Medicare Supplement .....	.0	.0	.0	.0	.0	.0
3. Dental Only .....	.0	.0	.0	.0	.0	.0
4. Vision Only .....	.0	.0	.0	.0	.0	.0
5. Federal Employees Health Benefits Plan	6,629,066	30,550,508	1,151,785	11,523,069	7,780,851	10,708,268
6. Title XVIII - Medicare	39,348,480	380,989,892	4,959,742	43,588,074	44,308,222	44,051,122
7. Title XIX - Medicaid .....	.0	.0	.0	.0	.0	.0
8. Other Health .....	.0	101,447	.0	.0	.0	.0
9. Health Subtotal (Lines 1 to 8).....	108,822,767	643,558,788	11,688,668	112,766,487	120,511,435	124,505,149
10. Healthcare receivables (a) .....	.0	.0	.0	.0	.0	.0
11. Other non-health .....	.0	.0	.0	.0	.0	.0
12. Medical incentive pools and bonus amounts	23,292,848	(1,500,000)	.0	28,064,301	23,292,848	24,868,869
13. Totals	132,115,615	642,058,788	11,688,668	140,830,788	143,804,283	149,374,018

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

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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		2009	2008
1. Net Income, Kentucky basis	KY	\$	(25,179,444)	\$ (14,076,328)
2. State Prescribed Practices (Income):	KY		-	-
3. State Permitted Practices (Income):	KY		-	-
4. Net Income, NAIC SAP	KY	\$	(25,179,444)	\$ (14,076,328)
5. Statutory Surplus, Kentucky basis	KY	\$	152,199,052	\$ 177,268,530
6. State Prescribed Practices (Surplus):	KY		-	-
7. State Permitted Practices (Surplus):	KY		-	-
Nonadmitted Investment in Subsidiary			(25,823,507)	(25,585,978)
8. Statutory Surplus, NAIC SAP	KY	\$	126,375,545	\$ 151,682,552

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. 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.

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.

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.

NOTES TO FINANCIAL STATEMENTS

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

Not Applicable.

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

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

Not Applicable.

E. Repurchase Agreements

Not Applicable.

F. Real Estate

NOTES TO FINANCIAL STATEMENTS

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, 2008.

10. Information Concerning Parent, Subsidiaries and Affiliates

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, 2008 and 2007 were approximately \$168.6 million and \$139.3 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.

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, 2008.

E. Post Employment Benefits and Compensated Absences

Not Applicable.

F. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17)

Not Applicable

NOTES TO FINANCIAL STATEMENTS

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) 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.
- 4) Within the limitations of (3) above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.
- 5) There were no restrictions placed on the Company's surplus, including for whom the surplus is being held.
- 6) Not Applicable.
- 7) Not Applicable.
- 8) Not Applicable.
- 9) The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses is \$(1,800,220).
- 10) Not Applicable.
- 11) Not Applicable.
- 12) Not Applicable.

14. Contingencies

A. Contingent Commitments

Not Applicable.

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, 2009.

15. Leases

No material change since year-end December 31, 2008.

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, 2009, securities totaling \$6.9 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, 2009. As a result of this impairment, the net liability of \$145 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.

NOTES TO FINANCIAL STATEMENTS

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	\$ 4,592,234	\$ -	\$ 4,592,234
b. Total net other income or expenses (including interest paid to or received from plans)	\$ 583,544	\$ -	\$ 583,544
c. Net gain or (loss) from operations	\$ 5,175,778	\$ -	\$ 5,175,778
d. Total claim payment volume	\$ 249,704,169	\$ -	\$ 249,704,169

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, 2009, the Company has recorded a receivable from CMS of \$3.8 million related to the cost share and reinsurance components of administered Medicare products.
- 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

- (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:

NOTES TO FINANCIAL STATEMENTS

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

22. Reinsurance

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

NOTES TO FINANCIAL STATEMENTS

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, 2009 that are subject to retrospective rating features was \$15.0 million. No other net premiums written by the Company are subject to retrospective rating features.

24. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2008 were \$127.9 million. As of June 30, 2009, \$111.8 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 \$12.0 million as a result of reestimation of unpaid claims and claim adjustment expenses principally on the commercial HMO and PPO books of business. Therefore, there has been a \$4.1 million favorable prior-year development since December 31, 2008. 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
6/30/2009	\$ 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, 2009, the Company had liabilities of \$26.2 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 1.50 percent.

30. Anticipated Salvage and Subrogation

Not Applicable.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted.)

**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
- 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
- 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
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
- 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 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. 12/31/2005
- 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 No NA
- 6.6 Have all of the recommendations within the latest financial examination report been complied with?..... Yes 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
- 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
- 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
- 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 [X] No []
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
.....
- 9.2 Has the code of ethics for senior managers been amended?..... Yes [] No [X]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
.....
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers?..... Yes [] No [X]
- 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 [X]
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No [X]
- 11.2 If yes, give full and complete information relating thereto:
N/A.....
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$
13. Amount of real estate and mortgages held in short-term investments: \$
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [X] 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	\$	\$
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$25,585,978	\$135,251,010
14.24 Short-Term Investments	\$	\$
14.25 Mortgage Loans on Real Estate	\$	\$
14.26 All Other	\$	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$25,585,978	\$135,251,010
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$	\$

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No [X]
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No []
If no, attach a description with this statement.

STATEMENT AS OF JUNE 30, 2009 OF THE Humana Health Plan, Inc.

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 3, III Conducting Examinations, F - 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:

N/A.....

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

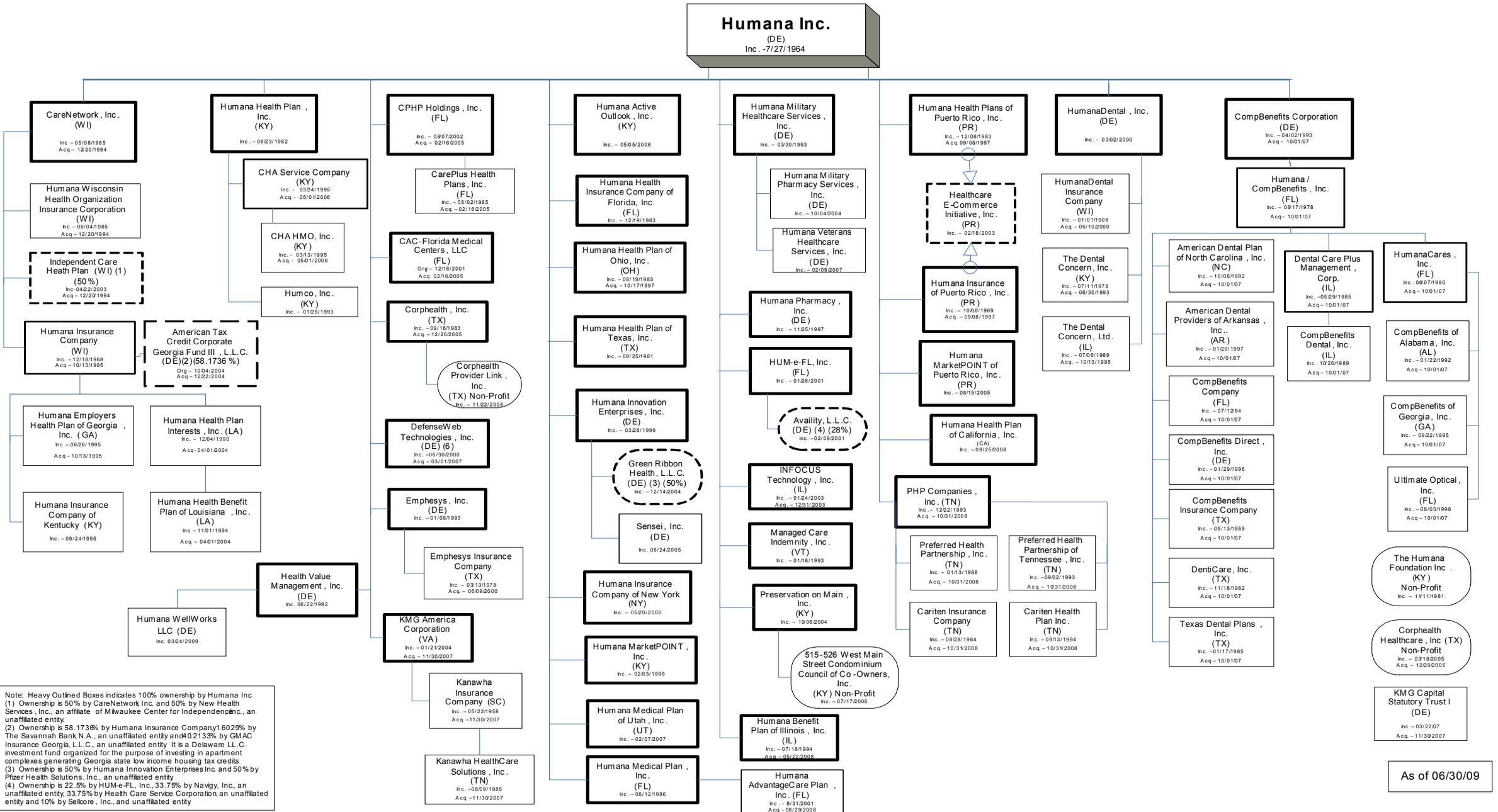
Current Year to Date - Allocated by States and Territories

	1	Direct Business Only							9
		2	3	4	5	6	7	8	
States, Etc.	Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefit Program Premiums	Life & Annuity Premiums & Other Considerations	Property/Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama	AL	N							
2. Alaska	AK	N							
3. Arizona	AZ	L	34,234,730	58,021,975	0	624,873	0	92,881,579	
4. Arkansas	AR	N							
5. California	CA	N							
6. Colorado	CO	L	33,502,350	5,840,525	0	0	0	39,342,875	
7. Connecticut	CT	N							
8. Delaware	DE	N							
9. District of Columbia	DC	N							
10. Florida	FL	N							
11. Georgia	GA	N							
12. Hawaii	HI	N							
13. Idaho	ID	L							
14. Illinois	IL	L	78,885,026	147,842,382	0	37,813,630	0	264,541,039	
15. Indiana	IN	L	3,081,737	0	0	0	0	3,081,737	
16. Iowa	IA	N							
17. Kansas	KS	L	10,760,744	40,559,156	0	567,018	0	51,886,917	
18. Kentucky	KY	L	255,274,853	0	0	257,826	0	255,532,679	
19. Louisiana	LA	N							
20. Maine	ME	N							
21. Maryland	MD	N							
22. Massachusetts	MA	N							
23. Michigan	MI	N							
24. Minnesota	MN	N							
25. Mississippi	MS	N							
26. Missouri	MO	L	6,604,676	68,273,296	0	12,824,038	0	87,702,010	
27. Montana	MT	N							
28. Nebraska	NE	L							
29. Nevada	NV	L	0	158,237,936	0	0	0	158,237,936	
30. New Hampshire	NH	N							
31. New Jersey	NJ	N							
32. New Mexico	NM	L		2,435,088				2,435,088	
33. New York	NY	N							
34. North Carolina	NC	N							
35. North Dakota	ND	N							
36. Ohio	OH	N							
37. Oklahoma	OK	N							
38. Oregon	OR	N							
39. Pennsylvania	PA	N							
40. Rhode Island	RI	N							
41. South Carolina	SC	N							
42. South Dakota	SD	N							
43. Tennessee	TN	L	202,688	0	0	0	0	202,688	
44. Texas	TX	N							
45. Utah	UT	N							
46. Vermont	VT	N							
47. Virginia	VA	N							
48. Washington	WA	N							
49. West Virginia	WV	N	0	0	0	0	0	0	
50. Wisconsin	WI	N							
51. Wyoming	WY	N							
52. American Samoa	AS	N	0	0	0	0	0	0	
53. Guam	GU	N							
54. Puerto Rico	PR	N							
55. U.S. Virgin Islands	VI	N							
56. Northern Mariana Islands	MP	N							
57. Canada	CN	N							
58. Aggregate Other Alien	OT	XXX	0	0	0	0	0	0	0
59. Subtotal	XXX		422,546,804	481,210,358	0	52,087,386	0	955,844,548	0
60. Reporting entity contributions for Employee Benefit Plans	XXX		0	0	0	0	0	0	0
61. Total (Direct Business)	(a)	12	422,546,804	481,210,358	0	52,087,386	0	955,844,548	0
DETAILS OF WRITE-INS									
5801.	XXX								
5802.	XXX								
5803.	XXX								
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX		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

(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



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, 1.6029% by The Savannah Bank N.A., an unaffiliated entity and 0.2133% 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 Navigy, Inc., an unaffiliated entity, 33.75% by Health Care Service Corporation, an unaffiliated entity and 10% by Sellcore, Inc., and unaffiliated entity.

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 supplemental 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 Statement 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 0 9 3 6 5 0 0 0 0 2

OVERFLOW PAGE FOR WRITE-INS

MQ002 Additional Aggregate Lines for Page 02 Line 23.

*ASSETS

	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	Prior Year Net Admitted Assets
2304. Intangible Assets.....	470,000	470,000	0	0
2305. Prepaid Commissions.....	221,576	221,576	0	0
2306. Deposits.....	43,706	43,706	0	0
2397. Summary of remaining write-ins for Line 23 from Page 02	735,282	735,282	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	225,596	329,811
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
3. Current year change in encumbrances		0
4. Total gain (loss) on disposals		0
5. Deduct amounts received on disposals		0
6. Total foreign exchange change in book/adjusted carrying value		0
7. Deduct current year's other than temporary impairment recognized		0
8. Deduct current year's depreciation	52,104	104,215
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4+5+6-7-8)	173,492	225,596
10. Deduct total nonadmitted amounts	0	35,596
11. Statement value at end of current period (Line 9 minus Line 10)	173,492	190,000

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
2.2 Additional investment made after acquisition		0
3. Capitalized deferred interest and other		0
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)		0
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and mortgage interest points and commitment fees		0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		0
10. Deduct current year's other than temporary impairment recognized		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
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
2.2 Additional investment made after acquisition		0
3. Capitalized deferred interest and other		0
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)		0
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and depreciation		0
9. Total foreign exchange change in book/adjusted carrying value		0
10. Deduct current year's other than temporary impairment recognized		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

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	270,052,196	254,859,969
2. Cost of bonds and stocks acquired	32,741,674	828,084,813
3. Accrual of discount	34,690	121,651
4. Unrealized valuation increase (decrease)	(1,800,220)	(3,176,743)
5. Total gain (loss) on disposals	300,300	3,821,868
6. Deduct consideration for bonds and stocks disposed of	73,558,521	808,128,866
7. Deduct amortization of premium	679,392	1,263,639
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized	562,664	4,266,857
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	226,528,063	270,052,196
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	226,528,063	270,052,196

STATEMENT AS OF JUNE 30, 2009 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).....	227,696,525	420,066,192	463,103,871	(4,628,312)	227,696,525	180,030,534	.0	230,056,198
2. Class 2 (a).....	12,181,058		321,444	3,930,936	12,181,058	15,790,550	.0	11,626,767
3. Class 3 (a).....	3,491,146		1,217,872	396,459	3,491,146	2,669,733	.0	3,547,873
4. Class 4 (a).....	1,304,981		74,800	172,611	1,304,981	1,402,792	.0	1,634,156
5. Class 5 (a).....	2,810,000		35,925	431,459	2,810,000	3,205,534	.0	.0
6. Class 6 (a).....	548,426		550,826	2,400	548,426	0	0	42,200
7. Total Bonds	248,032,136	420,066,192	465,304,738	305,553	248,032,136	203,099,143	0	246,907,194
PREFERRED STOCK								
8. Class 1.....	657,600		1,500,000	842,400	657,600	.0	.0	1,564,160
9. Class 2.....	.0			.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	657,600	0	1,500,000	842,400	657,600	0	0	1,564,160
15. Total Bonds & Preferred Stock	248,689,736	420,066,192	466,804,738	1,147,953	248,689,736	203,099,143	0	248,471,354

(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 \$.....; NAIC 2 \$.....; NAIC 3 \$.....; NAIC 4 \$.....; NAIC 5 \$.....; NAIC 6 \$.....

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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	1,919,529	XXX	1,919,529	66,160	

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.....	1,331,102	4,054,577
2. Cost of short-term investments acquired	368,569,201	254,005,673
3. Accrual of discount.....		.0
4. Unrealized valuation increase (decrease).....		.0
5. Total gain (loss) on disposals.....		.0
6. Deduct consideration received on disposals.....	367,980,774	256,729,148
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).....	1,919,529	1,331,102
11. Deduct total nonadmitted amounts.....		.0
12. Statement value at end of current period (Line 10 minus Line 11)	1,919,529	1,331,102

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

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.....	14,699,979	0
2. Cost of cash equivalents acquired.....	534,683,284	2,145,237,471
3. Accrual of discount.....	16,013	808,570
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals.....	(55)	8,709
6. Deduct consideration received on disposals.....	549,399,171	2,131,354,771
7. Deduct amortization of premium.....	50	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).....	0	14,699,979
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	0	14,699,979

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, 2009 OF THE Humana Health Plan, Inc.

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
912828-KN-9	US TREASURY N/B 1.875 AO 4/30/2014		05/08/2009	BANK OF AMERICA		864,065	875,000	357	1
0399999 - Total	- Bonds - U.S. Government					864,065	875,000	357	XXX
29134U-AB-7	EMIRATE OF ABU DHABI CORPORATE 6.750		04/01/2009	CITIGROUP GLOBAL MARKETS INC		540,869	545,000		1FE
3899999 - Total	- Bonds - Industrial, Misc.					540,869	545,000	0	XXX
8399997 - Total	- Bonds - Part 3					1,404,934	1,420,000	357	XXX
8399999 - Total	- Bonds					1,404,934	1,420,000	357	XXX
8999999 - Total	- Preferred Stocks					0	XXX	0	XXX
9799999 - Total	- Common Stocks					0	XXX	0	XXX
9899999 - Total	- Preferred and Common Stocks					0	XXX	0	XXX
9999999 - Totals						1,404,934	XXX	357	XXX

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

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STATEMENT AS OF JUNE 30, 2009 OF THE Humana Health Plan, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company 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)
36202E-0B-8.	GOVERNMENT NATIONAL MORTGAGE GNMA		06/22/2009	VARIOUS		15,869,533	15,158,156	15,560,794	15,617,043		(112,156)		(112,156)		15,504,887		364,646	364,646	483,282	11/01/2037	1
36202E-VP-1.	GOVERNMENT NATIONAL MORTGAGE GNMA		06/01/2009	MBS PAYDOWN		3,125,284	3,125,284	3,147,258	3,128,835		(3,552)		(3,552)		3,125,284			0	78,880	08/01/2038	1
912828-GE-4.	UNITED STATES TREASURY GOVERNMENT		04/02/2009	PRIOR YEAR INCOME									0					0	41,499	01/31/2009	1
0399999 - Bonds - U.S. Governments						18,994,817	18,283,440	18,708,052	18,745,878	0	(115,708)	0	(115,708)	0	18,630,171	0	364,646	364,646	603,661	XXX	XXX
51166F-AA-7.	LAKELAND FLA ENERGY SYS REV MUNI		04/09/2009	MORGAN STANLEY		1,601,505	1,500,000	1,599,180	1,547,564		(7,597)		(7,597)		1,539,967		61,538	61,538	44,458	10/01/2010	1FE
544644-F2-8.	LOS ANGELES SCHOOL DISTRICT MUNI		05/21/2009	GOLDMAN SACHS		818,936	800,000	802,832	802,812		(83)		(83)		802,729		16,207	16,207	36,222	07/01/2025	1FE
2499999 - Bonds - U.S. Political Subdivisions of States, Territories and Possessions						2,420,441	2,300,000	2,402,012	2,350,376	0	(7,680)	0	(7,680)	0	2,342,696	0	77,745	77,745	80,680	XXX	XXX
31288D-U8-0.	FREDDIE MAC FHLMC		06/01/2009	MBS PAYDOWN		70,380	70,380	72,788	70,424		(44)		(44)		70,380			0	2,106	12/01/2032	1
31286P-TZ-6.	FED NTL MTG ASSO FNMA		06/01/2009	MBS PAYDOWN		34,990	34,990	36,067	35,043		(52)		(52)		34,990			0	801	01/01/2017	1
31286G-JS-8.	FGOLD 30 YR FHLMC		06/01/2009	MBS PAYDOWN		1,388,026	1,388,026	1,405,919	1,388,865		(839)		(839)		1,388,026			0	31,592	06/01/2038	1
31286G-P2-8.	FGOLD 30 YR FNMA		06/01/2009	MBS PAYDOWN		246,806	246,806	249,535	247,026		(220)		(220)		246,806			0	6,209	06/01/2038	1
31371K-NX-5.	FED NTL MTG ASSO FNMA		06/01/2009	MBS PAYDOWN		81,405	81,405	84,248	81,618		(213)		(213)		81,405			0	1,854	05/01/2017	1
31396A-MX-9.	FEDERAL HOME LOAN MTGE CO FHLMC		06/01/2009	MBS PAYDOWN		65,404	65,404	67,147	65,509		(105)		(105)		65,404			0	1,498	09/01/2035	1
31402C-P3-0.	FED NTL MTG ASSO FNMA		06/01/2009	MBS PAYDOWN		171,327	171,327	170,270	171,253		75		75		171,327			0	4,002	01/01/2034	1
31404X-VP-6.	FED NTL MTG ASSO FNMA		06/01/2009	MBS PAYDOWN		257,717	257,717	265,167		(611)		(611)		257,717			0	4,453	02/01/2021	1	
31410D-NC-0.	FED NTL MTG ASSO FNMA		06/11/2009	VARIOUS		4,487,829	4,226,815	4,401,172	4,407,028		(20,217)		(20,217)		4,386,811		101,018	101,018	147,250	07/01/2036	1
31410F-Z2-4.	FED NTL MTG ASSO FNMA		06/01/2009	MBS PAYDOWN		224,830	224,830	221,598	224,543		287		287		224,830			0	4,763	07/01/2020	1
31410K-XV-1.	FNMA 30YR TBA		06/01/2009	MBS PAYDOWN		951,941	951,941	977,971		(759)		(759)		951,941			0	9,371	06/01/2038	1	
72316W-BD-8.	PINELLAS CNTY FLA, 1998 A-1		06/30/2009	CALLED SECURITY at 100.000		320,000	320,000	321,760	320,587		(84)		(84)		320,503		(503)	(503)	15,814	03/01/2012	1FE
3199999 - Total - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of...						8,300,655	8,039,641	8,273,642	7,011,896	0	(22,782)	0	(22,782)	0	8,200,140	0	100,515	100,515	229,713	XXX	XXX
029171-AF-2.	AMR CORP CORPORATE		06/12/2009	STERN BROTHERS		513,713	570,000	436,050	393,300	45,075	4,497		49,572		442,872		70,841	70,841	34,069	02/15/2013	3FE
05946X-BV-4.	BANK OF AMERICA FDG CO 2003-1		06/01/2009	CALLED SECURITY at 100.000		8,551	8,551	8,731	8,717		(166)		(166)		8,551			0	226	05/01/2033	1FE
060505-DT-8.	BANK OF AMERICA CORPORATE		05/14/2009	CREDIT SUISSE FIRST BOSTON CORP		538,625	775,000	775,000	775,000				0		775,000		(236,375)	(236,375)	32,184	05/15/2018	3FE
172967-ER-8.	CITIGROUP INC CORPORATE		04/15/2009	J.P. MORGAN		648,000	900,000	508,626	508,626				0		508,626		139,374	139,374		04/30/2049	6FE
31394E-KY-3.	FNMA REMIC TRUST 2005-61		06/01/2009	MBS PAYDOWN		174,264	174,264	172,991	174,264				0		174,264			0	3,991	04/01/2026	1
31396R-R7-4.	FHLMC REMIC SERIES 3178		06/01/2009	MBS PAYDOWN		159,069	159,069	158,349	158,965		104		104		159,069			0	3,643	10/01/2027	1
362977-AE-2.	GSR MTG LN TR 2006-AR2		06/01/2009	MBS PAYDOWN		85,402	85,402	84,635	85,372		30		30		85,402			0	2,018	04/01/2036	2FE
52108H-RB-2.	LB-UBS CMBS 2003-C3		06/17/2009	CALLED SECURITY at 100.000		24,297	24,297	24,417	24,398		(101)		(101)		24,297			0	419	05/11/2027	1FE
608328-AT-7.	MOHEGAN TRIBAL GAMING CORPORATE		06/26/2009	BANK OF AMERICA		131,325	170,000	74,800	40,800	34,000			34,000		74,800		56,525	56,525	9,140	02/15/2013	4FE
76200R-AV-0.	RFMSI SERIES TRUST 2007-S1		06/01/2009	CALLED SECURITY at 100.000		35,925	35,925	35,105	35,119		806		806		35,925			0	895	07/01/2037	5FE
779273-AG-6.	ROUSE COMPANY CORPORATE		04/17/2009	J.P. MORGAN		30,800	80,000	25,200	25,200				0		25,200		5,600	5,600		11/26/2013	6FE
795770-AN-6.	SALTON SEA FUNDING CORP CORPORATE		06/01/2009	CALLED SECURITY at 100.000		190	190	213	208		(18)		(18)		190			0	7	11/30/2018	2FE
831641-DF-9.	SMALL BUSINESS ADMINISTRATION ABS FTST		05/01/2009	CALLED SECURITY at 100.000		26,937	26,937	28,844	27,564		(626)		(626)		26,937			0	847	08/01/2011	1FE
857689-AV-5.	STATION CASINOS CORPORATE		06/26/2009	BARCLAYS CAPITAL		29,538	85,000	17,000	17,000				0		17,000		12,538	12,538		04/01/2012	6FE
92276M-AP-0.	VENTAS REALTY CORPORATE		05/04/2009	CALLED SECURITY at 100.425		235,999	235,000	238,563	236,114		(262)		(262)		235,852		147	147	6,742	06/01/2010	2FE
949797-AA-2.	WELLS FARGO MBS 2007-15		06/01/2009	CALLED SECURITY at 100.000		257,723	257,723	255,508	255,540		2,183		2,183		257,723			0	6,333	10/01/2037	1FE

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STATEMENT AS OF JUNE 30, 2009 OF THE Humana Health Plan, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company 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)
3899999	Bonds - Industrial and Miscellaneous					2,900,358	3,587,358	2,844,032	2,766,187	79,075	6,447	0	85,522	0	2,851,708	0	48,650	48,650	100,514	XXX	XXX
8399997	Bonds - Part 4					32,616,271	32,210,439	32,227,738	30,874,337	79,075	(139,723)	0	(60,648)	0	32,024,715	0	591,556	591,556	1,014,568	XXX	XXX
8399999	Total - Bonds					32,616,271	32,210,439	32,227,738	30,874,337	79,075	(139,723)	0	(60,648)	0	32,024,715	0	591,556	591,556	1,014,568	XXX	XXX
060505-76-5	BANK OF AMERICA PFD DRD		05/15/2009	JANNEY MONTGOMERY SCOTT	60,000.000	963,500	25.00	1,500,000	1,215,000	285,000	0	0	285,000	0	1,500,000	0	(536,500)	(536,500)	61,500		P1LFE
8499999	Preferred Stocks - Industrial and Miscellaneous					963,500	XXX	1,500,000	1,215,000	285,000	0	0	285,000	0	1,500,000	0	(536,500)	(536,500)	61,500	XXX	XXX
8999997	Preferred Stocks - Part 4					963,500	XXX	1,500,000	1,215,000	285,000	0	0	285,000	0	1,500,000	0	(536,500)	(536,500)	61,500	XXX	XXX
8999999	Total - Preferred Stocks					963,500	XXX	1,500,000	1,215,000	285,000	0	0	285,000	0	1,500,000	0	(536,500)	(536,500)	61,500	XXX	XXX
9799999	Total - Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999	Total - Preferred and Common Stocks					963,500	XXX	1,500,000	1,215,000	285,000	0	0	285,000	0	1,500,000	0	(536,500)	(536,500)	61,500	XXX	XXX
9999999	Totals					33,579,771	XXX	33,727,738	32,089,337	364,075	(139,723)	0	224,352	0	33,524,715	0	55,056	55,056	1,076,068	XXX	XXX

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

E05.1

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

Schedule E - Part 2 - Cash Equivalents

NONE