

QUARTERLY STATEMENT

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

Humana Health Plan, Inc.

NAIC Group Code 0119 , 0119 NAIC Company Code 95885 Employer's ID Number 61-1013183
(Current Period) (Prior Period)

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 Abby Goodloe 502-580-1632
(Name) (Area Code) (Telephone Number) (Extension)
agoodloe1@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
6th day of November, 2009

Myra Carpenter, Notary Public
 August 9, 2013

STATEMENT AS OF SEPTEMBER 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	126,360,586		126,360,586	230,876,108
2. Stocks:				
2.1 Preferred stocks			0	1,564,160
2.2 Common stocks	25,779,535		25,779,535	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)	147,439		147,439	190,000
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$(9,311,948)), cash equivalents (\$12,499,421) and short-term investments (\$99,908,985)	103,096,458		103,096,458	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)	282,984,018	0	282,984,018	316,846,538
11. Title plants less \$ charged off (for Title insurers only)			0	0
12. Investment income due and accrued	2,242,704		2,242,704	2,294,340
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	16,101,827	237,413	15,864,414	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	8,540,474		8,540,474	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	11,803,140	84,874	11,718,266	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	612,940	63,352	549,588	797,197
19. Furniture and equipment, including health care delivery assets (\$)	2,760,548	2,760,547	1	0
20. Net adjustment in assets and liabilities due to foreign exchange rates	0		0	0
21. Receivables from parent, subsidiaries and affiliates	9,512,722		9,512,722	27,360
22. Health care (\$6,375,850) and other amounts receivable	10,027,022	1,896,759	8,130,263	7,335,250
23. Aggregate write-ins for other than invested assets	185,793,288	185,793,288	0	0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	649,349,733	283,977,148	365,372,585	382,870,007
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
26. Total (Lines 24 and 25)	649,349,733	283,977,148	365,372,585	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	185,218,045	185,218,045	0	0
2302. Prepaid Expenses	329,235	329,235	0	0
2303. Prepaid Commissions	202,302	202,302	0	0
2398. Summary of remaining write-ins for Line 23 from overflow page	43,706	43,706	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	185,793,288	185,793,288	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$9,984,657 reinsurance ceded)	115,832,127	4,346,984	120,179,111	124,319,649
2. Accrued medical incentive pool and bonus amounts	12,975,127		12,975,127	24,868,869
3. Unpaid claims adjustment expenses	3,077,359		3,077,359	2,901,813
4. Aggregate health policy reserves	32,272,433		32,272,433	29,065,239
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves	169,730	6,370	176,100	185,500
8. Premiums received in advance	17,498,427		17,498,427	13,998,574
9. General expenses due or accrued	15,625,067		15,625,067	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	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	10,542,154		10,542,154	719,517
21. Aggregate write-ins for other liabilities (including \$6,067,986 current)	9,244,028	0	9,244,028	1,458,368
22. Total liabilities (Lines 1 to 21)	217,236,452	4,353,354	221,589,806	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	(272,583,815)	(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	143,782,779	177,268,531
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	365,372,585	382,870,007
DETAILS OF WRITE-INS				
2101. Miscellaneous Liability	4,791,348		4,791,348	1,312,706
2102. Third Party Contingencies	2,552,680		2,552,680	0
2103. Medicare Risk Adjustment Premium Payable	1,900,000		1,900,000	0
2198. Summary of remaining write-ins for Line 21 from overflow page	0	0	0	145,662
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)	9,244,028	0	9,244,028	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 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	3,333,844	3,375,474	4,523,947
2. Net premium income (including \$ non-health premium income).....	XXX	1,331,633,553	1,231,872,167	1,663,593,692
3. Change in unearned premium reserves and reserve for rate credits	XXX	(7,609)	(25,422)	(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	1,331,625,944	1,231,846,745	1,663,551,577
Hospital and Medical:				
9. Hospital/medical benefits	38,903,609	1,046,904,140	897,714,460	1,270,841,419
10. Other professional services		4,230,693	4,695,277	6,146,993
11. Outside referrals			0	0
12. Emergency room and out-of-area	3,094,869	31,647,087	30,108,267	40,730,872
13. Prescription drugs		144,622,616	129,246,081	174,582,478
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		30,779,571	35,672,002	45,514,883
16. Subtotal (Lines 9 to 15)	41,998,478	1,258,184,107	1,097,436,087	1,537,816,645
Less:				
17. Net reinsurance recoveries		97,607,401	48,135,658	95,923,641
18. Total hospital and medical (Lines 16 minus 17)	41,998,478	1,160,576,706	1,049,300,429	1,441,893,004
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 3,920,790 cost containment expenses.....		31,018,906	35,974,193	36,887,095
21. General administrative expenses.....		209,148,348	146,381,479	219,548,685
22. Increase in reserves for life and accident and health contracts including \$ increase in reserves for life only).....		536,259	24,812	(5,196,343)
23. Total underwriting deductions (Lines 18 through 22)	41,998,478	1,401,280,219	1,231,680,913	1,693,132,441
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(69,654,275)	165,832	(29,580,864)
25. Net investment income earned		8,415,153	10,137,294	14,169,992
26. Net realized capital gains (losses) less capital gains tax of \$ 578,530		1,074,413	(1,972,364)	(661,830)
27. Net investment gains (losses) (Lines 25 plus 26)	0	9,489,566	8,164,930	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	168,221	138,636	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	(59,996,488)	8,469,398	(15,881,086)
31. Federal and foreign income taxes incurred	XXX	(25,149,729)	7,563,841	(1,804,758)
32. Net income (loss) (Lines 30 minus 31)	XXX	(34,846,759)	905,557	(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.....		168,221	138,636	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	168,221	138,636	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.....	(34,846,759)	.905,557	(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 \$.....	(717,929)	(636,252)	(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.....	2,078,936	(165,066,635)	(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.....	.0	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).....	(33,485,752)	.60,202,670	.30,982,968
49. Capital and surplus end of reporting period (Line 33 plus 48)	143,782,779	206,488,233	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

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance.....	1,339,299,717	1,646,569,272
2. Net investment income	9,444,746	16,103,793
3. Miscellaneous income	0	0
4. Total (Lines 1 to 3)	1,348,744,463	1,662,673,065
5. Benefit and loss related payments	1,208,000,006	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	197,289,562	218,458,431
8. Dividends paid to policyholders	0	0
9. Federal and foreign income taxes paid (recovered) net of \$578,530 tax on capital gains (losses)	(24,571,200)	(2,161,128)
10. Total (Lines 5 through 9)	1,380,718,368	1,664,422,540
11. Net cash from operations (Line 4 minus Line 10)	(31,973,905)	(1,749,475)
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	137,522,383	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)	150,688,972	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)	117,947,298	(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).....	(1,881,272)	(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)	(1,881,272)	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)	84,092,121	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)	103,096,458	19,004,337

STATEMENT AS OF SEPTEMBER 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	367,652	17,799	238,611	.3			23,136	88,103		
5. Current Year .....	.0									
6. Current Year Member Months	3,333,844	146,689	2,184,172	.27			210,791	792,165		
Total Member Ambulatory Encounters for Period:										
7. Physician	1,569,749	57,849	716,463				134,483	660,954		
8. Non-Physician	1,260,683	54,925	578,764				52,405	574,589		
9. Total	2,830,432	112,774	1,295,227	.0	.0	.0	186,888	1,235,543	.0	.0
10. Hospital Patient Days Incurred	108,234	3,001	43,198				4,440	57,595		
11. Number of Inpatient Admissions	24,524	756	10,923				1,434	11,411		
12. Health Premiums Written	1,431,290,215	19,506,251	611,211,715	8,394			79,380,983	721,182,872		
13. Life Premiums Direct .....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	1,431,282,604	19,498,641	611,211,715	8,393			79,380,983	721,182,872		
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	1,272,761,890	13,341,667	562,115,941	2,650			70,625,286	626,356,962		319,384
18. Amount Incurred for Provision of Health Care Services	1,258,184,108	13,692,279	549,922,274	2,492			67,853,710	626,393,969		319,384

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$721,182,872

STATEMENT AS OF SEPTEMBER 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)						
ACCREDITO HEALTH GROUP INC.....	6,623	3,315			5,028	14,966
Adv Good Shepherd Hospital.....	20,712		64	2,765	596	24,137
Air Evac EMS Inc.....	5,394				5,269	10,663
Apria Healthcare Inc.....	5,830	4,378	1,820	858	7,266	20,152
BANNER BAYWOOD HEART HOSPITAL.....	20,453					20,453
BANNER DESERT MEDICAL CENTER.....	8,939	1,523				10,462
BANNER GOOD SAM MEDICAL CENTER.....	117,750	158,863		25,738		302,351
Baptist Hospital.....					32,976	32,976
Baptist Hospital East.....	39,745	10,400	139	500	6,137	56,921
BAPTIST MEMORIAL HOSPITAL.....					12,225	12,225
Bethesda Hospital Inc.....	75,111	1,030	12,083	2,502	12,128	102,854
BOULDER COMMUNITY HOSPITAL.....	30,209		378	6,393	724	37,704
BRACKENRIDGE HOSPITAL.....				9,416	5,391	14,807
Cardinal Hill Rehabilitation Hospital.....	14,160		21	6,027	43,759	63,967
Central Baptist Hospital.....	48,133	19,171	229	24,531	21,112	113,176
Chandler Regional Hospital.....	5,663	11,532	883		394	18,472
Childrens Hosp Home Health.....	3,044	60			6,914	10,018
Childrens Hospital Medical Center.....	69,168	11,849	32,353	7,294	39,100	159,764
Childrens Mercy Hospital.....	26,124	668	421	3,204	5,290	35,707
Christ Hospital.....	27,578	1,824	744		46,859	77,005
Clarian Health Partners.....	11,365	319				11,684
COLUMBIA ST MARYS HOSPITAL.....	25,787	605	3,097	2,714	1,231	33,434
Dearborn County Hospital.....	6,126	3,315	117	1,866	311	11,735
DIALYSIS CLINIC INC.....			9,250	506	10,308	20,064
Duke University Hospital.....	18,943					18,943
East Jefferson General Hospital.....	15,027					15,027
Ephraim McDowell Reg Med Ctr.....	12,291	2,289	757		346	15,683
Floyd Memorial Hospital.....	25,200			1,711	3,072	29,983
Frazier Rehab Institute.....	8,771	85	1,142		7,012	17,010
FROEDTERT MEMORIAL LUTHERAN HOSPITAL.....	30,932	15,837	3,580	2,548	3,576	56,473
Genesys Regional Medical Center.....	10,142					10,142
Good Samaritan Hospital.....	132,036	1,953	46,158	74,008	9,304	263,459
Holdaway Medical Services.....	13,985					13,985
Jackson Memorial Hospital.....	746	239	1,069	57	306,080	308,191
Jewish Hospital.....	17,593	657	1,412		57,792	77,454
Jewish Hospital Inc.....	70,960	13,092	27,395	6,672	4,380	122,499
KETTERING MEDICAL CENTER.....	38	142	106	13,702	97	14,085
Kosair Childrens Hospital.....	22,896	360			2,266	25,522
Labcorp of America Holdings.....	8,921	3,827	1,741	6,475	2,958	23,922
Lake Cumberland Regional Hospital.....	7,136	1,055		2,288	1,181	11,660
Lincare INC.....	5,160	1,946	469	6	2,510	10,091
MD ANDERSON CANCER CENTER.....	222,598	260	49	106	4,988	228,001
MEDICAL CITY DALLAS HOSPITAL.....		32,642				32,642
MEMORIAL HERMANN HOSPITAL.....	43,566					43,566
Memorial Medical Center.....	33,050		266			33,316
Menorah Medical Center.....			2,376		77,059	79,435
Mercy Franciscan Hosp Western.....	6,925	611	281	0	3,848	11,665
MERCY GILBERT MEDICAL CENTER.....	8,697				6,564	15,261
MERCY HEALTH SYSTEM.....	14,876				136	15,012
Mercy Hospital Anderson.....	9,811	5,010	5,771	6,120	2,974	29,686
Mercy Hospital Clermont.....	2,645	655	1,772	1,396	4,132	10,600
Mercy Hospital Fairfield.....	1,336	2,669	687	9,194	22,730	36,616
MIAMI VALLEY HOSPITAL.....	10,389				638	11,027
NORTHSIDE HOSPITAL.....	88,440	2,314		3,315	6,769	100,838

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STATEMENT AS OF SEPTEMBER 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	Aging Analysis of Unpaid Claims					
	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Norton Audubon Hospital.....	22,833	694			293	23,820
Norton Hospitals Inc.....	33,602	3,457	232		3,082	40,373
Norton Suburban Hospital.....	68,901	18,375	5,964	13,863	45,036	152,139
Owensboro Medical Health System.....	23,596	6,895				30,491
PENROSE ST FRANCIS HOSPITAL.....	8,680		27,093	1,750		37,523
PHI Air Medical.....	10,358					10,358
PROVIDER NOT AVAILABLE.....	4,914	266	1,136	8,487	137	14,940
QUEST DIAGNOSTICS.....	4,626	3,026	1,457	804	4,336	14,249
REDBANK SURGERY CENTER LLC.....					11,414	11,414
ROCKY MOUNTAIN HOLDINGS LLC SE.....	6,225		6,846			13,071
ROUND ROCK MEDICAL CENTER.....	72,178		1,525			73,703
SAINTS MARY AND ELIZABETH HOSPITAL.....	7,513	108	21,452	13,880	78,631	121,584
SETON MEDICAL CENTER.....	32,674	93	33,296	138		66,201
ST DAVIDS HOSPITAL.....	24,041				10,104	34,145
St Elizabeth Medical Center.....	119,100	18,941	22,512	4,486	28,791	193,830
St Joseph East Hospital.....	49,142	1,876		426	25,432	76,876
ST JOSEPHS HOSPITAL INC.....	7,529		6,813			15,015
St Josephs Hospital Medical Center.....	88	66			86,829	86,983
St Josephs Hospital of Atlanta.....	1,469				73,511	74,980
St Louis University Hospital.....	19,936	37,028				56,964
St Marys Medical Center.....	20,225		91		18,080	38,396
ST MARYS OZAUKEE.....	102	6,265	242	27,108	1,108	34,825
Stanford Medical Center.....					11,554	11,554
TAMPA GENERAL HOSPITAL.....	29,069	182,232	0			211,301
Tenet Good Samaritan Inc.....	15,746					15,746
THE METHODIST HOSPITAL.....	60,703					60,703
Tucson Heart Hospital.....					26,515	26,515
University Hospital.....	117,881	14,758	24,339	8,504	122,788	288,270
UNIVERSITY OF COLORADO HOSPITAL.....	8,839	313		1,151	307	10,610
UNIVERSITY OF KANSAS HOSPITAL.....	1,881	2,021	36,440			40,342
University of Louisville Hospital.....	173,811	88,977	398	72	4,634	267,892
Vanderbilt University Medical.....	2,968		4,922	750	20,172	28,812
VISTA MEDICAL CENTER EAST.....	30,289					30,289
VNA NAZARETH HOME CARE.....	12,423	5,005	6,086		619	24,133
Wellstar Kennestone Hospital I.....	8,945	0	13,544			22,489
Western Baptist Hospital.....	15,862	128				15,990
San Francisco, CA.....	22,120	564	2,502	2,103	4,064	31,353
HOLY CROSS HOSPITAL.....	19,362	8,451			4,311	32,124
NORTHWEST COMMUNITY HOSPITAL.....	110,998			703	220	111,921
SKY RIDGE MEDICAL CENTER.....	22,942			1,622		24,564
Univ Of Miami Hospital.....			38	233	26,720	26,991
FLORIDA HOSPITAL ZEPHYRHILLS.....	10,728					10,728
Kings Daughters Medical Center.....	20,799	167	3,711		873	25,550
LASER SPINE INSTITUTE LLC.....	284	9,804				10,088
UK HEALTHCARE HOSPITAL.....	33,113	6,243	6,783	1,259	4,112	51,510
BLUE ASH DIALYSIS.....	7,740	7,317				15,057
Brookwood Medical Center.....					105,585	105,585
MEMORIAL HEALTH SYSTEM.....	23,898	492				24,390
PHOENIX BAPTIST HOSPITAL.....			812		10,169	10,981
US BIOSERVICES CORP.....			19,436			19,436
CENTRE FOR NEURO SKILLS INC.....			11,444			11,444
Children AT Scottish Rite Emer.....					16,864	16,864
DVA Healthcare Southwest Ohio.....			15,227			15,227
LAKELAND REGIONAL MEDICAL CENTER.....			10,967			10,967
Largo Medical Center.....	26,734					26,734

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STATEMENT AS OF SEPTEMBER 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
Lourdes Hospital.....	2,054	4,014			27,211	33,279
MONCRIEF DIALYSIS.....	10,466					10,466
Morton Plant Hospital.....	14,721		20			14,741
Mountain Vista Medical Center.....	33,853					33,853
RIVERVIEW HEALTH INSTITUTE.....	19,860					19,860
WINTON ROAD DIALYSIS.....	20,723					20,723
. DUAL DCODEH (Hospital).....	345	2,965	1,736	332	6,102	11,480
METHODIST HOSPITALS.....	14,445					14,445
Munroe Regional Medical Center.....	4,891		7,982			12,873
Atrium Medical Center.....	17,360		28,750			46,110
BAYLOR MEDICAL CENTER AT WAXAH.....	27,518					27,518
The Rector and Vistors UVA.....	8,036		4,371			12,407
SOMERSET MEDICAL CENTER.....		11,688				11,688
Anne Bates Leach Eye Hospital.....				11,019	1,653	12,672
Carlos Garrido.....					10,449	10,449
Spectrum Health Hospital Sleep.....	17,415					17,415
Banner Boswell Medical Center.....	41,205		266			41,471
BANNER DEL E WEBB MEDICAL CENTER.....	13,146		221			13,367
Laser Spine Surgical center.....		20,286				20,286
SAINT JOSEPH HEALTH SYSTEM.....		.1		877	30,482	31,360
ST LUKE HOSPITAL EAST.....	63,218	581		804	5,777	70,380
St Luke Hospital West.....	2,055	1,734	516	1,910	8,746	14,961
Walgreens Infusion Pharmacy.....	16,431	6,319	9,933	467	5,431	38,581
MARK SHAYA.....		25,988				25,988
Robert Bohinski.....				11,929		11,929
Aurora Health Care Metro Inc.....	2,788	46,855	101,621	148,937	1,031,965	1,332,166
CENTER FOR DIAGNOSTIC IMAGING.....			11,016	714	4,730	16,460
HILLCREST MEDICAL CENTER.....	12,829					12,829
Magnolia Regional Health Center.....					10,476	10,476
Cleveland Clinic Foundation Hospital.....	236,793	60	417	5,083	50,506	292,859
Harlan ARH.....	6,685	2,649	3,330	34		12,698
MAXIM HEALTHCARE SERVICES INC.....			10,118		10,331	20,449
COLUMBIA BRANDON HOSPITAL.....	25,543					25,543
NRI SOUTH TAMPA.....	52,365	31,380				83,745
SHANDS JACKSONVILLE MED CTR.....	1,020	15,699				16,719
NORTHWESTERN MEMORIAL HOSPITAL.....	15,890			300	727	16,917
SAINTS MARY AND ELIZABETH.....	20,277	145	436	389	1,586	22,833
SCOTTSDALE HEALTHCARE.....	73,768					73,768
UNIVERSITY COMMUNITY HOSPITAL.....	55,944	2,026	46,308			104,278
ALEXIAN BROTHERS MEDICAL CTR.....	321,833	3,048			5,024	329,905
ST JOSEPH MEDICAL CENTER.....	44,919					44,919
VHS DBA LOUIS A WEISS MEM HOSPITAL.....	51,908				5,432	57,340
ACCREDITO HEALTH GROUP.....	40,507					40,507
APRIA HEALTHCARE INC.....	37,948	130				38,078
LABORATORY CORP OF AMERICA.....	20,664	25		595	34	21,318
LINCARE INC.....	12,439					12,439
Amerimed Inc.....		1,547	6,936	3,137	10,936	22,556
Applied Health Care Ltd.....					28,864	28,864
BAPTIST MEDICAL CENTER.....	22,078					22,078
Center for Extended Care.....		5,707	8,420		5,204	19,331
CMC UNION.....	11,867					11,867
DCA of Cincinnati LLC.....	33,068		6,102			39,170
Hosparus Inc.....	2,582	161		646	6,866	10,255
LOCKEHILL KIDNEY DISEASE.....	11,133					11,133
McCullough Hyde Memorial Hospital.....	2,906	5,117	7,921	10,462		26,406

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STATEMENT AS OF SEPTEMBER 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
MEMORIAL HERMANN PREVENTION.....		12,557				12,557
Mercy St Vincent Medical Center.....				2,957	48,506	51,463
NRI COVINGTON.....	4,637				44,833	49,470
NW Medical Center Willow Creek.....					13,454	13,454
OUR LADY OF LOURDES MEDICAL CENTER.....	147,078					147,078
OWENSBORO DIALYSIS CNTR.....	13,075					13,075
Resurgens Surgery Center.....			10,320			10,320
Saddleback Memorial Medical Center.....	26,836					26,836
Sherwood Clinical.....					18,843	18,843
U of L Kidney Disease.....					28,665	28,665
WHEATON FRANCISCAN INC.....	14,194	406		225	13,941	28,766
25 EAST SAME DAY SURGERY.....					16,084	16,084
25 EAST SAME DAY SURGERY CTR.....					43,288	43,288
ADVENTIST BOLINGBROOK HOSPITAL.....	23,939		6			23,945
ADVENTIST HINSDALE HOSPITAL.....	10,175		95		3,173	13,443
ADVOCATE CHRIST MEDICAL CNTR.....	184,832	334		28,052	2,746	215,964
ADVOCATE GOOD SAMARITAN.....	32,130	176				32,306
ADVOCATE GOOD SHEPHERD HOSPITAL.....	5,251	13,709			0	18,960
ADVOCATE HOME HEALTH SERVICE.....	12,898	279	1,494			14,671
ADVOCATE LUTHERAN GENERAL HOSPITAL.....	58,753			1,016		59,769
ADVOCATE NORTHSIDE HEALTH SYSTEM.....	122,717	3,250				125,967
ADVOCATE SOUTH SUBURBAN HOSPITAL.....	98,089	2,054		243		100,386
ADVOCATE SW AMBULATORY SURG CENTER.....	3,593	1,332	879	312	150,393	156,509
ADVOCATE TRINITY HOSPITAL.....	90,019			1,020		91,039
ALASKA VAHSRO.....	415	34,670				35,085
ALDEN DES PLAINES REHABILITATION.....				4,069	7,080	11,149
ALDEN WATERFORD REHABILITATION.....					22,007	22,007
ALLIANCE RADIOLOGY PA.....	12,761					12,761
ALLINA HEALTH SYSTEM.....	14,610					14,610
AMBULATORY ANESTHES OF CHIC.....					16,309	16,309
AMERICANA HLTHCARE CTR OAKLAWN.....					31,384	31,384
ANDREW J JEFFERSON MD.....					10,452	10,452
ANESTHESIA ASSOCIATES OF KC PC.....	22,839			16,890		39,729
ANESTHESIOLOGY CHARTERED.....	11,021	4,243	7,202	12,140	1,725	36,331
ARIZONA REGIONAL MEDICAL.....	89,953					89,953
ATP ANESTHESIA LLC.....					242,031	242,031
AURORA ANESTHESIA ASSOCIATES.....					131,885	131,885
AURORA CHICAGO LAKESHORE HOSPITAL.....	13,967					13,967
BALLERT ORTHOPEDICS OF CHICAGO.....	11,068				567	11,635
BANNER BAYWOOD HEART HOSPITAL.....	122,034		41,964			163,998
BANNER BAYWOOD MEDICAL CENTER.....	49,105					49,105
BANNER BOSWELL MEDICAL CENTER.....	72,224					72,224
BANNER DEL E WEBB MED CTR.....	13,071					13,071
BANNER DESERT MEDICAL CENTER.....	20,252		11,087			31,339
BANNER ESTRELLA MEDICAL CENTER.....	11,922					11,922
BANNER GATEWAY MEDICAL CENTER.....	36,278					36,278
BANNER GOOD SAM MEDICAL CTR.....	331,729				723	332,452
BANNER THUNDERBIRD MED CENTER.....	92,017	8,196			3,572	103,785
BAPTIST HOSPITAL EAST.....	10,061					10,061
BAPTIST LUTHERAN MEDICAL.....					14,060	14,060
BRANDON AMBULATORY SURGERY.....	13,356					13,356
BRANDON ORTHOPEDIC ASSOCIATES.....	17,138				1,953	19,091
CARDIONET IDTF.....	11,447					11,447
CATHOLIC HEALTH PARTNERS SVS.....	19,597	348				19,945
CENTER FOR RENAL REPLACEMENT.....		15,788		4,522	21,623	41,933

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STATEMENT AS OF SEPTEMBER 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
CENTERPOINT AMB SURGERY.....	21,792			5,300		27,092
CENTERPOINT MEDICAL CENTER.....	968,158	6,452				974,610
CENTRAL DUPAGE HOSPITAL.....	16,537	895	306	347	32,352	50,437
CENTRAL TAMPA DIALYSIS.....	10,808					10,808
CHANDLER REGIONAL HOSPITAL.....	20,586					20,586
CHICAGO ANESTHESIA ASSOCIATES.....	10,061	8,351	12,370	7,645	4,089	42,516
CHILDRENS HOSP MEDICAL CENTER.....	23,530					23,530
CITY OF CHICAGO.....	10,576					10,576
COPLEY MEMORIAL HOSPITAL.....	70,637	20,745		1,977	295,316	388,675
COUNTRYSIDE CARE CENTRE.....	2,906	17,286			11,334	31,526
DALE A GLICKEN MD.....	1,973	47,662	27,726			77,361
DANIEL P MCCORMICK MD.....	13,914					13,914
DAVID SUJOTE OD.....					72,436	72,436
DAY SURGERY FACILITIES.....	11,588	10,705	7,722	17,583	2,710,275	2,757,873
DCA PRAIRIE.....	42,811					42,811
DELMAR GARDENS OF OVERLAND PK.....	13,690	299	3,358			17,347
DESERT SPRINGS HOSP MED CTR.....	10,933					10,933
DIALYSIS CENTERS OF AMERICA.....	81,727					81,727
DIALYSIS CLINIC INC.....	30,366				315	30,681
DIALYSIS CTRS OF AMERICA.....	55,723				251,641	307,364
DIRECT DIALYSIS.....	11,042					11,042
DISCOVER VISION CENTERS.....	18,013	18,328	16,188	36,136	338,038	426,703
DISCOVER VISION SURGERY.....	4,933	4,167	3,813	9,745	236	22,894
DISCOVER VISION SURGERY.....	5,576	4,764	2,169	1,706	235,768	249,983
DOWNERS GROVE DIALYSIS CENTER.....					39,633	39,633
DREYER AMBULATORY SURGERY.....	1,265				45,172	46,437
DVA HEALTHCARE RENAL CARE.....	16,056					16,056
EDWARD HOSPITAL.....	86,437			697	6,742	93,876
EDWARD M ATKINS MDSC.....					56,419	56,419
EDWARD VILLAFLOL MD.....	709	795	510	4,900	221,092	228,006
ELMHURST MEMORIAL HOSPITAL.....	188,694	2,352	2,456	147	485	194,134
ELMWOOD PARK SAME DAY SURGERY.....					245,261	245,261
EVANGELICAL HOSPITAL CORP.....	16,810	1,111	842	6,933	9,486,097	9,511,793
EVERGREEN ANESTHESIA & PAIN MG.....	1,573	1,233	425		40,978	44,209
EVERGREEN HEALTH CENTER.....	134	364	1,415	478	16,747	19,138
EVERGREEN HEALTHCARE CENTER.....	12,230				4,120	16,350
EYE SURGERY CENTER.....	9,313	9,015	7,938	18,601	745	45,612
EYE SURGERY CENTER THE.....	5,553	7,078	10,168	3,623	222,548	248,970
FAIRMONT CARE CENTER.....					24,804	24,804
FLORIDA ORTHOPAEDIC INSTITUTE.....	19,330			2,997		22,327
FMC GIBSON DIALYSIS.....	10,546	7,572				18,118
FOREIGN HOSPITAL.....		603			14,372	14,975
FOSTER G MCGAW HOSPITAL.....	57,221	28	762		212	58,223
FRESENIUS MEDICAL CARE OF IL.....	3,953	2,318	5,707	2,922	9,012	23,912
GAMBRO HEALTHCARE INC.....	27,600					27,600
GGNSC INDEPENDENCE II LLC.....	22,820					22,820
GILBERT HOSPITAL.....	12,326					12,326
GLENOAKS HOSPITAL.....	33,953					33,953
GOLF SURGICAL CENTER.....					483,501	483,501
GOTTLIEB MEMORIAL HOSPITAL.....	216,650	5,000		689	115	222,454
Harmon Medical and Rehabilitation.....					15,685	15,685
HARMON MEDICAL AND REHABILITAT.....	757	74,145	439	142		75,483
HEALTHCARE USA.....	19,613	5,688				25,301
HEALTHSOUTH REHAB INSTITUTE.....	22,159					22,159
HEART OF AMERICA SURGERY CENTER.....	4,145	3,289	3,919	9,046	5,212	25,611

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STATEMENT AS OF SEPTEMBER 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
HEART OF AMERICA SURGERY CTR.....		3,186	493	164	1,210,924	1,214,767
HLG ANES ASSOCIATES LLC.....	1,119	454	30,773			32,346
HOLY FAMILY MEDICAL CENTER.....	198,180				793	198,973
HOSP DEVELOPMENT OF W PHOENIX.....	15,035					15,035
ILLINOIS DEPT OF PUBLIC AID.....	1,600	17,618	14,086	1,527		34,831
ILLINOIS MASONIC MEDICAL.....	41,487	645				42,132
ILLINOIS MASONIC MEDICAL CTR.....					137,667	137,667
INGALLS MEMORIAL HOSPITAL.....	34,426	2,489	219		2,624	39,758
JACKSON PARK HOSPITAL.....	35,113	870			1,236	37,219
JANICE SEEVER CRNA.....					59,579	59,579
Jessica Lutz.....					15,442	15,442
JEWISH HOSPITAL INC.....	23,620					23,620
JH STROGER HOSPITAL OF COOK.....	13,813		40	40	886	14,779
JOHANNA B CHOOKASZIAN MD.....		9,202	5,759	4,745	96,216	115,922
JOHN C LINCOLN DEER VALLEY.....	28,556					28,556
JOHN C LINCOLN HOSP N MOUNTAIN.....	19,928					19,928
JOHN H PAYNE MD.....	2,284	48,961	2,382	6,299		59,926
JOHN KNOX VILLAGE.....	11,841					11,841
JOSE A ABREU MD.....					132,406	132,406
KANSAS CITY CANCER CENTER LLC.....	44,642					44,642
KANSAS CITY ORTHOPAEDIC INSTITUTE.....	47,387					47,387
KARL D HENDRICKS MD.....				2,930	89,828	92,758
KEN HUGHES MD.....	394	7,473	24,539			32,406
KIERNAN EXTENDED CARE.....	3,072	1,893		7,731	44,745	57,441
KINDRED HOSPITAL KANSAS CITY.....	31,112					31,112
KINETIC CONCEPTS INC.....	9,726		492		1,301	11,519
KMI MEDICAL CENTER.....					12,027	12,027
LAFAYETTE REGIONAL HEALTH CTR.....	11,879					11,879
LAKEVIEW ANESTHESIA LLC.....					82,057	82,057
LEES SUMMIT HOSPITAL SUMMIT RI.....	51,591					51,591
LEES SUMMIT MEDICAL CENTER.....	121,062					121,062
LEXINGTON HC CNT CHICAGO RIDGE.....	14,360					14,360
LIBERTY HOSPITAL.....	16,473				2,861	19,334
LITTLE CO OF MARY HOSPITAL.....	203,226	36,218	139		275,751	515,334
LORETTO HOSPITAL.....	3,236				25,242	28,478
LOVELACE HOSP DOWNTOWN.....	22,688					22,688
LUTHERAN GENERAL HOSPITAL INC.....					68,043	68,043
M RAMEZ SALEM MD & ASSOCIATES.....					695,755	695,755
MACNEAL HEALTH PROVIDERS.....	1,307	26,228		1,077		28,612
MACNEAL HEALTH PROVIDERS INC.....	31,128	46,350	12,758	36,614	40,490	167,340
MALCOLM HAYWARD.....					17,735	17,735
MANORCARE HEALTH SERVICES.....	33,862		1,206		1,465	36,533
MARICOPA INTEGRATED HEALTH.....	106,373	42,130				148,503
MEDICAL CENTER OF AURORA.....	39,716					39,716
MEDICAL SURGICAL EYE CARE.....	3,679	2,521	4,586	4,422		15,208
MEDICARE MSPRC GHP.....			14,575			14,575
MELISSA G CABLE MD.....					12,569	12,569
MENORAH MEDICAL CENTER.....	396,860				11,465	408,325
MERCY CTR FOR HEALTH CARE.....					14,251	14,251
MERCY HOSPITAL AND MED CNTR.....	78,864	204		130	14,740	93,938
MERCY HOSPITAL WALWORTH.....	310	281	3,208	1,653	59,715	65,167
METROSOUTH MEDICAL CENTER.....	31,893	2,106			834	34,833
MICHAEL C STILES MD.....					19,705	19,705
MICHAEL REESE ANESTHESIA.....					177,646	177,646
MICHAEL REESE HOSP & MED CTR.....	158				30,302	30,460

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STATEMENT AS OF SEPTEMBER 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
MIDWEST CENTER FOR DAY SURGERY					77,743	77,743
MIDWEST ORTHOPAEDIC CONSULTANT	2,050		601		32,159	34,810
MINIMALLY INVASIVE SURGERY	20,297	1,229				21,526
MORTON PLANT HOSPITAL	36,215					36,215
MOUNT SINAI HOSPITAL	14,021	131	8,932		9,973	33,057
MOUNTAIN VIEW HOSPITAL	22,963					22,963
MOUNTAIN VISTA MEDICAL CENTER				19,863		19,863
NEOMEDICA EVERGREEN PARK	8,678	2,037				10,715
NEOMEDICA HOFFMAN ESTATES	15,728					15,728
NEOMEDICA HOME DIALYSIS	866				71,619	72,485
NEWPORT RICHEY KIDNEY CENTER		20,257	8,540			28,797
NO KANSAS HOSPITAL HOME HEALTH	14,187					14,187
NOEL G ALCANTARA MD SC					10,115	10,115
NORTH KANSAS CITY HOSPITAL	458,370					458,370
NORTH SHORE SAME DAY SURGERY					25,829	25,829
NORTH SUBURBAN MEDICAL CENTER	46,848		851			47,699
NORTHSHORE UNIV HEALTH SYS MED					40,488	40,488
NORTHSHORE UNIVERSITY HEALTH	14,601		64		124	14,789
NORTHSHORE UNIVERSITY HEALTH	25,071					25,071
NORTHWESTERN NEUROSURGICAL					13,498	13,498
NR1 SOUTH HOLLAND	810	17,086				17,896
OAK PARK HOSPITAL	13,003			30,915	201	44,119
OLATHE MEDICAL CENTER INC	81,565				2,216	83,781
ORANGE PARK MEDICAL CTR INC	28,933					28,933
OUR LADY OF THE RESURRECTION	44,936					44,936
OVERLAND PARK REGIONAL MEDICAL	737,150	2,998			29,974	770,122
OVERLAND PARK SURGERY CENTER	29,079		5,325	15,267	19,140	68,811
PALOS COMMUNITY HOSPITAL	67,202					67,202
PARK RIDGE ANESTHESIOLOGY LTD	10,145	8,066	7,210	11,751	696,195	733,367
PORTER ADVENTIST HOSPITAL	24,584					24,584
PRAIRIE MANOR NURSING & REHABILITATION	11,220					11,220
PRECISE AMBULANCE COMPANY	10,631	279			211	11,121
PRESBYTERIAN HOSPITAL	18,123	8,825				26,948
PRESBYTERIAN ST LUKES MEDICAL	13,609					13,609
PROFESSIONAL ANESTHESIA SC	11,751	9,094	6,878	8,480	7,835	44,038
PROFESSIONAL HOME CARE SERVICE					108,898	108,898
PROVENA MERCY MEDICAL CENTER	16,189			1,085		17,274
PROVENA ST JOSEPH MEDICAL CTN	50,621					50,621
PROVENA ST MARYS HOSPITAL	11,084	32,955	20,495	524	648,002	713,060
PROVIDENCE MEDICAL CENTER	260,645					260,645
PSG SERVICES DBA INTERIM HEALT	10,967		975			11,942
QUEST DIAGNOSTIC LLC	10,361	71			201	10,633
RANDAL R PEOPLES MD		13,381				13,381
RCG MERRIONETTE PARK	36,582					36,582
RCG SOUTH SURBURBAN	84,456					84,456
RCG VILLA PARK	115,331					115,331
RENOWN SOUTH MEADOWS MEDICAL	13,032					13,032
RESEARCH BELTON HOSPITAL	63,155					63,155
RESEARCH MEDICAL CENTER	1,046,646					1,046,646
RESEARCH PSYCHIATRIC CENTER	43,011	23,827			5,545	72,383
RESURRECTION HEALTH CARE	112,126	4,167	175	5		116,473
RESURRECTION MEDICAL CENTER	22,271				532	22,803
RICHARD E STEPHENSON MD	20,192	10,080	13,955	17,010	623,481	684,718
RML HEALTH PROVIDERS LP					17,950	17,950
ROBERT A SHRIFTER MD		135	794		172,696	173,625

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STATEMENT AS OF SEPTEMBER 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	Aging Analysis of Unpaid Claims					
	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
ROSE DELIMA HOSPITAL	127,211	21,330	0			148,541
ROSE MEDICAL CENTER	61,299					61,299
ROSELAND COMMUNITY HOSPITAL	21,002				1,771	22,773
ROYAL TERRACE HEALTHCARE LLC	23,034					23,034
RUSH UNIVERSITY MEDICAL CTR	67,521	28,778			3,874	100,173
SCALABRINI LIFE CENTER	4,035				19,280	23,315
SCOTTSDALE HEALTHCARE OSBORN	119,453					119,453
SENECA NURSING HOME INC	17,601					17,601
SHAWNEE MISSION MEDICAL CTR	181,112	4,376			2,084	187,572
SHERMAN HOSPITAL ASSOCIATION	54,538		487			55,025
SILVER CROSS HOSPITAL	9,729	675				10,404
SIRONA INFUSION LLC	3,952			328	45,317	49,597
SKOKIE HOSPITAL	29,989					29,989
SOUTH FLORIDA BAPTIST HOSPITAL	22,017					22,017
SOUTH LAS VEGAS DLYS CTR	36,311					36,311
SOUTH SHORE HOSPITAL	19,327				120	19,447
SPRING VALLEY MEDICAL CENTER	71,535	97				71,632
SSH ANESTHESIA LLC	4,410	6,080		4,284	172,526	187,300
SSKG INC D/B/A					17,117	17,117
ST ALEXIUS MEDICAL CENTER	30,037	1,924				31,961
ST ANTHONY HOSPITAL GRANBY	13,430					13,430
ST FRANCIS HOSP OF EVANSTON	49,527				2,468	51,995
ST JAMES HOSPITAL MEDICAL CTR	48,373				7,171	55,544
ST JOHN HOSPITAL	23,346					23,346
ST JOSEPHS HOSP AND MED CTR	53,326				9,426	62,752
ST JOSEPHS HOSPITAL	115,439	3,128		761		119,328
ST JOSEPHS WOMENS HOSPITAL	39,776	4,516			225,399	269,691
ST LUKES BEHAVIORAL HOSPITAL	24,553					24,553
ST LUKES EAST HOSPITAL	20,599	669			10,135	31,403
ST LUKES HOSP OF KANSAS CITY	118,151	406				118,557
ST LUKES MEDICAL CENTER	21,414	6,286				27,700
ST LUKES NORTHLAND HOSPITAL	50,126	301				50,427
ST MARGARET MERCY HEALTH CTR	198				16,926	17,124
ST MARGARET MERCY HEALTHCARE	72,393	1,457			404	74,254
ST MARYS MANOR	27,802					27,802
ST MARYS MEDICAL CENTER	310,417					310,417
ST ROSE DOMINICAN SAN		14,142				14,142
ST ROSE DOMINICAN SIENA HOSPITAL	23,726	13,998				37,724
STEPHEN U STECHSCHULTE MD					27,032	27,032
STEVEN R BYARS MD				14,831		14,831
SUMMERLIN HOSPITAL MEDICAL CENTER	17,893					17,893
SUPERIOR AIR GROUND AMBULANCE	16,919					16,919
SWEDISH COVENANT HOSPITAL	46,649	7,403	3,424	461	823,480	881,417
SWEDISH MEDICAL CENTER	44,145					44,145
TAMPA GENERAL HOSPITAL	90,497		16,312			106,809
THE GROVES	37,758				3,235	40,993
THE SWEET LIFE AT ROSEHILL	9,429	5,710				15,139
THI OF KANSAS	70,108					70,108
TIMOTHY M STOUT MD					40,599	40,599
TOM A KARNEZIS MD	14,120					14,120
TOTAL RENAL CARE INC	28,189				14,420	42,609
TRANS HEALTH MANAGEMENT	11,218				87,342	98,560
TRINITY NURSING AND REHABILITATION	11,340					11,340
TRUMAN MED CENTER LAKEWOOD	15,779	165				15,944
TRUMAN MED CTR HOSPITAL HILL	35,911	6,322				42,233

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STATEMENT AS OF SEPTEMBER 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
TUCSON MEDICAL CENTER.....	11,106					11,106
UHS OF RIDGE DBA RIDGE.....					13,264	13,264
UNITED SHOCKWAVE SVCS LTD.....	12,953	2,381	3,254	2,381	284,288	305,257
UNIV MED CNTR SO NEVADA.....	39,257	314	305			39,876
UNIV OF MINNESOTA FAIRVIEW.....	21,389					21,389
UNIV PHYS HEALTHCARE DBA.....	10,035					10,035
UNIVERSITY OF CHICAGO.....	762	418	5,636	1,744	3,491	12,051
UNIVERSITY OF CHICAGO MED CTR.....	302,507	3,085	46		5,796	311,434
UNIVERSITY OF ILLINOIS CHICAGO.....	9,473	93	257		898	10,721
UNIVERSITY OF ILLINOIS MED CTR.....	164,716	2,461	20,858	2,405	139,288	329,728
UNIVERSITY OF KANSAS HOSPITAL.....	604,092	2,406			405	606,903
VALLEY HOSPITAL MEDICAL CENTER.....	76,740	597	597			77,934
VEGAS VALLEY REHABILITATION HOSPITAL.....		14,777	6,473			21,250
VEN CARE INC.....					15,501	15,501
VHS ACQUISITION CORP.....	14,083					14,083
VHS ACQUISITION SUBS#1.....	17,966					17,966
VHS OF ARROWHEAD INC.....	14,238					14,238
VHS OF ILLINOIS.....	497,760	22,302	361			520,423
VHS OF PHOENIX INC.....	33,638					33,638
VISTA MEDICAL CENTER EAST.....	6,760		7,074			13,834
WALGREENS HOME CARE INC.....	1,578	35			96,651	98,264
WALGREENS HOME MEDICAL.....	88			60	46,026	46,174
WALGREENS OPTIONCARE SAN ANTON.....					124,853	124,853
WARREN BARR NURSING PAVILION.....	10,053				12,560	22,613
WEST SUBURBAN HOSP MED CTR.....	17,173					17,173
WEST SUBURBAN MEDICAL CENTER.....	249,977	5,768	2,840	2,434	13,979	274,998
WESTERN MISSOURI MED CENTER.....	32,852					32,852
WESTLAKE HOSPITAL.....	9,476				3,142	12,618
WILLIAM L WHITE MD.....				3,425	15,169	18,594
0199999 Individually Listed Claims Unpaid	18,220,836	1,869,616	1,137,612	915,292	26,865,337	49,008,693
0299999 Aggregate Accounts Not Individually Listed-Uncovered						0
0399999 Aggregate Accounts Not Individually Listed-Covered	4,967,825	1,141,814	724,793	454,362	2,134,046	9,422,840
0499999 Subtotals	23,188,661	3,011,430	1,862,405	1,369,654	28,999,383	58,431,533
0599999 Unreported Claims and Other Claim Reserves	XXX	XXX	XXX	XXX	XXX	71,732,235
0699999 Total Amounts Withheld	XXX	XXX	XXX	XXX	XXX	
0799999 Total Claims Unpaid	XXX	XXX	XXX	XXX	XXX	130,163,768
0899999 Accrued Medical Incentive Pool and Bonus Amounts	XXX	XXX	XXX	XXX	XXX	12,975,127

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STATEMENT AS OF SEPTEMBER 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)	65,062,288	396,952,967	3,281,538	59,259,464	68,343,826	69,745,759
2. Medicare Supplement .....					.0	.0
3. Dental Only .....					.0	.0
4. Vision Only .....					.0	.0
5. Federal Employees Health Benefits Plan	6,678,849	58,723,555	532,304	8,378,438	7,211,153	10,708,268
6. Title XVIII - Medicare	41,191,862	565,025,982	2,925,258	45,978,208	44,117,120	44,051,122
7. Title XIX - Medicaid .....					.0	.0
8. Other Health		311,571			.0	.0
9. Health Subtotal (Lines 1 to 8).....	112,932,999	1,021,014,075	6,739,100	113,616,110	119,672,099	124,505,149
10. Healthcare receivables (a) .....					.0	.0
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts	23,903,507	18,769,805		12,975,127	23,903,507	24,868,869
13. Totals	136,836,506	1,039,783,880	6,739,100	126,591,237	143,575,606	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	\$	(34,846,759)	\$	(14,076,328)
2. State Prescribed Practices (Income):	KY		-		-
3. State Permitted Practices (Income):	KY		-		-
4. Net Income, NAIC SAP	KY	\$	(34,846,759)	\$	(14,076,328)
5. Statutory Surplus, Kentucky basis	KY	\$	143,372,890	\$	177,268,531
6. State Prescribed Practices (Surplus):	KY		-		-
7. State Permitted Practices (Surplus):	KY		-		-
Nonadmitted Investment in Subsidiary			(25,779,535)		(25,585,979)
8. Statutory Surplus, NAIC SAP	KY	\$	117,593,355	\$	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. 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 leading 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

NOTES TO FINANCIAL STATEMENTS

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.

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.

NOTES TO FINANCIAL STATEMENTS

C. Reverse Mortgages

Not Applicable.

D. Loan-Backed Securities

The Company does not have any investments in an OTTI position at quarter-end.

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, 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.

NOTES TO FINANCIAL STATEMENTS

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.

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 \$(1,127,818).
- 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 September 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 September 30, 2009, securities totaling \$2.8 million were loaned under this program. Due to recent financial market turmoil, certain assets held off balance

NOTES TO FINANCIAL STATEMENTS

sheet in conjunction with this program were determined to be impaired at September 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.

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	\$ (16,119,811)	\$ -	\$ (16,119,811)
b. Total net other income or expenses (including interest paid to or received from plans)	\$ 847,173	\$ -	\$ 847,173
c. Net gain or (loss) from operations	\$ (15,272,638)	\$ -	\$ (15,272,638)
d. Total claim payment volume	\$ 353,896,927	\$ -	\$ 353,896,927

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 September 30, 2009, the Company has recorded a receivable from CMS of \$5.6 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.

NOTES TO FINANCIAL STATEMENTS

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.

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.

NOTES TO FINANCIAL STATEMENTS

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 September 30, 2009 that are subject to retrospective rating features was \$8.5 million, or 0.6 percent. 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 September 30, 2009, \$116.0 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 \$6.9 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 \$5.0 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
9/30/2009	\$ 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	\$ -	\$ -

NOTES TO FINANCIAL STATEMENTS

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 September 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 [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 [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 [X] No []
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$9,512,722

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No [X]
- 11.2 If yes, give full and complete information relating thereto:
N/A.....

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$0
13. Amount of real estate and mortgages held in short-term investments: \$0

- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [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	\$25,779,535
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	\$25,779,535
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.

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 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

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 No

17.2 If no, list exceptions:

N/A.....

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

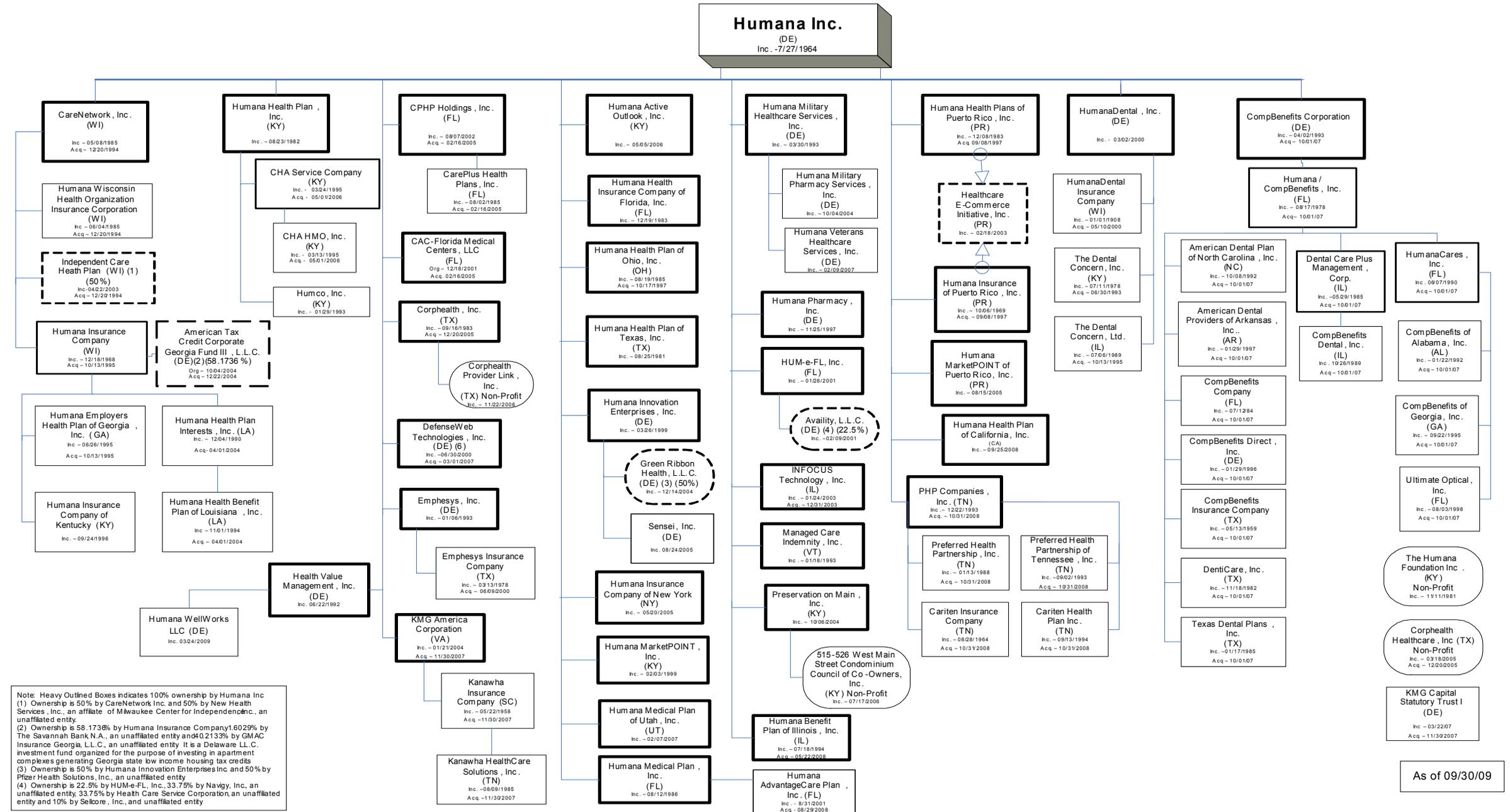
Current Year to Date - Allocated by States and Territories

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 Benefit Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama	AL	N								0
2. Alaska	AK	N								0
3. Arizona	AZ	L	51,148,921	86,290,653	0	898,504	0			138,338,078
4. Arkansas	AR	N								0
5. California	CA	N								0
6. Colorado	CO	L	51,885,217	9,052,400	0	0	0			60,937,617
7. Connecticut	CT	N								0
8. Delaware	DE	N								0
9. District of Columbia	DC	N								0
10. Florida	FL	N								0
11. Georgia	GA	N								0
12. Hawaii	HI	N								0
13. Idaho	ID	L								0
14. Illinois	IL	L	116,195,281	219,934,227	0	57,931,658	0			394,061,166
15. Indiana	IN	L	5,161,313	0	0	0	0			5,161,313
16. Iowa	IA	N								0
17. Kansas	KS	L	14,672,552	60,539,942	0	836,259	0			76,048,753
18. Kentucky	KY	L	381,637,262	0	0	416,821	0			382,054,083
19. Louisiana	LA	N								0
20. Maine	ME	N								0
21. Maryland	MD	N								0
22. Massachusetts	MA	N								0
23. Michigan	MI	N								0
24. Minnesota	MN	N								0
25. Mississippi	MS	N								0
26. Missouri	MO	L	9,624,950	102,031,909	0	19,297,741	0			130,954,600
27. Montana	MT	N								0
28. Nebraska	NE	L								0
29. Nevada	NV	L	0	239,496,444	0	0	0			239,496,444
30. New Hampshire	NH	N								0
31. New Jersey	NJ	N								0
32. New Mexico	NM	L	0	3,837,297	0	0	0			3,837,297
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	N								0
42. South Dakota	SD	N								0
43. Tennessee	TN	L	400,864	0	0	0	0			400,864
44. Texas	TX	N								0
45. Utah	UT	N								0
46. Vermont	VT	N								0
47. Virginia	VA	N								0
48. Washington	WA	N								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		630,726,360	721,182,872	0	79,380,983	0	0	0	1,431,290,215
60. Reporting entity contributions for Employee Benefit Plans	XXX									0
61. Total (Direct Business)	(a) 12		630,726,360	721,182,872	0	79,380,983	0	0	0	1,431,290,215
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

(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 Inc., 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.

As of 09/30/09

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 3

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. Deposits.....	43,706	43,706	0	0
2397. Summary of remaining write-ins for Line 23 from Page 02	43,706	43,706	0	0

MQ003 Additional Aggregate Lines for Page 03 Line 21.

*LIAB

	1	2	3	4
	Covered	Uncovered	Total	Total
2104. Securites Lending Payable.....			0	145,662
2197. Summary of remaining write-ins for Line 21 from Page 03	0	0	0	145,662

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	78,156	104,215
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4+5+6-7-8)	147,440	225,596
10. Deduct total nonadmitted amounts	0	35,596
11. Statement value at end of current period (Line 9 minus Line 10)	147,440	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	51,767	121,651
4. Unrealized valuation increase (decrease)	(717,919)	(3,176,743)
5. Total gain (loss) on disposals	2,215,672	3,821,868
6. Deduct consideration for bonds and stocks disposed of	150,689,027	808,128,866
7. Deduct amortization of premium	951,568	1,263,639
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized	562,674	4,266,857
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	152,140,121	270,052,196
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	152,140,121	270,052,196

STATEMENT AS OF SEPTEMBER 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).....	180,030,534				227,696,525	180,030,534	180,030,534	230,056,198
2. Class 2 (a).....	15,790,550	732,369,763	692,511,207	(4,172,426)	12,181,058	15,790,550	51,476,680	11,626,767
3. Class 3 (a).....	2,669,733		2,931,267	344,891	3,491,146	2,669,733	83,357	3,547,873
4. Class 4 (a).....	1,402,792		138,702	352,781	1,304,981	1,402,792	1,616,871	1,634,156
5. Class 5 (a).....	3,205,534		171,163	3,064,283	2,810,000	3,205,534	6,098,654	0
6. Class 6 (a).....	0		1,363,061	825,956	548,426	0	(537,105)	42,200
7. Total Bonds	203,099,143	732,369,763	697,115,400	415,485	248,032,136	203,099,143	238,768,991	246,907,194
PREFERRED STOCK								
8. Class 1.....	0				657,600	0	0	1,564,160
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	657,600	0	0	1,564,160
15. Total Bonds & Preferred Stock	203,099,143	732,369,763	697,115,400	415,485	248,689,736	203,099,143	238,768,991	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	99,908,985	XXX	99,908,985	77,658	

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	713,458,921	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.....	614,881,038	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).....	99,908,985	1,331,102
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	99,908,985	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	2,145,237,471
2. Cost of cash equivalents acquired.....	922,163,326	808,570
3. Accrual of discount.....	35,391	0
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals.....	(55)	8,709
6. Deduct consideration received on disposals.....	924,399,170	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).....	12,499,421	14,699,979
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	12,499,421	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

Schedule D - Part 3

NONE

STATEMENT AS OF SEPTEMBER 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-VP-1	GOVERNMENT NATIONAL MORTGAGE GNMA		09/01/2009	MBS PAYDOWN		1,998,673	1,998,673	2,012,726	2,002,802		(4,130)		(4,130)		1,998,673			0	82,319	08/01/2038	1
0399999	Bonds - U.S. Governments					1,998,673	1,998,673	2,012,726	2,002,802	0	(4,130)	0	(4,130)	0	1,998,673	0	0	0	82,319	XXX	XXX
011770-P6-5	ALASKA STATE MUNI		09/17/2009	JP MORGAN CHASE BANK		1,342,572	1,200,000	1,299,132	1,290,833		(10,847)		(10,847)		1,279,986		62,586	62,586	68,500	08/01/2014	1FE
1799999	Bonds - U.S. States, Territories and Possessions					1,342,572	1,200,000	1,299,132	1,290,833	0	(10,847)	0	(10,847)	0	1,279,986	0	62,586	62,586	68,500	XXX	XXX
930863-M4-4	WAKE CNTY NC MUNI		09/17/2009	MORGAN STANLEY		2,360,980	2,000,000	2,267,400			(10,972)		(10,972)		2,256,429		104,552	104,552	47,500	03/01/2020	1FE
2499999	Bonds - U.S. Political Subdivisions of States, Territories and Possessions					2,360,980	2,000,000	2,267,400	0	0	(10,972)	0	(10,972)	0	2,256,429	0	104,552	104,552	47,500	XXX	XXX
181054-8H-3	CLARK CNTY NEV SCH DIST MUNI		09/17/2009	JP MORGAN CHASE BANK		3,200,266	2,900,000	3,288,020	3,101,640		(30,943)		(30,943)		3,070,697		129,569	129,569	111,569	06/15/2013	1FE
196454-EZ-1	COLORADO DEPT TRANS REV MUNI		09/17/2009	MORGAN STANLEY		4,908,616	4,325,000	4,716,845	4,627,119		(23,976)		(23,976)		4,603,143		305,472	305,472	166,392	12/15/2016	1FE
31288D-U8-0	FREDDIE MAC FHLMC		09/01/2009	MBS PAYDOWN		669	669	692	680		(11)		(11)		669		0	0	27	12/01/2032	1
31286P-TZ-6	FED NTL MTG ASSO FNMA		09/01/2009	MBS PAYDOWN		81,955	81,955	84,478	82,259		(304)		(304)		81,955		0	0	3,021	01/01/2017	1
3128M6-JS-8	FGOLD 30 YR FHLMC		09/01/2009	VARIOUS		38,621,235	37,096,156	37,574,349	37,602,078		(54,043)		(54,043)		37,548,035		1,073,200	1,073,200	1,595,739	06/01/2038	1
3128M6-P2-8	FGOLD 30 YR FNMA		09/01/2009	MBS PAYDOWN		224,874	224,874	227,360	225,269		(395)		(395)		224,874		0	0	8,825	06/01/2038	1
31371K-NX-5	FED NTL MTG ASSO FNMA		09/01/2009	MBS PAYDOWN		67,319	67,319	69,670	67,649		(330)		(330)		67,319		0	0	2,385	05/01/2017	1
31396A-MX-9	FEDERAL HOME LOAN MTGE CO FHLMC		09/01/2009	MBS PAYDOWN		64,392	64,392	66,108	64,575		(183)		(183)		64,392		0	0	2,360	09/01/2035	1
31402C-P3-0	FED NTL MTG ASSO FNMA		09/25/2009	VARIOUS		2,350,403	2,252,496	2,238,594	2,237,387		2,560		2,560		2,239,947		110,456	110,456	96,447	01/01/2034	1
31404X-VP-6	FED NTL MTG ASSO FNMA		09/01/2009	MBS PAYDOWN		297,133	297,133	305,722			(1,597)		(1,597)		297,133		0	0	8,464	02/01/2021	1
31410F-Z2-4	FED NTL MTG ASSO FNMA		09/01/2009	MBS PAYDOWN		230,406	230,406	227,094	229,862		544		544		230,406		0	0	7,528	07/01/2020	1
31410K-XV-1	FNMA 30YR TBA		09/25/2009	VARIOUS		11,711,027	11,265,376	11,573,413			(50,092)		(50,092)		11,548,591		162,436	162,436	325,970	06/01/2038	1
3199999	Total - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of...					61,758,295	58,805,776	60,372,345	48,238,518	0	(158,770)	0	(158,770)	0	59,977,161	0	1,781,133	1,781,133	2,328,727	XXX	XXX
055451-AG-3	BHP BILLITON FINANCE CORPORATE		09/18/2009	CITIGROUP GLOBAL MARKETS INC.		1,647,885	1,500,000	1,494,990			425		425		1,495,415		152,470	152,470	40,792	04/01/2014	1FE
05946X-BV-4	BANK OF AMERICA FDG CO 2003-1		09/01/2009	CALLED SECURITY at 100.000		9,438	9,438	9,637	9,621		(183)		(183)		9,438		0	0	374	05/01/2033	1FE
25459H-AB-1	DIRECTV HOLDING LLC CORPORATE		09/22/2009	CALLED SECURITY at 103.125		134,063	130,000	135,038	129,350	4,178	(515)		3,663		133,013		1,050	1,050	11,099	03/15/2013	3FE
268317-AB-0	EDF SA CORPORATE		09/18/2009	BARCLAYS CAPITAL		2,501,642	2,200,000	2,193,136			80		80		2,193,216		308,426	308,426	94,142	01/26/2019	1FE
29134U-AB-7	EMIRATE OF ABU DHABI CORPORATE		09/24/2009	BARCLAYS CAPITAL		608,356	545,000	540,869			125		125		540,994		67,362	67,362	17,474	04/08/2019	1FE
30257F-AA-1	FPL ENERGY NATIONAL WIND CORPORATE		09/25/2009	CALLED SECURITY at 100.000		5,689	5,689	5,689	4,942	747			747		5,689		0	0	348	03/25/2019	3FE
31394E-KY-3	FNMA REMIC TRUST 2005-01		09/01/2009	MBS PAYDOWN		171,561	171,561	170,308	171,561		0		0		171,561		0	0	6,288	04/01/2026	1
31396R-R7-4	FHLMC REMIC SERIES 3178		09/01/2009	MBS PAYDOWN		156,607	156,607	155,897	156,419		188		188		156,607		0	0	5,740	10/01/2027	1
36297T-AE-2	GSR MTG LN TR 2006-AR2		09/25/2009	VARIOUS		2,175,725	2,938,018	2,911,621	2,910,615		3,108		3,108		2,913,723		(737,998)	(737,998)	138,230	04/01/2036	2FE
52108H-RB-2	LB-UBS CMBS 2003-C3		09/01/2009	CALLED SECURITY at 100.000		33,753	33,753	33,920	33,894		(140)		(140)		33,753		0	0	864	05/11/2027	1FE
608328-AM-2	MOHEGAN TRIBAL GAMING CORPORATE		07/15/2009	MATURITY		1,000,000	1,000,000	810,000	810,000		0		0		810,000		190,000	190,000	63,750	07/15/2009	5FE
76200R-AV-0	RFMSI SERIES TRUST 2007-S7		09/29/2009	VARIOUS		478,902	565,049	552,159	552,368		693		693		553,061		(74,159)	(74,159)	27,852	07/01/2037	5FE
771196-AS-1	ROCHE HOLDING INC CORPORATE		09/18/2009	CITIGROUP GLOBAL MARKETS INC.		552,405	500,000	492,140			317		317		492,457		59,948	59,948	17,333	03/01/2019	1FE
831641-DF-9	SMALL BUSINESS ADMINISTRATION ABS FTST-WA SQUARE ADVISERS		08/01/2009	CALLED SECURITY at 100.000		5,252	5,252	5,624	5,374		(122)		(122)		5,252		0	0	249	08/01/2011	1FE
93970H-AA-5	PRIVATE		09/01/2009	VARIOUS		17,545	17,544	17,544	17,544		0		0		17,544		2	2	806	09/01/2009	2
949797-AA-2	WELLS FARGO MBS 2007-15		09/25/2009	CALLED SECURITY at 100.000		171,163	171,163	169,692	169,713		1,450		1,450		171,163		0	0	6,699	10/01/2037	4FE
8399999	Bonds - Industrial and Miscellaneous					9,669,986	9,949,074	9,698,264	4,971,401	4,925	5,426	0	10,351	0	9,702,886	0	(32,899)	(32,899)	432,040	XXX	XXX
8399997	Bonds - Part 4					77,130,506	73,953,523	75,649,867	56,503,554	4,925	(179,293)	0	(174,368)	0	75,215,135	0	1,915,372	1,915,372	2,959,086	XXX	XXX
8399999	Total - Bonds					77,130,506	73,953,523	75,649,867	56,503,554	4,925	(179,293)	0	(174,368)	0	75,215,135	0	1,915,372	1,915,372	2,959,086	XXX	XXX

E05

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

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

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
UNITED STATES TREASURY TREAS BILL		.09/30/2009	0.060	.10/29/2009	12,499,421		21
0199999 - U.S. Governments - Issuer Obligations					12,499,421	0	21
0399999 - Total - U.S. Government Bonds					12,499,421	0	21
7799999 - Total - Issuer Obligations					12,499,421	0	21
8399999 - Total - Bonds					12,499,421	0	21
8699999 Totals					12,499,421	0	21

E09