



QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2010
OF THE CONDITION AND AFFAIRS OF THE
Humana Health Plan, Inc.

NAIC Group Code	<u>0119</u>	, <u>0119</u>	NAIC Company Code	<u>95885</u>	Employer's ID Number	<u>61-1013183</u>
	(Current Period)	(Prior Period)				
Organized under the Laws of	<u>Kentucky</u>		State of Domicile or Port of Entry	<u>Kentucky</u>		
Country of Domicile	<u>United States</u>					
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	<u>08/23/1982</u>	Commenced Business	<u>09/23/1983</u>			
Statutory Home Office	<u>321 West Main Street - 12th Floor</u>		<u>Louisville, KY 40202</u>			
	(Street and Number)		(City or Town, State and Zip Code)			
Main Administrative Office	<u>321 West Main Street - 12th Floor</u>	<u>Louisville, KY 40202</u>	<u>502-580-1000</u>			
	(Street and Number)	(City or Town, State and Zip Code)	(Area Code) (Telephone Number)			
Mail Address	<u>P.O. Box 740036</u>		<u>Louisville, KY 40201-7436</u>			
	(Street and Number or P.O. Box)		(City or Town, State and Zip Code)			
Primary Location of Books and Records	<u>321 West Main Street - 12th Floor</u>	<u>Louisville, KY 40202</u>	<u>502-580-1000</u>			
	(Street and Number)	(City or Town, State and Zip Code)	(Area Code) (Telephone Number)			
Internet Web Site Address	<u>www.humana.com</u>					
Statutory Statement Contact	<u>Abby Goodloe</u>		<u>502-580-1632</u>			
	(Name)		(Area Code) (Telephone Number) (Extension)			
	<u>DOIINQUIRIES@humana.com</u>		<u>502-580-2099</u>			
	(E-mail Address)		(FAX Number)			

OFFICERS

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

OTHER OFFICERS

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

DIRECTORS OR TRUSTEES

<u>Michael Benedict McCallister</u>	<u>James Elmer Murray</u>	<u>Melissa Louise Weaver M.D.</u>
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State of Kentucky

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County of Jefferson

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

Michael Benedict McCallister
President & CEO

Joan Olliges Lenahan
VP & Corporate Secretary

James Harry Bloem
Sr. VP, CFO & Treasurer

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
10th day of November, 2010

Myra Carpenter, Notary Public
August 9, 2013

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

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	345,046,016	0	345,046,016	156,905,495
2. Stocks:				
2.1 Preferred stocks	0	0	0	0
2.2 Common stocks	26,688,701	0	26,688,701	26,798,974
3. Mortgage loans on real estate:				
3.1 First liens	27,600,000	0	27,600,000	27,600,000
3.2 Other than first liens	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$0 encumbrances)	0	0	0	0
4.2 Properties held for the production of income (less \$0 encumbrances)	43,227	0	43,227	121,387
4.3 Properties held for sale (less \$0 encumbrances)	0	0	0	0
5. Cash (\$(3,936,615)), cash equivalents (\$41,043,257) and short-term investments (\$10,109,339)	47,215,981	0	47,215,981	134,666,358
6. Contract loans (including \$premium notes)	0	0	0	0
7. Derivatives	0	0	0	0
8. Other invested assets	0	0	0	0
9. Receivables for securities	0	0	0	0
10. Aggregate write-ins for invested assets	0	0	0	0
11. Subtotals, cash and invested assets (Lines 1 to 10)	446,593,925	0	446,593,925	346,092,214
12. Title plants less \$charged off (for Title insurers only)	0	0	0	0
13. Investment income due and accrued	3,057,866	0	3,057,866	1,620,053
14. Premiums and considerations:				
14.1 Uncollected premiums and agents' balances in the course of collection	29,989,881	546,572	29,443,309	11,689,341
14.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$earned but unbilled premiums)	0	0	0	0
14.3 Accrued retrospective premiums	9,135,542	0	9,135,542	12,584,048
15. Reinsurance:				
15.1 Amounts recoverable from reinsurers	3,112,761	0	3,112,761	0
15.2 Funds held by or deposited with reinsured companies	0	0	0	0
15.3 Other amounts receivable under reinsurance contracts	0	0	0	0
16. Amounts receivable relating to uninsured plans	15,089,596	202,205	14,887,391	8,105,406
17.1 Current federal and foreign income tax recoverable and interest thereon	0	0	0	0
17.2 Net deferred tax asset	65,544,992	57,822,805	7,722,187	11,740,306
18. Guaranty funds receivable or on deposit	0	0	0	0
19. Electronic data processing equipment and software	213,847	32,492	181,355	489,166
20. Furniture and equipment, including health care delivery assets (\$)	2,341,063	2,341,063	0	0
21. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0	0
22. Receivables from parent, subsidiaries and affiliates	0	0	0	7,512,841
23. Health care (\$5,910,198) and other amounts receivable	8,570,379	0	8,570,379	5,594,208
24. Aggregate write-ins for other than invested assets	141,509,514	141,509,514	0	0
25. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 11 to 24)	725,159,366	202,454,651	522,704,715	405,427,583
26. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
27. Total (Lines 25 and 26)	725,159,366	202,454,651	522,704,715	405,427,583
DETAILS OF WRITE-INS				
1001.			0	0
1002.			0	0
1003.			0	0
1098. Summary of remaining write-ins for Line 10 from overflow page	0	0	0	0
1099. Totals (Lines 1001 through 1003 plus 1098) (Line 10 above)	0	0	0	0
2401. Intangible Asset Related to Acquired Membership	140,430,017	140,430,017	0	0
2402. Prepaid Commissions	554,791	554,791	0	0
2403. Prepaid Expenses	481,000	481,000	0	0
2498. Summary of remaining write-ins for Line 24 from overflow page	43,706	43,706	0	0
2499. Totals (Lines 2401 through 2403 plus 2498) (Line 24 above)	141,509,514	141,509,514	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$10,827,488 reinsurance ceded).....	144,623,517	8,345,905	152,969,422	152,850,096
2. Accrued medical incentive pool and bonus amounts	1,120,180		1,120,180	1,987,544
3. Unpaid claims adjustment expenses	3,096,304		3,096,304	2,827,095
4. Aggregate health policy reserves	34,804,673		34,804,673	27,960,947
5. Aggregate life policy reserves	0		0	0
6. Property/casualty unearned premium reserve	0		0	0
7. Aggregate health claim reserves	185,900		185,900	627,000
8. Premiums received in advance	15,216,939		15,216,939	17,888,474
9. General expenses due or accrued	12,633,604		12,633,604	10,098,459
10.1 Current federal and foreign income tax payable and interest thereon (including \$(59,058) on realized gains (losses))	1,890,648		1,890,648	0
10.2 Net deferred tax liability.....	0		0	0
11. Ceded reinsurance premiums payable	0		0	0
12. Amounts withheld or retained for the account of others	0		0	0
13. Remittances and items not allocated	0		0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)	0		0	0
15. Amounts due to parent, subsidiaries and affiliates	1,905,922		1,905,922	0
16. Derivatives.....	0		0	0
17. Payable for securities	3,499,125		3,499,125	0
18. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$unauthorized reinsurers)	0		0	0
19. Reinsurance in unauthorized companies	0		0	0
20. Net adjustments in assets and liabilities due to foreign exchange rates	0		0	0
21. Liability for amounts held under uninsured plans	12,720,646		12,720,646	8,999,147
22. Aggregate write-ins for other liabilities (including \$7,627,359 current)	7,627,359	0	7,627,359	6,573,807
23. Total liabilities (Lines 1 to 22).....	239,324,817	8,345,905	247,670,722	229,812,569
24. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
25. Common capital stock	XXX	XXX	2,248,000	2,248,000
26. Preferred capital stock	XXX	XXX	0	0
27. Gross paid in and contributed surplus	XXX	XXX	416,255,377	414,118,594
28. Surplus notes	XXX	XXX	0	0
29. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
30. Unassigned funds (surplus)	XXX	XXX	(143,469,384)	(240,751,580)
31. Less treasury stock, at cost:				
31.1 .....shares common (value included in Line 25 \$)	XXX	XXX		0
31.2 .....shares preferred (value included in Line 26 \$)	XXX	XXX		0
32. Total capital and surplus (Lines 24 to 30 minus Line 31)	XXX	XXX	275,033,993	175,615,014
33. Total liabilities, capital and surplus (Lines 23 and 32)	XXX	XXX	522,704,715	405,427,583
DETAILS OF WRITE-INS				
2201. Reinsurance Payable.....	4,278,247		4,278,247	0
2202. Third Party Contingencies.....	2,700,854		2,700,854	0
2203. Miscellaneous Liability.....	648,023		648,023	3,688,217
2298. Summary of remaining write-ins for Line 22 from overflow page	235	0	235	2,885,590
2299. Totals (Lines 2201 through 2203 plus 2298) (Line 22 above)	7,627,359	0	7,627,359	6,573,807
2401.	XXX	XXX		0
2402.	XXX	XXX		0
2403.	XXX	XXX		0
2498. Summary of remaining write-ins for Line 24 from overflow page	XXX	XXX	0	0
2499. Totals (Lines 2401 through 2403 plus 2498) (Line 24 above)	XXX	XXX	0	0
2901.	XXX	XXX		0
2902.	XXX	XXX		0
2903.	XXX	XXX		0
2998. Summary of remaining write-ins for Line 29 from overflow page	XXX	XXX	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	3,422,097	3,333,844	4,688,908
2. Net premium income (including \$ 0 non-health premium income).....	XXX	1,443,440,071	1,331,633,553	1,767,233,548
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	(9,073)	(7,609)	(19,089)
4. Fee-for-service (net of \$ medical expenses).....	XXX	0	0	0
5. Risk revenue.....	XXX	0	0	0
6. Aggregate write-ins for other health care related revenues.....	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues.....	XXX	0	0	0
8. Total revenues (Lines 2 to 7).....	XXX	1,443,430,998	1,331,625,944	1,767,214,459
Hospital and Medical:				
9. Hospital/medical benefits.....	46,859,568	1,069,203,651	1,046,904,140	1,336,079,607
10. Other professional services.....		23,543,799	4,230,693	30,723,282
11. Outside referrals.....		0	0	0
12. Emergency room and out-of-area.....	1,241,487	30,891,538	31,647,087	41,973,734
13. Prescription drugs.....		158,260,606	144,622,616	185,191,073
14. Aggregate write-ins for other hospital and medical.....	0	6,390	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		189,259	30,779,571	1,768,284
16. Subtotal (Lines 9 to 15).....	48,101,055	1,282,095,243	1,258,184,107	1,595,735,980
Less:				
17. Net reinsurance recoveries.....		85,210,230	97,607,401	81,515,627
18. Total hospital and medical (Lines 16 minus 17).....	48,101,055	1,196,885,013	1,160,576,706	1,514,220,353
19. Non-health claims (net).....		0	0	0
20. Claims adjustment expenses, including \$ 11,627,997 cost containment expenses.....		26,596,517	31,018,906	36,956,531
21. General administrative expenses.....		178,599,334	209,148,348	219,225,645
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....		2,246,610	536,259	(3,404,454)
23. Total underwriting deductions (Lines 18 through 22).....	48,101,055	1,404,327,474	1,401,280,219	1,766,998,075
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX	39,103,524	(69,654,275)	216,384
25. Net investment income earned.....		7,593,483	8,415,153	10,411,095
26. Net realized capital gains (losses) less capital gains tax of \$ (59,058).....		(109,678)	1,074,413	(806,402)
27. Net investment gains (losses) (Lines 25 plus 26).....	0	7,483,805	9,489,566	9,604,693
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)].....		0	0	0
29. Aggregate write-ins for other income or expenses.....	0	3,614	168,221	(18,287,474)
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29).....	XXX	46,590,943	(59,996,488)	(8,466,397)
31. Federal and foreign income taxes incurred.....	XXX	14,635,822	(25,149,729)	435,589
32. Net income (loss) (Lines 30 minus 31).....	XXX	31,955,121	(34,846,759)	(8,901,986)
DETAILS OF WRITE-INS				
0601.	XXX		0	0
0602.	XXX		0	0
0603.	XXX		0	0
0698. Summary of remaining write-ins for Line 6 from overflow page.....	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above).....	XXX	0	0	0
0701.	XXX		0	0
0702.	XXX		0	0
0703.	XXX		0	0
0798. Summary of remaining write-ins for Line 7 from overflow page.....	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above).....	XXX	0	0	0
1401. Other Medical Expenses.....		6,390	0	0
1402.			0	0
1403.			0	0
1498. Summary of remaining write-ins for Line 14 from overflow page.....	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above).....	0	6,390	0	0
2901. Miscellaneous Income.....		3,614	168,221	234,331
2902. Amortization Expense.....			0	(18,521,805)
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page.....	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above).....	0	3,614	168,221	(18,287,474)

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	175,615,014	177,268,531	177,268,531
34. Net income or (loss) from Line 32	31,955,121	(34,846,759)	(8,901,986)
35. Change in valuation basis of aggregate policy and claim reserves	0	0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$	68,890	(717,929)	1,717,339
37. Change in net unrealized foreign exchange capital gain or (loss)	0	0	0
38. Change in net deferred income tax	(18,940,525)	0	(33,560,812)
39. Change in nonadmitted assets	32,134,622	2,078,936	51,466,812
40. Change in unauthorized reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles	0	0	0
44. Capital Changes:			
44.1 Paid in	0	0	0
44.2 Transferred from surplus (Stock Dividend)	0	0	0
44.3 Transferred to surplus	0	0	0
45. Surplus adjustments:			
45.1 Paid in	2,136,782	0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital	0	0	0
46. Dividends to stockholders	0	0	0
47. Aggregate write-ins for gains or (losses) in surplus	52,064,089	0	(12,374,870)
48. Net change in capital and surplus (Lines 34 to 47)	99,418,979	(33,485,752)	(1,653,517)
49. Capital and surplus end of reporting period (Line 33 plus 48)	275,033,993	143,782,779	175,615,014
DETAILS OF WRITE-INS			
4701. Correction of Prior Period Errors.....	52,064,089	0	(12,374,870)
4702.	0	0	0
4703.	0	0	0
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	52,064,089	0	(12,374,870)

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	1,430,117,701	1,339,299,717	1,772,069,395
2. Net investment income	8,119,009	9,444,746	12,246,776
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	1,438,236,710	1,348,744,463	1,784,316,171
5. Benefit and loss related payments	1,225,482,581	1,208,000,006	1,541,756,529
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	179,263,387	197,289,562	229,254,312
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ (59,058) tax on capital gains (losses)	12,686,117	(24,571,200)	1,373
10. Total (Lines 5 through 9)	1,417,432,085	1,380,718,368	1,771,012,214
11. Net cash from operations (Line 4 minus Line 10)	20,804,625	(31,973,905)	13,303,957
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	68,572,445	137,522,383	149,369,935
12.2 Stocks	0	13,166,644	13,166,644
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	(55)	(969)
12.7 Miscellaneous proceeds	(3,742)	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	68,568,703	150,688,972	162,535,610
13. Cost of investments acquired (long-term only):			
13.1 Bonds	258,583,975	32,741,674	75,340,812
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	258,583,975	32,741,674	75,340,812
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(190,015,272)	117,947,298	87,194,798
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	2,136,782	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	(52,064,089)	0	12,374,870
16.6 Other cash provided (applied)	27,559,399	(1,881,272)	27,538,136
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	81,760,270	(1,881,272)	15,163,266
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(87,450,377)	84,092,121	115,662,021
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	134,666,358	19,004,337	19,004,337
19.2 End of period (Line 18 plus Line 19.1)	47,215,981	103,096,458	134,666,358

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	365,674	18,269	236,528	2	0	0	22,987	87,888	0	0
2. First Quarter	383,423	18,162	228,390	0	0	0	25,437	111,434	0	0
3. Second Quarter	413,373	18,114	268,761	0	557	2,784	25,214	97,943	0	0
4. Third Quarter	386,576	15,227	239,393	0	2,296	7,148	25,100	97,412		
5. Current Year	0									
6. Current Year Member Months	3,422,097	136,134	2,096,564	0	20,448	64,998	227,578	876,375		
Total Member Ambulatory Encounters for Period:										
7. Physician	1,755,952	69,695	813,383	0	0	0	177,357	695,517	0	0
8. Non-Physician	1,365,821	64,309	578,503	0	0	0	75,722	647,287	0	0
9. Total	3,121,773	134,004	1,391,886	0	0	0	253,079	1,342,804	0	0
10. Hospital Patient Days Incurred	117,069	2,772	33,489	0	0	0	5,994	74,814	0	0
11. Number of Inpatient Admissions	26,038	706	7,933	0	0	0	2,198	15,201	0	0
12. Health Premiums Written (a).....	1,553,927,498	19,003,083	600,566,983	7,189	219,572	1,193,100	94,597,909	838,339,662	0	0
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	1,553,868,432	18,944,010	600,566,983	7,196	219,572	1,193,100	94,597,909	838,339,662	0	0
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services	1,281,925,420	14,868,808	512,669,222	5,505	294,153	532,563	82,956,336	670,598,833	0	0
18. Amount Incurred for Provision of Health Care Services	1,282,095,243	12,097,611	508,172,611	5,793	294,153	651,689	83,888,167	676,985,219	0	0

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 838,339,662

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

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims unpaid (Reported)						
A UNABLE TO UPDATE PROVIDER INFORMATION	3,867	10,605				14,472
ACADIAN AMBULANCE SERVICES INC	243	83,588	7,693		3,717	95,242
ACCREDITO HEALTH GROUP	11,647					11,647
ACCREDITO HEALTH GROUP INC	4,821	6,341	6,341	6,341		23,844
ALPINE GUEST CARE LLC	10,003					10,003
AMEDISYS INC	2,132	26,692			37,854	66,678
ARNOLD E FELDMAN MD	583	9,429	387			10,399
ARNOLD FELDMAN	10,506					10,506
BATON ROUGE GEN MEDICAL CENTER	15,260					15,260
BATON ROUGE GENERAL MEDICAL CENTER	21,435	50,702				72,137
BATON ROUGE GENERAL MEDICAL CENTER	867	7,152			3,869	11,887
BATON ROUGE HOMECARE LLC	12,972					12,972
BMA NEW ROADS DIALYSIS CENTER	18,145					18,145
BMA PINEVILLE	18,804	16,278				35,082
BRENTWOOD HOSPITAL	2,747	14,475				17,222
BYRD REGIONAL HOSPITAL	108				12,378	12,486
CDP LLC	12,123					12,123
CENTINELA FREEMAN REG MED CENTER - MARIN	95,390					95,390
CHATEAU DE NOTRE DAME INC	24,557					24,557
CHRISTUS DUBUIS HOSPITAL OF ALEXANDRIA	19,264					19,264
CHRISTUS HOSPITAL			17,071			17,071
CHRISTUS SCHUMPERT HEALTH	170,080					170,080
CHRISTUS SCHUMPERT HEALTH SYSTEM	82	47,234	4,061		6,650	58,026
CHRISTUS ST FRANCES CABRINI	38	22,610				22,647
CHRISTUS ST FRANCES CABRINI HOSPITAL	7	1,535			19,245	20,787
CHRISTUS ST PATRICK HOSPITAL	8,598	18,783			27,277	54,658
CITY OF NEW ORLEANS EMS	1,689	23,412				25,101
CYPRESS PSYCHIATRIC HOSPITAL	1,524				11,316	12,840
DIABETES MANAGEMENT & SUPPLIES	74	49,618	722		1,064	51,477
EAST JEFFERSON HOSPITAL	41	10,181				10,222
EAST JEFFERSON GENERAL HOSPITAL	39,410					39,410
EAST JEFFERSON GENERAL HOSPITAL	131,253					131,253
EAST JEFFERSON GENERAL HOSPITAL	1,687	85,033	13,720	20,383	2,011	122,834
EMORY EASTSIDE MEDICAL CENTER	10,939					10,939
FAIRWAY MEDICAL CENTER LLC	28,744					28,744
FELICIANA HOME HEALTH	1,825		60,061			61,886
FMC SLIDELL	24,757					24,757
FT SANDERS REGIONAL MEDICAL CENTER		18,001				18,001
GENERAL PHYSICIAN SERVICES		14,395			15,523	29,918
GENOMIC HEALTH INC	3,851	2,567	7,702			14,120
GREATER NEW ORLEANS SURGERY CENTER	1,389				13,240	14,629
GREENBRIER BEHAVIORAL HEALTH		25,072			14,667	39,739
GREGORY SOSSAMAN	82	12,917	1,268		294	14,561
GUARDIAN HOME HEALTH CARE	10,222					10,222
HARVEST MANOR NURSING HOME	26,439					26,439
HEALTHSOUTH REHAB HOSPITAL	10,220					10,220
INFUSION PARTNERS INC	5,825	2,512			10,189	18,526
INTERIM HEALTH CARE OF SE LA	20,295					20,295
JOSEPH ZAVATSKY MD	11,257					11,257
KAISER FOUNDATION HOSPITALS	16,727					16,727
KEVIN P MCCARTHY MD	31,028					31,028
LADY OF THE SEA GENERAL HOSPITAL	3,310	20,975				24,285
LAFAYETTE GENERAL MEDICAL CENTER	11	6,718			9,592	16,321
LAKE CHARLES MEMORIAL HOSPITAL	25,142					25,142
LAKEVIEW HOME CARE	48,606					48,606

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

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
LAKEVIEW REGIONAL MEDICAL CENTER	631	34,666			25,648	60,945
LAKEVIEW REGIONAL MEDICAL CTR	8				182,988	182,996
LANE REGIONAL MEDICAL CENTER	243			59,590	597	60,430
LEON T WATKINS DPM	233				9,840	10,073
LEXINGTON MEDICAL CENTER	36,951					36,951
LIFECARE HOSPITALS LLC DBA	46,686					46,686
LIFECARE HOSPITALS SHREVEPORT NORTH	54,712					54,712
LINKIA LLC					10,633	10,633
LOUIS PROVENZA	11,590	145			142	11,877
LOUISIANA HOMECARE OF NORTHWES	388		11,718			12,106
LOUISIANA MEDICAL CENTER AND HEART	8,864		51,538			60,402
LOUISIANA MEDICAL CENTER AND HEART	2,188	266			12,332	14,786
LOUISIANA SPECIALTY HOSPITAL	137,317					137,317
MAYO ST MARYS HOSPITAL	86,028					86,028
MD ANDERSON CANCER CENTER	831				34,026	34,857
MED CTR OF LA AT NEW ORLEANS	29,807					29,807
MEDICAL CITY DALLAS HOSPITAL	98				34,187	34,286
MEMORIAL HERMANN HOSPITAL	43,787					43,787
MEMORIAL HOSPITAL AT GULFPORT	164				180,852	181,016
MILLENNIUM LABORATORIES INC	4,985	11,960	20,533			37,478
MILLENNIUM LABORATORIES OF CA	3,532	7,125				10,657
MOHAMED A ELKERSH MD	27,303					27,303
NATIONAL SEATING & MOBILITY	12,381					12,381
NEURO MEDICAL CENTER HOSPITAL			14,497		168	14,665
NEUROMEDICAL CENTER HOSPITAL	35,421					35,421
NEUROMEDICAL CENTER REHAB HOSPITAL	13,427					13,427
NEW ORLEANS KIDNEY CENTER	18,422					18,422
NEW ORLEANS UPTOWN DIALYSIS	12,861					12,861
NEXION HEALTH AT MARRERO INC	10,494					10,494
NEXION HEALTH AT MINDEN INC	16,106					16,106
NORTH OAKS MEDICAL CENTER	162	186,188	15,748		3,974	206,072
NORTH OAKS REHAB HOSP INC	17,275					17,275
OCEANS BEHAVIORAL HOSPITAL		25,253				25,253
OCEANS BEHAVIORAL HOSPITAL	24,247	33,652				57,899
OCHSNER BAPTIST MED CTR	27,056	43,842				70,898
OCHSNER BATON ROUGE	13,868					13,868
OCHSNER EXTENDED CARE HOSPITAL	33,762					33,762
OCHSNER FOUNDATION HOSPITAL	762	1,907,585	144,567	193,048	85,584	2,331,546
OCHSNER HOME HEALTH OF COVINGT	1,362	15,773				17,136
OCHSNER HOME HEALTH OF KENNER	8,780	36,342			15,307	60,429
OCHSNER MC KENNER	3,457	213,802	3,183		84,521	304,963
OCHSNER MEDICAL CENTER BATON ROUGE	139,501					139,501
OCHSNER MEDICAL CENTER BATON ROUGE	153	6,494	36,254		7,614	50,515
OCHSNER MEDICAL CENTER NORTHSH	1,615	80,116				81,732
OCHSNER MEDICAL CENTER NORTHSHORE	16,526	576	843			17,945
OCHSNER MEDICAL CENTER WESTBANK CAMPUS	49,347					49,347
OLAWALE A R SULAIMAN MD	17,114					17,114
OUR LADY OF LOURDES HOSPITAL	5,291				40,304	45,595
OUR LADY OF THE LAKE REGIONAL	0	449,543	10,834		48,031	508,408
OUR LADY OF THE LAKE REGIONAL MEDICAL	407	70,001			39,910	110,318
PARK PLAZA HOSPITAL	20,465					20,465
PATRICIA NEAL REHAB CENTER	18,001					18,001
PHC MORGAN CITY LP	28,561					28,561
PHYSICIANS BEHAVIORAL HOSPITAL	18,594					18,594
PHYSICIANS REFERRAL SERVICE	322	32,315	512			33,148
POINTE COUPEE GENERAL HOSPITAL	10,490					10,490

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

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
PROVINCE HEALTHCARE INC.	25,336					25,336
PSYCHIATRIC PAVILLION NEW ORLEANS	1,890	23,625	3,308			28,823
QCDC HAMMOND	13,564					13,564
R & R HOME CARE INC.		27,417	255			27,672
RAPIDES REGIONAL MEDICAL	16,460					16,460
RAPIDES REGIONAL MEDICAL CENTER	1,331	6,865	18,398		843	27,436
RCG ST CHARLES PARISH	30,621				13,250	43,871
REGENCY HOSPITAL OF COVINGTON	48,252					48,252
RICHARD BOYER	13,708					13,708
RICHARD F FRISCH JR MD					11,556	11,556
RIVER OAKS HOSPITAL	8,316	46,450				54,766
RIVER PARISHES DIALYSIS	19,053					19,053
RIVER PARISHES HOSPITAL	95	14,214	3,586		3,923	21,818
RIVERSIDE MEDICAL CENTER	720	9,449				10,169
ROBERT HARPER	4,827				10,773	15,599
ROCKWALL BATON ROUGE REHAB HOSPITAL					66,699	66,699
SCHUMPERT CHRISTUS HOSPICE	12,217					12,217
SLIDELL KIDNEY CARE	12,420					12,420
SLIDELL MEMORIAL HOSPITAL	16,075	85,911				101,987
SLIDELL MEMORIAL HOSPITAL AND MEDICAL	565	19,318			18,026	37,910
ST CHARLES PARISH HOSPITAL	139	71,100			13,684	84,923
ST ELIZABETH HOSPITAL	4,535	34,668			4,734	43,936
ST FRANCIS MEDICAL CENTER	6,125				9,646	15,771
ST JAMES BEHAVIORAL HOSPITAL	22,123					22,123
ST JAMES PARISH HOSPITAL	92	23,809				23,901
ST TAMMANY PARISH HOSPITAL	92	629,466	76,638	66	21,399	727,661
TERREBONNE GENERAL MEDICAL CTR	2,892	22,387	3,897		2,333	31,508
THE METHODIST HOSPITAL	4,479				5,677	10,155
THE SCOOTER STORE	15	23,122	123			23,260
THIBODAUX REGIONAL MEDICAL CENTER	175	25,262			6,206	31,642
THIBODAUX REGIONAL MEDICAL CTR	28,904					28,904
TOURO INFIRMARY HOSPITAL	2,711	197,395	1,732		110,096	311,934
TULANE UNIVERSITY HOSPITAL AND	404	111,059			21,562	133,025
TULANE UNIVERSITY HOSPITAL AND CLINIC	46,464	87,607	3,183		60,766	198,021
UNIV OF TENNESSEE MEDICAL CENTER	47,576				1,235	48,811
UNIV TEXAS MD ANDERSON CANCER					49,260	49,260
VITAL LINK A HOME CARE COMPANY	410	12,892				13,302
WASHINGTON ST TAMMANY MC	49		12,239			12,289
WATERSHED TREATMENT CENTER	10,105					10,105
WEST BANK SURGERY CENTER	12,954					12,954
WEST CALCASIEU CAMERON HOSPITAL	11,286					11,286
WEST CALCASIEU CAMERON HOSPITAL	35,158			72		35,230
WEST FLORIDA REGIONAL MEDICAL		26,021				26,021
WEST JEFFERSON MEDICAL CENTER	76	1,002,914	24,871	70,028	126,300	1,224,190
WILLIS KNIGHTON BOSSIER HEALTH	19,970					19,970
WILLIS KNIGHTON MED CTR				249,877		249,877
WILLIS KNIGHTON MEDICAL CENTER INC	25,301					25,301
WILLIS KNIGHTON MEDICAL CNTR	22,648					22,648
WK PIERREMONT HEALTH CENTER	2,882	29,083			12,591	44,556
WOLDENBERG VILLAGE	48,728					48,728
WOMANS HOSPITAL	216	46,522			671	47,409
						0
						0
						0
0199999 Individually listed claims unpaid	2,575,155	6,319,023	577,482	599,405	1,576,774	11,647,839
0299999 Aggregate accounts not individually listed-uncovered						0
0399999 Aggregate accounts not individually listed-covered	36,963,654	4,160,801	15,818,201	2,066,919	16,497,966	75,507,541

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

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
0199999 Individually listed claims unpaid	2,575,155	6,319,023	577,482	599,405	1,576,774	11,647,839
0299999 Aggregate accounts not individually listed-uncovered						0
0399999 Aggregate accounts not individually listed-covered	36,963,654	4,160,801	15,818,201	2,066,919	16,497,966	75,507,541
0499999 Subtotals	39,538,809	10,479,824	16,395,683	2,666,324	18,074,740	87,155,380
0599999 Unreported claims and other claim reserves	XXX	XXX	XXX	XXX	XXX	76,641,530
0699999 Total amounts withheld	XXX	XXX	XXX	XXX	XXX	
0799999 Total claims unpaid	XXX	XXX	XXX	XXX	XXX	163,796,910
0899999 Accrued medical incentive pool and bonus amounts	XXX	XXX	XXX	XXX	XXX	1,120,180

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

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

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1	2	3	4		
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec. 31 of Prior Year	On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	60,114,899	386,168,466	2,379,355	53,573,223	62,494,254	64,517,865
2. Medicare Supplement .....					.0	.0
3. Dental Only		532,563		119,125	.0	.0
4. Vision Only		294,153			.0	.0
5. Federal Employees Health Benefits Plan	6,272,138	74,059,342	557,362	10,051,980	6,829,500	9,705,174
6. Title XVIII - Medicare	70,365,730	599,210,237	2,053,898	84,420,379	72,419,628	79,254,057
7. Title XIX - Medicaid .....					.0	.0
8. Other health .....					.0	.0
9. Health subtotal (Lines 1 to 8).....	136,752,767	1,060,264,761	4,990,615	148,164,707	141,743,382	153,477,096
10. Health care receivables (a) .....					.0	.0
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts	1,056,623			1,120,180	1,056,623	1,987,544
13. Totals	137,809,390	1,060,264,761	4,990,615	149,284,887	142,800,005	155,464,640

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(a) Excludes \$0 loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

Summary of Significant Accounting Policies

A. Accounting Practices

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

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

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

	State of Domicile	2010	2009
1. Net Income, Kentucky basis	KY	\$ 31,955,121	\$ (8,901,986)
2. State Prescribed Practices (Income):	KY	-	-
3. State Permitted Practices (Income):	KY	-	-
4. Net Income, NAIC SAP	KY	\$ 31,955,121	\$ (8,901,986)
5. Statutory Surplus, Kentucky basis	KY	\$ 275,033,993	\$ 175,615,014
6. State Prescribed Practices (Surplus):	KY	-	-
7. State Permitted Practices (Surplus):	KY	-	-
Nonadmitted Investment in Subsidiary		(26,688,701)	(26,798,974)
8. Statutory Surplus, NAIC SAP	KY	\$ 248,345,292	\$ 148,816,040

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

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

C. Accounting Policy

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

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

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

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

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

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

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

The Company participates in a securities 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 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.

NOTES TO FINANCIAL STATEMENTS

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

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

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

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

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

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

3. Business Combinations and Goodwill

A. Statutory Purchase Method

Not Applicable.

B. Statutory Merger

Not Applicable.

C. Assumption Reinsurance

Not Applicable.

D. Impairment Loss

Not Applicable.

NOTES TO FINANCIAL STATEMENTS

4. Discontinued Operations

Not Applicable.

5. Investments

A. Mortgage Loans, Including Mezzanine Real Estate Loans

- (1) The maximum and minimum lending rates for the mortgage loan in 2010 were 1.9 percent and 1.56 percent.
(2) During 2010, the Company did not reduce interest rates of the mortgage loan.
(3) The maximum percentage of the loan to the value of the security at any time of the loan, exclusive of insured or guaranteed or purchase-money mortgages was 100 percent.

	<u>Current Year</u>	<u>Prior Year</u>
(4) As of year end, the Company held mortgages with interest more than 180 days past due with a recorded investment, excluding accrued interest	\$ -	\$ -
a. Total interest due on mortgages with interest more than 180 days past due	\$ -	\$ -
(5) Taxes, assessments and any amounts advanced and not included in the mortgage loan total	\$ -	\$ -
(6) Current year impaired loans with a related allowance for credit	\$ -	\$ -
a. Related allowance for credit losses	\$ -	\$ -
(7) Impaired mortgage loans without an allowance for credit losses	\$ -	\$ -
(8) Average recorded investment in impaired loans	\$ -	\$ -
(9) Interest income recognized during the period the loans were impaired	\$ -	\$ -
(10) Amount of interest income recognized on a cash basis during the period the loans were impaired	\$ -	\$ -
(11) Allowance for credit losses:		
a. Balance at beginning of period	\$ -	\$ -
b. Additions charged to operations	\$ -	\$ -
c. Direct write-downs charged against the allowances	\$ -	\$ -
d. Recoveries of amounts previously charged off	\$ -	\$ -
e. Balance at end of period	\$ -	\$ -
(12) Not Applicable.		

B. Debt Restructuring

Not Applicable.

C. Reverse Mortgages

Not Applicable.

D. Loan-Backed Securities

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

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

	2010					
	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Government loan-backed securities	\$ 22,038,372	\$ (335,609)	\$ -	\$ -	\$ 22,038,372	\$ (335,609)
Other loan-backed securities	6,471,909	(113,718)	-	-	6,471,909	(113,718)
Total loan backed securities	<u>\$ 28,510,281</u>	<u>\$ (449,327)</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 28,510,281</u>	<u>\$ (449,327)</u>

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

E. Repurchase Agreements

Not Applicable.

F. Real Estate

Not Applicable.

G. Low-Income Housing Tax Credits (LIHTC)

Not Applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

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

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

NOTES TO FINANCIAL STATEMENTS

7. Investment Income

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

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

B. The total amount excluded was \$0.

8. Derivative Instruments

Not Applicable.

9. Income Taxes

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

10. Information Concerning Parent, Subsidiaries and Affiliates

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

G. Not Applicable.

H. Not Applicable.

I. Not Applicable.

J. Not Applicable.

K. Not Applicable.

L. Not applicable.

11. Debt

A. Capital Notes

The Company has no capital notes outstanding.

B. All other Debt

The Company has no debentures outstanding.

The Company does not have any reverse repurchase agreements.

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

A. Defined Benefit Plan

Not Applicable.

B. Defined Contribution Plan

Not Applicable.

C. Multiemployer Plans

Not Applicable.

D. Consolidated/Holding Company Plans

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

E. Post Employment Benefits and Compensated Absences

Not Applicable.

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

Not Applicable

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

1) The company has \$1 par value common stock with 5,000,000 shares authorized and 2,248,000 shares issued and outstanding.

2) The Company has no preferred stock outstanding.

3-5) Dividends are noncumulative and are paid as determined by the Board of Directors. Dividends are subject to the approval of the Department of Insurance if such dividend distribution which, together with other dividends or distributions made within the preceding twelve months, exceeds the lesser of (a) 10 percent of the company's policyholder surplus as of December 31 of the prior year, or (b) the net income, for the twelve month period ending December 31 of the prior year.

NOTES TO FINANCIAL STATEMENTS

Within the limitations above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.

No dividends were paid by the Company.

- 6) There were no restrictions placed on the Company's surplus, including for whom the surplus is being held.
- 7) Not Applicable.
- 8) Not Applicable.
- 9) Not Applicable.
- 10) The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses is \$179,163.
- 11) Not Applicable.
- 12) Not Applicable.
- 13) 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, 2010.

15. Leases

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

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

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

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

A. Transfers of Receivables Reported as Sales

Not Applicable.

B. Transfer and Servicing of Financial Assets

The Company participates in a securities lending program of select invested assets. As of September 30, 2010, securities totaling \$877 thousand were loaned under this program. Due to recent financial market turmoil, certain assets held off balance sheet in conjunction with this program were determined to be impaired at September 30, 2010. As a result of this impairment, the net liability of \$877 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 2010:

NOTES TO FINANCIAL STATEMENTS

	(1)		(2)		(3)	
	ASO Plans	Uninsured	Uninsured Portion of Insured Plans	Partially Insured Plans	Total ASO	
a. Net reimbursement for administrative expenses (including administrative fees) in excess of actual expenses	\$	(12,894,921)	\$	-	\$	(12,894,921)
b. Total net other income or expenses (including interest paid to or received from plans)	\$	1,260,276	\$	-	\$	1,260,276
c. Net gain or (loss) from operations	\$	(11,634,645)	\$	-	\$	(11,634,645)
d. Total claim payment volume	\$	193,142,809	\$	-	\$	193,142,809

B. ASC Plans

Not Applicable.

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract

- The Company records no revenue explicitly attributable to the cost share and reinsurance components of administered Medicare products.
- As of September 30, 2010, the Company has recorded a receivable from CMS of \$0.5 million related to the cost share and reinsurance components of administered Medicare products. The Company does not have any additional receivables greater than 10% of the Company's accounts receivable from uninsured Accident & Health Plans or \$10,000.
- The Company does not have any additional receivables from payors whose account balance is greater than 10% of the Company's accounts receivable from uninsured Accident & Health Plans or \$10,000.
- 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. 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.

NOTES TO FINANCIAL STATEMENTS

- (2) Indirect exposure to sub-prime mortgage risk through investments in the following securities:
- Residential mortgage backed securities – No exposure noted.
 - Collateralized debt obligations – No exposure noted.
 - Structured Securities (including principal protected notes) – No exposure noted.
 - Debt Securities of companies with significant sub-prime exposure – No exposure noted.
 - Equity securities of companies with significant sub-prime exposure – No exposure noted.
 - Other Assets – No exposure noted.
- (3) Underwriting exposure to sub-prime mortgage risk through Mortgage Guaranty coverage, Financial Guaranty coverage, Directors and Officers liability coverage, or Errors and Omissions liability coverage.
- Not Applicable.
- (4) Classification of mortgage related securities is primarily based on information from outside data services, including rating agency actions. When considering our exposure, the Company evaluated the percentage of full documentation loans, percent of owner occupied properties, FICO scores, average margin for ARM loans, percent of loans with prepayment penalties, the existence of non-traditional underwriting standards, among other factors.

21. Events Subsequent

The Company is not aware of any events occurring subsequent to the close of the books for this statement which may have a material effect on its financial condition. Subsequent events have been considered through November 8, 2010 for the statutory statement issued on November 8, 2010.

22. Reinsurance

A. Ceded Reinsurance Report

Section 1 – General Interrogatories

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

Yes () No (X)

If yes, give full details.

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

Yes () No (X)

If yes, give full details.

Section 2 – Ceded Reinsurance Report – Part A

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

Yes () No (X)

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

- b. What is the total amount of reinsurance credits taken, whether as an asset or as a reduction of liability, for these agreements in this statement? \$0

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

Yes () No (X)

If yes, give full details.

Section 3 – Ceded Reinsurance Report – Part B

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

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

Yes () No (X)

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

NOTES TO FINANCIAL STATEMENTS

B. Uncollectible Reinsurance

Not Applicable.

C. Commutation of Ceded Reinsurance

Not Applicable.

23. Retrospectively Rated Contracts and Contracts Subject to Redetermination

A. The Company estimates accrued retrospective premium adjustments for its Medicare business through a mathematical approach using an algorithm based upon settlement procedures defined by contracts with CMS.

B. The Company records accrued retrospective premium as an adjustment to earned premiums.

C. The amount of net premiums written by the Company at September 30, 2010 that are subject to retrospective rating features was \$9.1 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, 2009 were \$156.9 million. As of September 30, 2010, \$139.8 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$5.1 million as a result of reestimation of unpaid claims and claim adjustment expenses principally on the commercial and Medicare Advantage HMO books of business. Therefore, there has been a \$12.0 million favorable prior-year development since December 31, 2009. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims. The Company has no retrospectively rated policies.

25. Intercompany Pooling Arrangements

Not Applicable.

26. Structured Settlements

Not Applicable.

27. Health Care Receivables

A. Pharmaceutical Rebate Receivables

Quarter	Estimate Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Billed or Otherwise Confirmed	Actual Rebates Received Within 90 Days of Billing	Actual Rebates Received Within 91 to 180 Days of Billing	Actual Rebates Received More than 181 Days after Billing
9/30/2010	\$ 5,910,198	\$ 5,910,198	\$ -	\$ -	\$ -
6/30/2010	\$ 7,414,654	\$ 7,414,654	\$ 7,414,654	\$ -	\$ -
3/31/2010	\$ 4,991,220	\$ 4,991,220	\$ 4,991,220	\$ -	\$ -
12/31/2009	\$ 5,322,832	\$ 5,322,832	\$ 5,322,832	\$ -	\$ -
9/30/2009	\$ 6,375,850	\$ 6,375,850	\$ 6,375,850	\$ -	\$ -
6/30/2009	\$ 6,514,874	\$ 6,514,874	\$ 6,514,874	\$ -	\$ -
3/31/2009	\$ 6,602,391	\$ 6,602,391	\$ 6,602,391	\$ -	\$ -
12/31/2008	\$ 7,261,000	\$ 7,261,000	\$ 7,261,000	\$ -	\$ -
9/30/2008	\$ 6,425,274	\$ 6,425,274	\$ 6,425,274	\$ -	\$ -
6/30/2008	\$ 6,333,928	\$ 6,333,928	\$ 6,333,928	\$ -	\$ -
3/31/2008	\$ 5,089,514	\$ 5,089,514	\$ 5,089,514	\$ -	\$ -
12/31/2007	\$ 3,900,954	\$ 3,900,954	\$ 3,900,954	\$ -	\$ -
9/30/2007	\$ 5,588,626	\$ 5,588,626	\$ 5,588,626	\$ -	\$ -
6/30/2007	\$ 4,931,518	\$ 4,931,518	\$ 4,931,518	\$ -	\$ -
3/31/2007	\$ 4,863,933	\$ 4,863,933	\$ 4,863,933	\$ -	\$ -
12/31/2006	\$ 5,310,097	\$ 5,310,097	\$ 5,310,097	\$ -	\$ -

B. Risk Sharing Receivables

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

28. Participating Policies

Not Applicable.

29. Premium Deficiency Reserves

As of September 30, 2010, the Company had liabilities of \$24.5 million related to premium deficiency reserves. The Company did not consider anticipated investment income when calculating its premium deficiency reserves. The Company did recognize the time value of money by discounting future losses at an annual interest rate of 0.15 percent.

NOTES TO FINANCIAL STATEMENTS

30. Anticipated Salvage and Subrogation

Not Applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile
.....
.....
.....

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] NA []
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2008
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2008
- 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). 10/11/2010
- 6.4 By what department or departments?
Kentucky Department of Insurance.....
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [X] No [] NA []
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] NA []
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]
- 7.2 If yes, give full information:
.....
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
.....
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

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

GENERAL INTERROGATORIES

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

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

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

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

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

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

FINANCIAL

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

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

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes No

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

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

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

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

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$0	\$0
14.22 Preferred Stock	\$0	\$0
14.23 Common Stock	\$26,798,974	\$26,688,701
14.24 Short-Term Investments	\$0	\$0
14.25 Mortgage Loans on Real Estate	\$0	\$0
14.26 All Other	\$0	\$0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$26,798,974	\$26,688,701
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$0	\$0

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes No

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

If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*?

Yes 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:

.....

GENERAL INTERROGATORIES

PART 2 - HEALTH

1 Operating Percentages

1.1 A&H loss percent.....	83.9 %
1.2 A&H cost containment percent	0.8 %
1.3 A&H expense percent excluding cost containment expenses.....	13.4 %
2.1 Do you act as a custodian for health savings accounts?.....	Yes [] No [X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.....	\$ _____
2.3 Do you act as an administrator for health savings accounts?.....	Yes [] No [X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.....	\$ _____

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

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

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

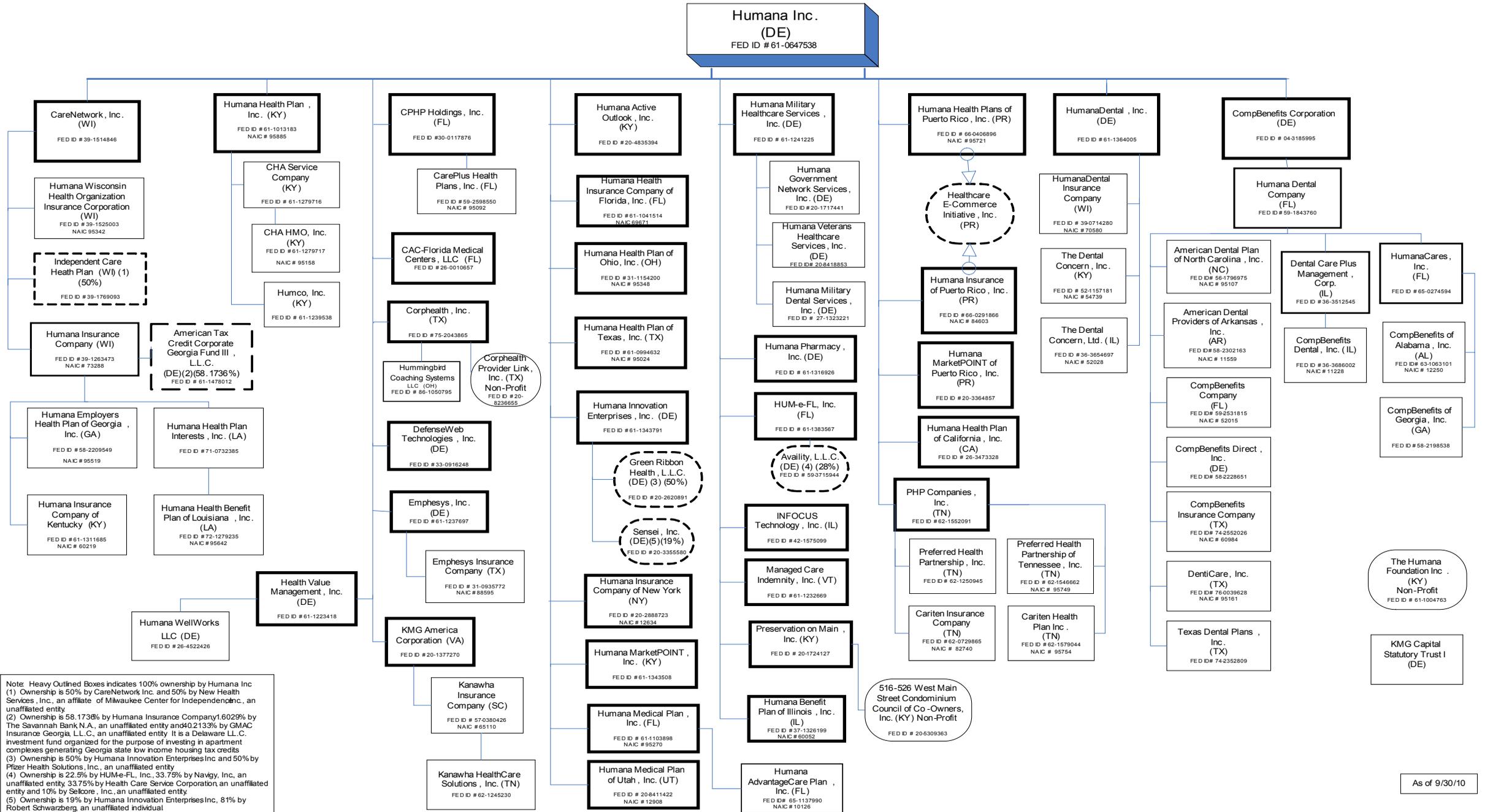
Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama	AL	L	1,347	9,497,708					9,499,055	
2. Alaska	AK	N							0	
3. Arizona	AZ	L	40,921,207	105,863,449		771,536			147,556,192	
4. Arkansas	AR	L	2,982	20,864,712					20,867,694	
5. California	CA	N							0	
6. Colorado	CO	L	25,740,131	19,333,246					45,073,377	
7. Connecticut	CT	N							0	
8. Delaware	DE	N							0	
9. Dist. 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	179,932,573	184,656,972		68,607,993			433,197,538	
15. Indiana	IN	L	5,863,732	4,640,797					10,504,529	
16. Iowa	IA	N							0	
17. Kansas	KS	L	8,210,864	65,221,104		522,937			73,954,905	
18. Kentucky	KY	L	354,982,002			2,207,969			357,189,971	
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	7,150,917	116,595,170		22,487,474			146,233,561	
27. Montana	MT	N							0	
28. Nebraska	NE	L							0	
29. Nevada	NV	L	37,280	260,790,686					260,827,966	
30. New Hampshire	NH	N							0	
31. New Jersey	NJ	N							0	
32. New Mexico	NM	L	907	6,376,406					6,377,313	
33. New York	NY	N							0	
34. North Carolina	NC	N							0	
35. North Dakota	ND	N							0	
36. Ohio	OH	N							0	
37. Oklahoma	OK	N							0	
38. Oregon	OR	N							0	
39. Pennsylvania	PA	N							0	
40. Rhode Island	RI	N							0	
41. South Carolina	SC	L	542	3,820,108					3,820,650	
42. South Dakota	SD	N							0	
43. Tennessee	TN	L	34,865,868						34,865,868	
44. Texas	TX	N							0	
45. Utah	UT	N							0	
46. Vermont	VT	N							0	
47. Virginia	VA	L	560	3,958,319					3,958,879	
48. Washington	WA	L							0	
49. West Virginia	WV	L							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		657,710,912	801,618,677	0	94,597,909	0	0	1,553,927,498	0
60. Reporting entity contributions for Employee Benefit Plans	XXX								0	
61. Total (Direct Business)	(a) 18		657,710,912	801,618,677	0	94,597,909	0	0	1,553,927,498	0
DETAILS OF WRITE-INS										
5801.	XXX								0	
5802.	XXX								0	
5803.	XXX								0	
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX		0	0	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX		0	0	0	0	0	0	0	0

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

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

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

.....NO.....

Explanation:

1. This type of business is not written.

Bar Code:

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

OVERFLOW PAGE FOR WRITE-INS

MQ002 Additional Aggregate Lines for Page 02 Line 24.

*ASSETS

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

MQ003 Additional Aggregate Lines for Page 03 Line 22.

*LIAB

	1	2	3	4
	Covered	Uncovered	Total	Total
2204. Medicare Risk Adjustment Payable.....	235		235	2,885,590
2297. Summary of remaining write-ins for Line 22 from Page 03	235	0	235	2,885,590

SCHEDULE A – VERIFICATION

Real Estate

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	121,387	225,596
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after acquisition	0	0
3. Current year change in encumbrances	0	0
4. Total gain (loss) on disposals	0	0
5. Deduct amounts received on disposals	0	0
6. Total foreign exchange change in book/adjusted carrying value	0	0
7. Deduct current year's other than temporary impairment recognized	0	0
8. Deduct current year's depreciation	78,160	104,209
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	43,227	121,387
10. Deduct total nonadmitted amounts	0	0
11. Statement value at end of current period (Line 9 minus Line 10)	43,227	121,387

SCHEDULE B – VERIFICATION

Mortgage Loans

	1 Year To Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	27,600,000	27,600,000
2. Cost of acquired:		
2.1. Actual cost at time of acquisition	0	0
2.2. Additional investment made after acquisition	0	0
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	0	0
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	0	0
8. Deduct amortization of premium and mortgage interest points and commitment fees	0	0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest	0	0
10. Deduct current year's other than temporary impairment recognized	0	0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	27,600,000	27,600,000
12. Total valuation allowance	0	0
13. Subtotal (Line 11 plus Line 12)	27,600,000	27,600,000
14. Deduct total nonadmitted amounts	0	0
15. Statement value at end of current period (Line 13 minus Line 14)	27,600,000	27,600,000

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1. Actual cost at time of acquisition	0	0
2.2. Additional investment made after acquisition	0	0
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	0	0
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	0	0
8. Deduct amortization of premium and depreciation	0	0
9. Total foreign exchange change in book/adjusted carrying value	0	0
10. Deduct current year's other than temporary impairment recognized	0	0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

NONE

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	183,704,469	270,052,196
2. Cost of bonds and stocks acquired	258,473,702	75,340,812
3. Accrual of discount	37,953	63,858
4. Unrealized valuation increase (decrease)	179,164	2,642,059
5. Total gain (loss) on disposals	(164,994)	(174,170)
6. Deduct consideration for bonds and stocks disposed of	68,572,445	162,536,579
7. Deduct amortization of premium	1,923,132	1,121,033
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	562,674
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	371,734,717	183,704,469
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	371,734,717	183,704,469

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

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	359,192,419	1,934,809,032	1,949,501,542	(770,363)	378,072,045	359,192,419	343,729,546	270,679,310
2. Class 2 (a).....	36,064,275	3,898,077	135,000	705,806	34,687,691	36,064,275	40,533,158	21,135,037
3. Class 3 (a).....	9,344,842	2,260,356	184,602	211,837	9,708,117	9,344,842	11,632,433	2,572,207
4. Class 4 (a).....	1,865,751		740,115	(822,162)	1,618,654	1,865,751	303,474	1,587,143
5. Class 5 (a).....	0				0	0	0	0
6. Class 6 (a).....	0				0	0	0	0
7. Total Bonds	406,467,287	1,940,967,465	1,950,561,258	(674,882)	424,086,507	406,467,287	396,198,611	295,973,697
PREFERRED STOCK								
8. Class 1.....	0				0	0	0	0
9. Class 2.....	0				0	0	0	0
10. Class 3.....	0				0	0	0	0
11. Class 4.....	0				0	0	0	0
12. Class 5.....	0				0	0	0	0
13. Class 6.....	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	406,467,287	1,940,967,465	1,950,561,258	(674,882)	424,086,507	406,467,287	396,198,612	295,973,697

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ 51,152,596 ; NAIC 2 \$ 0 ; NAIC 3 \$ 0 ; NAIC 4 \$ 0 ; NAIC 5 \$ 0 ; NAIC 6 \$ 0

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SCHEDULE DA - PART 1**Short-Term Investments**

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	10,109,339	XXX	10,104,110	24,964	3,132

SCHEDULE DA - VERIFICATION**Short-Term Investments**

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	12,070,035	1,331,102
2. Cost of short-term investments acquired	1,028,580,597	1,060,646,098
3. Accrual of discount	5,228	0
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	1,030,546,521	1,049,907,165
7. Deduct amortization of premium.....		0
8. Total foreign exchange change in book/adjusted carrying value.....		0
9. Deduct current year's other than temporary impairment recognized.....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	10,109,339	12,070,035
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	10,109,339	12,070,035

Schedule DB - Part A - Verification

NONE

Schedule DB - Part B - Verification

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Verification

NONE

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	126,998,168	14,699,979
2. Cost of cash equivalents acquired	3,629,569,947	1,266,153,382
3. Accrual of discount	98,493	43,248
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals	(3,807)	(969)
6. Deduct consideration received on disposals	3,715,619,544	1,153,897,421
7. Deduct amortization of premium		50
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	41,043,257	126,998,168
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	41,043,257	126,998,168

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

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

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. States, Territories and Possessions									
25476A-8B-8	DISTRICT COLUMBIA MUNI		08/09/2010	CITIGROUP GLOBAL MARKETS INC		6,026,844	5,065,000	52,444	1FE
1799999 - Totals - Bonds - U.S. States, Territories and Possessions						6,026,844	5,065,000	52,444	XXX
Bonds - U.S. Special Revenue									
31416W-LC-4	FED NTL MTG ASSO 30YR		07/09/2010	NOMURA SECURITIES		67,552,753	64,847,401	105,377	1
31418W-QP-8	FED NTL MTG ASSO FNMA		08/16/2010	GOLDMAN SACHS		1,981,553	1,888,037	3,986	1
491552-VP-7	KENTUCKY ST TPK AUTH ECONOMIC DEV MUNI		08/10/2010	WELLS FARGO		6,675,829	5,630,000	37,533	1FE
57582N-XH-3	MASSACHUSETTS ST MUNI		08/10/2010	WELLS FARGO		3,859,940	3,160,000	5,530	1FE
592112-EP-7	MET GOVT NASHVILLE & DAVIDSON MUNI		07/09/2010	CITIGROUP GLOBAL MARKETS INC		1,415,280	1,200,000	5,667	1FE
3199999 - Totals - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Government and Their Political Subdivisions						81,485,356	76,725,437	158,093	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)									
0258MO-DA-4	AMERICAN EXPRESS CO CORPORATE		09/08/2010	GOLDMAN SACHS		521,934	525,000		1FE
101137-AJ-6	BOSTON SCIENTIFIC CORPORATE		09/15/2010	VARIOUS		2,260,356	2,225,000	13,317	3FE
178566-AC-9	CITY NATIONAL CORPORATION CORPORATE		09/08/2010	J.P. MORGAN		398,952	400,000		2FE
62875U-AH-8	NBC UNIVERSAL INC CORPORATE		09/27/2010	MORGAN STANLEY		3,499,125	3,500,000		2FE
3899999 - Totals - Bonds - Industrial and Miscellaneous (Unaffiliated)						6,680,367	6,650,000	13,317	XXX
8399997 - Subtotals- Bonds - Part 3						94,192,566	88,440,437	223,854	XXX
8399999 - Subtotals - Bonds						94,192,566	88,440,437	223,854	XXX
9999999 Totals						94,192,566	XXX	223,854	XXX

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

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

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 Foreign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/Stock Dividends Received During Year	21 Maturity Date	22 NAIC Designation or Market Indicator (a)			
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.										
Bonds - U.S. Governments																								
36202E-VP-1	GOVERNMENT NATIONAL MORTGAGE GNMA		09/20/2010	MBS PAYDOWN		1,141,213	1,141,213	1,149,237	1,143,157					(1,944)		(1,944)		1,141,213			0	46,146	08/01/2038	1
0399999 - Totals - Bonds - U.S. Governments																								
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																								
31288D-U8-0	FREDDIE MAC FHLNC		09/01/2010	MBS PAYDOWN		737	737	762	737					(1)		(1)		737			0	29	12/01/2032	1
31286P-TZ-6	FED NTL MTG ASSO FNMA		09/01/2010	MBS PAYDOWN		36,387	36,387	37,508	36,545					(158)		(158)		36,387			0	1,457	01/01/2017	1
3128M1-CR-8	FHLNC PC GOLD		09/01/2010	MBS PAYDOWN		295,678	295,678	313,696						(1,772)		(1,772)		295,678			0	4,954	04/01/2021	1
3128M1-LB-3	COMB 15 FHLNC		09/01/2010	MBS PAYDOWN		261,808	261,808	277,761						(1,497)		(1,497)		261,808			0	4,489	12/01/2020	1
3128M1-NZ-8	FGOLD 15YR FHLNC		09/01/2010	MBS PAYDOWN		324,000	324,000	343,743						(1,924)		(1,924)		324,000			0	5,548	12/01/2020	1
3128M1-PJ-2	FGOLD 15YR GIANT FHLNC		09/01/2010	MBS PAYDOWN		156,373	156,373	165,902						(919)		(919)		156,373			0	2,676	05/01/2021	1
3128M1-R7-6	FGOLD 15YR GIANT FHLNC		09/01/2010	MBS PAYDOWN		250,394	250,394	265,652						(1,462)		(1,462)		250,394			0	4,262	05/01/2021	1
3128M1-SY-6	FGOLD 15YR GIANT FHLNC		09/01/2010	MBS PAYDOWN		232,786	232,786	246,971						(1,969)		(1,969)		232,786			0	4,085	12/01/2021	1
3128M6-P2-8	FNMA FGOLD 15YR GIANT		09/01/2010	MBS PAYDOWN		164,012	164,012	165,825	164,320					(308)		(308)		164,012			0	6,555	06/01/2038	1
3128MB-N7-8	FHLNC FGOLD 15YR		09/01/2010	MBS PAYDOWN		100,637	100,637	106,769						(618)		(618)		100,637			0	1,765	12/01/2021	1
312971-BM-5	FHLNC FGOLD 15YR		09/01/2010	MBS PAYDOWN		87,814	87,814	93,165						(308)		(308)		87,814			0	1,723	04/01/2020	1
312971-C0-5	FHLNC FGOLD 15YR		09/01/2010	MBS PAYDOWN		131,912	131,912	139,950						(901)		(901)		131,912			0	2,162	04/01/2020	1
312971-F0-2	FHLNC FGOLD 15YR		09/01/2010	MBS PAYDOWN		672,668	672,668	713,659						(4,627)		(4,627)		672,668			0	12,162	04/01/2020	1
312971-MS-0	FHLNC FGOLD 15YR		09/01/2010	MBS PAYDOWN		138,975	138,975	147,444						(907)		(907)		138,975			0	2,421	05/01/2020	1
312972-DX-7	FHLNC FGOLD 15YR		09/01/2010	MBS PAYDOWN		86,493	86,493	91,763						(311)		(311)		86,493			0	1,306	04/01/2020	1
312972-EK-4	FHLNC FGOLD 15YR		09/01/2010	MBS PAYDOWN		173,242	173,242	183,799						(1,127)		(1,127)		173,242			0	2,674	04/01/2020	1
312972-GT-3	FHLNC FGOLD 15YR		09/01/2010	MBS PAYDOWN		159,856	159,856	169,597						(534)		(534)		159,856			0	2,486	04/01/2020	1
312972-GZ-9	FHLNC FGOLD 15YR		09/01/2010	MBS PAYDOWN		368,163	368,163	390,598						(1,796)		(1,796)		368,163			0	7,065	04/01/2020	1
31336W-CP-2	FHLNC FED NTL MTG ASSO		09/01/2010	MBS PAYDOWN		102,055	102,055	108,274						(568)		(568)		102,055			0	1,718	10/01/2020	1
31371K-NX-5	FNMA		09/01/2010	MBS PAYDOWN		50,441	50,441	52,203	50,684					(242)		(242)		50,441			0	1,855	05/01/2017	1
31394E-KY-3	FNMA REMIC TRUST 2005-61		09/01/2010	MBS PAYDOWN		161,160	161,160	159,983	161,160					0		0		161,160			0	5,907	04/01/2026	1
31396A-MX-9	FEDERAL HOME LOAN MTGE CO		09/01/2010	MBS PAYDOWN		60,497	60,497	62,109	60,684					(187)		(187)		60,497			0	2,217	09/01/2035	1
31396R-R7-4	FHLNC REMIC SERIES 3178		09/01/2010	MBS PAYDOWN		147,128	147,128	146,462	146,852					277		277		147,128			0	5,392	10/01/2027	1
31398V-TM-8	OHIO CMO FH3659D: BA		09/01/2010	MBS PAYDOWN		598,386	598,386	640,998						(1,432)		(1,432)		598,386			0	10,050	02/01/2039	1
31404X-VP-6	FED NTL MTG ASSO FNMA		09/25/2010	VARIOUS		2,218,703	2,097,916	2,158,559	2,166,763					(22,156)		(22,156)		2,144,607		74,096	74,096	82,544	02/01/2021	1
31410F-Z2-4	FED NTL MTG ASSO FNMA		09/01/2010	MBS PAYDOWN		171,013	171,013	168,554	170,575					438		438		171,013			0	5,697	07/01/2020	1
31415W-PB-3	FED NTL MTG ASSO FNMA 30YR		09/01/2010	MBS PAYDOWN		464,364	464,364	495,291						(1,684)		(1,684)		464,364			0	10,780	11/01/2038	1

EOS

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

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)	
31416B-4X-3	FED NTL MTG ASSO 15YR		09/01/2010	MBS PAYDOWN		2,181,536	2,181,536	2,339,357			(21,448)		(21,448)		2,181,536			0	40,535	01/01/2022	1	
31416W-LC-4	FED NTL MTG ASSO 30YR		09/01/2010	MBS PAYDOWN		630,199	630,199	656,490			(111)		(111)		630,199			0	3,806	07/01/2040	1	
3199999	Totals - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions						10,427,416	10,306,629	10,842,845	2,958,320	0	(68,252)	0	(68,252)	0	10,353,320	0	74,096	74,096	238,320	XXX	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																						
05946X-BV-4	BANK OF AMERICA FDG CO 2003-1		09/20/2010	CALLED SECURITY at 100.000		3,467	3,467	3,540	3,498	34	(66)		(31)		3,467			0	138	05/01/2033	32*	
06052F-AC-4	BANK OF AMERICA 09-2A ABS FTST		08/12/2010	NOMURA SECURITIES		4,055,000	4,000,000	4,048,750			(5,878)		(5,878)		4,042,872		12,128	12,128	35,027	09/15/2013	1FE	
15189T-AJ-6	CENTERPOINT ENERGY INC CORPORATE		09/01/2010	MATURITY		135,000	135,000	142,844	135,978		(978)		(978)		135,000			0	9,788	09/01/2010	2FE	
165167-BL-0	CHESAPEAKE ENERGY CORP CORPORATE		07/22/2010	CALLED SECURITY at 103.188		103,188	100,000	99,056	98,000	1,429	45		1,474		99,474		3,714	3,714	3,843	06/15/2015	3FE	
30257F-AA-1	FPL ENERGY NATIONAL WIND CORPORATE		09/27/2010	CALLED SECURITY at 100.000		6,494	6,494	6,494	6,158	335			335		6,494			0	398	03/25/2019	3FE	
52108H-RB-2	LB-UBS CMBS 2003-C3		09/17/2010	CALLED SECURITY at 100.000		45,669	45,669	45,895	45,852		(183)		(183)		45,669			0	1,133	05/11/2027	1FE	
697933-AM-1	PANAMSAT CORPORATION CORPORATE		09/30/2010	CALLED SECURITY at 116.000		203,000	175,000	149,844	149,625	2,651	407		3,058		152,683		50,317	50,317	14,538	01/15/2028	4FE	
831641-DF-9	SMALL BUSINESS ADMINISTRATION ABS FTST		08/10/2010	CALLED SECURITY at 100.000		3,772	3,772	4,039	3,827		(55)		(55)		3,772			0	179	08/01/2011	1FE	
882491-AK-9	TEXAS INDUSTRIES INC CORPORATE		08/10/2010	CALLED SECURITY at 100.063		580,365	580,000	597,031	569,850	18,974	(1,392)		17,582		587,432		(7,067)	(7,067)	44,970	07/15/2013	4FE	
85771T-AC-8	STATS CHIPPAC INC CORPORATE	F	08/12/2010	CALLED SECURITY at 101.588		76,191	75,000	75,525	75,169	44	(45)		(2)		75,167		1,024	1,024	3,755	11/15/2011	3FE	
3899999	Totals - Bonds - Industrial and Miscellaneous (Unaffiliated)						5,212,146	5,124,402	5,173,017	1,087,957	23,467	(8,144)	0	15,324	0	5,152,031	0	60,115	60,115	113,768	XXX	XXX
8399997	Total - Bonds - Part 4						16,780,775	16,572,244	17,165,099	5,189,434	23,467	(78,340)	0	(54,872)	0	16,646,564	0	134,211	134,211	398,234	XXX	XXX
8399999	Total - Bonds						16,780,775	16,572,244	17,165,099	5,189,434	23,467	(78,340)	0	(54,872)	0	16,646,564	0	134,211	134,211	398,234	XXX	XXX
9999999	Totals						16,780,775	16,572,244	17,165,099	5,189,434	23,467	(78,340)	0	(54,872)	0	16,646,564	0	134,211	134,211	398,234	XXX	XXX

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

EO5.1

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part D

NONE

