



QUARTERLY STATEMENT

MARCH 31, 2010
OF THE CONDITION AND AFFAIRS OF THE
Humana Health Plan, Inc.

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

Organized under the Laws of Kentucky , State of Domicile or Port of Entry Kentucky

Country of Domicile United States

Licensed as business type: Life, Accident & Health [] Property/Casualty [] Hospital, Medical & Dental Service or Indemnity []
 Dental Service Corporation [] Vision Service Corporation [] Health Maintenance Organization [X]
 Other [] Is HMO, Federally Qualified? Yes [X] No []

Incorporated/Organized 08/23/1982 Commenced Business 09/23/1983

Statutory Home Office 321 West Main Street - 12th Floor , Louisville, KY 40202
(Street and Number) (City or Town, State and Zip Code)

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

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

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

Internet Web Site Address www.humana.com

Statutory Statement Contact Abby Goodloe 502-580-1632
(Name) (Area Code) (Telephone Number) (Extension)
agoodloe1@humana.com 502-580-2099
(E-mail Address) (FAX Number)

OFFICERS

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

OTHER OFFICERS

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

DIRECTORS OR TRUSTEES

Michael Benedict McCallister	James Elmer Murray	Melissa Louise Weaver M.D.
------------------------------	--------------------	----------------------------

State of Kentucky

County of Jefferson

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

Michael Benedict McCallister
President & CEO

Joan Olliges Lenahan
VP & Corporate Secretary

James Harry Bloem
Sr. VP, CFO & Treasurer

a. Is this an original filing? Yes [X] No []

b. If no:

1. State the amendment number

2. Date filed

3. Number of pages attached

Subscribed and sworn to before me this
7th day of May, 2010

Myra Carpenter, Notary Public
August 9, 2013

STATEMENT AS OF MARCH 31, 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	202,422,292		202,422,292	156,905,495
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks	26,942,313		26,942,313	26,798,974
3. Mortgage loans on real estate:				
3.1 First liens	27,600,000		27,600,000	27,600,000
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)	95,335		95,335	121,387
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$ (5,491,368)), cash equivalents (\$172,993,662) and short-term investments (\$48,670,553)	216,172,847		216,172,847	134,666,358
6. Contract loans (including \$premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	0		0	0
9. Receivables for securities			0	0
10. Aggregate write-ins for invested assets	0	0	0	0
11. Subtotals, cash and invested assets (Lines 1 to 10)	473,232,787	0	473,232,787	346,092,214
12. Title plants less \$charged off (for Title insurers only)			0	0
13. Investment income due and accrued	2,071,074		2,071,074	1,620,053
14. Premiums and considerations:				
14.1 Uncollected premiums and agents' balances in the course of collection	15,819,646	244,358	15,575,288	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
14.3 Accrued retrospective premiums	28,847,495		28,847,495	12,584,048
15. Reinsurance:				
15.1 Amounts recoverable from reinsurers			0	0
15.2 Funds held by or deposited with reinsured companies			0	0
15.3 Other amounts receivable under reinsurance contracts			0	0
16. Amounts receivable relating to uninsured plans	13,413,555	15,505	13,398,050	8,105,406
17.1 Current federal and foreign income tax recoverable and interest thereon			0	0
17.2 Net deferred tax asset	64,675,517	56,953,330	7,722,187	11,740,306
18. Guaranty funds receivable or on deposit			0	0
19. Electronic data processing equipment and software	448,665	45,718	402,947	489,166
20. Furniture and equipment, including health care delivery assets (\$)	2,473,787	2,473,787	0	0
21. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
22. Receivables from parent, subsidiaries and affiliates			0	7,512,841
23. Health care (\$4,991,220) and other amounts receivable	8,835,543	3,382,509	5,453,034	5,594,208
24. Aggregate write-ins for other than invested assets	152,468,807	151,206,522	1,262,285	0
25. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 11 to 24)	762,286,876	214,321,729	547,965,147	405,427,583
26. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
27. Total (Lines 25 and 26)	762,286,876	214,321,729	547,965,147	405,427,583
DETAILS OF WRITE-INS				
1001.			0	0
1002.			0	0
1003.			0	0
1098. Summary of remaining write-ins for Line 10 from overflow page	0	0	0	0
1099. Totals (Lines 1001 through 1003 plus 1098) (Line 10 above)	0	0	0	0
2401. Federal Contingency Reserve	1,262,285		1,262,285	0
2402. Intangible Asset Related to Acquired Membership	149,690,919	149,690,919	0	0
2403. Prepaid Commissions	1,016,320	1,016,320	0	0
2498. Summary of remaining write-ins for Line 24 from overflow page	499,283	499,283	0	0
2499. Totals (Lines 2401 through 2403 plus 2498) (Line 24 above)	152,468,807	151,206,522	1,262,285	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ 11,221,978 reinsurance ceded).....	192,885,632	7,494,446	200,380,078	152,850,096
2. Accrued medical incentive pool and bonus amounts	2,390,474		2,390,474	1,987,544
3. Unpaid claims adjustment expenses	3,950,870		3,950,870	2,827,095
4. Aggregate health policy reserves	31,751,987		31,751,987	27,960,947
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves	211,290	8,210	219,500	627,000
8. Premiums received in advance	17,571,076		17,571,076	17,888,474
9. General expenses due or accrued	10,931,151		10,931,151	10,098,459
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	0
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	20,636,427		20,636,427	0
16. Derivatives.....			0	0
17. Payable for securities	1,200,000		1,200,000	0
18. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
19. Reinsurance in unauthorized companies			0	0
20. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
21. Liability for amounts held under uninsured plans	15,755,598		15,755,598	8,999,147
22. Aggregate write-ins for other liabilities (including \$ 15,999,090 current)	18,668,579	0	18,668,579	6,573,807
23. Total liabilities (Lines 1 to 22).....	315,953,084	7,502,656	323,455,740	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
27. Gross paid in and contributed surplus	XXX	XXX	416,255,377	414,118,594
28. Surplus notes	XXX	XXX		0
29. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
30. Unassigned funds (surplus)	XXX	XXX	(193,993,970)	(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	224,509,407	175,615,014
33. Total liabilities, capital and surplus (Lines 23 and 32)	XXX	XXX	547,965,147	405,427,583
DETAILS OF WRITE-INS				
2201. Reinsurance Payable.....	13,019,090		13,019,090	
2202. Miscellaneous Liability.....	3,101,466		3,101,466	3,688,217
2203. Medicare Risk Adjustment Payable.....	1,900,000		1,900,000	2,885,590
2298. Summary of remaining write-ins for Line 22 from overflow page	648,023	0	648,023	0
2299. Totals (Lines 2201 through 2203 plus 2298) (Line 22 above)	18,668,579	0	18,668,579	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	1,150,427	1,127,848	4,688,908
2. Net premium income (including \$ 0 non-health premium income).....	XXX	474,392,564	445,236,524	1,767,233,548
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	(4,221)	8,560	(19,089)
4. Fee-for-service (net of \$ medical expenses).....	XXX		0	0
5. Risk revenue.....	XXX		0	0
6. Aggregate write-ins for other health care related revenues.....	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues.....	XXX	0	0	0
8. Total revenues (Lines 2 to 7).....	XXX	474,388,343	445,245,084	1,767,214,459
Hospital and Medical:				
9. Hospital/medical benefits.....	14,607,981	371,852,994	331,949,221	1,336,079,607
10. Other professional services.....		7,547,116	1,426,787	30,723,282
11. Outside referrals.....			0	0
12. Emergency room and out-of-area.....	1,087,522	10,392,220	10,257,984	41,973,734
13. Prescription drugs.....		53,091,959	50,738,496	185,191,073
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		499,505	12,070,282	1,768,284
16. Subtotal (Lines 9 to 15).....	15,695,503	443,383,794	406,442,770	1,595,735,980
Less:				
17. Net reinsurance recoveries.....		23,751,720	27,067,201	81,515,627
18. Total hospital and medical (Lines 16 minus 17).....	15,695,503	419,632,074	379,375,569	1,514,220,353
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 1,595,279 cost containment expenses.....		10,344,692	10,412,205	36,956,531
21. General administrative expenses.....		56,642,485	66,348,918	219,225,645
22. Increase in reserves for life and accident and health contracts (including \$0 increase in reserves for life only).....		20,857	8,800	(3,404,454)
23. Total underwriting deductions (Lines 18 through 22).....	15,695,503	486,640,108	456,145,492	1,766,998,075
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX	(12,251,765)	(10,900,408)	216,384
25. Net investment income earned.....		2,006,847	3,224,414	10,411,095
26. Net realized capital gains (losses) less capital gains tax of \$5,524.....		10,260	(206,328)	(806,402)
27. Net investment gains (losses) (Lines 25 plus 26).....	0	2,017,107	3,018,086	9,604,693
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)].....			0	0
29. Aggregate write-ins for other income or expenses.....	0	59,538	73,735	(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	(10,175,120)	(7,808,587)	(8,466,397)
31. Federal and foreign income taxes incurred.....	XXX	(1,812,422)	(1,424,710)	435,589
32. Net income (loss) (Lines 30 minus 31).....	XXX	(8,362,698)	(6,383,877)	(8,901,986)
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page.....	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above).....	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page.....	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above).....	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page.....	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above).....	0	0	0	0
2901. Miscellaneous Income.....		59,538	73,735	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	59,538	73,735	(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	(8,362,698)	(6,383,877)	(8,901,986)
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$	114,463	(3,191,725)	1,717,339
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax	(19,810,000)	0	(33,560,812)
39. Change in nonadmitted assets	20,267,543	1,300,959	51,466,812
40. Change in unauthorized reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles		0	0
44. Capital Changes:			
44.1 Paid in		0	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in	2,136,782	0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders		0	0
47. Aggregate write-ins for gains or (losses) in surplus	54,548,303	0	(12,374,870)
48. Net change in capital and surplus (Lines 34 to 47)	48,894,393	(8,274,643)	(1,653,517)
49. Capital and surplus end of reporting period (Line 33 plus 48)	224,509,407	168,993,888	175,615,014
DETAILS OF WRITE-INS			
4701. Correction of Prior Period Errors.....	54,548,303		(12,374,870)
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	54,548,303	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	456,734,544	439,999,308	1,772,069,395
2. Net investment income	1,861,376	3,264,123	12,246,776
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	458,595,920	443,263,431	1,784,316,171
5. Benefit and loss related payments	368,329,346	407,089,264	1,541,756,529
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	54,242,072	62,297,356	229,254,312
8. Dividends paid to policyholders		0	0
9. Federal and foreign income taxes paid (recovered) net of \$ 5,524 tax on capital gains (losses)	(1,806,897)	(1,535,809)	1,373
10. Total (Lines 5 through 9)	420,764,521	467,850,811	1,771,012,214
11. Net cash from operations (Line 4 minus Line 10)	37,831,399	(24,587,380)	13,303,957
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	9,790,639	27,775,606	149,369,935
12.2 Stocks	0	12,203,144	13,166,644
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	(1,435)	0	(969)
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	9,789,204	39,978,750	162,535,610
13. Cost of investments acquired (long-term only):			
13.1 Bonds	55,598,591	31,336,740	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)	55,598,591	31,336,740	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)	(45,809,387)	8,642,010	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	2,136,783	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	12,374,870
16.6 Other cash provided (applied)	87,347,694	7,056,193	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)	89,484,477	7,056,193	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)	81,506,489	(8,889,177)	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)	216,172,847	10,115,160	134,666,358

STATEMENT AS OF MARCH 31, 2010 OF THE Humana Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	365,674	18,269	236,528	2	0	0	22,987	87,888	0	0
2. First Quarter	383,425	18,162	228,390	2	0	0	25,437	111,434	0	0
3. Second Quarter	0	0	0	0	0	0	0	0	0	0
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	1,150,427	54,488	690,904	6			76,318	328,711		
Total Member Ambulatory Encounters for Period:										
7. Physician	569,087	23,282	178,734				134,483	232,588		
8. Non-Physician	461,365	19,968	190,975				52,405	198,017		
9. Total	1,030,452	43,250	369,709	0	0	0	186,888	430,605	0	0
10. Hospital Patient Days Incurred	40,729	965	9,760				4,404	25,600		
11. Number of Inpatient Admissions	8,985	258	2,321				1,434	4,972		
12. Health Premiums Written (a).....	507,832,626	5,724,174	196,298,990	3,595			28,303,925	277,501,942		
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	507,828,405	5,719,953	196,298,990	3,595			28,303,925	277,501,942		
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	394,090,532	5,094,373	166,234,493	1,529			21,223,797	201,536,340		
18. Amount Incurred for Provision of Health Care Services	443,383,794	4,835,160	172,487,950	1,529			25,099,550	240,959,605		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 277,501,942

7

STATEMENT AS OF MARCH 31, 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 HOSPITAL	17,398	6,203	5,376	2,482	10,880	42,339
ACCESS MEDIQUIP LLC	416		11,157	90		11,663
ACCREDITO HEALTH GROUP	13,308					13,308
ADV LUTHERAN GEN HOSPITAL	21,617					21,617
ADVANCED FAMILY SURGERY CENTER	22,822					22,822
ADVENTIST GLEN OAKS HOSPITAL	6,395	23,765		235		30,395
ADVENTIST HINSDALE HOSPITAL	45,786				7,014	52,800
ADVOCATE CHRIST MEDICAL CTR	1,024,428	412,659	984		3,370	1,441,441
ADVOCATE CONDELL MEDICAL CENTER	25,442					25,442
ADVOCATE CONDELL MEDICAL CTR	15,094				67,263	82,357
ADVOCATE GOOD SAMARITAN	145,337	37,582	14,410		573	197,902
ADVOCATE GOOD SHEPHERD HOSPITAL	1,187	1,095			16,358	18,641
ADVOCATE HOME HEALTH SERVICES	10,560	681			1,954	13,194
ADVOCATE LUTHERAN GENERAL HOSPITAL	180,090	6,924	10,141		5,877	203,032
ADVOCATE NORTHSIDE HEALTH SYSTEM	177,090	23,983	4,410		2,400	207,884
ADVOCATE SOUTH SUBURBAN HOSPITAL	29,003	2,835	491			32,329
ADVOCATE SW AMBULATORY SURGERY	1,500	1,077	737	504	47,994	51,813
ADVOCATE TRINITY HOSPITAL	150,519	8,635	2,698		1,953	163,804
AESTHETIC PLASTIC SURGERY	12,331					12,331
ALDEN LAKE LAND REHABILITATION	14,789	3,771				18,559
ALDEN NORTHMOOR REHAB	2,378	1,358			8,283	12,019
ALDEN POPLAR CREEK REHAB	11,083					11,083
ALDEN WATERFORD REHAB	21,845	10,475			1,375	33,694
ALEXIAN BROTHERS MEDICAL CTR	157,039	4,511	218			161,768
ALL CHILDRENS HOSPITAL	7,928	4,104		610		12,643
AMANDEEP SINGH MD	17,343					17,343
AMERICANA HLTHCARE CTR OAKLAWN					20,702	20,702
AMG DIALYSIS CENTERS	14,126					14,126
APRIA HEALTHCARE INC	7,433	2,396	2,272	960	4,019	17,080
APRIA HEALTHCARE INC	25,028					25,028
ARH REGIONAL MEDICAL CENTER	8,535	3,684	3,990		3,645	19,853
ARH WHITESBURG	25,123	504	3,030		1,034	29,691
ARIZONA REGIONAL MEDICAL	13,353					13,353
ARROWHEAD HOSPITAL	7,793	36,444				44,237
ARTHUR P SANFORD	10,285					10,285
ASHLEY HEALTH AND REHAB	19,626					19,626
ATP ANESTHESIA LLC					149,282	149,282
ATRIUM MEDICAL CENTER	18,935				333	19,267
AURORA ANESTHESIA ASSOCIATES					79,325	79,325
AURORA CHICAGO LAKESHORE	11,994					11,994
AURORA HEALTH CARE METRO INC	61,120	20,506	71,746	439	355,231	509,042
AURORA MEDICAL CENTER HARTFORD	10,115				365	10,480
AURORA SHEBOYGAN MEMORIAL MEDICAL	23,571				20,589	44,160
BANNER BAYWOOD HEART HOSPITAL					32,470	32,470
BANNER BAYWOOD HEART HOSPITAL	186,237					186,237
BANNER BAYWOOD MEDICAL CENTER	20,156					20,156
BANNER BAYWOOD MEDICAL CENTER	138,043	7,509				145,552
BANNER BAYWOOD RHODES REHAB	19,532					19,532
BANNER BOSWELL MEDICAL CENTER	7,793				75,471	83,265
BANNER BOSWELL MEDICAL CENTER	101,558	14,693				116,250
BANNER DEL E WEBB MED CTR	25,936				2,483	28,419
BANNER DEL E WEBB MEDICAL CTR	26,468					26,468
BANNER DESERT MEDICAL CENTER	13,424	3,103				16,526
BANNER DESERT MEDICAL CENTER	262,835	2,762				265,597
BANNER ESTRELLA MEDICAL CENTER	3,654				46,845	50,499

STATEMENT AS OF MARCH 31, 2010 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
BANNER ESTRELLA MEDICAL CENTER	80,548					80,548
BANNER GOOD SAM MEDICAL CTR	241,404	18,190				259,594
BANNER GOOD SAMARITAN MEDICAL	1,322	12,557			48,232	62,111
BANNER THUNDERBIRD MED CENTER	192,293	97,577			3,572	293,441
BANNER THUNDERBIRD MEDICAL CENTER	14,524				33,131	47,656
BAPTIST HOSPITAL	106,621	5,136		71,991	8,259	192,007
BAPTIST HOSPITAL EAST	84,341	22,356	5,888	23,453	5,419	141,457
BAPTIST HOSPITAL EAST	27,784				1,012	28,796
BAPTIST LUTHERAN MEDICAL					14,060	14,060
BAPTIST MEDICAL CENTER	2,964	16,975				19,938
BAPTIST MEDICAL CENTER		35,152				35,152
BAPTIST MEDICAL CENTER BEACHES	84				37,673	37,757
BAYFRONT MEDICAL CENTER		18,018				18,018
BEHZAD AALAEI		13,936				13,936
BELLIN MEMORIAL HOSPITAL INC	22,300	1,253	545			24,097
BERKSHIRE NURSING & REHAB	10,955					10,955
BETHESDA HOSPITAL INC	145,042	19,848	1,442	3,418	4,889	174,640
BLAKE MEDICAL CENTER	17,905					17,905
BLAKE MEDICAL CENTER	57,017					57,017
BLOUNT MEMORIAL HOSPITAL	24,710		239			24,949
BLUE ASH DIALYSIS					42,772	42,772
BLUE RIVER REHABILITATION CTR	10,908					10,908
BMA HARDIN COUNTY	18,100					18,100
BON SECOURS ST FRANCIS HEALTH	27,840					27,840
BOULDER COMMUNITY HOSPITAL	4,712	8,121			32	12,864
BRANDON REGIONAL HOSPITAL	37,789					37,789
BRANDON REGIONAL HOSPITAL	64,540	10,142				74,681
BROWARD GENERAL MEDICAL CTR	13,391					13,391
CAMERON REGIONAL MEDICAL CENTER	11,587					11,587
CARDINAL HILL REHABILITATION HOSPITAL	53,479	16,073	34,154		70,563	174,269
CARDIONET INC	12,660	3,005				15,665
CARESOURCE OH		13,386		103		13,488
CARMEL HILLS HEALTHCARE	18,234	9,916				28,150
CARMEN KAVALI	10,284					10,284
CARONDELET HEALTH NETWORK	53,231					53,231
CASS REGIONAL MEDICAL CENTER	134,220					134,220
CATHOLIC HEALTH PARTNERS SVS	23,133	9,863				32,996
CENTENNIAL HILLS HOSP MED CTR		119,460				119,460
CENTENNIAL MEDICAL CENTER	43	15,143				15,186
CENTENNIAL MEDICAL CNTR AT ASH					26,611	26,611
CENTERPOINT MEDICAL CENTER	523,309	127,950				651,259
CENTRAL BAPTIST HOSPITAL	148,843	2,831	157		32,173	184,004
CENTRAL CALIFORNIA URGENT CARE	29,311	834	723	1,098	328,388	360,353
CENTRAL DUPAGE HOSPITAL	28,954	14,651		170	7,453	51,229
CHANDLER REGIONAL HOSPITAL	22,607	6,317			113,352	142,276
CHANDLER REGIONAL HOSPITAL	72,110	20,117			97,131	189,358
CHEVY CHASE NURSING AND	10,569					10,569
CHICAGO ANESTHESIA ASSOCIATES	3,530	381	2,183	1,750	5,752	13,595
CHICAGO DEPT REV CFD EMS	10,601					10,601
CHICAGO PROSTATE CANCER CENTER	35,869	2,515	4,949			43,333
CHILDRENS HOSP DME	2,248	3,794	14	4,461	15,908	26,424
CHILDRENS HOSP HOME HEALTH	34,317	6,471	279		10,699	51,767
CHILDRENS HOSP LAB	5,674	1,032	1,033	4,078	799	12,616
CHILDRENS HOSPITAL MEDICAL CENTER	211,241	20,611	4,766	2,605	100,586	339,809
CHILDRENS HOSPITAL OF WISCONSIN	28,574	118	455	21	1,942	31,109
CHILDRENS MEMORIAL HOSPITAL	174		62,546		1,160	63,880

STATEMENT AS OF MARCH 31, 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
CHILDREN'S MEMORIAL SPECIALTY	14,815					14,815
CHILDRENS MERCY HOSPITAL	30,305		148	2,237		32,689
CHRIST HOSPITAL	319,579	16,231	397	1,150	39,855	377,212
CHRISTOPHER JOHNSON		11,973				11,973
CHRISTOPHER TOMARAS	11,140					11,140
CLARIAN HEALTH PARTNERS	21,581					21,581
CLARK MEMORIAL HOSPITAL	6,962	2,454	1,253		91	10,760
CLEMENT MANOR INC	8,835	1,580			1,512	11,927
CLEVELAND CLINIC FOUNDATION HOSPITAL	78,255	2,727			481	81,463
COLUMBIA ST MARYS HOSPITAL MIL	1,392		51	16	12,933	14,392
COMMUNITY HOSPITAL	17,033	2,106				19,139
COMMUNITY MEMORIAL HOSPITAL OF	11,157	7,067			3,642	21,865
COMPREHENSIVE BLEEDING DISORDER	23,739					23,739
COPLEY MEMORIAL HOSPITAL	146,451	20,131	1,624		170,056	338,262
COUNTRYSIDE CARE CENTRE	18,331		1,838		14,660	34,829
CRESTWOOD CARE CENTRE	13,753					13,753
CSM COMMUNITY PHYSICIANS	14,868				89	14,957
CURATORS OF THE UNIV OF MO DBA	9,628	793				10,420
DAVITA TAYLOR COUNTY DIALYSIS					134,038	134,038
DAY SURGERY FACILITIES	39,910	20,850	7,722	6,286	1,750,213	1,824,980
DCA BERWYN	6,190	7,939				14,129
DECATUR MEMORIAL HOSPITAL	13,614					13,614
DELMAR GARDENS OF LENEXA	17,775					17,775
DELMAR GARDENS OF OVERLAND PK	7,749				2,640	10,389
DERMATOLOGY & SKIN CANCER SPECIALISTS	15,276					15,276
DES PERES HOSPITAL					10,869	10,869
DIAGNOSTIC IMAGING CENTERS PA	21,012					21,012
DIALYSIS CENTERS OF AMERICA	120,873	75,013				195,886
DIALYSIS CLINIC INC	8,430				10,308	18,738
DIALYSIS CLINIC INC	30,034	1,417				31,451
DIALYSIS CTRS OF AMERICA					16,825	16,825
DIALYSIS CTRS OF AMERICA PRAIR	8,069	62,779				70,848
DISCOVER VISION CENTERS	340			99	33,544	33,984
DISCOVER VISION SURGERY & LASER	466	1,493	1,874	3,711	235,768	243,312
DOCTORS HOSPITAL	32,114					32,114
DREYER AMBULATORY SURGERY	6,581				45,172	51,753
DSI HAZELCREST RENAL CENTER	21,864					21,864
DSI LOOP-LOOP HOME RENAL CENTER	39,117					39,117
DSI WAUKEGAN RENAL CENTER	74,987					74,987
EDWARD HOSPITAL	103,482	7,347			746	111,575
EDWARD VILLAFLORES MD		860	4,905		26,414	32,179
ELMHURST MEMORIAL HEALTH SYSTEM		14,721				14,721
ELMHURST MEMORIAL HOSPITAL	10,195		233			10,428
ELMHURST MEMORIAL HOSPITAL	122,724	2,310	137	154		125,326
EMORY UNIVERSITY HOSPITAL	26,259	152	738	5,816		32,964
EVANGELICAL HOSPITAL CORP	33,393	12,374	15,792	11,892	4,656,910	4,730,361
EVANSTON HOSPITAL CORP OUTPATIENT	16,735				65	16,800
EVERGREEN HEALTH CENTER	358	511	538	266	16,097	17,769
EVERGREEN HEALTHCARE CENTER	6,104				4,120	10,224
EXEMPLA GOOD SAMARITAN MED	14,601					14,601
EXEMPLA LUTHERAN MEDICAL CENTER	34,498					34,498
EXEMPLA LUTHERAN MEDICAL CTR	56,594	30,832				87,426
EXEMPLA SAINT JOSEPH HOSPITAL	25,749					25,749
EXEMPLA SAINT JOSEPH HOSPITAL		12,808				12,808
EYE SURGERY CENTER	2,570	2,570	662	2,164	222,548	230,514
FAIRMONT CARE CENTER	1,787				12,765	14,553

STATEMENT AS OF MARCH 31, 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
FLAGET MEMORIAL HOSPITAL.....			18	10,646		10,664
FLORIDA CANCER SPECIALISTS PL.....	13,187					13,187
FLORIDA HOSPITAL MEDICAL CENTER.....	79,053					79,053
FLORIDA ORTHOPAEDIC INSTITUTE.....	27,961	6,048			10,572	44,580
FLOWERS HOSPITAL.....					12,315	12,315
FMC DIALYSIS SERVICES BURBANK.....	57,076					57,076
FOREIGN HOSPITAL.....			1,303		14,372	15,675
FORT SANDERS REGIONAL INFUSION.....	35,723					35,723
FORT SANDERS REGIONAL MEDICAL.....	56,023	1,344				57,367
FOSTER G MCGAW HOSPITAL.....	256,593	6,359		241	329	263,522
FRANK CLAYTON.....					10,792	10,792
FROEDTERT MEMORIAL LUTHERAN HOSPITAL.....	14,731	2,411	212	271	32,160	49,784
GENERAL PHYSICIAN SERVICES.....	32,529	3,048				35,577
GENTIVA HEALTH SERVICES.....	8,991	1,589				10,580
GEORGE S SIDHOM MD PA.....		12,370				12,370
GEORGETOWN COMMUNITY HOSPITAL.....	15,835	663			57	16,555
GERARDO ZAVALA II.....					20,240	20,240
GLENVIEW TERRACE NURSING CTR.....	7,317	5,014				12,331
GOLDEN LIVINGCENTER-SHEBOYGAN.....	92	2,309	2,991	1,554	8,417	15,364
GOLDEN VALLEY MEMORIAL.....	13,265					13,265
GONZALO G HERNANDEZ MD.....	12,776					12,776
GOOD SAMARITAN HOSPITAL.....	509,789	1,879	1,002	5,018	63,954	581,641
GOTTLIEB MEMORIAL HOSPITAL.....	143,561	141				143,702
GRANDVIEW HOSPITAL & MED CTR.....	16,315					16,315
GREATER LAS VEGAS DIALYSIS LLC.....	25,655	9,265				34,920
GREENE MEMORIAL HOSPITAL.....	1,479	639		84	8,353	10,554
GREENVILLE HOSPITAL SYSTEMS.....	31,068					31,068
GREENVILLE MEMORIAL HOSPITAL.....	1,068			76,612		77,680
GWINNETT MEDICAL CENTER - DULU.....	2,293	13,628	46			15,966
H LEE MOFFITT CANCER CENTER.....	44,992	502	719	1,400	3,485	51,100
H LEE MOFFITT CANCER CENTER.....	18,061	2,471				20,532
HARDIN MEMORIAL HOSPITAL.....	10,667	347	45	158	2,849	14,065
HARLAN ARH.....	6,936	3,438	175	1,312	524	12,386
HEALTHSOUTH REHAB HOSP OF VA.....	13,335					13,335
HEALTHSOUTH REHABILITATION HOSPITAL.....	32,367					32,367
HEART OF AMERICA SURGERY CTR.....	1,086				1,210,924	1,212,010
HEART OF FLORIDA REGIONAL MEDICAL.....	13,078					13,078
HEARTLAND OF WOODRIDGE.....	6,434	4,866				11,300
HELEN ELLIS MEMORIAL HOSPITAL.....					13,027	13,027
HOLY CROSS HOSPITAL.....	26,658	6,702	24,410		6,498	64,269
HOLY FAMILY MEDICAL CENTER.....	74,290	73				74,363
HUGH HYATT.....	11,520					11,520
HUNTSVILLE HOSPITAL.....	15,869					15,869
IASIS GLENWOOD REGIONAL MEDICAL.....	16,583					16,583
ILLINOIS DEPARTMENT OF PUBLIC.....	22,874	8,614		6		31,494
ILLINOIS DEPT OF HEALTHCARE.....	27,815	9,888	680	172	25	38,580
ILLINOIS DEPT OF PUBLIC AID.....	33,248	18,710				51,957
ILLINOIS MASONIC MEDICAL CTR.....					82,957	82,957
ILLINOIS SPORTS MEDICINE OTHO.....		11,075				11,075
ILLINOIS VALLEY COMMUNITY HOSPITAL.....	16,329		319			16,648
IN HOME HEALTH INC.....	11,472	1,216				12,688
INGALLS MEMORIAL HOSPITAL.....	22,737	1,723			2,954	27,414
INTEGRIS BAPTIST MEDICAL CENTER.....	27,918					27,918
INTERIM HEALTHCARE OF KC INC.....	11,048	3,542			2	14,592

STATEMENT AS OF MARCH 31, 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
IZZO & ALKIRE MD PA.....	18,554					18,554
JACKSON MEMORIAL HOSPITAL.....	19,176				419,323	438,499
JACKSON PARK HOSPITAL.....	24,561				200	24,761
JACKSON PURCHASE MEDICAL CTR.....	1,521	164			9,743	11,429
JAMES ESSELL.....	10,489					10,489
JEWISH HOSPITAL INC.....	158,582	5,560	1,943	998	73,516	240,599
JEWISH HOSPITAL INC.....	18,724	127				18,851
JEWISH HOSPITAL LLC.....	25,238	1,802	5,949	1,048	56,417	90,453
JH STROGER HOSPITAL OF COOK.....	16,996	45,510			754	63,259
JOHANNA B CHOOKASZIAN MD.....	1,776		1,808		78,694	82,277
JOHN C LINCOLN DEER VALLEY.....	33,945					33,945
JOHN C LINCOLN HOSP N MOUNTAIN.....	149,491					149,491
JOHN C LINCOLN HOSPITAL DEER V.....	3,008	328			52,534	55,870
JOHN KNOX VILLAGE.....	26,986				3,164	30,150
JOHN ZUBKUS.....	4,031	116	3,348	3,378	62	10,935
JOHNSON CITY MEDICAL CENTER.....	8,705	3,565			85	12,355
KANSAS CITY CANCER CENTER.....	54,220				58	54,278
KANSAS CITY ORTHOPAEDIC INSTITION.....	13,972					13,972
KARMANOS CANCER CENTER.....	22				16,824	16,846
KCI USA INC.....	10,966					10,966
KENTUCKY RIVER MEDICAL CENTER.....	663	8,855	1,644			11,163
KETTERING MEDICAL CENTER SYCAMORE.....	36,911			75	1,684	38,670
KETTERING MEMORIAL HOSPITAL.....	59,791	237				60,028
KEVIN L SCOTT MD.....	11,086					11,086
KIERNAN EXTENDED CARE.....	9,551	8,319	4,811		45,019	67,701
KINDRED HOSPITAL SYCAMORE.....	32,825					32,825
KOSAIR CHILDRENS HOSPITAL.....	2,084	1,944	2,936		4,873	11,837
LABCORP OF AMERICA HOLDINGS.....	20,122	8,080	3,749	2,114	3,127	37,193
LABORATORY CORP OF AMERICA.....	11,624	617			30	12,271
LAFAYETTE REGIONAL HEALTH CTR.....	9,390			2,999	32,802	45,191
LAGRANGE MEMORIAL HOSPITAL.....	29,816		1,152			30,968
LAKE CUMBERLAND REGIONAL HOSPITAL.....	25,713	15,117	691			41,520
LAKEVIEW ANESTHESIA LLC.....					28,378	28,378
LAKELAY REGIONAL HOSPITAL.....	24,685	207				24,891
LARGO MEDICAL CENTER.....					187,932	187,932
LARS SVENSSON.....			13,964			13,964
LASER SPINE INSTITUTE LLC.....		13,722	8,816	378	9,798	32,714
LASER SPINE SURGICAL CENTER.....		12,944			11,218	24,162
LCC OF KANSAS CITY.....	5,216	1,814		13,835		20,866
LEES SUMMIT MEDICAL CENTER.....	213,435	3,317			777	217,529
LEXINGTON HC CNT CHICAGO RIDGE.....	11,544	18,237				29,781
LIBERTY HOSPITAL.....	17,367	365				17,732
LINCARE INC.....	23,624	178				23,802
LINCOLN TRAIL BEHAVIORAL HEALTH.....	1,654	8,612		7,855		18,120
LINDEN GROVE INC.....				63	12,340	12,403
LINDENGROVE INC.....	473	284	2,123	21,708	1,402	25,989
LITTLE CO OF MARY HOSPITAL.....	65,931	570		64	55,726	122,291
LITTLE COMPANY OF MARY HOSPITAL.....	25,923					25,923
LITTLETON ADVENTIST HOSPITAL.....	54,745					54,745
LORETTO HOSPITAL.....	271				25,227	25,498
LOUISVILLE KY VAMC.....	8,818	2,106	825		80	11,830
LOURDES HOSPITAL.....	25,313			18,012		43,326
LUTHERAN GENERAL HOSPITAL INC.....					32,795	32,795
M RAMEZ SALEM MD & ASSOCIATES.....					174,624	174,624
MACNEAL HEALTH PROVIDERS.....		10,009			3,742	13,751

STATEMENT AS OF MARCH 31, 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
MACNEAL HEALTH PROVIDERS INC.....	3,985	1,171	4,379	2,167	40,545	52,247
MANAGEMENT AND NETWORK SERVICE.....	11,705					11,705
MANOR CARE OF OAK LAWN WEST LL.....	6,928	6,406				13,334
MANORCARE HEALTH SERVICES.....	23,151	152				23,303
MANORCARE HEALTH SERVICES LLC.....	14,258					14,258
MARICOPA HEALTH SYSTEM.....	55,752					55,752
MARTIN MEMORIAL MEDICAL CENTER.....	48,222					48,222
MARYVALE HOSPITAL.....	43,860					43,860
MAYO CLINIC ROCHESTER.....	7,500	3,928	466	668	4,812	17,374
MCCULLOUGH HYDE MEMORIAL HOSPITAL.....	11,707	631	1,199	1,333	9,638	24,508
MD ANDERSON CANCER CENTER.....	15,481		11,418			26,898
MEDICAL CENTER OF PLANO.....	14,774					14,774
MEDICALODGE POST ACUTE CARE.....	15,024					15,024
MEDICOR HEALTHCARE INC.....	5,087	4,267	1,670		945	11,968
MEMORIAL HEALTH SYSTEM.....	72,065	1,218	70			73,353
MEMORIAL HEALTH SYSTEM.....	23,879	8,815				32,694
MEMORIAL HOSPITAL HOME HEALTH.....	12,472					12,472
MEMORIAL HOSPITAL OF TAMPA.....	9,926	14,227				24,152
MEMORIAL HOSPITAL PEMBROKE.....	817	36,543				37,361
MEMORIAL HOSPITAL WEST.....	12,787	55			318	13,160
MENORAH MEDICAL CENTER.....	241,367	17,897			28,445	287,708
MERCY CTR FOR HEALTH CARE OF.....	184				14,251	14,435
MERCY FRANCISCAN HOSP WESTERN.....	3,508	7,259	236	75	5,665	16,745
MERCY FRANCISCAN HOSPITAL MT A.....	14,946	18		385	3,604	18,953
MERCY FRANCISCAN WEST PARK.....		2,353	2,285	2,211	4,496	11,346
MERCY GILBERT MEDICAL CENTER.....	140,271				46,244	186,515
MERCY HOSPITAL.....	41,245	731				41,976
MERCY HOSPITAL & MEDICAL CTR.....	103,205	28	493	154	16,918	120,798
MERCY HOSPITAL ANDERSON.....	3,196	479	319	669	18,377	23,040
MERCY HOSPITAL CLERMONT.....	5,129	383	483	847	3,699	10,541
MERCY HOSPITAL FAIRFIELD.....	23,092	32	1,497	1,845	13,892	40,357
MERCY MEDICAL CENTER.....	109,871	21,060				130,931
MERCY MEDICAL CENTER ST MARYS.....	52,548	2,027	38			54,613
MERCY WALWORTH MEDICAL CENTER.....	1,403	823	224	230	62,607	65,288
METHODIST HOSPITALS.....	12,404			724		13,128
METHODIST MANOR HEALTH CENTER.....	2,370	79		4,604	4,438	11,491
METHODIST MEDICAL CENTER.....	28,235	3,071	1,137			32,444
METROSOUTH MEDICAL CENTER.....	16,137					16,137
METROSOUTH MEDICAL CENTER.....	30,987	19,556			1,882	52,425
MIAMI VALLEY HOSPITAL.....	113,333				10,308	123,641
MICHAEL C STILES MD.....					13,607	13,607
MICHAEL KOMMOR.....	14,701					14,701
MICHAEL REESE ANESTHESIA ASSC.....					51,548	51,548
MICHAEL REESE HOSP & MED CTR.....					30,302	30,302
MID AMERICA REHAB HOSPITAL.....	96,287					96,287
MIDDLE TENNESSEE MEDICAL CENTER.....	12,888	247				13,135
MIDTOWN SURGICAL CENTER.....	13,370					13,370
MIDWESTERN REGIONAL MEDICAL CENTER.....			16,720			16,720
MOBILE INFIRMARY.....	15,342					15,342
MONTEFIORE MEDICAL CENTER.....					18,944	18,944
MORNINGSIDE HEALTH CENTER.....		354	539	185	9,185	10,263
MORTON PLANT HOSPITAL.....	43,853	319				44,172
MOUNT SINAI HOSPITAL.....	98,449	708	785		9,622	109,565
MOUNTAIN VIEW HOSPITAL.....	13,719	301				14,019
MOUNTAIN VISTA MEDICAL CENTER.....	59,623					59,623
MOUNTAIN VISTA MEDICAL CENTER.....	22,766	441				23,207

STATEMENT AS OF MARCH 31, 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
MUNSTER MEDICAL RESEARCH FOUNDATION.....	8,104		5,114	61		13,279
NAPLES COMMUNITY HOSPITAL.....	30,774					30,774
NEOMEDICA EAST BELMONT DIALYSIS.....	14,774					14,774
NEOMEDICA HOFFMAN ESTATES.....	18,726		1,104			19,830
NEOMEDICA HOME DIALYSIS.....					13,027	13,027
NEOMEDICA MELROSE PARK.....		28,993				28,993
NEW LEBANON CARE AND REHABILITATION.....		6,546	390	1,561	4,985	13,483
NEW MARK CARE CENTER.....	17,877					17,877
NEWCASTLE PLACE INC.....	5,476	8,081	646		2,799	17,001
NNA AUSTIN NORTH.....	15,133					15,133
NNA AUSTIN ROUND ROCK.....	15,171					15,171
NORTH KANSAS CITY HOSPITAL.....	509,609	63,783				573,392
NORTH LOGAN MERCY HOSPITAL.....	12,778					12,778
NORTH SUBURBAN MEDICAL CENTER.....	59,457					59,457
NORTHERN COCHISE COMMUNITY HOSPITAL.....	13,823					13,823
NORTHKEY COMMUNITY CARE.....	7,560	126			4,788	12,474
NORTHLAND LT ACUTE CARE HOSPITAL.....	81,904					81,904
NORTHSHORE UNIV HEALTH SYS MEDICAL.....	44				40,488	40,532
NORTHSHORE UNIVERSITY HEALTHSYSTEM.....	88,306	4,248	620		5,943	99,117
NORTHSIDE CHEROKEE HOSPITAL IN.....	23,495	423	161			24,079
NORTHSIDE HOSPITAL.....	107,861	66,266	9,988	10,753	158,072	352,940
NORTHWEST COMMUNITY HOSPITAL.....	115,893	41,337	572			157,802
NORTHWEST MEDICAL CENTER.....	92,702					92,702
NORTHWESTERN MEMORIAL HOSPITAL.....	23,453	11,077	323			34,853
NORTHWESTERN MEMORIAL HOSPITAL.....	27,760	4,378	1,950		727	34,815
NORTHWESTERN NEUROSURGICAL.....					13,498	13,498
NORTHWESTERN UNIVERSITY STUDENT.....	758	2,881			7,975	11,613
NORTON AUDUBON HOSPITAL.....	133,605	2,910	2,220	4,837	547	144,118
NORTON BROWNSBORO HOSPITAL.....	46,951	7,830				54,781
NORTON HOSPITALS INC.....	301,999		17,453	565	1,866	321,883
NORTON SUBURBAN HOSPITAL.....	116,419	20,392	82	451	17,728	155,073
NORWEGIAN AMERICAN HOSPITAL.....	17,725	1			3,996	21,723
NRI BLUE RIVER VALLEY.....					48,883	48,883
NRI COVINGTON.....					87,211	87,211
NRI SOUTH HOLLAND.....	28,934					28,934
NW MEDICAL CENTER BENTONVILLE.....	35,959					35,959
OAK PARK HOSPITAL.....	32,439				201	32,641
ODJFS.....		29,680	100	209		29,989
OLATHE MEDICAL CENTER INC.....	71,705	44,818				116,523
OPTION CARE.....	1,739		2,084	265	9,899	13,987
OPTION CARE.....	10,837	388				11,224
ORLANDO REGIONAL HEALTHCARE SYSTEM.....	24,338					24,338
ORO VALLEY HOSPITAL.....	18,574					18,574
OUR LADY OF LOURDES MEDICAL CENTER.....		3,010	481	159,132		162,623
OUR LADY OF THE RESURRECTION.....	30,133	4,066				34,199
OVERLAND PARK REGIONAL MEDICAL.....	522,899	50,704			270,078	843,682
OVERLAND PARK SURGERY CENTER.....	50,381		2,091			52,472
OWENSBORO MEDICAL HEALTH SYSTEM.....	32,340	21,807				54,147
PALOS COMMUNITY HOSPITAL.....	80,084	469				80,553
PARADISE VALLEY HOSPITAL.....	29,530					29,530
PARAGON INFUSION CARE.....	11,454					11,454
PARK RIDGE ANESTHESIOLOGY LTD.....			5,894		21,285	27,179
PARKER ADVENTIST HOSPITAL.....	47,478					47,478
PARKWEST MEDICAL CENTER.....	26,380	1,681	6,512			34,574
PASCO REGIONAL MEDICAL CENTER.....					51,016	51,016
PASSPORT HEALTH PLAN.....		99,746			119	99,865

STATEMENT AS OF MARCH 31, 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
PAUL B HALL REGIONAL MED CTR.....	16,063			187	6,775	23,025
PHOENIX BAPTIST HOSPITAL.....	131,536					131,536
PHOENIX CHILDRENS HOSPITAL.....				2,522	182,408	184,930
PIEDMONT HOSPITAL.....	17,640					17,640
PIKEVILLE MEDICAL CENTER INC.....	47,518	6,856	181	203	3,832	58,589
POINTER TRAIL HEALTH AND REHAB.....	13,120					13,120
PORTER ADVENTIST HOSPITAL.....	98,225					98,225
PORTER HOSPITAL LLC.....	20,290	330		109		20,729
POUDRE VALLEY HOSPITAL.....	34,915					34,915
PRESBYTERIAN ST LUKES MEDICAL.....	43,863					43,863
PROFESSIONAL HOME CARE SERVICE.....					108,898	108,898
PROVENA MERCY MEDICAL CENTER.....	462,560	154,936				617,497
PROVENA ST JOSEPH HOSPITAL.....	51,775	13,564			754	66,093
PROVENA ST JOSEPH MEDICAL CTN.....	12,005	895	8,130		336	21,366
PROVENA ST MARYS HOSPITAL.....	35,275	733	928		400,608	437,545
PROVIDENCE HOSPITAL.....	10,626	29,383				40,009
PROVIDENCE MEDICAL CENTER.....	451,042	13,692				464,734
PROVIDENCE MEMORIAL HOSPITAL.....	158,491	88				158,579
PROVIDENCE PLACE.....	75,336					75,336
QUALITY ASSURED SERVICES.....	24,776					24,776
QUEST DIAGNOSTIC LLC.....	23,801	2,562	137	318		26,818
QUEST DIAGNOSTICS.....	13,340	4,632	2,614	1,065	16,298	37,950
RAPID CITY REGIONAL HOSPITAL.....					11,800	11,800
RAVEN DIALYSIS CENTER.....	26,162					26,162
RCG MERRIONETTE PARK.....	40,490	31,606				72,096
RCG VILLA PARK.....	17,529					17,529
REGENCY REHABILITATION.....	11,713					11,713
REHABCLINICS SPT INC.....	1,990	2,557	2,596	968	3,187	11,297
REHABILITATION HOSPITAL OF INDIANA.....	10,494					10,494
RESEARCH BELTON HOSPITAL.....	17,607	4,139				21,747
RESEARCH MEDICAL CENTER.....	7,514				41,575	49,089
RESEARCH MEDICAL CENTER.....	750,543	171,050				921,594
RESEARCH PSYCHIATRIC CENTER.....	17,507				2,100	19,607
RESURRECTION DBA ST JOSEPH HOSPITAL.....	18,680				1,923	20,603
RESURRECTION HEALTHCARE CORPORATION.....	12,783					12,783
RESURRECTION MED CENTER REHAB.....	72,591					72,591
RESURRECTION MEDICAL CENTER.....	193,401	7,875	207		7,154	208,636
RESURRECTION NURSING & REHAB.....	9,005	5,027				14,032
RICHARD E STEPHENSON MD.....	2,684	1,512	3,213		187,285	194,694
RIDGE CREST NURSING CENTER.....	4,744	5,632				10,376
ROBERT A SHRIFTER MD.....					41,469	41,469
ROBERT GRAHAM II.....					11,095	11,095
ROSE MEDICAL CENTER.....	28,590					28,590
ROSELAND COMMUNITY HOSP ASSN.....	82,055	1,513			1,771	85,340
ROSEWOOD RANCH.....	3,369	3,343	11,455	7,139		25,305
RUSH NORTSHORE MEDICAL CNTR.....	25,000	7,389				32,389
RUSH UNIVERSITY MEDICAL CENTER.....	28,058	845				28,903
RUSH UNIVERSITY MEDICAL CTR.....	13,952	6,100			61,591	81,642
S BALDWIN REGIONAL MEDICAL CTR.....	45,574					45,574
SACRED HEART MEDICAL CENTER.....	28,377					28,377
SAINT ANTHONY MEDICAL CENTER.....	8,598			299	8,818	17,715
SAINT ELIZABETH HOSP SNU.....	10,063					10,063
SAINT FRANCIS MEDICAL CENTER.....	29,269	3,595	3,024			35,888
SAINT JOSEPH LONDON.....	10,880	9,931				20,811
SAINTS MARY & ELIZABETH MEDICAL.....	69,409	3,352		2,360	2,733	77,854
SAINTS MARY AND ELIZABETH HOSPITAL.....	113,585	1,402	4,044	341	12,302	131,673

STATEMENT AS OF MARCH 31, 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
SAN JACINTO METHODIST HOSPITAL		16,364				16,364
SCHWAB REHAB CENTER	33,948					33,948
SCOTTSDALE HEALTHCARE OSBORN	2,528				111,052	113,579
SCOTTSDALE HEALTHCARE SHEA	24,022				88,912	112,934
SCOTTSDALE HEALTHCARE SHEA	110,051	2,250				112,301
SCOTTSDALE HEALTHCARE THOMPSON	31,692					31,692
SCOTTSDALE HLTH OSBORN	150,779	816		272		151,866
SELECT SPECIALTY HOSP NW INDIANA	165,400					165,400
SENIOR HORIZONS	18,512					18,512
SETON MEDICAL CENTER	17,766	10,000				27,765
SETON MEDICAL CTR OF WILLIAMSON	57,640	509	642	2,085	587	61,463
SETON NORTHWEST HOSPITAL	15,939				96	16,035
SHANDS JACKSONVILLE MED CTR	16,503					16,503
SHANDS UF	19,824					19,824
SHAWNEE MISSION MEDICAL CTR	113,144	20,278			17,913	151,335
SHELBY BAPTIST MEDICAL	13,575					13,575
SHERMAN HOSPITAL	18,652	3,675	454			22,782
SILVER CROSS HOSPITAL	13,629					13,629
SILVER CROSS HOSPITAL	13,567	1,310				14,877
SIRONA INFUSION LLC	7,186	437	159	175	24,341	32,297
SL IDELL MEMORIAL HOSPITAL	163,945	940				164,884
SOUTH FLORIDA BAPTIST HOSPITAL	8,462			5,327		13,788
SOUTH JERSEY HOSPITAL ELMER	13,555					13,555
SOUTH MIAMI HOSPITAL INC	33,337					33,337
SOUTH SHORE HOSPITAL	23,705		950		120	24,774
SOUTH SUBURBAN KIDNEY GROUP	46,471					46,471
SOUTHWEST DIAGNOSTIC IMAGING	14,753	65				14,818
SPRING MOUNTAIN TREATMENT CENTER	15,120					15,120
SPRING VALLEY MEDICAL CENTER	96,777					96,777
SPRINGFIELD REGIONAL MEDICAL CENTER			13,080			13,080
SSH ANESTHESIA LLC	788		788		62,591	64,166
SSKG INC D/B/A					17,118	17,118
ST ALEXIUS MEDICAL CENTER	195,285	12,348				207,633
ST ANTHONY HOSPITAL CENTRAL	356,915					356,915
ST ANTHONY HOSPITAL NORTH	31,194					31,194
ST ELIZABETH MEDICAL CENTER	123,779	10,281	2,866	8,844	10,236	156,006
ST ELIZABETH MEDICAL CENTER HOSPITAL			2,139		12,706	14,845
ST FRANCIS HOSP OF EVANSTON	37,583	1,651			5,314	44,548
ST FRANCIS HOSPITAL	22,846				57	22,903
ST FRANCIS MEDICAL CENTER	21,389					21,389
ST JAMES HOSPITAL MEDICAL CTR	52,234	3,897	16,912		7,171	80,214
ST JOHN HOSPITAL	24,259					24,259
ST JOSEPH EAST HOSPITAL	38,471	9,807	11,290		426	59,994
ST JOSEPH HOSPITAL REHAB UNIT	14,151					14,151
ST JOSEPHS HOSP AND MED CTR	141,944	10,904	24,152	22,268	7,207	206,476
ST JOSEPHS HOSPITAL	66,417	5,200				71,617
ST JOSEPHS HOSPITAL INC	82,190	426			503	83,119
ST JOSEPHS HOSPITAL MEDICAL CENTER		16,100			355,660	371,760
ST JOSEPHS HOSPITAL OF ATLANTA	220,299	2,358	27,611		21,060	271,328
ST JOSEPHS WOMENS HOSPITAL	10,074					10,074
ST LUKE HOSPITAL EAST	6,451	6,814	1,748	618	26,409	42,040
ST LUKE HOSPITAL WEST	47,583	3,329	3,668	1,093	34,794	90,468
ST LUKES BEHAVIORAL HOSPITAL	1,841	5,229		3,352		10,422
ST LUKES BEHAVIORAL HOSPITAL		10,866				10,866

STATEMENT AS OF MARCH 31, 2010 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
ST LUKES EAST HOSPITAL	14,466					14,466
ST LUKES EPISCOPAL HOSPITAL	17,695					17,695
ST LUKES HOSPITAL OF KANSAS CITY	102,901	11,195	226,296			340,392
ST LUKES MEDICAL CENTER					165,660	165,660
ST LUKES MEDICAL CENTER	17,622	131				17,753
ST MARGARET MERCY HEALTHCARE	37,513	9,918			1,197	48,628
ST MARY MEDICAL CENTER	14,752	2,250	1,208			18,210
ST MARYS HOSPITAL	74,977					74,977
ST MARYS MANOR	14,422					14,422
ST MARYS MEDICAL CENTER	79,704	30,577			13,382	123,663
ST MARYS OZAUKEE	8,404	1,313		103	3,608	13,428
ST NICHOLAS HOSPITAL	14,674	2,794		466	114	18,048
ST PETERS UNIVERSITY HOSPITAL		14,635				14,635
ST ROSE DOMINICAN HOSPITAL	147,632					147,632
ST ROSE DOMINICAN SIENA HOSPITAL		422,038		422,038	225,989	1,070,065
ST VINCENT HOSPITAL AND HEALTH	25,738					25,738
ST VINCENT MERCY MEDICAL CENTER					18,651	18,651
ST VINCENTS EAST	194,566					194,566
STANFORD MEDICAL CENTER					11,304	11,304
SUMMERLIN HOSPITAL MED CTR LLC					220,690	220,690
SUMMERLIN HOSPITAL MEDICAL CENTER	119,375					119,375
SUNRISE DIAGNOSTIC CENTER	166,503					166,503
SUNSHINE HOME HEALTHCARE INC.	26,614					26,614
SUPERIOR AIR GROUND AMBULANCE	17,269		384			17,654
SWEDISH COVENANT HOSPITAL	83,736	41,882	34,572	1,160	579,914	741,264
SWEDISH MEDICAL CENTER	173,363					173,363
TAMPA GENERAL HOSPITAL	20,486	662	450		311	21,909
TAMPA GENERAL HOSPITAL	231,299	20,136			14,817	266,252
TAYLOR REGIONAL HOSPITAL	24,870		194	171	18,232	43,467
TEMPLE UNIVERSITY HOSPITAL INC.	31,219					31,219
TEN BROECK HOSPITAL KMI/KENTUCKY	630	12,196				12,826
TEXAS MEDICAID AND HEALTHCARE	26,182	508				26,690
TEXSAN HEART HOSPITAL	22,827					22,827
THC CHICAGO	108,290					108,290
THE GROVES	37,189					37,189
THE HEIGHTS OF SUMMERLIN LLC	12,144					12,144
THE IASIS GROUP INC.	13,193					13,193
THE MAPLES	21,690					21,690
THE MEDICAL CENTER AT BOWLING	37,509				9,843	47,351
THE METHODIST HOSPITAL	91,421			58,873		150,294
THE RECTOR AND VISTORS UVA HEALTH	16,225					16,225
THE REHABILITATION CENTER	21,090					21,090
THE SWEET LIFE AT ROSEHILL	12,382					12,382
THI OF KANSAS	45,811		7,849			53,660
TIMBERLAKE CARE CENTER	20,379					20,379
TIMBERLAKE DIALYSIS	27,141					27,141
TORREY PINES CARE CENTER	10,089					10,089
TORY L MCJUNKIN MD	11,366					11,366
TOTAL RENAL CARE INC.	31,318	38,039			12,915	82,273
TOWN & COUNTRY HOSPITAL L P	8,823	5,478				14,301
TOWN AND COUNTRY HOSPITAL	14,940	2,932	180			18,052
TRANS HEALTH MANAGEMENT	7,995	2,835			33,122	43,952
TRC INDIANA LLC	19,659					19,659
TRUMAN MED CTR HOSP HILL	19,397	2,037				21,434
TUCSON HEART HOSPITAL					26,515	26,515
TUCSON HEART HOSPITAL	42,026					42,026

STATEMENT AS OF MARCH 31, 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
TUCSON MEDICAL CENTER	121,705					121,705
TULANE UNIVERSITY HOSPITAL AND		249	925	12,829		14,004
TWO RIVERS PSYCHIATRIC HOSPITAL	7,943				2,767	10,710
UHS OF RIDGE DBA RIDGE					13,264	13,264
UK HEALTHCARE HOSPITAL	125,475	129,878	102,991	209	60,347	418,900
UMDC DEPARTMENT OF NEUROLOGICAL					19,452	19,452
UNITED SHOCKWAVE SVCS LTD	16,875	926	452	2,018	188,502	208,772
UNIV MEDICAL SERVICE ASSOC INC					25,195	25,195
UNIV OF TENNESSEE MEDICAL CENTER	53,062	4,258			3,544	60,863
UNIVERSITY COMMUNITY HOSPITAL	20,520	3,697				24,218
UNIVERSITY COMMUNITY HOSPITAL	37,420					37,420
UNIVERSITY HOSPITAL	190,470	219,410	151		33,057	443,088
UNIVERSITY MEDICAL CENTER	131,439	290,755				422,194
UNIVERSITY OF CHICAGO	8,880	442		344	9,142	18,808
UNIVERSITY OF CHICAGO MED CTR	151,535	50,520		297	10,648	212,999
UNIVERSITY OF CHICAGO MEDICAL	29,711				5,044	34,755
UNIVERSITY OF COLORADO HOSPITAL	14,794		117		86,304	101,214
UNIVERSITY OF ILLINOIS CHICAGO	31,993	2,224	243		124	34,584
UNIVERSITY OF ILLINOIS MED CTR	141,716	3,959	141	778	82,911	229,505
UNIVERSITY OF KANSAS HOSPITAL	9,068		2,141		1,224	12,432
UNIVERSITY OF KANSAS HOSPITAL	315,816				1,122	316,939
UNIVERSITY OF KENTUCKY HEALTHCARE	16,670			550	1,204	18,424
UNIVERSITY OF LOUISVILLE HOSPITAL	108,631	18,966	12,713	5,976		146,286
UNIVERSITY OF MIAMI HOSPITAL	96,297					96,297
UPMC MERCY	14,427					14,427
UT SOUTHWESTERN ST PAUL HOSPITAL					13,474	13,474
UW HOSPITAL	11,307	76	175	49	156	11,764
VA HEARTLAND WEST VSN 15	48,587	1,421				50,008
VALLEY HOSPITAL MEDICAL CENTER	79,016	650				79,666
VALLEY WEST COMMUNITY HOSPITAL	16,299					16,299
VANDERBILT UNIVERSITY MEDICAL	35,740	171	28,056			63,967
VANGUARD HEALTH SYSTEM	27,050				5,720	32,769
VEN CARE INC					15,501	15,501
VENCOR HOSPITALS WEST LLC	76,300					76,300
VHS OF ILLINOIS INC	629,468	30,428	216	962	7,513	668,587
VILLAGES OF JACKSON CREEK	17,260					17,260
VISTA MEDICAL CENTER EAST	26,662					26,662
WAKEMED	39,040					39,040
WALGREENS HOME CARE INC	10,993	23		102	139,325	150,443
WALGREENS HOME MEDICAL	1,654				45,935	47,589
WARREN BARR NURSING PAVILION					10,061	10,061
WASHINGTON REG MED CENTER	44,189					44,189
WAUKESHA MEMORIAL HOSPITAL	17,417				74	17,491
WELLSTAR COBB HOSPITAL INC		20,588			27,960	48,548
WELLSTONE REGIONAL HOSPITAL	4,272				7,036	11,308
WEST ALLIS MEMORIAL HOSPITAL	22,707		583		2,559	25,850
WEST CHESTER MEDICAL	48,348	960	4,788	9	118	54,224
WEST SUBURBAN HOSP MED CTR	27,964	3,397				31,361
WEST SUBURBAN MEDICAL CENTER	154,811	98,589		1,207	12,751	267,358
WEST VALLEY HOSP MED CTR	50,632					50,632
WESTERN HILLS DIALYSIS	13,126				22,035	35,161
WESTLAKE HOSPITAL	25,274				3,142	28,415
WHEATON FRANCISCAN INC	140	1,229	88		14,034	15,491
WILLIAM TOBLER	16,154					16,154
WINTER HAVEN HOSPITAL INC	35,144					35,144
WINTON ROAD DIALYSIS				10,663	59,423	70,085
WOODCREST MANOR CARE LLC	3,555	19,563	1,093	2,488	558	27,256

8.10

STATEMENT AS OF MARCH 31, 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.....	27,096,613	4,802,151	1,045,359	1,097,024	17,644,663	51,685,810
0299999 Aggregate accounts not individually listed-uncovered.....						0
0399999 Aggregate accounts not individually listed-covered.....	6,979,251	1,051,610	527,044	399,857	1,801,328	10,759,090
0499999 Subtotals	34,075,864	5,853,761	1,572,403	1,496,881	19,445,991	62,444,900
0599999 Unreported claims and other claim reserves	XXX	XXX	XXX	XXX	XXX	149,157,156
0699999 Total amounts withheld	XXX	XXX	XXX	XXX	XXX	
0799999 Total claims unpaid	XXX	XXX	XXX	XXX	XXX	211,602,056
0899999 Accrued medical incentive pool and bonus amounts	XXX	XXX	XXX	XXX	XXX	2,390,474

STATEMENT AS OF MARCH 31, 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)	53,466,030	96,659,933	12,176,593	56,627,120	65,642,623	64,517,865
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan	5,944,473	14,435,645	2,359,394	11,196,062	8,303,867	9,705,174
6. Title XVIII - Medicare	66,418,209	135,085,797	8,086,961	110,153,448	74,505,170	79,254,053
7. Title XIX - Medicaid					0	0
8. Other health					0	0
9. Health subtotal (Lines 1 to 8).....	125,828,712	246,181,375	22,622,948	177,976,630	148,451,660	153,477,092
10. Health care receivables (a)					0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	96,575		934,989	1,455,485	1,031,564	1,987,544
13. Totals	125,925,287	246,181,375	23,557,937	179,432,115	149,483,224	155,464,636

6

(a) Excludes \$1,500,000 loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

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

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

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

	State of Domicile	2010	2009
1. Net Income, Kentucky basis	KY	\$ (8,362,698)	\$ (8,901,986)
2. State Prescribed Practices (Income):	KY	-	-
3. State Permitted Practices (Income):	KY	-	-
4. Net Income, NAIC SAP	KY	\$ (8,362,698)	\$ (8,901,986)
5. Statutory Surplus, Kentucky basis	KY	\$ 224,509,407	\$ 175,615,014
6. State Prescribed Practices (Surplus):	KY	-	-
7. State Permitted Practices (Surplus):	KY	-	-
Nonadmitted Investment in Subsidiary		(26,942,313)	(26,798,974)
8. Statutory Surplus, NAIC SAP	KY	\$ 197,567,094	\$ 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.

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

NOTES TO FINANCIAL STATEMENTS

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

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

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

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

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

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

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

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

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

2. Accounting Changes and Corrections of Errors

In 2009, the Company determined it had 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 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 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.

3. Business Combinations and Goodwill

A. Statutory Purchase Method

Not Applicable.

B. Statutory Merger

Not Applicable.

C. Assumption Reinsurance

Not Applicable.

D. Impairment Loss

Not Applicable.

4. Discontinued Operations

Not Applicable.

5. Investments

A. Mortgage Loans, Including Mezzanine Real Estate Loans

Not Applicable.

B. Debt Restructuring

Not Applicable.

NOTES TO FINANCIAL STATEMENTS

C. Reverse Mortgages

Not Applicable.

D. Loan-Backed Securities

The Company does not have any investments in an 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 March 31, 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	\$ 40,432,962	\$ (309,639)	\$ -	\$ -	\$ 40,432,962	\$ (309,639)
Other loan-backed securities	10,654,303	(58,247)	751,153	(6,689)	11,405,456	(64,936)
Total loan backed securities	<u>\$ 51,087,265</u>	<u>\$ (367,886)</u>	<u>\$ 751,153</u>	<u>\$ (6,689)</u>	<u>\$ 51,838,418</u>	<u>\$ (334,305)</u>

The unrealized losses at March 31, 2010 were primarily due to increases in interest rates from a widening of credit spreads. All issuers of securities trading at an unrealized loss remain current on all contractual payments and the Company believes it is probable that all amounts due according to the contractual terms of the debt securities are collectible. After taking into account these and other factors, including the severity of the decline and the Company's ability and intent to hold these securities until recovery or maturity, the Company determined the unrealized losses on these investment securities were temporary and, as such, no impairment was required.

E. Repurchase Agreements

Not Applicable.

F. Real Estate

Not Applicable.

G. Low-Income Housing Tax Credits (LIHTC)

Not Applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

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

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

7. Investment Income

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

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

B. The total amount excluded was \$0.

8. Derivative Instruments

Not Applicable.

9. Income Taxes

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

10. Information Concerning Parent, Subsidiaries and Affiliates

The Company has a management contract with Humana and other related parties whereby the Company is provided with medical and executive management, information systems, claims processing, billing and enrollment, and telemarketing and other services as required by the Company. Management fees charged to operations for the years ended December 31, 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.

11. Debt

A. Capital Notes

The Company has no capital notes outstanding.

B. All other Debt

NOTES TO FINANCIAL STATEMENTS

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) Dividends are noncumulative and are paid as determined by the Board of Directors. Dividends are subject to the approval of the Department of Insurance if such dividend distribution which, together with other dividends or distributions made within the preceding twelve months, exceeds the lesser of (a) 10 percent of the company's policyholder surplus as of December 31 of the prior year, or (b) the net income, for the twelve month period ending December 31 of the prior year.
- 4) Within the limitations of (3) above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.
- 5) There were no restrictions placed on the Company's surplus, including for whom the surplus is being held.
- 6) Not Applicable.
- 7) Not Applicable.
- 8) Not Applicable.
- 9) The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses is \$(172,215).
- 10) Not Applicable.
- 11) Not Applicable.
- 12) Not Applicable.

14. Contingencies

A. Contingent Commitments

Not Applicable.

B. Assessments

Not Applicable.

C. Gain Contingencies

Not Applicable.

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

Not Applicable.

E. All Other Contingencies

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

The Company is not aware of any other material contingent liabilities as of March 31, 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.

NOTES TO FINANCIAL STATEMENTS

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 March 31, 2010, securities totaling \$3.7 million were loaned under this program. Due to recent financial market turmoil, certain assets held off balance sheet in conjunction with this program were determined to be impaired at March 31, 2010. As a result of this impairment, the net liability of \$648 thousand related to this security lending program has been accrued. This represents the shortfall of assets held under the program versus the continuing liability to return the full value of cash collateral.

C. Wash Sales

Not Applicable.

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

A. ASO Plans

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

	(1)		(2)		(3)	
	ASO Uninsured Plans		Uninsured Portion of Partially Insured Plans		Total ASO	
a. Net reimbursement for administrative expenses (including administrative fees) in excess of actual expenses	\$	(3,330,595)	\$	-	\$	(3,330,595)
b. Total net other income or expenses (including interest paid to or received from plans)	\$	444,666	\$	-	\$	444,666
c. Net gain or (loss) from operations	\$	(2,885,929)	\$	-	\$	(2,885,929)
d. Total claim payment volume	\$	72,568,823	\$	-	\$	72,568,823

B. ASC Plans

Not Applicable.

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract

- a. The Company records no revenue explicitly attributable to the cost share and reinsurance components of administered Medicare products.
- b. As of March 31, 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.
- c. As no revenue is recorded in connection with the cost share and reinsurance components of the Company's Medicare contracts, the Company has recorded no allowances and reserves for adjustment of recorded revenues or receivables.
- d. The Company has made no adjustment to revenue resulting from audit of receivables related to revenues recorded in the prior period.

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

Not Applicable.

20. Other Items

A. Extraordinary Items

Not Applicable.

B. Troubled Debt Restructuring

Not Applicable.

C. Other Disclosures

Not Applicable.

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

Not Applicable.

NOTES TO FINANCIAL STATEMENTS

E. Business Interruption Insurance Recoveries

Not Applicable.

F. State Transferable Tax Credits

Not Applicable.

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

H. Hybrid Securities

Not Applicable.

I. Subprime Mortgage Related Risk Exposure

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

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

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

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

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

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

Not Applicable.

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

21. Events Subsequent

The Company is not aware of any events occurring subsequent to the close of the books for this statement which may have a material effect on its financial condition. Subsequent events have been considered through 5/12/2010 for the statutory statement issued on 5/14/2010.

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

NOTES TO FINANCIAL STATEMENTS

estimate. \$0

- b. What is the total amount of reinsurance credits taken, whether as an asset or as a reduction of liability, for these agreements in this statement? \$0
- (2) Does the reporting entity have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies?

Yes () No (X)

If yes, give full details.

Section 3 – Ceded Reinsurance Report – Part B

- (1) What is the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of premium or other similar credits that are reflected in Section 2 above) of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Where necessary, the company may consider the current or anticipated experience of the business reinsured in making this estimate. \$0
- (2) Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the company as of the effective date of the agreement?

Yes () No (X)

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

B. Uncollectible Reinsurance

Not Applicable.

C. Commutation of Ceded Reinsurance

Not Applicable.

23. Retrospectively Rated Contracts and Contracts Subject to Redetermination

- A. The Company estimates accrued retrospective premium adjustments for its Medicare business through a mathematical approach using an algorithm based upon settlement procedures defined by contracts with CMS.
- B. The Company records accrued retrospective premium as an adjustment to earned premiums.
- C. The amount of net premiums written by the Company at March 31, 2010 that are subject to retrospective rating features was \$28.8 million, or 6.1 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 March 31, 2010, \$128.6 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 \$23.1 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 \$5.20 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.

NOTES TO FINANCIAL STATEMENTS

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
3/31/2010	\$ 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 March 31, 2010, the Company had liabilities of \$34.6 million related to premium deficiency reserves. The Company did not consider anticipated investment income when calculating its premium deficiency reserves. The Company did recognize the time value of money by discounting future losses at an annual interest rate of 0.15 percent.

30. Anticipated Salvage and Subrogation

Not Applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES GENERAL

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

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

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

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

GENERAL INTERROGATORIES

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

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

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

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

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

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

FINANCIAL

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

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

INVESTMENT

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

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

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

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

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

14.2 If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$0	\$0
14.22 Preferred Stock	\$0	\$0
14.23 Common Stock	\$26,798,974	\$26,942,313
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	\$26,942,313
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$0	\$0

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

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

If no, attach a description with this statement.

GENERAL INTERROGATORIES

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

Yes [X] No []

16.1 For all agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

1 Name of Custodian(s)	2 Custodian Address
JP Morgan Chase.....	4 New York Plaza, 15th floor, New York, NY 10004; Attn: Herb Spaulding.....

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

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

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

Yes [] No [X]

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

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

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

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

17.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?

Yes [X] No []

17.2 If no, list exceptions:

.....

GENERAL INTERROGATORIES

PART 2 - HEALTH

1 Operating Percentages

1.1 A&H loss percent.....		88.8 %
1.2 A&H cost containment percent.....		0.3 %
1.3 A&H expense percent excluding cost containment expenses.....		14.2 %
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

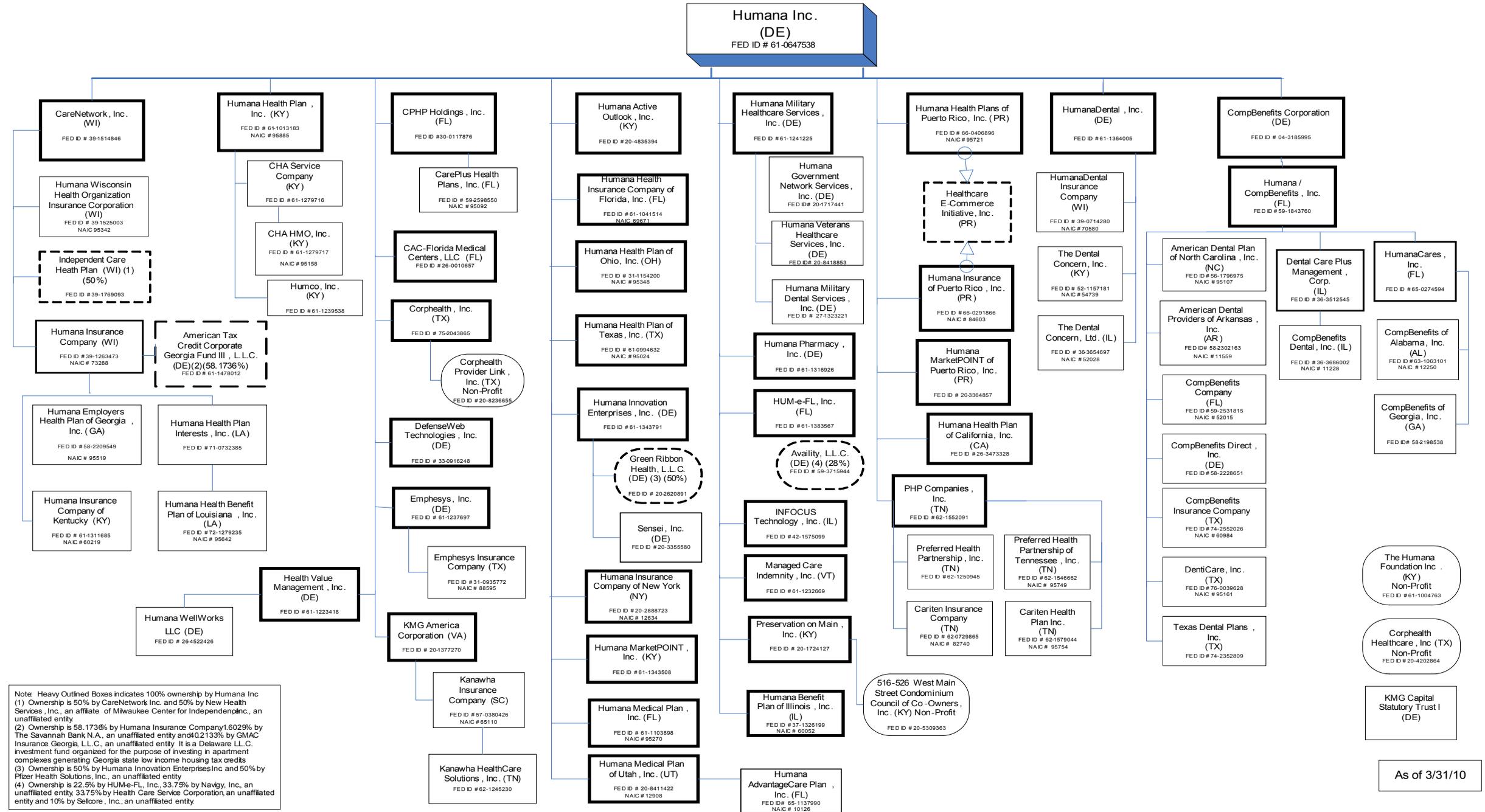
States, Etc.	1 Active Status	Direct Business Only								
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts	
1. Alabama	AL	L	0	2,666,251					2,666,251	
2. Alaska	AK	N							0	
3. Arizona	AZ	L	12,186,162	34,968,852	0	328,528			47,483,542	
4. Arkansas	AR	L		6,432,373					6,432,373	
5. California	CA	N							0	
6. Colorado	CO	L	12,689,304	5,890,575					18,579,879	
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	41,351,207	74,729,845	0	20,304,229	0		136,385,281	
15. Indiana	IN	L	1,458,588	1,375,537	0	0	0		2,834,125	
16. Iowa	IA	N							0	
17. Kansas	KS	L	2,455,727	21,450,199	0	315,985	0		24,221,911	
18. Kentucky	KY	L	122,921,866	0	0	530,876	0		123,452,742	
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	2,853,122	38,096,788	0	6,824,307	0		47,774,217	
27. Montana	MT	N							0	
28. Nebraska	NE	L							0	
29. Nevada	NV	L	0	87,904,173	0	0	0		87,904,173	
30. New Hampshire	NH	N							0	
31. New Jersey	NJ	N							0	
32. New Mexico	NM	L	0	1,967,864	0	0	0		1,967,864	
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		863,616					863,616	
42. South Dakota	SD	N							0	
43. Tennessee	TN	L	6,110,783	0	0	0	0		6,110,783	
44. Texas	TX	N							0	
45. Utah	UT	N							0	
46. Vermont	VT	N							0	
47. Virginia	VA	L		1,155,869					1,155,869	
48. Washington	WA	L							0	
49. West Virginia	WV	N							0	
50. Wisconsin	WI	N							0	
51. Wyoming	WY	N							0	
52. American Samoa	AS	N							0	
53. Guam	GU	N							0	
54. Puerto Rico	PR	N							0	
55. U.S. Virgin Islands	VI	N							0	
56. Northern Mariana Islands	MP	N							0	
57. Canada	CN	N							0	
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX		202,026,759	277,501,942	0	28,303,925	0	0	507,832,626	0
60. Reporting entity contributions for Employee Benefit Plans	XXX								0	
61. Total (Direct Business)	(a) 17		202,026,759	277,501,942	0	28,303,925	0	0	507,832,626	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

15



Note: Heavy Outlined Boxes indicates 100% ownership by Humana Inc.
 (1) Ownership is 50% by CareNetwork Inc. and 50% by New Health Services, Inc., an affiliate of Milwaukee Center for Independence, an unaffiliated entity.
 (2) Ownership is 58.1736% by Humana Insurance Company, 1.6029% by The Savannah Bank N.A., an unaffiliated entity and 40.2133% by GMAC Insurance Georgia, L.L.C., an unaffiliated entity. It is a Delaware L.L.C. investment fund organized for the purpose of investing in apartment complexes generating Georgia state low income housing tax credits.
 (3) Ownership is 50% by Humana Innovation Enterprises Inc. and 50% by Pfizer Health Solutions, Inc., an unaffiliated entity.
 (4) Ownership is 22.5% by HUM-e-FL, Inc. 33.75% by Navigy, Inc., an unaffiliated entity, 33.75% by Health Care Service Corporation, an unaffiliated entity and 10% by Selcore, Inc., an unaffiliated entity.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the 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 1

OVERFLOW PAGE FOR WRITE-INS

MQ002 Additional Aggregate Lines for Page 02 Line 24.

*ASSETS

	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
2404. Prepaid Expenses.....	455,577	455,577	0	0
2405. Deposits.....	43,706	43,706	0	0
2406.			0	0
2407.			0	0
2497. Summary of remaining write-ins for Line 24 from Page 02	499,283	499,283	0	0

MQ003 Additional Aggregate Lines for Page 03 Line 22.

*LIAB

	1	2	3	4
	Covered	Uncovered	Total	Total
2204. Securities Lending Payable.....	648,023		648,023	0
2297. Summary of remaining write-ins for Line 22 from Page 03	648,023	0	648,023	0

SCHEDULE A – VERIFICATION

Real Estate

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	121,387	225,596
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after acquisition	0	0
3. Current year change in encumbrances	0	0
4. Total gain (loss) on disposals	0	0
5. Deduct amounts received on disposals	0	0
6. Total foreign exchange change in book/adjusted carrying value	0	0
7. Deduct current year's other than temporary impairment recognized	0	0
8. Deduct current year's depreciation	26,052	104,209
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4+5+6-7-8)	95,335	121,387
10. Deduct total nonadmitted amounts	0	0
11. Statement value at end of current period (Line 9 minus Line 10)	95,335	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	55,598,591	75,340,812
3. Accrual of discount	9,461	63,858
4. Unrealized valuation increase (decrease)	114,464	2,642,059
5. Total gain (loss) on disposals	17,219	(174,170)
6. Deduct consideration for bonds and stocks disposed of	9,790,640	162,536,579
7. Deduct amortization of premium	288,959	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)	229,364,605	183,704,469
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	229,364,605	183,704,469

STATEMENT AS OF MARCH 31, 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).....	270,679,310	764,486,522	656,915,104	(178,683)	378,072,045	0	0	270,679,310
2. Class 2 (a).....	21,135,037	13,495,751	73,793	130,696	34,687,691	0	0	21,135,037
3. Class 3 (a).....	2,572,207	7,421,464	6,116	(279,438)	9,708,117	0	0	2,572,207
4. Class 4 (a).....	1,587,143			31,511	1,618,654	0	0	1,587,143
5. Class 5 (a).....	0				0	0	0	0
6. Class 6 (a).....	0				0	0	0	0
7. Total Bonds	295,973,697	785,403,737	656,995,013	(295,914)	424,086,507	0	0	295,973,697
PREFERRED STOCK								
8. Class 1.....	0				0	0	0	0
9. Class 2.....	0				0	0	0	0
10. Class 3.....	0				0	0	0	0
11. Class 4.....	0				0	0	0	0
12. Class 5.....	0				0	0	0	0
13. Class 6.....	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	295,973,697	785,403,737	656,995,013	(295,914)	424,086,507	0	0	295,973,697

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

S102

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	48,670,553	XXX	48,669,102	4,138	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	397,321,380	1,060,646,098
3. Accrual of discount	1,453	0
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	360,722,315	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).....	48,670,553	12,070,035
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	48,670,553	12,070,035

Schedule DB - Part A - Verification

NONE

Schedule DB - Part B - Verification

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Verification

NONE

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	126,998,169	14,699,979
2. Cost of cash equivalents acquired	332,483,765	1,266,153,382
3. Accrual of discount	11,007	43,248
4. Unrealized valuation increase (decrease)0
5. Total gain (loss) on disposals	(1,435)	(969)
6. Deduct consideration received on disposals	286,497,844	1,153,897,421
7. Deduct amortization of premium50
8. Total foreign exchange change in book/adjusted carrying value0
9. Deduct current year's other than temporary impairment recognized0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	172,993,662	126,998,169
11. Deduct total nonadmitted amounts0
12. Statement value at end of current period (Line 10 minus Line 11)	172,993,662	126,998,169

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

STATEMENT AS OF MARCH 31, 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									
341535-W2-4	FLORIDA ST BOARD EDUC	MUNI	01/25/2010	WELLS FARGO		598,621	525,000	4,156	1FE
1799999 - Totals - Bonds - U.S. States, Territories and Possessions						598,621	525,000	4,156	XXX
Bonds - U.S. Special Revenue									
31415W-PB-3	FED NTL MTG ASSO	FNMA 30YR	03/23/2010	MORGAN STANLEY		10,846,688	10,169,391	38,841	1
649876-G2-9	NY STATE LOCAL GOVT ASSISTANCE		02/09/2010	WELLS FARGO		2,845,780	2,475,000	45,031	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						13,692,468	12,644,391	83,872	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)									
00724F-AA-9	ADOBE SYSTEMS INCORPORATED	CORPORATE	01/25/2010	J.P. MORGAN		1,771,912	1,775,000	0	2FE
02364W-AS-4	AMERICA MOVIL SAB	CORPORATE	03/23/2010	J.P. MORGAN		4,942,961	4,975,000	0	1FE
055381-AQ-0	BE AEROSPACE INC	CORPORATE	03/03/2010	CREDIT SUISSE FIRST BOSTON CORP.		289,438	275,000	4,350	3FE
06052F-AC-4	BANK OF AMERICA 09-2A	ABS FTST	03/23/2010	DEUTSCHE BANK		4,048,750	4,000,000	2,603	1FE
06052G-AC-2	BANK OF AMERICA	ABS FTST	03/23/2010	DEUTSCHE BANK		2,008,516	2,000,000	1,021	1FE
090572-AN-8	BIO-RAD LABORATORIES INC	CORPORATE	01/21/2010	DEUTSCHE BANK		237,375	225,000	6,550	3FE
097751-AV-3	BOMBARDIER INC	CORPORATE	03/15/2010	J.P. MORGAN		200,000	200,000	0	3FE
120111-BH-1	BUILDING MATERIALS CORP	CORPORATE	03/02/2010	VARIOUS		428,438	425,000	2,479	3FE
15189Y-AB-2	CENTERPOINT ENERGY INC	CORPORATE	03/08/2010	MORGAN STANLEY		461,432	400,000	14,000	2FE
21079U-AB-1	CONTINENTAL AIRLINES	CORPORATE	03/12/2010	GOLDMAN SACHS		840,000	800,000	26,106	3FE
29250R-AR-7	ENBRIDGE ENERGY PARTNERS	CORPORATE	03/12/2010	BARCLAYS CAPITAL		2,461,556	1,875,000	8,229	2FE
34529F-AC-1	FORD MOTOR CREDIT	ABS FTST	03/18/2010	NOMURA SECURITIES		1,840,430	1,800,000	1,224	1FE
34529F-AD-9	FORD MOTOR CREDIT	ABS FTST	03/24/2010	NOMURA SECURITIES		4,795,137	4,500,000	8,306	1FE
35906A-AG-3	NEW COMMUNICATIONS HLDGS	CORPORATE	03/26/2010	J.P. MORGAN		1,200,000	1,200,000	0	3FE
404121-AA-3	HCA INC	CORPORATE	03/02/2010	BANK OF AMERICA		470,701	475,000	0	3FE
451102-AF-4	ICAHN ENTERPRISES LP	CORPORATE	01/12/2010	JEFFERIES		1,985,500	2,000,000	0	3FE
50075N-AY-0	KRAFT FOODS INC	CORPORATE	02/04/2010	BNP PARIBAS		1,421,167	1,425,000	0	2FE
50075N-BA-1	KRAFT FOODS INC	CORPORATE	02/04/2010	DEUTSCHE BANK		1,983,520	2,000,000	0	2FE
53217V-AB-5	LIFE TECHNOLOGIES CORP	CORPORATE	02/11/2010	J.P. MORGAN		672,759	675,000	0	2FE
574599-BG-0	MASCO CORP	CORPORATE	03/05/2010	CITIGROUP GLOBAL MARKETS INC		224,996	225,000	0	3FE
585055-AS-5	MEDTRONIC INC	CORPORATE	03/11/2010	J.P. MORGAN		698,880	700,000	0	1FE
61747Y-CL-7	MORGAN STANLEY DEAN WITTER	CORPORATE	01/21/2010	MORGAN STANLEY		1,749,615	1,750,000	0	1FE
77340R-AH-0	ROCKIES EXPRESS PIPELINE	CORPORATE	03/17/2010	J.P. MORGAN		624,613	625,000	0	2FE
858119-AQ-3	STEEL DYNAMICS INC	CORPORATE	03/11/2010	BANK OF AMERICA		230,063	225,000	0	3FE
887317-AF-2	TIME WARNER	CORPORATE	03/03/2010	CITIGROUP GLOBAL MARKETS INC		996,700	1,000,000	0	2FE
91913Y-AQ-3	VALERO ENERGY CORP	CORPORATE	02/03/2010	VARIOUS		3,102,093	3,100,000	0	2FE
92769X-AA-3	VIRGIN MEDIA FINANCE	CORPORATE	01/13/2010	J.P. MORGAN		886,390	900,000	0	3FE
97381W-AD-6	WINDSTREAM CORP	CORPORATE	01/21/2010	GFI SECURITIES LLC		234,560	225,000	9,434	3FE
PP96BG-HE-9	WELLS FARGO & CO CERTIFICATE OF DEPOSITS		02/26/2010	WELLS		500,000	500,000	0	1
3899999 - Totals - Bonds - Industrial and Miscellaneous (Unaffiliated)						41,307,502	40,275,000	84,302	XXX
8399997 - Subtotals- Bonds - Part 3						55,598,591	53,444,391	172,330	XXX
8399999 - Subtotals - Bonds						55,598,591	53,444,391	172,330	XXX
9999999 Totals						55,598,591	XXX	172,330	XXX

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

STATEMENT AS OF MARCH 31, 2010 OF THE Humana Health Plan, Inc.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments																					
36202E-VP-1	GOVERNMENT NATIONAL MORTGAGE GNMA		03/01/2010	MBS PAYDOWN		1,791,177	1,791,177	1,803,772	1,791,670		(492)		(492)		1,791,177			0	15,592	08/01/2038	1
0399999 - Totals - Bonds - U.S. Governments						1,791,177	1,791,177	1,803,772	1,791,670	0	(492)	0	(492)	0	1,791,177	0	0	0	15,592	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
31288D-U8-0	FREDDIE MAC FHLNC		03/01/2010	MBS PAYDOWN		707	707	731	707		0		0		707			0	7	12/01/2032	1
31286P-TZ-6	FNMA FGOLD 30 YR		03/01/2010	MBS PAYDOWN		29,293	29,293	30,195	29,308		(15)		(15)		29,293			0	268	01/01/2017	1
31286G-P2-8	FNMA FED NTL MTG ASSO		03/01/2010	MBS PAYDOWN		220,147	220,147	222,581	220,208		(61)		(61)		220,147			0	2,555	06/01/2038	1
31371K-NX-5	FNMA		03/01/2010	MBS PAYDOWN		50,039	50,039	51,787	50,071		(32)		(32)		50,039			0	450	05/01/2017	1
31394E-KY-3	FNMA REMIC TRUST 2005-61		03/01/2010	MBS PAYDOWN		166,280	166,280	165,066	166,280		0		0		166,280			0	1,533	04/01/2026	1
31396A-MX-9	FHLNC FEDERAL HOME LOAN MTGE CO		03/01/2010	MBS PAYDOWN		62,414	62,414	64,077	62,441		(27)		(27)		62,414			0	571	09/01/2035	1
31396R-R7-4	FHLNC REMIC SERIES 3178		03/01/2010	MBS PAYDOWN		151,794	151,794	151,106	151,759		35		35		151,794			0	1,389	10/01/2027	1
31404X-VP-6	FNMA FED NTL MTG ASSO		03/01/2010	MBS PAYDOWN		256,079	256,079	263,481	256,360		(281)		(281)		256,079			0	2,063	02/01/2021	1
31410F-Z2-4	FNMA FED NTL MTG ASSO		03/01/2010	MBS PAYDOWN		182,620	182,620	179,995	182,561		59		59		182,620			0	1,403	07/01/2020	1
31417S-3Y-4	30YR REF-GEN TRANSN SYS-SER A MUNI		03/01/2010	MBS PAYDOWN		352,025	352,025	355,544	352,036		(13)		(13)		352,025			0	1,874	11/01/2039	1
575566-R9-7			03/01/2010	CALLED SECURITY at 100.000		915,000	915,000	1,013,170	949,324		(34,322)		(34,322)		915,000			0	25,163	03/01/2012	1FE
3199999 - Totals - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions						2,386,398	2,386,398	2,497,733	2,421,055	0	(34,657)	0	(34,657)	0	2,386,398	0	0	0	37,276	XXX	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
02586G-AR-3	AMERICAN EXPRESS ISSURANCE TRUST		02/01/2010	CALLED SECURITY at 100.000		1,825,000	1,825,000	1,824,991	1,824,995		5		5		1,825,000			0	12,228	01/15/2011	1FE
05522R-CG-1	BAC CAPITAL TRUST 08-A9		02/01/2010	CALLED SECURITY at 100.000		2,425,000	2,425,000	2,424,982	2,424,987		13		13		2,425,000			0	16,450	07/15/2012	1FE
05946X-BV-4	BANK OF AMERICA FDG CO 2003-1		03/01/2010	CALLED SECURITY at 100.000		4,029	4,029	4,114	4,066	40	(77)		(37)		4,029			0	35	05/01/2033	22*
30257F-AA-1	FPL ENERGY NATIONAL WIND CORPORATE		03/01/2010	CALLED SECURITY at 100.000		6,116	6,116	6,116	5,800	316	(384)		(384)		6,116			0	187	03/25/2019	3FE
52108H-RB-2	LB-UBS CMBS 2003-C3		03/01/2010	CALLED SECURITY at 100.000		95,901	95,901	96,376	96,285		(384)		(384)		95,901			0	625	05/11/2027	1FE
831641-DF-9	SMALL BUSINESS ADMINISTRATION ABS FTST		02/01/2010	CALLED SECURITY at 100.000		20,888	20,888	22,366	21,192		(304)		(304)		20,888			0	332	08/01/2011	1FE
969457-BF-6	WILLIAMS COS CORPORATE		02/17/2010	CALLED SECURITY at 106.500		74,550	70,000	69,300	69,738		25		25		69,763		4,786	0	2,300	09/01/2011	2FE
PP969G-ZT-9	WELLS FARGO BANK CERTIFICATE OF DEPOSITS		03/10/2010	VARIOUS		500,000	500,000	500,000	500,000		0		0		500,000			0	2,835	02/25/2010	1
74727P-AJ-0	STATE OF QATAR		03/11/2010	VARIOUS		661,580	650,000	649,155	649,150		(2)		(2)		649,147		12,433	12,433	8,068	01/20/2015	1FE
3899999 - Totals - Bonds - Industrial and Miscellaneous (Unaffiliated)						5,613,064	5,596,934	5,597,400	5,596,213	356	(724)	0	(368)	0	5,595,844	0	17,219	17,219	43,060	XXX	XXX
8399997 - Total - Bonds - Part 4						9,790,639	9,774,509	9,898,905	9,808,938	356	(35,873)	0	(35,517)	0	9,773,419	0	17,219	17,219	95,928	XXX	XXX
8399999 - Total - Bonds						9,790,639	9,774,509	9,898,905	9,808,938	356	(35,873)	0	(35,517)	0	9,773,419	0	17,219	17,219	95,928	XXX	XXX
9999999 Totals						9,790,639	XXX	9,898,905	9,808,938	356	(35,873)	0	(35,517)	0	9,773,419	0	17,219	17,219	95,928	XXX	XXX

EOS

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

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part D

NONE

