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ANNUAL STATEMENT

FOR THE YEAR ENDING DECEMBER 31, 2012

OF THE CONDITION AND AFFAIRS OF THE

Arkansas Community Care, Inc.

NAIC Group Code 00119 (Current Period), 00119 (Prior Period) NAIC Company Code 12282 Employer's ID Number 20-2036444

Organized under the Laws of United States, State of Domicile or Port of Entry Arkansas

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 01/31/2005 Commenced Business 01/01/2006

Statutory Home Office 10025 W. Markham St., Ste. 220 (Street and Number), Little Rock, AR, 72205 (City, State, Country and Zip Code)

Main Administrative Office 500 W. MAIN ST (Street and Number)
LOUISVILLE, KY, 40202 (City, State, Country and Zip Code) 502-580-4076 (Area Code) (Telephone Number)

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

Primary Location of Books and Records 500 West Main Street (Street and Number)
Louisville, KY, 40202 (City, State, Country and Zip Code), 502-580-1000 (Area Code) (Telephone Number) (Extension)

Internet Web Site Address www.humana.com

Statutory Statement Contact Abby Goodloe (Name), 502-580-4076 (Area Code) (Telephone Number) (Extension)
DOIINQUIRIES@Humana.com (E-Mail Address) 502-508-1632 (Fax Number)

OFFICERS

Name	Title	Name	Title
Bruce Dale Broussard #	President & CEO	Joan Olliges Lenahan #	VP & Corporate Secretary
James Harry Bloem #	Sr. VP, CFO & Treasurer	Jonathan Albert Canine #	Appointed Actuary

OTHER OFFICERS

Randa Lynn Anderson-Stice #	Reg Pres-Sr. Products/Central Region	George Grant Bauernfeind #	Vice President
Elizabeth Diane Bierbower #	Pres, Employer Group Segment	John Gregory Catron #	VP & Chief Compliance Officer
Roy Goldman Ph.D #	VP & Chief Actuary	Gary Edward Goldstein M.D. #	VP & Division Leader/Central Division
Charles Frederic Lambert, III #	Vice President	Brian Phillip LeClaire #	Sr VP & Chief Svc & Info Officer
Thomas Joseph Liston #	President-Retail Segment	Bruce Devereau Perkins #	Pres, Health & Well-Being Svcs Segment
Richard Donald Remmers #	Segment VP, Employer Group Sales	Pattie Dale Tye #	President, Large Group
Joseph Christopher Ventura #	Assistant Secretary	Timothy Alan Wheatley #	VP-Senior Products
Ralph Martin Wilson #	Vice President	Ralph Martin Wilson #	Vice President

DIRECTORS OR TRUSTEES

James Harry Bloem #	Bruce Dale Broussard #	James Elmer Murray #	

State of .....Kentucky.....
County of .....Jefferson..... ss

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

Bruce Dale Broussard President & CEO	Joan Olliges Lenahan VP & Corporate Secretary	James Harry Bloem Sr. VP, CFO & Treasurer

Subscribed and sworn to before me this 25th day of February, 2013

Julia Basham, Notary Public
January 10, 2017

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

ASSETS

	Current Year			Prior Year
	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	Net Admitted Assets
1. Bonds (Schedule D)	11,260,063		11,260,063	12,532,212
2. Stocks (Schedule D):				
2.1 Preferred stocks	0		0	0
2.2 Common stocks	0		0	0
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less $ ..... encumbrances)			0	0
4.2 Properties held for the production of income (less $ ..... encumbrances)			0	0
4.3 Properties held for sale (less $ ..... encumbrances)			0	0
5. Cash ($ (992,754) , Schedule E-Part 1), cash equivalents ($ 5,999,939 , Schedule E-Part 2) and short-term investments ($ 1,800,281 , Schedule DA)	6,807,466		6,807,466	6,450,436
6. Contract loans (including $ ..... premium notes)			0	0
7. Derivatives (Schedule DB)			0	0
8. Other invested assets (Schedule BA)	0		0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets (Schedule DL)			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	18,067,529	0	18,067,529	18,982,648
13. Title plants less $ ..... charged off (for Title insurers only)			0	0
14. Investment income due and accrued	144,317		144,317	154,022
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	516,757	74,060	442,697	4,794,910
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $ ..... earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums	2,734,957		2,734,957	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	70,759
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	1,530,789		1,530,789	0
18.1 Current federal and foreign income tax recoverable and interest thereon	289,937		289,937	1,000,906
18.2 Net deferred tax asset	1,165,713	158,228	1,007,485	601,730
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets ($ 0)	66	66	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	1,274,869	124,160	1,150,709	0
24. Health care ($ 963,147) and other amounts receivable	1,943,379	713,018	1,230,361	580,747
25. Aggregate write-ins for other than invested assets	7,003	7,003	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	27,675,316	1,076,535	26,598,781	26,185,722
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	27,675,316	1,076,535	26,598,781	26,185,722
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Prepaid Expenses	5,492	5,492	0	0
2502. Prepaid Commissions	1,511	1,511	0	
2503.			0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	7,003	7,003	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Year 1 Covered	Current Year 2 Uncovered	Current Year 3 Total	Prior Year 4 Total
1. Claims unpaid (less $ 0 reinsurance ceded)	10,498,780	408,722	10,907,502	10,415,636
2. Accrued medical incentive pool and bonus amounts			0	10,210
3. Unpaid claims adjustment expenses	73,866		73,866	283,736
4. Aggregate health policy reserves, including the liability of $ 0 for medical loss ratio rebate per the Public Health Service Act	12,545		12,545	379,828
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserves			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	27,490		27,490	0
9. General expenses due or accrued	881,232		881,232	316,056
10.1 Current federal and foreign income tax payable and interest thereon (including $ on realized capital 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	837		837	14,134
13. Remittances and items not allocated			0	0
14. Borrowed money (including $ current) and interest thereon $ (including $ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates			0	1,449,450
16. Derivatives			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with $ authorized reinsurers, $ unauthorized reinsurers and ($ certified reinsurers)			0	0
20. Reinsurance in unauthorized and certified ($) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans	666,099		666,099	871,563
23. Aggregate write-ins for other liabilities (including $ current)	0	0	0	0
24. Total liabilities (Lines 1 to 23)	12,160,849	408,722	12,569,571	13,740,613
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX		0
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	16,469,452	13,469,452
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	(2,440,242)	(1,024,343)
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 $)	XXX	XXX		0
32.2 shares preferred (value included in Line 27 $)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	14,029,210	12,445,109
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	26,598,781	26,185,722
DETAILS OF WRITE-INS				
2301.				
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	0	0	0	0
2501.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year 1 Uncovered	Current Year 2 Total	Prior Year 3 Total
1. Member Months	XXX	127,750	147,484
2. Net premium income (including $ 0 non-health premium income)	XXX	90,818,441	107,349,895
3. Change in unearned premium reserves and reserve for rate credits	XXX		0
4. Fee-for-service (net of $ medical expenses)	XXX		0
5. Risk revenue	XXX		0
6. Aggregate write-ins for other health care related revenues	XXX	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0
8. Total revenues (Lines 2 to 7)	XXX	90,818,441	107,349,895
Hospital and Medical:			
9. Hospital/medical benefits		59,303,728	52,772,015
10. Other professional services		5,429,737	18,993,890
11. Outside referrals	1,939,751	1,939,751	6,203,543
12. Emergency room and out-of-area	971,842	4,690,133	3,899,376
13. Prescription drugs		6,780,447	9,321,120
14. Aggregate write-ins for other hospital and medical	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		24,803	454,770
16. Subtotal (Lines 9 to 15)	2,911,593	78,168,599	91,644,714
Less:			
17. Net reinsurance recoveries		211,436	363,892
18. Total hospital and medical (Lines 16 minus 17)	2,911,593	77,957,163	91,280,822
19. Non-health claims (net)			0
20. Claims adjustment expenses, including $ 335,443 cost containment expenses		1,160,864	4,388,242
21. General administrative expenses		15,126,090	14,054,513
22. Increase in reserves for life and accident and health contracts (including $ increase in reserves for life only)		0	0
23. Total underwriting deductions (Lines 18 through 22)	2,911,593	94,244,117	109,723,577
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(3,425,676)	(2,373,682)
25. Net investment income earned (Exhibit of Net Investment Income, Line 17)		500,482	517,216
26. Net realized capital gains (losses) less capital gains tax of $ 7,627		14,165	(756)
27. Net investment gains (losses) (Lines 25 plus 26)	0	514,647	516,460
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	5,180	0
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	(2,905,849)	(1,857,222)
31. Federal and foreign income taxes incurred	XXX	(955,479)	(581,189)
32. Net income (loss) (Lines 30 minus 31)	XXX	(1,950,370)	(1,276,033)
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
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0
0701.	XXX		
0702.	XXX		
0703.	XXX		
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0
1401.			
1402.			
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0
2901. Miscellaneous Income		5,180	0
2902.			
2903.			
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	5,180	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1 Current Year	2 Prior Year
	CAPITAL & SURPLUS ACCOUNT		
33.	Capital and surplus prior reporting year	12,445,111	18,562,483
34.	Net income or (loss) from Line 32	(1,950,370)	(1,276,033)
35.	Change in valuation basis of aggregate policy and claim reserves		0
36.	Change in net unrealized capital gains (losses) less capital gains tax of $		0
37.	Change in net unrealized foreign exchange capital gain or (loss)		0
38.	Change in net deferred income tax	361,987	34,360
39.	Change in nonadmitted assets	329,488	124,301
40.	Change in unauthorized and certified reinsurance	0	0
41.	Change in treasury stock	0	0
42.	Change in surplus notes	0	0
43.	Cumulative effect of changes in accounting principles		0
44.	Capital Changes:		
	44.1 Paid in	0	0
	44.2 Transferred from surplus (Stock Dividend)		0
	44.3 Transferred to surplus		0
45.	Surplus adjustments:		
	45.1 Paid in	3,000,000	0
	45.2 Transferred to capital (Stock Dividend)	0	0
	45.3 Transferred from capital		0
46.	Dividends to stockholders		(5,000,000)
47.	Aggregate write-ins for gains or (losses) in surplus	(157,006)	0
48.	Net change in capital and surplus (Lines 34 to 47)	1,584,099	(6,117,372)
49.	Capital and surplus end of reporting year (Line 33 plus 48)	14,029,210	12,445,111
DETAILS OF WRITE-INS			
4701.	Prior Period Adjustments	(157,006)	0
4702.			0
4703.			
4798.	Summary of remaining write-ins for Line 47 from overflow page	0	0
4799.	Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	(157,006)	0

CASH FLOW

	1 Current Year	2 Prior Year
Cash from Operations		
1. Premiums collected net of reinsurance	92,021,844	106,054,601
2. Net investment income	581,241	612,940
3. Miscellaneous income	0	0
4. Total (Lines 1 through 3)	92,603,085	106,667,541
5. Benefit and loss related payments	77,404,748	90,293,007
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		0
7. Commissions, expenses paid and aggregate write-ins for deductions	17,662,648	15,054,077
8. Dividends paid to policyholders		0
9. Federal and foreign income taxes paid (recovered) net of $ 7,627 tax on capital gains (losses)	(1,661,952)	419,720
10. Total (Lines 5 through 9)	93,405,444	105,766,804
11. Net cash from operations (Line 4 minus Line 10)	(802,359)	900,737
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	1,358,408	1,636,316
12.2 Stocks	0	0
12.3 Mortgage loans	0	0
12.4 Real estate	0	0
12.5 Other invested assets	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	105	0
12.7 Miscellaneous proceeds	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	1,358,513	1,636,316
13. Cost of investments acquired (long-term only):		
13.1 Bonds	135,629	200,844
13.2 Stocks	0	0
13.3 Mortgage loans	0	0
13.4 Real estate	0	0
13.5 Other invested assets	0	0
13.6 Miscellaneous applications	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	135,629	200,844
14. Net increase (decrease) in contract loans and premium notes	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	1,222,884	1,435,472
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes	0	0
16.2 Capital and paid in surplus, less treasury stock	3,000,000	0
16.3 Borrowed funds	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities		0
16.5 Dividends to stockholders	0	5,000,000
16.6 Other cash provided (applied)	(3,060,353)	3,036,555
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	(60,353)	(1,963,445)
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)	360,172	372,764
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	6,450,436	6,077,672
19.2 End of year (Line 18 plus Line 19.1)	6,810,608	6,450,436

ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

	1 Total	2 Comprehensive (Hospital & Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefit Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other Health	10 Other Non-Health
1. Net premium income	90,818,441	0	0	0	0	0	90,818,441	0	0	0
2. Change in unearned premium reserves and reserve for rate credit	0									
3. Fee-for-service (net of $ ..... medical expenses)	0									XXX
4. Risk revenue	0									XXX
5. Aggregate write-ins for other health care related revenues	0	0	0	0	0	0	0	0	0	XXX
6. Aggregate write-ins for other non-health care related revenues	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
7. Total revenues (Lines 1 to 6)	90,818,441	0	0	0	0	0	90,818,441	0	0	0
8. Hospital/medical benefits	59,303,728						59,303,728			XXX
9. Other professional services	5,429,737						5,429,737			XXX
10. Outside referrals	1,939,751						1,939,751			XXX
11. Emergency room and out-of-area	4,690,133						4,690,133			XXX
12. Prescription drugs	6,780,447						6,780,447			XXX
13. Aggregate write-ins for other hospital and medical	0	0	0	0	0	0	0	0	0	XXX
14. Incentive pool, withhold adjustments and bonus amounts	24,803						24,803			XXX
15. Subtotal (Lines 8 to 14)	78,168,599	0	0	0	0	0	78,168,599	0	0	XXX
16. Net reinsurance recoveries	211,436						211,436			XXX
17. Total hospital and medical (Lines 15 minus 16)	77,957,163	0	0	0	0	0	77,957,163	0	0	XXX
18. Non-health claims (net)	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
19. Claims adjustment expenses including $ .....335,443 cost containment expenses	1,160,864						1,160,864			
20. General administrative expenses	15,126,090						15,126,090			
21. Increase in reserves for accident and health contracts	0									XXX
22. Increase in reserves for life contracts	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
23. Total underwriting deductions (Lines 17 to 22)	94,244,117	0	0	0	0	0	94,244,117	0	0	0
24. Net underwriting gain or (loss) (Line 7 minus Line 23)	(3,425,676)	0	0	0	0	0	(3,425,676)	0	0	0
DETAILS OF WRITE-INS										
0501.										XXX
0502.										XXX
0503.										XXX
0598. Summary of remaining write-ins for Line 5 from overflow page	0	0	0	0	0	0	0	0	0	XXX
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 5 above)	0	0	0	0	0	0	0	0	0	XXX
0601.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0602.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0603.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0698. Summary of remaining write-ins for Line 6 from overflow page	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
1301.										XXX
1302.										XXX
1303.										XXX
1398. Summary of remaining write-ins for Line 13 from overflow page	0	0	0	0	0	0	0	0	0	XXX
1399. Totals (Lines 1301 through 1303 plus 1398) (Line 13 above)	0	0	0	0	0	0	0	0	0	XXX

UNDERWRITING AND INVESTMENT EXHIBIT

PART 1 - PREMIUMS

Line of Business	1 Direct Business	2 Reinsurance Assumed	3 Reinsurance Ceded	4 Net Premium Income (Cols. 1+2-3)
1. Comprehensive (hospital and medical)				0
2. Medicare Supplement				0
3. Dental only				0
4. Vision only				0
5. Federal Employees Health Benefits Plan				0
6. Title XVIII - Medicare	90,894,080		75,639	90,818,441
7. Title XIX - Medicaid				0
8. Other health				0
9. Health subtotal (Lines 1 through 8)	90,894,080	0	75,639	90,818,441
10. Life				0
11. Property/casualty				0
12. Totals (Lines 9 to 11)	90,894,080	0	75,639	90,818,441

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2 – CLAIMS INCURRED DURING THE YEAR

	1 Total	2 Comprehensive (Hospital & Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefits Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other Health	10 Other Non-Health
1. Payments during the year:										
1.1 Direct	78,742,440						78,742,440			
1.2 Reinsurance assumed	0									
1.3 Reinsurance ceded	211,436						211,436			
1.4 Net	78,531,004	0	0	0	0	0	78,531,004	0	0	0
2. Paid medical incentive pools and bonuses	35,013						35,013			
3. Claim liability December 31, current year from Part 2A:										
3.1 Direct	10,907,502	0	0	0	0	0	10,907,502	0	0	0
3.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
3.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
3.4 Net	10,907,502	0	0	0	0	0	10,907,502	0	0	0
4. Claim reserve December 31, current year from Part 2D:										
4.1 Direct	0									
4.2 Reinsurance assumed	0									
4.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	
4.4 Net	0	0	0	0	0	0	0	0	0	0
5. Accrued medical incentive pools and bonuses, current year	0									
6. Net healthcare receivables (a)	1,090,510						1,090,510			
7. Amounts recoverable from reinsurers December 31, current year	0									
8. Claim liability December 31, prior year from Part 2A:										
8.1 Direct	10,415,636	0	0	0	0	0	10,415,636	0	0	0
8.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
8.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
8.4 Net	10,415,636	0	0	0	0	0	10,415,636	0	0	0
9. Claim reserve December 31, prior year from Part 2D:										
9.1 Direct	0	0	0	0	0	0	0	0	0	0
9.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
9.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
9.4 Net	0	0	0	0	0	0	0	0	0	0
10. Accrued medical incentive pools and bonuses, prior year	10,210	0	0	0	0	0	10,210	0	0	0
11. Amounts recoverable from reinsurers December 31, prior year	0	0	0	0	0	0	0	0	0	0
12. Incurred benefits:										
12.1 Direct	78,143,796	0	0	0	0	0	78,143,796	0	0	0
12.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
12.3 Reinsurance ceded	211,436	0	0	0	0	0	211,436	0	0	0
12.4 Net	77,932,360	0	0	0	0	0	77,932,360	0	0	0
13. Incurred medical incentive pools and bonuses	24,803	0	0	0	0	0	24,803	0	0	0

(a) Excludes $ ……. 11,683 loans or advances to providers not yet expensed.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR

	1 Total	2 Comprehensive (Hospital and Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefits Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other Health	10 Other Non-Health
1. Reported in Process of Adjustment:										
1.1. Direct	1,686,985						1,686,985			
1.2. Reinsurance assumed	0									
1.3. Reinsurance ceded	0									
1.4. Net	1,686,985	0	0	0	0	0	1,686,985	0	0	0
2. Incurred but Unreported:										
2.1. Direct	9,220,517						9,220,517			
2.2. Reinsurance assumed	0									
2.3. Reinsurance ceded	0									
2.4. Net	9,220,517	0	0	0	0	0	9,220,517	0	0	0
3. Amounts Withheld from Paid Claims and Capitations:										
3.1. Direct	0									
3.2. Reinsurance assumed	0									
3.3. Reinsurance ceded	0									
3.4. Net	0	0	0	0	0	0	0	0	0	0
4. TOTALS:										
4.1. Direct	10,907,502	0	0	0	0	0	10,907,502	0	0	0
4.2. Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
4.3. Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
4.4. Net	10,907,502	0	0	0	0	0	10,907,502	0	0	0

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2B - ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid During the Year		Claim Reserve and Claim Liability Dec. 31 of Current Year		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)					0	0
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare	8,246,503	70,858,472	79,558	10,827,944	8,326,061	10,415,636
7. Title XIX - Medicaid					0	0
8. Other health					0	0
9. Health subtotal (Lines 1 to 8)	8,246,503	70,858,472	79,558	10,827,944	8,326,061	10,415,636
10. Healthcare receivables (a)		1,664,481			0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts		35,013			0	10,210
13. Totals (Lines 9-10+11+12)	8,246,503	69,229,004	79,558	10,827,944	8,326,061	10,425,846

(a) Excludes $ 11,683 loans or advances to providers not yet expensed.

Pt 2C - Sn A - Paid Claims - Comp

NONE

Pt 2C - Sn A - Paid Claims - MS

NONE

Pt 2C - Sn A - Paid Claims - DO

NONE

Pt 2C - Sn A - Paid Claims - VO

NONE

Pt 2C - Sn A - Paid Claims - FE

NONE

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS

(000 Omitted)

Section A - Paid Health Claims - Medicare

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior	(29,366)	(36,940)	14,860	14,434	14,434
2. 2008	46,762	8,385	55,282	55,206	55,206
3. 2009	XXX	52,879	60,574	60,719	60,719
4. 2010	XXX	XXX	73,277	87,245	87,245
5. 2011	XXX	XXX	XXX	80,110	88,356
6. 2012	XXX	XXX	XXX	XXX	70,893

Section B - Incurred Health Claims - Medicare

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior	14,374	14,460	14,428	14,434	14,434
2. 2008	47,228	55,135	55,246	55,206	55,206
3. 2009	XXX	53,290	60,673	60,719	60,719
4. 2010	XXX	XXX	78,691	87,279	87,245
5. 2011	XXX	XXX	XXX	90,502	88,436
6. 2012	XXX	XXX	XXX	XXX	81,721

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Medicare

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2+3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2008	67,746	55,206	433	0.8	55,639	82.1	0	0	55,639	82.1
2. 2009	81,172	60,719	476	0.8	61,195	75.4	0	0	61,195	75.4
3. 2010	105,808	87,245	685	0.8	87,930	83.1	0	0	87,930	83.1
4. 2011	107,875	88,356	693	0.8	89,049	82.5	80	1	89,130	82.6
5. 2012	90,818	70,893	556	0.8	71,449	78.7	10,828	73	82,350	90.7

Pt 2C - Sn A - Paid Claims - XI

NONE

Pt 2C - Sn A - Paid Claims - OT

NONE

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS

(000 Omitted)

Section A - Paid Health Claims - Grand Total

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior	(29,366)	(36,940)	14,860	14,434	14,434
2. 2008	46,762	8,385	55,282	55,206	55,206
3. 2009	XXX	52,879	60,574	60,719	60,719
4. 2010	XXX	XXX	73,277	87,245	87,245
5. 2011	XXX	XXX	XXX	80,110	88,356
6. 2012	XXX	XXX	XXX	XXX	70,893

Section B - Incurred Health Claims - Grand Total

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior	14,374	14,460	14,428	14,434	14,434
2. 2008	47,228	55,135	55,246	55,206	55,206
3. 2009	XXX	53,290	60,673	60,719	60,719
4. 2010	XXX	XXX	78,691	87,279	87,245
5. 2011	XXX	XXX	XXX	90,502	88,436
6. 2012	XXX	XXX	XXX	XXX	81,721

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Grand Total

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2+3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2008	67,746	55,206	433	0.8	55,639	82.1	0	0	55,639	82.1
2. 2009	81,172	60,719	476	0.8	61,195	75.4	0	0	61,195	75.4
3. 2010	105,808	87,245	685	0.8	87,930	83.1	0	0	87,930	83.1
4. 2011	107,875	88,356	693	0.8	89,049	82.5	80	1	89,130	82.6
5. 2012	90,818	70,893	556	0.8	71,449	78.7	10,828	73	82,350	90.7

Pt 2C - Sn B - Incurred Claims - Comp

NONE

Pt 2C - Sn B - Incurred Claims - MS

NONE

Pt 2C - Sn B - Incurred Claims - DO

NONE

Pt 2C - Sn B - Incurred Claims - VO

NONE

Pt 2C - Sn B - Incurred Claims - FE

NONE

Pt 2C - Sn B - Incurred Claims - XI

NONE

Pt 2C - Sn B - Incurred Claims - OT

NONE

Part 2C - Sn C - Claims Expense Ratio Co

NONE

Part 2C - Sn C - Claims Expense Ratio MS

NONE

Part 2C - Sn C - Claims Expense Ratio DO

NONE

Part 2C - Sn C - Claims Expense Ratio VO

NONE

Part 2C - Sn C - Claims Expense Ratio FE

NONE

Part 2C - Sn C - Claims Expense Ratio XI

NONE

Part 2C - Sn C - Claims Expense Ratio OT

NONE

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2D - AGGREGATE RESERVE FOR ACCIDENT AND HEALTH CONTRACTS ONLY

	1 Total	2 Comprehensive (Hospital & Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefit Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other
1. Unearned premium reserves	0								
2. Additional policy reserves (a)	0								
3. Reserve for future contingent benefits	0								
4. Reserve for rate credits or experience rating refunds (including $ 0 for investment income)	12,545						12,545		
5. Aggregate write-ins for other policy reserves	0	0	0	0	0	0	0	0	0
6. Totals (gross)	12,545	0	0	0	0	0	12,545	0	0
7. Reinsurance ceded	0								
8. Totals (Net) (Page 3, Line 4)	12,545	0	0	0	0	0	12,545	0	0
9. Present value of amounts not yet due on claims	0								
10. Reserve for future contingent benefits	0								
11. Aggregate write-ins for other claim reserves	0	0	0	0	0	0	0	0	0
12. Totals (gross)	0	0	0	0	0	0	0	0	0
13. Reinsurance ceded	0								
14. Totals (Net) (Page 3, Line 7)	0	0	0	0	0	0	0	0	0
DETAILS OF WRITE-INS									
0501.									
0502.									
0503.									
0598. Summary of remaining write-ins for Line 5 from overflow page	0	0	0	0	0	0	0	0	0
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 5 above)	0	0	0	0	0	0	0	0	0
1101.									
1102.									
1103.									
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0	0	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0	0	0	0	0	0

(a) Includes $ 0 premium deficiency reserve.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 3 - ANALYSIS OF EXPENSES

	Claim Adjustment Expenses		3	4	5
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses	General Administrative Expenses	Investment Expenses	Total
1. Rent ($ 0 for occupancy of own building)		15,529	163,753		179,282
2. Salaries, wages and other benefits	312,986	202,959	6,009,670		6,525,615
3. Commissions (less $ 0 ceded plus $ 0 assumed)			3,219,510		3,219,510
4. Legal fees and expenses		1,922	325,154		327,076
5. Certifications and accreditation fees			39,328		39,328
6. Auditing, actuarial and other consulting services		13,579	1,644,951		1,658,530
7. Traveling expenses		3,769	130,860		134,629
8. Marketing and advertising			105,100		105,100
9. Postage, express and telephone		17,849	356,864		374,713
10. Printing and office supplies		25,438	128,291		153,729
11. Occupancy, depreciation and amortization			37,711		37,711
12. Equipment		756	28,783		29,539
13. Cost or depreciation of EDP equipment and software	515		149,425		149,940
14. Outsourced services including EDP, claims, and other services	1	540,537	1,865,853		2,406,391
15. Boards, bureaus and association fees			338		338
16. Insurance, except on real estate			(8,651)		(8,651)
17. Collection and bank service charges		249	64,932		65,181
18. Group service and administration fees			128,010		128,010
19. Reimbursements by uninsured plans					0
20. Reimbursements from fiscal intermediaries					0
21. Real estate expenses			31,193		31,193
22. Real estate taxes			1,726	1,107	2,833
23. Taxes, licenses and fees:					
23.1 State and local insurance taxes			(52,887)		(52,887)
23.2 State premium taxes			552		552
23.3 Regulatory authority licenses and fees		952	89,373		90,325
23.4 Payroll taxes	21,941	1,882	376,838		400,661
23.5 Other (excluding federal income and real estate taxes)			498		498
24. Investment expenses not included elsewhere					0
25. Aggregate write-ins for expenses	0	0	288,915	0	288,915
26. Total expenses incurred (Lines 1 to 25)	335,443	825,421	15,126,090	1,107	(a) 16,288,061
27. Less expenses unpaid December 31, current year		73,866	881,232		955,098
28. Add expenses unpaid December 31, prior year	0	283,736	316,056	0	599,792
29. Amounts receivable relating to uninsured plans, prior year	0	0	0	0	0
30. Amounts receivable relating to uninsured plans, current year			1,530,789		1,530,789
31. Total expenses paid (Lines 26 minus 27 plus 28 minus 29 plus 30)	335,443	1,035,291	16,091,703	1,107	17,463,544
DETAILS OF WRITE-INS					
2501. Miscellaneous Administrative Expenses			288,915		288,915
2502.					0
2503.					0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0	0
2599. Totals (Line 2501 through 2503 + 2598) (Line 25 above)	0	0	288,915	0	288,915

(a) Includes management fees of $ 5,270,845 to affiliates and $ 0 to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

		1 Collected During Year	2 Earned During Year
1.	U.S. Government bonds	(a) 102,990	112,895
1.1	Bonds exempt from U.S. tax	(a)	
1.2	Other bonds (unaffiliated)	(a) 280,311	270,158
1.3	Bonds of affiliates	(a) 0	
2.1	Preferred stocks (unaffiliated)	(b) 0	
2.11	Preferred stocks of affiliates	(b) 0	
2.2	Common stocks (unaffiliated)	0	
2.21	Common stocks of affiliates	0	
3.	Mortgage loans	(c)	
4.	Real estate	(d)	
5.	Contract loans		
6.	Cash, cash equivalents and short-term investments	(e) 3,184	3,184
7.	Derivative instruments	(f)	
8.	Other invested assets		
9.	Aggregate write-ins for investment income	115,352	115,352
10.	Total gross investment income	501,837	501,589
11.	Investment expenses		(g) 1,107
12.	Investment taxes, licenses and fees, excluding federal income taxes		(g)
13.	Interest expense		(h)
14.	Depreciation on real estate and other invested assets		(i)
15.	Aggregate write-ins for deductions from investment income		0
16.	Total deductions (Lines 11 through 15)		1,107
17.	Net investment income (Line 10 minus Line 16)		500,482
	DETAILS OF WRITE-INS		
0901.	Miscellaneous Investment Expense	115,352	115,352
0902.			
0903.			
0998.	Summary of remaining write-ins for Line 9 from overflow page	0	0
0999.	Totals (Lines 0901 through 0903) plus 0998 (Line 9 above)	115,352	115,352
1501.			
1502.			
1503.			
1598.	Summary of remaining write-ins for Line 15 from overflow page		0
1599.	Totals (Lines 1501 through 1503) plus 1598 (Line 15 above)		0

(a) Includes $ 16,794 accrual of discount less $ 87,848 amortization of premium and less $ 1,385 paid for accrued interest on purchases.
(b) Includes $ accrual of discount less $ amortization of premium and less $ 0 paid for accrued dividends on purchases.
(c) Includes $ 0 accrual of discount less $ 0 amortization of premium and less $ paid for accrued interest on purchases.
(d) Includes $ for company's occupancy of its own buildings; and excludes $ interest on encumbrances.
(e) Includes $ 2,902 accrual of discount less $ amortization of premium and less $ paid for accrued interest on purchases.
(f) Includes $ accrual of discount less $ amortization of premium.
(g) Includes $ 1,107 investment expenses and $ 0 investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.
(h) Includes $ interest on surplus notes and $ interest on capital notes.
(i) Includes $ depreciation on real estate and $ depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

		1 Realized Gain (Loss) On Sales or Maturity	2 Other Realized Adjustments	3 Total Realized Capital Gain (Loss) (Columns 1 + 2)	4 Change in Unrealized Capital Gain (Loss)	5 Change in Unrealized Foreign Exchange Capital Gain (Loss)
1.	U.S. Government bonds			0		
1.1	Bonds exempt from U.S. tax			0		
1.2	Other bonds (unaffiliated)	21,687		21,687		
1.3	Bonds of affiliates	0	0	0	0	0
2.1	Preferred stocks (unaffiliated)	0	0	0	0	0
2.11	Preferred stocks of affiliates	0	0	0	0	0
2.2	Common stocks (unaffiliated)	0	0	0	0	0
2.21	Common stocks of affiliates	0	0	0	0	0
3.	Mortgage loans	0	0	0	0	0
4.	Real estate	0	0	0		0
5.	Contract loans			0		
6.	Cash, cash equivalents and short-term investments	105		105	0	0
7.	Derivative instruments			0		
8.	Other invested assets	0	0	0	0	0
9.	Aggregate write-ins for capital gains (losses)	0	0	0	0	0
10.	Total capital gains (losses)	21,792	0	21,792	0	0
	DETAILS OF WRITE-INS					
0901.						
0902.						
0903.						
0998.	Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0	0
0999.	Totals (Lines 0901 through 0903) plus 0998 (Line 9 above)	0	0	0	0	0

EXHIBIT OF NONADMITTED ASSETS

	1 Current Year Total Nonadmitted Assets	2 Prior Year Total Nonadmitted Assets	3 Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D)	0	0	0
2. Stocks (Schedule D):			
2.1 Preferred stocks	0	0	0
2.2 Common stocks	0	0	0
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens	0	0	0
3.2 Other than first liens	0	0	0
4. Real estate (Schedule A):			
4.1 Properties occupied by the company	0	0	0
4.2 Properties held for the production of income	0	0	0
4.3 Properties held for sale	0	0	0
5. Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term investments (Schedule DA)	0	0	0
6. Contract loans	0	0	0
7. Derivatives (Schedule DB)	0	0	0
8. Other invested assets (Schedule BA)	0	0	0
9. Receivables for securities	0	0	0
10. Securities lending reinvested collateral assets (Schedule DL)	0	0	0
11. Aggregate write-ins for invested assets	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	0	0	0
13. Title plants (for Title insurers only)	0	0	0
14. Investment income due and accrued	0	0	0
15. Premiums and considerations:			
15.1 Uncollected premiums and agents' balances in the course of collection	74,060	0	(74,060)
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due	0	0	0
15.3 Accrued retrospective premiums	0	0	0
16. Reinsurance:			
16.1 Amounts recoverable from reinsurers	0	0	0
16.2 Funds held by or deposited with reinsured companies	0	0	0
16.3 Other amounts receivable under reinsurance contracts	0	0	0
17. Amounts receivable relating to uninsured plans	0	0	0
18.1 Current federal and foreign income tax recoverable and interest thereon	0	0	0
18.2 Net deferred tax asset	158,228	202,007	43,779
19. Guaranty funds receivable or on deposit	0	0	0
20. Electronic data processing equipment and software	0	0	0
21. Furniture and equipment, including health care delivery assets	66	3,551	3,485
22. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0
23. Receivables from parent, subsidiaries and affiliates	124,160	0	(124,160)
24. Health care and other amounts receivable	713,018	1,194,619	481,601
25. Aggregate write-ins for other than invested assets	7,003	5,846	(1,157)
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	1,076,535	1,406,023	329,488
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
28. Total (Lines 26 and 27)	1,076,535	1,406,023	329,488
DETAILS OF WRITE-INS			
1101.		0	0
1102.		0	0
1103.			
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0
2501. Prepaid Expenses	5,492	5,846	354
2502. Prepaid Commissions	1,511	0	(1,511)
2503.			
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	7,003	5,846	(1,157)

EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY

Source of Enrollment	Total Members at End of					6
	1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	Current Year Member Months
1. Health Maintenance Organizations	11,930	10,799	10,664	10,543	10,377	127,750
2. Provider Service Organizations	0					
3. Preferred Provider Organizations	0					
4. Point of Service	0					
5. Indemnity Only	0					
6. Aggregate write-ins for other lines of business	0	0	0	0	0	0
7. Total	11,930	10,799	10,664	10,543	10,377	127,750
DETAILS OF WRITE-INS						
0601.						
0602.						
0603.						
0698. Summary of remaining write-ins for Line 6 from overflow page	0	0	0	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	0	0	0	0	0	0

NOTES TO THE 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 Arkansas Department of Insurance.

The Arkansas Department of Insurance recognizes only statutory accounting practices prescribed or permitted by the state of Arkansas for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Arkansas 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 Arkansas. 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 Arkansas is shown below:

	State of Domicile		2012		2011
Net Income					
1. Arkansas Community Care, Inc. Arkansas basis	AR	$	(1,950,370)	$	(1,276,033)
2. State Prescribed Practices that increase/(decrease) NAIC SAP	AR		-		-
3. State Permitted Practices that increase/(decrease) NAIC SAP	AR		-		-
4. NAIC SAP	AR	$	(1,950,370)	$	(1,276,033)
Surplus					
5. Arkansas Community Care, Inc. Arkansas basis	AR	$	14,029,210	$	12,445,109
6. State Prescribed Practices that increase/(decrease) NAIC SAP	AR		-		-
7. State Permitted Practices that increase/(decrease) NAIC SAP:	AR		-		-
8. NAIC SAP	AR	$	14,029,210	$	12,445,109

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

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.

In addition, the Company uses the following accounting policies:

(1) 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.

(2)-(4) 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.

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

NOTES TO THE FINANCIAL STATEMENTS

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.

(5) Not Applicable.

(6) For loan backed and structured securities where the securities fair value is less then 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.

(7) Not Applicable.

(8) Not Applicable.

(9) Not Applicable.

(10)-(11) 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.

(12) The Company does not hold real estate for the production of income.

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.

(13) Not Applicable.

2. Accounting Changes and Corrections of Errors

The Company adopted the provisions of SSAP No. 101 *Income Taxes A Replacement of SSAP 10R and SSAP 10* in 2012. SSAP 101 provides new requirements for tax loss contingencies and the calculation and admissibility of deferred tax assets. The difference between the recalculated amounts as of January 1, 2012, and the amount actually reported in the prior year financial statements is treated as a change in accounting principle in accordance with SSAP No. 3 *Accounting Changes and Correction of Errors*. The cumulative effect of this change in accounting principle did not have a material impact on the financial statements.

In 2012, the Company determined that certain adjustments were not included in the 2011 Annual Statement. This resulted in a $157,006 understatement of net income. The impact of these errors on net admitted assets, total liabilities and total capital and surplus at December 31, 2012 were $126,262, $33,606, and $159,780, respectively. Consistent with SSAP No. 3, the prior period expense was recorded as an adjustment to surplus in first quarter 2012 as an aggregate write-in on line 47 of the capital and surplus account rollforward.

The adjustment is 0.17% of earned premiums and 5.40% of pretax earnings.

3. Business Combinations and Goodwill

A. Statutory Purchase Method

Effective March 31, 2012, the Company was acquired by Humana Inc. See Note 10 for discussion on related party arrangements

B. Statutory Merger

Not Applicable.

C. Assumption Reinsurance

Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

D. Impairment Loss

Not Applicable.

4. Discontinued Operations

Not Applicable.

5. Investments

A. Mortgage Loans, Including Mezzanine Real Estate Loans

Not Applicable.

B. Debt Restructuring

Not Applicable.

C. Reverse Mortgages

Not Applicable.

D. Loan-Backed Securities

(1) Not Applicable.

(2) Not Applicable.

(3) Not Applicable.

(4) The Company does not have any investments in an other-than-temporary impairment position at December 31, 2012.

The Company does not have any loan-backed securities in an unrealized loss position as of December 31, 2012.

(5) Not Applicable.

E. Repurchase Agreements and/or Securities Lending Transactions

(1) The Company has no repurchase agreements or securities lending transactions.

(2) The Company has not pledged any of its assets as collateral.

(3-5) 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 loans in default.

B. The total amount excluded was $0.

8. Derivative Instruments

Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

9. Income Taxes

A. Deferred Tax Assets/(Liabilities)

(1) The components of the net admitted deferred tax asset/(liability) by tax character were as follows:

	December 31, 2012		
	Ordinary	Capital	Total
a. Gross deferred tax assets	$ 1,165,713	$ -	$ 1,165,713
b. Statutory valuation allowance adjustments	-	-	-
c. Adjusted gross deferred tax assets	1,165,713	-	1,165,713
d. Deferred tax assets nonadmitted	(158,228)	-	(158,228)
e. Net admitted deferred tax assets	1,007,485	-	1,007,485
f. Deferred tax liabilities		-	-
g. Net admitted deferred tax asset/(liability)	$ 1,007,485	$ -	$ 1,007,485

	December 31, 2011		
	Ordinary	Capital	Total
a. Gross deferred tax assets	$ 803,737	$ -	$ 803,737
b. Statutory valuation allowance adjustments	-	-	-
c. Adjusted gross deferred tax assets	803,737	-	803,737
d. Deferred tax assets nonadmitted	(202,007)	-	(202,007)
e. Net admitted deferred tax assets	601,730	-	601,730
f. Deferred tax liabilities	-	-	-
g. Net admitted deferred tax asset/(liability)	$ 601,730	$ -	$ 601,730

	Change		
	Ordinary	Capital	Total
a. Gross deferred tax assets	$ 361,976	$ -	$ 361,976
b. Statutory valuation allowance adjustments	-	-	-
c. Adjusted gross deferred tax assets	361,976	-	361,976
d. Deferred tax assets nonadmitted	43,779	-	43,779
e. Net admitted deferred tax assets	405,755	-	405,755
f. Deferred tax liabilities	-	-	-
g. Net admitted deferred tax asset/(liability)	$ 405,755	$ -	$ 405,755

(2) The amount of admitted adjusted gross deferred tax assets under SSAP No. 101 were as follows:

	December 31, 2012		
	Ordinary	Capital	Total
a. Federal income taxes paid in prior years recoverable through loss carrybacks	$ -	$ -	$ -
b. Adjusted gross deferred tax assets expected to be realized after application of the threshold limitation	1,007,485	-	1,007,485
1. Adjusted gross deferred tax assets expected to be realized following the Balance Sheet date	1,007,485	-	1,007,485
2. Adjusted gross deferred tax assets allowed per limitation threshold	2,054,669	XXX	2,054,669
c. Adjusted gross deferred tax assets offset by gross deferred tax liabilities	-	-	-
d. Deferred tax assets admitted as the result of application of SSAP No. 101. Total	$ 1,007,485	$ -	$ 1,007,485

	December 31, 2011		
	Ordinary	Capital	Total
a. Federal income taxes paid in prior years recoverable through loss carrybacks	$ 601,730	$ -	$ 601,730
b. Adjusted gross deferred tax assets expected to be realized after application of the threshold limitation	-	-	-
1. Adjusted gross deferred tax assets expected to be realized following the Balance Sheet date	-	-	-
2. Adjusted gross deferred tax assets allowed per limitation threshold	XXX	XXX	1,110,253
c. Adjusted gross deferred tax assets offset by gross deferred tax liabilities	-	-	-
d. Deferred tax assets admitted as the result of application of SSAP No. 101. Total	$ 601,730	$ -	$ 601,730

	Change		
	Ordinary	Capital	Total
a. Federal income taxes paid in prior years recoverable through loss carrybacks	$ (601,730)	$ -	$ (601,730)
b. Adjusted gross deferred tax assets expected to be realized after application of the threshold limitation	1,007,485	-	1,007,485
1. Adjusted gross deferred tax assets expected to be realized following the Balance Sheet date	-	-	1,007,485
2. Adjusted gross deferred tax assets allowed per limitation threshold	XXX	XXX	944,416
c. Adjusted gross deferred tax assets offset by gross deferred tax liabilities	-	-	-
d. Deferred tax assets admitted as the result of application of SSAP No. 101. Total	$ 405,755	$ -	$ 405,755

NOTES TO THE FINANCIAL STATEMENTS

(3) The ratio percentage used to determine recovery period and threshold limitation amount was as follows:

	December 31, 2012	December 31, 2011
a. Ratio percentage used to determine recovery period and threshold limitation amount	311%	N/A
b. Amount of adjusted capital and surplus used to determine recovery period and threshold limitation in 2 b.2 above	13,021,725.00	5,000,000.00

(4) The impact of tax planning strategies on adjusted gross DTAs and net admitted DTAs was as follows:

	December 31, 2012		
	Ordinary	Capital	Total
a. Adjusted gross DTAs (% of total adjusted gross DTAs)	0%	0%	0%
b. Net admitted adjusted gross DTAs (% of total net admitted adjusted gross DTAs)	0%	0%	0%

	December 31, 2011		
	Ordinary	Capital	Total
a. Adjusted gross DTAs (% of total adjusted gross DTAs)	0%	0%	0%
b. Net admitted adjusted gross DTAs (% of total net admitted adjusted gross DTAs)	0%	0%	0%

	Change		
	Ordinary	Capital	Total
a. Adjusted gross DTAs (% of total adjusted gross DTAs)	0%	0%	0%
b. Net admitted adjusted gross DTAs (% of total net admitted adjusted gross DTAs)	0%	0%	0%

c. Does the Company's tax planning strategies include the use of reinsurance? Yes [ ] No [X]

B. There are no temporary differences for which a DTL has not been established.

C. Current and deferred income taxes

(1) Current income taxes incurred consist of the following major components:

	December 31, 2012	December 31, 2011	Change
a. Federal	$ (955,479)	$ (581,189)	$ (374,290)
b. Foreign	-	-	-
c. Subtotal	(955,479)	(581,189)	(374,290)
d. Federal income tax on net capital gains	7,627	-	7,627
e. Utilization of capital loss carryforwards	-	-	-
f. Other	-	-	-
g. Federal and foreign income taxes incurred	$ (947,852)	$ (581,189)	$ (366,663)

NOTES TO THE FINANCIAL STATEMENTS

(2)-(3) The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are as follows:

DTAs resulting from Book/Tax Differences in:

	December 31, 2012	December 31, 2011	Change
a. Ordinary			
1. Discounting of unpaid losses	$ 295,712	$ 117,760	$ 177,952
2. Unearned premium reserve	-	-	-
3. Policyholder reserves	-	-	-
4. Investments	-	-	-
5. Deferred acquisition costs	-	-	-
6. Policyholder dividends accrual	-	-	-
7. Fixed assets	23	1,686	(1,663)
8. Compensation and benefit accruals	5,773	17,900	(12,127)
9. Pension accruals	-	-	-
10. Receivables - nonadmitted	-	-	-
11. Net operating loss carry-forward	248,287	-	248,287
12. Tax credit carry-forward	-	-	-
13. Other	26,532	1,988	24,544
14. Bad debts	293,012	419,988	(126,976)
15. Intangibles	235,548	225,381	10,167
16. Miscellaneous Reserves	60,826	19,034	41,792
99. Subtotal	1,165,713	803,737	361,976
b. Statutory valuation allowance adjustment	-	-	-
c. Nonadmitted	(158,228)	(202,007)	43,779
d. Admitted ordinary DTAs	1,007,485	601,730	405,755
e. Capital			
1. Investments	-	-	-
2. Net capital loss carryforwards	-	-	-
3. Real estate	-	-	-
4. Other	-	-	-
99. Subtotal	-	-	-
f. Statutory valuation allowance adjustment	-	-	-
g. Nonadmitted	-	-	-
h. Admitted capital DTAs	-	-	-
i. Admitted DTAs	$ 1,007,485	$ 601,730	$ 405,755

DTLs resulting from Book/Tax Differences in:

	December 31, 2012	December 31, 2011	Change
a. Ordinary			
1. Investments	$ -	$ -	$ -
2. Fixed assets	-	-	-
3. Deferred and uncollected premium	-	-	-
4. Policyholder reserves	-	-	-
5. Other	-	-	-
6. Misc reserves	-	-	-
7. Premium acquisition expense	-	-	-
99. Subtotal	-	-	-
b. Capital			
1. Investments	-	-	-
2. Real estate	-	-	-
3. Other	-	-	-
99. Subtotal	-	-	-
c. DTLs	-	-	-
(4) Net deferred tax asset/(liability)	$ 1,007,485	$ 601,730	$ 405,755

NOTES TO THE FINANCIAL STATEMENTS

D. The provision for federal income taxes incurred is different from that which would be obtained by applying the Federal income tax rate to income before income taxes. The significant items causing this difference are as follows:

	Amount	Tax Effect	Effective Tax Rate
Income before Taxes	$ (2,898,222)	$ (1,014,378)	35.00%
Tax-exempt Interest	-	-	0.00%
Dividends Received Deduction	-	-	0.00%
Proration	-	-	0.00%
Meals & Entertainment	3,136	1,098	-0.04%
Statutory Valuation Allowance Adjustment	-	-	0.00%
Other, Including Prior Year True-Up	(847,282)	(296,560)	10.23%
Total	$ (3,742,368)	$ (1,309,840)	45.19%
Federal income taxes incurred [expense/(benefit)]		$ (955,479)	32.97%
Tax on capital gains/(losses)		7,627	-0.26%
Change in net deferred income tax [charge/(benefit)]		(361,987)	12.49%
Total statutory income taxes		$ (1,309,839)	45.19%

E. Operating loss and tax credit carryforwards and protective tax deposits

(1) At December 31, 2012, the Company had net operating loss carryforwards expiring through the year 2030 of $709,391.

At December 31, 2012, the Company had capital loss carryforwards expiring through the year 2017 of $0.

At December 31, 2012, the Company had an AMT credit carryforward, which does not expire, in the amount of $0.

(2) The following table demonstrates the income tax expense for 2010, 2011 and 2012 that is available for the recoupment in the event of future net losses:

	Ordinary	Capital	Total
2010	$ -	$ -	$ -
2011	-	-	-
2012	-	-	-
Total	$ -	$ -	$ -

(3) There are no deposits admitted under IRC § 6603.

F. The Company is included in a consolidated federal income tax return with its parent Company, Humana Inc. The Company has a written agreement, approved by the Company's Board of Directors, which sets forth the manner in which the total combined federal income tax is allocated to each entity which is a party to the consolidation. Pursuant to this agreement, the Company has the enforceable right to be paid for any future net losses it may incur. The Company has no contingent income tax liabilities. The Company has not adjusted gross deferred tax assets due to changes in judgment about the realizability of the related deferred tax asset.

HUMANA INC. AND SUBSIDIARIES

CALENDAR YEAR ENDED DECEMBER 31, 2012
AFFILIATIONS SCHEDULE

CORPORATE NAME AND EMPLOYER IDENTIFICATION NUMBER
THE ADDRESS OF EACH COMPANY IS: P. O. BOX 740026, LOUISVILLE, KY 40201

CORP. NO.	CORPORATION NAME	EMPLOYER IDENTIFICATION NUMBER
1	HUMANA INC.	61-0647538
2	516-526 WEST MAIN STREET CONDOMINIUM COUNCIL OF CO-OWNERS, INC.	20-5309363
3	AGILE TECHNOLOGY SOLUTIONS, INC.	46-1225873
4	AMERICAN DENTAL PLAN OF NORTH CAROLINA, INC.	56-1796975
5	AMERICAN DENTAL PROVIDERS OF ARKANSAS, INC.	58-2302163
6	ANVITA HEALTH (ANVITA, INC.)	77-0540040
7	ARCADIAN CHOICE, INC.	27-3387971
8	ARCADIAN HEALTH PLAN OF GEORGIA, INC.	20-5089611
9	ARCADIAN HEALTH PLAN OF LOUISIANA, INC.	20-8688983
10	ARCADIAN HEALTH PLAN OF NEW YORK, INC.	26-2800286
11	ARCADIAN HEALTH PLAN OF NORTH CAROLINA, INC.	26-0500828
12	ARCADIAN HEALTH PLAN, INC.	20-1001348

NOTES TO THE FINANCIAL STATEMENTS

13	ARCADIAN MANAGEMENT SRVICES, INC.	86-0836599
14	AUTO INJURY SOLUTIONS, INC.	26-2681597
15	CAC-FLORIDA MEDICAL CENTERS, LLC	26-0010657
16	CARENETWORK, INC.	39-1514846
17	CAREPLUS HEALTH PLANS, INC.	59-2598550
18	CARITEN HEALTH PLAN, INC.	62-1579044
19	CARITEN INSURANCE COMPANY	62-0729865
20	CERTIFY DATA SYSTEMS, INC.	80-0072760
21	CHA HMO, INC.	61-1279717
22	CHA SERVICE COMPANY, INC.	61-1279716
23	COMPBENEFITS COMPANY	59-2531815
24	COMPBENEFITS CORPORATION	04-3185995
25	COMPBENEFITS DENTAL, INC.	36-3686002
26	COMPBENEFITS DIRECT, INC.	58-2228851
27	COMPBENEFITS INSURANCE COMPANY	74-2552026
28	COMPBENEFITS OF ALABAMA, INC.	63-1063101
29	COMPBENEFITS OF GEORGIA, INC.	58-2198538
30	COMPLEX CLINICAL MANAGEMENT, INC.	45-3713941
31	COMPREHENSIVE HEALTH INSIGHTS, INC. (fka Competitive Health Analytics, Inc.)	42-1575099
32	CONCENTRA HEALTH SOLUTIONS, INC.	75-2510547
33	CONCENTRA INC.	26-4823524
34	CONCENTRA INTEGRATED SERVICES, INC.	04-2658593
35	CONCENTRA OPERATING CORPORATION	04-3363415
36	CONCENTRA SOLUTIONS, INC.	75-2678146
37	CORPHEALTH PROVIDER LINK, INC.	20-8236655
38	CORPHEALTH, INC.	75-2043865
39	CPHP HOLDINGS, INC.	30-0117876
40	DEFENSEWEB TECHNOLOGIES, INC.	33-0916248
41	DENTAL CARE PLUS MANAGEMENT, CORP.	36-3512545
42	DENTICARE, INC.	76-0039628
43	EMPHESYS INSURANCE COMPANY	31-0935772
44	EMPHESYS, INC.	61-1237697
45	HARRIS, ROTHENBERG INTERNATIONAL, INC.	27-1649291
46	HEALTH VALUE MANAGEMENT, INC.	61-1223418
47	HOMECARE HEALTH SOLUTIONS, INC.	45-3116348
48	HUMANA ACTIVE OUTLOOK, INC.	20-4835394
49	HUMANA ADVANTAGECARE PLAN, INC.	65-1137990
50	HUMANA BENEFIT PLAN OF ILLINOIS, INC.	37-1326199
51	HUMANA DENTAL COMPANY	59-1843760
52	HUMANA EMPLOYERS HEALTH PLAN OF GEORGIA, INC.	58-2209549
53	HUMANA GOVERNMENT BUSINESS, INC. (fka Humana Military Healthcare Services, Inc.	61-1241225
54	HUMANA GOVERNMENT NETWORK SERVICES, INC.	20-1717441
55	HUMANA HEALTH BENEFIT PLAN OF LOUISIANA, INC.	72-1279235
56	HUMANA HEALTH INSURANCE COMPANY OF FLORIDA, INC.	61-1041514
57	HUMANA HEALTH PLAN INTERESTS, INC.	71-0732385
58	HUMANA HEALTH PLAN OF CALIFORNIA, INC.	26-3473328
59	HUMANA HEALTH PLAN OF OHIO, INC.	31-1154200
60	HUMANA HEALTH PLAN OF TEXAS, INC.	61-0994632
61	HUMANA HEALTH PLAN, INC.	61-1013183
62	HUMANA HMO OF LOUISIANA, INC.	45-4184263
63	HUMANA INNOVATION ENTERPRISES, INC.	61-1343791
64	HUMANA INSURANCE COMPANY	39-1263473
65	HUMANA INSURANCE COMPANY OF KENTUCKY	61-1311685
66	HUMANA INSURANCE COMPANY OF NEW YORK	20-2888723
67	HUMANA MARKETPOINT, INC.	61-1343508
68	HUMANA MEDICAL PLAN OF MICHIGAN, INC.	27-3991410
69	HUMANA MEDICAL PLAN OF PENNSYLVANIA, INC.	27-4460531
70	HUMANA MEDICAL PLAN OF UTAH, INC.	20-8411422
71	HUMANA MEDICAL PLAN, INC.	61-1103898
72	HUMANA MILITARY DENTAL SERVICES, INC.	27-1323221
73	HUMANA PHARMACY SOLUTIONS, INC.	45-2254346
74	HUMANA PHARMACY, INC.	61-1316926
75	HUMANA REGIONAL HEALTH PLAN, INC. (fka Arkansas Community Care, Inc.)	20-2036444
76	HUMANA VETERANS HEALTHCARE SERVICES, INC.	20-8418853
77	HUMANA WISCONSIN HEALTH ORGANIZATION INSURANCE CO.	39-1525003
78	HUMANACARES, INC.	65-0274594
79	HUMANADENTAL INSURANCE COMPANY	39-0714280
80	HUMANADENTAL, INC.	61-1364005
81	HUMCERT, INC.	46-1086337

NOTES TO THE FINANCIAL STATEMENTS

82	HUMCO, INC.	61-1239538
83	HUM-e-FL, INC.	61-1383567
84	HUM-HOLDINGS INTERNATIONAL, INC.	26-3583438
85	HUMPHIRE, INC.	45-3777894
86	HUMSOL, INC.	45-3023344
87	HUM-VHC, INC.	45-5621162
88	KMG AMERICA CORPORATION	20-1377270
89	MANAGED CARE INDEMNITY, INC.	61-1232669
90	MD CARE, INC,.	20-1981339
91	MINER ACQUISITION SUBSIDIARY, INC.	46-1290640
92	NATIONAL HEALTHCARE RESOURCES, INC.	11-3273542
93	OMP INSURANCE COMPANY, LTD.	98-0445802
94	PHP COMPANIES, INC.	62-1552091
95	PREFERRED HEALTH PARTNERSHIP OF TENNESSEE, INC.	62-1546662
96	PREFERRED HEALTH PARTNERSHIP, INC.	62-1250945
97	PRESERVATION ON MAIN, INC.	20-1724127
98	SENIORBRIDGE (NC), INC.	56-2593719
99	SENIORBRIDGE (UT), INC.	56-2593718
100	SENIORBRIDGE (WA), INC.	57-1226890
101	SENIORBRIDGE CARE MANAGEMENT, INC.	80-0581269
102	SENIORBRIDGE FAMILY COMPANIES (AZ), INC.	46-0702349
103	SENIORBRIDGE FAMILY COMPANIES (CA), INC.	45-3039782
104	SENIORBRIDGE FAMILY COMPANIES (CT), INC.	27-0452360
105	SENIORBRIDGE FAMILY COMPANIES (FL), INC.	65-1096853
106	SENIORBRIDGE FAMILY COMPANIES (GA), INC.	80-0828590
107	SENIORBRIDGE FAMILY COMPANIES (IL), INC.	02-0660212
108	SENIORBRIDGE FAMILY COMPANIES (IN), INC.	20-0301155
109	SENIORBRIDGE FAMILY COMPANIES (KY), INC.	34-2067248
110	SENIORBRIDGE FAMILY COMPANIES (LA), INC.	45-5299341
111	SENIORBRIDGE FAMILY COMPANIES (MA), INC.	04-3580066
112	SENIORBRIDGE FAMILY COMPANIES (MD), INC.	81-0557727
113	SENIORBRIDGE FAMILY COMPANIES (MN), INC.	52-2460048
114	SENIORBRIDGE FAMILY COMPANIES (MO), INC.	46-0677759
115	SENIORBRIDGE FAMILY COMPANIES (NJ), INC.	36-4484449
116	SENIORBRIDGE FAMILY COMPANIES (NY), INC.	36-4484443
117	SENIORBRIDGE FAMILY COMPANIES (OH), INC.	20-0260501
118	SENIORBRIDGE FAMILY COMPANIES (PA), INC.	38-3643832
119	SENIORBRIDGE FAMILY COMPANIES (TN), INC.	45-5299154
120	SENIORBRIDGE FAMILY COMPANIES (TX), INC.	01-0766084
121	SENIORBRIDGE FAMILY COMPANIES (VA), INC.	46-0691871
122	SENIORBRIDGE FAMILY COMPANIES (WI), INC.	46-0764555
123	SENIORBRIDGE FAMILY COMPANIES, INC.	13-4036798
124	TEXAS DENTAL PLANS, INC.	74-2352809
125	THE DENTAL CONCERN, INC.	52-1157181
126	THE DENTAL CONCERN, LTD	36-3654697
127	VALOR HEATHCARE, INC.	20-3585174

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

A.-F. Arcadian Management Services, Inc. ("AMS") provided certain services to the Company under an Administrative Services Agreement for the period of January 1, 2012 through May 2012. Those services included enrollment processing, claims processing, professional credentialing, information technology, treasury, financial and tax services. Total compensation under this contract is on a per member per month basis with additional flat rate fees. This agreement was terminated after the acquisition of AMS by Humana.

Effective June 2012, 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, 2012 were approximately $5.3 million. As a part of this agreement, Humana makes cash disbursements on behalf of the Company which includes, but is not limited to, medical related items, general and administrative expenses, commissions and payroll. Humana is reimbursed by the Company weekly, based upon historical pattern of amounts and timing. Each month, these estimates are adjusted to ultimately settle upon actual disbursements made on behalf of the Company. As a result, any residual inter-company balances are immediately settled in the following month. The Company continues to be primarily liable for any outstanding payments made on behalf of the Company, should Humana not be able to fulfill its obligations. No dividends were paid by the Company. The Company received a $3,000,000 capital contribution from Humana Inc. on 4/10/2012. At December 31, 2012, the Company reported $1,150,709 amounts due from Humana Inc. Amount due to or from parent are generally settled within 30 days.

G. All outstanding shares of the Company are owned by the Parent Company.
H. Not Applicable.
I. Not Applicable.
J. Not Applicable.
K. Not Applicable.
L. Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

11. Debt

A. Debt, including Capital Notes

The Company has no debentures outstanding.

The Company has no capital notes outstanding.

The Company does not have any reverse repurchase agreements.

B. Federal Home Loan Bank (FHLB) Agreements

The Company does not have any FHLB agreements.

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

A. Defined Benefit Plans

Not Applicable.

B. Defined Contribution Plans

Not Applicable.

C. Multiemployer Plans

Not Applicable.

D. Consolidated/Holding Company Plans

The Company employees are eligible to participate in the Humana Retirement Savings Plan ("the Plan"), a defined contribution plan, sponsored by Humana Inc. The Plan maintains two accounts, the Savings Account and the Retirement Account.

Humana Inc.'s total contributions paid to the Savings and Retirement accounts of the Humana Retirement Savings Plan were $136.8 million and $124.7 million for the years ended December 31, 2012 and 2011, respectively. Of these contributions, the Company contributed $24,940 and $0 during 2012 and 2011, respectively. As of 2012 and 2011, the fair market value of the Humana Retirement and Savings Plan's assets was $2.1 billion and $1.9 billion, respectively.

E. Post Employment Benefits and Compensated Absences

Not Applicable.

H. 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 $0.01 par value common stock with 10 shares authorized and 5 shares issued and outstanding. All shares are common stock.
2) The Company has no preferred stock outstanding.
3-5) Dividends are non-cumulative 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 exceeds the lesser of the Company's prior year net operating profits or ten percent of policyholders surplus funds derived from realized net operating profits. Within the limitations above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders. No dividends were paid as of December 31, 2012.
6) There were no restrictions placed on the Company's surplus, including for whom the surplus is being held.
7) Not Applicable.
8) Not Applicable.
9) Not Applicable.
10) The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses is $0.
11) Not Applicable.
12) Not Applicable.
13) Not Applicable.

14. Contingencies

A. Contingent Commitments

Not Applicable.

B. Assessments

Not Applicable.

C. Gain Contingencies

Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

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 material contingent liabilities as of December 31, 2012.

15. Leases

A. Lessee Operating Lease

1) The Company has entered into operating leases for medical and administrative office space and equipment with lease terms ranging from one to ten years. Operating lease rental payments charged to expenses for the years ended December 31, 2012 and December 31, 2011 were approximately $54,328 and $0, respectively.
2) Non-Cancelable Lease Terms

a) At January 1, 2013, the minimum aggregate rental commitments are as follows:

Year Ending December 31	Operating Leases
2013	$21,485
Total Minimum Lease Payments	$21,485

b) Certain rental commitments have renewal options extending through the year 2023. Some of these renewals are subject to adjustments in future periods.

3) The Company is not involved in any sales-leaseback transactions.

B. Lessor Leases

1) Operating Leases

Not Applicable.

2) Leveraged Leases

Not Applicable.

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

The Company has no investment in Financial Instruments with Off Balance Sheet Risk or with Concentrations of 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

Not Applicable.

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

Not Applicable.

B. ASC Plans

Not Applicable.

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract

(1) The Company records no revenue explicitly attributable to the cost share and reinsurance components of administered Medicare products.

(2) As of December 31, 2012 the Company does not have a receivable from CMS related to the cost share and reinsurance components of administered Medicare products. The Company does not have any receivables from payors whose account balance is greater than 10% of the Company's accounts receivable from uninsured A&H plans or $10,000.

NOTES TO THE FINANCIAL STATEMENTS

(3) 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.

(4) 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. Fair Value Measurements

A. (1) The Company did not have any financial assets carried at fair value at December 31, 2012.

(2) Rollforward of Level 3 Items

Not Applicable.

(3) There were no fair value measurements using significant unobservable inputs. The Company reports transfers between fair value hierarchy levels at the end of the reporting period. There were no transfers between the fair value hierarchy levels between December 31, 2011 and 2012.

(4) Fair value of actively traded debt securities are based on quoted market prices. Fair value of other debt securities are based on quoted market prices of identical or similar securities or based on observable inputs like interest rates generally using a market valuation approach, or, less frequently, an income valuation approach and are generally classified as Level 2. The Company generally obtains one quoted price for each security from a third party pricing service. These prices are generally derived from recently reported trades for identical or similar securities, including adjustments through the reporting date based upon observable market information. When quoted prices are not available, the third party pricing service may use quoted market prices of comparable securities or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include benchmark yields, reported trades, credit spreads, broker quotes, default rates and prepayment speeds. The Company is responsible for the determination of fair value and as such, the Company performs analysis on the prices received from the third party pricing service to determine whether the prices are reasonable estimates of fair value. The Company's analysis includes a review of monthly price fluctuations as well as a quarterly comparison of the prices received from the pricing service to prices reported by the Company's third party investment advisor. Based on the Company's internal price verification procedures and review of fair value methodology documentation provided by the third party pricing service, there were no material adjustments to the prices obtained from the third party pricing service during the year ended December 31, 2012.

(5) Derivative Fair Values

Not Applicable.

B. Other Fair Value Disclosures

Not Applicable.

C. Fair Values for All Financial Instruments by Levels 1, 2 and 3

Not Applicable.

D. Financial Instruments for which Not Practicable to Estimate Fair Values

Not Applicable.

21. Other Items

A. Extraordinary Items

Not Applicable.

B. Troubled Debt Restructuring: Debtors

Not Applicable.

C. Other Disclosures

Not Applicable.

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

Not Applicable.

E. Business Interruption Insurance Recoveries

Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

F. State Transferable and Non-transferable Tax Credits

Not Applicable.

G. Subprime Mortgage Related Risk Exposure

(1) 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.

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

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

(3) Direct exposure through other investments:

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

(4) 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.

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.

H. Retained Assets

Not Applicable.

22. Events Subsequent

The Company is not aware of any events or transactions 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 February 25, 2013 for the statutory statement issued on February 25, 2013.

23. 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)

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)

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)

(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)

NOTES TO THE FINANCIAL STATEMENTS

Section 3 – Ceded Reinsurance Report – Part B

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

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

Yes ( ) No (X)

B. Uncollectible Reinsurance

Not Applicable.

C. Commutation of Ceded Reinsurance

Not Applicable.

24. 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 December 31, 2012 that are subject to retrospective rating features was $2.7 million that represented 3.00% of the total net premiums written. No other net premiums written by the Company are subject to retrospective rating features.

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2011 were $10.5 million. As of December 31, 2012, $8.3 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 $.1 million as a result of reestimation of unpaid claims and claim adjustment expenses principally on the MedicareAdvantage book of business. Therefore, there has been a $2.1 million favorable prior-year development since December 31, 2011. 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.

26. InterCompany Pooling Arrangements

Not Applicable.

27. Structured Settlements

The Company has no structured settlements.

28. 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
12/31/2012	$ 951,464	$ 951,464	$ -	$ -	$ -
9/30/2012	$ 739,187	$ 739,187	$ 26,169	$ -	$ -
6/30/2012	$ 607,710	$ 607,710	$ 8,852	$ 598,858	$ -
3/31/2012	$ 645,672	$ 645,672	$ -	$ 645,672	$ -
12/31/2011	$ 557,000	$ 518,000	$ -	$ -	$ -
9/30/2011	$ 546,000	$ 544,000	$ -	$ -	$ -
6/30/2011	$ 491,000	$ 519,000	$ -	$ 366,000	$ -
3/31/2011	$ 493,000	$ 492,000	$ -	$ 372,000	$ 14,000
12/31/2010	$ 445,000	$ 446,000	$ -	$ 356,000	$ 12,000
9/30/2010	$ 593,000	$ 438,000	$ -	$ 348,000	$ 44,000
6/30/2010	$ 308,000	$ 353,000	$ -	$ 344,000	$ 38,000
3/31/2010	$ 261,000	$ 415,000	$ -	$ 335,000	$ 69,000

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.

NOTES TO THE FINANCIAL STATEMENTS

29. Participating Policies

The company has no participating policies.

30. Premium Deficiency Reserves

1.	Liability carried for premium deficiency reserves	$ -
2.	Date of the most recent evaluation of this liability	December 31, 2012
3.	Was anticipated investment income utilized in the calculation?	Yes ( ) No (X)

The Company did recognize the time value of money by discounting future losses at an annual interest rate of 0.10%.

31. Anticipated Salvage and Subrogation

Not Applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No [ ]

1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? Yes [X] No [ ] N/A [ ]

1.3 State Regulating? Arkansas

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 [X] No [ ]

2.2 If yes, date of change: 03/31/2012

3.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2010

3.2 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. 12/31/2010

3.3 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). 01/17/2012

3.4 By what department or departments? Arkansas Department of Insurance

3.5 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 [ ] N/A [ ]

3.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [ ] N/A [ ]

4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:

4.11 sales of new business? Yes [ ] No [X]

4.12 renewals? Yes [ ] No [X]

4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:

4.21 sales of new business? Yes [ ] No [X]

4.22 renewals? Yes [ ] No [X]

5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [ ] No [X]

5.2 If yes, provide the name of the 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

6.1 Has the 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]

6.2 If yes, give full information

7.1 Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity? Yes [ ] No [X]

7.2 If yes,

7.21 State the percentage of foreign control

7.22 State the nationality(s) of the foreign person(s) or entity(s); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(s) (e.g., individual, corporation, government, manager or attorney-in-fact).

1 Nationality	2 Type of Entity

GENERAL INTERROGATORIES

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.

N/A

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 the names and locations (city and state of the main office) of any affiliates regulated by a federal financial regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), 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 FDIC	6 SEC

9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?

PricewaterhouseCoopers LLC, 500 West Main, Suite 1800, Louisville, Kentucky 40202-4264

10.1 Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation? Yes [ ] No [X]

10.2 If the response to 10.1 is yes, provide information related to this exemption:

10.3 Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 17A of the Model Regulation, or substantially similar state law or regulation? Yes [ ] No [X]

10.4 If the response to 10.3 is yes, provide information related to this exemption:

10.5 Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws? Yes [X] No [ ] N/A [ ]

10.6 If the response to 10.5 is no or n/a, please explain

11. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?

Jonathan Albert Canine, Actuarial Director and Appointed Actuary, 500 West Main Street, Louisville, KY 40202

12.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes [ ] No [X]

12.11 Name of real estate holding company

12.12 Number of parcels involved 0

12.13 Total book/adjusted carrying value $ 0

12.2 If yes, provide explanation

13. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:

13.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?

N/A

13.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? Yes [ ] No [ ]

13.3 Have there been any changes made to any of the trust indentures during the year? Yes [ ] No [ ]

13.4 If answer to (13.3) is yes, has the domiciliary or entry state approved the changes? Yes [ ] No [ ] N/A [X]

14.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No [ ]

a. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

b. Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;

c. Compliance with applicable governmental laws, rules and regulations;

d. The prompt internal reporting of violations to an appropriate person or persons identified in the code; and

e. Accountability for adherence to the code.

14.11 If the response to 14.1 is no, please explain:

14.2 Has the code of ethics for senior managers been amended? Yes [X] No [ ]

14.21 If the response to 14.2 is yes, provide information related to amendment(s)

General revisions based on policy updates and the addition of new content.

14.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [ ] No [X]

14.31 If the response to 14.3 is yes, provide the nature of any waiver(s).

GENERAL INTERROGATORIES

15.1 Is the reporting entity the beneficiary of a Letter of Credit that is unrelated to reinsurance where the issuing or confirming bank is not on the SVO Bank List? Yes [ ] No [X]

15.2 If the response to 15.1 is yes, indicate the American Bankers Association (ABA) Routing Number and the name of the issuing or confirming bank of the Letter of Credit and describe the circumstances in which the Letter of Credit is triggered.

1 American Bankers Association (ABA) Routing Number	2 Issuing or Confirming Bank Name	3 Circumstances That Can Trigger the Letter of Credit	4 Amount

BOARD OF DIRECTORS

16. Is the purchase or sale of all investments of the reporting entity passed upon either by the board of directors or a subordinate committee thereof? Yes [X] No [ ]

17. Does the reporting entity keep a complete permanent record of the proceedings of its board of directors and all subordinate committees thereof? Yes [X] No [ ]

18. Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or is likely to conflict with the official duties of such person? Yes [X] No [ ]

FINANCIAL

19. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)? Yes [ ] No [X]

20.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):
- 20.11 To directors or other officers $.....0
- 20.12 To stockholders not officers $.....0
- 20.13 Trustees, supreme or grand (Fraternal only) $.....0

20.2 Total amount of loans outstanding at the end of year (inclusive of Separate Accounts, exclusive of policy loans):
- 20.21 To directors or other officers $.....0
- 20.22 To stockholders not officers $.....0
- 20.23 Trustees, supreme or grand (Fraternal only) $.....0

21.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement? Yes [ ] No [X]

21.2 If yes, state the amount thereof at December 31 of the current year:
- 21.21 Rented from others $.....0
- 21.22 Borrowed from others $.....0
- 21.23 Leased from others $.....0
- 21.24 Other $.....0

22.1 Does this statement include payments for assessments as described in the *Annual Statement Instructions* other than guaranty fund or guaranty association assessments? Yes [ ] No [X]

22.2 If answer is yes:
- 22.21 Amount paid as losses or risk adjustment $.....0
- 22.22 Amount paid as expenses $.....0
- 22.23 Other amounts paid $.....0

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

23.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $.....1,150,709

INVESTMENT

24.01 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date? (other than securities lending programs addressed in 24.03) Yes [X] No [ ]

24.02 If no, give full and complete information, relating thereto

24.03 For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet. (an alternative is to reference Note 17 where this information is also provided)

24.04 Does the company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions? Yes [ ] No [ ] NA [X]

24.05 If answer to 24.04 is yes, report amount of collateral for conforming programs. $.....0

24.06 If answer to 24.04 is no, report amount of collateral for other programs. $.....0

24.07 Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract? Yes [ ] No [ ] NA [X]

24.08 Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%? Yes [ ] No [ ] NA [X]

24.09 Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities Lending Agreement (MSLA) to conduct securities lending? Yes [ ] No [ ] NA [X]

24.10 For the reporting entity's security lending program, state the amount of the following as of December 31 of the current year:
- 24.101 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 $.....0
- 24.102 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 $.....0
- 24.103 Total payable for securities lending reported on the liability page $.....0

GENERAL INTERROGATORIES

25.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 21.1 and 24.03). Yes [ ] No [X]

25.2 If yes, state the amount thereof at December 31 of the current year:

25.21	Subject to repurchase agreements	$ 0
25.22	Subject to reverse repurchase agreements	$ 0
25.23	Subject to dollar repurchase agreements	$ 0
25.24	Subject to reverse dollar repurchase agreements	$ 0
25.25	Pledged as collateral	$ 0
25.26	Placed under option agreements	$ 0
25.27	Letter stock or securities restricted as to sale	$ 0
25.28	On deposit with state or other regulatory body	$ 0
25.29	Other	$ 0

25.3 For category (25.27) provide the following:

1 Nature of Restriction	2 Description	3 Amount

26.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes [ ] No [X]

26.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [ ] No [ ] N/A [X]
If no, attach a description with this statement.

27.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity? Yes [ ] No [X]

27.2 If yes, state the amount thereof at December 31 of the current year. $ 0

28. 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 [ ]

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

1 Name of Custodian(s)	2 Custodian's Address
JP Morgan Chase	4 New York Plaza, 12th Floor, New York, NY 10004-2413 Attn: Charles Tuzzolino

28.02 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)

28.03 Have there been any changes, including name changes, in the custodian(s) identified in 28.01 during the current year? Yes [X] No [ ]

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

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
Morgan Keegan	JP Morgan Chase	03/31/2012	The Company was fully acquired by Humana Inc.

28.05 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 Number(s)	2 Name	3 Address
107105	Blackrock, Inc.	55 East 52nd Street, New York, NY 10055

GENERAL INTERROGATORIES

29.1 Does the reporting entity have any diversified mutual funds reported in Schedule D - Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b) (1)])? Yes [ ] No [X]

29.2 If yes, complete the following schedule:

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
29.2999 TOTAL		0

29.3 For each mutual fund listed in the table above, complete the following schedule:

1 Name of Mutual Fund (from above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	4 Date of Valuation

30. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
30.1 Bonds	19,060,283	20,301,467	1,241,184
30.2 Preferred Stocks	0	0	0
30.3 Totals	19,060,283	20,301,467	1,241,184

30.4 Describe the sources or methods utilized in determining the fair values:

Fair value of actively traded debt and equity securities are based on quoted market prices.Fair value of inactively traded debt securities are based on quoted market prices of identical or similar securities or based on observable inputs like interest rates using either a market or income valuation.

31.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D? Yes [ ] No [X]

31.2 If the answer to 31.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source? Yes [ ] No [ ]

31.3 If the answer to 31.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D:

Fair value of actively traded debt and equity securities are based on quoted market prices.Fair value of inactively traded debt securities are based on quoted market prices of identical or similar securities or based on observable inputs like interest rates using either a market or income valuation.

32.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed? Yes [X] No [ ]

32.2 If no, list exceptions:

None

GENERAL INTERROGATORIES

OTHER

33.1 Amount of payments to Trade associations, service organizations and statistical or rating bureaus, if any? $ 0

33.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to trade associations, service organizations and statistical or rating bureaus during the period covered by this statement.

1 Name	2 Amount Paid
	$
	$
	$

34.1 Amount of payments for legal expenses, if any? $ 0

34.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
	$
	$
	$

35.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any? $ 0

35.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1 Name	2 Amount Paid
	$
	$
	$

GENERAL INTERROGATORIES

PART 2 - HEALTH INTERROGATORIES

1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force? Yes [ ] No [X]

1.2 If yes, indicate premium earned on U. S. business only. $ 0

1.3 What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit? $

1.31 Reason for excluding

1.4 Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above. $

1.5 Indicate total incurred claims on all Medicare Supplement insurance. $ 0

1.6 Individual policies:

Most current three years:

1.61 Total premium earned $ 0

1.62 Total incurred claims $ 0

1.63 Number of covered lives 0

All years prior to most current three years:

1.64 Total premium earned $ 0

1.65 Total incurred claims $ 0

1.66 Number of covered lives 0

1.7 Group policies:

Most current three years:

1.71 Total premium earned $ 0

1.72 Total incurred claims $ 0

1.73 Number of covered lives 0

All years prior to most current three years:

1.74 Total premium earned $ 0

1.75 Total incurred claims $ 0

1.76 Number of covered lives 0

2. Health Test:

		1 Current Year	2 Prior Year
2.1	Premium Numerator	$ 90,818,441	$ 107,349,895
2.2	Premium Denominator	$ 90,818,441	$ 107,349,895
2.3	Premium Ratio (2.1/2.2)	1.000	1.000
2.4	Reserve Numerator	$ 10,920,047	$ 10,805,674
2.5	Reserve Denominator	$ 10,920,047	$ 10,805,674
2.6	Reserve Ratio (2.4/2.5)	1.000	1.000

3.1 Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, as and if the earnings of the reporting entity permits? Yes [ ] No [X]

3.2 If yes, give particulars:

4.1 Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency? Yes [X] No [ ]

4.2 If not previously filed, furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered? Yes [ ] No [X]

5.1 Does the reporting entity have stop-loss reinsurance? Yes [ ] No [X]

5.2 If no, explain:

Stop-loss is not required for Medicare business

5.3 Maximum retained risk (see instructions)

5.31 Comprehensive Medical $ 0

5.32 Medical Only $ 0

5.33 Medicare Supplement $ 0

5.34 Dental and Vision $ 0

5.35 Other Limited Benefit Plan $ 0

5.36 Other $ 0

6. Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:

Provider contracts include hold harmless and continuation of benefits provisions. HMO has an indemnity agreement with the parent company.

7.1 Does the reporting entity set up its claim liability for provider services on a service date basis? Yes [X] No [ ]

7.2 If no, give details

8. Provide the following information regarding participating providers:

8.1 Number of providers at start of reporting year 4,294

8.2 Number of providers at end of reporting year 4,723

9.1 Does the reporting entity have business subject to premium rate guarantees? Yes [ ] No [X]

9.2 If yes, direct premium earned:

9.21 Business with rate guarantees between 15-36 months 0

9.22 Business with rate guarantees over 36 months 0

GENERAL INTERROGATORIES

PART 2 - HEALTH INTERROGATORIES

10.1 Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contracts? Yes [X] No [ ]

10.2 If yes:

10.21 Maximum amount payable bonuses	$.....0
10.22 Amount actually paid for year bonuses	$.....35,013
10.23 Maximum amount payable withholds	$.....0
10.24 Amount actually paid for year withholds	$.....0

11.1 Is the reporting entity organized as:

11.12 A Medical Group/Staff Model,	Yes [ ] No [X]
11.13 An Individual Practice Association (IPA), or,	Yes [ ] No [X]
11.14 A Mixed Model (combination of above) ?	Yes [ ] No [X]

11.2 Is the reporting entity subject to Minimum Net Worth Requirements? Yes [X] No [ ]

11.3 If yes, show the name of the state requiring such net worth. Arkansas.....

11.4 If yes, show the amount required. $.....8,362,134

11.5 Is this amount included as part of a contingency reserve in stockholder's equity? Yes [ ] No [X]

11.6 If the amount is calculated, show the calculation.

12. List service areas in which reporting entity is licensed to operate:

1 Name of Service Area
Arkansas: Crawford, Franklin, Logan, Scott, Sebastian, Yell, Benton, Carroll, Madison, Washington, Boone, Columbia, Hempstead.....
Oklahoma: Adair , Delaware , Haskell , Le Flore , McCurtain , Pushmataha , Sequoyah.....
Texas: Bowie, Cass, Red River, Titus.....

13.1 Do you act as a custodian for health savings accounts? Yes [ ] No [X]

13.2 If yes, please provide the amount of custodial funds held as of the reporting date. $.....

13.3 Do you act as an administrator for health savings accounts? Yes [ ] No [X]

13.4 If yes, please provide the balance of the funds administered as of the reporting date. $.....

FIVE - YEAR HISTORICAL DATA

	1 2012	2 2011	3 2010	4 2009	5 2008
Balance Sheet (Pages 2 and 3)					
1. Total admitted assets (Page 2, Line 28)	26,598,781	26,185,720	28,693,079	28,436,370	22,231,409
2. Total liabilities (Page 3, Line 24)	12,569,571	13,740,613	10,130,596	13,480,643	11,753,486
3. Statutory surplus	8,362,134	4,089,840	3,649,662	3,000,000	3,000,000
4. Total capital and surplus (Page 3, Line 33)	14,029,210	12,445,109	18,562,483	14,955,727	10,477,922
Income Statement (Page 4)					
5. Total revenues (Line 8)	90,818,441	107,349,895	105,205,442	81,171,880	67,746,008
6. Total medical and hospital expenses (Line 18)	77,957,163	91,280,822	81,585,573	61,361,652	54,509,857
7. Claims adjustment expenses (Line 20)	1,160,864	4,388,242	3,146,120	1,989,137	2,100,468
8. Total administrative expenses (Line 21)	15,126,090	14,054,513	13,188,685	9,397,701	9,854,878
9. Net underwriting gain (loss) (Line 24)	(3,425,676)	(2,373,682)	7,285,064	8,423,390	1,280,805
10. Net investment gain (loss) (Line 27)	514,647	516,460	615,580	694,152	902,249
11. Total other income (Lines 28 plus 29)	5,180	0	0	0	0
12. Net income or (loss) (Line 32)	(1,950,370)	(1,276,033)	5,268,509	6,746,936	2,183,054
Cash Flow (Page 6)					
13. Net cash from operations (Line 11)	(802,359)	900,737	2,683,854	5,225,982	(3,525,543)
Risk-Based Capital Analysis					
14. Total adjusted capital	14,029,210	12,445,109	18,562,483	14,955,727	10,477,922
15. Authorized control level risk-based capital	3,588,079	4,089,840	3,649,662	2,854,214	2,657,095
Enrollment (Exhibit 1)					
16. Total members at end of period (Column 5, Line 7)	10,377	11,930	11,850	8,860	7,464
17. Total members months (Column 6, Line 7)	127,750	147,484	138,918	102,284	89,533
Operating Percentage (Page 4)					
(Item divided by Page 4, sum of Lines 2, 3, and 5) x 100.0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5)	100.0	100.0	100.0	100.0	100.0
19. Total hospital and medical plus other non-health (Lines 18 plus Line 19)	85.8	85.0	77.5	75.6	80.5
20. Cost containment expenses	0.4	1.2	0.8	0.9	0.5
21. Other claims adjustment expenses	0.9	2.9	2.1	1.5	2.6
22. Total underwriting deductions (Line 23)	103.8	102.2	93.1	89.6	98.1
23. Total underwriting gain (loss) (Line 24)	(3.8)	(2.2)	6.9	10.4	1.9
Unpaid Claims Analysis					
(U&I Exhibit, Part 2B)					
24. Total claims incurred for prior years (Line 13, Col. 5)	8,326,061	10,126,678	8,483,542	8,814,989	7,756,079
25. Estimated liability of unpaid claims – [prior year (Line 13, Col. 6)]	10,425,846	9,348,149	9,340,782	9,195,345	8,973,959
Investments In Parent, Subsidiaries and Affiliates					
26. Affiliated bonds (Sch. D Summary, Line 12, Col. 1)	0	0	0	0	0
27. Affiliated preferred stocks (Sch. D Summary, Line 18, Col. 1)	0	0	0	0	0
28. Affiliated common stocks (Sch. D Summary, Line 24, Col. 1)	0	0	0	0	0
29. Affiliated short-term investments (subtotal included in Sch. DA Verification, Col. 5, Line 10)	0	0	0	0	0
30. Affiliated mortgage loans on real estate		0	0	0	0
31. All other affiliated		0	0	0	0
32. Total of above Lines 26 to 31	0	0	0	0	0
33. Total investment in parent included in Lines 26 to 31 above					

NOTE: If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of SSAP No. 3, Accounting Changes and Correction of Errors? Yes [ ] No [ ]

If no, please explain

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories

State, 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	N							0	0
2. Alaska AK	N							0	0
3. Arizona AZ	N							0	0
4. Arkansas AR	L		67,745,956					67,745,956	0
5. California CA	N							0	0
6. Colorado CO	N							0	0
7. Connecticut CT	N							0	0
8. Delaware DE	N							0	0
9. District of Columbia DC	N							0	0
10. Florida FL	N							0	0
11. Georgia GA	N							0	0
12. Hawaii HI	N							0	0
13. Idaho ID	N							0	0
14. Illinois IL	N							0	0
15. Indiana IN	N							0	0
16. Iowa IA	N							0	0
17. Kansas KS	N							0	0
18. Kentucky KY	N							0	0
19. Louisiana LA	N							0	0
20. Maine ME	N							0	0
21. Maryland MD	N							0	0
22. Massachusetts MA	N							0	0
23. Michigan MI	N							0	0
24. Minnesota MN	N							0	0
25. Mississippi MS	N							0	0
26. Missouri MO	N							0	0
27. Montana MT	N							0	0
28. Nebraska NE	N							0	0
29. Nevada NV	N							0	0
30. New Hampshire NH	N							0	0
31. New Jersey NJ	N							0	0
32. New Mexico NM	N							0	0
33. New York NY	N							0	0
34. North Carolina NC	N							0	0
35. North Dakota ND	N							0	0
36. Ohio OH	N							0	0
37. Oklahoma OK	L		10,160,483					10,160,483	0
38. Oregon OR	N							0	0
39. Pennsylvania PA	N							0	0
40. Rhode Island RI	N							0	0
41. South Carolina SC	N							0	0
42. South Dakota SD	N							0	0
43. Tennessee TN	N							0	0
44. Texas TX	L		12,987,641					12,987,641	0
45. Utah UT	N							0	0
46. Vermont VT	N							0	0
47. Virginia VA	N							0	0
48. Washington WA	N							0	0
49. West Virginia WV	N							0	0
50. Wisconsin WI	N							0	0
51. Wyoming WY	N							0	0
52. American Samoa AS	N							0	0
53. Guam GU	N							0	0
54. Puerto Rico PR	N							0	0
55. U.S. Virgin Islands VI	N							0	0
56. Northern Mariana Islands MP	N							0	0
57. Canada CAN	N							0	0
58. Aggregate Other Alien OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	0	90,894,080	0	0	0	0	90,894,080	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 3	0	90,894,080	0	0	0	0	90,894,080	0
DETAILS OF WRITE-INS									
58001.	XXX								
58002.	XXX								
58003.	XXX								
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
58999. Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX	0	0	0	0	0	0	0	0

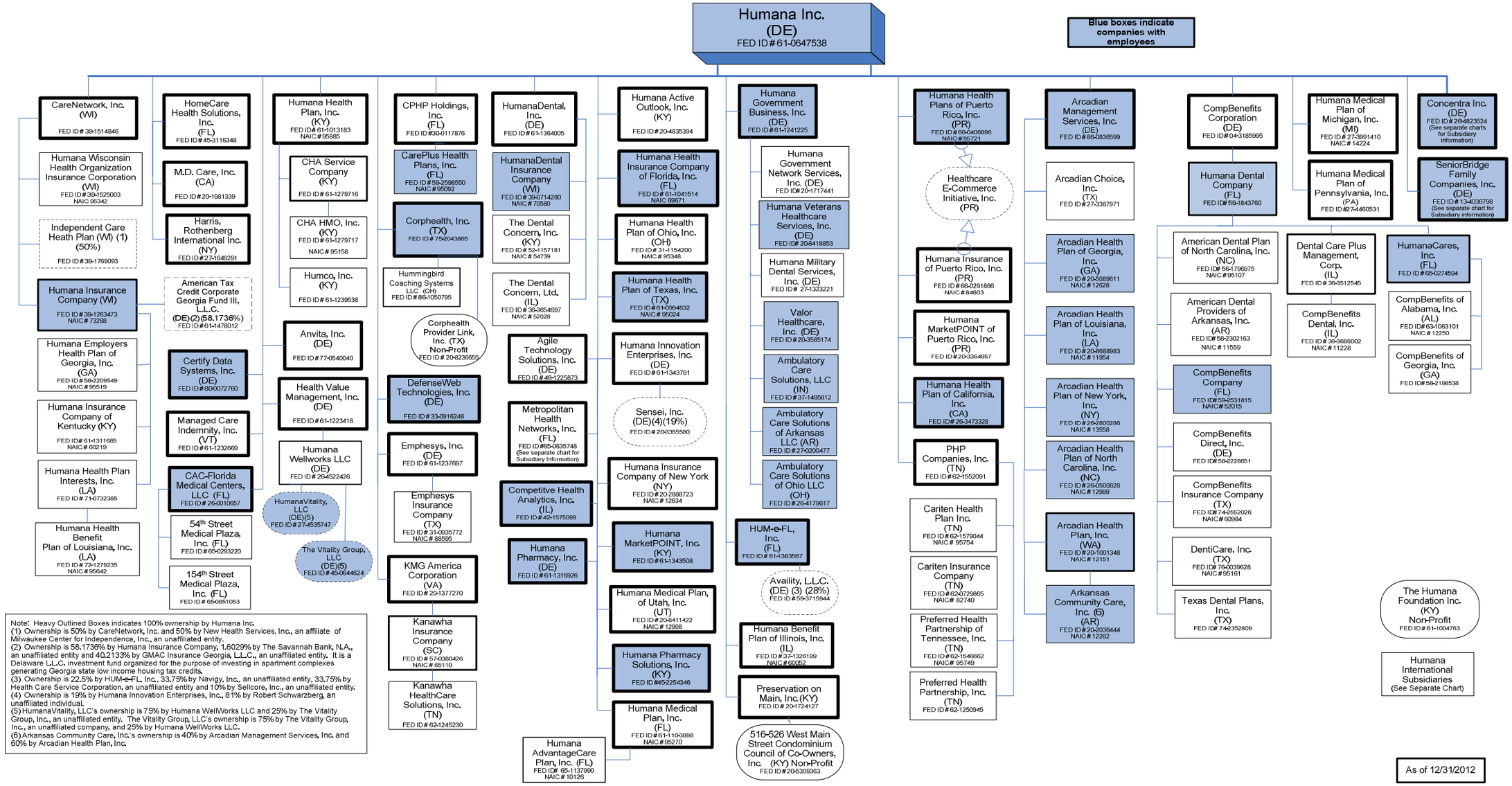
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

Explanation of basis of allocation by states, premiums by state, etc. The company allocates group premiums to the situs of the contract and individual premiums based on residence.

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

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

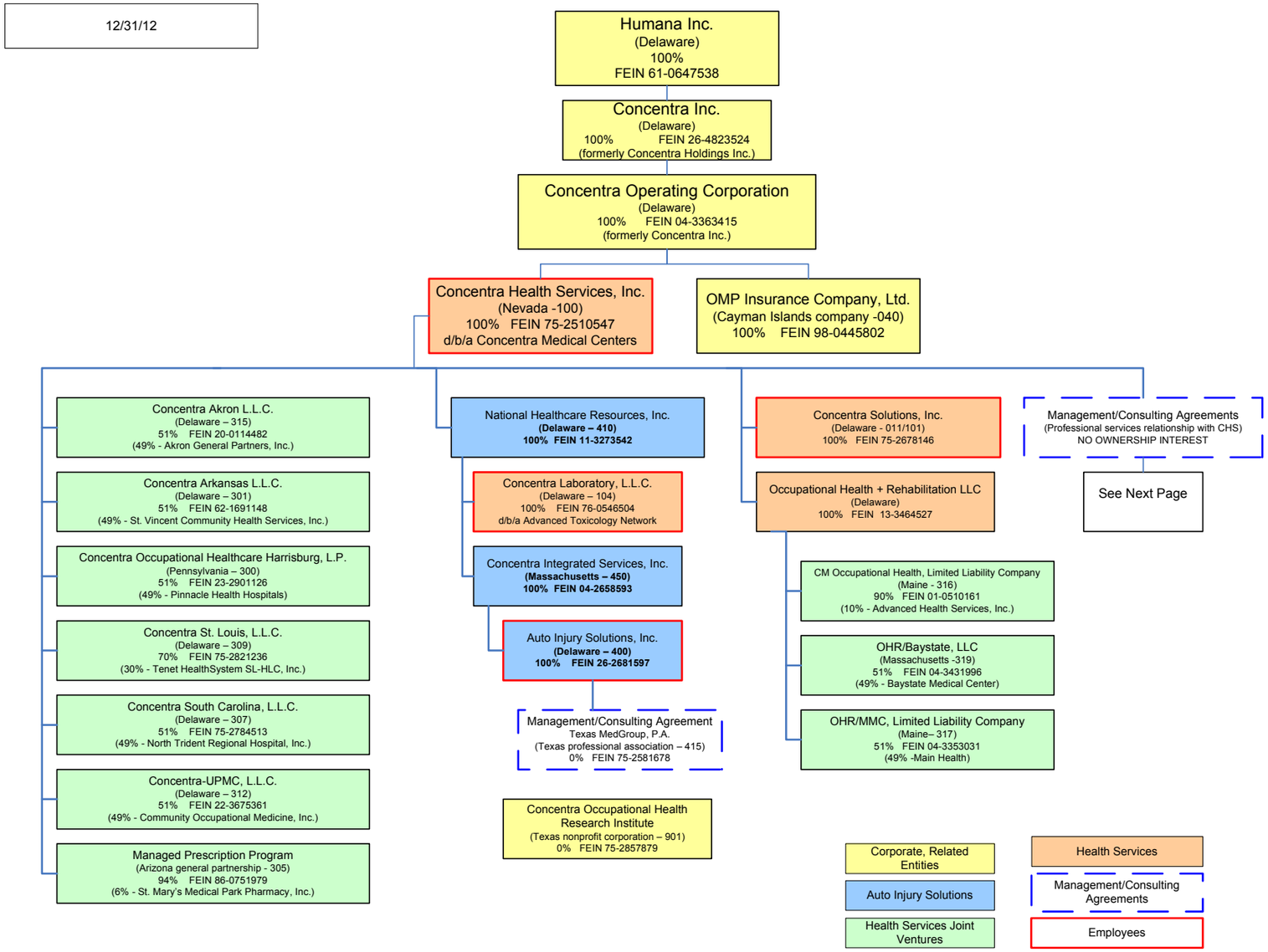
PART 1 - ORGANIZATIONAL CHART



Note: Heavy Outlined Boxes indicates 100% ownership by Humana Inc.
(1) Ownership is 50% by CareNetwork, Inc. and 50% by New Health Services, Inc., an affiliate of Milwaukee Center for Independence, Inc., an unaffiliated entity.
(2) Ownership is 58.1736% by Humana Insurance Company, 1.6029% by The Savannah Bank, N.A., an unaffiliated entity and 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 22.5% by HUM-e-FL, Inc., 33.75% by Navigy, Inc., an unaffiliated entity, 33.75% by Health Care Service Corporation, an unaffiliated entity and 10% by Sellcore, Inc., an unaffiliated entity.
(4) Ownership is 19% by Humana Innovation Enterprises, Inc., 81% by Robert Schwarzberg, an unaffiliated individual.
(5) HumanaVitality, LLC's ownership is 75% by Humana WellWorks LLC and 25% by The Vitality Group, Inc., an unaffiliated entity. The Vitality Group, LLC's ownership is 75% by The Vitality Group, Inc., an unaffiliated company, and 25% by Humana WellWorks LLC.
(6) Arkansas Community Care, Inc.'s ownership is 40% by Arcadian Management Services, Inc. and 60% by Arcadian Health Plan, Inc.

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

PART 1 - ORGANIZATIONAL CHART



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

PART 1 - ORGANIZATIONAL CHART

12/31/12

Management/Consulting Agreements
(Professional services relationship with CHS)

NO OWNERSHIP INTEREST

American Current Care, P.A.
(TX) FEIN 20-5805198
225

American Current Care of Arizona, P.A.
(AZ) FEIN 20-8602074
227

American Current Care of Arkansas, P.A.
(AR) FEIN 26-3224187
237

American Current Care of California, A Medical Corporation
(CA) FEIN 26-0656668 **228**

American Current Care of Delaware, P.A.
(DE) FEIN 26-2043667
230

American Current Care of Hawaii, Prof. Corp.
(HI) FEIN 26-2089664
232

American Current Care of Massachusetts, P.C.
(MA) FEIN 26-2104617
233

American Current Care of Michigan, P.C.
(MI) FEIN 20-5997415
226

American Current Care of Missouri, P.C.
(MO) FEIN 27-1160021
243 *Dissolution pending*

American Current Care of Nebraska, P.C.
(NE) FEIN 26-1809492
236

American Current Care of New Jersey PA
(NJ) FEIN 26-1961910
231

American Current Care of North Carolina, P.C.
(NC) FEIN 26-2018322
229

American Current Care of Ohio, P.A., Co.
(OH) FEIN 26-3239475
238

Concentra Health Care, P.A.
(TX) FEIN 27-4757941
246

Concentra Primary Care, P.A.
(TX) FEIN 32-0346082
248

Concentra Primary Care of Arizona, P.A.
(AZ) FEIN 45-3637057
249

Concentra Primary Care of Illinois, P.C.
(IL) FEIN 45-4041098
250

Concentra Primary Care of New Jersey PA
(NJ) FEIN 45-2897046
247

Concentra Primary Care of Ohio, P.A., Co.
(OH) FEIN 45-4091303
723

Occspecialists Corp., A Medical Corporation
(CA) FEIN 94-3418907
215

Occupational Health Centers of Arkansas, P.A.
(TX) FEIN 75-2688160
200

Occupational Health Centers of California, A Medical Corporation
(CA) FEIN 77-0469725 **202**

Occupational Health Centers of Delaware, P.A.
(DE) FEIN 51-0376661
203

Occupational Health Centers of Georgia, P.C.
(GA) FEIN 58-2285009
204

Occupational Health Centers of Louisiana, A Professional Corporation
(LA) FEIN 74-2891603 **208**

Occupational Health Centers of Michigan, P.C.
(MI) 38-2857561
213

Occupational Health Centers of Nebraska, P.C.
(NE) FEIN 47-0827928
209

Occupational Health Centers of New Jersey, P.A.
(NJ) FEIN 22-3473542
205

Occupational Health Centers of New York, P.A.
(TX) FEIN 20-3187863
223

Occupational Health Centers of North Carolina, P.C.
(NC) FEIN 26-2484838 **234**

Occupational Health Centers of Ohio, P.A., Co.
(OH) FEIN 26-3239286
240

Occupational Health Centers of the Southwest, PA
(AZ) FEIN 86-0750222
201

Occupational Health Centers of the Southwest, PA
(TX) FEIN 75-2014828
207

OHC of Hawaii, Inc.
(HI) FEIN 74-2731422
206

Therapy Centers of South Carolina, P.A.
(SC) FEIN 20-2883662
220

Therapy Centers of the Southwest I, P.A.
(TX) FEIN 20-3033507
222

U.S. MedGroup, P.A.
(AZ) FEIN 75-2645352
211

U.S. MedGroup, P.A.
(TX) FEIN 75-2612924
212

U.S. MedGroup of Arkansas, P.A.
(AR) FEIN 26-4101338
242

U.S. MedGroup of Delaware, P.A.
(DE) FEIN 22-3867212
217

U.S. MedGroup of Massachusetts, P.C.
(MA) FEIN 20-3760561
224

U.S. MedGroup of Michigan, P.C.
(MI) FEIN 75-2972185
216

U.S. MedGroup of New Jersey, P.A.
(NJ) FEIN 22-3869772
218

U.S. MedGroup of New York, P.A.
(TX) FEIN 26-3598351
241

U.S. MedGroup of North Carolina, P.C.
(NC) FEIN 26-2502158
235

U.S. MedGroup of Ohio, P.A., Co.
(OH) FEIN 26-3239579
239

Concentra Worksite of Arizona, P.A.
(AZ) FEIN 27-1743694
244

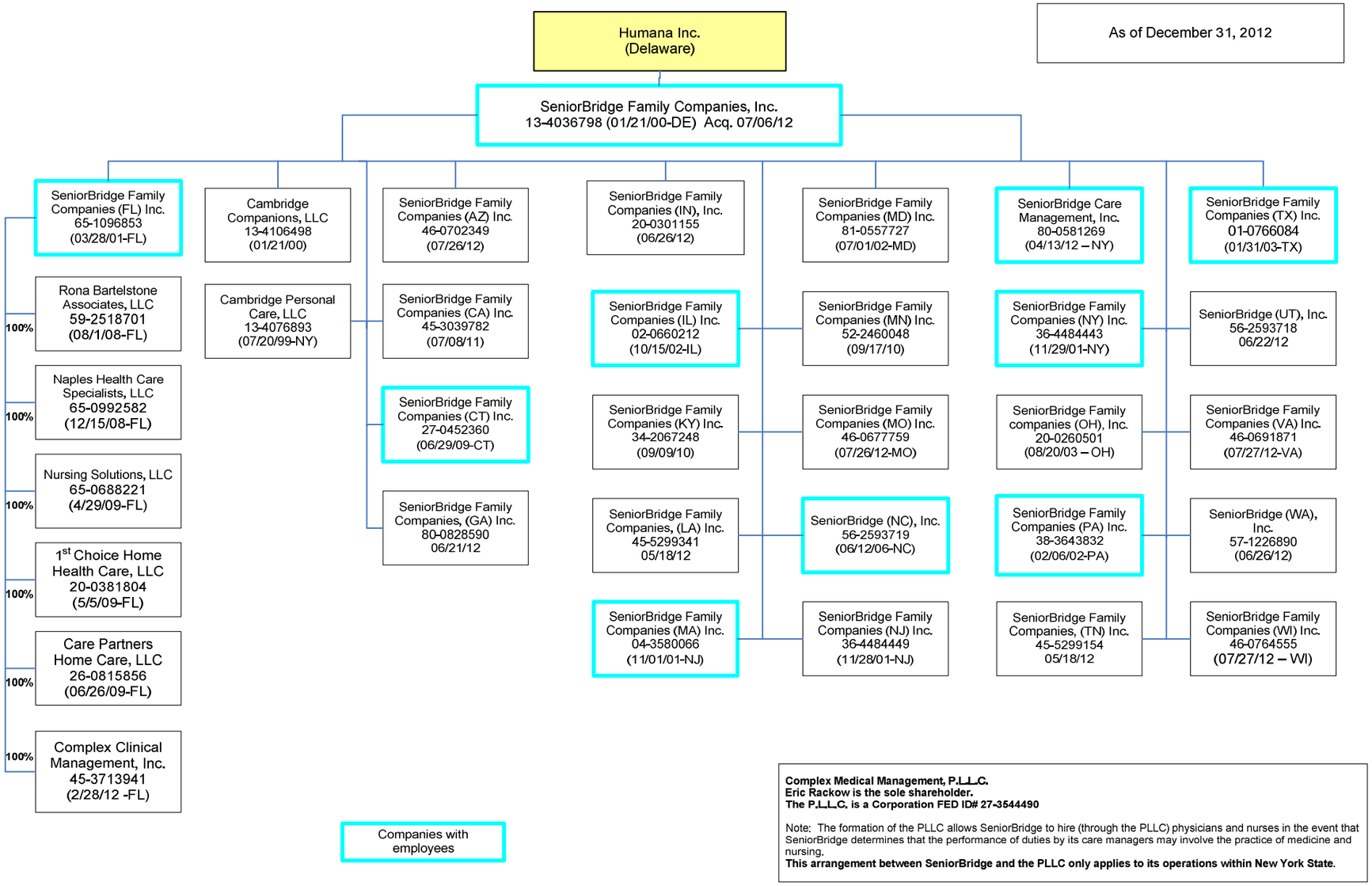
Concentra Worksite of California, A Medical Corporation
(CA) FEIN 27-2935870 **245**

OnSite OccMed. P.A.
(TX) FEIN 20-0513177
219

American Current Care Urgent Care | Concentra Primary Care (PC) | Occupational Health Centers (OCC Health) | U.S. MedGroups (Specialists/AMS) | Concentra (Worksites & OnSites) | Employees

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

PART 1 - ORGANIZATIONAL CHART

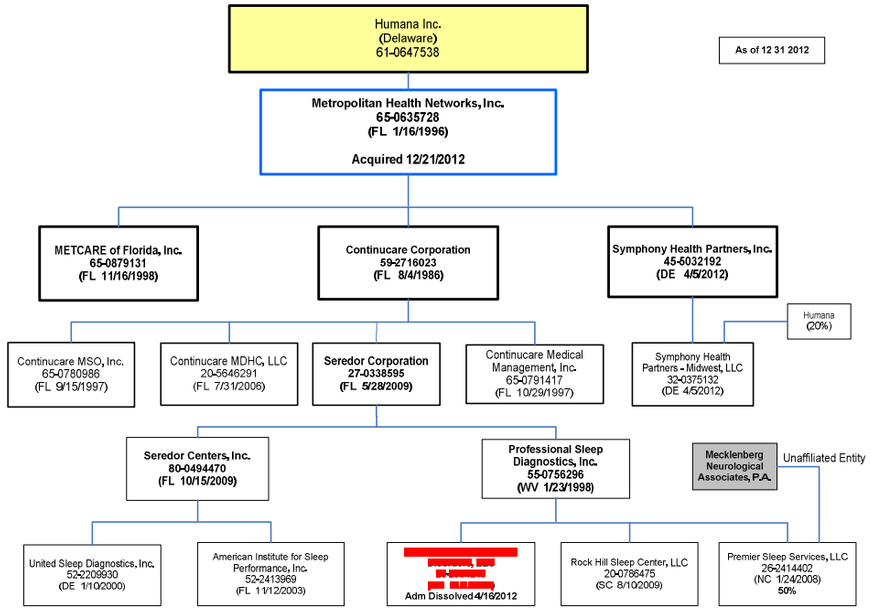


Complex Medical Management, P.L.L.C.
Eric Rackow is the sole shareholder.
The P.L.L.C. is a Corporation FED ID# 27-3544490

Note: The formation of the PLLC allows SeniorBridge to hire (through the PLLC) physicians and nurses in the event that SeniorBridge determines that the performance of duties by its care managers may involve the practice of medicine and nursing.
This arrangement between SeniorBridge and the PLLC only applies to its operations within New York State.

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

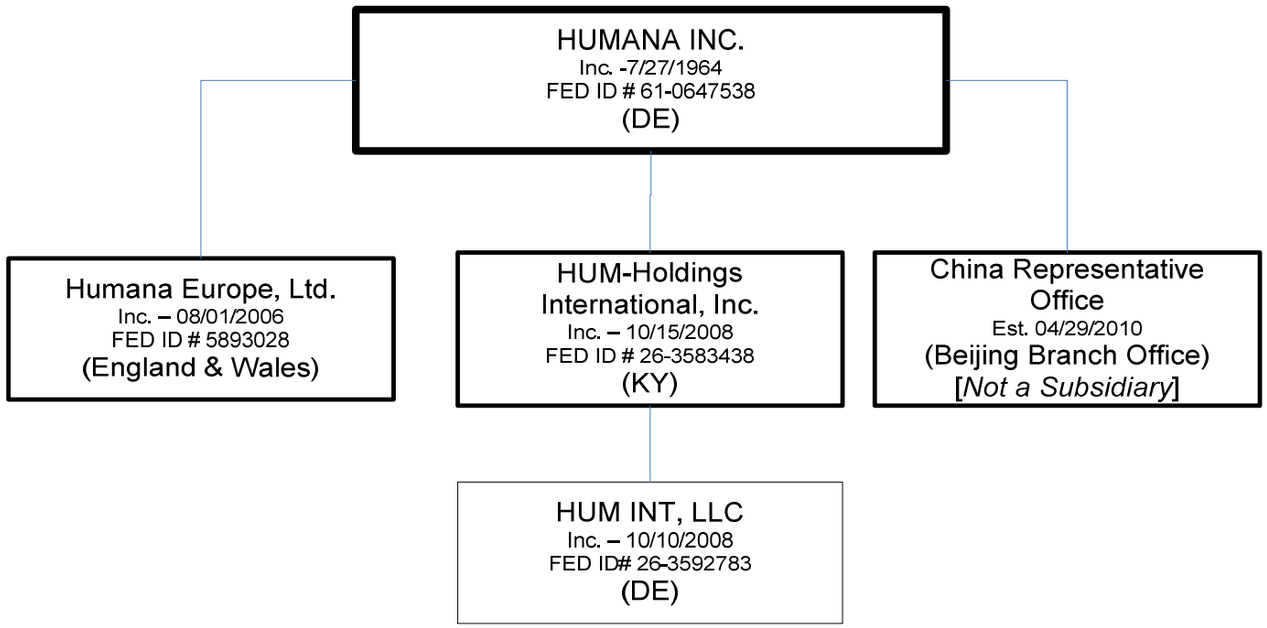
PART 1 - ORGANIZATIONAL CHART



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

PART 1 - ORGANIZATIONAL CHART

HUMANA INTERNATIONAL SUBSIDIARIES



ALPHABETICAL INDEX

ANNUAL STATEMENT BLANK

Analysis of Operations By Lines of Business	7
Assets	2
Cash Flow	6
Exhibit 1 – Enrollment By Product Type for Health Business Only	17
Exhibit 2 – Accident and Health Premiums Due and Unpaid	18
Exhibit 3 – Health Care Receivables	19
Exhibit 4 – Claims Unpaid and Incentive Pool, Withhold and Bonus	20
Exhibit 5 – Amounts Due From Parent, Subsidiaries and Affiliates	21
Exhibit 6 – Amounts Due To Parent, Subsidiaries and Affiliates	22
Exhibit 7 – Part 1 – Summary of Transactions With Providers	23
Exhibit 7 – Part 2 – Summary of Transactions With Intermediaries	23
Exhibit 8 – Furniture, Equipment and Supplies Owned	24
Exhibit of Capital Gains (Losses)	15
Exhibit of Net Investment Income	15
Exhibit of Nonadmitted Assets	16
Exhibit of Premiums, Enrollment and Utilization (State Page)	29
Five-Year Historical Data	28
General Interrogatories	26
Jurat Page	1
Liabilities, Capital and Surplus	3
Notes To Financial Statements	25
Overflow Page For Write-ins	44
Schedule A – Part 1	E01
Schedule A – Part 2	E02
Schedule A – Part 3	E03
Schedule A – Verification Between Years	SI02
Schedule B – Part 1	E04
Schedule B – Part 2	E05
Schedule B – Part 3	E06
Schedule B – Verification Between Years	SI02
Schedule BA – Part 1	E07
Schedule BA – Part 2	E08
Schedule BA – Part 3	E09
Schedule BA – Verification Between Years	SI03
Schedule D – Part 1	E10

ALPHABETICAL INDEX

ANNUAL STATEMENT BLANK (Continued)

Schedule D – Part 1A – Section 1	SI05
Schedule D – Part 1A – Section 2	SI08
Schedule D – Part 2 – Section 1	E11
Schedule D – Part 2 – Section 2	E12
Schedule D – Part 3	E13
Schedule D – Part 4	E14
Schedule D – Part 5	E15
Schedule D – Part 6 – Section 1	E16
Schedule D – Part 6 – Section 2	E16
Schedule D – Summary By Country	SI04
Schedule D – Verification Between Years	SI03
Schedule DA – Part 1	E17
Schedule DA –Verification Between Years	SI10
Schedule DB – Part A – Section 1	E18
Schedule DB – Part A – Section 2	E19
Schedule DB – Part A – Verification Between Years	SI11
Schedule DB – Part B – Section 1	E20
Schedule DB – Part B – Section 2	E21
Schedule DB – Part B – Verification Between Years	SI11
Schedule DB – Part C – Section 1	SI12
Schedule DB – Part C – Section 2	SI13
Schedule DB – Part D	E22
Schedule DB – Verification	SI14
Schedule DL – Part 1	E23
Schedule DL – Part 2	E24
Schedule E – Part 1 – Cash	E25
Schedule E – Part 2 – Cash Equivalents	E26
Schedule E – Part 3 – Special Deposits	E27
Schedule E – Verification Between Years	SI15
Schedule S – Part 1 – Section 2	30
Schedule S – Part 2	31
Schedule S – Part 3 – Section 2	32
Schedule S – Part 4	33
Schedule S – Part 5	34
Schedule S – Part 6	36
Schedule S – Part 7	37
Schedule T – Part 2 – Interstate Compact	39
Schedule T – Premiums and Other Considerations	38
Schedule Y – Information Concerning Activities of Insurer Members of a Holding Company Group	40
Schedule Y– Part 1A – Detail of Insurance Holding Company System	41
Schedule Y – Part 2 – Summary of Insurer’s Transactions With Any Affiliates	42
Statement of Revenue and Expenses	4
Summary Investment Schedule	SI01

ALPHABETICAL INDEX

ANNUAL STATEMENT BLANK (Continued)

Supplemental Exhibits and Schedules Interrogatories 43
Underwriting and Investment Exhibit – Part 1 8
Underwriting and Investment Exhibit – Part 2 9
Underwriting and Investment Exhibit – Part 2A 10
Underwriting and Investment Exhibit – Part 2B 11
Underwriting and Investment Exhibit – Part 2C 12
Underwriting and Investment Exhibit – Part 2D 13
Underwriting and Investment Exhibit – Part 3 14