



ANNUAL STATEMENT
FOR THE YEAR ENDING DECEMBER 31, 2012
 OF THE CONDITION AND AFFAIRS OF THE

Humana Health Plan, Inc.

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

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

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

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

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

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

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

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

Internet Web Site Address www.humana.com

Statutory Statement Contact Sarah Howard , 502-580-4076
(Name) (Area Code) (Telephone Number) (Extension)
DOIINQUIRIES@humana.com 502-580-2099
(E-Mail Address) (Fax Number)

OFFICERS

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

OTHER OFFICERS

<u>Randa Lynn Anderson-Stice</u>	<u>Reg.Pres. - Sr. Prod/Central Reg.</u>	<u>George Grant Bauernfeind</u>	<u>Vice President</u>
<u>Elizabeth Diane Bierbower #</u>	<u>Pres., Employer Group Segment</u>	<u>Jeffrey Bergin Bringardner</u>	<u>Market President - Kentucky</u>
<u>John Ellis Brown</u>	<u>VP - Medicare Service Operations</u>	<u>John Gregory Catron</u>	<u>VP & Chief Compliance Officer</u>
<u>Peter James Edwards</u>	<u>PresProvDev/VP Hlth&Well-being</u>	<u>Mark Sobhi El-Tawil</u>	<u>Regional CEO - West</u>
<u>Jeffrey Carl Fernandez #</u>	<u>Serv Seg</u>	<u>Michael Paul Franks</u>	<u>Reg.Pres.-Sr.Prod/West Coast Reg.</u>
<u>Roy Goldman Ph.D</u>	<u>Reg.Pres.-Sr.Prod/Gulf States Reg</u>	<u>Gary Edward Goldstein M.D.</u>	<u>VP & Div. Leader - Central Div.</u>
<u>Morris Curt Howell</u>	<u>VP & Chief Actuary</u>	<u>Paul Francis Kraemer</u>	<u>Regional CEO - East</u>
<u>Charles Frederic Lambert III</u>	<u>Market President-NV/AZ/UT</u>	<u>Brian Phillip LeClaire #</u>	<u>Sr.VP&Chief Service&Info Officer</u>
<u>Thomas Joseph Liston</u>	<u>Vice President</u>	<u>Clarence Evans Looney</u>	<u>Market President - Tennessee</u>
<u>Kenneth Scott Malcolmson</u>	<u>President, Retail Segment</u>	<u>Heidi Suzanne Margulis</u>	<u>Sr. Vice President</u>
<u>Kevin Ross Meriwether</u>	<u>Regional CEO - Southwest</u>	<u>Khalid Nazir</u>	<u>Vice President</u>
<u>Daniel Joseph Oftedahl</u>	<u>Reg. Pres.-Sr. Prod/East Region</u>	<u>Timothy Patrick O'Rourke #</u>	<u>RegPres-SrProd/Great Lakes Reg</u>
<u>Bruce Devereau Perkins #</u>	<u>Market President - Great Plains</u>	<u>Richard Donald Remmers #</u>	<u>Seg. VP, Employer Group Sales</u>
<u>George Renaudin</u>	<u>Pres., Health&Well-Being Serv Seg</u>	<u>Oraida Maria Roman</u>	<u>RegPresSrProd/IntermountainReg</u>
<u>Larry Dale Savage</u>	<u>VP & Div. Leader - Southern Div.</u>	<u>Debra Anne Smith</u>	<u>VP-Sr.Prod Strategy & Prod Dev</u>
<u>William Joseph Tait</u>	<u>Regional CEO - Midwest</u>	<u>Pattie Dale Tye #</u>	<u>President, Large Group</u>
<u>Joseph Christopher Ventura</u>	<u>Vice President</u>	<u>Timothy Alan Wheatley</u>	<u>VP - Senior Products</u>
<u>Ralph Martin Wilson</u>	<u>Assistant Secretary</u>		
	<u>Vice President</u>		

DIRECTORS OR TRUSTEES

<u>James Harry Bloem</u>	<u>Bruce Dale Broussard #</u>	<u>James Elmer Murray</u>
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State ofKentucky.....

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County ofJefferson.....

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
21st day of February, 2013

- 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 _____

Myra Carpenter, Notary Public
August 9, 2013

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Humana Health Plan, Inc.

ASSETS

	Current Year			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Net Admitted Assets
1. Bonds (Schedule D).....	468,096,042		468,096,042	353,870,728
2. Stocks (Schedule D):				
2.1 Preferred stocks	0		0	0
2.2 Common stocks	31,508,729		31,508,729	30,779,448
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens	27,600,000		27,600,000	27,600,000
3.2 Other than first liens			0	0
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$0 encumbrances).....			0	0
4.2 Properties held for the production of income (less \$0 encumbrances)			0	0
4.3 Properties held for sale (less \$0 encumbrances)			0	0
5. Cash (\$(18,252,297) , Schedule E-Part 1), cash equivalents (\$31,448,958 , Schedule E-Part 2) and short-term investments (\$8,380,058 , Schedule DA).....	21,576,719		21,576,719	38,931,986
6. Contract loans (including \$0 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)	548,781,490	0	548,781,490	451,182,162
13. Title plants less \$0 charged off (for Title insurers only).....			0	0
14. Investment income due and accrued	4,168,134		4,168,134	3,304,883
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	16,204,181	842,360	15,361,821	16,824,012
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$0 earned but unbilled premiums).....			0	0
15.3 Accrued retrospective premiums.....	24,985,232		24,985,232	18,392,573
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
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	18,168,511	181,556	17,986,955	13,640,534
18.1 Current federal and foreign income tax recoverable and interest thereon	10,200,662		10,200,662	5,609,118
18.2 Net deferred tax asset.....	65,754,489	56,681,243	9,073,246	11,125,818
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software.....	145,351	56,441	88,910	189,693
21. Furniture and equipment, including health care delivery assets (\$0)	5,956,954	5,956,954	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates			0	0
24. Health care (\$12,509,316) and other amounts receivable.....	16,557,534	1,995,185	14,562,349	8,491,484
25. Aggregate write-ins for other than invested assets	116,266,078	116,266,078	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25).....	827,188,616	181,979,817	645,208,799	528,760,277
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	0
28. Total (Lines 26 and 27)	827,188,616	181,979,817	645,208,799	528,760,277
DETAILS OF WRITE-INS				
1101.			0	0
1102.			0	0
1103.			0	0
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. Goodwill.....	98,755,957	98,755,957	0	0
2502. Prepaid Commissions.....	15,506,697	15,506,697	0	0
2503. Deposits.....	1,364,152	1,364,152	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	639,272	639,272	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	116,266,078	116,266,078	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Year			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$326 reinsurance ceded)	237,231,395	11,738,459	248,969,854	185,077,257
2. Accrued medical incentive pool and bonus amounts	1,387,294		1,387,294	1,196,921
3. Unpaid claims adjustment expenses	4,620,707		4,620,707	2,447,979
4. Aggregate health policy reserves, including the liability of \$6,244,054 for medical loss ratio rebate per the Public Health Service Act	33,851,417		33,851,417	21,447,529
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserves			0	0
7. Aggregate health claim reserves	195,335	9,665	205,000	216,001
8. Premiums received in advance	14,143,527		14,143,527	15,015,630
9. General expenses due or accrued	10,658,735		10,658,735	12,901,338
10.1 Current federal and foreign income tax payable and interest thereon (including \$0 on realized capital gains (losses))			0	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable	167,352		167,352	213,567
12. Amounts withheld or retained for the account of others	20,044		20,044	0
13. Remittances and items not allocated	2,528,969		2,528,969	1,137,920
14. Borrowed money (including \$0 current) and interest thereon \$0 (including \$0 current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	979,245		979,245	8,378,127
16. Derivatives			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$0 authorized reinsurers, \$0 unauthorized reinsurers and (\$0 certified reinsurers)			0	0
20. Reinsurance in unauthorized and certified (\$0) 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	15,310,174		15,310,174	14,276,904
23. Aggregate write-ins for other liabilities (including \$4,424,705 current)	4,424,705	0	4,424,705	974,003
24. Total liabilities (Lines 1 to 23)	325,518,899	11,748,124	337,267,023	263,283,176
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	2,248,000	2,248,000
27. Preferred capital stock	XXX	XXX	0	0
28. Gross paid in and contributed surplus	XXX	XXX	476,255,377	416,255,377
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	(170,561,601)	(153,026,276)
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	307,941,776	265,477,101
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	645,208,799	528,760,277
DETAILS OF WRITE-INS				
2301. Medicare Risk Adjustment Payable	4,146,938		4,146,938	5,596
2302. Deferred Lease Credits	271,348		271,348	0
2303. Accrued Other	6,419		6,419	0
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	968,407
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	4,424,705	0	4,424,705	974,003
2501.	XXX	XXX		0
2502.	XXX	XXX		0
2503.	XXX	XXX		0
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		0
3002.	XXX	XXX		0
3003.	XXX	XXX		0
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		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member Months.....	XXX	5,619,511	4,793,106
2. Net premium income (including \$0 non-health premium income).....	XXX	3,000,472,810	2,353,136,224
3. Change in unearned premium reserves and reserve for rate credits	XXX	(8,163,449)	(11,537,202)
4. Fee-for-service (net of \$0 medical expenses)	XXX		0
5. Risk revenue	XXX		0
6. Aggregate write-ins for other health care related revenues	XXX	2,427	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0
8. Total revenues (Lines 2 to 7)	XXX	2,992,311,788	2,341,599,022
Hospital and Medical:			
9. Hospital/medical benefits	115,911,387	2,226,427,949	1,674,361,170
10. Other professional services		4,769,587	16,242,681
11. Outside referrals			0
12. Emergency room and out-of-area	5,342,514	62,910,575	59,396,240
13. Prescription drugs		265,180,000	208,030,083
14. Aggregate write-ins for other hospital and medical	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		476,197	682,256
16. Subtotal (Lines 9 to 15)	121,253,901	2,559,764,308	1,958,712,430
Less:			
17. Net reinsurance recoveries		443	1,951
18. Total hospital and medical (Lines 16 minus 17)	121,253,901	2,559,763,865	1,958,710,479
19. Non-health claims (net).....			0
20. Claims adjustment expenses, including \$134,062,530 cost containment expenses.....		168,321,705	112,108,245
21. General administrative expenses.....		302,032,654	279,379,780
22. Increase in reserves for life and accident and health contracts (including \$0 increase in reserves for life only).....		12,001,855	(4,023,139)
23. Total underwriting deductions (Lines 18 through 22)	121,253,901	3,042,120,079	2,346,175,365
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(49,808,291)	(4,576,343)
25. Net investment income earned (Exhibit of Net Investment Income, Line 17).....		14,654,432	12,718,733
26. Net realized capital gains (losses) less capital gains tax of \$685,560		1,273,183	163,267
27. Net investment gains (losses) (Lines 25 plus 26)	0	15,927,615	12,882,000
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	9,818	11,923
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	(33,870,858)	8,317,580
31. Federal and foreign income taxes incurred	XXX	(4,979,093)	2,856,655
32. Net income (loss) (Lines 30 minus 31)	XXX	(28,891,765)	5,460,925
DETAILS OF WRITE-INS			
0601. Other Healthcare revenue.....	XXX	2,427	0
0602.	XXX		0
0603.	XXX		0
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	2,427	0
0701.	XXX		0
0702.	XXX		0
0703.	XXX		0
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.			0
1402.			0
1403.			0
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.....		9,818	11,923
2902.			0
2903.			0
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	9,818	11,923

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year	2 Prior Year
CAPITAL & SURPLUS ACCOUNT		
33. Capital and surplus prior reporting year	265,477,101	280,881,844
34. Net income or (loss) from Line 32	(28,891,765)	5,460,925
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 \$ 298,283	553,953	1,805,796
37. Change in net unrealized foreign exchange capital gain or (loss)		0
38. Change in net deferred income tax	1,103,584	3,853,240
39. Change in nonadmitted assets	4,748,039	3,508,050
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	1,846,160	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	60,000,000	0
45.2 Transferred to capital (Stock Dividend)	0	0
45.3 Transferred from capital		0
46. Dividends to stockholders		(30,000,000)
47. Aggregate write-ins for gains or (losses) in surplus	3,104,704	(32,754)
48. Net change in capital and surplus (Lines 34 to 47)	42,464,675	(15,404,743)
49. Capital and surplus end of reporting year (Line 33 plus 48)	307,941,776	265,477,101
DETAILS OF WRITE-INS		
4701. Correction of Prior Period Errors.....	2,425,099	0
4702. Tax Correction.....	679,605	0
4703. Valuation allowance for securities lending.....	0	(32,754)
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)	3,104,704	(32,754)

CASH FLOW

	1 Current Year	2 Prior Year
Cash from Operations		
1. Premiums collected net of reinsurance	3,002,479,496	2,369,727,212
2. Net investment income	18,142,414	16,383,319
3. Miscellaneous income	2,427	0
4. Total (Lines 1 through 3)	3,020,624,337	2,386,110,531
5. Benefit and loss related payments	2,507,693,751	1,928,314,088
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	472,198,963	380,974,931
8. Dividends paid to policyholders	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ 685,560 tax on capital gains (losses)	977,615	23,535,543
10. Total (Lines 5 through 9)	2,980,870,329	2,332,824,562
11. Net cash from operations (Line 4 minus Line 10)	39,754,008	53,285,969
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	106,023,522	85,153,223
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	(2,306)	(222)
12.7 Miscellaneous proceeds	1	1,372,961
12.8 Total investment proceeds (Lines 12.1 to 12.7)	106,021,217	86,525,962
13. Cost of investments acquired (long-term only):		
13.1 Bonds	222,516,064	98,832,959
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	2	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	222,516,066	98,832,959
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)	(116,494,849)	(12,306,997)
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	60,000,000	0
16.3 Borrowed funds	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0
16.5 Dividends to stockholders	0	30,000,000
16.6 Other cash provided (applied)	(614,426)	19,188,643
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	59,385,574	(10,811,357)
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)	(17,355,267)	30,167,615
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	38,931,986	8,764,371
19.2 End of year (Line 18 plus Line 19.1)	21,576,719	38,931,986

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Humana Health Plan, Inc.

ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Net premium income	3,000,472,810	762,497,794	0	4,778,367	805,064	128,240,583	2,104,142,293	0	8,709	0
2. Change in unearned premium reserves and reserve for rate credit	(8,163,449)	(8,163,449)	0	0	0	0	0	0	0	0
3. Fee-for-service (net of \$ medical expenses)	0	0	0	0	0	0	0	0	0	XXX
4. Risk revenue	0	0	0	0	0	0	0	0	0	XXX
5. Aggregate write-ins for other health care related revenues	2,427	2,427	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)	2,992,311,788	754,336,772	0	4,778,367	805,064	128,240,583	2,104,142,293	0	8,709	0
8. Hospital/medical benefits	2,226,427,949	456,360,643	442	3,020,876	455,505	99,322,946	1,667,428,192	0	(160,655)	XXX
9. Other professional services	4,769,587	92,756	0	0	0	197,962	4,310,224	0	168,645	XXX
10. Outside referrals	0	0	0	0	0	0	0	0	0	XXX
11. Emergency room and out-of-area	62,910,575	31,927,244	0	0	0	0	30,983,331	0	0	XXX
12. Prescription drugs	265,180,000	95,479,326	0	0	0	15,070,009	154,630,641	0	24	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	476,197	151	0	0	0	0	476,046	0	0	XXX
15. Subtotal (Lines 8 to 14)	2,559,764,308	583,860,120	442	3,020,876	455,505	114,590,917	1,857,828,434	0	8,014	XXX
16. Net reinsurance recoveries	443	0	442	0	0	0	1	0	0	XXX
17. Total hospital and medical (Lines 15 minus 16)	2,559,763,865	583,860,120	0	3,020,876	455,505	114,590,917	1,857,828,433	0	8,014	XXX
18. Non-health claims (net)	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
19. Claims adjustment expenses including \$ cost containment expenses	168,321,705	47,434,117	0	43,452	2,853	2,346,098	83,594,256	0	34,900,929	0
20. General administrative expenses	302,032,654	108,239,234	0	450,155	99,962	4,020,482	204,102,465	0	(14,879,644)	0
21. Increase in reserves for accident and health contracts	12,001,855	12,001,855	0	0	0	0	0	0	0	XXX
22. Increase in reserves for life contracts	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
23. Total underwriting deductions (Lines 17 to 22)	3,042,120,079	751,535,326	0	3,514,483	558,320	120,957,497	2,145,525,154	0	20,029,299	0
24. Net underwriting gain or (loss) (Line 7 minus Line 23)	(49,808,291)	2,801,446	0	1,263,884	246,744	7,283,086	(41,382,861)	0	(20,020,590)	0
DETAILS OF WRITE-INS										
0501. Other Healthcare revenue	2,427	2,427	0	0	0	0	0	0	0	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)	2,427	2,427	0	0	0	0	0	0	0	XXX
0601.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
0602.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
0603.		XXX	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

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Humana Health Plan, Inc.

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)	763,388,260	.0	890,466	762,497,794
2. Medicare Supplement	3,586	.0	3,586	.0
3. Dental only.....	4,778,367	.0	.0	4,778,367
4. Vision only.....	805,064	.0	.0	805,064
5. Federal Employees Health Benefits Plan	128,327,868	.0	87,285	128,240,583
6. Title XVIII - Medicare	2,104,142,293	.0	.0	2,104,142,293
7. Title XIX - Medicaid.....	.0	.0	.0	.0
8. Other health.....	8,709	.0	.0	8,709
9. Health subtotal (Lines 1 through 8)	3,001,454,147	.0	981,337	3,000,472,810
10. Life .....	.0	.0	.0	.0
11. Property/casualty.....	.0	.0	.0	.0
12. Totals (Lines 9 to 11)	3,001,454,147	0	981,337	3,000,472,810

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Humana Health Plan, Inc.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2 – CLAIMS INCURRED DURING THE YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non- Health
1. Payments during the year:										
1.1 Direct	2,498,220,823	583,039,920	417	2,953,686	455,505	115,438,762	1,796,325,136	0	7,397	0
1.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
1.3 Reinsurance ceded	418	0	417	0	0	0	1	0	0	0
1.4 Net	2,498,220,405	583,039,920	0	2,953,686	455,505	115,438,762	1,796,325,135	0	7,397	0
2. Paid medical incentive pools and bonuses	285,823	0	0	0	0	0	285,823	0	0	0
3. Claim liability December 31, current year from Part 2A:										
3.1 Direct	248,970,180	58,076,161	326	169,223	0	11,111,958	179,611,895	0	617	0
3.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
3.3 Reinsurance ceded	326	0	326	0	0	0	0	0	0	0
3.4 Net	248,969,854	58,076,161	0	169,223	0	11,111,958	179,611,895	0	617	0
4. Claim reserve December 31, current year from Part 2D:										
4.1 Direct	205,000	205,000	0	0	0	0	0	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	205,000	205,000	0	0	0	0	0	0	0	0
5. Accrued medical incentive pools and bonuses, current year	1,387,295	1,963	0	0	0	0	1,385,332	0	0	0
6. Net healthcare receivables (a)	2,814,333	(1,870,800)	0	0	0	1,671,371	3,013,762	0	0	0
7. Amounts recoverable from reinsurers December 31, current year	0	0	0	0	0	0	0	0	0	0
8. Claim liability December 31, prior year from Part 2A:										
8.1 Direct	185,077,558	59,115,911	301	102,033	0	10,288,432	115,570,881	0	0	0
8.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
8.3 Reinsurance ceded	301	0	301	0	0	0	0	0	0	0
8.4 Net	185,077,257	59,115,911	0	102,033	0	10,288,432	115,570,881	0	0	0
9. Claim reserve December 31, prior year from Part 2D:										
9.1 Direct	216,001	216,001	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	216,001	216,001	0	0	0	0	0	0	0	0
10. Accrued medical incentive pools and bonuses, prior year	1,196,921	1,812	0	0	0	0	1,195,109	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	2,559,288,111	583,859,969	442	3,020,876	455,505	114,590,917	1,857,352,388	0	8,014	0
12.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
12.3 Reinsurance ceded	443	0	442	0	0	0	1	0	0	0
12.4 Net	2,559,287,668	583,859,969	0	3,020,876	455,505	114,590,917	1,857,352,387	0	8,014	0
13. Incurred medical incentive pools and bonuses	476,197	151	0	0	0	0	476,046	0	0	0

(a) Excludes \$ 5,217,066 loans or advances to providers not yet expensed.

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Humana Health Plan, Inc.

**UNDERWRITING AND INVESTMENT EXHIBIT
PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR**

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital and Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Reported in Process of Adjustment:										
1.1. Direct	52,246,879	19,252,494	7	69,756	0	933,478	31,991,106	0	38	0
1.2. Reinsurance assumed	0									
1.3. Reinsurance ceded	7	0	7	0	0	0	0	0	0	0
1.4. Net	52,246,872	19,252,494	0	69,756	0	933,478	31,991,106	0	38	0
2. Incurred but Unreported:										
2.1. Direct	152,386,004	38,699,152	319	99,467	0	10,076,663	103,509,824	0	579	0
2.2. Reinsurance assumed	0									
2.3. Reinsurance ceded	319	0	319	0	0	0	0	0	0	0
2.4. Net	152,385,685	38,699,152	0	99,467	0	10,076,663	103,509,824	0	579	0
3. Amounts Withheld from Paid Claims and Capitations:										
3.1. Direct	44,337,297	124,515	0	0	0	101,817	44,110,965	0	0	0
3.2. Reinsurance assumed	0									
3.3. Reinsurance ceded	0									
3.4. Net	44,337,297	124,515	0	0	0	101,817	44,110,965	0	0	0
4. TOTALS:										
4.1. Direct	248,970,180	58,076,161	326	169,223	0	11,111,958	179,611,895	0	617	0
4.2. Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
4.3. Reinsurance ceded	326	0	326	0	0	0	0	0	0	0
4.4. Net	248,969,854	58,076,161	0	169,223	0	11,111,958	179,611,895	0	617	0

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Humana Health Plan, Inc.

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 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	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		
1. Comprehensive (hospital and medical)	51,258,521	532,681,455	313,194	57,967,967	51,571,715	59,331,929
2. Medicare Supplement	0	0	0	0	0	0
3. Dental Only.....	74,059	2,879,627	932	168,291	74,991	102,018
4. Vision Only.....		455,505	0	0	0	0
5. Federal Employees Health Benefits Plan	8,575,780	108,788,880	982,232	10,129,726	9,558,012	10,288,432
6. Title XVIII - Medicare	101,559,754	1,698,181,271	1,578,109	178,033,786	103,137,863	115,570,879
7. Title XIX - Medicaid.....	0	0	0	0	0	0
8. Other health		7,397	0	617	0	0
9. Health subtotal (Lines 1 to 8).....	161,468,114	2,342,994,135	2,874,466	246,300,387	164,342,580	185,293,258
10. Healthcare receivables (a).....	0	9,056,177	0	0	0	0
11. Other non-health.....	0	0	0	0	0	0
12. Medical incentive pools and bonus amounts	0	285,823	0	1,387,294	0	1,196,920
13. Totals (Lines 9-10+11+12)	161,468,114	2,334,223,781	2,874,466	247,687,682	164,342,580	186,490,178

(a) Excludes \$ 5,217,066 loans or advances to providers not yet expensed.

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Humana Health Plan, Inc.

**UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS
(000 Omitted)**

Section A – Paid Health Claims - Hospital and Medical

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior	1,279,192	1,278,041	1,278,041	679,501	(544,865)
2. 2008	603,394	669,564	668,710	598,540	598,449
3. 2009	XXX	563,654	521,515	668,710	668,527
4. 2010	XXX	XXX	531,879	521,515	520,987
5. 2011	XXX	XXX	XXX	570,482	622,778
6. 2012	XXX	XXX	XXX	XXX	532,681

Section B – Incurred Health Claims - Hospital and Medical

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	683,820	679,676	679,501	679,501	(544,865)
2. 2008	612,722	602,141	598,661	598,540	598,449
3. 2009	XXX	1,316,449	671,402	668,765	668,527
4. 2010	XXX	XXX	1,371,869	622,122	521,053
5. 2011	XXX	XXX	XXX	628,774	623,025
6. 2012	XXX	XXX	XXX	XXX	590,651

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Hospital and Medical

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.....	761,356	598,449	4,696	0.8	603,145	79.2	0	0	603,145	79.2
2. 2009.....	708,857	668,527	5,246	0.8	673,773	95.1	0	0	673,773	95.1
3. 2010.....	727,113	520,987	4,088	0.8	525,075	72.2	66	1	525,142	72.2
4. 2011.....	793,513	622,778	4,887	0.8	627,665	79.1	247	2	627,914	79.1
5. 2012.....	762,498	532,681	4,180	0.8	536,861	70.4	57,970	1,079	595,910	78.2

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ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Humana Health Plan, Inc.

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS
 (000 Omitted)

Section A – Paid Health Claims - Dental Only

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior .....	.0	.0	.0	.0	.0
2. 2008 .....	.0	.0	.0	.0	.0
3. 2009	XXX	.0	.0	.0	.0
4. 2010	XXX	XXX	802	.0	.0
5. 2011	XXX	XXX	XXX	1,635	1,709
6. 2012	XXX	XXX	XXX	XXX	2,880

Section B – Incurred Health Claims - Dental Only

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 .....	.0	.0	.0	.0	.0
2. 2008 .....	.0	.0	.0	.0	.0
3. 2009	XXX	.0	.0	.0	.0
4. 2010	XXX	XXX	.0	.0	.0
5. 2011	XXX	XXX	XXX	1,737	1,710
6. 2012	XXX	XXX	XXX	XXX	3,048

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Dental Only

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claim 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.....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
2. 2009.....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
3. 2010.....	1,635	.0	.0	.0	.0	.0	.0	.0	.0	.0
4. 2011.....	3,065	1,709	13	0.8	1,722	56.2	.1	.0	1,723	56.2
5. 2012.....	4,778	2,880	23	0.8	2,903	60.8	168	3	3,074	64.3

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ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Humana Health Plan, Inc.

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS
(000 Omitted)

Section A – Paid Health Claims - Vision Only

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior .....	.0	.0	.0	.0	.0
2. 2008 .....	.0	.0	.0	.0	.0
3. 2009	XXX	.0	.0	.0	.0
4. 2010	XXX	XXX	249	.0	.0
5. 2011	XXX	XXX	XXX	346	346
6. 2012	XXX	XXX	XXX	XXX	456

Section B - Incurred Health Claims - Vision Only

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 .....	.0	.0	.0	.0	.0
2. 2008 .....	.0	.0	.0	.0	.0
3. 2009	XXX	.0	.0	.0	.0
4. 2010	XXX	XXX	.0	.0	.0
5. 2011	XXX	XXX	XXX	346	346
6. 2012	XXX	XXX	XXX	XXX	456

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Vision Only

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.....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
2. 2009.....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
3. 2010.....	303	.0	.0	.0	.0	.0	.0	.0	.0	.0
4. 2011.....	609	346	3	0.9	349	57.3	.0	.0	349	57.3
5. 2012.....	805	456	4	0.9	460	57.1	0	0	460	57.1

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ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Humana Health Plan, Inc.

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS
 (000 Omitted)

Section A – Paid Health Claims - Federal Employees Health Benefits Plan Premium

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior	199,279	199,279	199,549	114,697	(78,028)
2. 2008	85,815	92,237	92,368	84,582	84,582
3. 2009	XXX	88,360	97,381	92,368	92,368
4. 2010	XXX	XXX	94,303	97,381	97,381
5. 2011	XXX	XXX	XXX	106,102	114,678
6. 2012	XXX	XXX	XXX	XXX	108,789

Section B - Incurred Health Claims - Federal Employees Health Benefits Plan Premium

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	114,571	114,748	114,697	114,697	(78,028)
2. 2008	89,653	85,129	84,622	84,582	84,582
3. 2009	XXX	96,626	92,799	92,374	92,368
4. 2010	XXX	XXX	100,111	97,613	97,383
5. 2011	XXX	XXX	XXX	115,386	115,658
6. 2012	XXX	XXX	XXX	XXX	118,919

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Federal Employees Health Benefits Plan Premium

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.....	110,046	84,582	664	0.8	85,246	77.5	0	0	85,246	77.5
2. 2009.....	103,900	92,368	725	0.8	93,093	89.6	0	0	93,093	89.6
3. 2010.....	126,463	97,381	764	0.8	98,145	77.6	2	0	98,147	77.6
4. 2011.....	128,706	114,678	900	0.8	115,578	89.8	981	8	116,567	90.6
5. 2012.....	128,241	108,789	854	0.8	109,643	85.5	10,130	181	119,954	93.5

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ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Humana Health Plan, Inc.

**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	1,013,752	1,013,653	1,013,653	533,808	(449,531)
2. 2008	627,021	668,543	667,184	479,845	479,549
3. 2009	XXX	742,993	814,761	667,184	667,102
4. 2010	XXX	XXX	852,710	814,761	812,752
5. 2011	XXX	XXX	XXX	1,115,270	1,219,287
6. 2012	XXX	XXX	XXX	XXX	1,698,467

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	536,278	534,109	533,808	533,808	(449,531)
2. 2008	493,051	481,882	480,014	479,845	479,549
3. 2009	XXX	662,933	670,248	667,310	667,102
4. 2010	XXX	XXX	1,230,713	815,762	812,831
5. 2011	XXX	XXX	XXX	1,230,713	1,220,786
6. 2012	XXX	XXX	XXX	XXX	1,877,886

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.....	792,191	479,549	3,763	0.8	483,312	61.0	0	0	483,312	61.0
2. 2009.....	954,477	667,102	5,235	0.8	672,337	70.4	0	0	672,337	70.4
3. 2010.....	1,111,020	812,752	6,378	0.8	819,130	73.7	79	1	819,210	73.7
4. 2011.....	1,427,242	1,219,287	9,568	0.8	1,228,855	86.1	1,499	12	1,230,366	86.2
5. 2012.....	2,104,142	1,698,467	13,328	0.8	1,711,795	81.4	179,419	3,335	1,894,549	90.0

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Humana Health Plan, Inc.

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS
 (000 Omitted)

Section A - Paid Health Claims - Title XIX Medicaid

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior	1,161	1,161	1,161	1,062	(99)
2. 2008 .....	.0	.0	.0	.99	.99
3. 2009	XXX	.0	.0	.0	.0
4. 2010	XXX	XXX	.0	.0	.0
5. 2011	XXX	XXX	XXX	.0	.0
6. 2012	XXX	XXX	XXX	XXX	0

Section B – Incurred Health Claims - Title XIX Medicaid

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	1,062	1,062	1,062	1,062	(99)
2. 2008 .....	.99	.99	.99	.99	.99
3. 2009	XXX	.0	.0	.0	.0
4. 2010	XXX	XXX	.0	.0	.0
5. 2011	XXX	XXX	XXX	.0	.0
6. 2012	XXX	XXX	XXX	XXX	0

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Title XIX Medicaid

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claim 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 .....	.0	.99	.1	1.0	100	0.0	.0	.0	100	0.0
2. 2009 .....	.0	.0	.0	0.0	.0	0.0	.0	.0	.0	0.0
3. 2010 .....	.0	.0	.0	0.0	.0	0.0	.0	.0	.0	0.0
4. 2011 .....	.0	.0	.0	0.0	.0	0.0	.0	.0	.0	0.0
5. 2012	0	0	0	0.0	0	0.0	0	0	0	0.0

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Humana Health Plan, Inc.

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS
 (000 Omitted)

Section A - Paid Health Claims - Other

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior .....	.0	.0	.0	.0	.0
2. 2008 .....	.0	.0	.0	.0	.0
3. 2009	XXX	.0	.0	.0	.0
4. 2010	XXX	XXX	.0	.0	.0
5. 2011	XXX	XXX	XXX	.166	.166
6. 2012	XXX	XXX	XXX	XXX	7

Section B – Incurred Health Claims - Other

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 .....	.0	.0	.0	.0	.0
2. 2008 .....	.0	.0	.0	.0	.0
3. 2009	XXX	.0	.0	.0	.0
4. 2010	XXX	XXX	.0	.0	.0
5. 2011	XXX	XXX	XXX	.166	.166
6. 2012	XXX	XXX	XXX	XXX	8

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

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claim 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 .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
2. 20090	.0	.0	.0	.0	.0	.0	.0	.0	.0
3. 20100	.0	.0	.0	.0	.0	.0	.0	.0	.0
4. 20110	.166	.1	.6	.167	.0	.0	.0	.167	.0
5. 2012	9	7	0	0.0	7	77.8	1	0	8	88.9

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ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Humana Health Plan, Inc.

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	2,493,384	2,492,134	2,492,404	1,329,068	(1,072,523)
2. 2008	1,316,230	1,430,344	1,428,262	1,163,066	1,162,679
3. 2009	XXX	1,395,007	1,433,657	1,428,262	1,427,997
4. 2010	XXX	XXX	1,479,943	1,433,657	1,431,120
5. 2011	XXX	XXX	XXX	1,794,001	1,958,964
6. 2012	XXX	XXX	XXX	XXX	2,343,280

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	1,335,731	1,329,595	1,329,068	1,329,068	(1,072,523)
2. 2008	1,195,525	1,169,251	1,163,396	1,163,066	1,162,679
3. 2009	XXX	2,076,008	1,434,449	1,428,449	1,427,997
4. 2010	XXX	XXX	2,702,693	1,535,497	1,431,267
5. 2011	XXX	XXX	XXX	1,977,122	1,961,691
6. 2012	XXX	XXX	XXX	XXX	2,590,968

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	1,663,594	1,162,679	9,124	0.8	1,171,803	70.4	0	0	1,171,803	70.4
2. 2009	1,767,234	1,427,997	11,206	0.8	1,439,203	81.4	0	0	1,439,203	81.4
3. 2010	1,966,534	1,431,120	11,230	0.8	1,442,350	73.3	147	2	1,442,499	73.4
4. 2011	2,353,135	1,958,964	15,372	0.8	1,974,336	83.9	2,728	22	1,977,086	84.0
5. 2012	3,000,473	2,343,280	18,389	0.8	2,361,669	78.7	247,688	4,598	2,613,955	87.1

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ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Humana Health Plan, Inc.

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

	1	2	3	4	5	6	7	8	9
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
1. Unearned premium reserves.....	347,644	347,634	10	.0	.0	.0	.0	.0	.0
2. Additional policy reserves (a).....	15,973,032	15,973,032	.0	.0	.0	.0	.0	.0	.0
3. Reserve for future contingent benefits.....	.0	.0	.0	.0	.0	.0	.0	.0	.0
4. Reserve for rate credits or experience rating refunds (including \$0 for investment income).....	17,530,751	6,244,054	.0	.0	.0	.0	11,286,697	.0	.0
5. Aggregate write-ins for other policy reserves .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
6. Totals (gross)	33,851,427	22,564,720	10	.0	.0	.0	11,286,697	.0	.0
7. Reinsurance ceded	10	.0	10	.0	.0	.0	.0	.0	.0
8. Totals (Net) (Page 3, Line 4)	33,851,417	22,564,720	0	0	0	0	11,286,697	0	0
9. Present value of amounts not yet due on claims .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
10. Reserve for future contingent benefits	205,000	205,000	.0	.0	.0	.0	.0	.0	.0
11. Aggregate write-ins for other claim reserves .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
12. Totals (gross)	205,000	205,000	.0	.0	.0	.0	.0	.0	.0
13. Reinsurance ceded .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
14. Totals (Net) (Page 3, Line 7)	205,000	205,000	0	0	0	0	0	0	0
DETAILS OF WRITE-INS									
0501. ....	.0	.0	.0	.0	.0	.0	.0	.0	.0
0502. ....	.0	.0	.0	.0	.0	.0	.0	.0	.0
0503. ....	.0	.0	.0	.0	.0	.0	.0	.0	.0
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. ....	.0	.0	.0	.0	.0	.0	.0	.0	.0
1102. ....	.0	.0	.0	.0	.0	.0	.0	.0	.0
1103. ....	.0	.0	.0	.0	.0	.0	.0	.0	.0
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 \$7,680,000 premium deficiency reserve.

UNDERWRITING AND INVESTMENT EXHIBIT
PART 3 - ANALYSIS OF EXPENSES

	Claim Adjustment Expenses		3 General Administrative Expenses	4 Investment Expenses	5 Total
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses			
1. Rent (\$0 for occupancy of own building).....	1,451,315	765,285	6,056,749	0	8,273,349
2. Salaries, wages and other benefits.....	36,858,463	14,286,144	175,756,537	153,720	227,054,864
3. Commissions (less \$0 ceded plus \$0 assumed).....	2	10	56,326,805	0	56,326,817
4. Legal fees and expenses.....	1,902	6	5,577,461	0	5,579,369
5. Certifications and accreditation fees.....	216	1,694	114,820	0	116,730
6. Auditing, actuarial and other consulting services.....	1	0	608,479	0	608,480
7. Traveling expenses.....	1,051,636	112,871	6,048,744	915	7,214,166
8. Marketing and advertising.....	165,450	4,931	22,525,412	4	22,695,797
9. Postage, express and telephone.....	1,358,196	138,773	12,994,422	241	14,491,632
10. Printing and office supplies.....	465,834	68,522	5,832,399	1,110	6,367,865
11. Occupancy, depreciation and amortization.....	205,365	107,555	1,045,564	0	1,358,484
12. Equipment.....	199,894	105,565	1,016,008	0	1,321,467
13. Cost or depreciation of EDP equipment and software.....	1,786,320	323,563	21,605,562	0	23,715,445
14. Outsourced services including EDP, claims, and other services.....	87,373,530	11,273,400	50,245,340	1	148,892,271
15. Boards, bureaus and association fees.....	19,185	7,002	336,347	102	362,636
16. Insurance, except on real estate.....	116,523	62,085	2,319,729	0	2,498,337
17. Collection and bank service charges.....	(23)	5,748,117	1,289,202	1,697	7,038,993
18. Group service and administration fees.....	0	0	1,595	0	1,595
19. Reimbursements by uninsured plans.....	0	0	(114,171,077)	0	(114,171,077)
20. Reimbursements from fiscal intermediaries.....	0	0	0	0	0
21. Real estate expenses.....	316,231	196,699	2,993,371	0	3,506,301
22. Real estate taxes.....	46,396	24,752	216,782	0	287,930
23. Taxes, licenses and fees:					
23.1 State and local insurance taxes.....	82	(1)	(263,215)	0	(263,134)
23.2 State premium taxes.....	0	0	3,085,110	0	3,085,110
23.3 Regulatory authority licenses and fees.....	50,927	17,460	8,722,434	64	8,790,885
23.4 Payroll taxes.....	2,331,220	939,691	10,717,204	11,149	13,999,264
23.5 Other (excluding federal income and real estate taxes).....	27	0	1,164,319	0	1,164,346
24. Investment expenses not included elsewhere.....	4,551	1,884	(274,805)	0	(268,370)
25. Aggregate write-ins for expenses.....	259,287	73,167	20,141,356	1,952	20,475,762
26. Total expenses incurred (Lines 1 to 25).....	134,062,530	34,259,175	302,032,654	170,955	(a) 470,525,314
27. Less expenses unpaid December 31, current year.....	3,055,084	1,565,623	10,658,735	0	15,279,442
28. Add expenses unpaid December 31, prior year.....	1,427,140	1,020,839	12,901,338	0	15,349,317
29. Amounts receivable relating to uninsured plans, prior year.....	0	0	13,828,859	0	13,828,859
30. Amounts receivable relating to uninsured plans, current year.....	0	0	18,168,511	0	18,168,511
31. Total expenses paid (Lines 26 minus 27 plus 28 minus 29 plus 30)	132,434,586	33,714,391	308,614,909	170,955	474,934,841
DETAILS OF WRITE-INS					
2501. Miscellaneous Administrative Expenses.....	259,287	73,167	20,141,356	1,952	20,475,762
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)	259,287	73,167	20,141,356	1,952	20,475,762

(a) Includes management fees of \$400,632,083 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).....690,015	.....741,895
1.1 Bonds exempt from U.S. tax	(a).....2,213,549	.....2,273,852
1.2 Other bonds (unaffiliated)	(a).....10,557,479	.....11,223,034
1.3 Bonds of affiliates	(a).....0	.....0
2.1 Preferred stocks (unaffiliated)	(b).....0	.....0
2.11 Preferred stocks of affiliates	(b).....0	.....0
2.2 Common stocks (unaffiliated)	.....0	.....0
2.21 Common stocks of affiliates	.....0	.....0
3. Mortgage loans	(c).....366,390	.....366,390
4. Real estate	(d).....	.....
5. Contract loans	.....	.....
6. Cash, cash equivalents and short-term investments	(e).....75,847	.....75,687
7. Derivative instruments	(f).....	.....
8. Other invested assets	.....	.....
9. Aggregate write-ins for investment income	.....144,529	.....144,529
10. Total gross investment income	.....14,047,808	.....14,825,387
11. Investment expenses		(g).....170,955
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)		.....170,955
17. Net investment income (Line 10 minus Line 16)		.....14,654,432
DETAILS OF WRITE-INS		
0901. Miscellaneous Investment Income	.....144,529	.....144,529
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)	.....144,529	.....144,529
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 \$ 104,926 accrual of discount less \$ 4,456,159 amortization of premium and less \$ 945,669 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 \$ 62,047 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 \$ 170,955 investment expenses and \$ 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	.....2,018	.....	.....2,018	.....	.....
1.1 Bonds exempt from U.S. tax	.....423,382	.....	.....423,382	.....25,390	.....
1.2 Other bonds (unaffiliated)	.....1,535,648	.....	.....1,535,648	.....97,565	.....
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	.....729,281	.....0
3. Mortgage loans	.....0	.....0	.....0	.....0	.....0
4. Real estate	.....0	.....0	.....0	.....0	.....0
5. Contract loans	.....0	.....0	.....0	.....0	.....0
6. Cash, cash equivalents and short-term investments	.....(2,305)	.....	.....(2,305)	.....0	.....0
7. Derivative instruments	.....0	.....0	.....0	.....0	.....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)	.....1,958,743	.....0	.....1,958,743	.....852,236	.....0
DETAILS OF WRITE-INS					
0901.	.....	.....	.....0	.....	.....
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	2	3
	Current Year Total Nonadmitted Assets	Prior Year Total Nonadmitted Assets	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.....	842,360	516,051	(326,309)
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	181,556	188,325	6,769
18.1 Current federal and foreign income tax recoverable and interest thereon	0	0	0
18.2 Net deferred tax asset.....	56,681,243	51,297,606	(5,383,637)
19. Guaranty funds receivable or on deposit	0	0	0
20. Electronic data processing equipment and software.....	56,441	802,537	746,096
21. Furniture and equipment, including health care delivery assets.....	5,956,954	6,216,902	259,948
22. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0
23. Receivables from parent, subsidiaries and affiliates	0	0	0
24. Health care and other amounts receivable.....	1,995,185	0	(1,995,185)
25. Aggregate write-ins for other than invested assets	116,266,078	127,706,435	11,440,357
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25).....	181,979,817	186,727,856	4,748,039
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0
28. Total (Lines 26 and 27)	181,979,817	186,727,856	4,748,039
DETAILS OF WRITE-INS			
1101.		0	0
1102.		0	0
1103.		0	0
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. Goodwill.....	98,755,957	117,277,761	18,521,804
2502. Prepaid Commissions.....	15,506,697	9,125,604	(6,381,093)
2503. Deposits.....	1,364,152	668,933	(695,219)
2598. Summary of remaining write-ins for Line 25 from overflow page	639,272	634,137	(5,135)
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	116,266,078	127,706,435	11,440,357

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Humana Health Plan, Inc.

EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY

Source of Enrollment	Total Members at End of					6 Current Year Member Months
	1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	
1. Health Maintenance Organizations.....	321,906	381,076	387,593	392,754	397,670	4,658,753
2. Provider Service Organizations.....	.0	.0	.0	.0	.0	.0
3. Preferred Provider Organizations.....	59,919	59,238	59,824	57,058	56,529	700,993
4. Point of Service.....	.0					
5. Indemnity Only.....	.0		.0	.0	.0	.0
6. Aggregate write-ins for other lines of business.....	15,797	23,187	20,991	22,364	22,579	259,765
7. Total	397,622	463,501	468,408	472,176	476,778	5,619,511
DETAILS OF WRITE-INS						
0601. Dental.....	11,886	18,718	16,338	17,598	17,741	203,873
0602. Vision.....	3,911	4,469	4,653	4,766	4,838	55,892
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)	15,797	23,187	20,991	22,364	22,579	259,765

STATEMENT AS OF December 31, 2012 OF THE Humana Health Plan, Inc.

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 Kentucky Department of Insurance.

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

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

	State of Domicile	2012	2011
Net Income			
1. Humana Health Plan, Inc. Kentucky basis	KY	\$ (28,891,765)	\$ 5,460,925
2. State Prescribed Practices that increase/(decrease) NAIC SAP	KY	-	-
3. State Permitted Practices that increase/(decrease) NAIC SAP	KY	-	-
4. NAIC SAP	KY	\$ (28,891,765)	\$ 5,460,925
Surplus			
5. Humana Health Plan, Inc. Kentucky basis	KY	\$ 307,941,776	\$ 265,477,101
6. State Prescribed Practices that increase/(decrease) NAIC SAP	KY	-	-
7. State Permitted Practices that increase/(decrease) NAIC SAP	KY	-	-
8. NAIC SAP	KY	\$ 307,941,776	\$ 265,477,101

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.

STATEMENT AS OF December 31, 2012 OF THE Humana Health Plan, Inc.

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) The Company estimates the fair value of its investments in mortgage loans on real estate using a discounted cash flow method based on rating, maturity and future income when compared to the expected yield for mortgages having similar characteristics. The rating for mortgages in good standing is based on property type, location, market conditions, occupancy, debt service coverage, loan to value, caliber of tenancy, borrower and payment record. Problem mortgages are priced to reflect their monetary value to the Company, considering such things as the degree of default, whether or not the payments are still being made, interest rate, maturity and operating performance of the underlying collateral.
- (6) For loan backed and structured securities where the securities fair value is less than the amortized cost, the Company considers several factors to determine if the security's impairment is other-than-temporary. If the Company has the intent to sell the security or if the Company does not have the intent and ability to retain the security until recovery of its fair value, the related investment is written down to its estimated fair value through earnings. If, however, the Company has the intent and ability to retain the security until recovery of its fair value, the Company considers factors affecting the investee, factors affecting the industry the investee operates within, and general debt and equity market trends. The Company also considers the length of time an investment's fair value has been below carrying value and the near term prospects for recovery to carrying value. If the determination is made, based on these factors, that the Company does expect to recover the entire amortized cost of the security, then an other-than-temporary impairment has not occurred. If, however, the determination is made that the Company does not expect to recover the entire amortized cost of the security based on the factors noted above, the Company recognizes a realized loss in earnings for the non-interest related decline. No loss is recognized for the interest impairment.
- (7) The Company accounts for its investments in subsidiaries using the audited statutory equity method of accounting.
- (8) The Company accounts for its investments in joint ventures, partnerships, and LLC's using the audited statutory equity method of accounting.
- (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) Real estate held for production of income is carried at depreciated cost.

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

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

- (13) The Company estimates anticipated Pharmacy Rebate Receivables using the analysis of historical recovery patterns.

2. Accounting Changes and Corrections of Errors

The Company adopted the provisions of SSAP No. 101 *Income Taxes A Replacement of SSAP10R 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 3 *Accounting Changes and Correction Errors*. The cumulative effect of this change in accounting principle resulted in a \$1,846,160 increase in surplus.

In 2012, the Company determined that certain shared administrative contra expenses related to another Humana subsidiary had been improperly allocated in 2011. This resulted in a \$2,425,099 understatement of the 2011 administrative expenses for the Company. The error had no impact on net admitted assets or total liabilities at December 31, 2011.

Consistent with SSAP 3 *Accounting Changes and Corrections of Errors*, the prior period expense was recorded as an adjustment to surplus on line 47 of the capital and surplus account rollforward. There is no tax impact in this adjustment. The adjustment is 0.08 percent of earned premiums and 7.16 percent of pretax earnings.

STATEMENT AS OF December 31, 2012 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

In 2012, the Company determined that the 2011 and prior deferred tax provisions included certain items that were not realizable in one year. This error resulted in a \$679,605 understatement of both the 2011 net admitted deferred tax asset and ending capital surplus. The error had no impact on total liabilities or net income at December 31, 2011. Consistent with SSAP 3, an adjustment to surplus has been recorded in the fourth quarter of 2012 as an aggregate write-in on line 47 of the capital and surplus account rollforward. The adjustment is 0.11% of earned premiums and 7.16% of pretax earnings.

3. Business Combinations and Goodwill

A. Statutory Purchase Method

Not Applicable.

B. Statutory Merger

Not Applicable.

C. Assumption Reinsurance

Not Applicable.

D. Impairment Loss

Not Applicable.

4. Discontinued Operations

Not Applicable.

5. Investments

A. Mortgage Loans, Including Mezzanine Real Estate Loans

- (1) The maximum and minimum lending rates for the mortgage loan in 2012 were 1.11 per cent and 1.4 per cent.
- (2) During 2012 the Company did not reduce interest rates of the mortgage loan.
- (3) The maximum percentage of the loan to the value of the security at any time of the loan, exclusive of insured or guaranteed or purchase-money mortgages was 100 percent.

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

B. Debt Restructuring

Not Applicable.

C. Reverse Mortgages

Not Applicable.

D. Loan-Backed Securities

- (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

STATEMENT AS OF December 31, 2012 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

Gross unrealized losses and related fair value of temporarily impaired securities that have been in a continuous unrealized loss position were as follows at December 31, 2012:

(a) The aggregate amount of unrealized losses:			
1. Less than 12 Months		\$	(62,164)
2. 12 Months or Longer		\$	(96,170)
(b) The aggregate related fair value of securities with unrealized losses:			
1. Less than 12 Months		\$	19,191,883
2. 12 Months or Longer		\$	7,539,735

(5) The unrealized losses at December 31, 2012 were primarily due to increases in market interest rates and tighter liquidity conditions in the current markets than when the securities were purchased. All issuers of securities trading at an unrealized loss remain current on all contractual payments and the Company believes it is probable that all amounts due according to the contractual terms of the debt securities are collectible. After taking into account these and other factors, including the severity of the decline and the Company's ability and intent to hold these securities until recovery or maturity, the Company determined the unrealized losses on these investment securities were temporary and, as such, no impairment was required.

E. Repurchase Agreements 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 loan default.

B. The total amount excluded was \$0.

8. Derivative Instruments

Not Applicable.

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		
	<u>Ordinary</u>	<u>Capital</u>	<u>Total</u>
a. Gross deferred tax assets	\$ 65,778,131	\$ 38,658,955	\$ 104,437,086
b. Statutory valuation allowance adjustments	-	(38,658,955)	(38,658,955)
c. Adjusted gross deferred tax assets	65,778,131	-	65,778,131
d. Deferred tax assets nonadmitted	(56,681,243)	-	(56,681,243)
e. Net admitted deferred tax assets	9,096,888	-	9,096,888
f. Deferred tax liabilities	(23,642)	-	(23,642)
g. Net admitted deferred tax asset/(liability)	<u>\$ 9,073,246</u>	<u>\$ -</u>	<u>\$ 9,073,246</u>

STATEMENT AS OF December 31, 2012 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

	December 31, 2011		
	<u>Ordinary</u>	<u>Capital</u>	<u>Total</u>
a. Gross deferred tax assets	\$ 62,449,658	\$ 38,957,238	\$ 101,406,896
b. Statutory valuation allowance adjustments	-	(38,957,238)	(38,957,238)
c. Adjusted gross deferred tax assets	62,449,658	-	62,449,658
d. Deferred tax assets nonadmitted	(51,297,606)	-	(51,297,606)
e. Net admitted deferred tax assets	11,152,052	-	11,152,052
f. Deferred tax liabilities	(26,234)	-	(26,234)
g. Net admitted deferred tax asset/(liability)	<u>\$ 11,125,818</u>	<u>\$ -</u>	<u>\$ 11,125,818</u>

	Change		
	<u>Ordinary</u>	<u>Capital</u>	<u>Total</u>
a. Gross deferred tax assets	\$ 3,328,473	\$ (298,283)	\$ 3,030,190
b. Statutory valuation allowance adjustments	-	298,283	298,283
c. Adjusted gross deferred tax assets	3,328,473	-	3,328,473
d. Deferred tax assets nonadmitted	(5,383,637)	-	(5,383,637)
e. Net admitted deferred tax assets	(2,055,164)	-	(2,055,164)
f. Deferred tax liabilities	2,592	-	2,592
g. Net admitted deferred tax asset/(liability)	<u>\$ (2,052,572)</u>	<u>\$ -</u>	<u>\$ (2,052,572)</u>

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

	December 31, 2012		
	<u>Ordinary</u>	<u>Capital</u>	<u>Total</u>
a. Federal income taxes paid in prior years recoverable through loss carrybacks	\$ 3,196,911	\$ -	\$ 3,196,911
b. Adjusted gross deferred tax assets expected to be realized after application of the threshold limitation	5,876,335	-	5,876,335
1. Adjusted gross deferred tax assets expected to be realized following the Balance Sheet date	XXX	XXX	5,876,336
2. Adjusted gross deferred tax assets allowed per limitation threshold	XXX	XXX	44,415,430
c. Adjusted gross deferred tax assets offset by gross deferred tax liabilities	23,642	-	23,642
d. Deferred tax assets admitted as the result of application of SSAP No. 101. Total	<u>\$ 9,096,888</u>	<u>\$ -</u>	<u>\$ 9,096,888</u>

	December 31, 2011		
	<u>Ordinary</u>	<u>Capital</u>	<u>Total</u>
a. Federal income taxes paid in prior years recoverable through loss carrybacks	\$ 11,125,818	\$ -	\$ 11,125,818
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	XXX	XXX	-
2. Adjusted gross deferred tax assets allowed per limitation threshold	XXX	XXX	25,448,457
c. Adjusted gross deferred tax assets offset by gross deferred tax liabilities	26,234	-	26,234
d. Deferred tax assets admitted as the result of application of SSAP No. 101. Total	<u>\$ 11,152,052</u>	<u>\$ -</u>	<u>\$ 11,152,052</u>

	Change		
	<u>Ordinary</u>	<u>Capital</u>	<u>Total</u>
a. Federal income taxes paid in prior years recoverable through loss carrybacks	\$ (7,928,907)	\$ -	\$ (7,928,907)
b. Adjusted gross deferred tax assets expected to be realized after application of the threshold limitation	5,876,335	-	5,876,335
1. Adjusted gross deferred tax assets expected to be realized following the Balance Sheet date	XXX	XXX	5,876,336
2. Adjusted gross deferred tax assets allowed per limitation threshold	XXX	XXX	18,966,973
c. Adjusted gross deferred tax assets offset by gross deferred tax liabilities	(2,592)	-	(2,592)
d. Deferred tax assets admitted as the result of application of SSAP No. 101. Total	<u>\$ (2,055,164)</u>	<u>\$ -</u>	<u>\$ (2,055,164)</u>

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

	<u>December 31, 2012</u>	<u>December 31, 2011</u>
a. Ratio percentage used to determine recovery period and threshold limitation amount	354%	394%
b. Amount of adjusted capital and surplus used to determine recovery period and threshold limitation in 2 b.2 above	298,779,618	254,161,589

STATEMENT AS OF December 31, 2012 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

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

	December 31, 2012		
	<u>Ordinary</u>	<u>Capital</u>	<u>Total</u>
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		
	<u>Ordinary</u>	<u>Capital</u>	<u>Total</u>
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		
	<u>Ordinary</u>	<u>Capital</u>	<u>Total</u>
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	\$ (6,329,846)	\$ 1,758,246	\$ (8,088,092)
b. Foreign	-	-	-
c. Subtotal	(6,329,846)	1,758,246	(8,088,092)
d. Federal income tax on net capital gains	685,560	87,913	597,647
e. Utilization of capital loss carryforwards	-	-	-
f. Other	1,350,753	1,098,409	252,344
g. Federal and foreign income taxes incurred	\$ (4,293,533)	\$ 2,944,568	\$ (7,238,101)

(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	\$ 9,480,321	\$ 4,765,346	\$ 4,714,975
2. Unearned premium reserve	942,659	1,000,808	(58,149)
3. Policyholder reserves	2,616,980	924,634	1,692,346
4. Investments	-	-	-
5. Deferred acquisition costs	3,450,030	2,523,395	926,635
6. Policyholder dividends accrual	-	-	-
7. Fixed assets	2,170,410	2,642,507	(472,097)
8. Compensation and benefit accruals	-	-	-
9. Pension accruals	-	-	-
10. Receivables - nonadmitted	-	-	-
11. Net operating loss carry-forward	-	-	-
12. Tax credit carry-forward	-	-	-
13. Other	214,353	480,618	(266,265)
14. Bad Debts	807,690	81,674	726,016
15. Accrued Litigation	2,100	332,500	(330,400)
16. Risk Corridor	314,917	-	314,917
17. Medicare Risk Adjustment Data	649,755	-	649,755
18. Misc Reserves	472,061	719,567	(247,506)
19. Intangibles	44,656,855	48,978,609	(4,321,754)
99. Subtotal	65,778,131	62,449,658	3,328,473
b. Statutory valuation allowance adjustment	-	-	-
c. Nonadmitted	(56,681,243)	(51,297,606)	(5,383,637)
d. Admitted ordinary DTAs	9,096,888	11,152,052	(2,055,164)
e. Capital			
1. Investments	38,658,955	38,957,238	(298,283)
2. Net capital loss carryforwards	-	-	-
3. Real estate	-	-	-
4. Other	-	-	-
99. Subtotal	38,658,955	38,957,238	(298,283)
f. Statutory valuation allowance adjustment	(38,658,955)	(38,957,238)	298,283
g. Nonadmitted	-	-	-
h. Admitted capital DTAs	-	-	-
i. Admitted DTAs	\$ 9,096,888	\$ 11,152,052	\$ (2,055,164)

STATEMENT AS OF December 31, 2012 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

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. Premium Acquisition Expense	(23,642)	(26,234)	2,592
99. Subtotal	<u>(23,642)</u>	<u>(26,234)</u>	<u>\$ 2,592</u>
b. Capital			
1. Investments	-	-	-
2. Real estate	-	-	-
3. Other	-	-	-
99. Subtotal	<u>-</u>	<u>-</u>	<u>-</u>
c. DTLs	<u>(23,642)</u>	<u>(26,234)</u>	<u>2,592</u>
(4) Net deferred tax asset/(liability)	<u>\$ 9,073,246</u>	<u>\$ 11,125,818</u>	<u>\$ (2,052,572)</u>

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	\$ (33,185,298)	\$ (11,614,854)	35.00%
Tax-exempt Interest	(2,242,632)	(784,920)	2.37%
Dividends Received Deduction	-	-	0.00%
Proration	336,395	117,738	-0.35%
Meals & Entertainment	814	285	0.00%
Statutory Valuation Allowance Adjustment	1	-	0.00%
Other, Including Prior Year True-Up	13,306,150	4,657,152	-14.03%
Total	<u>\$ (21,784,570)</u>	<u>\$ (7,624,599)</u>	<u>22.98%</u>
Federal income taxes incurred [expense/(benefit)]		\$ (4,979,093)	15.00%
Tax on capital gains/(losses)		685,560	-2.07%
Change in net deferred income tax [charge/(benefit)]		<u>(3,331,066)</u>	<u>10.04%</u>
Total statutory income taxes		<u>\$ (7,624,599)</u>	<u>22.98%</u>

E. Operating loss and tax credit carry forwards and protective tax deposits

(1) At December 31, 2012, the Company had net operating loss carryforwards expiring through the year 2032 of \$0.

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	3,108,998	87,913	3,196,911
2012	0	0	-
Total	<u>\$ 3,108,998</u>	<u>\$ 87,913</u>	<u>\$ 3,196,911</u>

(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. The Company has no deposits under Section 6603 of the Internal Revenue Code.

STATEMENT AS OF December 31, 2012 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

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
13	ARCADIAN MANAGEMENT SERVICES, 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	EMPHEYSYS INSURANCE COMPANY	31-0935772
44	EMPHEYSYS, 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

STATEMENT AS OF December 31, 2012 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

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
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

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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 and Affiliates

A.-F. The Company has a management contract with Humana and other related parties whereby the Company is provided with medical and executive management, information systems, claims processing, billing and enrollment, and telemarketing and other services as required by the Company. Management fees charged to operations for the years ended December 31, 2012 and 2011 were approximately \$400.6 million and \$375.6 million respectively. As a part of this agreement, Humana makes cash disbursements on behalf of the Company which includes, but is not limited to, medical related items, general and administrative expenses, commissions and payroll. Humana is reimbursed by the Company weekly, based upon historical pattern of amounts and timing. Each month, these estimates are adjusted to ultimately settle upon actual disbursements made on behalf of the Company. As a result, any residual inter-Company balances are immediately settled in the following month. The Company continues to be primarily liable for any outstanding payments made on behalf of the Company, should Humana not be able to fulfill its obligations. No dividends were paid in 2012. The Company received a \$60 million capital contribution from Humana Inc. on February 27, 2012. At December 31, 2012, the Company reported \$979 thousand amounts due to Humana Inc. Amounts due to or from parent are generally settled within 30 days.

G. Not Applicable.

H. Not Applicable.

I. Not Applicable.

J. Not Applicable.

K. Not Applicable.

L. Not Applicable.

11. Debt

A. 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 and 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. As of December 31, 2012 and 2011, the fair market value of the Humana Retirement Savings Plan's assets was \$2.1 billion and \$1.9 billion, respectively.

E. Post Employment Benefits and Compensated Absences

Not Applicable.

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

Not Applicable

STATEMENT AS OF December 31, 2012 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

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

- 1) The Company has \$1 par value common stock with 5,000,000 shares authorized and 2,248,000 shares issued and outstanding.
- 2) The Company has no preferred stock outstanding.
- 3-5) Dividends are noncumulative and are paid as determined by the Board of Directors. Dividends are subject to the approval of the Department of Insurance if such dividend distribution exceeds the lesser of the Company's prior year net operating profits or 10 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 \$554,000.
- 11) Not Applicable.
- 12) Not Applicable.
- 13) Not Applicable.

14. Contingencies

A. Contingent Commitments

Not Applicable.

B. Assessments

Not Applicable.

C. Gain Contingencies

Not Applicable.

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

Not Applicable.

E. All Other Contingencies

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

The Company is not aware of any other material contingent liabilities as of 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 2011 was approximately \$6.1 million and \$5.7 million, respectively.

2) Noncancelable Lease Terms:

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

Year ending December 31,		
2013	\$	4,530,226
2014		2,959,202
2015		1,916,018
2016		1,330,407
2017		1,170,718
Thereafter		268,451
Total Minimum Lease Payments	\$	12,175,022

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

B. Lessor 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 Concentrations of Credit Risk.

STATEMENT AS OF December 31, 2012 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

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

The gain from operations from Administrative Services Only (ASO) uninsured plans and the uninsured portion of partially insured plans was as follows during 2012:

	ASO Uninsured Plans		Uninsured Portion of Partially Insured Plans		Total ASO	
a. Net reimbursement for administrative expenses (including administrative fees) in excess of actual expenses	\$	49,645,647	\$	-	\$	49,645,647
b. Total net other income or expenses (including interest paid to or received from plans)	\$	1,591,619	\$	-	\$	1,591,619
c. Net gain or (loss) from operations	\$	51,237,265	\$	-	\$	51,237,265
d. Total claim payment volume	\$	1,379,665,976	\$	-	\$	1,379,665,976

B. ASC Plans

Not Applicable.

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract

- a. The Company records no revenue explicitly attributable to the cost share and reinsurance components of administered Medicare products.
- b. As of December 31, 2012, the Company has recorded a receivable from CMS of \$5.7 million related to the cost share and reinsurance components of administered Medicare products. The Company does not have any additional receivables greater than 10.0 percent of the Company's accounts receivable from uninsured Accident & Health Plans or \$10,000.
- c. As no revenue is recorded in connection with the cost share and reinsurance components of the Company's Medicare contracts, the Company has recorded no allowances and reserves for adjustment of recorded revenues and receivables.
- d. The Company has made no adjustment to revenue resulting from audit of receivables related to revenues recorded in the prior period.

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

Not Applicable.

20. Fair Value Measurements

A. (1) The fair value of financial assets at December 31, 2012 were as follows:

	Level 1	Level 2	Level 3	Total
Assets				
Tax-exempt municipal bonds	\$ -	\$ 796,848	\$ -	\$ 796,848
Corporate debt securities	-	876,383	-	876,383
Total invested assets	<u>\$ -</u>	<u>\$ 1,673,231</u>	<u>\$ -</u>	<u>\$ 1,673,231</u>

(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.

NOTES TO THE FINANCIAL STATEMENTS

(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.

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.

NOTES TO THE FINANCIAL STATEMENTS

- (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.

22. Events Subsequent

The Company is not aware of any events occurring subsequent to the close of the books for this statement which may have a material effect on its financial condition. Subsequent events have been considered through February 26, 2013 for the statutory statement issued on February 26, 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)

If yes, give full details.

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

Yes () No (X)

If yes, give full details.

Section 2 – Ceded Reinsurance Report – Part A

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

Yes () No (X)

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

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

Yes () No (X)

If yes, give full details.

Section 3 – Ceded Reinsurance Report – Part B

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

STATEMENT AS OF December 31, 2012 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

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

Yes () No (X)

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

- B. Uncollectible Reinsurance

Not Applicable.

- C. Commutation of Ceded Reinsurance

Not Applicable.

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 \$25 million, or .83 percent. No other net premiums written by the Company are subject to retrospective rating features.
- D. Medical loss ratio rebates required pursuant to the Public Health Service Act.

	Individual	Small Group Employer	Large Group Employer	Other Categories with rebates	Total
Prior Reporting Year:					
Medical loss ratio rebates incurred	\$ 9,700	\$7,064,966	\$4,403,292	\$ -	\$11,477,958
Medical loss ratio rebates paid	-	-	-	-	-
Medical loss rebates unpaid	9,700	7,064,966	4,403,292	-	11,477,958
Plus reinsurance assumed amounts	-	-	-	-	-
Less reinsurance ceded amounts	-	-	-	-	-
Rebates unpaid net of reinsurance	-	-	-	-	11,477,958

Current Reporting Year-to-date:					
Medical loss ratio rebates incurred	\$ 21,153	\$4,456,831	\$3,639,829	\$ -	\$ 8,117,813
Medical loss ratio rebates paid	-	7,190,399	6,161,317	-	13,351,716
Medical loss rebates unpaid	30,853	4,331,398	1,881,809	-	6,244,054
Plus reinsurance assumed amounts	-	-	-	-	-
Less reinsurance ceded amounts	-	-	-	-	-
Rebates unpaid net of reinsurance	-	-	-	-	-

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2011 were \$186.7 million. As of December 31, 2012, \$162.7 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 \$2.9 million as a result of reestimation of unpaid claims and claim adjustment expenses principally on the commercial HMO and PPO books of business. Therefore, there has been a \$21.1 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.

STATEMENT AS OF December 31, 2012 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

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	\$ 7,060,992	\$ 7,060,992	\$ -	\$ -	\$ -
9/30/2012	\$ 16,969,271	\$ 16,969,271	\$ 14,974,086	\$ -	\$ -
6/30/2012	\$ 17,988,759	\$ 17,988,759	\$ 14,805,257	\$ 3,183,502	\$ -
3/31/2012	\$ 14,796,155	\$ 14,796,155	\$ 5,911,727	\$ 8,884,428	\$ -
12/31/2011	\$ 6,238,730	\$ 6,238,730	\$ 6,238,730	\$ -	\$ -
9/30/2011	\$ 6,145,560	\$ 6,145,560	\$ 6,145,560	\$ -	\$ -
6/30/2011	\$ 7,248,706	\$ 7,248,706	\$ 7,248,706	\$ -	\$ -
3/31/2011	\$ 6,319,618	\$ 6,319,618	\$ 6,319,618	\$ -	\$ -
12/31/2010	\$ 6,145,560	\$ 6,145,560	\$ 6,145,560	\$ -	\$ -
9/30/2010	\$ 5,910,198	\$ 5,910,198	\$ 5,910,198	\$ -	\$ -
6/30/2010	\$ 7,414,654	\$ 7,414,654	\$ 7,414,654	\$ -	\$ -
3/31/2010	\$ 4,991,220	\$ 4,991,220	\$ 4,991,220	\$ -	\$ -

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.

29. Participating Policies

The Company has no participating policies.

30. Premium Deficiency Reserves

- Liability carried for premium deficiency reserves \$ 7,680,000
- Date of the most recent evaluation of this liability December 31, 2012
- 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 percent.

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 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 No N/A
- 1.3 State Regulating? Kentucky.....
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes No
- 2.2 If yes, date of change:
- 3.1 State as of what date the latest financial examination of the reporting entity was made or is being made.12/31/2008
- 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.12/31/2008
- 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).12/20/2010
- 3.4 By what department or departments? Kentucky 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 No N/A
- 3.6 Have all of the recommendations within the latest financial examination report been complied with? Yes 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
- 4.12 renewals? Yes No
- 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
- 4.22 renewals? Yes No
- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes No
- 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
- 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
- 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 Street, 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:
 N/A
 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:
 N/A

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
 N/A

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
 N/A

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?
 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 []

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:
 N/A

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)
 N/A

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 [X] No []
- 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
71026408.....	Metropolitan Capital Bank.....	N/A.....	50,000
122241912.....	American Security Bank.....	N/A.....	100,000
63191956.....	Bank of St. Augustine.....	N/A.....	150,000

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 [X] No []
- 22.2 If answer is yes:
- 22.21 Amount paid as losses or risk adjustment \$.....0
 - 22.22 Amount paid as expenses \$.....2,435,664
 - 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 [] No [X]
- 23.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$.....0

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
N/A.....
- 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)
Humana voluntarily participated in securities lending until it was discontinued in November 2011. It is a low risk, low maintenance source of additional income and increases our surplus. It is recognized and allowed by the NAIC in SSAP 91 and the NAIC Investments of Insurers Model Act 280.....
- 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? If no, attach a description with this statement. Yes [] No [] N/A [X]

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 [] No [X]

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

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

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.....	507,925,058	532,433,317	24,508,259
30.2 Preferred Stocks.....	0	0	0
30.3 Totals	507,925,058	532,433,317	24,508,259

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:

N/A.....

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? \$1,444,350

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
Chittenden Murday & Novotny LLC.....	\$.....371,677

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 [X] No []
- 1.2 If yes, indicate premium earned on U. S. business only. \$3,586
- 1.3 What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit? \$0
- 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. \$442
- 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 lives0
- All years prior to most current three years:
- 1.64 Total premium earned \$3,586
- 1.65 Total incurred claims \$442
- 1.66 Number of covered lives1
- 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 lives0
- 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 lives0

2. Health Test:

		1		2
		Current Year		Prior Year
2.1	Premium Numerator	\$3,000,472,810	\$	.....2,353,136,224
2.2	Premium Denominator	\$3,000,472,810	\$	.....2,353,136,224
2.3	Premium Ratio (2.1/2.2)	.....1.000		.....1.000
2.4	Reserve Numerator	\$284,413,565	\$	.....207,937,708
2.5	Reserve Denominator	\$284,413,565	\$	.....207,937,708
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 []
- 5.1 Does the reporting entity have stop-loss reinsurance? Yes [X] No []
- 5.2 If no, explain:
- 5.3 Maximum retained risk (see instructions)
- 5.31 Comprehensive Medical \$1,000,000
- 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 year46,209
- 8.2 Number of providers at end of reporting year50,830
- 9.1 Does the reporting entity have business subject to premium rate guarantees? Yes [X] No []
- 9.2 If yes, direct premium earned:
- 9.21 Business with rate guarantees between 15-36 months9,818,010
- 9.22 Business with rate guarantees over 36 months0

GENERAL INTERROGATORIES

PART 2 - HEALTH INTERROGATORIES

- 10.1 Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contracts? Yes No
- 10.2 If yes:
- | | | |
|---|--|------------------|
| 10.21 Maximum amount payable bonuses | | \$.....1,387,294 |
| 10.22 Amount actually paid for year bonuses | | \$.....285,823 |
| 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 <input type="checkbox"/> No <input checked="" type="checkbox"/> |
| 11.13 An Individual Practice Association (IPA), or, | | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> |
| 11.14 A Mixed Model (combination of above) ? | | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> |
- 11.2 Is the reporting entity subject to Minimum Net Worth Requirements? Yes No
- 11.3 If yes, show the name of the state requiring such net worth. Kentucky.....
- 11.4 If yes, show the amount required. \$.....168,810,496
- 11.5 Is this amount included as part of a contingency reserve in stockholder's equity? Yes No
- 11.6 If the amount is calculated, show the calculation.
Minimum net worth requirement is based on two times ACL RBC which is \$168,810,496
12. List service areas in which reporting entity is licensed to operate:

1 Name of Service Area
Arizona: Apache, Cochise, Gila, Graham, Greenlee, LaPaz, Maricopa, Mohave, Navajo, Pima, Pinal, Santa Cruz, Yavapai, Yuma.....
Colorado: Adams, Arapahoe, Broomfield, Denver, Douglas, Jefferson, Boulder, Elbert, El Paso, Teller.....
Illinois: Cook, Dupage, Kane, Kankakee, Kendall, Lake, McHenry, Will, Boone, Brown, Bureau, Cass, DeKalb, Dewitt, Fulton, Grundy, Hancock, Henderson, Henry, Knox,.....
LaSalle, Lee, Livingston, Marshall, McDonough, McLean, Mercer, Ogle, Peoria, Putman, Schuyler, Stark, Stephenson, Tazewell, Warren, Winnebago, Woodford.....
Indiana: Boone, Clark, Crawford, Dearborn, Dubois, Franklin, Floyd, Gibson, Hamilton, Hancock, Harrison, Hendricks, Howard, Jackson, Jennings, Johnson, Knox, Lake,.....
LaPorte, Madison, Marion, Morgan, Ohio, Orange, Pike, Porter, Ripley, Scott, Shelby, Spencer, Tipton, Union, Vanderburgh, Warrick, Washington, Delaware, Jefferson, Posey.....
Kansas: Atchison, Jefferson, Johnson, Leavenworth, Linn, Miami, Wyandote.....
Kentucky: Adair, Allen, Anderson, Ballard, Barren, Bath, Bell, Boone, Bourbon, Boyd, Boyle, Bracken, Breathitt, Breckinridge, Bullitt, Butler, Caldwell, Calloway, Campbell,.....
Carlisle, Carroll, Carter (p), Casey, Christian, Clark, Clay, Clinton, Crittenden, Cumberland, Daviess, Edmonson, Elliott, Estill, Fayette, Fleming, Floyd, Franklin, Fulton, Gallatin, Garrard, Grant, Graves, Grayson, Greene, Greenup, Hancock, Hardin, Harlan, Harrison, Hart, Henderson, Henry, Hickman, Hopkins, Jackson,.....
Jefferson, Jessamine, Johnson, Kenton, Knott, Knox, Larue, Laurel, Lawrence, Lee, Leslie, Letcher, Lewis, Lincoln, Livingston, Logan, Lyon, Madison, Magoffin,.....
Marion, Marshall, Martin, Mason, McCracken, McCreary, McLean, Meade, Menifee, Mercer, Metcalf, Monroe, Montgomery, Morgan, Muhlenberg, Nelson,.....
Nicholas, Ohio, Oldham, Owen, Owsley, Pendleton, Perry, Pike, Powell, Pulaskie, Robertson, Rockcastle, Rowan, Russell, Scott, Shelby, Simpson, Spencer, Taylor, Todd, Trigg, Trimble, Union, Warren, Washington, Wayne, Webster, Whitley, Wolfe, Woodford.....
Missouri: Bates, Buchanan, Caldwell, Carroll, Cass, Clay, Clinton, Henry, Jackson, Johnson, Lafayette, Platte, Ray.....
Nevada: Carson City, Clark, Lyon(p), Douglas(p), Nye(p), Storey, Washoe(p).....
Tennessee: Anderson, Bledsoe, Blount, Bradley, Campbell, Carter, Claiborne, Cocke, Davidson, DeKalb, Fayette, Grainger, Greene, Hamblen, Hamilton, Hancock, Hawkins, Jefferson, Johnson, Knox, Loudon, Macon, Marshall, McMinn, Meigs, Morgan, Rhea, Roane, Scott, Sequatchie, Sevier, Shelby, Smith, Sullivan, Tipton, Trousdale, Unicoi, Union, Washington, Wilson.....

- 13.1 Do you act as a custodian for health savings accounts? Yes No
- 13.2 If yes, please provide the amount of custodial funds held as of the reporting date. \$0
- 13.3 Do you act as an administrator for health savings accounts? Yes No
- 13.4 If yes, please provide the balance of the funds administered as of the reporting date. \$0

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)	645,208,799	528,760,277	509,907,987	405,427,583	382,870,007
2. Total liabilities (Page 3, Line 24)	337,267,023	263,283,176	229,026,143	229,812,569	205,601,476
3. Statutory surplus	168,810,496	129,122,104	105,925,748	108,234,224	94,472,130
4. Total capital and surplus (Page 3, Line 33)	307,941,776	265,477,101	280,881,844	175,615,014	177,268,531
Income Statement (Page 4)					
5. Total revenues (Line 8)	2,992,311,788	2,341,599,022	1,966,525,462	1,767,214,459	1,663,551,577
6. Total medical and hospital expenses (Line 18)	2,559,763,865	1,958,710,479	1,621,855,792	1,514,220,353	1,441,893,004
7. Claims adjustment expenses (Line 20)	168,321,705	112,108,245	62,755,032	36,956,531	36,887,095
8. Total administrative expenses (Line 21)	302,032,654	279,379,780	251,823,102	219,225,645	219,548,685
9. Net underwriting gain (loss) (Line 24)	(49,808,291)	(4,576,343)	44,517,865	216,384	(29,580,864)
10. Net investment gain (loss) (Line 27)	15,927,615	12,882,000	10,298,805	9,604,693	13,508,162
11. Total other income (Lines 28 plus 29)	9,818	11,923	12,712	(18,287,474)	191,616
12. Net income or (loss) (Line 32)	(28,891,765)	5,460,925	30,421,797	(8,901,986)	(14,076,328)
Cash Flow (Page 6)					
13. Net cash from operations (Line 11)	39,754,008	53,285,969	(6,227,652)	13,303,957	(1,749,475)
Risk-Based Capital Analysis					
14. Total adjusted capital	307,941,776	265,477,101	280,881,844	175,615,014	177,268,531
15. Authorized control level risk-based capital	84,434,629	64,561,052	52,901,134	54,117,112	47,192,485
Enrollment (Exhibit 1)					
16. Total members at end of period (Column 5, Line 7)	476,778	397,622	392,524	365,674	381,843
17. Total members months (Column 6, Line 7)	5,619,511	4,793,106	4,661,923	4,688,908	4,523,947
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)	85.5	83.6	82.5	85.7	86.7
20. Cost containment expenses	4.5	3.8	2.6	0.3	0.3
21. Other claims adjustment expenses	1.1	1.0	0.6	1.8	1.9
22. Total underwriting deductions (Line 23)	101.7	100.2	97.7	100.0	101.8
23. Total underwriting gain (loss) (Line 24)	(1.7)	(0.2)	2.3	0.0	(1.8)
Unpaid Claims Analysis					
(U&I Exhibit, Part 2B)					
24. Total claims incurred for prior years (Line 13, Col. 5)	164,342,580	147,945,813	139,650,778	140,538,331	103,182,830
25. Estimated liability of unpaid claims – [prior year (Line 13, Col. 6)]	186,490,178	160,116,927	155,464,640	149,374,018	122,012,480
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)	31,508,729	30,779,448	27,886,723	26,798,974	25,585,978
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	0
31. All other affiliated	0	0	0	0	0
32. Total of above Lines 26 to 31	31,508,729	30,779,448	27,886,723	26,798,974	25,585,978
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	Direct Business Only							
		2	3	4	5	6	7	8	9
	Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life & Annuity Premiums & Other Considerations	Property/Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama	AL	L	91,148	86,885,080	0	0	0	86,976,228	0
2. Alaska	AK	N	0	0	0	0	0	0	0
3. Arizona	AZ	L	44,675,826	208,948,703	0	0	0	253,624,529	0
4. Arkansas	AR	L	605,839	116,521,296	0	0	0	117,127,135	0
5. California	CA	N	0	0	0	0	0	0	0
6. Colorado	CO	L	71,596,035	75,523,921	0	0	0	147,119,956	0
7. Connecticut	CT	N	0	0	0	0	0	0	0
8. Delaware	DE	N	0	0	0	0	0	0	0
9. District of Columbia	DC	N	0	0	0	0	0	0	0
10. Florida	FL	N	0	0	0	0	0	0	0
11. Georgia	GA	N	0	0	0	0	0	0	0
12. Hawaii	HI	N	0	0	0	0	0	0	0
13. Idaho	ID	L	345,414	34,074,790	0	0	0	34,420,204	0
14. Illinois	IL	L	147,159,027	352,393,871	0	91,970,513	0	591,523,411	0
15. Indiana	IN	L	16,578,103	51,137,399	0	0	0	67,715,502	0
16. Iowa	IA	N	0	0	0	0	0	0	0
17. Kansas	KS	L	3,489,859	129,338,901	0	30,458,997	0	163,287,757	0
18. Kentucky	KY	L	413,582,700	52,111,941	0	5,571,377	0	471,266,018	0
19. Louisiana	LA	N	0	0	0	0	0	0	0
20. Maine	ME	N	0	0	0	0	0	0	0
21. Maryland	MD	N	0	0	0	0	0	0	0
22. Massachusetts	MA	N	0	0	0	0	0	0	0
23. Michigan	MI	N	0	0	0	0	0	0	0
24. Minnesota	MN	N	0	0	0	0	0	0	0
25. Mississippi	MS	N	0	0	0	0	0	0	0
26. Missouri	MO	L	3,990,402	229,113,498	0	0	0	233,103,900	0
27. Montana	MT	N	0	0	0	0	0	0	0
28. Nebraska	NE	L	124,405	24,111,315	0	0	0	24,235,720	0
29. Nevada	NV	L	4,314,546	455,079,520	0	0	0	459,394,066	0
30. New Hampshire	NH	N	0	0	0	0	0	0	0
31. New Jersey	NJ	N	0	0	0	0	0	0	0
32. New Mexico	NM	L	77,430	22,416,903	0	0	0	22,494,333	0
33. New York	NY	N	0	0	0	0	0	0	0
34. North Carolina	NC	N	0	0	0	0	0	0	0
35. North Dakota	ND	N	0	0	0	0	0	0	0
36. Ohio	OH	N	0	0	0	0	0	0	0
37. Oklahoma	OK	N	0	0	0	0	0	0	0
38. Oregon	OR	N	0	0	0	0	0	0	0
39. Pennsylvania	PA	N	0	0	0	0	0	0	0
40. Rhode Island	RI	N	0	0	0	0	0	0	0
41. South Carolina	SC	L	28,669	77,028,407	0	0	0	77,057,076	0
42. South Dakota	SD	N	0	0	0	0	0	0	0
43. Tennessee	TN	L	61,640,477	0	0	326,981	0	61,967,458	0
44. Texas	TX	N	0	0	0	0	0	0	0
45. Utah	UT	N	0	0	0	0	0	0	0
46. Vermont	VT	N	0	0	0	0	0	0	0
47. Virginia	VA	L	40,265	116,002,012	0	0	0	116,042,277	0
48. Washington	WA	L	643,841	73,454,736	0	0	0	74,098,577	0
49. West Virginia	WV	L	0	0	0	0	0	0	0
50. Wisconsin	WI	N	0	0	0	0	0	0	0
51. Wyoming	WY	N	0	0	0	0	0	0	0
52. American Samoa	AS	N	0	0	0	0	0	0	0
53. Guam	GU	N	0	0	0	0	0	0	0
54. Puerto Rico	PR	N	0	0	0	0	0	0	0
55. U.S. Virgin Islands	VI	N	0	0	0	0	0	0	0
56. Northern Mariana Islands	MP	N	0	0	0	0	0	0	0
57. Canada	CAN	N	0	0	0	0	0	0	0
58. Aggregate Other Alien	OT	XXX	0	0	0	0	0	0	0
59. Subtotal	XXX		768,983,986	2,104,142,293	0	128,327,868	0	3,001,454,147	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 18		768,983,986	2,104,142,293	0	128,327,868	0	3,001,454,147	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
58999. Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX		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.

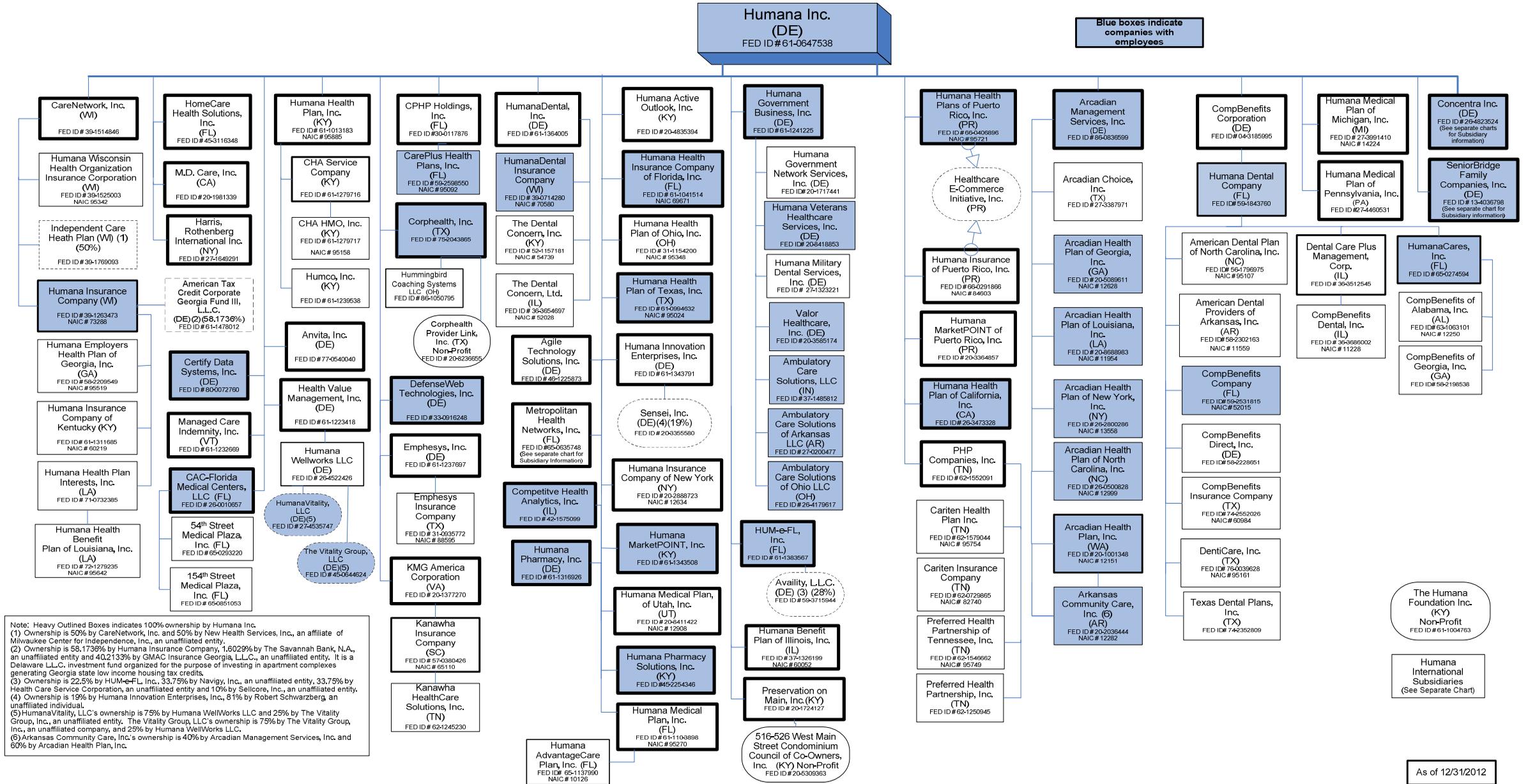
Explanation of basis of allocation by states, premiums by state, etc. The company allocates group premiums to the situs of the contract and individual premiums based on residence.

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

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Humana Health Plan, Inc.

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

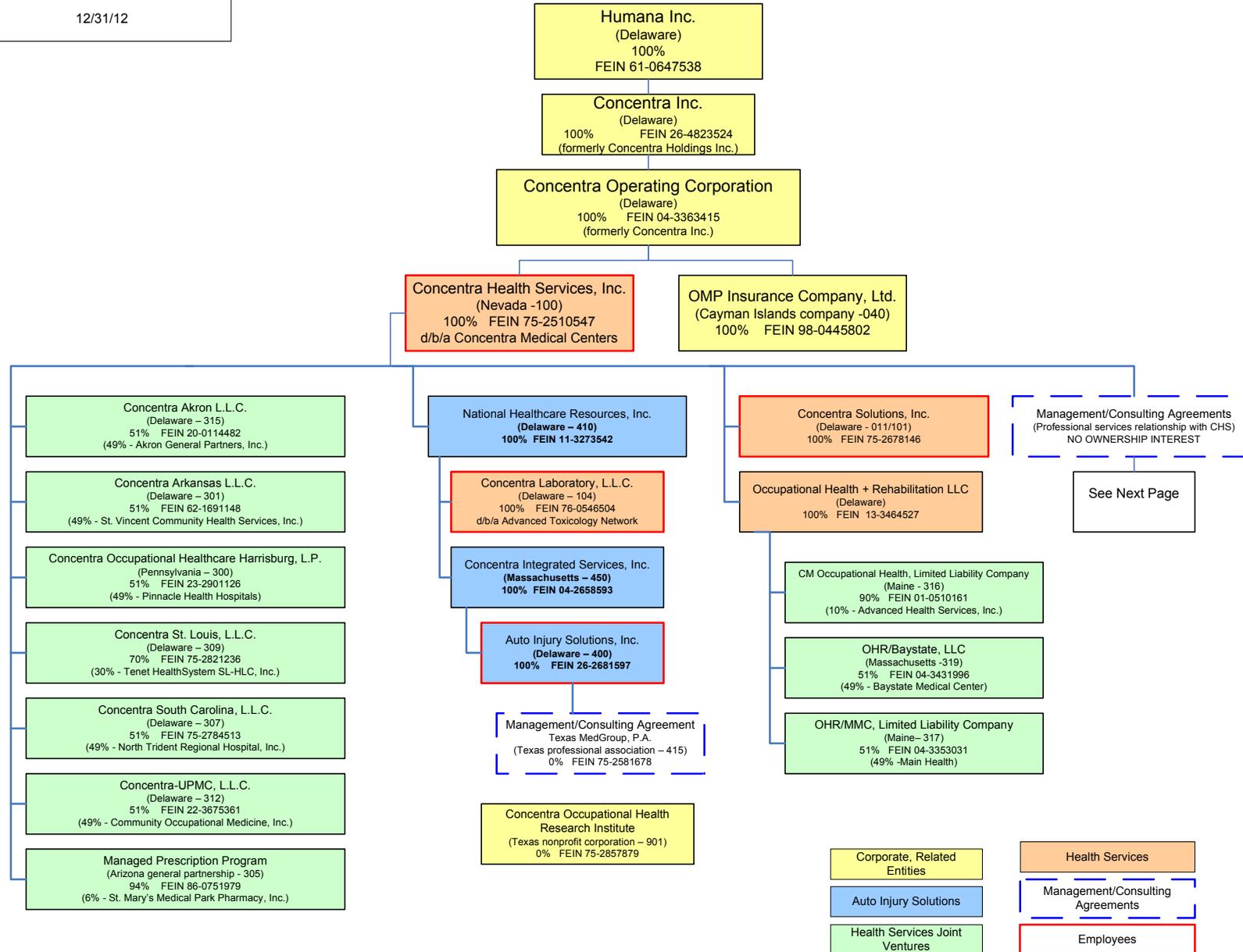
40



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

PART 1 - ORGANIZATIONAL CHART

12/31/12



40.1

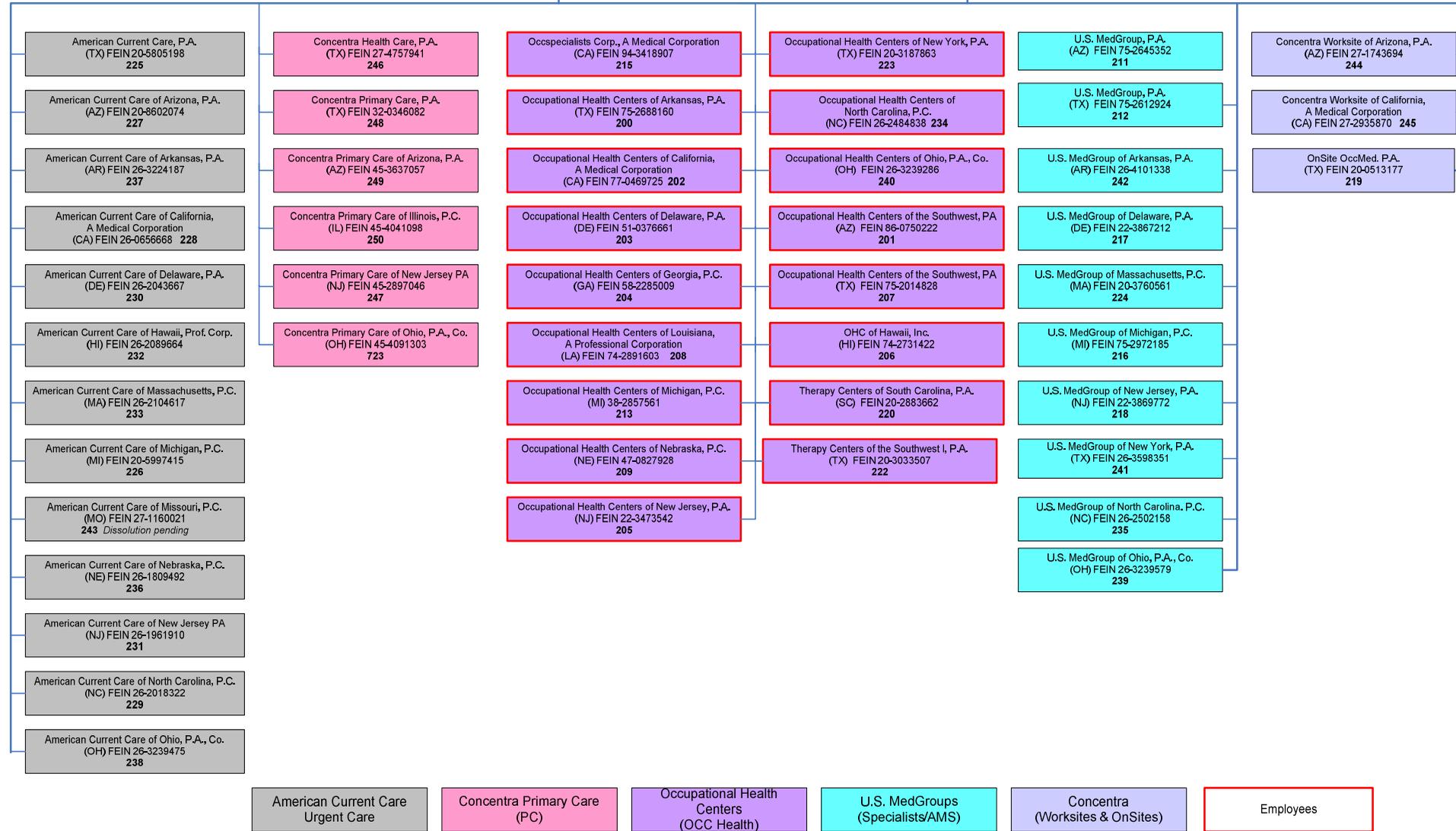
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

12/31/12

Management/Consulting Agreements
(Professional services relationship with CHS)

NO OWNERSHIP INTEREST

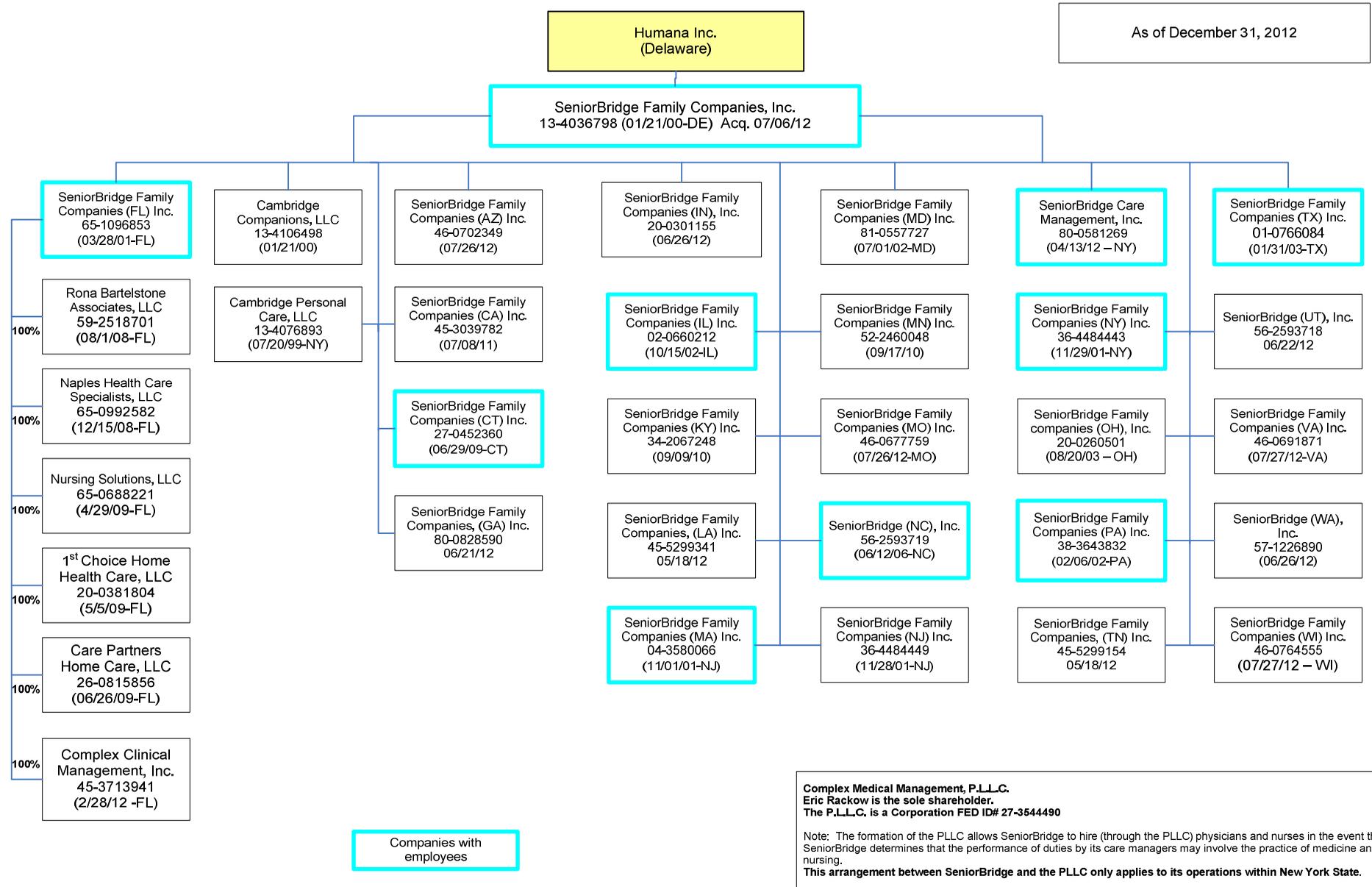


40.2

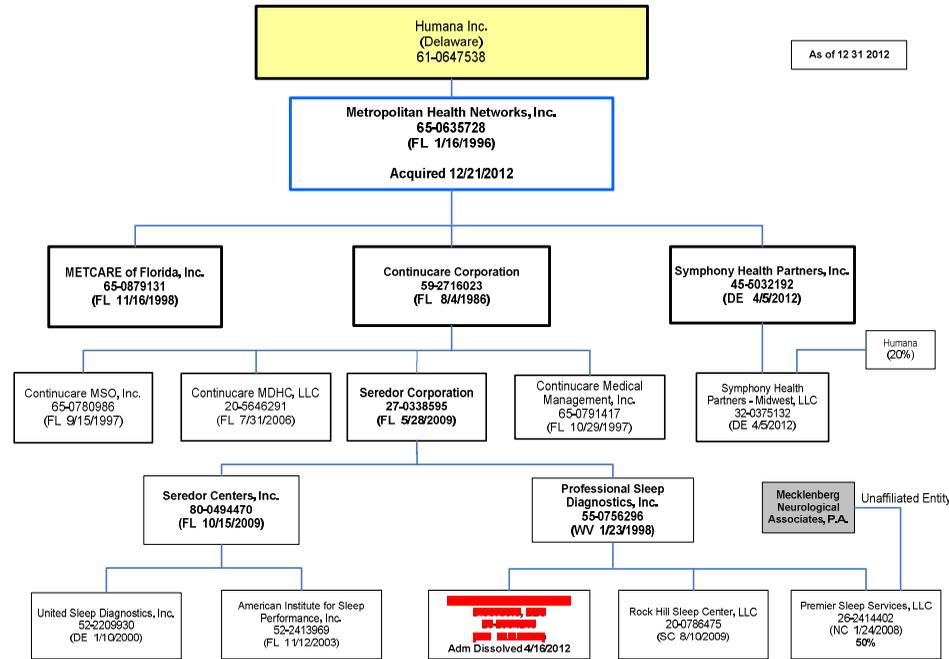
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

40.3

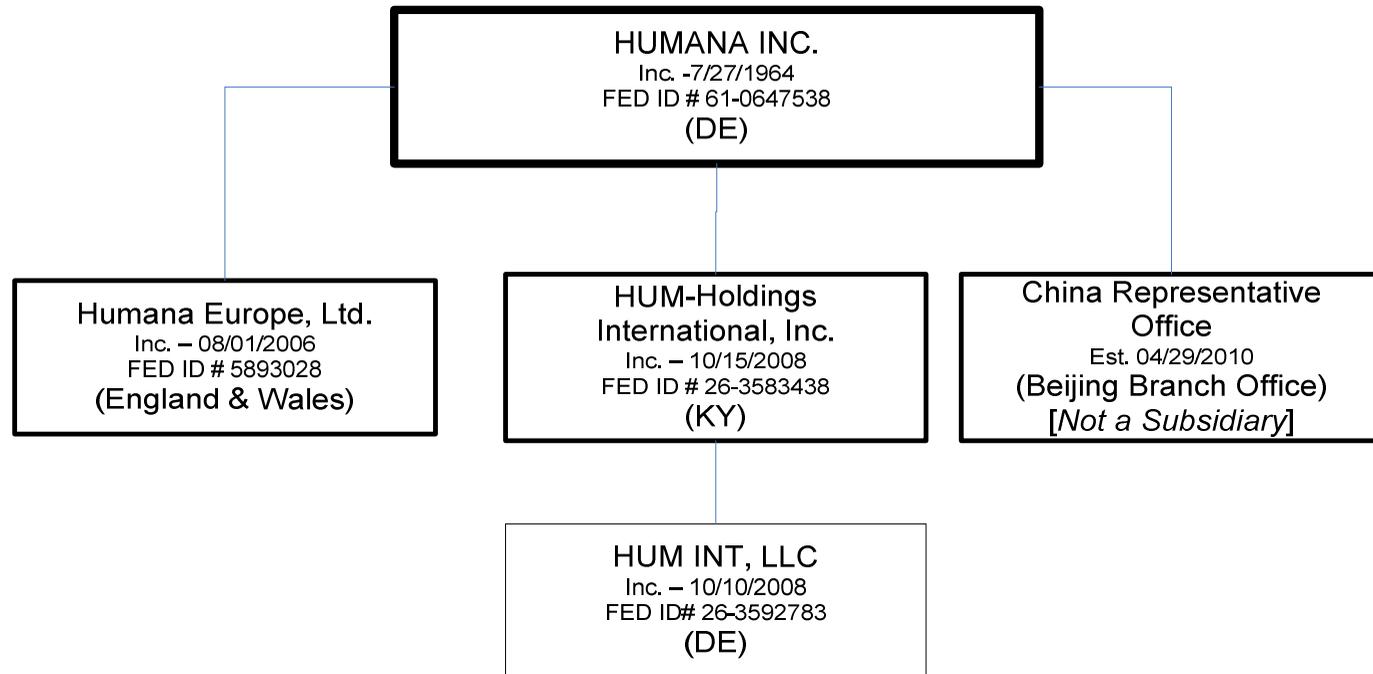


SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



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

HUMANA INTERNATIONAL SUBSIDIARIES



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