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QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2012

OF THE CONDITION AND AFFAIRS OF THE

American Dental Providers of Arkansas, Inc.

NAIC Group Code 0119 (Current Period), 0119 (Prior Period) NAIC Company Code 11559 Employer's ID Number 58-2302163

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

Country of Domicile United States

Licensed as business type: Life, Accident & Health [ ] Property/Casualty [ ] Hospital, Medical & Dental Service or Indemnity [ ] Dental Service Corporation [ ] Vision Service Corporation [ ] Health Maintenance Organization [X] Other [ ]

Is HMO, Federally Qualified? Yes [X] No [ ]

Incorporated/Organized 01/29/1997 Commenced Business 03/20/1997

Statutory Home Office c/oCSC300SpringBldg,Ste900,300S.SpringSt (Street and Number), Little Rock, AR 72201 (City or Town, State and Zip Code)

Main Administrative Office 100 Mansell Court East, Suite 400 (Street and Number) Roswell, GA 30076 (City or Town, State and Zip Code) 770-998-8936 (Area Code) (Telephone Number)

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

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

Internet Web Site Address www.compbenefits.com

Statutory Statement Contact Robyn Agnew (Name) 502-580-8257 (Area Code) (Telephone Number) (Extension)

DOIINQUIRIES@humana.com (E-mail Address) 502-580-2099 (FAX Number)

OFFICERS

Name	Title	Name	Title
Gerald Lawrence Ganoni	President	Joan Olliges Lenahan	VP & Corporate Secretary
James Harry Bloem	Sr. VP, CFO & Treasurer	Jonathan Albert Canine	Appointed Actuary

OTHER OFFICERS

George Grant Bauernfeind	Vice President	Elizabeth Diane Bierbower	Pres, Employer Group Segment
John Gregory Catron	VP & Chief Compliance Officer	Roy Goldman Ph.D	VP & Chief Actuary
Charles Frederic Lambert, III	Vice President	Brian Phillip LeClaire #	Sr VP & Chief Svc & Info Officer
Heidi Suzanne Margulis	Sr. Vice President	Mark Matthew Matzke	VP-Strategic Mgmt Small Group
Richard Donald Remmers #	Segment VP, Employer Group Sales	Gilbert Alan Stewart	Vice President
William Joseph Tait	Vice President	Joseph Christopher Ventura	Assistant Secretary
Tod James Zacharias	Vice President		

DIRECTORS OR TRUSTEES

James Harry Bloem #	Michael Benedict McCallister	James Elmer Murray	

State of Kentucky
ss
County of Jefferson

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

Gerald Lawrence Ganoni	Joan Olliges Lenahan	James Harry Bloem
President	VP & Corporate Secretary	Sr. VP, CFO & Treasurer

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

b. If no:
1. State the amendment number
2. Date filed
3. Number of pages attached

Subscribed and sworn to before me this 12th day of November, 2012

Julia Basham, Notary Public
January 10, 2013

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	104,878		104,878	104,811
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less $ ..... encumbrances)			0	0
4.2 Properties held for the production of income (less $ ..... encumbrances)			0	0
4.3 Properties held for sale (less $ ..... encumbrances)			0	0
5. Cash ($ 11,220), cash equivalents ($ 399,990) and short-term investments ($ 25,535)	436,745		436,745	414,832
6. Contract loans (including $ ..... premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	0		0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	541,623	0	541,623	519,643
13. Title plants less $ ..... charged off (for Title insurers only)			0	0
14. Investment income due and accrued	310		310	769
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	10,985	217	10,768	10,299
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $ ..... earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
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			0	0
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset	308	42	266	265
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets ($ .....)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	2,611		2,611	0
24. Health care ($ 0) and other amounts receivable	1,724		1,724	81
25. Aggregate write-ins for other than invested assets	947	947	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	558,508	1,206	557,302	531,057
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	558,508	1,206	557,302	531,057
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. Prepaid Expenses	876	876	0	0
2502. Prepaid Commissions	71	71	0	0
2503.			0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	947	947	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less $ 0 reinsurance ceded)	9,238	286	9,524	6,886
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses	67		67	52
4. Aggregate health policy reserves including the liability of $ 0 for medical loss ratio rebate per the Public Health Service Act	3,341		3,341	2,403
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	1,114		1,114	1,373
9. General expenses due or accrued	76,566		76,566	41,399
10.1 Current federal and foreign income tax payable and interest thereon (including $ 0 on realized gains (losses))	4,194		4,194	19,545
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including $ current) and interest thereon $ (including $ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates			0	19,855
16. Derivatives			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with $ authorized reinsurers and $ unauthorized reinsurers)			0	0
20. Reinsurance in unauthorized 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			0	0
23. Aggregate write-ins for other liabilities (including $ current)	0	0	0	0
24. Total liabilities (Lines 1 to 23)	94,520	286	94,806	91,513
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	100,000	100,000
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	2,607,976	2,607,976
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	(2,245,480)	(2,268,432)
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	462,496	439,544
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	557,302	531,057
DETAILS OF WRITE-INS				
2301.			0	0
2302.			0	0
2303.			0	0
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	0	0	0	0
2501.	XXX	XXX		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 To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	8,292	7,328	9,785
2. Net premium income (including $ 0 non-health premium income)	XXX	176,283	141,963	199,036
3. Change in unearned premium reserves and reserve for rate credits	XXX	(938)	(273)	(31)
4. Fee-for-service (net of $ medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	175,345	141,690	199,005
Hospital and Medical:				
9. Hospital/medical benefits		0	0	0
10. Other professional services	1,963	65,437	57,746	71,895
11. Outside referrals			0	0
12. Emergency room and out-of-area			0	0
13. Prescription drugs			0	0
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts			0	0
16. Subtotal (Lines 9 to 15)	1,963	65,437	57,746	71,895
Less:				
17. Net reinsurance recoveries			0	0
18. Total hospital and medical (Lines 16 minus 17)	1,963	65,437	57,746	71,895
19. Non-health claims (net)			0	0
20. Claims adjustment expenses, including $ 536 cost containment expenses		1,698	2,851	3,956
21. General administrative expenses		74,791	72,514	54,239
22. Increase in reserves for life and accident and health contracts (including $ increase in reserves for life only)			0	0
23. Total underwriting deductions (Lines 18 through 22)	1,963	141,926	133,111	130,090
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	33,419	8,579	68,915
25. Net investment income earned		1,569	1,535	1,990
26. Net realized capital gains (losses) less capital gains tax of $			0	0
27. Net investment gains (losses) (Lines 25 plus 26)	0	1,569	1,535	1,990
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	0	701	899
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	34,988	10,815	71,804
31. Federal and foreign income taxes incurred	XXX	12,724	7,383	26,928
32. Net income (loss) (Lines 30 minus 31)	XXX	22,264	3,432	44,876
DETAILS OF WRITE-INS				
0601.	XXX		0	0
0602.	XXX		0	0
0603.	XXX		0	0
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701.	XXX		0	0
0702.	XXX		0	0
0703.	XXX		0	0
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.			0	0
1402.			0	0
1403.			0	0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901. Administrative Income		0	701	899
2902.			0	0
2903.			0	0
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	701	899

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
	CAPITAL & SURPLUS ACCOUNT			
33.	Capital and surplus prior reporting year	439,544	391,488	391,488
34.	Net income or (loss) from Line 32	22,264	3,432	44,876
35.	Change in valuation basis of aggregate policy and claim reserves		0	0
36.	Change in net unrealized capital gains (losses) less capital gains tax of $ 0		0	0
37.	Change in net unrealized foreign exchange capital gain or (loss)		0	0
38.	Change in net deferred income tax		0	572
39.	Change in nonadmitted assets	688	(561)	2,608
40.	Change in unauthorized reinsurance	0	0	0
41.	Change in treasury stock		0	0
42.	Change in surplus notes	0	0	0
43.	Cumulative effect of changes in accounting principles		0	0
44.	Capital Changes:			
	44.1 Paid in		0	0
	44.2 Transferred from surplus (Stock Dividend)		0	0
	44.3 Transferred to surplus		0	0
45.	Surplus adjustments:			
	45.1 Paid in		0	0
	45.2 Transferred to capital (Stock Dividend)	0	0	0
	45.3 Transferred from capital		0	0
46.	Dividends to stockholders		0	0
47.	Aggregate write-ins for gains or (losses) in surplus	0	0	0
48.	Net change in capital and surplus (Lines 34 to 47)	22,952	2,871	48,056
49.	Capital and surplus end of reporting period (Line 33 plus 48)	462,496	394,359	439,544
	DETAILS OF WRITE-INS			
4701.			0	0
4702.			0	0
4703.			0	0
4798.	Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799.	Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	177,014	150,417	203,612
2. Net investment income	1,961	1,929	1,902
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	178,975	152,346	205,514
5. Benefit and loss related payments	62,799	54,596	71,792
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	41,307	38,329	53,258
8. Dividends paid to policyholders		0	0
9. Federal and foreign income taxes paid (recovered) net of $ 0 tax on capital gains (losses)	28,075	14,422	17,258
10. Total (Lines 5 through 9)	132,181	107,347	142,308
11. Net cash from operations (Line 4 minus Line 10)	46,794	44,999	63,206
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	0	0	0
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	0	0	0
13. Cost of investments acquired (long-term only):			
13.1 Bonds	0	0	0
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	0	0	0
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	0	0	0
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities		0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied)	(24,880)	65,463	44,720
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(24,880)	65,463	44,720
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)	21,914	110,462	107,926
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	414,831	306,905	306,905
19.2 End of period (Line 18 plus Line 19.1)	436,745	417,367	414,831

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	826	0	0	0	0	826	0	0	0	0
2 First Quarter	911	0	0	0	0	911	0	0	0	0
3 Second Quarter	896	0	0	0	0	896	0	0	0	0
4. Third Quarter	947	0	0	0	0	947	0	0	0	0
5. Current Year	0									
6 Current Year Member Months	8,292					8,292				
Total Member Ambulatory Encounters for Period:										
7. Physician	0									
8. Non-Physician	0									
9. Total	0	0	0	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	0									
11. Number of Inpatient Admissions	0									
12. Health Premiums Written (a)	176,283					176,283				
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	175,345					175,345				
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	62,799					62,799				
18. Amount Incurred for Provision of Health Care Services	65,437					65,437				

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $ 0

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims unpaid (Reported)						
0199999 Individually listed claims unpaid	0	0	0	0	0	0
0299999 Aggregate accounts not individually listed-uncovered	46	4	2	1	5	58
0399999 Aggregate accounts not individually listed-covered	130	10	5	4	12	161
0499999 Subtotals	176	14	7	5	17	219
0599999 Unreported claims and other claim reserves	XXX	XXX	XXX	XXX	XXX	9,305
0699999 Total amounts withheld	XXX	XXX	XXX	XXX	XXX	
0799999 Total claims unpaid	XXX	XXX	XXX	XXX	XXX	9,524
0899999 Accrued medical incentive pool and bonus amounts	XXX	XXX	XXX	XXX	XXX	

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
1. Comprehensive (hospital and medical)					0	0
2. Medicare Supplement					0	0
3. Dental Only	5,878	56,921	318	9,206	6,196	6,886
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare					0	0
7. Title XIX - Medicaid					0	0
8. Other health					0	0
9. Health subtotal (Lines 1 to 8)	5,878	56,921	318	9,206	6,196	6,886
10. Health care receivables (a)					0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts					0	0
13. Totals (Lines 9-10+11+12)	5,878	56,921	318	9,206	6,196	6,886

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

NOTES TO THE FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

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

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

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

	State of Domicile		2012		2011
Net Income					
1. American Dental Providers of Arkansas, Inc. Arkansas basis	AR	$	22,264	$	44,876
2. State Prescribed Practices that increase/(decrease) NAIC SAP	AR		-		-
3. State Permitted Practices that increase/(decrease) NAIC SAP	AR		-		-
4. NAIC SAP	AR	$	22,264	$	44,876
Surplus					
5. American Dental Providers of Arkansas, Inc. Arkansas basis	AR	$	462,496	$	439,544
6. State Prescribed Practices that increase/(decrease) NAIC SAP	AR		-		-
7. State Permitted Practices that increase/(decrease) NAIC SAP	AR		-		-
8. NAIC SAP	AR	$	462,496	$	439,544

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.

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

(5) Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

(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) Not Applicable.

(8) Not Applicable.

(9) Not Applicable.

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

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

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

(12) The Company does not hold real estate for the production of income. No equipment is held by the Company.

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

(13) Not Applicable.

2. Accounting Changes and Corrections of Errors

Not Applicable.

3. Business Combinations and Goodwill

A. Statutory Purchase Method

Not Applicable.

B. Statutory Merger

Not Applicable.

C. Assumption Reinsurance

Not Applicable.

D. Impairment Loss

Not Applicable.

4. Discontinued Operations

Not Applicable.

5. Investments

A. Mortgage Loans, Including Mezzanine Real Estate Loans

Not Applicable.

B. Debt Restructuring

Not Applicable.

C. Reverse Mortgages

Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

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 September 30, 2012.

The Company does not have any loan-backed securities in an unrealized loss position at September 30, 2012.

(5) Not Applicable.

E. Repurchase Agreements and/or Securities Lending Transactions

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

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

(3-5) Not Applicable.

F. Real Estate

Not Applicable.

G. Low-Income Housing Tax Credits (LIHTC)

Not Applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

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

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

7. Investment Income

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

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

B. The total amount excluded was $0.

8. Derivative Instruments

Not Applicable.

9. Income Taxes

No material changes since year-end December 31, 2011. The Company is still evaluating the impact of adopting SSAP 101.

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

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, 2011 and 2010 were approximately $40,300 and $20,800 respectively. As a part of this agreement, Humana makes cash disbursements on behalf of the Company which includes, but is not limited to, medical related items, general and administrative expenses, commissions and payroll. Humana is reimbursed by the Company weekly, based upon historical pattern of amounts and timing. Each month, these estimates are adjusted to ultimately settle upon actual disbursements made on behalf of the Company. As a result, any residual inter-company balances are immediately settled in the following month. The Company continues to be primarily liable for any outstanding payments made on behalf of the Company, should Humana not be able to fulfill its obligations. No dividends were paid by the Company. At September 30, 2012, the Company reported approximately $2,600 amounts due from Humana Inc. Amounts due to or from parent are generally settled within 30 days.

G. Not Applicable.
H. Not Applicable.
I. Not Applicable.
J. Not Applicable.
K. Not Applicable.
L. Not Applicable.

11. Debt

A. Debt, Including Capital Notes

The Company has no capital notes outstanding.

The Company has no debentures outstanding.

NOTES TO THE FINANCIAL STATEMENTS

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 Plan

Not Applicable.

B. Defined Contribution Plan

Not Applicable.

C. Multiemployer Plans

Not Applicable.

D. Consolidated/Holding Company Plans

No material changes since year-end December 31, 2011.

E. Post Employment Benefits and Compensated Absences

Not Applicable.

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

Not Applicable.

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

(1) The Company has $100 par value common stock with 1,000 shares authorized, issued and outstanding. All shares are common stock.
(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 ten percent of policyholder's 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 by the Company.
(6) There were no restrictions placed on the Company's surplus, including for whom the surplus is being held.
(7) Not Applicable.
(8) Not Applicable.
(9) Not Applicable.
(10) The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains or losses is $0.
(11) Not Applicable.
(12) Not Applicable.
(13) Not Applicable.

14. Contingencies

A. Contingent Commitments

Not Applicable.

B. Assessments

Not Applicable.

C. Gain Contingencies

Not Applicable.

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 September 30, 2012.

15. Leases

No material changes since year-end December 31, 2011.

NOTES TO THE FINANCIAL STATEMENTS

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

The Company has no investment in Financial Instruments with Off Balance Sheet Risk or Concentration of Credit Risk.

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

A. Transfers of Receivables Reported as Sales

Not Applicable.

B. Transfer and Servicing of Financial Assets

Not Applicable.

C. Wash Sales

Not Applicable.

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

A. ASO Plans

Not Applicable.

B. ASC Plans

Not Applicable.

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract

Not Applicable.

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

Not Applicable.

20. Fair Value Measurements

A. (1) The Company did not have any financial assets carried at fair value at September 30, 2012.

(2) 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 September 30, 2012.

(3-5)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 quarter ended September 30, 2012.

B. Not Applicable.

C. Not Applicable.

21. Other Items

A. Extraordinary Items

Not Applicable.

B. Troubled Debt Restructuring

Not Applicable.

C. Other Disclosures

Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

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

Not Applicable.

E. Business Interruption Insurance Recoveries

Not Applicable.

F. State Transferable Tax Credits

Not Applicable.

G. Subprime Mortgage Related Risk Exposure

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

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

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

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

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

Not Applicable.

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

H. Retained Assets

Not Applicable.

22. Events Subsequent

The Company is not aware of any events or transactions occurring subsequent to the close of the books for this statement which may have a material effect on its financial condition. Subsequent events have been considered through November 6, 2012 for the Statutory Statement issued on November 6, 2012.

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.

NOTES TO THE FINANCIAL STATEMENTS

Section 2 – Ceded Reinsurance Report – Part A

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

Yes ( ) No (X)

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

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

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

Yes ( ) No (X)

If yes, give full details.

Section 3 – Ceded Reinsurance Report – Part B

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

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

Yes ( ) No (X)

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

B. Uncollectible Reinsurance

Not Applicable.

C. Commutation of Ceded Reinsurance

Not Applicable.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

Not Applicable.

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2011 were approximately $6,900. As of September 30, 2012, approximately $5,900 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now approximately $300 as a result of reestimation of unpaid claims and claim adjustment expenses on the dental line of insurance. Therefore, there has been approximately $700 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

A.-F. Not Applicable.

27. Structured Settlements

The Company has no structured settlements.

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

Not Applicable.

B. Risk Sharing Receivables

Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

29. Participating Policies

The Company has no participating policies.

30. Premium Deficiency Reserves

1.	Liability carried for premium deficiency reserves	$ -
2.	Date of the most recent evaluation of this liability	September 30, 2012
3.	Was anticipated investment income utilized in the calculation?	Yes ( ) No (X)

The Company did recognize the time value of money by discounting future losses at an annual interest rate of 0.15%.

31. Anticipated Salvage and Subrogation

Not Applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? ..... Yes [ ] No [X]

1.2 If yes, has the report been filed with the domiciliary state? ..... Yes [ ] No [ ]

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? ..... Yes [ ] No [X]

2.2 If yes, date of change: .....

3. Have there been any substantial changes in the organizational chart since the prior quarter end? ..... Yes [ ] No [X]

If yes, complete the Schedule Y - Part 1 - organizational chart.

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

4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? ..... Yes [ ] No [X] NA [ ]

If yes, attach an explanation.

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

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2010

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 05/10/2012

6.4 By what department or departments?

Arkansas Department of Insurance.....

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? ..... Yes [X] No [ ] NA [ ]

6.6 Have all of the recommendations within the latest financial examination report been complied with? ..... Yes [X] No [ ] NA [ ]

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? ..... Yes [ ] No [X]

7.2 If yes, give full information:

.....

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?..... Yes [ ] No [X]

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

.....

8.3 Is the company affiliated with one or more banks, thrifts or securities firms?..... Yes [ ] No [X]

8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the 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

GENERAL INTERROGATORIES

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

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

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

(c) Compliance with applicable governmental laws, rules and regulations;

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

(e) Accountability for adherence to the code.

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

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

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

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

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

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

FINANCIAL

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

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $ 2,611

INVESTMENT

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

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

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

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

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

14.2 If yes, please complete the following:

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

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

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

If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*? ..... Yes [X] No [ ]

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

1 Name of Custodian(s)	2 Custodian Address
JP Morgan Chase	4 New York Plaza, 15th Floor, New York, NY 10004-2413, Attn: Charles Tuzzolino

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

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

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? ..... Yes [ ] No [X]

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address

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

17.2 If no, list exceptions:

.....

GENERAL INTERROGATORIES

PART 2 - HEALTH

1 Operating Percentages

1.1 A&H loss percent	37.6 %
1.2 A&H cost containment percent	0.3 %
1.3 A&H expense percent excluding cost containment expenses	43.3 %
2.1 Do you act as a custodian for health savings accounts?	Yes [ ] No [X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date	$
2.3 Do you act as an administrator for health savings accounts?	Yes [ ] No [X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date	$

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

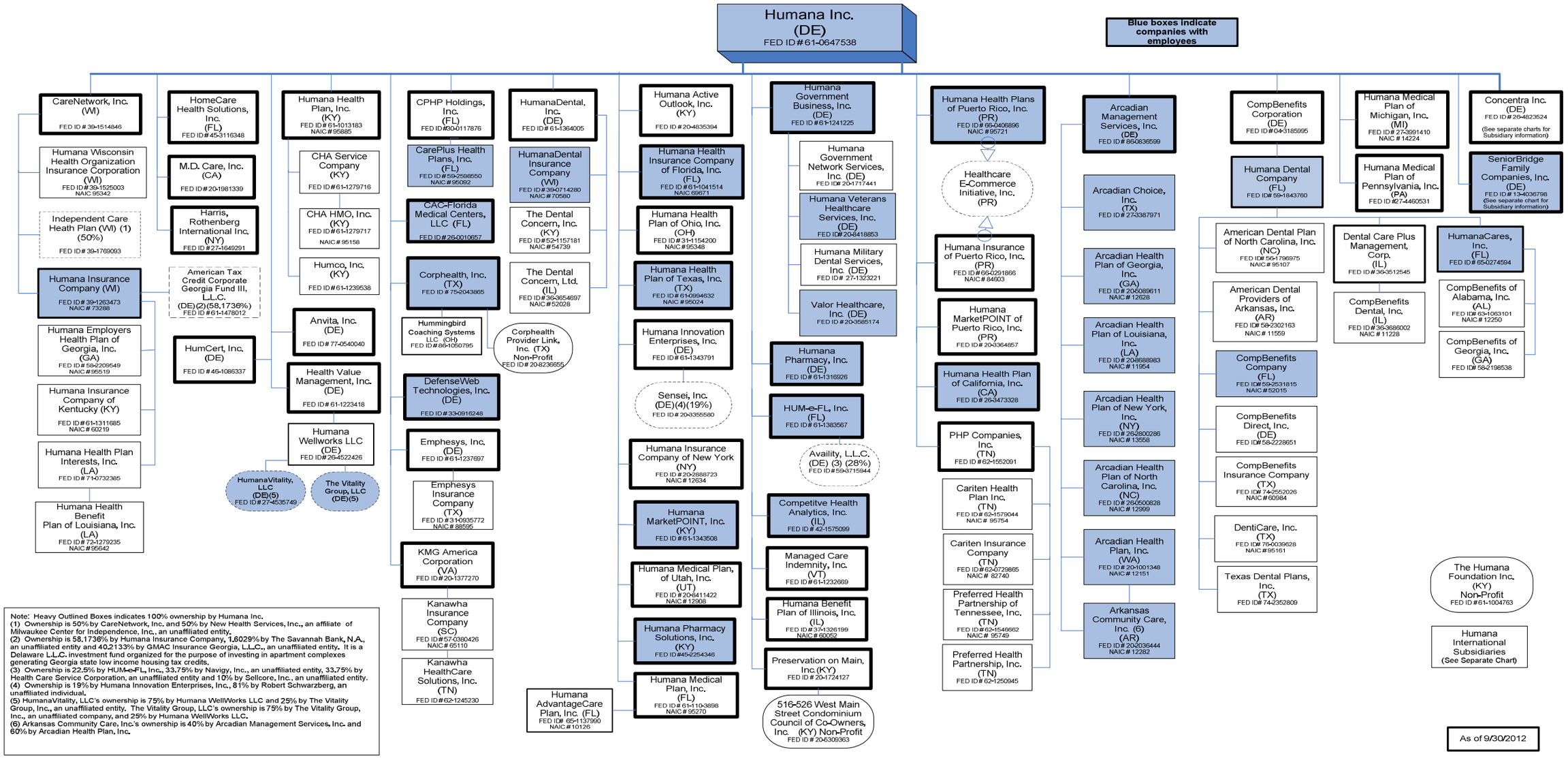
States, Etc.	1 Active Status	Direct Business Only 2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts
1. Alabama AL	N							0	
2. Alaska AK	N							0	
3. Arizona AZ	N							0	
4. Arkansas AR	L	176,283						176,283	
5. California CA	N							0	
6. Colorado CO	N							0	
7. Connecticut CT	N							0	
8. Delaware DE	N							0	
9. Dist. Columbia DC	N							0	
10. Florida FL	N							0	
11. Georgia GA	N							0	
12. Hawaii HI	N							0	
13. Idaho ID	N							0	
14. Illinois IL	N							0	
15. Indiana IN	N							0	
16. Iowa IA	N							0	
17. Kansas KS	N							0	
18. Kentucky KY	N							0	
19. Louisiana LA	N							0	
20. Maine ME	N							0	
21. Maryland MD	N							0	
22. Massachusetts MA	N							0	
23. Michigan MI	N							0	
24. Minnesota MN	N							0	
25. Mississippi MS	N							0	
26. Missouri MO	N							0	
27. Montana MT	N							0	
28. Nebraska NE	N							0	
29. Nevada NV	N							0	
30. New Hampshire NH	N							0	
31. New Jersey NJ	N							0	
32. New Mexico NM	N							0	
33. New York NY	N							0	
34. North Carolina NC	N							0	
35. North Dakota ND	N							0	
36. Ohio OH	N							0	
37. Oklahoma OK	N							0	
38. Oregon OR	N							0	
39. Pennsylvania PA	N							0	
40. Rhode Island RI	N							0	
41. South Carolina SC	N							0	
42. South Dakota SD	N							0	
43. Tennessee TN	N							0	
44. Texas TX	N							0	
45. Utah UT	N							0	
46. Vermont VT	N							0	
47. Virginia VA	N							0	
48. Washington WA	N							0	
49. West Virginia WV	N							0	
50. Wisconsin WI	N							0	
51. Wyoming WY	N							0	
52. American Samoa AS	N							0	
53. Guam GU	N							0	
54. Puerto Rico PR	N							0	
55. U.S. Virgin Islands VI	N							0	
56. Northern Mariana Islands MP	N							0	
57. Canada CN	N							0	
58. Aggregate other alien OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	176,283	0	0	0	0	0	176,283	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 1	176,283	0	0	0	0	0	176,283	0
DETAILS OF WRITE-INS									
5801.	XXX							0	
5802.	XXX							0	
5803.	XXX							0	
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	0	0	0	0	0	0	0	0

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

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

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

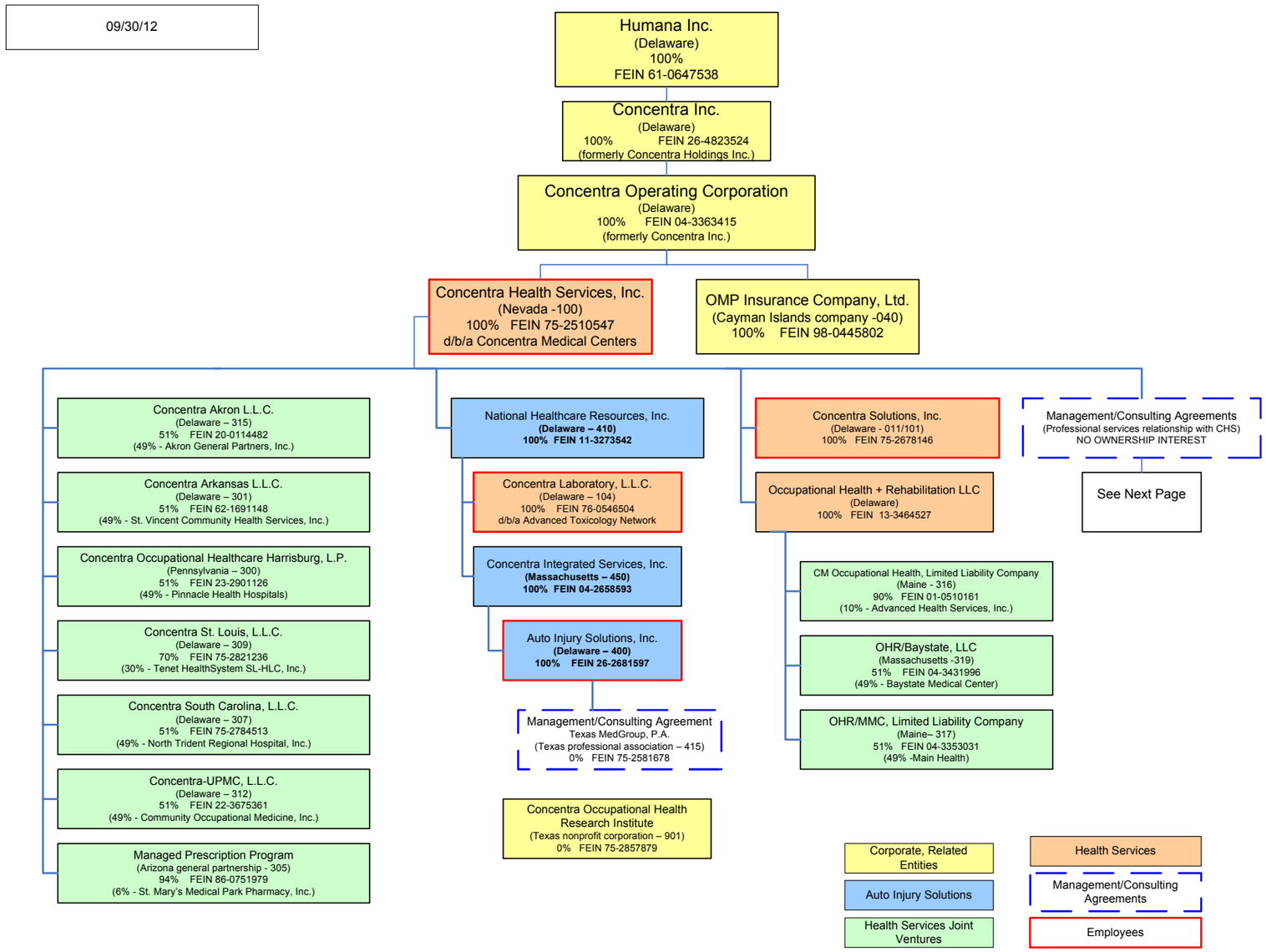
PART 1 - ORGANIZATIONAL CHART



Note: Heavy Outlined Boxes indicates 100% ownership by Humana Inc.
(1) Ownership is 50% by CareNetwork, Inc. and 50% by New Health Services, Inc., an affiliate of Milwaukee Center for Independence, Inc., an unaffiliated entity.
(2) Ownership is 58.1736% by Humana Insurance Company, 1.6029% by The Savannah Bank, N.A., an unaffiliated entity and 40.2133% by GMAC Insurance Georgia, L.L.C., an unaffiliated entity. It is a Delaware L.L.C. investment fund organized for the purpose of investing in apartment complexes generating Georgia state low income housing tax credits.
(3) Ownership is 22.5% by HUM-e-FL, Inc., 33.75% by Navigy, Inc., an unaffiliated entity, 33.75% by Health Care Service Corporation, an unaffiliated entity and 10% by Sellcore, Inc., an unaffiliated entity.
(4) Ownership is 19% by Humana Innovation Enterprises, Inc., 81% by Robert Schwarzberg, an unaffiliated individual.
(5) HumanaVitality, LLC's ownership is 75% by Humana WellWorks LLC and 25% by The Vitality Group, Inc., an unaffiliated entity. The Vitality Group, LLC's ownership is 75% by The Vitality Group, Inc., an unaffiliated company, and 25% by Humana WellWorks LLC.
(6) Arkansas Community Care, Inc.'s ownership is 40% by Arcadian Management Services, Inc. and 60% by Arcadian Health Plan, Inc.

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

PART 1 - ORGANIZATIONAL CHART



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

PART 1 - ORGANIZATIONAL CHART

09/30/12

Management/Consulting Agreements
(Professional services relationship with CHS)

NO OWNERSHIP INTEREST

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

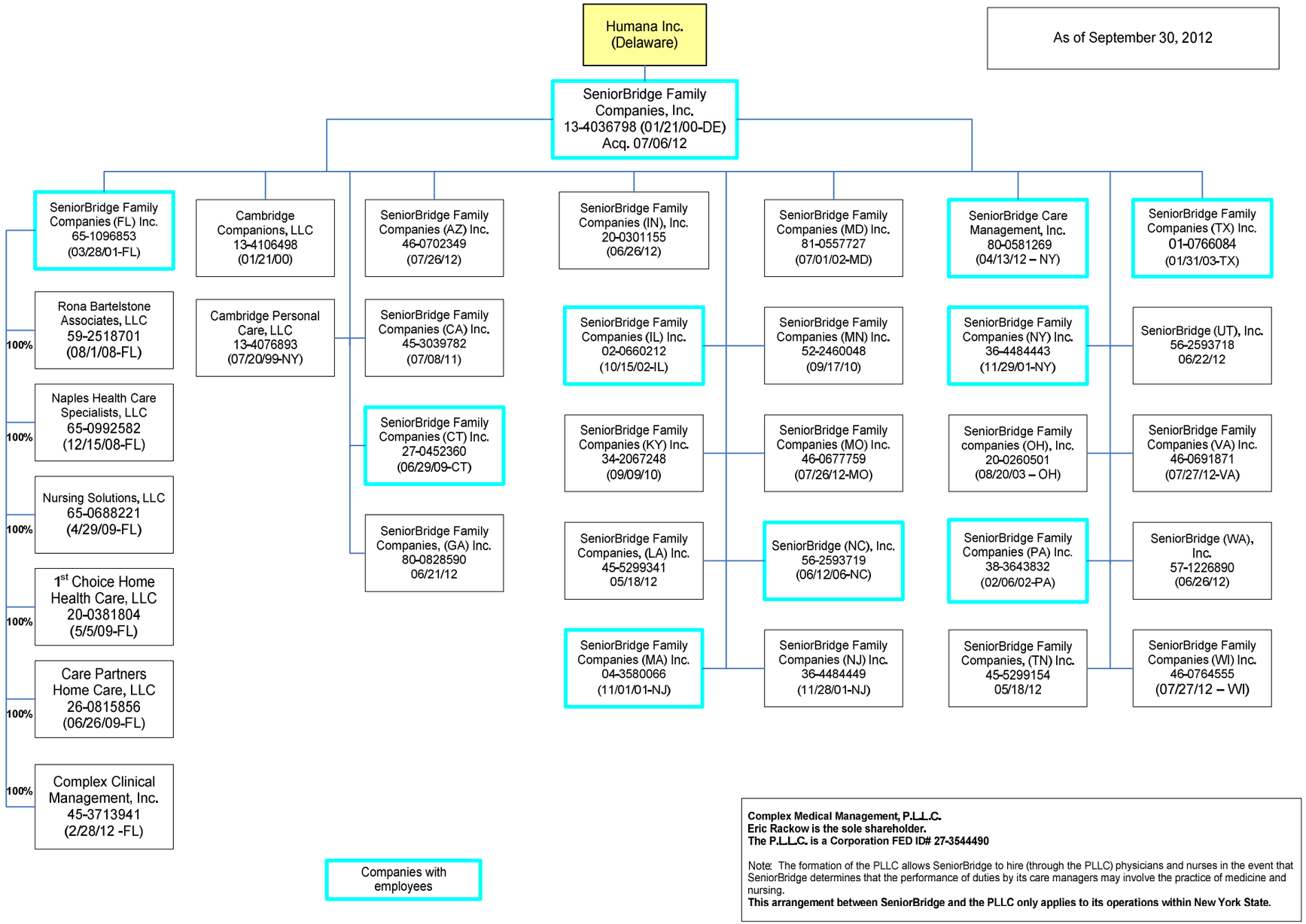
Concentra Worksite of California,
A Medical Corporation
(CA) FEIN 27-2935870 **245**

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

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

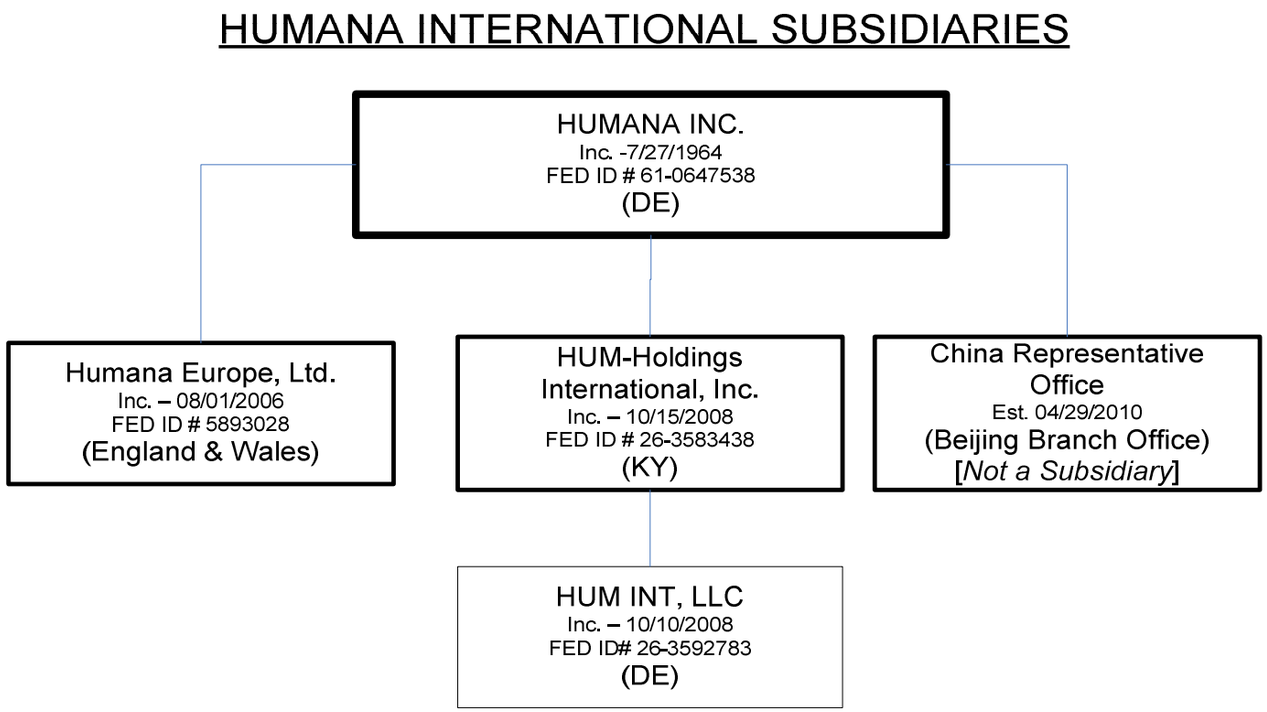
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



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

PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name of Parent Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/ Person(s)	15 *
00119	Humana Inc	00000	39-1514846				CareNetwork, Inc	WI	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	95885	61-1013183				Humana Health Plan, Inc	KY	IA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	73288	39-1263473				Humana Insurance Company	WI	IA	CareNetwork, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	95519	58-2209549				Humana Employers Health Plan of GA. Inc	GA	IA	Humana Insurance Company	Ownership	100.0	Humana inc	
00119	Humana Inc	60219	61-1311685				Humana Insurance Company of Kentucky	KY	IA	Humana Insurance Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	54739	52-1157181				The Dental Concern, Inc	KY	IA	HumanaDental, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	52028	36-3654697				The Dental Concern, Ltd	IL	IA	HumanaDental, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	95342	39-1525003				Humana Wisc. Health Org. Ins. Corp	WI	IA	CareNetwork, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	61-1223418				Health Value Management, Inc	DE	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	69671	61-1041514				Humana Health Ins. Co. of Florida, Inc	FL	IA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	95348	31-1154200				Humana Health Plan of Ohio, Inc	OH	IA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	95024	61-0994632				Humana Health Plan of Texas, Inc	TX	IA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	95270	61-1103898				Humana Medical Plan, Inc	FL	IA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	61-1241225				Humana Government Business, Inc	DE	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	61-1232669				Managed Care Indemnity, Inc	VT	IA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	61-1343508				Humana MarketPOINT, Inc	KY	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	61-1239538				Humco, Inc	KY	NIA	Humana Health Plan, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	95721	66-0406896				Humana Health Plans of Puerto Rico, Inc	PR	IA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	84603	66-0291866				Humana Insurance of Puerto Rico, Inc	PR	IA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	61-1364005				HumanaDental, Inc	DE	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	70580	39-0714280				HumanaDental Insurance Company	WI	IA	HumanaDental, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	61-1237697				Emphesys, Inc	DE	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	88595	31-0935772				Emphesys Insurance Company	TX	IA	Emphesys, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	61-0647538		0000049071	NYSE	Humana Inc	DE	UIP		Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	61-1316926				Humana Pharmacy, Inc	DE	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	61-1383567				HUM-e-FL, Inc	FL	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	42-1575099				Competitive Health Analytics, Inc	IL	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	71-0732385				Humana Health Plan Interests, Inc	LA	NIA	Humana Insurance Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	95642	72-1279235				Humana Health Benefit Plan of LA, Inc	LA	IA	Humana Health Plan Interests, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	61-1343791				Humana Innovation Enterprises, Inc	DE	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	20-1724127				Preservation on Main, Inc	KY	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	26-0010657				CAC-Florida Medical Centers, LLC	FL	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	95092	59-2598550				CarePlus Health Plans, Inc	FL	IA	CPHP Holdings, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	75-2043865				Corphealth, Inc	TX	NIA	Humana Inc	Ownership	100.0	Humana Inc	

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name of Parent Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/ Person(s)	15 *
00119	Humana Inc	00000	30-0117876				CPHP Holdings, Inc	FL	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	61-1478012				American Tax Credit Corp GA Fund III,LLC	DE	OTH	See Footnote 1	Other		Humana Inc	1
00119	Humana Inc	00000	59-3715944				Availity, L.L.C	DE	OTH	See Footnote 2	Board of Directors		Humana Inc	2
00119	Humana Inc	00000	61-1279716				CHA Service Company	KY	NIA	Humana Health Plan, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	95158	61-1279717				CHA HMO, Inc	KY	IA	CHA Service Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000					Healthcare E-Commerce Initiative, Inc	PR	OTH	See Footnote 4	Other		Humana Inc	4
00119	Humana Inc	00000	20-4835394				Humana Active Outlook, Inc	KY	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	20-1717441				Humana Govt. Network Services, Inc.	DE	NIA	Humana Government Business, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	39-1769093				Independent Care Health Plan	WI	OTH	See Footnote 5	Other		Humana Inc	5
00119	Humana Inc	00000	20-3355580				Sensei, Inc	DE	OTH	See Footnote 6	Other		Humana Inc	6
00119	Humana Inc	00000	20-5309363				515-526W MainSt CondoCouncilofCo-Owners	KY	NIA	Preservation on Main, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	20-8236655				Corphealth Provider Link, Inc	TX	NIA	Corphealth, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	33-0916248				DefenseWeb Technologies, Inc	DE	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	12634	20-2888723				Humana Insurance Company of New York	NY	IA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	20-3364857				Humana MarketPOINT of Puerto Rico, Inc	PR	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	12908	20-8411422				Humana Medical Plan of Utah, Inc	UT	IA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	20-8418853				Humana Veterans Healthcare Services, Inc	DE	NIA	Humana Government Business, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	95107	56-1796975				American Dental Plan of N. C., Inc	NC	IA	Humana Dental Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	11559	58-2302163				American Dental Providers of Ark., Inc	AR	OTH	Humana Dental Company	Ownership	100.0	Humana Inc	19
00119	Humana Inc	52015	59-2531815				CompBenefits Company	FL	IA	Humana Dental Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	04-3185995				CompBenefits Corporation	DE	UIP	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	59-1843760				Humana Dental Company	FL	UDP	CompBenefits Corporation	Ownership	100.0	Humana Inc	
00119	Humana Inc	11228	36-3686002				CompBenefits Dental, Inc	IL	IA	Dental Care Plus Management Corporation	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	58-2228851				CompBenefits Direct, Inc	DE	IA	Humana Dental Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	60984	74-2552026				CompBenefits Insurance Company	TX	IA	Humana Dental Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	12250	63-1063101				CompBenefits of Alabama, Inc	AL	IA	HumanaCares, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	58-2198538				CompBenefits of Georgia, Inc	GA	IA	HumanaCares, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	36-3512545				Dental Care Plus Management Corp	IL	NIA	Humana Dental Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	95161	76-0039628				DentiCare, Inc	TX	IA	Humana Dental Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	62-1245230				Kanawha HealthCare Solutions, Inc	TN	IA	Kanawha Insurance Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	65110	57-0380426				Kanawha Insurance Company	SC	IA	KMG America Corporation	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	20-1377270				KMG America Corporation	VA	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	65-0274594				HumanaCares, Inc	FL	NIA	Humana Dental Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	74-2352809				Texas Dental Plans, Inc	TX	IA	Humana Dental Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	95754	62-1579044				Cariten Health Plan Inc	TN	IA	PHP Companies, Inc	Ownership	100.0	Humana Inc	

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name of Parent Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/ Person(s)	15 *
00119	Humana Inc	82740	62-0729865				Cariten Insurance Company	TN	IA	PHP Companies, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	10126	65-1137990				Humana AdvantageCare Plan, Inc	FL	IA	Humana Medical Plan, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	60052	37-1326199				Humana Benefit Plan of Illinois, Inc	IL	IA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	26-3473328				Humana Health Plan of California, Inc	CA	IA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	62-1552091				PHP Companies, Inc	TN	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	95749	62-1546662				Preferred Hlth Partnership of Tenn.,Inc	TN	IA	PHP Companies, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	62-1250945				Preferred Health Partnership, Inc	TN	NIA	PHP Companies, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	26-4522426				Humana WellWorks LLC	DE	NIA	Health Value Management, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	27-1323221				Humana Military Dental Services, Inc	DE	NIA	Humana Government Business, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	26-4823524				Concentra Inc	DE	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	14224	27-3991410				Humana Medical Plan of Michigan, Inc	MI	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	27-4660531				Humana Medical Plan of Pennsylvania, Inc	PA	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	86-1050795				Hummingbird Coaching Systems LLC	OH	NIA	Corphealth, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000					The Vitality Group, LLC	DE	OTH	See Footnote 7	Ownership	25.0	Humana Inc	7
00119	Humana Inc	00000	27-4535747				HumanaVitality, LLC	DE	OTH	See Footnote 7	Ownership	75.0	Humana Inc	7
00119	Humana Inc	00000	45-2254346				Humana Pharmacy Solutions, Inc	DE	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	45-3116348				HomeCare Health Solutions, Inc	FL	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	20-1981339				M.D. Care, Inc	CA	IA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	77-0540040				Anvita, Inc	DE	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	27-3387971				Arcadian Choice, Inc	TX	NIA	Arcadian Management Services, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	12628	20-5089611				Arcadian Health Plan of Georgia, Inc	GA	IA	Arcadian Management Services, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	11954	20-8688983				Arcadian Health Plan of Louisiana, Inc	LA	IA	Arcadian Management Services, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	13558	26-2800286				Arcadian Health Plan of New York, Inc	NY	IA	Arcadian Management Services, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	12999	26-0500828				Arcadian Heath Plan of North Carolina, Inc	NC	IA	Arcadian Management Services, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	12151	20-1001348				Arcadian Health Plan, Inc	WA	IA	Arcadian Management Services, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	86-0836599				Arcadian Management Services, Inc	DE	NIA	Arcadian Management Services, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	12282	20-2036444				Arkansas Community Care, Inc	AR	IA	Arcadian Management Services, Inc./Arcadia Health Plan, Inc	Ownership	100.0	Humana Inc	18
00119	Humana Inc	00000	46-1086337				HumCert, Inc	DE	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	20-3585174				Valor Healthcare, Inc	DE	NIA	Humana Government Business, Inc	Ownership	100.0		

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name of Parent Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/ Person(s)	15 *
00119	Humana Inc.	00000	27-1649291				Harris, Rothenberg International Inc.	NY	NIA	Humana Inc.	Ownership	100.0		
00119	Humana Inc.	00000	13-4036798				SeniorBridge Family Companies, Inc.	DE	NIA	Humana Inc.	Ownership	100.0		
00119	Humana Inc.	00000	20-8602074				American Current Care of Arizona, P.A.	AZ	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	26-3224187				American Current Care of Arkansas, P.A.	AR	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	26-0656668				Amer Current Care of CA, A Med. Corp.	CA	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	26-2043667				American Current Care of DE, P.A.	DE	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	26-2089664				American Current Care of HI, Prof. Corp.	HI	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	26-2104617				American Current Care of MA, P.C.	MA	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	20-5997415				American Current Care of Michigan, P.C.	MI	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	27-1160021				American Current Care of Missouri, P.C.	MO	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	26-1809492				American Current Care of Nebraska, P.C.	NE	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	26-1961910				American Current Care of New Jersey PA	NJ	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	26-2018322				American Current Care of NC, P.C.	NC	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	26-3239475				American Current Care of Ohio, P.A., Co.	OH	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	20-5805198				American Current Care, P.A.	TX	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	26-2681597				Auto Injury Solutions, Inc.	DE	NIA	Concentra Integrated Services, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	01-0510161				CM Occupational Health, L.L.C.	ME	NIA	See Footnote 8	Joint Venture		Humana Inc.	8
00119	Humana Inc.	00000	20-0114482				Concentra Akron, L.L.C.	DE	NIA	See Footnote 9	Joint Venture		Humana Inc.	9
00119	Humana Inc.	00000	62-1691148				Concentra Arkansas, L.L.C.	DE	NIA	See Footnote 10	Joint Venture		Humana Inc.	10
00119	Humana Inc.	00000	75-2510547				Concentra Health Services, Inc.	NV	NIA	Concentra Operating Corporation	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	26-4823524				Concentra Inc.	DE	NIA	Humana Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	04-3363415				Concentra Operating Corporation	DE	NIA	Concentra Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	04-2658593				Concentra Integrated Services, Inc.	MA	NIA	National Healthcare Resources, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	76-0546504				Concentra Laboratory, L.L.C.	DE	NIA	National Healthcare Resources, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	75-2857879				Concentra Occ Health Research Institute	TX	NIA	Concentra Health Services, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	23-2901126				Concentra Occ Healthcare Harrisburg, L.P.	PA	NIA	See Footnote 11	Joint Venture		Humana Inc.	11

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name of Parent Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/ Person(s)	15 *
00119	Humana Inc.	00000	75-2678146				Concentra Solutions, Inc.	DE	NIA	Concentra Health Services, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	75-2784513				Concentra South Carolina, L.L.C.	DE	NIA	See Footnote 12	Joint Venture		Humana Inc.	12
00119	Humana Inc.	00000	75-2821236				Concentra St. Louis, L.L.C.	DE	NIA	See Footnote 13	Joint Venture		Humana Inc.	13
00119	Humana Inc.	00000	27-1743694				Concentra Worksite of Arizona, P.A.	AZ	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	27-2935870				Concentra Worksite of CA, A Med. Corp.	CA	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	22-3675361				Concentra-UPMC, L.L.C.	DE	NIA	See Footnote 14	Joint Venture		Humana Inc.	14
00119	Humana Inc.	00000	86-0751979				Managed Prescription Program	AZ	NIA	Concentra Health Services, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	11-3273542				National Healthcare Resources, Inc.	DE	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	94-3418907				Occspecialists Corp., A Medical Corp.	CA	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	75-2688160				Occupational Health Centers of AR, P.A.	TX	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	77-0469725				Occ Health Centers of CA, A Med. Corp.	CA	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	51-0376661				Occupational Health Centers of DE, P.A.	DE	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	58-2285009				Occupational Health Centers of GA, P.C.	GA	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	74-2891603				Occ Health Centers of LA, A Prof. Corp.	LA	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	38-2857561				Occupational Health Centers of MI, P.C.	MI	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	47-0827928				Occupational Health Centers of NE, P.C.	NE	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	22-3473542				Occupational Health Centers of NJ, P.A.	NJ	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	20-3187863				Occupational Health Centers of NY, P.A.	TX	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	26-2484838				Occupational Health Centers of NC, P.C.	NC	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	26-3239286				Occ Health Centers of OH, P.A., Co.	OH	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	86-0750222				Occ Health Centers of the Southwest, P.A.	AZ	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	75-2014828				Occ Health Centers of the Southwest, P.A.	TX	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	74-2731442				OHC of Hawaii, Inc.	HI	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	04-3353031				OHR/Baystate, LLC	MA	NIA	See Footnote 15	Joint Venture		Humana Inc.	15
00119	Humana Inc.	00000	04-3353031				OHR/MMC, Limited Liability Company	ME	NIA	See Footnote 16	Joint Venture		Humana Inc.	16

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name of Parent Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/ Person(s)	15 *
00119	Humana Inc.	00000	98-0445802				OMP Insurance Company, Ltd.		NIA	Concentra Operating Corporation	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	20-0513177				OnSite OccMed, P.A.	TX	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	20-2883662				Therapy Centers of South Carolina, P.A.	SC	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	20-3033507				Therapy Centers of the Southwest I, P.A.	TX	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	26-4101338				U.S. MedGroup of Arkansas, P.A.	AR	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	22-3867212				U.S. MedGroup of Delaware, P.A.	DE	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	20-3760561				U.S. MedGroup of Massachusetts, P.C.	MA	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	75-2972185				U.S. MedGroup of Michigan, P.C.	MI	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	22-3869772				U.S. MedGroup of New Jersey, P.A.	NJ	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	26-3598351				U.S. MedGroup of New York, P.A.	TX	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	26-2502158				U.S. MedGroup of North Carolina, P.C.	NC	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	26-3239579				U.S. MedGroup of Ohio, P.A., Co.	OH	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	75-2612924				U.S. MedGroup, P.A.	TX	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	75-2645352				U.S. MedGroup, P.A.	AZ	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	13-3464527				Occupational Health + Rehabilitation LLC	DE	NIA	Concentra Health Services, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	27-4757941				Concentra Health Care, P.A.	TX	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	32-0346082				Concentra Primary Care, P.A.	TX	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	45-2897046				Concentra Primary Care of New Jersey PA	NJ	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	75-2891678				Texas MedGroup, P.A.	TX	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	45-3637057				Concentra Primary Care of Arizona, PA	AZ	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	45-4041098				Concentra Primary Care of Illinois, P.C.	IL	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	45-4091303				Concentra Primary Care of Ohio, P.A., Co.	OH	NIA	See Footnote 17	Board of Directors		Humana Inc.	17
00119	Humana Inc.	00000	13-4036798				SeniorBridge Family Companies, Inc.	DE	NIA	Humana Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	65-1096853				SeniorBridge Family Companies (FL), Inc.	FL	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.0	Humana Inc.	

SCHEDULE Y
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00119	Humana Inc.	00000	46-0702349				SeniorBridge Family Companies (AZ), Inc.	AZ	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	45-3039782				SeniorBridge Family Companies (CA), Inc.	CA	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	27-0452360				SeniorBridge Family Companies (CT), Inc.	CT	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	80-0828590				SeniorBridge Family Companies (GA), Inc.	GA	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	20-0301155				SeniorBridge Family Companies (IN), Inc.	IN	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	02-0660212				SeniorBridge Family Companies (IL), Inc.	IL	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	34-2067248				SeniorBridge Family Companies (KY), Inc.	KY	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	45-5299341				SeniorBridge Family Companies (LA), Inc.	LA	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	04-3580066				SeniorBridge Family Companies (MA), Inc.	MA	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	81-0557727				SeniorBridge Family Companies (MD), Inc.	MD	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	52-2460048				SeniorBridge Family Companies (MN), Inc.	MN	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	46-0677759				SeniorBridge Family Companies (MO), Inc.	MO	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	56-2593719				SeniorBridge (NC), Inc.	NC	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	36-4484449				SeniorBridge Family Companies (NJ), Inc.	NJ	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	36-4484443				SeniorBridge Family Companies (NY), Inc.	NY	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	20-0260501				SeniorBridge Family Companies (OH), Inc.	OH	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	38-3643832				SeniorBridge Family Companies (PA), Inc.	PA	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	45-5299154				SeniorBridge Family Companies (TN), Inc.	TN	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	01-0766084				SeniorBridge Family Companies (TX), Inc.	TX	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	56-2593718				SeniorBridge (UT), Inc.	UT	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	46-0691871				SeniorBridge Family Companies (VA), Inc.	VA	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	57-1226890				SeniorBridge (WA), Inc.	WA	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	46-0764555				SeniorBridge Family Companies (WI), Inc.	WI	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	80-0581269				SeniorBridge Care Management, Inc.	NY	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.0	Humana Inc.	

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00119	Humana Inc.	00000	13-4106498				Cambridge Companions, LLC	NY	NIA	SeniorBridge Family Companies, Inc	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	13-4076893				Cambridge Personal Care, LLC	NY	NIA	SeniorBridge Family Companies, Inc	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	59-2518701				Rona Bartelstone Associates, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	65-0992582				Naples Health Care Specialists, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	65-0688221				Nursing Solutions, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	20-0381804				1st Choice Home Health Care, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	26-0815856				Care Partners Home Care, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	45-3713941				Complex Clinical Management, Inc.	FL	NIA	SeniorBridge Family Companies (FL), Inc	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	00-5893028				Humana Europe, Ltd.	GB	NIA	Humana Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	26-3583438				HUM-Holdings International, Inc.	KY	NIA	Humana Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc.	00000	26-3592783				HUM INT, LLC	DE	NIA	HUM-Holding International, Inc.	Ownership	100.0	Humana Inc.	17

Asterisk	Explanation
1	American Tax Credit Corporate Georgia Fund III, L.L.C., a Delaware limited liability company, was formed on October 4, 2004 for the purpose of investing in apartment complexes generating Georgia state low income housing tax credits. Humana Insurance Company is a Member with a 58.1736% ownership interest. The Savannah Bank, N.A. is a Member with a 1.6029% ownership interest, GMAC Insurance Georgia, L.L.C. is a Member with a 40.2133% ownership interest and Paramount Properties, Inc. is the Managing Member with 0.01% ownership interest.
2	Availity, L.L.C., a Delaware limited liability company, was formed by affiliates of Humana Inc. and Blue Cross and Blue Shield of Florida, Inc. to develop and operate an Internet site on the World Wide Web to permit health plans to communicate and engage in electronic transactions with health care service providers initially in the State of Florida. HUM-e-FL, Inc., a subsidiary of Humana Inc., is a Member with a 22.5% ownership interest. Navigy, Inc., a subsidiary of Blue Cross and Blue Shield of Florida, Inc., is a Member with a 33.75% ownership interest, Health Care Service Corporation, a Member, has a 33.75% ownership interest, and Sellcore, Inc., a subsidiary of WellPoint and a Member, has a 10% ownership interest.
3	Green Ribbon Health, L.L.C., a Delaware limited liability company, was formed on December 14, 2004 to enter into a joint venture with Humana Innovation Enterprises, Inc. and Pfizer Health Solutions, Inc. to implement the Centers for Medicare and Medicaid Disease Management Program. Humana Innovation Enterprises, Inc., a subsidiary of Humana Inc., is a Member with a 50% ownership interest and Pfizer Health Solutions, Inc., a subsidiary of Pfizer, Inc. is a Member with a 50% ownership interest.
4	Healthcare E-Commerce Initiative, Inc., a Puerto Rico non-profit corporation, formed for the purposeof promoting an electronic bill processing and other e-commerce transactions to the providers of health care services in Puerto Rico. This is a joint venture with 5 members including Cooperativa de Seguros de Vida de Puerto Rico, Inc., La Cruz Azul de Puerto Rico, Inc., Medical Card System, Inc., MMM Healthcare, Inc. and Humana Insurance of Puerto Rico, Inc. jointly with Humana Health Plans of Puerto Rico, Inc. Each of the 5 members has an equal vote.

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

Asterisk	Explanation
5	Independent Care Health Plan, a Wisconsin corporation licensed as an HMO, operates an integrated, coordinated medical and social service managed care program for chronically disabled Medicaid recipients in Milwaukee, Wisconsin. CareNetwork, Inc. owns 50% of the company's stock. New Health Services, Inc. owns the other 50%
6	Sensei, Inc., a Delaware corporation, was incorporated on August 24, 2005 to enter into a joint venture with Humana Innovation Enterprises, Inc. and Card Guard AG, a Swiss corporation, dedicated to defining, building, and distributing the next generation of wireless health platforms. On December 12, 2008, Humana Innovation Enterprises, Inc. purchased all of Sensei, Inc.'s shares from Card Guard AG whereby Humana Innovation Enterprises, Inc. owned 100% of Sensei's issued and outstanding stock. On May 17, 2010, Robert Schwarzberg purchased 81% of Sensei's shares from Humana Innovation Enterprises, Inc., leaving the company with a 19% ownership interest
7	HumanaVitality, LLC, a Delaware limited liability company, was formed on January 3, 2011, and The Vitality Group, LLC, a Delaware limited liability company, was formed on February 15, 2011 through affiliates of Humana Inc. and Discovery Holdings Limited, a South African company, to offer Discovery's Vitality wellness and loyalty program to Humana members. Humana WellWorks LLC, a subsidiary of Humana Inc., owns 75% of HumanaVitality, LLC and 25% of The Vitality Group, LLC. The Vitality Group, Inc., a subsidiary of Discovery Holdings Limited, owns 25% of HumanaVitality, LLC and 75% of The Vitality Group, LLC
8	CM Occupational Health, Limited Liability Company is a Maine limited liability company. Occupational Health + Rehabilitation LLC has a 90% ownership interest and Advanced Health Services, Inc. has a 10% ownership interest
9	Concentra Akron, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and Akron General Partners, Inc. has a 49% ownership interest
10	Concentra Arkansas, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and St. Vincent Community Health Services, Inc. has a 49% ownership interest
11	Concentra Occupational Healthcare Harrisburg, L.P. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and Pinnacle Health Hospitals has a 49% interest
12	Concentra South Carolina, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and North Trident Regional Hospital, Inc. has a 49% ownership interest
13	Concentra St. Louis, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 70% ownership interest and Tenet HealthSystem SL-HLC, Inc. has a 30% ownership interest
14	Concentra-UPMC, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and Community Occupational Medicine, Inc. has a 49% ownership interest
15	OHR/Baystate, LLC is a Massachusetts limited liability company. Occupational Health + Rehabilitation LLC has a 51% ownership interest and Bayside Medical Center has a 49% ownership interest
16	OHR/MMC, Limited Liability Company is a Main limited liability company. Occupational Health + Rehabilitation LLC has a 51% ownership interest and Maine Health has a 49% ownership interest
17	Professional Services Relationship/Agreement with Concentra health Services, Inc
18	Ownership is 60% Arcadian Health Plan, Inc., 40% Arcadian Management Services, Inc
19	Reporting company

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

	RESPONSE
1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO

Explanation:

1. This type of business is not written.

Bar Code:

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

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A – VERIFICATION

Real Estate

NONE

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

SCHEDULE B – VERIFICATION

Mortgage Loans

NONE

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

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

NONE

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

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	104,811	104,723
2. Cost of bonds and stocks acquired		0
3. Accrual of discount	67	88
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		0
6. Deduct consideration for bonds and stocks disposed of		0
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	104,878	104,811
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	104,878	104,811

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	430,388	1,999,915	1,900,000	100	480,362	430,388	530,403	480,340
2. Class 2 (a)	0				0	0	0	0
3. Class 3 (a)	0				0	0	0	0
4. Class 4 (a)	0				0	0	0	0
5. Class 5 (a)	0				0	0	0	0
6. Class 6 (a)	0				0	0	0	0
7. Total Bonds	430,388	1,999,915	1,900,000	100	480,363	430,388	530,403	480,340
PREFERRED STOCK								
8. Class 1	0				0	0	0	0
9. Class 2	0				0	0	0	0
10. Class 3	0				0	0	0	0
11. Class 4	0				0	0	0	0
12. Class 5	0				0	0	0	0
13. Class 6	0				0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	430,388	1,999,915	1,900,000	100	480,363	430,388	530,403	480,340

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 $ 425,525 ; NAIC 2 $ 0 ;
NAIC 3 $ 0 ; NAIC 4 $ 0 ; NAIC 5 $ 0 ; NAIC 6 $ 0

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999	25,535	XXX	25,535	6	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	375,529	25,522
2. Cost of short-term investments acquired	6	700,007
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	350,000	350,000
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	25,535	375,529
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	25,535	375,529

Schedule DB - Part A - Verification

NONE

Schedule DB - Part B - Verification

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Verification

NONE

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	199,995
2. Cost of cash equivalents acquired	3,799,866	2,749,915
3. Accrual of discount	124	91
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	3,400,000	2,950,001
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	399,990	0
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	399,990	0

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

Schedule D - Part 3

NONE

Schedule D - Part 4

NONE

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part D

NONE

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories								
JP Morgan Chase.....New York , NY.....					15,369	11,208	11,220	XXX
0199998 Deposits in ..... depositories that do not exceed the allowable limit in any one depository (See Instructions) - Open Depositories	XXX	XXX						XXX
0199999 Total Open Depositories	XXX	XXX	0	0	15,369	11,208	11,220	XXX
0399999 Total Cash on Deposit	XXX	XXX	0	0	15,369	11,208	11,220	XXX
0499999 Cash in Company's Office	XXX	XXX	XXX	XXX				XXX
0599999 Total	XXX	XXX	0	0	15,369	11,208	11,220	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
U.S. Governments - Issuer Obligations							
UNITED STATES TREASURY TREAS BILL		09/27/2012	0.038	10/25/2012	399,990		2
0199999 - U.S. Governments - Issuer Obligations					399,990	0	2
0599999 - Subtotals - U.S. Government Bonds					399,990	0	2
7799999 - Subtotals - Issuer Obligations					399,990	0	2
8399999 - Subtotals - Bonds					399,990	0	2
8699999 Total Cash Equivalents					399,990	0	2