



# QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2012  
OF THE CONDITION AND AFFAIRS OF THE

## Humana Health Plan, Inc.

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

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

Country of Domicile United States

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

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

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

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

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

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

Internet Web Site Address www.humana.com

Statutory Statement Contact Sarah Howard 502-580-4076  
 (Name) (Area Code) (Telephone Number) (Extension)

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 (E-mail Address) (FAX Number)

### OFFICERS

Name	Title	Name	Title
Michael Benedict McCallister	CEO	Joan Olliges Lenahan	VP & Corporate Secretary
James Harry Bloem	Sr. VP, CFO & Treasurer	Jonathan Albert Canine	Appointed Actuary

### OTHER OFFICERS

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

### DIRECTORS OR TRUSTEES

James Harry Bloem	Michael Benedict McCallister	James Elmer Murray
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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.

Michael Benedict McCallister  
CEO

Joan Olliges Lenahan  
VP & Corporate Secretary

James Harry Bloem  
Sr. VP, CFO & Treasurer

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

b. If no:

1. State the amendment number \_\_\_\_\_
2. Date filed \_\_\_\_\_
3. Number of pages attached \_\_\_\_\_

Subscribed and sworn to before me this  
9th day of November, 2012

Myra Carpenter, Notary Public  
August 9, 2013

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

**ASSETS**

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds .....	426,117,531		426,117,531	353,870,728
2. Stocks:				
2.1 Preferred stocks .....			0	0
2.2 Common stocks .....	31,485,299		31,485,299	30,779,448
3. Mortgage loans on real estate:				
3.1 First liens .....	27,600,000		27,600,000	27,600,000
3.2 Other than first liens .....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ .....0 encumbrances).....			0	0
4.2 Properties held for the production of income (less \$ .....0 encumbrances).....			0	0
4.3 Properties held for sale (less \$ .....0 encumbrances).....			0	0
5. Cash (\$ .....(13,290,371) ), cash equivalents (\$ .....59,999,278 ) and short-term investments (\$ .....15,560,474 ).....	62,269,381		62,269,381	38,931,986
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	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) .....	547,472,211	0	547,472,211	451,182,162
13. Title plants less \$ ..... charged off (for Title insurers only).....			0	0
14. Investment income due and accrued .....	4,014,557		4,014,557	3,304,883
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	20,131,710	727,555	19,404,155	16,824,012
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.....	12,316,219		12,316,219	18,392,573
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....	619,158		619,158	0
16.2 Funds held by or deposited with reinsured companies .....			0	0
16.3 Other amounts receivable under reinsurance contracts .....			0	0
17. Amounts receivable relating to uninsured plans .....	18,052,002	50,792	18,001,210	13,640,534
18.1 Current federal and foreign income tax recoverable and interest thereon .....	248,660		248,660	5,609,118
18.2 Net deferred tax asset.....	62,423,424	51,297,606	11,125,818	11,125,818
19. Guaranty funds receivable or on deposit .....			0	0
20. Electronic data processing equipment and software.....	150,128	38,834	111,294	189,693
21. Furniture and equipment, including health care delivery assets (\$ .....0 ).....	6,232,205	6,232,205	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates .....			0	0
23. Receivables from parent, subsidiaries and affiliates .....			0	0
24. Health care (\$ .....11,192,823 ) and other amounts receivable.....	13,681,106	2,442,197	11,238,909	8,491,484
25. Aggregate write-ins for other than invested assets .....	109,545,266	109,545,266	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25).....	794,886,646	170,334,455	624,552,191	528,760,277
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	0
28. Total (Lines 26 and 27)	794,886,646	170,334,455	624,552,191	528,760,277
<b>DETAILS OF WRITE-INS</b>				
1101. ....			0	0
1102. ....			0	0
1103. ....			0	0
1198. Summary of remaining write-ins for Line 11 from overflow page .....	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Goodwill.....	103,386,408	103,386,408	0	0
2502. Prepaid Commissions.....	3,818,698	3,818,698	0	0
2503. Deposits.....	1,691,807	1,691,807	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page .....	648,353	648,353	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	109,545,266	109,545,266	0	0

## LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ .....252 reinsurance ceded).....	248,615,333	12,361,023	260,976,356	185,077,257
2. Accrued medical incentive pool and bonus amounts .....	1,548,827		1,548,827	1,196,921
3. Unpaid claims adjustment expenses .....	4,703,177		4,703,177	2,447,979
4. Aggregate health policy reserves including the liability of \$ .....3,181,678 for medical loss ratio rebate per the Public Health Service Act .....	20,822,990		20,822,990	21,447,529
5. Aggregate life policy reserves .....			0	0
6. Property/casualty unearned premium reserve .....			0	0
7. Aggregate health claim reserves .....	210,532	10,468	221,000	216,001
8. Premiums received in advance .....	10,628,336		10,628,336	15,015,630
9. General expenses due or accrued .....	10,558,277		10,558,277	12,901,338
10.1 Current federal and foreign income tax payable and interest thereon (including \$ .....0 on realized gains (losses)) .....			0	0
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable .....	145,327		145,327	213,567
12. Amounts withheld or retained for the account of others .....	40,475		40,475	0
13. Remittances and items not allocated .....	2,783,635		2,783,635	1,137,920
14. Borrowed money (including \$ ..... current) and interest thereon \$ ..... (including \$ ..... current) .....			0	0
15. Amounts due to parent, subsidiaries and affiliates .....	7,305,691		7,305,691	8,378,127
16. Derivatives.....			0	0
17. Payable for securities .....	248,973		248,973	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 .....	25,334,283		25,334,283	14,276,904
23. Aggregate write-ins for other liabilities (including \$ .....355,627 current) .....	656,473	0	656,473	974,003
24. Total liabilities (Lines 1 to 23).....	333,602,329	12,371,491	345,973,820	263,283,176
25. Aggregate write-ins for special surplus funds .....	XXX	XXX	0	0
26. Common capital stock .....	XXX	XXX	2,248,000	2,248,000
27. Preferred capital stock .....	XXX	XXX		0
28. Gross paid in and contributed surplus .....	XXX	XXX	416,255,375	416,255,377
29. Surplus notes .....	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds .....	XXX	XXX	0	0
31. Unassigned funds (surplus) .....	XXX	XXX	(139,925,004)	(153,026,276)
32. Less treasury stock, at cost:				
32.1 ..... shares common (value included in Line 26 \$ ..... ) .....	XXX	XXX		0
32.2 ..... shares preferred (value included in Line 27 \$ ..... ) .....	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32) .....	XXX	XXX	278,578,371	265,477,101
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	624,552,191	528,760,277
<b>DETAILS OF WRITE-INS</b>				
2301. Accrued Other Expenses .....	355,627		355,627	0
2302. Deferred Lease Credits.....	295,046		295,046	0
2303. Medicare Risk Adjustment Payable.....	5,800		5,800	5,596
2398. Summary of remaining write-ins for Line 23 from overflow page .....	0	0	0	968,407
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	656,473	0	656,473	974,003
2501. ....	XXX	XXX		0
2502. ....	XXX	XXX		0
2503. ....	XXX	XXX		0
2598. Summary of remaining write-ins for Line 25 from overflow page .....	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001. ....	XXX	XXX		0
3002. ....	XXX	XXX		0
3003. ....	XXX	XXX		0
3098. Summary of remaining write-ins for Line 30 from overflow page .....	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

## STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	4,194,110	3,619,714	4,793,106
2. Net premium income (including \$ 0 non-health premium income).....	XXX	2,244,852,447	1,752,930,584	2,353,136,224
3. Change in unearned premium reserves and reserve for rate credits .....	XXX	(5,111,269)	(41,502)	(11,537,202)
4. Fee-for-service (net of \$ 0 medical expenses) .....	XXX		0	0
5. Risk revenue .....	XXX		0	0
6. Aggregate write-ins for other health care related revenues .....	XXX	1,545	0	0
7. Aggregate write-ins for other non-health revenues .....	XXX	0	0	0
8. Total revenues (Lines 2 to 7) .....	XXX	2,239,742,723	1,752,889,082	2,341,599,022
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits .....	86,851,708	1,648,624,296	1,240,915,758	1,674,361,170
10. Other professional services .....		6,246,947	11,234,214	16,242,681
11. Outside referrals .....			0	0
12. Emergency room and out-of-area .....	3,977,489	52,673,745	43,861,285	59,396,240
13. Prescription drugs .....		206,365,804	165,539,563	208,030,083
14. Aggregate write-ins for other hospital and medical .....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts .....		509,667	916,814	682,256
16. Subtotal (Lines 9 to 15) .....	90,829,197	1,914,420,459	1,462,467,634	1,958,712,430
<b>Less:</b>				
17. Net reinsurance recoveries .....		308	325	1,951
18. Total hospital and medical (Lines 16 minus 17) .....	90,829,197	1,914,420,151	1,462,467,309	1,958,710,479
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 93,347,201 cost containment expenses.....		118,822,027	83,857,074	112,108,245
21. General administrative expenses.....		215,806,806	198,223,700	279,379,780
22. Increase in reserves for life and accident and health contracts (including \$ 0 increase in reserves for life only).....		3,940,630	9,163,937	(4,023,139)
23. Total underwriting deductions (Lines 18 through 22) .....	90,829,197	2,252,989,614	1,753,712,020	2,346,175,365
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	(13,246,891)	(822,938)	(4,576,343)
25. Net investment income earned .....		10,842,898	9,792,247	12,718,733
26. Net realized capital gains (losses) less capital gains tax of \$ 617,423 .....		1,146,643	129,493	163,267
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	11,989,541	9,921,740	12,882,000
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ 0 ) (amount charged off \$ 0 )] .....			0	0
29. Aggregate write-ins for other income or expenses .....	0	7,433	3,586	11,923
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29) .....	XXX	(1,249,917)	9,102,388	8,317,580
31. Federal and foreign income taxes incurred .....	XXX	5,289,706	8,483,959	2,856,655
32. Net income (loss) (Lines 30 minus 31) .....	XXX	(6,539,623)	618,429	5,460,925
<b>DETAILS OF WRITE-INS</b>				
0601. Other Income.....	XXX	1,545	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	1,545	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	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. Miscellaneous Income.....	0	7,433	3,586	11,923
2902. ....			0	0
2903. ....				
2998. Summary of remaining write-ins for Line 29 from overflow page .....	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above) .....	0	7,433	3,586	11,923

**STATEMENT OF REVENUE AND EXPENSES (Continued)**

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
<b>CAPITAL &amp; SURPLUS ACCOUNT</b>			
33. Capital and surplus prior reporting year.....	265,477,101	280,881,844	280,881,844
34. Net income or (loss) from Line 32 .....	(6,539,623)	.618,429	5,460,925
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	.822,394	1,578,763	1,805,796
37. Change in net unrealized foreign exchange capital gain or (loss) .....		.0	.0
38. Change in net deferred income tax .....		.0	3,853,240
39. Change in nonadmitted assets .....	16,393,400	12,491,219	3,508,050
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 .....		(30,000,000)	(30,000,000)
47. Aggregate write-ins for gains or (losses) in surplus .....	2,425,099	.5,983	(32,754)
48. Net change in capital and surplus (Lines 34 to 47) .....	13,101,270	(15,305,606)	(15,404,743)
49. Capital and surplus end of reporting period (Line 33 plus 48)	278,578,371	265,576,238	265,477,101
<b>DETAILS OF WRITE-INS</b>			
4701. Correction of prior period.....	2,425,099	.0	.0
4702. Valuation allowance for securities lending.....	.0	.5,983	(32,754)
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)	2,425,099	5,983	(32,754)

**CASH FLOW**

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance.....	2,236,977,607	1,908,379,466	2,369,727,212
2. Net investment income .....	23,931,058	12,624,378	16,383,319
3. Miscellaneous income .....	1,545	0	0
4. Total (Lines 1 to 3) .....	2,260,910,210	1,921,003,844	2,386,110,531
5. Benefit and loss related payments .....	1,842,723,935	1,453,612,973	1,928,314,088
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions .....	337,268,147	266,234,440	380,974,931
8. Dividends paid to policyholders .....	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ ..... 617,423 tax on capital gains (losses).....	546,671	22,171,224	23,535,543
10. Total (Lines 5 through 9) .....	2,180,538,753	1,742,018,637	2,332,824,562
11. Net cash from operations (Line 4 minus Line 10) .....	80,371,457	178,985,207	53,285,969
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	86,664,783	57,982,706	85,153,223
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 .....	(3,937)	(656)	(222)
12.7 Miscellaneous proceeds .....	248,973	2,291,971	1,372,961
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	86,909,819	60,274,021	86,525,962
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	160,266,596	68,347,185	98,832,959
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) .....	160,266,596	68,347,185	98,832,959
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) .....	(73,356,777)	(8,073,164)	(12,306,997)
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes .....	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	(2)	0	0
16.3 Borrowed funds .....	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	0	0	0
16.5 Dividends to stockholders .....	0	30,000,000	30,000,000
16.6 Other cash provided (applied).....	16,322,717	6,925,384	19,188,643
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	16,322,715	(23,074,616)	(10,811,357)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	23,337,395	147,837,427	30,167,615
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	38,931,986	8,764,371	8,764,371
19.2 End of period (Line 18 plus Line 19.1) .....	62,269,381	156,601,798	38,931,986

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year .....	397,622	22,302	192,132	.0	3,911	11,886	23,847	137,974	.0	5,570
2. First Quarter .....	462,804	25,979	184,230	.0	4,469	18,022	22,582	207,522	.0	.0
3. Second Quarter .....	467,757	28,156	185,911	.0	4,653	15,688	22,451	210,898	.0	.0
4. Third Quarter .....	472,176	28,150	184,678	.0	4,766	17,598	22,399	214,585	.0	.0
5. Current Year	0									
6. Current Year Member Months	4,194,110	242,222	1,668,229		41,420	150,652	202,762	1,888,825		
Total Member Ambulatory Encounters for Period:										
7. Physician .....	2,436,096	56,003	713,150			.5	98,210	1,568,728		
8. Non-Physician .....	2,264,858	38,288	558,358			35	43,437	1,624,740		
9. Total	4,700,954	94,291	1,271,508	0	0	40	141,647	3,193,468	0	0
10. Hospital Patient Days Incurred	191,703	1,257	30,299				3,403	156,744		
11. Number of Inpatient Admissions	41,374	309	7,589				1,369	32,107		
12. Health Premiums Written (a).....	2,245,562,924	36,491,812	534,032,597	1,793	594,769	3,486,833	96,665,925	1,574,289,195		
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned .....	2,240,451,655	36,403,597	529,009,543	1,793	594,769	3,486,833	96,665,925	1,574,289,195		
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services .....	1,843,107,635	23,803,079	403,229,456	112	331,435	2,149,966	86,244,835	1,327,348,752		
18. Amount Incurred for Provision of Health Care Services	1,914,420,459	24,707,437	407,378,699	62	331,435	2,180,492	86,105,797	1,393,716,537		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 1,574,289,195

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims unpaid (Reported)						
GLEN ELLYN CLINIC.....					94,198	94,198
N W SUBURBAN ANESTHESIOLOGY.....	3,564				6,041	9,605
WOMENS HEALTH CONS.....					237,902	237,902
DUAL DCODEH (HOSPITAL).....	9,158	8,845				18,003
ABDUL N ADJEI MD.....	2,265					2,265
ABILENE REGIONAL MEDICAL CENTER LP.....		3,577				3,577
ACARIAHEALTH PHARMACY 12.....	2,799					2,799
ACCREDO HEALTH GROUP INC.....	2,958				2,265	5,223
ADAM J KAYE MD.....	4,648					4,648
ADAMS MEMORIAL HOSPITAL.....	2,887					2,887
ADDISON RADIOLOGY ASSOC SC.....					254,423	254,423
ADV LUTHERAN GEN HOSPITAL.....		8,365				8,365
ADVANCED HOME CARE.....		2,228				2,228
ADVENTIST BOLINGBROOK HOSPITAL.....	22,713					22,713
ADVENTIST GLEN OAKS HOSPITAL.....	3,431					3,431
ADVENTIST HINSDALE HOSPITAL.....	17,064					17,064
ADVENTIST LA GRANGE MEMORIAL.....	20,364					20,364
ADVOCATE CONDELL MEDICAL CENTER.....	22,303					22,303
ADVOCATE CONDELL MEDICAL CTR.....	3,330					3,330
ADVOCATE GOOD SAMARITAN.....	16,270	20,541				36,811
ADVOCATE GOOD SHEPHERD HOSPITAL.....	7,394					7,394
ADVOCATE ILLINOIS MASONIC.....	76,603				19,222	95,825
ADVOCATE LUTHERAN GENERAL HOSPITAL.....	3,935					3,935
ADVOCATE SOUTH SUBURBAN.....	3,997					3,997
ADVOCATE SOUTH SUBURBAN HOSPITAL.....	6,464				39,386	45,850
ADVOCATE TRINITY HOSPITAL.....	31,024	8,832			62,269	102,125
AKASH AHUJA MD.....	3,743					3,743
AL MEDICAID AGENCY.....	2,178					2,178
ALABAMA ME DICAID AGENCY.....	2,871					2,871
ALBUQUERQUE HEIGHTS HEALTHCARE.....	5,122					5,122
ALDEN DES PLAINES REHAB.....					2,584	2,584
ALDEN HEATHER REHABILITATION.....	2,120					2,120
ALDEN NORTH SHORE REHAB.....	2,603					2,603
ALDEN POPLAR CREEK REHAB.....	2,476					2,476
ALDEN TOWN MANOR REHAB.....	3,020					3,020
ALDEN WATERFORD REHAB.....	18,310					18,310
ALEGENT HEALTH BERGAN MERCY.....	35,001					35,001
ALEGENT HEALTH IMMANUEL MED CENTER.....	10,572					10,572
ALEGENT HEALTH LAKESIDE HOSPITAL.....	13,122	23,958				37,080
ALEGENT HLTH MIDLANDS HOSPITAL.....	21,515	3,256				24,771
ALEXIAN BROTHERS BEHAVIORAL.....	2,530					2,530
ALEXIAN BROTHERS MEDICAL CENTER.....					12,972	12,972
ALEXIAN BROTHERS MEDICAL CENTER.....	49,040	12,465			2,902	64,407
ALL SAINTS MEDICAL CENTER.....	6,421					6,421
ALLIANCE HEALTH CENTER.....				4,184		4,184
ALLIANCE RADIOLOGY PA.....	2,101					2,101
ALLISON LIED.....		2,110				2,110
ALLPORT CLINIC LLC.....					26,400	26,400
ALPHA HEALTH & REHAB OF GREER.....	5,159					5,159
ALPINE LIVING CENTER.....	4,374					4,374
ALVIN CRAWFORD.....		6,250				6,250
AMEDISYS INC.....	3,169					3,169
AMERICAN MEDICAL RESPONSE.....	3,378					3,378
AMERICAN SENIOR CARE.....	2,500					2,500
AMERIGROUP FLORIDA.....	2,850					2,850

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
AMERIGROUP GEORGIA.....	6,714					6,714
AMERIGROUP OHIO.....	9,428					9,428
AMERIGROUP TEXAS.....	8,363					8,363
AMERIMED INC.....	3,426					3,426
AMG DIALYSIS CENTERS.....	6,500					6,500
AMISHI SAWLANI MD.....					80,801	80,801
ANCA NASTASA.....					2,026	2,026
ANDERSON DIALYSIS CLINIC.....	5,877					5,877
ANDREW DODD.....		3,388				3,388
ANDREW J STINGO MD.....	3,443					3,443
ANESTHESIA ASSOC OF KCPK.....	2,784					2,784
ANESTHESIOLOGY CONSULTANTS.....					11,704	11,704
ANMED HEALTH.....	154,770	176,682				331,452
ANTELOPE VALLEY HOSPITAL.....		34,078				34,078
ANTHEM BCBS OF INDIANA.....	2,901					2,901
APPLETON MEDICAL CENTER.....	16,212					16,212
APRIA HEALTHCARE INC.....	3,866					3,866
ARIZONA HEART HOSPITAL.....					10,920	10,920
ARIZONA VEIN AND VASCULAR CTR.....		9,411				9,411
ARKANSAS HEART HOSPITAL.....	7,043					7,043
ARROWHEAD HOSPITAL.....	53,319	6,010			4,011	63,340
ARTHUR M JOHNSON MD.....	3,171					3,171
ASHLEY HEALTH AND REHAB.....	4,955					4,955
ASHTON PLACE HEALTH AND REHAB.....	10,862	4,427				15,289
ASSOC ST JAMES RADIOLOGISTS.....					84,201	84,201
ASSOCIATES IN REHAB MEDICINE.....	4,090					4,090
ATHENS LIMESTONE HOSPITAL.....	16,546					16,546
ATHENS REGIONAL MEDICAL CENTER LLC.....	6,748					6,748
ATHENS REHABILITATION CENTER.....		2,825				2,825
ATHENS LIMESTONE HOMECARE LLC.....	2,764					2,764
ATHLETIC AND THERAPEUTIC INSTITUTION.....	2,867					2,867
ATLANTA MEDICAL CENTER.....				6,979		6,979
AUBURN REGIONAL MEDICAL CTR.....	8,190					8,190
AURORA BAYCARE MEDICAL CENTER.....	17,198					17,198
AURORA HEALTH CARE METRO INC.....	101,468	28,883				130,351
AURORA MEDICAL CENTER GRAFTON LLC.....	2,759					2,759
AURORA MEDICAL CENTER SUMMIT.....		2,066				2,066
AURORA SHEBOYGAN MEMORIAL MEDICAL CENTER.....	7,590					7,590
AURORA WEST ALLIS MEMORIAL HOSPITAL.....	77,932					77,932
AUTUMN CARE OF PORTSMOUTH.....	5,333					5,333
AVADA AUDIOLOGY AND HEARING.....	2,836					2,836
AVALON HEALTHCARE SHADOW MOUNT.....		5,384				5,384
AXELACARE HEALTH SOLUTIONS.....	11,364					11,364
AZ PHYSICIANS IPA.....	2,100					2,100
BANNER BAYWOOD HEART HOSPITAL.....	6,323					6,323
BANNER BAYWOOD MEDICAL CENTER.....	128,938					128,938
BANNER BOSWELL MEDICAL CENTER.....	22,779					22,779
BANNER DEL E WEBB MEDICAL CENTER.....	49,584					49,584
BANNER DESERT MEDICAL CENTER.....	94,732					94,732
BANNER ESTRELLA MEDICAL CENTER.....	62,500			43,477		105,976
BANNER GATEWAY MEDICAL CENTER.....	18,470	2,147				20,617
BANNER GOOD SAM REHAB INSTITUTE.....	25,963					25,963
BANNER GOOD SAMARITAN MEDICAL.....	66,101					66,101
BANNER GOOD SAMARITAN MEDICAL CENTER.....	32,680					32,680
BANNER IRONWOOD MEDICAL CENTER.....	4,388					4,388
BANNER THUNDERBIRD MED CENTER.....	107,016	4,336				111,351

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
BAPTIST EASLEY HOSPITAL.....	5,957					5,957
BAPTIST HEALTH MEDICAL CENTER.....	18,249					18,249
BAPTIST HOSPITAL.....	12,635					12,635
BAPTIST HOSPITAL EAST.....	45,874	12,898				58,772
BAPTIST HOSPITAL NORTHEAST.....	9,416					9,416
BAPTIST MEMORIAL MED CTR NLR.....	43,822					43,822
BAPTIST OUTPATIENT SERVICES INC.....	2,337					2,337
BARNES JEWISH HOSPITAL.....	6,676	4,707				11,382
BASSAM MATAR.....	3,726					3,726
BAXTER REG MED CENTER.....	25,230	13,664				38,894
BAYADA HOME HEALTH CARE INC.....	7,274					7,274
BAYLOR MEDICAL CTR AT CARROLLTON.....	9,848					9,848
BAYLOR REG MED CTR AT GRAPEVINE.....	4,055					4,055
BAYLOR UNIVERSITY MEDICAL CENTER.....					78,643	78,643
BEAUFONT HEALTH AND REHAB.....	3,069	2,101				5,170
BELLA VITA HEALTH & REHAB.....	4,689					4,689
BELLIN MEMORIAL HOSPITAL INC.....	4,223					4,223
BELTON REGIONAL MEDICAL CENTER.....	5,939					5,939
BELTWAY SURGERY CENTER.....		4,850				4,850
BENCHMARK HEALTHCARE OF LEES.....	2,376	2,682				5,058
BENCHMARK HEALTHCARE OF RAYTOWN.....	3,898					3,898
BENSON HOSPITAL.....	6,227					6,227
BETHANY AT PACIFIC.....	9,975	9,355				19,330
BETHANY AT SILVER LAKE.....		7,497				7,497
BETHANY MEDICAL ASSOCIATES.....					113,321	113,321
BETHESDA HOSPITAL INC.....	44,471					44,471
BETHESDA NEONATOLOGIST.....					2,686	2,686
BEVERLY ENTERPRISES MISSOURI.....	2,867					2,867
BIRINDER MARWAH MD.....					58,001	58,001
BLC-VILLAGE AT SKYLINE LLC.....	2,405					2,405
BLOUNT MEMORIAL HOSPITAL.....	2,201					2,201
BLUE RIVER REHABILITATION CTR.....	9,876					9,876
BLUEMOUND DIALYSIS.....	2,131					2,131
BMA OF KANSAS CITY.....	8,503					8,503
BMA OF TENNESSEE BARTLETT.....	7,420					7,420
BMA S LOUISVILLE.....					11,284	11,284
BMH TIPTON.....				2,735		2,735
BOBBY A STEVENS DO.....		3,609				3,609
BON SECOURS AMBULATORY SURGERY.....	4,269					4,269
BON SECOURS DEPAUL MEDICAL CENTER.....	13,002	2,213				15,215
BON SECOURS MEMORIAL REGIONAL.....	41,599	30,599				72,198
BON SECOURS ST FRANCIS HEALTH.....	196,909	13,006				209,915
BONNER GENERAL HOSPITAL.....	2,034					2,034
BOON C KOK MD.....	7,706					7,706
BORIS BOGOMILOV MD.....	2,330					2,330
BRADFORD HEALTH SERVICES.....	2,100					2,100
BRADFORD HOUSE NURSING AND REHAB.....	6,545	5,515				12,060
BRADLEY KOCH.....					3,715	3,715
BRANDON OAKS NURSING & REHAB CENTER.....	2,531					2,531
BRANDON REGIONAL HOSPITAL.....	11,765					11,765
BRENT GABRIEL.....					3,103	3,103
BRENTWOOD SUBACUTE HEALTHCARE.....					2,276	2,276
BRIAN C CHO MD.....					30,600	30,600
BRIAN HOH.....				2,342		2,342
BRIAN MANNION.....	11,725					11,725
BRIAN MCCARTY.....	2,557					2,557

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
BRIDGEPORT HOSPITAL					62,707	62,707
BRIDGEVIEW ESTATES	5,112					5,112
BRISTOL HEALTH AND REHAB	6,827					6,827
BRISTOL POINTE HEALTH AND REHAB		2,884				2,884
BRISTOL REG MED CTR	18,432					18,432
BROOKESTONE MEADOWS INC	5,775	2,185				7,960
BROOKESTONE VILLAGE INC	2,716					2,716
BROOKHAVEN HEALTH AND REHABILITATION		2,881				2,881
BROOKWOOD MEDICAL CENTER	19,585					19,585
BUREAU OF TENNCARE	37,989					37,989
BURGESS SQUARE HEALTHCARE	2,380					2,380
CANCER CENTERS EASTSIDE GMH DEPT	6,908					6,908
CANCER CENTERS FARIS GMH DEPT	3,249					3,249
CANCER CENTERS GROVE GMH DEPT	22,330					22,330
CANCER CENTERS SPARTANBURG GMH	7,369					7,369
CANCER RESEARCH TREATMENT CTR	2,353					2,353
CANNON MEMORIAL HOSPITAL	14,570					14,570
CANYON TRANSITIONAL REHABILITATION		3,485				3,485
CAPSTONE HEALTH & REHAB	4,548					4,548
CARDINAL HILL REHABILITATION	5,384	2,397		12,756		12,756
CARDINAL HILL REHABILITATION	7,780					7,780
CARESOURCE OH	7,916					7,916
CARILION NEW RIVER VALLEY MEDICAL	4,070					4,070
CARILION ROANOKE COMMUNITY HOSPITAL	5,242					5,242
CARILION ROANOKE MEMORIAL HOSPITAL	57,531					57,531
CARLE FOUNDATION HOSPITAL	15,792					15,792
CARMEL HEALTH & LIVING COMMUNITY	6,623					6,623
CARMEL HILLS HEALTHCARE	5,492					5,492
CAROLINAS MEDICAL CENTER PINEVIEW	4,864					4,864
CAROLINAS MEDICAL CTR CMC	4,324					4,324
CARONDELET HEART AND VASCULAR	15,046					15,046
CARONDELET MANOR	5,938					5,938
CARONDELET ST JOSEPHS HOSPITAL	104,179					104,179
CARONDELET ST MARYS HOSPITAL	59,398					59,398
CARRINGTON PLACE AT BOTETOURT	7,544					7,544
CARTER COOPER		3,410				3,410
CASS REGIONAL MEDICAL CENTER	24,660					24,660
CASTLETON HEALTH CARE CENTER	2,764					2,764
CATHOLIC HEALTH PARTNERS SVS	5,527					5,527
CEDAR LAKE VILLAGE	25,759					25,759
CENTENE GEORGIA	2,668					2,668
CENTENE INDIANA	3,445					3,445
CENTENE TEXAS	10,093					10,093
CENTENE WISCONSIN	2,126					2,126
CENTENNIAL HILLS HOSPITAL MEDICAL					450,293	450,293
CENTERPOINT MEDICAL CENTER	181,376	2,258				183,634
C UNABLE TO UPDATE PROVIDER INFORMATION					14,329	14,329
CENTRAL BAPTIST HOSPITAL		62,268				62,268
CENTRAL DUPAGE HOSPITAL	75,102				19,708	94,809
CENTRAL VERMONT HOSPITAL	2,052					2,052
CEP AMERICA ILLINOIS PC					144,602	144,602
CHANDLER REGIONAL HOSPITAL	12,248	9,756				22,004
CHARLES CAWLEY III					4,624	4,624
CHARLES E SMITH MD	3,219					3,219
CHARLES HANEY	2,072					2,072

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
CHARLES MEANS.....	3,168					3,168
CHARLES STEVENSON.....		4,580				4,580
CHATEAU VILLAGE NURSING AND REHAB.....	3,895					3,895
CHESAPEAKE GENERAL HOSPITAL.....	19,100					19,100
CHEYENNE MOUNTAIN CARE AND REHAB.....	5,379					5,379
CHICAGO DE PT REV CFD EMS.....	2,556					2,556
CHILDRENS HOSP HOME HEALTH.....	5,450	5,257				10,708
CHILDRENS HOSPITAL DME.....	2,274					2,274
CHILDRENS HOSPITAL MEDICAL CENTER.....	170,559	40,563		4,330	100,392	315,844
CHILDRENS HOSPITAL MEDICAL CENTER LAB.....	2,523					2,523
CHILDRENS HOSPITAL OF WISCONSIN.....	33,949		8,339			42,287
CHIPPENHAM & JOHNSTON WILLIS.....	87,976					87,976
CHRIS RIDGE PREMIER CARE AND REHAB.....	4,153					4,153
CHRIST HOSPITAL.....	225,799	8,644	25,625			260,067
CHRIST MED CENTER.....	21,952				2,818	24,770
CHRISTIAN HEALTH AND REHABILITATION.....	12,635					12,635
CHRISTIAN HLTH CNTR OF HOPKINS.....	12,173					12,173
CHRISTOPHER EAST HLTH CARE CTR.....	4,482					4,482
CHRISTUS SPOHN CC MEMORIAL HOSPITAL.....	4,777					4,777
CHURCH HILL HEALTH CARE AND REHAB.....	2,162					2,162
CITIZENS BAPTIST MEDICAL CENTER.....	2,085					2,085
CITIZENS MEMORIAL HOSPITAL.....	28,113					28,113
CLARK MEMORIAL HOSPITAL.....	13,800				2,595	16,395
CLARK REGIONAL MEDICAL CENTER.....	4,071					4,071
CLERMONT COUNTY DIALYSIS.....	7,690					7,690
CLEVELAND CLINIC FOUNDATION.....	4,760					4,760
CLINTON DAVIS.....	2,857					2,857
COLIN ZADIKOFF.....	2,442					2,442
COLORADO ACUTE LONG TERM HOSPITAL.....	39,246					39,246
COLORADO DHCPF.....	4,427					4,427
COLUMBIA ST MARYS HOSPITAL MILWAUKEE INC.....	10,793	4,370			7,030	22,193
COMMUNITY ALLIANCE HOME HLTH.....	2,764					2,764
COMMUNITY HEALTHCARE DOUGLAS.....	2,931					2,931
COMMUNITY HOSPITALS OF IN INC.....	18,464					18,464
COMMUNITY MEMORIAL HOSPITAL.....		4,505				4,505
COMPLEX CARE HOSPITAL AT TENAY.....	56,740					56,740
CONROE SURGERY CENTER 2 LLC.....	5,100					5,100
COOSA VALLEY MEDICAL CENTER.....	20,334					20,334
COPLEY MEMORIAL HOSPITAL.....	23,534	18,946			10,391	52,871
COPPER QUEEN COMMUNITY HOSPITAL.....	2,842					2,842
CORAM ALTERNATE SITE SERVICES.....	21,288	2,488				23,776
CORAM HEALTHCARE.....	2,785					2,785
CORAM HEALTHCARE CAROLINA HOME.....	2,491					2,491
CORNERSTONE OF RECOVERY INC.....		3,410				3,410
COTTONWOOD HOSPITAL MED CENTER LAB.....	3,027					3,027
COUNTRYSIDE CARE CENTRE.....	7,233				2,112	9,345
COVENTRY CARES KY.....	14,660					14,660
COVINGTON MANOR HEALTH AND REHAB.....	3,682					3,682
CRAWFORD HEALTHCARE AND REHABILITATION.....	3,774					3,774
CREIGHTON UNIVERSITY MEDICAL.....	4,953					4,953
CRESTWOOD CARE CENTRE.....		6,546				6,546
CROWNE HEALTH CARE OF MOBILE.....	5,013	2,266				7,280
CURTIS D JOHNSON MD.....	2,991					2,991
CYPRESS FAIRBANKS MEDICAL CENTER.....	8,059					8,059
DADE COUNTY NURSING HOME.....		2,179				2,179

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	2	3	4	5	6	7
	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
DANIEL ATIENZA	2,280					2,280
DANIEL MCMAHAN		2,665				2,665
DARRYL TANNENBAUM			2,674			2,674
DAVID A DEBOER MD	4,124					4,124
DAVID A SMITH MD	2,034					2,034
DAVID C FARAGHER MD	2,048					2,048
DAVID DEWITT	2,016					2,016
DAVID KING	2,839					2,839
DAVID PRYPUTNIEWICZ	5,556					5,556
DAY SURGERY FACILITIES					115,740	115,740
DCA OF CINCINNATI LLC	11,743					11,743
DEACONESS HOSPITAL INC	43,279					43,279
DEARBORN COUNTY HOSPITAL	2,141					2,141
DEHLI DIALYSIS	11,018					11,018
DELMAR GARDENS OF OVERLAND PK	6,315					6,315
DELNOR COMMUNITY HOSPITAL	6,741					6,741
DENVER HEALTH MEDICAL CENTER		9,965				9,965
DEPAUL HEALTH CENTER	14,957					14,957
DERRICK CHO		2,302				2,302
DES PERES HOSPITAL	2,415					2,415
DESERT SPRINGS HOSPITAL MEDICAL					749,636	749,636
DESERT TERRACE NURSING CENTER	4,469					4,469
DESERT VIEW REGIONAL MEDICAL CENTER					102,529	102,529
DETAR HOSPITAL		10,443	2,000			12,444
DIAGNOSTIC IMAGING ASSOCIATES					68,001	68,001
DIALYSIS CLINIC INC	28,530					28,530
DISCOVER V ISION CENTERS					2,585	2,585
DONALD CORENMAN	5,344					5,344
DONALD HACKBARTH		6,968				6,968
DOUGLAS W BEARD	3,136					3,136
DSI NORWOOD RENAL CENTER	14,790					14,790
DUPONT HOSPITAL	5,665					5,665
EAGLE HIGHLANDS SURGERY CENTER	6,091					6,091
EAST BANK CENTER LLC	7,576					7,576
EAST TAMPA DIALYSIS	6,516					6,516
E UNABLE TO UPDATE PROVIDER INFORMATION	17,172					17,172
EASTGATE HOME TRAINING	3,107					3,107
EATING RECOVERY CENTER LLC	2,200					2,200
EDGEWOOD MANOR NH	2,779					2,779
EDWARD DOHRING	2,199					2,199
EDWARD HOSPITAL	35,073					35,073
EDWIN STEVENS	4,560					4,560
ELIZABETH PERKEY	2,344					2,344
ELK GROVE LAB PHYSICIANS					43,000	43,000
ELMHURST ANESTHESIOLOGISTS PC					19,097	19,097
ELMHURST EXTENDED CARE CTR INC		3,768				3,768
ELMHURST MEMORIAL HEALTH SYSTEM					15,370	15,370
ELMHURST MEMORIAL HOSPITAL	13,965			14,720	28,918	57,602
ENVOY OF STRATFORD HILLS	7,095					7,095
EPHRAIM MCDOWELL REG MED CTR	12,939					12,939
ESSENTIA HEALTH FARGO	2,441					2,441
EUGENE Y CHEN MD					3,600	3,600
EVANGELICAL HOSPITAL CORP					199,866	199,866
EVERETT CARE AND REHABILITATION	5,374					5,374
EVERETT TRANSITIONAL CARE SERVICES	19,150	19,860				39,010
EVERGREENHEALTH MEDICAL CENTER	3,448					3,448

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
EXEMPLA BEHAVIORAL HEALTH.....	2,012					2,012
EXEMPLA GOOD SAMARITAN MED.....	44,458	48,026				92,483
EXEMPLA LUTHERAN MEDICAL CENTER.....		2,735				2,735
EXEMPLA LUTHERAN MEDICAL CTR.....	31,188					31,188
FAIRMONT CARE CENTER.....					4,293	4,293
FATIMA MOHIUDDIN.....					31,000	31,000
FAYETTEVILLE HEALTH & REHAB.....	3,824					3,824
FINLEY BROWN JR.....	2,800					2,800
FL AHCA.....	90,617	5,504				96,121
FLAGET MEMORIAL HOSPITAL.....	2,270					2,270
FLAGLER HOSPITAL INC.....					13,568	13,568
FLORIDA CANCER SPECIALISTS PLLC.....	8,887					8,887
F UNABLE TO UPDATE PROVIDER INFORMATION.....	31,229					31,229
FLORIDA HOSPITAL CARROLLWOOD.....	8,487					8,487
FLORIDA HOSPITAL CENTRE CARE.....					55,801	55,801
FLORIDA HOSPITAL EAST ORLANDO.....			5,176			5,176
FLORIDA HOSPITAL TAMPA.....	11,466	5,772				17,238
FLOYD MEDICAL CENTER.....	14,637					14,637
FLOYD MEMORIAL HOSPITAL.....	28,436					28,436
FMC DIALYSIS SERVICES ALSIP.....	7,631					7,631
FMC DIALYSIS SERVICES.....	7,044					7,044
FMC DIALYSIS SERVICES RAYTOWN.....	3,652					3,652
FMC NALCO HOME.....		14,798				14,798
FOREST FAIR DIALYSIS.....	9,414					9,414
FOREST HEIS.....	3,723					3,723
FOREST PARK MEDICAL CENTER.....	21,225					21,225
FORSYTH NURSING & REHAB.....	3,751					3,751
FORUM AT THE CROSSING.....	2,562					2,562
FOUNTAIN CENTERS.....	6,562					6,562
FOUNTAIN VIEW VILLAGE.....		3,683				3,683
FOUR COURTS AT CHEROKEE PARK.....	3,640					3,640
FOX VALLEY DIALYSIS LTD.....	5,112					5,112
FRANCISCAN PHYSICIAN HOSPITAL.....	17,227					17,227
FRANCISCAN ST JAMES HTLH MICHIGAN.....	14,302		6,013			20,315
FRANCISCAN ST MARGARET HEALTH.....	2,217					2,217
FRANCISCAN ST MARGARET MERCY.....	3,212					3,212
FREEMAN HOSPITAL.....	14,496	45,915				60,411
FREEMAN NEOSHO HOSPITAL.....	18,542					18,542
FRIENDSHIP HEALTH AND REHAB CENTER.....		3,976				3,976
FROEDTERT MEMORIAL LUTHERAN HOSPITAL.....	45,891	8,739				54,630
FT SANDERS REGIONAL MEDICAL CENTER.....	6,180	32,146				38,326
FULLERTON KIMBALL MEDICAL GRP.....					70,161	70,161
GA DEPT OF COMMUNITY HEALTH.....	8,049					8,049
GADSDEN REGIONAL MEDICAL CENTER.....	3,917					3,917
GALICHA HEART HOSPITAL.....	21,167					21,167
GARDEN TERRACE.....	5,110					5,110
GARFIELD KIDNEY CENTER LLC.....	6,172					6,172
GARRY J BROWN.....	2,507					2,507
G UNABLE TO UPDATE PROVIDER INFORMATION.....	4,253					4,253
GENERAL PHYSICIAN SERVICES.....	3,364					3,364
GENESYS REGIONAL MEDICAL CENTER.....	5,383					5,383
GENTIVA HEALTH SERVICES.....	7,791					7,791
GEORGE RAQUE.....					2,270	2,270
GGNSC INDEPENDENCE II LLC.....	10,852					10,852
GLENNON PLACE LLC.....	4,610	8,168				12,778
GLENVIEW DIALYSIS CENTER.....	3,297					3,297

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
GLENVIEW TERRACE NURSING CTR.....					3,183	3,183
GLENWOOD HEALTHCARE.....	3,532					3,532
GOLDEN LIVINGCENTER-FOLEY.....	3,164					3,164
GOLDEN LIVINGCENTER-HILLCREEK.....	2,115					2,115
GOLDEN LIVINGCENTER-KAW RIVER.....		2,306				2,306
GOLDEN LIVINGCENTER-MCDONALD.....	2,469					2,469
GOLDEN LIVINGCENTER-NEW HAVEN.....	7,593					7,593
GOLDEN LIVINGCENTER-SMITHVILLE.....	10,632					10,632
GOLDEN LIVINGCENTER-TEKAMAH.....	2,856					2,856
GOOD SAMARITAN HOSPITAL.....	388,285	13,169	2,476			403,931
GOOD SAMARITAN HOSPITAL.....	2,548					2,548
GOOD SHEPHERD MEDICAL CENTER-MARSHALL.....	2,913					2,913
GOTTLIEB MEMORIAL HOSPITAL.....	26,155				3,698	29,853
GRANDE PRAIRIE.....	2,595					2,595
GREAT MIDWEST MEDICAL INC.....		7,510				7,510
GREENVIEW REGIONAL HOSPITAL.....	3,208					3,208
GREENVILLE MEMORIAL HOSPITAL.....	146,144					146,144
GREGORY CORRADINO MD.....	2,753					2,753
GREGORY GOTTSCHLICH.....	3,114					3,114
GREGORY ZENNI.....		2,332				2,332
GRETCHEN MITCHEL.....	2,080					2,080
GREYSTONE HEALTH CARE CENTER.....	3,053					3,053
GROVE AT LINCOLN PARK LIVING.....		2,045				2,045
GROVE NORTH LIVING & REHAB CTR.....					3,516	3,516
GROVE OF LA GRANGE LIVING.....		3,531				3,531
GSS - PRESCOTT VALLEY.....	6,399					6,399
GSS-OLATHE.....	2,907	6,313				9,220
GULF BREEZE HOSPITAL.....					15,741	15,741
H LEE MOFFITT CANCER CENTER.....	17,763	2,257			6,493	26,512
HANGER PROST & ORTH CENTER.....	2,754					2,754
HANOVER HEALTH AND REHAB.....	2,054					2,054
HARDIN MEMORIAL HOSPITAL.....	2,421	4,614				7,034
HARESH B SAWLANI.....					28,000	28,000
HAROLD CANNON.....	2,674					2,674
HAVASU REGIONAL MEDICAL CENTER.....	19,961					19,961
HEALTH & HOSPITAL CORPORATION.....	3,360					3,360
HEALTH DIAGNOSTIC LABORATORY.....	2,352					2,352
HEALTHCARE USA.....	10,131					10,131
HEALTHSOUTH REHAB HOSP OF SOUTH.....	13,486					13,486
HEALTHSOUTH REHAB INSTITUTE.....	5,360					5,360
HEALTHSOUTH REHABILITATION HOSPITAL.....	19,787				7,589	27,376
HEART OF THE OZARKS HEALTHCARE.....	2,900					2,900
HEARTLAND OF HENRY II LLC.....	2,173	4,374				6,547
HENDRICKS REGIONAL HEALTH.....	2,074					2,074
HENRICO DOCTORS HOSPITAL.....	59,780				62,290	122,070
HENRICO DOCTORS HOSPITAL FOREST.....	12,575					12,575
HENRICO HEALTH & REHAB.....	5,484					5,484
HERITAGE CLUB AT GREENWOOD.....	2,120					2,120
HERME O SYLORA.....					33,160	33,160
HIGHLAND HEALTHCARE AND REHAB.....	9,225					9,225
HIGHLAND TERRACE.....	5,809					5,809
HIGHLINE MEDICAL CENTER.....	2,097					2,097
HILLCREST BAPTIST MEDICAL CENTER.....				5,902		5,902
HILLCREST HEALTH & REHAB.....	7,853	6,726				14,578
HILLCREST MEDICAL CENTER.....	9,680					9,680
HILLCREST MEMORIAL HOSPITAL.....	2,555					2,555

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
HILLHAVEN.....					35,694	35,694
HILLSIDE REHAB AND CARE CENTER.....	2,170					2,170
HINSDALE ANESTHESIA ASSOC LTD.....					2,301	2,301
HIRAM SHADDOX GERIATRIC CENTER.....	3,199	4,155				7,354
HLG ANES ASSOCIATES LLC.....					19,135	19,135
HMS AAF MERCY CARE PLAN.....	25,589	4,991				30,580
HOLSTON MANOR.....	3,097					3,097
HOLSTON VALLEY MED CTR.....	7,910	2,076				9,986
HOLY CROSS HOSPITAL.....	10,520				15,498	26,018
HOPEWELL HEALTH CARE CENTER.....	2,046					2,046
HOSLTON VALLEY IMAGING CENTER LLC.....	2,172					2,172
HOSPITAL DEL MAESTRO.....					9,159	9,159
HOSSEIN ELGAFY.....	3,871					3,871
HOWARD YOUNG MEDICAL CENTER.....	15,479					15,479
HUGH D MCPHERSON MD.....	2,825					2,825
HUGH GLOSTER JR.....	4,991					4,991
HUNTSVILLE HOSP BEHAVIOR CTR.....	2,758					2,758
HUNTSVILLE HOSPITAL.....	76,994					76,994
HURSTBOURNE CARE CENTER.....		3,879				3,879
IHHI DBA INFIRMARY WEST.....	6,449					6,449
IL DEPT OF HEALTHCARE & FAMILY.....	11,310					11,310
IMELDIA SIA MD SC.....					28,600	28,600
INDIAN CREEK HEALTH CARE CTR.....	5,985	8,847				14,832
INDIAN MEADOWS HEALTHCARE CENTER.....	18,446					18,446
INDIAN PATH MEDICAL CENTER.....	101,239					101,239
INDIANA MEDICAID.....	2,951					2,951
INDIANA UNIVERSITY HEALTH.....	4,358				13,489	17,847
INDIANA UNIVERSITY HEALTH INC.....	13,618					13,618
INFUSION PARTNERS CINCINNATI.....	16,193					16,193
INGALLS MEMORIAL HOSPITAL.....	6,898					6,898
INNISFREE HEALTH AND REHAB LLC.....	3,459					3,459
INNOVATIVE SENIOR CARE HOME.....	2,016					2,016
INSIGHT HEALTH CORP.....	2,266					2,266
INTERIM HEALTHCARE OF GREENVILLE.....	6,586					6,586
INTRATHECAL CARE SOLUTIONS LLC.....	2,238					2,238
IVY COURT.....	4,371					4,371
JACKSON HEALTH CARE FACILITY.....	2,987					2,987
JACKSON MEDICAL CENTER.....	5,407					5,407
JACKSON PARK HOSPITAL.....	4,015					4,015
JAMES M TUCHEK MD.....	2,109					2,109
JAMES R THISTLETHWAITE MD.....	3,983					3,983
JAMES RIVER CONVALESCENT.....		8,277				8,277
JAMESTOWN NURSING AND REHAB LLC.....	8,046					8,046
JEFFERSON HEALTHCARE.....		3,163				3,163
JEFFERSON REGIONAL MEDICAL CENTER.....	2,346					2,346
JEFFREY ALBERT.....		2,007				2,007
JEFFREY ALFORD.....					3,056	3,056
JEFFREY W CAMERON MD.....	2,259					2,259
JENNIFER HOFER MD.....					46,361	46,361
JENNIFER S KANG MD.....	3,265					3,265
JEREMY E GOFTON RNFA.....	2,079					2,079
JEWISH HOSPITAL INC.....	95,263					95,263
JEWISH HOSPITAL LLC.....	40,510	8,522				49,032
JEWISH HOSPITAL/ST MARYS HEALTH.....	13,924					13,924
JOHN ATWATER.....			7,164			7,164

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
JOHN C LINCOLN HOSPITAL DEER VALLEY	2,173					2,173
JOHN C LINCOLN HOSPITAL DEER VALLEY	4,877					4,877
JOHN C LINCOLN HOSPITAL NORTH	33,571					33,571
JOHN COWAN JR	4,760					4,760
JOHN HOUK	2,826					2,826
JOHN KNOX VILLAGE	23,756					23,756
JOHN LINZ		2,053				2,053
JOHN LOGIUDICE					2,135	2,135
JOHN MIKLOS	4,250					4,250
JOHN RUGE			5,557			5,557
JOHN SEFTER		2,628				2,628
JOHN WOLLAEGER					3,458	3,458
JOHNSON CITY MED CTR HOSP INC	3,276					3,276
JOHNSON CITY MEDICAL CENTER	2,799					2,799
JOHNSTON MEMORIAL HOSPITAL	8,418					8,418
JONATHAN BORDEN	2,646					2,646
JONATHAN KING MD	2,465					2,465
JOSE PEREZ SANZ	3,408					3,408
JOSEPH BUSCEMA MD	3,010					3,010
JOSEPH GOOGE	2,095	2,095				4,190
JOSEPH N NABONG MD	2,157					2,157
JOSEPH RIINA		3,501				3,501
JOSEPH WERNER JR		3,751				3,751
JOSHUA LEMMON			2,001			2,001
JOSHUA SEINFELD MD	2,651					2,651
JUAN TELLEZ MD					58,801	58,801
JUSTIN FRASER	3,480					3,480
KANSAS CITY VAMC					33,980	33,980
KARCHER ESTATES	2,513					2,513
KASEMAN SKILLED NURSING	8,939					8,939
KCI USA INC	2,561					2,561
KDC OF CENTRAL SAN ANTONIO	11,169					11,169
KELLE LOVAS		3,143				3,143
KENNAN WOLF	2,839					2,839
KENNETH KLEIST	5,073					5,073
KENT SAUTER	3,996					3,996
KENTUCKY KDMS	12,707				4,516	17,224
KETTERING MEDICAL CENTER		4,691				4,691
KIDNEY CENTER OF LAKEWOOD	13,875					13,875
KIDNEY DISEASE CENTER	10,399					10,399
KIERNAN EXTENDED CARE					23,647	23,647
KINDRED HOSPITAL ALBUQUERQUE	62,048				72,187	134,234
KINDRED HOSPITAL BAY AREA TAMP	23,830					23,830
KINDRED HOSPITAL CENTRAL TAMPA	33,409					33,409
KINDRED HOSPITAL DENVER	21,005					21,005
KINDRED HOSPITAL NORTHLAND	39,145	60,386	66,271			165,801
KINDRED HOSPITALS EAST LLC	24,698					24,698
KINDRED HOSPITALS TUCSON	8,088					8,088
KINDRED NURSING AND REHABILITATION	2,134					2,134
KINDRED TRANSITIONAL CARE	3,342					3,342
KINDRED TRANSITIONAL CARE & REHAB		9,821				9,821
KINDRED TRANSITIONAL CARE	6,212					6,212
KINGMAN REGIONAL MEDICAL CENTER	38,161				13,232	51,393
KNOX COMMUNITY HOSPITAL	5,122					5,122
KOOTENAI MEDICAL CENTER	14,647					14,647

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	Aging Analysis of Unpaid Claims					
	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
KOSAIR CHILDRENS HOSPITAL.....	10,305					10,305
KOSCIUSKO COMMUNITY HOSPITAL.....	10,585					10,585
KRISTIE J PARIS MD.....		2,821				2,821
KURUBARAHALLI R SAROJA MD.....	2,248					2,248
L E COX MEDICAL CENTERS.....	8,162					8,162
LA CANADA CARE CENTER.....	4,976					4,976
LA METROPOLITAN MEDICAL CENTER.....		2,146				2,146
LABCORP OF AMERICA HOLDINGS.....	8,673					8,673
LACROSSE HEALTH AND REHABILITATION.....	3,089					3,089
LAFAYETTE REGIONAL HEALTH CTR.....	10,844					10,844
LAKEVIEW VILLAGE INC.....	28,637	23,820				52,457
LAKEWOOD HEALTHCARE CENTER.....	7,884					7,884
LAKEWOOD SURGERY CTR.....	5,056	3,620				8,676
LANGLADE MEMORIAL HOSPITAL.....		5,544				5,544
LANNY I HECKER.....	3,407					3,407
LARRY G ARMSTONG.....	4,298					4,298
LAS PALOMAS CARE AND REHABILITATION.....	7,687					7,687
LAS VEGAS HEALTHCARE AND REHAB.....					12,905	12,905
LASER SPINE INSTITUTE LLC.....	15,282	6,594				21,877
LASER SPINE SURGICAL CENTER.....	7,734	6,118				13,851
LAUREL BAYE HC OF GREENVILLE.....		4,250				4,250
LAWRENCE MEMORIAL HOSPITAL.....	2,555					2,555
LAWSON MANOR AND REHAB.....	6,310					6,310
LCC OF GRANDVIEW.....	3,615	6,773				10,388
LCC OF KANSAS CITY.....	12,183					12,183
LCC OF OSAWATOMIE.....	2,833					2,833
LCC OF SAINT LOUIS.....	2,016					2,016
LECONTE MEDICAL CENTER.....	12,287					12,287
LEE MEMORIAL HOSPITAL.....		2,628				2,628
LEES SUMMIT MEDICAL CENTER.....	48,127					48,127
LEGACY GOOD SAMARITAN HOSPITAL.....	5,758					5,758
L UNABLE TO UPDATE PROVIDER INFORMATION.....	4,082					4,082
LEGACY SALMON CREEK HOSPITAL.....		7,348				7,348
LENOX HILL HOSPITAL.....	10,641					10,641
LEONARD J CERULLO MD.....					45,870	45,870
LEWIS MEMORIAL CHRISTIAN.....		3,829				3,829
LEWISGALE HOSPITAL MONTGOMERY.....	11,741					11,741
LEXINGTON CLINIC AMBULATORY.....	2,310					2,310
L UNABLE TO UPDATE PROVIDER INFORMATION.....		3,131				3,131
LEXINGTON HC CNTR STREAMWOOD.....	6,132					6,132
LEXINGTON VA VAMC.....		6,425				6,425
LHCG XXI LLC.....	4,210					4,210
LIBERTY DIALYSIS KENWOOD.....	9,649					9,649
LIBERTY DIALYSIS LLC.....	19,063					19,063
LIBERTY HOSPITAL.....	27,611	2,258				29,869
LIFE CARE CENTER LITTLETON.....	5,071	4,354				9,425
LIFE CARE CENTER OF EVERGREEN.....		5,449				5,449
LIFE CARE CENTER OF GREELEY.....	5,804					5,804
LIFE CARE CENTER OF NORTH GLEN.....	2,582					2,582
LIFE CARE CENTER OF PUYALLUP.....	4,911					4,911
LIFE CARE CENTER OF SANDPOINT.....	3,249					3,249
LIFE CARE CENTER OF WESTMINSTER.....	4,904					4,904
LIFE CARE CNTR OF SIERRA VISTA.....	5,805					5,805
LIFECARE CENTER OF CO SPRNGS.....		5,533				5,533
LIFECARE CNTR PARADISE VALLEY.....	2,283					2,283
LIFESCAN LABORATORY.....	2,966					2,966

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
LINCOLN PARK PHYSICAL THERAPY.....					46,161	46,161
LINDNER CENTER OF HOPE.....	3,677					3,677
LITTLE CO OF MARY HOSP/IND.....	6,294					6,294
LITTLE CO OF MARY HOSPITAL.....	3,860					3,860
LITTLETON ADVENTIST HOSPITAL.....	62,244		3,090			65,334
LLC OF MARYSVILLE.....	3,209					3,209
LLC OF TREASURE VALLEY.....		2,900				2,900
LOMA LINDA UNIV MED CENTER.....	8,119					8,119
LONESOME PINE HOSPITAL.....	4,167					4,167
LONG BEACH MEMORIAL MEDICAL CENTER.....	5,923					5,923
LOREN S SCHECHTER MD.....	2,700					2,700
LORI JACOBS.....	10,413					10,413
LOUISVILLE JEFFERSON CO METRO.....	3,124					3,124
LOURDES MEDICAL CENTER OF BURLINGTON.....			6,092			6,092
LOVELACE HOSP WOMENS.....	3,322					3,322
LOWELL BARRON MD.....					12,391	12,391
LOYOLA UNIVERSITY MED CTR.....	5,275				8,011	13,286
LOYOLA UNIVERSITY MEDICAL CENTER.....	3,991					3,991
LUMC HOME CARE & HOSPICE.....					18,020	18,020
LUTHERAN HOSPITAL.....	21,885					21,885
LYNWOOD NURSING HOME.....	6,603					6,603
M REZA KHARRAZI MD PC.....	2,139					2,139
MACNEAL HOSPITAL.....	224,364	30,738		7,039		262,141
MADELEINE VILLA INC.....	2,328	10,601				12,929
MADISON MANOR NURSING HOME.....	3,003					3,003
MAGNOLIA MANOR INMAN.....		8,566				8,566
MAHMOUD K MAHAFAZAH MD.....	4,386					4,386
MAHRUKH SUBHANI.....					2,454	2,454
MAJESTY HEALTH & REHAB OF EASLEY.....	7,363					7,363
MANAGEMENT AND NETWORK SERVICE.....	32,926	14,123				47,048
MANNA HEALTH & REHAB OF PICKEN.....	5,121					5,121
MANOR CARE OF HINSDALE IL LLC.....	6,121					6,121
MANOR CARE OF OAK LAWN WEST LLC.....	2,005					2,005
MANOR CARE OF PALOS HEIGHTS.....	3,164					3,164
MANOR CARE OF WESTMONT IL LLC.....	3,496					3,496
MANOR CARE OF WILMETTE IL LLC.....					3,694	3,694
MANORCARE HEALTH SERVICES.....	10,142					10,142
MANORCARE HEALTH SERVICES LLC.....	7,276					7,276
MANORCARE HEALTH SERVICES NORTH OLMSTED.....					2,814	2,814
MANORCARE HEALTH SERVICES.....	3,836					3,836
MANORCARE OF DENVER CO LLC.....		4,310				4,310
MANORCARE OF FLORISSANT MO LLC.....	4,611					4,611
MANORCARE OF NAPERVILLE IL LLC.....	2,819					2,819
MANORCARE OF SOUTH HOLLAND LLC.....	2,079					2,079
MANORCARE STRATFORD HALL.....	6,030					6,030
MANUEL F ROSADO MD.....	3,823					3,823
MANUEL MODIANO.....	5,504					5,504
MARC BRESLOW.....		2,237				2,237
MARC LAZZARO.....	3,558					3,558
MAREK PIENKOWSKI.....	2,503					2,503
MARGARET R NETTLETON MD.....					39,740	39,740
MARIANJOY REHABILITATION HOSPITAL.....	5,551					5,551
MARICOPA HEALTH SYSTEM.....	34,997					34,997
MARICOPA, SOUTHWEST.....	2,813					2,813
MARK DUBIN MD LLC.....					60,801	60,801
MARK GARDON.....	10,907		4,500			15,407

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
MARK GIACOMIN.....					686,807	686,807
MARK HAMMOND.....					2,075	2,075
MARK HOWARD.....					2,581	2,581
MARK J RUSSO MD.....	6,780					6,780
MARK SCHICK.....	2,003					2,003
MARQUIS CARE AT MT TABOR.....	3,378					3,378
MARY ALBERS.....	13,346					13,346
MARYVALE HOSPITAL.....	2,967					2,967
MARYVIEW MEDICAL CENTER.....	33,507					33,507
MAX STEUER.....		9,246				9,246
MAYO ST MARYS HOSPITAL.....				20,763		20,763
MD ANDERSON CANCER CENTER.....	14,925					14,925
MEA ELK GROVE LLC.....					477,605	477,605
MEADOWBROOK CARE CENTER.....	6,012					6,012
MEADOWBROOK MANOR OF LAGRANGE.....	4,025					4,025
MEADOWBROOK REHABILITATION HOSPITAL.....		8,499				8,499
MEADOWVIEW REGIONAL MEDICAL CENTER.....			2,732			2,732
MECHANICSVILLE DIALYSIS.....		8,167				8,167
MEDICAL CARE CENTER LYNCHBURG.....	2,362					2,362
MEDICAL CENTER AT BOWLING GREEN.....	18,965					18,965
MEDICAL CENTER OF AURORA.....	20,346	4,874				25,220
MEDICAL CENTER OF THE ROCKIES.....	45,819					45,819
MEDICALODGE POST ACUTE CARE.....	6,485					6,485
MEDICOR HOMECARE INC.....	3,720					3,720
MEDINA NURSING CENTER INC.....	5,494					5,494
MEMORIAL HEALTH SYSTEM.....	47,068	6,306				53,374
MEMORIAL HOSPITAL FOR CANCER.....	13,104					13,104
MEMORIAL HOSPITAL PEMBROKE.....					61,225	61,225
MENORAH MEDICAL CENTER.....	146,343					146,343
MERCY FRANCISCAN HOSPITAL.....	2,096					2,096
MERCY GILBERT MEDICAL CENTER.....	13,954					13,954
MERCY HOSPITAL & MEDICAL CTR.....	31,204	6,444				37,648
MERCY HOSPITAL ANDERSON.....	5,710					5,710
MERCY HOSPITAL AURORA.....	11,715					11,715
MERCY HOSPITAL BERRYVILLE.....	8,290					8,290
MERCY HOSPITAL CARTHAGE.....	20,151					20,151
MERCY HOSPITAL CASSVILLE.....	6,185	2,442				8,628
MERCY HOSPITAL FAIRFIELD.....	15,124					15,124
MERCY HOSPITAL FORT SMITH.....	37,985					37,985
MERCY HOSPITAL JOPLIN.....	2,068					2,068
MERCY HOSPITAL LEBANON.....	8,177					8,177
MERCY HOSPITAL MOUNT AIRY.....	3,464					3,464
MERCY HOSPITAL OF JANESVILLE.....					2,037	2,037
MERCY HOSPITAL ROGERS.....	6,222					6,222
MERCY HOSPITAL SPRINGFIELD.....	132,930	2,082	80,782			215,794
MERCY HOSPITAL ST LOUIS.....					7,821	7,821
MERCY HOSPITAL WESTERN HILLS.....	11,831	2,285				14,116
MERCY MEDICAL.....	8,204					8,204
MERCY MEDICAL CENTER.....	72,935					72,935
MERCY MEDICAL SUPPLY.....	5,144					5,144
MERCY ST FRANCIS HOSPITAL.....	2,014					2,014
MERIDIAN CARE & REHABILITATION.....	3,762					3,762
MERITER HOSPITAL INC.....					4,128	4,128
METHODIST HOSPITALS.....	2,500					2,500
METHODIST MEDICAL CENTER.....	3,284					3,284
METHODIST WEST HOUSTON HOSPITAL.....	12,654					12,654

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
METRO SOUTH MEDICAL CENTER.....	40,637			2,286		42,923
METRO SPECIALTY SURGERY CENTER LLC.....	3,014	10,557			2,963	16,534
METWEST INC.....	2,312					2,312
MIAMI CHILDRENS HOSPITAL.....	2,473					2,473
MICHAEL BATEMAN.....		3,754				3,754
MICHAEL FLETCHER.....	2,632					2,632
MICHAEL J EISENBERG.....					3,657	3,657
MICHAEL JOFFE.....		4,254				4,254
MICHAEL KRAMER.....		3,128				3,128
MICHAEL L TITZER MD.....	4,665					4,665
MICHAEL MISKELLA.....					3,006	3,006
MICHAEL REESE HOSP & MED CTR.....					16,404	16,404
MICHAEL S ROBERTS.....	6,234					6,234
MICHAEL S WENG MD.....	2,180					2,180
MICHAEL W BROWN MD.....	4,784					4,784
MICHAEL Y CHANG MD.....					3,760	3,760
MID AMERICA REHAB HOSPITAL.....	14,474					14,474
M UNABLE TO UPDATE PROVIDER INFORMATION.....	3,109					3,109
MILES GRAIVIER.....					4,254	4,254
MILLERS MERRY MANOR.....	3,029					3,029
MINERAL AREA REGIONAL MEDICAL.....	2,242					2,242
MO HEALTHNET DIVISION.....	7,072					7,072
MO HEALTHNET DIVISION.....	2,194					2,194
MOBILE BAY REHABILITATION HOSPITAL.....	4,313					4,313
MOBILE INFIRMARY MEDICAL CNTR.....	10,731					10,731
MOBILE MED CARE.....	5,200					5,200
MOBILE SURGERY CENTER.....	2,886					2,886
MOHAMMED A RAHEEM MD.....	3,117					3,117
MONTEREY PARK NURSING CENTER.....	8,241					8,241
MORRISTOWN HAMBLEN HOSPITAL.....	3,244					3,244
MOUNT SINAI HOSPITAL.....	46,264					46,264
MOUNT SINAI MEDICAL GROUP.....					2,403	2,403
MOUNTAIN STATES HEALTH ALLIANCE.....	18,530					18,530
MOUNTAIN VIEW CARE CENTER.....	5,209					5,209
MOUNTAIN VIEW HOSPITAL.....					492,354	492,354
MOUNTAIN VISTA MEDICAL CENTER.....	16,350					16,350
MOUNTAIN VISTA ORTHOPAEDIC SURGERY.....	2,979					2,979
M UNABLE TO UPDATE PROVIDER INFORMATION.....	2,614					2,614
MT AUBURN DIALYSIS.....	6,871					6,871
NADER KREIT.....					2,890	2,890
NANSEMOND POINTE REHAB.....	8,422	4,893				13,315
NATHANIEL FASTENBERG.....	3,766					3,766
NATIONAL DEAF ACADEMY LLC.....	5,580					5,580
NATIONAL PARK MEDICAL CENTER.....	11,567					11,567
NATURAL MOLECULAR TESTING CORPORATION.....	3,353					3,353
NEBRASKA METHODIST HOSPITAL.....	30,727					30,727
NEBRASKA SKILLED NURSING & REHAB.....	2,598					2,598
NEVADA ANESTHESIOLOGY PARTNERS.....					3,325	3,325
NEW HANOVER REGIONAL MEDICAL CENTER.....	3,688					3,688
NEW MARK CARE CENTER.....	9,627					9,627
NEW SUMMERFIELD HEALTH & REHAB.....	2,818					2,818
NHC HEALTHCARE ANDERSON.....	3,479					3,479
NHC HEALTHCARE BRISTOL.....	9,706					9,706
NHC HEALTHCARE GREENVILLE.....	12,792					12,792
NHC HEALTHCARE MAULDIN.....	3,079					3,079

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
NICHOLAS LEVERETTE.....		2,217				2,217
NICHOLAS R MATARAGAS.....	12,437					12,437
NM ARTIFICIAL KIDNEY CENTER.....	10,722					10,722
NORRIDGE NURSING HOME.....	6,226	4,008				10,234
NORTH AMER PARTNERS IN ANESTHESIOLOGY.....	18,656					18,656
NORTH ARKANSAS REGIONAL MEDICAL.....	16,303					16,303
NORTH CENTRAL BAPTIST HOSPITAL.....	4,079					4,079
NORTH COLORADO MEDICAL CENTER.....	8,634					8,634
NORTH KANSAS CITY HOSPITAL.....	139,445	23,940				163,386
NORTH MOUNTAIN MEDICAL AND REHAB.....	20,269	5,888				26,157
NORTH PARK NURSING CENTER.....	2,118					2,118
NORTH SUBURBAN MEDICAL CENTER.....	22,011					22,011
NORTH VISTA HOSPITAL.....					108,881	108,881
NORTHERN COCHISE COMMUNITY HOSPITAL.....	11,184					11,184
NORTHERN COLORADO REHABILITATION.....	3,953					3,953
NORTHERN IDAHO ADVANCED CARE.....	20,963					20,963
NORTHERN ILLINOIS MEDICAL CTR.....	8,568					8,568
NORTHSHORE UNIVERSITY HEALTHSYSTEM.....	22,659					22,659
NORTHSHORE UNIVERSITY HEALTHSYSTEM.....		4,839				4,839
NORTHSIDE CHEROKEE HOSPITAL INC.....	2,751					2,751
NORTHSIDE HOSPITAL.....		33,621			2,190	35,811
NORTHWAY HEALTH & REHABILITATION.....	3,003					3,003
NORTHWEST COMMUNITY HOSPITAL.....	70,229	3,006				73,235
NORTHWEST HILLS SURGICAL HOSPITAL.....	2,077					2,077
NORTHWEST HOSPITAL AND MEDICAL.....	4,698					4,698
NORTHWEST MEDICAL CENTER.....	36,184	7,560				43,744
NORTHWEST MEDICAL CENTER BENTON.....	34,834					34,834
NORTHWESTERN MEMORIAL HOSPITAL.....		21,764			9,579	31,343
NORTON AUDUBON HOSPITAL.....	34,048	26,786				60,834
NORTON BROWNSBORO HOSPITAL.....	22,793		42,042			64,835
NORTON COMMUNITY HOSPITAL.....	5,544	2,344				7,888
NORTON HEALTHCARE PAVILION.....	55,032					55,032
NORTON HOSPITAL INC.....	34,775	65,973				100,748
NORTON SUBURBAN HOSPITAL.....	72,698					72,698
NORWEGIAN AMERICAN HOSPITAL.....	13,145					13,145
OAK PARK MEDICAL PRACTICES.....					94,501	94,501
OAKLAWN RADIOLOGY IMAGING CONSULTANTS.....					27,400	27,400
OAKMONT EAST.....	4,031					4,031
OAKMONT WEST.....	2,675					2,675
OCHSNER FOUNDATION HOSPITAL.....	14,167					14,167
OCHSNER MC KENNER.....	12,015	3,666				15,681
OCONOMOWOC MEMORIAL HOSPITAL.....	6,784					6,784
OLATHE DIALYSIS.....	5,710					5,710
OLATHE MEDICAL CENTER INC.....	28,694					28,694
OLIVER BATSON.....	3,003					3,003
ORANGE COAST MEMORIAL MEDICAL CENTER.....	3,867					3,867
ORCHARD PARK HEALTH CARE CENTER.....	4,393					4,393
ORTHO COLORADO HOSPITAL ST.....	66,743					66,743
ORTHOPEDIC & SPORTS SURGERY CENTER.....	3,147					3,147
ORTHOPEDIC ASSOCIATES SC.....					2,419	2,419
OSAMA ZAIDAT.....		3,605				3,605
OSCAR CASTELLANOS.....					2,617	2,617
OSCEOLA REGIONAL MEDICAL CENTER.....	8,835					8,835
OSF SAINT FRANCIS MEDICAL CENTER.....	40,950				7,249	48,199
OUR LADY OF BELLEFONTE HOSPITAL INC.....	7,374				4,592	11,966
OUR LADY OF THE RESURRECTION.....	23,425					23,425

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
OVERLAND PARK REGIONAL MEDICAL.....	106,431	8,537			2,926	117,894
OVERLAND PARK REGIONAL MEDICAL CENTER.....	10,751					10,751
OVIDIU BRESKAN MD.....					2,016	2,016
OWENSBORO MEDICAL HEALTH SYSTEM.....	3,023	17,301			2,117	22,440
OZARKS COMMUNITY HOSPITAL.....		3,537				3,537
PA PETERSON CENTER FOR HEALTH.....	11,359					11,359
PACIFIC SPECIALTY AND REHAB.....	5,860	5,872				11,732
PALMETTO HEALTH BAPTIST.....	2,031					2,031
PALO VERDE MENTAL HEALTH.....	3,175					3,175
PALOS COMMUNITY HOSPITAL.....	11,193					11,193
PARHAM HEALTH CARE AND REHAB.....	5,785	2,662				8,447
PARIS HEALTH & REHAB CENTER.....	4,227					4,227
PARK AVENUE HEALTH & REHABILITATION.....	5,315					5,315
PARK WEST CARE CENTER.....	2,194					2,194
PARKER ADVENTIST HOSPITAL.....	20,793					20,793
PARKLAND HEALTH CENTER.....	7,104					7,104
PARKRIDGE MEDICAL CENTER INC.....					2,609	2,609
PARKVIEW HOSPITAL INC.....	8,505					8,505
PARKWAY HEALTH AND REHAB.....	2,314					2,314
PARKWEST MEDICAL CENTER.....	16,726					16,726
PARMJEET K BANGHAR MD.....	2,008					2,008
PASSPORT HEALTH PLAN.....	7,795	19,697				27,492
PATEWOOD MEMORIAL HOSPITAL.....	5,060					5,060
PATHOLOGY PARTNER.....					67,001	67,001
PATRICK CHO MD.....					5,660	5,660
PAUL B HALL REGIONAL MED CTR.....					17,742	17,742
PAUL BAEK.....			5,177			5,177
PAUL BRADY.....	4,533					4,533
PAUL ELLIS.....	6,218					6,218
PAUL MILLER.....	3,011					3,011
PAUL NAYLOR.....		2,544				2,544
PEACEHEALTH SOUTHWEST MEDICAL.....	31,716					31,716
PEACHFORD HOSPITAL.....	2,640					2,640
PENROSE ST FRANCIS.....	32,608			2,263		34,871
PENTEG HEALTH INC.....	3,460					3,460
PERSONAL TOUCH HOME CARE.....	2,960					2,960
PETA MINEROF DPM.....					2,101	2,101
PETER DAWSON M D.....					16,332	16,332
PHBC CASSVILLE HEALTH CARE.....	5,546					5,546
PHGY LLC DBA GOLDEN YEARS.....	2,452	7,186				9,638
PHI AIR MEDICAL.....	5,356					5,356
PHILIP LEWING.....	6,690					6,690
PHKC CLEVELAND, LLC DBA GREGOR.....	2,731	6,537				9,268
P UNABLE TO UPDATE PROVIDER INFORMATION.....	20,819					20,819
P UNABLE TO UPDATE PROVIDER INFORMATION.....					5,469	5,469
PHOENIX CHILDRENS HOSPITAL.....	18,538	2,592				21,130
PHYSICIANS ANESTHESIA SERVICES INC GROUP.....	3,356					3,356
PHYSICIANS CHOICE LABORATORY.....	12,059					12,059
PHYSICIANS SPECIALTY HOSPITAL.....	3,579					3,579
PIEDMONT HENRY HOSPITAL INC.....	40,444					40,444
PIEDMONT HOSPITAL.....	2,776					2,776
PIKEVILLE MEDICAL CENTER INC.....	5,036					5,036
PINNACLE HEALTH FACILITIES XVI.....		9,455				9,455
PINNACLE RIDGE.....	10,994	8,696				19,689
PLACENTIA LINDA HOSPITAL.....	7,931					7,931
PLATTE VALLEY MEDICAL CENTER.....	20,521					20,521

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	2	3	4	5	6	7
	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
PLAZA DEL RIO CARE CENTER.....	2,897					2,897
PLAZA HEALTHCARE INC DBA.....	2,700					2,700
PLAZA MANOR.....	4,769					4,769
PLEASANT HILL HEALTH AND REHAB.....	5,871	4,644				10,515
PLEASANT VALLEY MANOR CARE.....	4,060					4,060
POINTER TRAIL HEALTH AND REHAB.....		7,178				7,178
PORTER ADVENTIST HOSPITAL.....					2,263	2,263
PORTER MEMORIAL HOSPITAL.....	3,550					3,550
POUDRE VALLEY HOSPITAL.....	15,273					15,273
PREFERRED HOMECARE BILLING OFFICE.....	10,359					10,359
PREMIER PAIN SPECIALISTS LLC.....					50,601	50,601
PRESBYTERIAN HOSPITAL.....	15,314					15,314
PRESBYTERIAN RUST MED CTR.....	3,259					3,259
PRESBYTERIAN ST LUKES MEDICAL.....	27,067					27,067
PRESCOTT OUTPATIENT SURGICAL CENTER.....	5,866					5,866
PROVENA MCAULEY MANOR.....		7,072				7,072
PROVENA MERCY CENTER.....	38,978					38,978
PROVENA MERCY MEDICAL CENTER.....					84,223	84,223
PROVENA ST ANNE CENTER.....	5,808	2,756				8,564
PROVENA ST JOSEPH MEDICAL CENTER.....					3,046	3,046
PROVENA ST JOSEPH MEDICAL CNT.....	23,302					23,302
PROVENA ST JOSEPH MEDICAL CTN.....	26,228					26,228
PROVENA ST MARYS HOSPITAL.....	2,968				38,643	41,611
PROVENA ST MARYS OF KANK.....					4,780	4,780
PROVENA VILLA FRANCISCAN.....	5,459					5,459
PROVIDENCE HOLY FAMILY HOSPITAL.....	45,222					45,222
PROVIDENCE HOSPITAL.....	33,512			44,238		77,751
PROVIDENCE MEDICAL CENTER.....	180,184	4,317				184,501
PROVIDENCE PLACE.....	11,540	5,840				17,380
PROVIDENCE REGIONAL MEDICAL.....	128,480					128,480
PROVIDENCE ST VINCENT MEDICAL.....	3,649					3,649
PROVIDER NOT AVAILABLE.....		6,028				6,028
PUEBLO SPRINGS REHABILITATION.....	3,561	3,260				6,821
QUEST DIAG NOSTICS.....	18,119					18,119
QUEST DIAGNOSTIC.....	5,013					5,013
QUEST DIAGNOSTICS.....	5,178					5,178
Q UNABLE TO UPDATE PROVIDER INFORMATION.....		3,007				3,007
RADIATION ONCOLOGY LTD.....					26,800	26,800
RADIOLOGICAL CONS OF WOODSTOCK.....					174,402	174,402
RADIOLOGICAL PHYSICIANS.....					46,581	46,581
RAINIER VISTA CARE CENTER.....	2,064					2,064
RAJ KAKARLAPUDI.....	2,296					2,296
RAJESH KUKUNOOR.....		3,303	3,303			6,606
RAKESH KUMAR.....		5,083				5,083
RANCHO SPRINGS MEDICAL CENTER.....					8,854	8,854
RANDOLPH COHEN.....		4,254				4,254
RCG HDM.....	8,965					8,965
REEDEMER HEALTH & REHAB.....	8,461					8,461
REFAT M BARIDI MD.....	4,409					4,409
REGIONAL CARE OF SPRINGFIELD.....	3,075					3,075
REHAB INSTITUTE OF CHICAGO.....	24,936					24,936
RESEARCH MEDICAL CENTER.....	533,669		7,943			541,612
RESEARCH PSYCHIATRIC CENTER.....	10,980					10,980
RESURRECTION HOSPITAL.....					60,087	60,087
RESURRECTION MED CENTER REHAB.....	19,725				2,152	21,877
RESURRECTION MEDICAL CENTER.....	28,169	10,179				38,348

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
RICHARD ASSING.....					2,086	2,086
RICHARD BEATY DO.....					23,000	23,000
RICHARD BOYER.....	2,182	4,141				6,323
RICHARD BRODERICK.....	6,540					6,540
RICHARD FREE.....					3,552	3,552
RICHMOND COMMUNITY HOSPITAL.....	24,023	3,416				27,439
RIDGE BEHAVIORAL HEALTH SYSTEM.....	3,289					3,289
RIDGE CREST NURSING CENTER.....		3,633				3,633
RIDGEVIEW INSTITUTE.....	2,953					2,953
RIDGEVIEW MEDICAL CENTER.....				4,791		4,791
RIGHTSOURCE.....	12,993					12,993
RIVERSIDE MEDICAL CENTER.....					2,413	2,413
RIVERSIDE REGIONAL MEDICAL CENTER.....	19,360					19,360
RML HEALTH PROVIDERS LP.....	46,968	29,044				76,012
ROANE COUNTY MEDICAL CENTER.....	3,913					3,913
ROBERT A BAYER MD.....	2,099					2,099
ROBERT BOHINSKI.....		3,886				3,886
ROBERT KLICKOVICH.....	2,278					2,278
ROBERT M BEATTY MD.....	4,648					4,648
ROBERT M LAPORTE MD.....	4,845					4,845
ROBERT SHUGART.....	2,494					2,494
ROCKFORD MEMORIAL HOSPITAL.....	25,051	15,585				40,636
ROCKTON COMMUNITY HEALTH CTR.....					66,216	66,216
ROCKY MOUNTAIN HOLDINGS LLC.....	4,543					4,543
ROGER C PEACE HOSPITAL REHABILITATION.....	13,055					13,055
ROKEYA BEGUM AKHTAR M D.....					491,205	491,205
ROLAND M TIO MD.....					10,440	10,440
ROLAND WESLEY MIYADA MD.....					4,092	4,092
RONALD HESS.....	3,712					3,712
ROSE DELIMA HOSPITAL.....					580,904	580,904
ROSE MEDICAL CENTER.....	3,991					3,991
ROSEWOOD CARE CTR OF ST CHARLES.....	3,136					3,136
ROSEWOOD HEALTH AND REHAB CENTER.....	10,071					10,071
ROSWELL SURGICAL CENTER.....		3,321				3,321
ROTECH OXY GEN MEDICAL EQUIPMENT.....	5,895					5,895
ROYA FAMILY MEDICAL CENTER.....					175,002	175,002
ROYAL MANOR INC.....	3,374					3,374
ROYAL TERRACE NURSING AND REHAB.....	3,065					3,065
RUSH OAK PARK HOSPITAL.....	40,235					40,235
RUSH UNIVERSITY MEDICAL CTR.....	9,117					9,117
RUSHFORD CENTER INC.....			2,360			2,360
RUSSEL LEGREID II.....	2,320					2,320
RUTH WARREN.....	7,964					7,964
S BALDWIN REGIONAL MEDICAL CTR.....	3,475					3,475
SAAD HEALTHCARE SERVICES INC.....	4,481					4,481
SABINO CANYON REHAB & CARE CENTER.....	3,505					3,505
SACRED HEART MEDICAL CENTER.....	10,834					10,834
SAINT ALPHONSUS REGIONAL MEDICAL.....	41,216	2,779				43,994
SAINT JOSEPH BERIA.....	3,492					3,492
SAINT JOSEPH EAST.....	11,573					11,573
SAINT JOSEPH EAST HOSPITAL.....	24,335					24,335
SAINT JOSEPH HEALTH SYSTEM.....	14,861					14,861
SAINT JOSEPH HOSPITAL.....	34,221	40,086				74,306
SAINT JOSEPH LONDON.....	4,224					4,224
SAINTS MARY & ELIZABETH MEDICAL.....	5,844				6,373	12,217
SAINTS MARY AND ELIZABETH HOSPITAL.....	7,600					7,600

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
SALEM HEALTH & REHABILITATION.....	3,128					3,128
SALLY HEBERT.....					2,879	2,879
SAMUEL M YUNEZ MD.....					32,400	32,400
SAN JACINTO METHODIST HOSPITAL.....	3,368					3,368
SAN RAMON REGIONAL MEDICAL CENTER.....			8,985			8,985
SANDRA R VALAITIS MD.....	4,654					4,654
SANTA ROSA MEDICAL CENTER.....	7,572					7,572
SCENIC MOUNTAIN MEDICAL CENTER.....	9,687					9,687
SCHWAB REHAB CENTER.....		4,900				4,900
SCTTSDLE HLTH OSB.....	45,414	11,829				57,243
SCTTSDLE HLTH SHEA.....	23,183					23,183
SEAN TRACY.....	3,259					3,259
SELECT SPECIALTY HOSPITAL DALLAS.....	95,343					95,343
SENTARA CAREPLEX HOSPITAL.....	12,117					12,117
SENTARA LEIGH HOSPITAL.....	13,304					13,304
SENTARA NORFOLK GENERAL HOSPITAL.....	149,665					149,665
SENTARA NURSING CENTER.....	6,111	2,496				8,607
SENTARA OBICI HOSPITAL.....	21,042					21,042
SENTARA VIRGINIA BEACH GENERAL.....	7,944					7,944
SEQUENOM CMM.....	3,749					3,749
SERGEY KACHAR.....			2,180			2,180
SETON MEDICAL CENTER HAYS.....	2,541					2,541
SHAHNAZ SAEED MD.....	6,727					6,727
SHANGRI LA REHAB & LIVING CENTER.....	7,926					7,926
SHARON LANE HEALTH SERVICES.....	3,823	5,963				9,786
SHAWNEE MISSION MEDICAL CTR.....	6,890					6,890
SHEBOYGAN DIALYSIS.....	13,154	8,140				21,294
SHEKAR KURPAD.....	12,906			5,165		18,072
SHERMAN HOSPITAL.....	13,657	3,016				16,673
SHILOH NURSING AND REHAB LLC.....	2,667					2,667
SHOREHAVEN HEALTH AND REHABILITATION CTR.....	2,922					2,922
SIERRA PROVIDENCE EAST MEDICAL CENTER.....		3,537				3,537
SIERRA VISTA REGIONAL HEALTH CENTER.....	17,002	2,385				19,387
SIMHA KUKUNOORU.....					2,062	2,062
S UNABLE TO UPDATE PROVIDER INFORMATION.....	3,123					3,123
SKAGGS REGIONAL MEDICAL CENTER.....	7,183					7,183
SMYTH CO COMMUNITY HOSPITAL.....	5,305					5,305
SMYTH COUNTY COMMUNITY HOSPITAL.....	10,102					10,102
SNEHAL A DAMLE MD.....	2,591					2,591
SOLARI HOSPICE CARE LLC.....					4,027	4,027
SOLIMAN M A SOLIMAN MD.....	2,871					2,871
SONORA QUE ST LABORATORIES.....	8,750					8,750
SOUTH AUSTIN HOSPITAL.....	2,601					2,601
SOUTH HAMPTON PLACE.....		12,202				12,202
SOUTH SEMINOLE HOSPITAL.....	7,072					7,072
SOUTH SHORE HOSPITAL.....	67,354					67,354
SOUTHCOAST HOSPITALS GROUP.....	2,438					2,438
SOUTHEASTERN EMERGENCY PHYSICIANS INC.....	2,980					2,980
SOUTHERN HILLS HOSPITAL.....	10,097				272,880	282,977
SOUTHERN INDIANA REHABILITATION HOSPITAL.....		13,668				13,668
SOUTHPARK SURGERY CENTER LLC.....	3,354					3,354
SOUTHVIEW HOSPITAL.....	5,525					5,525
SOUTHWEST GENERAL HEALTH CENTER.....		5,486				5,486
SOUTHWEST KIDNEY DAVITA.....	10,840					10,840
SOUTHWOOD CARE CENTER LP.....					3,168	3,168

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
SPARKS REGIONAL MEDICAL CENTER	81,067	2,114				83,181
SPRING VALLEY HOSPITAL MEDICAL					789,747	789,747
SPRING VALLEY HOSPITAL MEDICAL CENTER					3,580	3,580
SPRINGBROOK BEHAVIORAL HEALTH	2,209					2,209
SPRINGDALE HEALTH AND REHAB	3,859					3,859
SPRINGFIELD OB/GYN GROUP LTD					2,389	2,389
SPRINGFIELD REHAB & HEALTHCARE		2,495				2,495
SPRINGHILL MEMORIAL HOSPITAL	63,100					63,100
SPRINGWOODS BEHAVIORAL HEALTH	3,135					3,135
ST ALEXIUS MEDICAL CENTER	46,214	11,382			7,103	64,699
ST ALPHONSUS NAMPA	14,480					14,480
ST ANTHONY CENTRAL HOSPITAL	49,561					49,561
ST ANTHONY EMERGENCY SVCS PHYSICIANS					117,001	117,001
ST ANTHONY HOSPITAL	25,259					25,259
ST ANTHONY MEDICAL CENTER	30,956					30,956
ST ANTHONY NORTH HOSPITAL	6,382					6,382
ST ANTHONYS HOSPITAL	12,800					12,800
ST BENEDICT NURSING & REHAB					2,496	2,496
ST ELIZABETH HEALTHCARE	101,402	4,277			10,114	115,792
ST ELIZABETH HEALTHCARE IN FLORENCE	9,675					9,675
ST FRANCIS EASTSIDE	43,368					43,368
ST FRANCIS HOSPITAL	12,147					12,147
ST FRANCIS MEDICAL CENTER	19,490					19,490
ST FRANCIS REHAB CENTER	20,514	6,642				27,156
ST JOHN MACOMB HOSPITAL	42,353					42,353
ST JOHN MEDICAL CENTER	4,974					4,974
ST JOHNS HOSPITAL					20,574	20,574
ST JOSEPH HEALTH CENTER	9,536					9,536
ST JOSEPH HOME AND REHABILITATION CENTER	2,258					2,258
ST JOSEPH HOSPITAL	22,424					22,424
ST JOSEPH HOSPITAL OF ORANGE					24,946	24,946
ST JOSEPH MEDICAL CENTER	19,682					19,682
ST JOSEPH VILLA OMAHA	6,040					6,040
ST JOSEPHS HOSP AND MED CTR	9,705					9,705
ST JOSEPHS HOSPITAL INC	2,942					2,942
ST JOSEPHS HOSPITAL OF ATLANTA INC	9,804					9,804
ST JOSEPHS MEDICAL CENTER	11,907					11,907
ST JOSEPHS MERCY HEALTH CENTER	8,255					8,255
ST LOUIS UNIVERSITY HOSPITAL	7,224					7,224
ST LUKES BAPTIST HOSPITAL	13,090					13,090
ST LUKES BEHAVIORAL HOSPITAL	5,361					5,361
ST LUKES HOSPITAL OF KANSAS	122,518					122,518
ST LUKES HOSPITAL OF KANSAS CITY	2,297				21,360	23,657
ST LUKES MAGIC VALLEY REGIONAL	6,220					6,220
ST LUKES MEDICAL CENTER	6,352					6,352
ST LUKES MVRMC	9,106					9,106
ST LUKES REGIONAL MEDICAL CENTER	27,609					27,609
ST MARGARET MERCY HEALTH CTR	7,657					7,657
ST MARY CORWIN MEDICAL CENTER	54,151					54,151
ST MARY'S HEALTH CENTER	3,101					3,101
ST MARYS HOSPITAL	102,498	15,901				118,399
ST MARYS HOSPITAL MADISON	3,611					3,611
ST MARYS HOSPITAL MEDICAL CENTER	10,520					10,520
ST MARYS MANOR	23,890					23,890
ST MARYS MEDICAL CENTER	47,895					47,895
ST MARYS OZAUKEE	3,336					3,336

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
ST MATTHEW LUTHERAN HOME.....					2,260	2,260
ST NICHOLAS HOSPITAL.....	2,532					2,532
ST PATRICK HOSPITAL.....	2,251					2,251
ST PAULS HOUSE & HEALTH CARE.....		4,115				4,115
ST ROSE DOMINICAN HOSPITAL.....	17,668				299,579	317,247
ST ROSE DOMINICAN SIENA HOSPITAL.....					811,873	811,873
ST TAMMANY PARISH HOSPITAL.....	3,881					3,881
ST THOMAS MORE HOSPITAL.....	7,558					7,558
ST VINCENT HOSPITAL.....	26,504	7,996				34,500
ST VINCENT STRESS CENTER.....	2,032					2,032
ST VINCENTS BIRMINGHAM.....	2,159					2,159
ST VINCENTS EAST.....	100,565					100,565
STEPHANIE LEZATTE.....		3,106				3,106
STEPHEN ANNEST.....	2,860					2,860
STEPHEN CORD.....	2,900					2,900
STEPHEN DELAHUNT.....		11,420				11,420
STEPHEN RITTER.....	2,818					2,818
STEVE EDWARDS.....					2,499	2,499
SUMMERLIN HOSPITAL MED CTR LLC.....					913,311	913,311
SUMMERLIN HOSPITAL MEDICAL CENTER.....					165,264	165,264
SUMMIT ANESTHESIA CONSULTANTS.....					3,876	3,876
SUMMIT MEDICAL CENTER.....	31,361	60,678				92,039
SUN CITY WEST AMBULATORY SURGERY.....	3,300					3,300
SUNCOAST SURGICAL ASSOCIATES.....		4,554				4,554
SUNRISE HOSPITAL AND MEDICAL.....					727,698	727,698
SUNRISE HOSPITAL AND MEDICAL CENTER.....	14,077				155,272	169,349
SUNRISE HOSPITAL AND MEDICAL CENTER.....				4,052		4,052
SUNSET HILLS CARE AND REHAB INC.....	4,436					4,436
SUREVISION EYE CENTERS LLC.....					49,600	49,600
SURG MED ASSISTANTS INC.....	2,370					2,370
SURGCENTER PINELLAS.....	8,625					8,625
SURGERY CTR OF COLUMBIA.....	4,120					4,120
SUTTER COAST HOSPITAL.....					12,742	12,742
SWEDISH COVENANT HOSPITAL.....	55,805	21,578	24,042		102,395	203,820
SWEDISH EDMONDS.....	67,169					67,169
SWEDISH EMERGENCY ASSOC PC.....					65,001	65,001
SWEDISH MEDICAL CENTER.....	16,419					16,419
SWEDISH MEDICAL CENTER FIRST HOSPITAL.....	3,031					3,031
T H C LAS VEGAS.....					77,783	77,783
TACOMA GENERAL ALLENMORE.....	66,014					66,014
TAJ MEMORIAL HEALTH CENTER.....		2,232				2,232
TAMALYNN ODANIEL.....	4,543					4,543
TAMPA BAY ORTHOPAEDIC SPCIALISTS.....	2,880					2,880
TAMPA GENERAL HOSPITAL.....	4,218					4,218
TAMPA OUTPATIENT SURGICAL FACILITY.....	2,785					2,785
TAMY E PERNG DO.....		2,591				2,591
TAYLOR REGIONAL HOSPITAL.....	2,162					2,162
TEJINDER P KAUR MD.....	2,155					2,155
TENET ST MARYS INC.....	3,986					3,986
TENNOVA HEALTHCARE.....	13,609	3,009				16,618
T UNABLE TO UPDATE PROVIDER INFORMATION.....	3,553					3,553
T UNABLE TO UPDATE PROVIDER INFORMATION.....	9,076					9,076
THC CHICAGO.....	11,443					11,443
THE CHRIST HOSPITAL APOTHECARY.....			14,504			14,504
THE CLAREMONT OF HANOVER PRK.....	10,943					10,943
THE CLAREMONT REHAB.....	9,968					9,968

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	Aging Analysis of Unpaid Claims						7 Total
	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days		
THE GARDENS OF WARWICK FOREST.....	4,357					4,357	
THE IMPERIAL.....	2,449					2,449	
THE ISLE AT CEDAR RIDGE SNF.....	3,560					3,560	
THE LAURELS OF BON AIR LLC.....	2,472					2,472	
THE LUTHERAN HOME.....	2,100					2,100	
THE MANOR AT ELFINDALE.....	3,952					3,952	
THE MAPLES HEALTH AND REHAB.....	13,600	2,138				15,738	
THE NEBRASKA MEDICAL CENTER.....	33,199					33,199	
THE ORCHARD AT WARSAW.....	3,528					3,528	
THE ORTHOPAEDIC HOSPITAL.....	23,835					23,835	
THE PAIN CENTER OF ARIZONA, PC.....	2,348					2,348	
THE RANCH.....					4,780	4,780	
THE REGENTS OF THE UNIV OF CA.....					23,327	23,327	
THE SCOOTER STORE INDIANAPOLIS.....	2,880					2,880	
THE SCOOTER STORE KANSAS CITY.....		2,828				2,828	
THE SCOOTER STORE RICHMOND.....	3,776					3,776	
THE SCOOTER STORE WEST VIRGINIA.....	3,130					3,130	
THE SWEET LIFE AT ROSEHILL.....	12,240					12,240	
THE UNIVERSITY OF ARIZONA MEDICAL.....	3,813					3,813	
THEODORE MCCRARY.....	3,834					3,834	
THI OF KANSAS.....	38,954					38,954	
THIBODAUX REGIONAL MEDICAL CENTER.....	3,239					3,239	
THOMAS DOERS.....				2,222		2,222	
THOMAS HOSPITAL.....	16,615					16,615	
THOMAS MORRISON III.....			3,472			3,472	
THOMAS PERLEWITZ.....		6,808				6,808	
THOMAS STAUSS.....		2,737				2,737	
TIAN XIA DO.....					403,404	403,404	
TILLERS NURSING & REHAB CENTER.....		10,928				10,928	
TIMBERLINE KNOLLS LLC.....		3,383				3,383	
TIMOTHY GOGGINS.....	3,256					3,256	
TINA WESTMORELAND.....	3,399					3,399	
TODD ABEL.....	2,762					2,762	
TODD HARBACH.....	4,249					4,249	
TODD P GUYNN MD.....	2,994					2,994	
TORREY PINES CARE CENTER.....					51,087	51,087	
TOWN AND COUNTRY HOSPITAL.....	5,375					5,375	
TRANSFORMATIONS TREATMENT CENTER.....	3,809					3,809	
TRANSITIONAL HOSP CORP OF NV.....					22,848	22,848	
TRASK SURGERY CENTER.....	2,232					2,232	
TRI CITY MEDICAL CENTER.....	15,397					15,397	
TRILLIUM SPECIALTY HOSPITAL.....	15,857					15,857	
TRINITY MISSION HEALTH & REHAB.....	2,075					2,075	
TRINITY NURSING AND REHAB CENTER.....	5,608	6,320				11,928	
TRUMAN MED CTR HOSP HILL.....	12,774					12,774	
TRUMAN MEDICAL CENTER LAKEWOOD.....	12,639					12,639	
TUCSON MEDICAL CENTER.....	30,222					30,222	
TURFWAY PD TRAINING.....	11,216					11,216	
TWIN LAKES REGIONAL MEDICAL CENTER.....	2,554					2,554	
TWO RIVERS PSYCHIATRIC HOSPITAL.....	4,700	2,878				7,578	
TWO RIVERS PSYCHIATRIC HOSPITAL INC.....	2,683					2,683	
TX MEDICAID & HC PARTNER.....	2,148					2,148	
U OF L HOSPITAL AND JAMES GRAHM BROWN.....	4,743					4,743	
UAMS HOSPITAL.....	19,810					19,810	
UCLA MEDICAL CENTER.....					71,201	71,201	
UCSF STANFORD MEDICAL CENTER.....	26,680					26,680	

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
UHC RIVER VALLEY	10,609	2,650				13,259
UIC MEDICI NE	21,547				7,137	28,684
UK HEALTHCARE HOSPITAL	31,259	2,571				33,830
UMC AT BRACKENRIDGE	48,199					48,199
UNITED HOSPITAL SYSTEM INC	2,314					2,314
UNITED TOXICOLOGY LLC	2,067					2,067
UNIV OF TENNESSEE MEDICAL CENTER	28,502	5,286				33,788
UNIV OF WIS HOSPITAL	3,433					3,433
UNIVERSITY HOSPITAL	43,115	11,538	4,704	2,672	25,241	87,269
UNIVERSITY HOSPITALS CLEVELAND	47,113					47,113
UNIVERSITY MEDICAL CENTER	25,666				1,814,063	1,839,730
UNIVERSITY OF ALABAMA HOSPITAL	7,735					7,735
UNIVERSITY OF CHICAGO MED CTR	11,750				31,449	43,199
UNIVERSITY OF CHICAGO MEDICAL CENTER	28,374					28,374
UNIVERSITY OF COLORADO HOSPITAL	24,038					24,038
UNIVERSITY OF ILLINOIS MED CTR	91,283				5,286	96,569
UNIVERSITY OF KANSAS HOSPITAL	174,735					174,735
UNIVERSITY OF KANSAS HOSPITAL AUTHORITY	2,857					2,857
UNIVERSITY OF KENTUCKY HOSPITAL	30,080	5,836				35,917
UNIVERSITY OF LOUISVILLE HOSPITAL	26,593	288,790			15,887	331,270
UNIVERSITY OF MIAMI HOSPITAL	4,191					4,191
UNIVERSITY OF MICHIGAN MEDICAL CENTER	7,483					7,483
UNIVERSITY OF MISSOURI HEALTH	10,158					10,158
UNIVERSITY PARK HEALTH AND REHAB	2,647					2,647
UNM HEALTH SCIENCES CENTER	48,610				29,274	77,884
UPLAND HILLS HEALTH	3,441					3,441
USA MEDICAL CENTER	2,964					2,964
VA DMAS	2,907					2,907
VALLEY GENERAL HOSPITAL	2,705					2,705
VALLEY HOSPITAL MEDICAL CENTER					849,243	849,243
VALLEY MANOR & REHABILITATION	4,219	2,488				6,707
VALLEY VIEW HEALTH AND REHABILITATION		5,883				5,883
VALLEY VIEW MEDICAL CTR	16,443				3,533	19,976
VAN MATRE HEALTHSOUTH REHAB	8,678					8,678
VANDERBILT CHILDRENS HOSPITAL	3,640					3,640
VANDERBILT UNIV MED CTR	184,619					184,619
VANGUARD HEALTH SYSTEM	8,561					8,561
VCU HEALTH SYSTEM	7,950	15,102				23,053
VEN ABIERA ADUANA MD					46,800	46,800
VERDE VALLEY MEDICAL CENTER	11,584					11,584
VERDE VISTA CARE AND REHAB INC	2,255					2,255
VHS ACQUISITION SUBSIDIARY #3					16,303	16,303
VIA CHRISTI ST FRANCIS CAMPUS	35,131					35,131
VIJAYA KORRAPATI MD	3,447					3,447
VILLA SAINT JOSEPH	2,288					2,288
VILLAGES OF JACKSON CREEK	29,193	10,542				39,735
VINCENT T PENG MD					103,801	103,801
VIRAL JAIN		6,110				6,110
VIRGINIA BEACH PSYCHIATRIC CENTER	3,200					3,200
VISTA HILLS MEDICAL CENTER					12,225	12,225
VIVEK S SAHGAL MD	2,650					2,650
VOLUNTEER STATE HEALTH PLAN	34,047					34,047
WALGREENS INFUSION SERVICES	5,344					5,344
WALNUT GROVE MANAGEMENT LLC	7,902	2,982				10,884
WALTER KNOX MEMORIAL HOSPITAL	5,450					5,450
WASHINGTON REG MED CENTER	55,492	20,846				76,338

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
WATERSHED TREATMENT CENTER.....					2,108	2,108
WAUKESHA MEMORIAL HOSPITAL.....	38,190				2,758	40,949
WEBB CITY HEALTH & REHAB.....	2,282					2,282
WELLCARE GA MEDICAID.....	9,898					9,898
WELLSTAR KENNESTONE HOSPITAL INC.....		2,115				2,115
WELLSTONE REGIONAL HOSPITAL.....	2,182					2,182
WESLEY GRIFFITT.....		6,848				6,848
WESLEY MEDICAL CENTER.....	2,642					2,642
WESLEY Y YAPOR.....	2,762					2,762
WEST CHESTER MEDICAL.....	5,968					5,968
WEST FLORIDA REGIONAL MEDICAL.....	4,414					4,414
WEST LAWN DIALYSIS.....	2,935					2,935
WEST SUBURBAN MEDICAL CENTER.....	38,460	3,254		2,601		44,316
WEST VALLEY HOSPITAL MEDICAL CENTER.....	5,161					5,161
WEST VALLEY MEDICAL CENTER INC.....	2,568					2,568
WESTCHESTER CARE CENTER.....	3,563					3,563
WESTERN ARIZONA REGIONAL MEDICAL.....	148,005					148,005
WESTERN HILLS HEALTH CARE.....		4,780				4,780
WESTERN MISSOURI MED CENTER.....	34,048					34,048
WESTLAKE HOSPITAL.....	39,284				2,090	41,374
WESTLAKE MEDICAL PRACTICES.....					131,401	131,401
WESTPARK REHABILITATION CENTER.....	3,953	3,787				7,740
WESTSIDE REGIONAL MEDICAL CENTER.....	44,585					44,585
WHEATON FRANCISCAN INC.....	10,802	5,926				16,728
WHEELING HOSPITAL INC.....	4,007					4,007
WHITESBURG GARDENS HEALTH CARE.....	16,261					16,261
WILLARD CARE CENTER.....		7,489				7,489
WILLIAM A JOHNSON MD.....					407,904	407,904
WILLIAM APPELBAUM MD.....					33,200	33,200
WILLIAM SNYDER.....	2,475					2,475
WILLIAM TOBLER.....	2,622					2,622
WILLIAM W CHOI MD.....	4,525					4,525
WILLIAMSON MEDICAL CENTER.....	2,583					2,583
WILLOWS HEALTH & REHAB CENTER.....	4,110					4,110
WILSHIRE AT LAKEWOOD.....	2,301					2,301
WINCHESTER PLACE NURSING AND REHAB.....	4,064	3,135				7,199
WINDSOR GARDENS CONVALESCENT CENTER.....		4,816				4,816
WINTON ROAD DIALYSIS.....	10,939					10,939
WISCONSIN RENAL CARE CENTER.....	8,335					8,335
WITHAM MEMORIAL HOSPITAL.....	6,486					6,486
WOOSIK M CHUNG MD.....	6,311					6,311
YAVAPAI REGIONAL MEDICAL CENTER.....	15,243					15,243
0199999 Individually listed claims unpaid.....	16,505,110	2,551,995	352,124	185,431	17,259,314	36,853,974
0299999 Aggregate accounts not individually listed-uncovered.....	1,088,670	173,652	24,441	13,564	1,171,878	2,472,205
0399999 Aggregate accounts not individually listed-covered.....	1,099,341	256,059	43,106	33,902	1,690,671	3,123,079
0499999 Subtotals.....	18,693,121	2,981,706	419,671	232,897	20,121,863	42,449,258
0599999 Unreported claims and other claim reserves.....	XXX	XXX	XXX	XXX	XXX	218,527,350
0699999 Total amounts withheld.....	XXX	XXX	XXX	XXX	XXX	
0799999 Total claims unpaid.....	XXX	XXX	XXX	XXX	XXX	260,976,608
0899999 Accrued medical incentive pool and bonus amounts.....	XXX	XXX	XXX	XXX	XXX	1,548,827

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1	2	3	4		
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec. 31 of Prior Year	On Claims Incurred During the Year		
1. Comprehensive (hospital and medical) .....	50,189,784	377,737,670	1,735,114	61,759,219	51,924,898	59,331,929
2. Medicare Supplement .....		(243)			.0	.0
3. Dental Only .....	75,258	2,074,708	3,570	128,975	78,828	102,018
4. Vision Only .....		331,435		.0	.0	.0
5. Federal Employees Health Benefits Plan .....	8,191,750	79,978,984	1,261,427	10,004,105	9,453,177	10,288,432
6. Title XVIII - Medicare .....	102,049,437	1,228,557,442	3,281,566	183,022,977	105,331,003	115,570,879
7. Title XIX - Medicaid .....					.0	.0
8. Other health .....		5,139		403	.0	.0
9. Health subtotal (Lines 1 to 8).....	160,506,229	1,688,685,135	6,281,677	254,915,679	166,787,906	185,293,258
10. Health care receivables (a) .....		11,184,976			.0	.0
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts .....	.0	157,760		1,548,827	.0	1,196,921
13. Totals (Lines 9-10+11+12)	160,506,229	1,677,657,919	6,281,677	256,464,506	166,787,906	186,490,179

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(a) Excludes \$ .....7,847 loans or advances to providers not yet expensed.

**STATEMENT AS OF September 30, 2012 OF THE Humana Health Plan, Inc.**

**NOTES TO THE FINANCIAL STATEMENTS**

1. Summary of Significant Accounting Policies

A. Accounting Practices

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

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

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

	State of Domicile	2012	2011
Net Income			
1. Humana Health Plan, Inc. Kentucky basis	KY	\$ (6,539,623)	\$ 5,460,925
2. State Prescribed Practices that increase/(decrease) NAIC SAP	KY	-	-
3. State Permitted Practices that increase/(decrease) NAIC SAP	KY	-	-
4. NAIC SAP	KY	\$ (6,539,623)	\$ 5,460,925
Surplus			
5. Humana Health Plan, Inc. Kentucky basis	KY	\$ 278,578,371	\$ 265,477,101
6. State Prescribed Practices that increase/(decrease) NAIC SAP	KY	-	-
7. State Permitted Practices that increase/(decrease) NAIC SAP	KY	-	-
8. NAIC SAP	KY	\$ 278,578,371	\$ 265,477,101

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

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

C. Accounting Policy

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

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

In addition, the Company uses the following accounting policies:

- (1) Short-term investments include investments mainly in U.S. Government obligations with a maturity of twelve months or less from the date of purchase. Short-term investments are recorded at amortized cost. The carrying value of short-term investments approximates fair value due to the short-term maturities of the investments.
- (2)-(4) Investments are valued and classified in accordance with methods prescribed by the NAIC. Bonds with an NAIC rating of 1 or 2 are carried at amortized cost, with all other bonds being recorded at the lower of amortized cost or fair value; redeemable preferred stocks are carried at amortized cost; and non-redeemable preferred stocks are carried at fair value.

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

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

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

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

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

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

2. Accounting Changes and Corrections of Errors

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.

STATEMENT AS OF September 30, 2012 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

5. Investments

A. Mortgage Loans, Including Mezzanine Real Estate Loans

- (1) The maximum and minimum lending rates for the mortgage loan in 2012 were 1.9 percent and 1.56 percent.
- (2) During 2012 the Company did not reduce interest rates of the mortgage loan.
- (3) The maximum percentage of the loan to the value of the security at any time of the loan, exclusive of insured or guaranteed or purchase-money mortgages was 100 percent.

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

B. Debt Restructuring

Not Applicable.

C. Reverse Mortgages

Not Applicable.

D. Loan-Backed Securities

(1) Not Applicable.

(2) Not Applicable.

(3) Not Applicable.

(4) The Company does not have any investments in another-than-temporary impairment position at September 30, 2012.

Gross unrealized losses and fair value aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position were as follows at September 30, 2012:

	2012					
	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Governments	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
States, Territories, and Possessions	-	-	-	-	-	-
Special revenue and special assessment obligations and all non-quaranteed obligations of agencies and authorities of governments and their political subdivisions	-	-	8,279,494	(14,508)	8,279,494	(14,508)
Industrial and miscellaneous	35,290	(66)	-	-	35,290	(66)
Total invested assets	<u>\$ 35,290</u>	<u>\$ (66)</u>	<u>\$ 8,279,494</u>	<u>\$ (14,508)</u>	<u>\$ 8,314,783</u>	<u>\$ (14,574)</u>

The unrealized losses at September 30, 2012 were primarily due to increases in market interest rates and tighter liquidity conditions in the current markets than when the securities were purchased. All issuers of securities trading at an unrealized loss remain current on all contractual payments and the Company believes it is probable that all amounts due according to the contractual terms of the debt securities are collectible. After taking into account these and other factors, including the severity of the decline and the Company's ability and intent to hold these securities until recovery or maturity, the Company determined the unrealized losses on these investment securities were temporary and, as such, no impairment was required.

E. Repurchase Agreements and/or Securities Lending Transactions

The Company has no repurchase agreements or securities lending transactions.

F. Real Estate

Not Applicable.

STATEMENT AS OF September 30, 2012 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

G. Low-Income Housing Tax Credits (LIHTC)

Not Applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

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

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

7. Investment Income

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

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

B. The total amount excluded was \$0.

8. Derivative Instruments

Not Applicable.

9. Income Taxes

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

10. Information Concerning Parent, Subsidiaries and Affiliates

A-F. The Company has a management contract with Humana and other related parties whereby the Company is provided with medical and executive management, information systems, claims processing, billing and enrollment, and telemarketing and other services as required by the Company. Management fees charged to operations for the years ended December 31, 2011 and 2010 were approximately \$375.6 million and \$277.3 million respectively. As a part of this agreement, Humana makes cash disbursements on behalf of the Company which includes, but is not limited to, medical related items, general and administrative expenses, commissions and payroll. Humana is reimbursed by the Company weekly, based upon historical pattern of amounts and timing. Each month, these estimates are adjusted to ultimately settle upon actual disbursements made on behalf of the Company. As a result, any residual inter-Company balances are immediately settled in the following month. The Company continues to be primarily liable for any outstanding payments made on behalf of the Company, should Humana not be able to fulfill its obligations. No dividends were paid in 2012. At September 30, 2012, the Company reported \$6.6 million amounts due to Humana Inc. Amounts due to or from parent are generally settled within 30 days.

G. Not Applicable.

H. Not Applicable.

I. Not Applicable.

J. Not Applicable.

K. Not Applicable.

L. Not Applicable.

11. Debt

A. Debt Including Capital Notes

The Company has no capital notes or debentures outstanding and no 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 change 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

STATEMENT AS OF September 30, 2012 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

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

- 1) The company has \$1 par value common stock with 5,000,000 shares authorized and 2,248,000 shares issued and outstanding.
- 2) The Company has no preferred stock outstanding.
- 3-5) Dividends are noncumulative and are paid as determined by the Board of Directors. Dividends are subject to the approval of the Department of Insurance if such dividend distribution exceeds the lesser of the Company's prior year net operating profits or 10 percent of policyholders surplus funds derived from realized net operating profits.  
Within the limitations above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.  
No dividends were paid as of September 30, 2012.
- 6) There were no restrictions placed on the Company's surplus, including for whom the surplus is being held.
- 7) Not Applicable.
- 8) Not Applicable.
- 9) Not Applicable.
- 10) The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses is \$822,000.
- 11) Not Applicable.
- 12) Not Applicable.
- 13) Not Applicable.

14. Contingencies

A. Contingent Commitments

Not Applicable.

B. Assessments

Not Applicable.

C. Gain Contingencies

Not Applicable.

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

Not Applicable.

E. All Other Contingencies

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

The Company is not aware of any other material contingent liabilities as of September 30, 2012.

15. Leases

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

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

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

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

A. Transfers of Receivables Reported as Sales

Not Applicable.

B. Transfer and Servicing of Financial Assets

Not Applicable.

C. Wash Sales

Not Applicable.

**STATEMENT AS OF September 30, 2012 OF THE Humana Health Plan, Inc.**

**NOTES TO THE FINANCIAL STATEMENTS**

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

A. ASO Plans

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

	(1)	(2)	(3)
	ASO Uninsured Plans	Uninsured Portion of Partially Insured Plans	Total ASO
a. Net reimbursement for administrative expenses (including administrative fees) in excess of actual expenses	\$ 36,961,071	\$ -	\$ 36,961,071
b. Total net other income or expenses (including interest paid to or received from plans)	\$ 1,311,242	\$ -	\$ 1,311,242
c. Net gain or (loss) from operations	\$ 38,272,313	\$ -	\$ 38,272,313
d. Total claim payment volume	\$ 1,025,567,217	\$ -	\$ 1,025,567,217

B. ASC Plans

Not Applicable.

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract

- The Company records no revenue explicitly attributable to the cost share and reinsurance components of administered Medicare products.
- As of September 30, 2012, the Company has recorded a receivable from CMS of \$3.6 million related to the cost share and reinsurance components of administered Medicare products. The Company does not have any additional receivables greater than 10.0 percent of the Company's accounts receivable from uninsured Accident & Health Plans or \$10,000.
- As no revenue is recorded in connection with the cost share and reinsurance components of the Company's Medicare contracts, the Company has recorded no allowances and reserves for adjustment of recorded revenues and receivables.
- The Company has made no adjustment to revenue resulting from audit of receivables related to revenues recorded in the prior period.

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

Not Applicable.

20. Fair Value Measurements

A. (1) The fair value of financial assets at September 30, 2012 were as follows:

	2012			
	Fair Value	Quoted Prices for Identical Assets in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
Assets				
Tax-exempt municipal bonds	\$ 801,648	\$ -	\$ 801,648	\$ -
Corporate debt securities	41,194	-	41,194	-
Total invested assets	<u>\$ 842,842</u>	<u>\$ -</u>	<u>\$ 842,842</u>	<u>\$ -</u>

(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) 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.

NOTES TO THE FINANCIAL STATEMENTS

21. Other Items

A. Extraordinary Items

Not Applicable.

B. Troubled Debt Restructuring

Not Applicable.

C. Other Disclosures

Not Applicable.

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

Not Applicable.

E. Business Interruption Insurance Recoveries

Not Applicable.

F. State Transferable Tax Credits

Not Applicable.

G. Subprime Mortgage Related Risk Exposure

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

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

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

(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.

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

22. Events Subsequent

The Company is not aware of any events occurring subsequent to the close of the books for this statement which may have a material effect on its financial condition. Subsequent events have been considered through November 12, 2012 for the statutory statement issued on November 12, 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.

**STATEMENT AS OF September 30, 2012 OF THE Humana Health Plan, Inc.**

**NOTES TO THE FINANCIAL STATEMENTS**

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

Yes ( ) No (X)

If yes, give full details.

Section 2 – Ceded Reinsurance Report – Part A

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

Yes ( ) No (X)

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

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

Yes ( ) No (X)

If yes, give full details.

Section 3 – Ceded Reinsurance Report – Part B

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

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

Yes ( ) No (X)

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

B. Uncollectible Reinsurance

Not Applicable.

C. Commutation of Ceded Reinsurance

Not Applicable.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

- A. The Company estimates accrued retrospective premium adjustments for its Medicare business through a mathematical approach using an algorithm based upon settlement procedures defined by contracts with CMS.
- B. The Company records accrued retrospective premium as an adjustment to earned premiums.
- C. The amount of net premiums written by the Company at September 30, 2012 that are subject to retrospective rating features was \$12.3 million, or 0.55 percent. No other net premiums written by the Company are subject to retrospective rating features.
- D. Medical loss ratio rebates required pursuant to the Public Health Service Act.

	Individual	Small Group Employer	Large Group Employer	Other Categories with rebates	Total
Prior Reporting Year:					
Medical loss ratio rebates incurred	\$ 9,700	\$ 7,069,966	\$ 4,403,292	\$ -	\$ 11,477,958
Medical loss ratio rebates paid	-	7,190,399	6,161,317	-	13,351,716
Medical loss rebates unpaid				-	
Plus reinsurance assumed amounts	-	-	-	-	-
Less reinsurance ceded amounts	-	-	-	-	-
Rebates unpaid net of reinsurance	-	-	-	-	-

STATEMENT AS OF September 30, 2012 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

Current Reporting Year-to-date:					
Medical loss ratio rebates incurred	\$ 32,383	\$ 2,940,926	\$ 2,082,428	\$ -	\$ 5,055,436
Medical loss ratio rebates paid	-	-	-	-	-
Medical loss rebates unpaid	42,082	2,815,192	324,403	-	3,181,678
Plus reinsurance assumed amounts	-	-	-	-	-
Less reinsurance ceded amounts	-	-	-	-	-
Rebates unpaid net of reinsurance	-	-	-	-	-

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2011 were \$186.7 million. As of September 30, 2012, \$161.8 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$6.3 million as a result of reestimation of unpaid claims and claim adjustment expenses principally on the commercial HMO and PPO books of business. Therefore, there has been a \$18.6 million favorable prior-year development since December 31, 2011. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims. The Company has no retrospectively rated policies.

26. Intercompany Pooling Arrangements

A.-F. Not Applicable.

27. Structured Settlements

Not Applicable.

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

Quarter	Estimate Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Billed or Otherwise Confirmed	Actual Rebates Received Within 90 Days of Billing	Actual Rebates Received Within 91 to 180 Days of Billing	Actual Rebates Received More than 181 Days after Billing
9/30/2012	\$ 16,969,271	\$ 16,969,271	\$ -	\$ -	\$ -
6/30/2012	\$ 17,988,759	\$ 17,988,759	\$ 14,805,257	\$ -	\$ -
3/31/2012	\$ 14,796,155	\$ 14,796,155	\$ 5,911,727	\$ 8,884,428	\$ -
12/31/2011	\$ 6,238,730	\$ 6,238,730	\$ 6,238,730	\$ -	\$ -
9/30/2011	\$ 6,145,560	\$ 6,145,560	\$ 6,145,560	\$ -	\$ -
6/30/2011	\$ 7,248,706	\$ 7,248,706	\$ 7,248,706	\$ -	\$ -
3/31/2011	\$ 6,319,618	\$ 6,319,618	\$ 6,319,618	\$ -	\$ -
12/31/2010	\$ 6,145,560	\$ 6,145,560	\$ 6,145,560	\$ -	\$ -
9/30/2010	\$ 5,910,198	\$ 5,910,198	\$ 5,910,198	\$ -	\$ -
6/30/2010	\$ 7,414,654	\$ 7,414,654	\$ 7,414,654	\$ -	\$ -
3/31/2010	\$ 4,991,220	\$ 4,991,220	\$ 4,991,220	\$ -	\$ -
12/31/2009	\$ 5,322,832	\$ 5,322,832	\$ 5,322,832	\$ -	\$ -
9/30/2009	\$ 6,375,850	\$ 6,375,850	\$ 6,375,850	\$ -	\$ -
6/30/2009	\$ 6,514,874	\$ 6,514,874	\$ 6,514,874	\$ -	\$ -
3/31/2009	\$ 6,602,391	\$ 6,602,391	\$ 6,602,391	\$ -	\$ -

B. Risk Sharing Receivables

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

29. Participating Policies

Not Applicable.

30. Premium Deficiency Reserves

- Liability carried for premium deficiency reserves \$730,000
- Date of the most recent evaluation of this liability September 30, 2012
- Was anticipated investment income utilized in the calculation? Yes ( ) No (X)

**STATEMENT AS OF September 30, 2012 OF THE Humana Health Plan, Inc.**

**NOTES TO THE FINANCIAL STATEMENTS**

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

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. .... 12/31/2008
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. .... 12/31/2008
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). .... 12/20/2010
- 6.4 By what department or departments?  
Kentucky Department of Insurance.....
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? ..... Yes [X] No [ ] NA [ ]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? ..... Yes [X] No [ ] NA [ ]
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? ..... Yes [ ] No [X]
- 7.2 If yes, give full information:  
.....
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?..... Yes [ ] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.  
.....
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms?..... Yes [ ] No [X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the 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 [ ] No [X]

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

**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:  
N/A.....

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 [X] No [ ]

14.2 If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds .....	\$ .....0	\$ .....0
14.22 Preferred Stock .....	\$ .....0	\$ .....0
14.23 Common Stock .....	\$ .....30,779,448	\$ .....31,485,299
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).....	\$ .....30,779,448	\$ .....31,485,299
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....	\$ .....	\$ .....

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  No

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

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

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

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

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

Yes  No

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

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

16.5 Identify all investment advisors, 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
107105.00.....	Blackrock, Inc.....	40 East 52nd Street, New York, NY 10002.....

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

Yes  No

17.2 If no, list exceptions:

N/A.....

## GENERAL INTERROGATORIES

### PART 2 - HEALTH

1 Operating Percentages

1.1 A&H loss percent.....	89.8 %
1.2 A&H cost containment percent .....	4.2 %
1.3 A&H expense percent excluding cost containment expenses.....	10.8 %
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.....	\$ 0
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.....	\$ 0

**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)
<b>NONE</b>						

**SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**

Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama	AL	L	67,816	64,625,126					64,692,942	
2. Alaska	AK	N							0	
3. Arizona	AZ	L	33,135,446	156,380,412					189,515,858	
4. Arkansas	AR	L	444,183	85,981,434					86,425,617	
5. California	CA	N							0	
6. Colorado	CO	L	52,149,634	55,946,199					108,095,833	
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	L	252,585	25,345,180					25,597,765	
14. Illinois	IL	L	111,127,202	265,066,759		69,371,118			445,565,079	
15. Indiana	IN	L	12,268,354	37,723,882					49,992,236	
16. Iowa	IA	N							0	
17. Kansas	KS	L	2,631,312	97,774,051		22,948,028			123,353,391	
18. Kentucky	KY	L	309,897,536	38,514,085		4,109,553			352,521,174	
19. Louisiana	LA	N							0	
20. Maine	ME	N							0	
21. Maryland	MD	N							0	
22. Massachusetts	MA	N							0	
23. Michigan	MI	N							0	
24. Minnesota	MN	N							0	
25. Mississippi	MS	N							0	
26. Missouri	MO	L	3,163,360	170,888,699		0			174,052,059	
27. Montana	MT	N							0	
28. Nebraska	NE	L	91,227	18,010,382					18,101,609	
29. Nevada	NV	L	3,031,851	344,541,589					347,573,440	
30. New Hampshire	NH	N							0	
31. New Jersey	NJ	N							0	
32. New Mexico	NM	L	57,569	16,755,724					16,813,293	
33. New York	NY	N							0	
34. North Carolina	NC	N							0	
35. North Dakota	ND	N							0	
36. Ohio	OH	N	(1)						(1)	
37. Oklahoma	OK	N							0	
38. Oregon	OR	N							0	
39. Pennsylvania	PA	N							0	
40. Rhode Island	RI	N							0	
41. South Carolina	SC	L	20,042	56,872,690					56,892,732	
42. South Dakota	SD	N							0	
43. Tennessee	TN	L	45,769,037			237,226			46,006,263	
44. Texas	TX	N							0	
45. Utah	UT	N							0	
46. Vermont	VT	N							0	
47. Virginia	VA	L	29,403	85,409,523					85,438,926	
48. Washington	WA	L	469,454	54,455,253					54,924,707	
49. West Virginia	WV	L							0	
50. Wisconsin	WI	N							0	
51. Wyoming	WY	N							0	
52. American Samoa	AS	N							0	
53. Guam	GU	N							0	
54. Puerto Rico	PR	N							0	
55. U.S. Virgin Islands	VI	N							0	
56. Northern Mariana Islands	MP	N							0	
57. Canada	CN	N							0	
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX		574,606,011	1,574,290,988	0	96,665,925	0	0	2,245,562,924	0
60. Reporting entity contributions for Employee Benefit Plans	XXX								0	
61. Total (Direct Business)	(a) 18		574,606,011	1,574,290,988	0	96,665,925	0	0	2,245,562,924	0
<b>DETAILS OF WRITE-INS</b>										
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

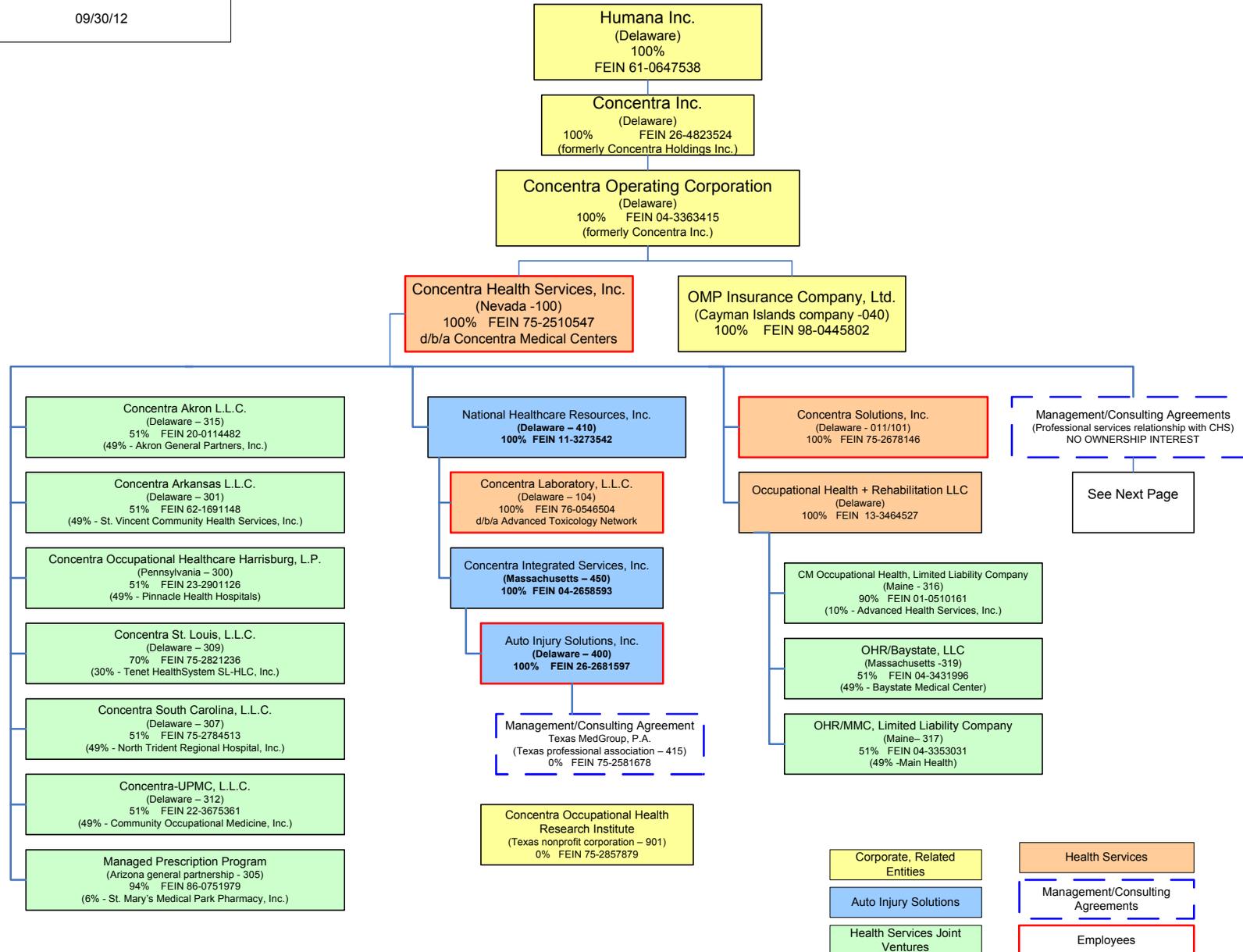
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

09/30/12



15.1

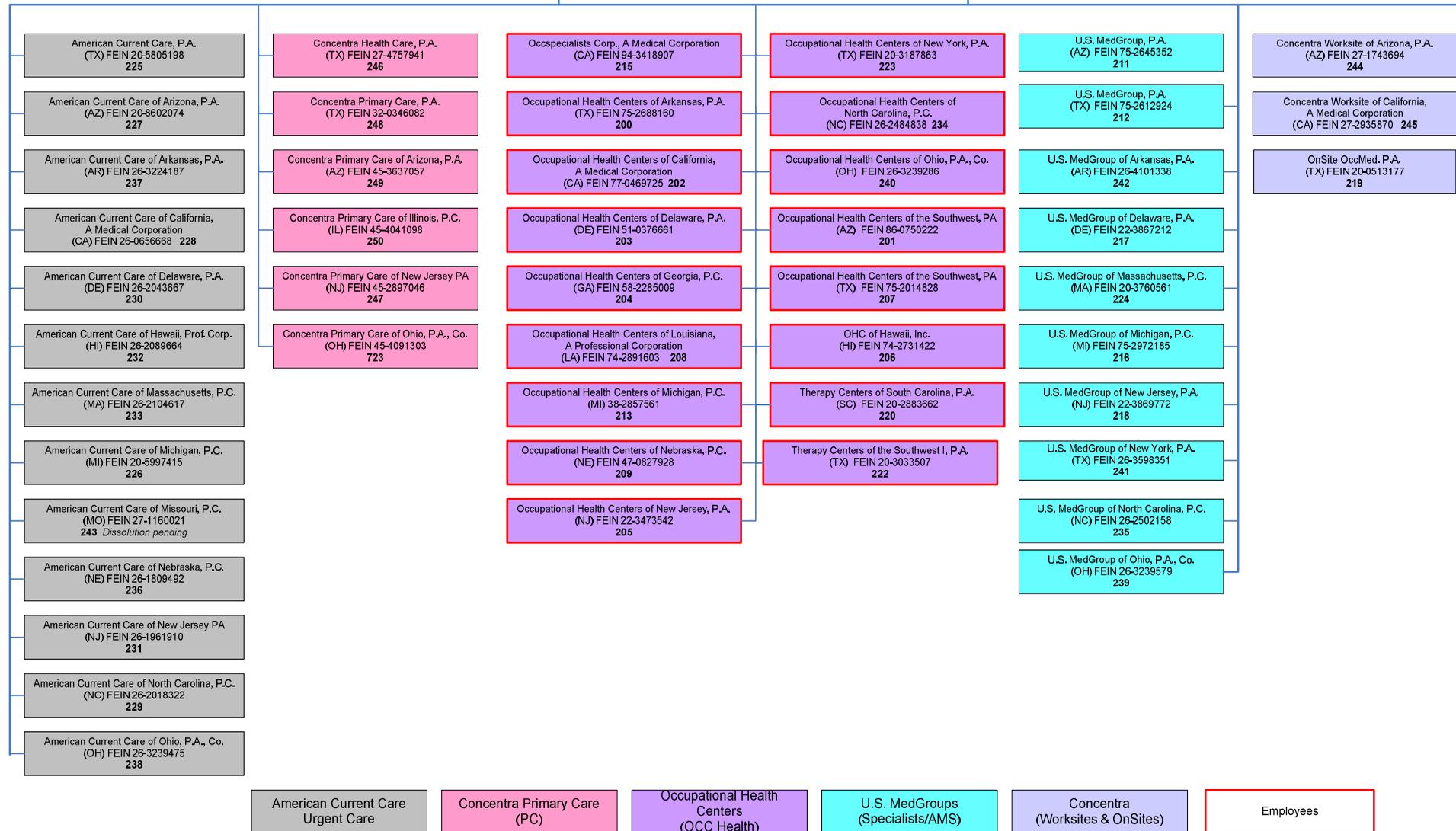
# SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

## PART 1 - ORGANIZATIONAL CHART

09/30/12

Management/Consulting Agreements  
(Professional services relationship with CHS)

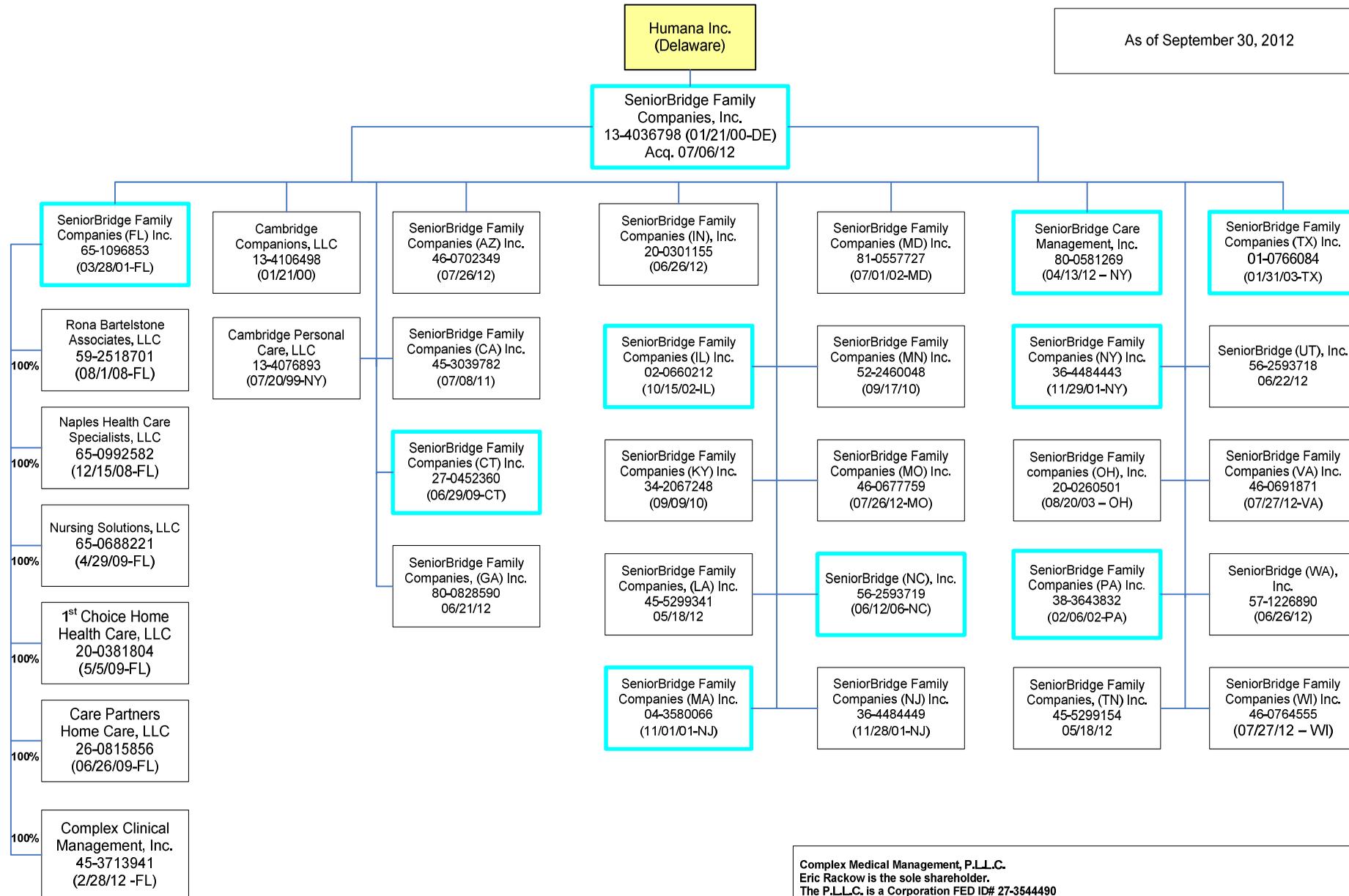
NO OWNERSHIP INTEREST



15.2

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

15.3



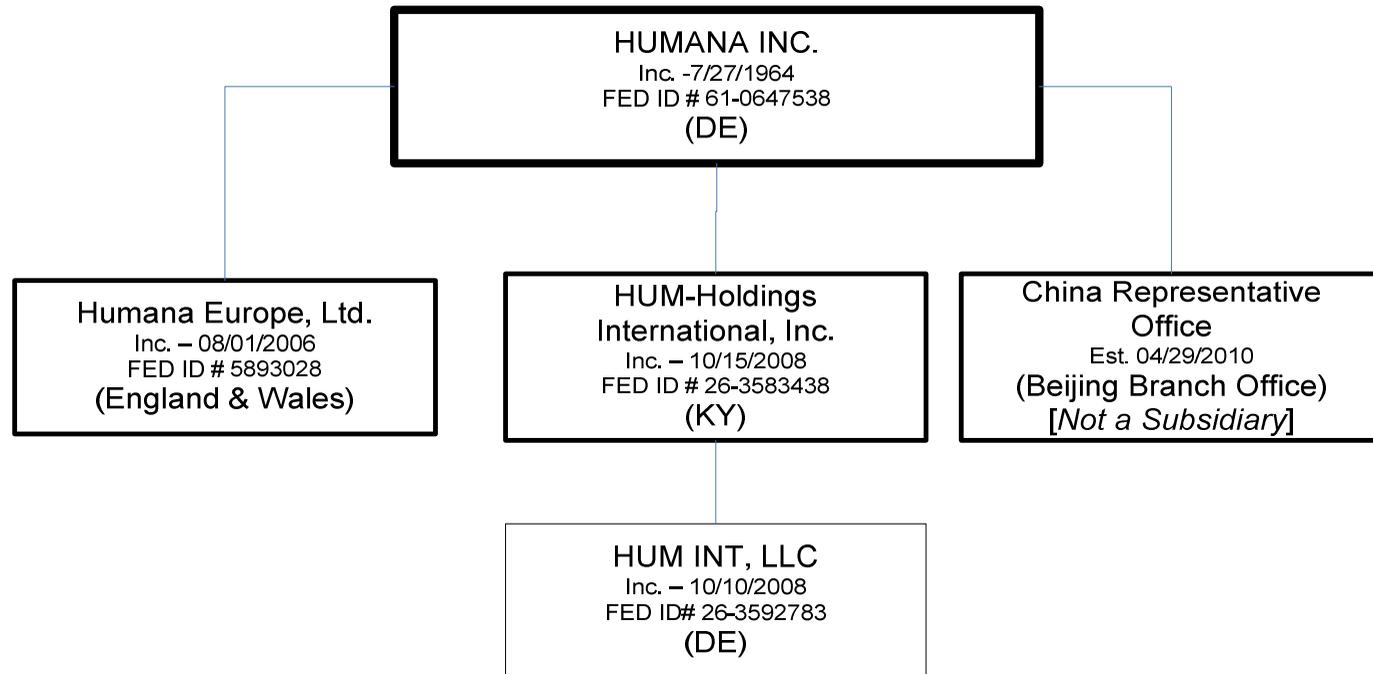
Companies with employees

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

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

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

**HUMANA INTERNATIONAL SUBSIDIARIES**



STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
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	OTH	Humana Inc	Ownership	100.0	Humana Inc	19
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	DS	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	UDP	Humana Inc	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	

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
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	DS	Humana Health Plan, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	95158	61-1279717				CHA HMO, Inc	KY	DS	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 CondoCouncil of Co-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	IA	Humana Dental Company	Ownership	100.0	Humana Inc	
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	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	59-1843760				Humana Dental Company	FL	NIA	CompBenefits Corporation	Ownership	100.0	Humana Inc	
00119	Humana Inc	11228	36-3686002				Dental Care Plus Management Corporation	IL	IA	Humana Dental Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	58-2228851				CompBenefits Direct, Inc	DE	NIA	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	

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
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	IA	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				Humana Vitality, 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./Arcadia Health Plan, Inc.	Ownership	100.0	Humana Inc	
00119	Humana Inc	12282	20-2036444				Arkansas Community Care, Inc.	AR	IA	Humana 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	Humana Inc	

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STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00119	Humana Inc	00000	27-1649291				Harris, Rothenberg International Inc	NY	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	13-4036798				SeniorBridge Family Companies, Inc	DE	NIA	Humana Inc	Ownership	100.0	Humana Inc	
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

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STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
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

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STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
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	

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STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
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	

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
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

16.7

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 purpose of 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.

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

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

**OVERFLOW PAGE FOR WRITE-INS**

MQ002 Additional Aggregate Lines for Page 02 Line 25.

\*ASSETS

	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
2504. Prepaid Expenses.....	648,353	648,353	0	0
2505. ....			0	0
2597. Summary of remaining write-ins for Line 25 from Page 02	648,353	648,353	0	0

MQ003 Additional Aggregate Lines for Page 03 Line 23.

\*LIAB

	1	2	3	4
	Covered	Uncovered	Total	Total
2304. Due to CMS.....			0	968,407
2397. Summary of remaining write-ins for Line 23 from Page 03	0	0	0	968,407

## SCHEDULE A – VERIFICATION

### Real Estate

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	0	17,264
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....	0	0
2.2 Additional investment made after acquisition .....	0	0
3. Current year change in encumbrances .....	0	0
4. Total gain (loss) on disposals .....	0	0
5. Deduct amounts received on disposals .....	0	0
6. Total foreign exchange change in book/adjusted carrying value .....	0	0
7. Deduct current year's other than temporary impairment recognized .....	0	0
8. Deduct current year's depreciation .....	0	17,264
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

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

## SCHEDULE BA – VERIFICATION

### Other Long-Term Invested Assets

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

NONE

## SCHEDULE D – VERIFICATION

### Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	384,650,176	372,302,716
2. Cost of bonds and stocks acquired .....	160,266,597	98,832,959
3. Accrual of discount .....	74,855	80,731
4. Unrealized valuation increase (decrease) .....	822,395	2,778,148
5. Total gain (loss) on disposals .....	1,768,004	(237,070)
6. Deduct consideration for bonds and stocks disposed of .....	86,664,783	85,153,223
7. Deduct amortization of premium .....	3,314,414	3,954,085
8. Total foreign exchange change in book/adjusted carrying value .....	0	0
9. Deduct current year's other than temporary impairment recognized .....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	457,602,830	384,650,176
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11) .....	457,602,830	384,650,176

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

**SCHEDULE D - PART 1B**

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 (a).....	550,211,256	1,165,789,781	1,305,836,863	(2,496,995)	521,984,767	550,211,256	407,667,177	325,216,926
2. Class 2 (a).....	82,384,174		109,581	(6,421,990)	85,425,500	82,384,177	75,852,602	63,203,857
3. Class 3 (a).....	8,525,431		589,932	7,779,160	8,631,316	8,525,428	15,714,659	8,875,815
4. Class 4 (a).....	2,523,543		70,996	(9,705)	2,653,173	2,523,545	2,442,844	2,672,010
5. Class 5 (a).....	0				0	0	0	0
6. Class 6 (a).....	0				0	0	0	0
7. Total Bonds	643,644,405	1,165,789,781	1,306,607,372	(1,149,531)	618,694,754	643,644,405	501,677,283	399,968,607
<b>PREFERRED STOCK</b>								
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	643,644,405	1,165,789,781	1,306,607,372	(1,149,531)	618,694,754	643,644,405	501,677,283	399,968,607

(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 \$ .....75,559,752 ; NAIC 2 \$ ..... ;  
NAIC 3 \$ ..... ; NAIC 4 \$ ..... ; NAIC 5 \$ ..... ; NAIC 6 \$ .....

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## SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	15,560,474	XXX	15,560,474	7,628	0

## SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	25,697,990	9,584,640
2. Cost of short-term investments acquired .....	1,361,093,969	1,115,017,328
3. Accrual of discount .....		0
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals .....		0
6. Deduct consideration received on disposals .....	1,371,231,485	1,098,903,978
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).....	15,560,474	25,697,990
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	15,560,474	25,697,990

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.....	20,399,889	14,999,980
2. Cost of cash equivalents acquired .....	2,135,943,850	2,702,361,128
3. Accrual of discount .....	42,914	35,271
4. Unrealized valuation increase (decrease) .....		0
5. Total gain (loss) on disposals.....	(3,938)	(222)
6. Deduct consideration received on disposals .....	2,096,383,437	2,696,996,268
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) .....	59,999,278	20,399,889
11. Deduct total nonadmitted amounts .....		0
12. Statement value at end of current period (Line 10 minus Line 11)	59,999,278	20,399,889

Schedule A - Part 2

**NONE**

Schedule A - Part 3

**NONE**

Schedule B - Part 2

**NONE**

Schedule B - Part 3

**NONE**

Schedule BA - Part 2

**NONE**

Schedule BA - Part 3

**NONE**

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

**SCHEDULE D - PART 3**

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
<b>Bonds - U.S. Governments</b>									
313463-ZB-9	FEDERAL HOME LOAN MTGE CO	AGCY FTST	.07/12/2012	NOMURA SECURITIES		4,098,400	4,000,000		1FE
313560-PP-2	FED NTL MTG ASSO	AGCY FTST	.09/18/2012	CITIGROUP GLOBAL MARKETS INC		7,350,000	7,350,000		1FE
<b>0599999 - Bonds - U.S. Governments</b>						11,448,400	11,350,000	0	XXX
<b>Bonds - U.S. Special Revenue</b>									
3138EE-HB-8	FED NTL MTG ASSO	FNMA 30YR	.07/06/2012	BARCLAYS CAPITAL		5,092,436	4,797,996	5,131	.1
3138LV-2K-8	FED NTL MTG ASSO	FNMA 30YR	.07/06/2012	BARCLAYS CAPITAL		5,472,862	5,163,078	5,522	.1
3138LY-6U-6	FED NTL MTG ASSO	15YR	.08/14/2012	MERRILL LYNCH		4,094,837	3,961,747	4,677	.1
3138M3-QH-0	FED NTL MTG ASSO	FNMA 15YR	.07/18/2012	CREDIT SUISSE FIRST BOSTON CORP		4,132,372	3,973,434	4,139	.1
<b>3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Government and Their Political Subdivisions</b>						18,792,507	17,896,255	19,469	XXX
<b>Bonds - Industrial and Miscellaneous (Unaffiliated)</b>									
46630J-AC-3	JP MORGAN CHASE	CMBS	.09/20/2012	J.P. MORGAN		3,448,359	3,000,000	10,840	1FE
61756U-AE-1	MSC-99	CMBS	.09/26/2012	DEUTSCHE BANK		5,104,320	4,310,000	18,778	1FE
85235X-AC-9	STADSHYPOTEK AB	CORPORATE	.09/25/2012	DEUTSCHE BANK		248,973	250,000		1FE
<b>3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)</b>						8,801,651	7,560,000	29,618	XXX
<b>8399997 - Subtotals - Bonds - Part 3</b>						39,042,558	36,806,255	49,086	XXX
<b>8399999 - Subtotals - Bonds</b>						39,042,558	36,806,255	49,086	XXX
<b>9999999 Totals</b>						39,042,558	XXX	49,086	XXX

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

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
<b>Bonds - U.S. Governments</b>																					
36202E-VP-1	GOVERNMENT NATIONAL MORTGAGE GNMA		09/20/2012	MBS PAYDOWN		666,407	666,407	671,092	667,368		(961)		(961)		666,407			0	26,956	08/01/2038	1
912828-GW-4	UNITED STATES TREASURY GOVERNMENT		08/20/2012	PRIOR YEAR INCOME									0					0	65,289	06/30/2012	1
<b>0599999 - Bonds - U.S. Governments</b>					666,407	666,407	671,092	667,368	0	(961)	0	(961)	0	666,407	0	0	0	92,246	XXX	XXX	
<b>Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions</b>																					
251237-W6-6	DETROIT MICHIGAN SEWER DISPOSAL		07/02/2012	CALLED SECURITY at 100.000		10,000	10,000	7,100			2,900		2,900		10,000			0	48	07/01/2032	1FE
31288D-U8-0	FREDDIE MAC FHLMC		09/01/2012	MBS PAYDOWN		33,462	33,462	34,607	33,930	(468)		(468)		33,462			0	1,504	12/01/2032	1	
31286P-TZ-6	FED NTL MTG ASSO FNMA		09/01/2012	MBS PAYDOWN		9,453	9,453	9,744	9,486	(33)		(33)		9,453			0	348	01/01/2017	1	
3128M1-CR-8	FHLMC PC GOLD		09/01/2012	MBS PAYDOWN		166,470	166,470	176,615	168,932	(2,462)		(2,462)		166,470			0	5,616	04/01/2021	1	
3128M1-LB-3	FGOLD 15YR FHLMC		09/01/2012	MBS PAYDOWN		146,917	146,917	155,869	149,048	(2,131)		(2,131)		146,917			0	4,923	12/01/2020	1	
3128M1-NZ-8	FGOLD 15YR FHLMC		09/01/2012	MBS PAYDOWN		171,499	171,499	181,949	173,986	(2,487)		(2,487)		171,499			0	5,736	12/01/2020	1	
3128M1-PJ-2	FGOLD 15YR GIANT FHLMC		09/01/2012	MBS PAYDOWN		89,281	89,281	94,722	90,569	(1,288)		(1,288)		89,281			0	2,991	05/01/2021	1	
3128M1-R7-6	FGOLD 15YR GIANT FHLMC		09/01/2012	MBS PAYDOWN		136,290	136,290	144,595	138,249	(1,959)		(1,959)		136,290			0	4,558	05/01/2021	1	
3128M1-SY-6	FGOLD 30 YR FHLMC		09/01/2012	MBS PAYDOWN		75,921	75,921	80,547	76,987	(1,066)		(1,066)		75,921			0	2,516	12/01/2021	1	
3128M6-P2-8	FNMA GOLD 30 YR		09/01/2012	MBS PAYDOWN		114,004	114,004	115,265	114,225	(221)		(221)		114,004			0	4,549	06/01/2038	1	
3128M9-ED-0	FGOLD 15YR GIANT FHLMC		09/01/2012	MBS PAYDOWN		284,620	284,620	291,402		(36)		(36)		284,620			0	1,562	06/01/2042	1	
3128MB-N7-8	FHLMC		09/01/2012	MBS PAYDOWN		40,238	40,238	42,690	40,901	(663)		(663)		40,238			0	1,356	12/01/2021	1	
3128PY-WA-8	FGOLD 15YR FNMA		09/01/2012	MBS PAYDOWN		206,414	206,414	215,638		(232)		(232)		206,414			0	1,752	05/01/2027	1	
3128PY-Y3-2	FGOLD 15YR FNMA		09/01/2012	MBS PAYDOWN		21,912	21,912	22,915		(26)		(26)		21,912			0	164	04/01/2027	1	
312942-NM-3	FNMA GOLD 30 YR		09/01/2012	MBS PAYDOWN		217,208	217,208	222,672	218,209	(1,002)		(1,002)		217,208			0	6,577	09/01/2040	1	
312971-BM-5	FGOLD 15YR FHLMC		09/01/2012	MBS PAYDOWN		53,054	53,054	56,287	53,729	(675)		(675)		53,054			0	1,920	04/01/2020	1	
312971-C0-5	FGOLD 15YR FHLMC		09/01/2012	MBS PAYDOWN		54,629	54,629	57,958	55,443	(814)		(814)		54,629			0	1,818	04/01/2020	1	
312971-F0-2	FGOLD 15YR FHLMC		09/01/2012	MBS PAYDOWN		283,943	283,943	301,246	287,451	(3,508)		(3,508)		283,943			0	9,584	04/01/2020	1	
312971-MS-0	FGOLD 15YR FHLMC		09/01/2012	MBS PAYDOWN		42,991	42,991	45,610	43,777	(787)		(787)		42,991			0	1,346	05/01/2020	1	
312972-DX-7	FGOLD 15YR FHLMC		09/01/2012	MBS PAYDOWN		43,002	43,002	45,622	43,470	(468)		(468)		43,002			0	1,497	04/01/2020	1	
312972-EK-4	FGOLD 15YR FHLMC		09/01/2012	MBS PAYDOWN		49,994	49,994	53,041	50,835	(841)		(841)		49,994			0	1,660	04/01/2020	1	
312972-GT-3	FGOLD 15YR FHLMC		09/01/2012	MBS PAYDOWN		35,999	35,999	38,193	36,529	(530)		(530)		35,999			0	1,202	04/01/2020	1	
312972-GZ-9	FGOLD 15YR FHLMC		09/01/2012	MBS PAYDOWN		23,227	23,227	24,642	23,931	(704)		(704)		23,227			0	775	04/01/2020	1	
3132GL-T2-0	FNMA GOLD 30 YR		09/26/2012	VARIOUS		791,787	742,287	759,481	759,678	(2,078)		(2,078)		757,600		34,188	34,188	21,090	01/01/2041	1	
31336W-CP-2	FGOLD 15YR FHLMC		09/01/2012	MBS PAYDOWN		55,070	55,070	58,426	55,844	(774)		(774)		55,070			0	1,842	10/01/2020	1	
31371K-NX-5	FED NTL MTG ASSO FNMA		09/01/2012	MBS PAYDOWN		27,423	27,423	28,381	27,550	(127)		(127)		27,423			0	1,011	05/01/2017	1	
3138AT-WF-3	FED NTL MTG ASSO FNMA		09/26/2012	VARIOUS		2,302,637	2,174,161	2,223,249	2,225,000	(10,232)		(10,232)		2,214,767		87,870	87,870	60,752	01/01/2042	1	
3138E1-HW-0	FED NTL MTG ASSO FNMA		09/01/2012	MBS PAYDOWN		20,478	20,478	21,054	20,518	(40)		(40)		20,478			0	490	12/01/2041	1	
3138E1-JH-1	FED NTL MTG ASSO FNMA		09/01/2012	MBS PAYDOWN		139,195	139,195	142,593	139,447	(252)		(252)		139,195			0	3,369	01/01/2042	1	
3138E2-R8-0	FED NTL MTG ASSO FNMA		09/26/2012	VARIOUS		2,678,408	2,510,374	2,580,978	2,582,101	(8,208)		(8,208)		2,573,894		104,514	104,514	71,429	12/01/2041	1	

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STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
3138EE-HB-8	FED NTL MTG ASSO FNMA 30YR		09/01/2012	MBS PAYDOWN		15,343	15,343	16,285			(3)		(3)		15,343			0	67	06/01/2042	1
3138LV-2K-8	FED NTL MTG ASSO FNMA 30YR		09/01/2012	MBS PAYDOWN		16,574	16,574	17,568			(3)		(3)		16,574			0	72	07/01/2042	1
3138M3-QH-0	FED NTL MTG ASSO FNMA 15YR		09/01/2012	MBS PAYDOWN		24,829	24,829	25,822					0		24,829			0	52	07/01/2027	1
31392G-UZ-6	FED NTL MTG ASSO FNMA 02-94: HQ		09/01/2012	MBS PAYDOWN		151,910	151,910	160,455	154,407		(2,496)		(2,496)		151,910			0	4,603	01/01/2018	1
31396A-MX-9	FEDERAL HOME LOAN MTGE CO FHLMLC		09/01/2012	MBS PAYDOWN		53,394	53,394	54,817	53,604		(210)		(210)		53,394			0	1,957	09/01/2035	1
31398V-TM-8	FNMA 30YR		09/01/2012	MBS PAYDOWN		623,470	623,470	667,868	631,297		(7,827)		(7,827)		623,470			0	20,773	02/01/2039	1
31406Y-4E-7	FNMA		09/01/2012	MBS PAYDOWN		48,898	48,898	51,266	49,379		(481)		(481)		48,898			0	1,676	05/01/2035	1
31410F-Z2-4	FNMA		09/01/2012	MBS PAYDOWN		129,714	129,714	127,849	129,379		335		335		129,714			0	4,345	07/01/2020	1
31415W-PB-3	FNMA 30YR		09/01/2012	MBS PAYDOWN		659,866	659,866	703,814	670,435		(10,569)		(10,569)		659,866			0	25,243	11/01/2038	1
31416B-4X-3	15YR		09/01/2012	MBS PAYDOWN		1,254,529	1,254,529	1,345,287	1,279,226		(24,696)		(24,696)		1,254,529			0	46,188	01/01/2022	1
31416W-LC-4	FNMA 30YR		09/01/2012	MBS PAYDOWN		3,843,661	3,843,661	4,004,014	3,865,979		(22,318)		(22,318)		3,843,661			0	116,218	07/01/2040	1
31417A-X6-1	FNMA 30 YR		09/01/2012	MBS PAYDOWN		53,629	53,629	55,414			(104)		(104)		53,629			0	990	01/01/2042	1
31418W-QP-8	FNMA		09/01/2012	MBS PAYDOWN		119,627	119,627	125,552	120,761		(1,134)		(1,134)		119,627			0	3,219	08/01/2025	1
64966G-6S-6	NEW YORK NY MUNI		08/15/2012	MATURITY		2,025,000	2,025,000	2,167,418	2,048,327		(23,327)		(23,327)		2,025,000			0	101,250	08/15/2012	1FE
<b>3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions</b>						17,345,970	16,999,960	17,756,522	16,622,619	0	(134,045)	0	(134,045)	0	17,119,398	0	226,572	226,572	550,636	XXX	XXX
<b>Bonds - Industrial and Miscellaneous (Unaffiliated)</b>																					
023767-AA-4	AMERICAN AIRLINES INC CORPORATE		08/02/2012	CALLED SECURITY at 100.000		9,652	9,652	9,652	9,652				0		9,652			0	507	07/31/2021	2FE
03523T-BG-2	ANHEUSER BUSCH BE AEROSPACE INC CORPORATE		08/29/2012	WELLS FARGO		440,496	400,000	431,432	418,815		(4,257)		(4,257)		414,557		25,939	25,939	17,280	11/15/2014	1FE
055381-AQ-0	BANK OF AMERICA FDG CO		07/23/2012	CALLED SECURITY at 109.525		301,194	275,000	289,438	287,048		(848)		(848)		286,200		14,993	14,993	24,803	07/01/2018	3FE
05946X-BV-4	BANK OF AMERICA		09/20/2012	VARIOUS		1,157	1,157	1,181	1,167		(10)		(10)		1,157			0	48	05/01/2033	1FM
06052G-AC-2	BMW		07/31/2012	CALLED SECURITY at 100.000		4,456	4,456	4,475	4,466		(10)		(10)		4,456			0	43	12/15/2013	1FE
09657W-AC-2	BMW		09/25/2012	CALLED SECURITY at 100.000		282,756	282,756	282,751	282,753		3		3		282,756			0	2,610	04/25/2014	1FE
22025Y-AJ-9	CORRECTIONS CORPORATION OF AMERICA		08/27/2012	CALLED SECURITY at 100.000		32,000	32,000	32,000	32,000				0		32,000			0	2,316	01/31/2014	3FE
30257F-AA-1	FPL ENERGY NATIONAL WIND CORPORATE		09/25/2012	CALLED SECURITY at 100.000		6,996	6,996	6,996	6,877	118			118		6,996			0	428	03/25/2019	4FE
34529F-AD-9	FORD MOTOR CREDIT		09/17/2012	MBS PAYDOWN		309,237	309,237	329,519	314,096		(4,859)		(4,859)		309,237			0	9,143	11/15/2014	1FE
368280-HV-1	GE CAP CMBS 2004-C3		09/10/2012	CALLED SECURITY at 100.000		41,305	41,305	41,510	41,490		(185)		(185)		41,305			0	1,336	07/01/2039	1FM
502413-AU-1	L-3 COMMUNICATIONS CORP		07/26/2012	CALLED SECURITY at 102.125		25,531	25,000	24,726	24,872		17		17		24,889		642	642	1,244	10/15/2015	3FE
52108H-RB-2	LB-UBS CMBS 2003-C3		09/17/2012	VARIOUS		54,823	54,823	55,095	54,949		(126)		(126)		54,823			0	1,415	05/11/2027	1FM
65332V-BH-5	NEXTEL COMMUNICATIONS CORPORATE		08/24/2012	CALLED SECURITY at 100.000		64,000	64,000	62,080	63,680	320			320		64,000			0	3,593	10/31/2013	4FE
78412F-AF-1	SESI LLC		08/21/2012	CALLED SECURITY at 100.000		37,000	37,000	36,441	36,795		48		48		36,843		157	157	1,837	06/01/2014	3FE
881609-AQ-4	TESORO CORP		09/21/2012	CALLED SECURITY at 100.626		211,314	210,000	210,000	210,000				0		210,000		1,314	1,314	11,667	11/01/2012	3FE
893570-BT-7	TRANSCONTINENTAL GAS PIPE LINE CORP		07/15/2012	MATURITY		50,000	50,000	58,250	50,740		(740)		(740)		50,000			0	4,438	07/15/2012	2FE
960413-AE-2	WESTLAKE CHEMICAL CORPORATE		07/30/2012	CALLED SECURITY at 102.208		51,104	50,000	49,837	49,919		10		10		49,929		1,175	1,175	3,451	01/15/2016	2FE
98385X-AK-2	XTO ENERGY INC CORPORATE		08/01/2012	MATURITY		1,600,000	1,600,000	1,623,200	1,603,009		(3,009)		(3,009)		1,600,000			0	94,400	08/01/2012	1FE
<b>3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)</b>						3,523,021	3,453,382	3,548,581	3,492,328	438	(13,966)	0	(13,528)	0	3,478,800	0	44,221	44,221	180,540	XXX	XXX
<b>8399997 - Subtotals - Bonds - Part 4</b>						21,535,397	21,119,748	21,976,195	20,782,315	438	(148,972)	0	(148,533)	0	21,264,605	0	270,792	270,792	823,422	XXX	XXX
<b>8399999 - Subtotals - Bonds</b>						21,535,397	21,119,748	21,976,195	20,782,315	438	(148,972)	0	(148,533)	0	21,264,605	0	270,792	270,792	823,422	XXX	XXX

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STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Humana Health Plan, Inc.

**SCHEDULE D - PART 4**

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

1 CUSIP Identifi- cation	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Desig- nation or Market Indicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.							
9999999	Totals					21,535,397	XXX	21,976,195	20,782,315	438	(148,972)	0	(148,533)	0	21,264,605	0	270,792	270,792	823,422	XXX	XXX

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

Schedule DB - Part A - Section 1

**NONE**

Schedule DB - Part B - Section 1

**NONE**

Schedule DB - Part D

**NONE**

Schedule DL - Part 1

**NONE**

Schedule DL - Part 2

**NONE**



