



QUARTERLY STATEMENT

AS OF MARCH 31, 2012
OF THE CONDITION AND AFFAIRS OF THE

ARKANSAS COMMUNITY CARE, INC.

NAIC Group Code 00119 (Current Period) , 3681 (Prior Period) NAIC Company Code 12282 Employer's ID Number 20-2036444

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

Country of Domicile United States

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

Incorporated/Organized 01/31/2005 Commenced Business 01/01/2006

Statutory Home Office 10025 W MARKHAM ST., SUITE 220 , LITTLE ROCK, AR 72205
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 500 12TH STREET, STE 350 OAKLAND, CA 94607 510-832-0311
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 500 12TH STREET, STE 350 OAKLAND, CA 94607
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 500 12TH STREET, STE 350 OAKLAND, CA 94607 510-832-0311
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address WWW.ARCADIANHEALTH.COM

Statutory Statement Contact STACY ELISE PARSONS 510-817-1815
(Name) (Area Code) (Telephone Number) (Extension)

SPARSONS@ARCADIANHEALTH.COM 510-817-1895
(E-mail Address) (FAX Number)

OFFICERS

Name	Title	Name	Title
<u>Michael Benedict McCallister #</u>	<u>Chief Executive Officer</u>	<u>James Harry Bloem #</u>	<u>Sr. VP, CFO & Treasurer</u>
<u>Paul Berthold Kusserow #</u>	<u>Sr. VP & Chief Strategy and Corporate Development Officer</u>	<u>Joan Olliges Lenahan #</u>	<u>VP & Corporate Secretary</u>

OTHER OFFICERS

<u>Charles Frederic Lambert III #</u>	<u>Vice President</u>	<u>Ralph Martin Wilson #</u>	<u>Vice President</u>
<u>George Grant Bauernfeind #</u>	<u>Vice President</u>	<u>Joseph Christopher Ventura #</u>	<u>Assistant Secretary</u>

DIRECTORS OR TRUSTEES

<u>Michael Benedict McCallister #</u>	<u>James Elmer Murray #</u>	<u>James Harry Bloem #</u>
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State of

ss

County of

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

James Harry Bloem
SR. VP, CFO & Treasurer

Joan Olliges Lenahan
VP & Corporate Secretary

Subscribed and sworn to before me this
_____ day of _____,

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 _____

STATEMENT AS OF MARCH 31, 2012 OF THE ARKANSAS COMMUNITY CARE, 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	12,224,986		12,224,986	12,532,212
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$0 encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$3,038,476), cash equivalents (\$0) and short-term investments (\$7,293,111)	10,331,587		10,331,587	6,450,436
6. Contract loans (including \$0 premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	0		0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	22,556,573	0	22,556,573	18,982,648
13. Title plants less \$0 charged off (for Title insurers only)			0	0
14. Investment income due and accrued	141,093		141,093	154,022
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	6,500,235		6,500,235	4,794,910
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$0 earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	71,406		71,406	70,759
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	65,605		65,605	0
18.1 Current federal and foreign income tax recoverable and interest thereon	662,093		662,093	1,000,906
18.2 Net deferred tax asset	805,217	202,007	603,210	601,730
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$0)	2,821	2,821	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	854,072		854,072	0
24. Health care (\$959,490) and other amounts receivable	1,281,182	305,239	975,943	580,745
25. Aggregate write-ins for other than invested assets	0	0	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	32,940,297	510,067	32,430,230	26,185,720
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	32,940,297	510,067	32,430,230	26,185,720
DETAILS OF WRITE-INS				
1101.			0	0
1102.			0	0
1103.			0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501.			0	0
2502.			0	0
2503.			0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	0	0	0	0

STATEMENT AS OF MARCH 31, 2012 OF THE ARKANSAS COMMUNITY CARE, INC.

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded).....	8,808,688	1,124,669	9,933,357	10,415,636
2. Accrued medical incentive pool and bonus amounts	33,888		33,888	10,210
3. Unpaid claims adjustment expenses	256,011		256,011	283,736
4. Aggregate health policy reserves including the liability of \$ for medical loss ratio rebate per the Public Health Service Act	402,583		402,583	379,828
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	7,786,752		7,786,752	0
9. General expenses due or accrued	408,307		408,307	316,056
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	0
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others	14,578		14,578	14,134
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	374,878		374,878	1,449,450
16. Derivatives.....			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers 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	1,273,986		1,273,986	871,563
23. Aggregate write-ins for other liabilities (including \$ current)	0	0	0	0
24. Total liabilities (Lines 1 to 23).....	19,359,671	1,124,669	20,484,340	13,740,613
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX		0
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	13,469,452	13,469,452
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	(1,523,562)	(1,024,343)
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	11,945,890	12,445,109
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	32,430,230	26,185,722
DETAILS OF WRITE-INS				
2301.				
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	0	0	0	0
2501.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT AS OF MARCH 31, 2012 OF THE ARKANSAS COMMUNITY CARE, INC.

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	32,542	37,971	147,484
2. Net premium income (including \$ non-health premium income).....	XXX	24,081,555	28,065,436	107,349,895
3. Change in unearned premium reserves and reserve for rate credits	XXX		0	0
4. Fee-for-service (net of \$ medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	24,081,555	28,065,436	107,349,895
Hospital and Medical:				
9. Hospital/medical benefits		11,009,693	12,168,185	52,772,015
10. Other professional services		4,215,669	5,059,893	18,993,890
11. Outside referrals	1,939,751	1,939,751	1,438,727	6,203,543
12. Emergency room and out-of-area	214,407	1,028,789	1,197,870	3,899,376
13. Prescription drugs		2,283,042	2,790,346	9,321,120
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		24,803	(28,851)	454,770
16. Subtotal (Lines 9 to 15)	2,154,158	20,501,747	22,626,170	91,644,714
Less:				
17. Net reinsurance recoveries		232,587	65,804	363,892
18. Total hospital and medical (Lines 16 minus 17)	2,154,158	20,269,160	22,560,366	91,280,822
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 334,927 cost containment expenses.....		1,086,481	895,030	4,388,242
21. General administrative expenses.....		4,085,746	4,173,401	14,054,513
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....			0	0
23. Total underwriting deductions (Lines 18 through 22)	2,154,158	25,441,387	27,628,797	109,723,577
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(1,359,832)	436,639	(2,373,682)
25. Net investment income earned		120,171	134,342	517,216
26. Net realized capital gains (losses) less capital gains tax of \$			0	(756)
27. Net investment gains (losses) (Lines 25 plus 26)	0	120,171	134,342	516,460
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0	0
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	(1,239,661)	570,981	(1,857,222)
31. Federal and foreign income taxes incurred	XXX		226,127	(581,189)
32. Net income (loss) (Lines 30 minus 31)	XXX	(1,239,661)	344,854	(1,276,033)
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901.				
2902.				
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	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	12,445,111	18,562,483	18,562,483
34. Net income or (loss) from Line 32	(1,239,661)	344,854	(1,276,033)
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$		0	0
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax	1,480	0	34,360
39. Change in nonadmitted assets	895,966	613,714	124,301
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		(3,500,000)	(5,000,000)
47. Aggregate write-ins for gains or (losses) in surplus	(157,006)	0	0
48. Net change in capital and surplus (Lines 34 to 47)	(499,221)	(2,541,432)	(6,117,372)
49. Capital and surplus end of reporting period (Line 33 plus 48)	11,945,890	16,021,051	12,445,111
DETAILS OF WRITE-INS			
4701. POST CLOSE/PRE-AUDIT ADJUSTMENT.....	(157,006)	0	0
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	(157,006)	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	30,185,737	26,093,452	106,054,601
2. Net investment income	150,729	178,146	612,940
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	30,336,466	26,271,598	106,667,541
5. Benefit and loss related payments	20,234,226	20,045,851	90,293,007
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....		0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	4,770,883	4,305,108	15,054,077
8. Dividends paid to policyholders		0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	(338,813)	226,127	419,720
10. Total (Lines 5 through 9)	24,666,296	24,577,086	105,766,804
11. Net cash from operations (Line 4 minus Line 10)	5,670,170	1,694,512	900,737
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	289,597	363,383	1,636,316
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	289,597	363,383	1,636,316
13. Cost of investments acquired (long-term only):			
13.1 Bonds	0	200,844	200,844
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	0	200,844	200,844
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)	289,597	162,539	1,435,472
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	5,000,000
16.6 Other cash provided (applied).....	(2,078,616)	3,860,395	3,036,555
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	(2,078,616)	3,860,395	(1,963,445)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	3,881,151	5,717,446	372,764
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	6,450,436	6,077,672	6,077,672
19.2 End of period (Line 18 plus Line 19.1)	10,331,587	11,795,118	6,450,436

STATEMENT AS OF MARCH 31, 2012 OF THE ARKANSAS COMMUNITY CARE, 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	11,930	.0	.0	.0	.0	.0	.0	11,930	.0	.0
2. First Quarter	10,799	.0	.0	.0	.0	.0	.0	10,799	.0	.0
3. Second Quarter .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
4. Third Quarter .....	.0									
5. Current Year	0									
6. Current Year Member Months	32,542							32,542		
Total Member Ambulatory Encounters for Period:										
7. Physician	25,678							25,678		
8. Non-Physician	22,885							22,885		
9. Total	48,563	0	0	0	0	0	0	48,563	0	0
10. Hospital Patient Days Incurred	2,846							2,846		
11. Number of Inpatient Admissions	730							730		
12. Health Premiums Written (a).....	24,157,194							24,157,194		
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	24,157,194							24,157,194		
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	20,727,761							20,727,761		
18. Amount Incurred for Provision of Health Care Services	20,501,747							20,501,747		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 24,157,194

STATEMENT AS OF MARCH 31, 2012 OF THE ARKANSAS COMMUNITY CARE, 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) .....					.0	.0
2. Medicare Supplement .....					.0	.0
3. Dental Only .....					.0	.0
4. Vision Only .....					.0	.0
5. Federal Employees Health Benefits Plan .....					.0	.0
6. Title XVIII - Medicare	8,276,630	13,714,613	1,371,182	8,562,176	9,647,812	10,415,636
7. Title XIX - Medicaid .....					.0	.0
8. Other health .....					.0	.0
9. Health subtotal (Lines 1 to 8).....	8,276,630	13,714,613	1,371,182	8,562,176	9,647,812	10,415,636
10. Health care receivables (a)	201,787	1,061,746			201,787	.0
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts	51		33,887		33,938	10,210
13. Totals (Lines 9-10+11+12)	8,074,894	12,652,867	1,405,069	8,562,176	9,479,963	10,425,846

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

1. **Summary of Significant Accounting Policies**

A. Accounting Practices

For the purposes of this narrative the “end of the period” refers to March 31, 2012.

The accompanying financial statements of Arkansas Community Care, Inc. (“The Company”) have been prepared in conformity with the Statutory Accounting Practices (“SAP”) set forth in the National Association of Insurance Commissioners’ (“NAIC”) *Accounting Practices and Procedures Manual*, version effective March 2012.

The Arkansas Insurance Department (“ARDOI”) requires that insurance companies domiciled in Arkansas prepare their statutory basis financial statements in accordance with NAIC SAP to the extent that the practices and procedures contained in the manual do not conflict with any other provisions of Arkansas Insurance Code. Title 23, subtitle of the Arkansas Insurance Code contains differences from NAIC SAP. These sections that supersede the NAIC SAP rules pertain primarily to limitations on investments, and reserve requirements. The differences between the ARDOI requirements and the NAIC requirements did not result in differences in financial results.

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

The preparation of financial statements as prescribed by SAP 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. Actual results could differ from those estimates.

C. Accounting Policy

Investments

1. Short-term investments and U.S. Treasury Bills are carried at amortized cost, which approximates fair market value.
2. Investments are stated in accordance with methods and values adopted by the NAIC and, as such, bonds are generally stated at amortized cost. Premiums and discounts on fixed maturity investments are accreted to income using the scientific method over the anticipated life of the security. Market values are determined using market prices published by the NAIC Securities Valuation Office (“SVO”), IDC or Bloomberg.
3. The Company does not have any investments in common stock.
4. The Company does not have any investments in preferred stock.
5. The retrospective method is used to value mortgage-backed securities. Residential mortgage-backed securities with an NAIC rating below a 2 are carried at market value as of the statement date. The value of these securities are calculated in accordance with SSAP 43R.
6. The Company does not have any investments in loan-backed securities.
7. The Company does not have any investments in subsidiary, controlled or affiliated entities.
8. The Company does not have any investments in joint ventures, partnerships or limited liability companies.
9. The Company does not have any investments in derivatives.
10. The Company anticipates investment income as a factor in the premium deficiency calculation, in accordance with SSAP No. 54.
11. Unpaid losses and loss adjustment expenses include an amount determined from individual case estimates and loss reports and an amount, based on past experience, for

losses incurred but not reported. Such liabilities are necessarily based on assumptions and estimates and while management believes the amount is adequate, the ultimate liability may be in excess of or less than the amount provided. The methods for making such estimates, and for establishing the resulting liability, are continually reviewed and any adjustments are reflected in the period determined.

12. The Company has not modified its capitalization policy from the prior period.

13. The Company estimates pharmaceutical rebate receivables based on historical payment trends.

Cash and Short-Term Investments

Cash includes balances held in banks and certificates of deposit with maturities of less than one year. Investments which have a maturity of one year or less, at the date of purchase, including money market mutual funds, are considered short-term investments and are carried at cost or amortized cost.

Other Accounting Policies

Expenses incurred in connection with acquiring new insurance business, with the exception of broker commissions, are charged to operations as incurred. Broker commissions are carried as prepaid assets until the member's effective date, at which point it is expensed to operations.

2. **Accounting Changes and Correction of Errors**

The Company made corrections to its 2011 financial statements which are not reflected in the 2011 Annual Statement. These changes are reflected as a surplus adjustment to page 5, line 47 of this Quarterly Statement. The effect of the 2011 adjustments are as follows:

Financial Statement Line Item	2011 Post Close Financial Adjustments	2011 Annual Annual Statement	Net Change
Total admitted assets	\$ 26,059,458	\$ 26,185,720	\$ (126,262)
Total liabilities	13,774,219	13,740,613	33,606
Total capital and unassigned deficit	12,285,239	12,445,109	(159,870)
Net income (loss)	\$ (1,433,039)	\$ (1,276,033)	\$ (157,006)

3. **Business Combinations and Goodwill**

A, B, C & D. Not Applicable

4. **Discontinued Operations**

Not Applicable

5. **Investments**

A, B & C. Not Applicable

D. The Company currently has no other-than-temporarily impaired loan-backed securities. All lower rated mortgage securities have been tested and there is no case where the cash flows are less than the amortized cost. However, securities that meet these criteria would be handled as follows. Any loan-backed security rated NAIC6 would be considered impaired if the present value of discounted future cash flows were less than amortized cost. Bloomberg or Intex cash flows would be used and default rates and severities assumed as the actual values of the last six months. These assumptions are conservative due to the significant issues experienced with mortgage loans during this period.

E, F & G. Not Applicable

6. **Joint Ventures, Partnerships and Limited Liability Companies**

A & B. Not Applicable

7. **Investment Income**

A. The Company had no investment income due and accrued that was over 90 days past due.

B. The total amount excluded from surplus was \$0.

8. **Derivative Instruments**

A – F. Not Applicable

9. **Income Taxes**

A.1 The company has deferred tax assets that consist of the following:

	<u>2012</u>	<u>2011</u>
Gross deferred tax assets	805,217	803,737
Statutory valuation allowance	-	-
Adjusted gross deferred tax assets	805,217	803,737
Gross deferred tax liability	<u>(32,264)</u>	<u>(32,264)</u>
Net DTA before admissibility test	<u>772,953</u>	<u>771,473</u>

A.2 SSAP No. 10R allows for the expansion of the limitations on admitting DTAs under paragraph 10(b) of SSAP No. 10, from one year to three years, and from 10 percent to 15 percent of surplus. If elected, DTAs admitted under the expanding admissibility tests would be disclosed in the table above. For 2009 - 2012, the Plan did not elect to admit DTAs pursuant to Par. 10.e of SSAP No. 10R.

A.3 Not Applicable.

A.4 & 5 Admitted pursuant to SSAP No. 10R:

	<u>2012</u>	<u>2011</u>
Par. 10.a. - Federal taxes paid in prior years that may be recovered by DTAs reversing in one year	<u>603,210</u>	<u>601,730</u>
Par. 10.b.i. - Gross DTAs after application of Par. 10.a. expected to be realized in one year	-	-
Par. 10.b.ii. - Adjusted statutory capital limitation	<u>1,110,253</u>	<u>1,110,253</u>
Admitted pursuant to par. 10.b. (lesser of 10.b.i. or 10.b.ii.)	-	-
Admitted pursuant to 10.c. - Gross DTAs after application of 10.a. and 10.b that may offset DTLs	32,264	32,264
Additional admitted pursuant to par. 10.e. (1)	-	-
Admitted deferred tax assets	635,474	633,994
Deferred tax liability	<u>(32,264)</u>	<u>(32,264)</u>
Net admitted deferred tax assets	<u>603,210</u>	<u>601,730</u>
 Total Nonadmitted deferred tax assets	 <u>169,743</u>	 <u>169,743</u>

B. Not Applicable.

C. The tax effects of temporary differences that gave rise to significant portions of the deferred tax assets were as follows:

	<u>2012</u>	<u>2011</u>	<u>Change</u>
Deferred tax asset			
Depreciation and amortization	227,068	227,068	-
Unpaid losses and LAE	117,759	117,759	-
Accruals and reserves	30,332	30,332	-
Prepays and Receivables	409,639	408,159	1,480
Other	20,419	20,419	-
Total deferred tax assets	<u>805,217</u>	<u>803,737</u>	<u>1,480</u>
Statutory valuation allowance	-	-	-
Net deferred tax assets	<u>805,217</u>	<u>803,737</u>	<u>1,480</u>
Non-admitted deferred tax assets	<u>(169,743)</u>	<u>(169,743)</u>	<u>-</u>
Deferred Tax Liabilities			
Accrued Market discount	(31,844)	(31,844)	-
Unearned premiums	(420)	(420)	-
Total Net deferred tax assets	<u>603,210</u>	<u>601,730</u>	<u>1,480</u>

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

	<u>2012</u>	<u>%</u>	<u>2011</u>	<u>%</u>
Income (Loss) before taxes	(2,095,132)		(1,857,233)	
US Tax at statutory rate	(712,345)	34.00%	(631,489)	34.00%
Permanent differences	46,674	-2.23%	48,170	-2.59%
Deferred tax	36,894	-1.76%	35,414	-1.91%
Change in valuation allowance		0.00%		0.00%
Change in non-admitted deferred tax	(33,314)	1.59%	(33,314)	1.79%
Current Tax expense (benefit)	<u>(662,091)</u>	<u>31.60%</u>	<u>(581,189)</u>	<u>31.29%</u>

E.1 At the end of the period the Company did not have any operating loss or tax credit carry-forwards.

E.2 Federal income taxes incurred that will be available for recoupment in the event of future net losses totaled \$2,400,140 for 2010 and \$0 for 2011.

F. The Company's federal income tax return is consolidated with Arcadian Management Services, Inc. ("AMS"), Arcadian Health Plan, Inc. ("AHP"), Arcadian Health Plan of Georgia, Inc. ("AHPGA"), Arcadian Health Plan of Louisiana, Inc. ("AHPLA") Arcadian Health Plan of North Carolina, Inc. ("AHPNC") and Arcadian Health Plan of New York, Inc. ("AHPNY"). The agreement established among the companies is to use a pure separate company approach with no current credit for any net operating losses or other items utilized in the consolidated tax return. This arrangement is discussed further in Note 10.F.

10. Information Concerning Parent, Subsidiaries and Affiliates

A. The Company is a wholly-owned subsidiary Humana Inc. The Company was granted a Certificate of Authority by the Arkansas Insurance Commissioner on March 21, 2005.

B & C. The Company paid common stock dividends as discussed in Note 13.4.

D. At the end of the period, the Company had the following receivables and payables, net, to its parent and affiliated companies:

Company	Receivable	Payable
AMS	-	374,878
AHP	851,222	-
AHPGA	2,850	-
Total Receivable/Payable	854,072	374,878

The majority of the amounts owed to the Company are of the result of a settlement with the Company's pharmacy benefit manager for all rebate receivables outstanding for the 2011 plan year and prior. This settlement was paid in full to the Company's parent/affiliate, AHP, and was an outstanding settlement between the two companies at the end of the period. The Company's payable to AMS is the related to administrative costs incurred by AMS under its Administrative Services Agreement (see note 10.F).

The terms of all intercompany agreements amongst the affiliates require that these balances be settled within 30 days.

E. Not Applicable

E. AMS provides certain services to the Company under an Administrative Services Agreement. Those services include enrollment processing, claims processing, professional credentialing, information technology, treasury, financial and tax services. A new service contract was approved and went in to effect in 2010. The compensation under the contract is based on actual costs incurred by AMS related to the services supplied. The total amount of compensation under this contract was \$1,571,560 as of the end of the period. This contract was in effect through March 30, 2011. Effective upon the March 31, 2012 acquisition of AMS by Humana this agreement was terminated.

All of the departmental costs associated with shared services among the health plans which includes, but is not limited to, human resources, bid development, finance/accounting, health/member/physician services, pharmacy management, corporate sales, regulatory compliance, and new market development are originally recorded on the books of AHP and then allocated to the company's subsidiary and affiliates based on membership (enrollment). The costs being allocated include the salaries, bonuses, expenses, and benefits of all employees that are listed as AHP employees that perform job functions for AHP, ACC, AHPGA, AHPLA, AHPNC and AHPNY. Other costs that are allocated to the subsidiary and affiliate health plans include, but are not limited to: postage, utilities, general consulting and legal fees, temporary help and employee recruitment for the previously mentioned departments, as well as office supplies and depreciation on office furniture/equipment, software licenses, and overhead costs associated with overall design and production of health plan marketing materials. The total amount of costs allocated to the Company under this agreement was \$1,864,049 as of the end of the period. This contract was in effect through March 30, 2011. Effective upon the March 31, 2012 acquisition of AMS by Humana this agreement was terminated.

The Company remits current federal income taxes to its parent, AMS' under a tax allocation agreement which became effective on January 1, 2009. This agreement permits the Company to remit taxes to its parent that would otherwise be payable to the federal government if taxes were calculated on a single-entity basis. AMS files a consolidated federal income tax return in which income generated by the Company is sheltered by subsidiary, affiliate and parent company losses. This contract was in effect through March 30, 2011. Effective upon the March 31, 2012 acquisition of AMS by Humana this agreement was terminated.

G. 60% of the outstanding shares of the Company are owned by AHP, a health maintenance organization domiciled in Washington. The remaining 40% is owned by AMS, a management services organization domiciled in Delaware. AMS and AHP are a fully owned subsidiaries of Humana Inc.

H, I, J, K & L. Not Applicable.

11. **Debt**

A. AMS, the holding company of ACC, has settled all debt obligations as of the current period.

B. Not Applicable.

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

A, B & C. Not Applicable.

D. The Company participates in a qualified, 401(k) plan sponsored by its parent company, AMS. All employees with three or more months of service are eligible for a Company match of up to 5% of their annual income that is contributed to the plan. Employer match contributions are made on a quarterly basis, with a true up performed following the plan year. The liability for this contribution is reflected in the balance of the amounts withheld on or retained for the account of others on page 3 of this filing. The Company had no employer match liability at the end of the period.

The 401(k) plan is administered by Fidelity Investments and therefore the Company assumes none of the liabilities associated with its administration.

E. The Company accrues a liability for paid time off for its employees on a monthly basis. The liability for compensated absences can be reasonably estimated and is reflected as part of the general expenses due and accrued on page 3 of this filing.

F. Not Applicable.

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

1. The Company has 10 shares authorized and 5 shares issued and outstanding of \$0.01 par value common stock as of the current period.

2. Not Applicable

3. Without prior approval of its domiciliary commissioner, dividends to shareholders are limited by the laws of the Company's state of incorporation, Arkansas, to the greater of 10% of insurer's equity or the net income, excluding realized capital gains, as of previous December 31st. The Company does not plan to pay out dividends to stockholders based on 2011 financial results. Dividends to stockholders must be paid out of the earned surplus of the Company. "Earned surplus" means that part of its available surplus funds which is derived from any realized net profits on its business.

4. The Company has declared the following dividends since its inception:

Year of Issuance	Ordinary	Extraordinary
2009	700,000	-
2010	880,000	-
2011	1,000,000	-
Cumulative	2,580,000	-

5. Within the limitations of (13.3) above, there are no restrictions placed on the portion of the Company profits that may be paid as ordinary dividends to stockholder.

6 - 13. Not Applicable.

14. **Contingencies**

A. Not Applicable.

B, C & D. The Company has not had any assessments, gain contingencies, contractual or bad faith losses related to lawsuits or any other contingencies.

F. Not Applicable.

15. **Leases**

- A. The Company leases office equipment under various non-cancelable operating agreements that expire on, or before 2013. In addition, the Company has entered into a lease for office space that expires in 2013. Total equipment and rental expenses related to lease payments was \$18,320 as of the end of the period.

As of the end of the period, the Company has the following aggregate non-cancelable lease commitments:

Year	Amount
2012	\$ 52,689
2013	26,026
2014	776
2015	582
Total	\$ 80,073

- B. Leasing is not a significant part of the Company's business activities in terms of revenue, net income or assets.

16. **Information About Financial Instruments With Off-Balance Sheet Risk And Financial Instruments With Concentrations of Credit Risk**

1, 2, 3 & 4. Not Applicable

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

A, B & C. Not Applicable

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

A. ASO Plans - Not Applicable.

B. ASC Plans – Not Applicable.

C. Medicare Plans – Low Income Cost Sharing (“LICS”) reconciliation payable.

The Company receives LICS advance payments from the Center of Medicare and Medicaid Services (“CMS”) on a monthly basis. These payments represent the difference in dollar amount that CMS pays on behalf of low income beneficiaries for their prescriptions versus non-low income beneficiaries. It is paid to the Company on a prospective basis. Plans are paid dollar for dollar for the low income subsidy cost sharing, and since plans are paid prospectively, an annual reconciliation will be performed. The difference between the actual LICS pharmacy costs incurred for the plan service year and the advance payments received will be recognized as a payable (if advance payments are higher than costs) or a receivable (if advance payments are less than costs), and settled with CMS approximately ten-months after year end.

The Company receives Reinsurance advance payments from CMS on a monthly basis. These payments represent the anticipated catastrophic coverage amounts that CMS will cover as projected in bids for all the Company's beneficiaries. The Company tracks the catastrophic spend amounts, also known as Actual Reinsurance Subsidy, which is 80 percent of allowable drug costs above the out-of-pocket threshold, net of any other remuneration (e.g., rebates, coupons, discounts collectively referred to as direct and indirect remuneration), spent within the plan for the benefit year. Reinsurance reconciliation is the difference between the sum of all prospective reinsurance payments received for the coverage year and the actual Reinsurance subsidy amount within the same coverage year. CMS will collect the amount of Reinsurance dollars that exceed subsidized Reinsurance amounts. Conversely, CMS will pay the difference in the final reconciliation if the Reinsurance subsidy is less than the Reinsurance amounts received.

The Company participates in the Coverage Gap Discount Program (“CGDP”) which will make manufacturer discounts available to non-low income subsidy eligible Medicare Part D beneficiaries. Manufacturer discounts will be received for these beneficiaries for applicable

brand drugs starting in 2011. Under the CGDP, Part D sponsors will receive monthly prospective payments from CMS. On a quarterly basis, manufacturers will remit payments for invoiced amounts directly to Part D sponsors and the prospective payments from CMS made to Part D sponsors will be reduced by the discount amounts invoiced to manufacturers. A reconciliation of CGDP payments will be done by CMS after the end of the plan year and any amounts receivable/payable for the program will be settled with CMS at that time.

For the 2011 plan year, the Company's liability related to LICS and Reinsurance were \$316,418 and \$298,881, respectively (expected settlement in November 2012). For the 2012 plan year, the Company's liabilities for LICS and CGDP were \$70,477 and \$588,210, respectively, at the end of the period. At the end of the period, the Company's Reinsurance receivable related to the 2012 plan year was \$65,605.

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

Not Applicable

20. **Fair Market Value Measurement**

A, B, C & D. Not Applicable.

21. **Other Items**

A. On March 30, 2012 the Company became a fully owned subsidiary of Humana Inc. as part of an acquisition announced in August 2011.

B. Not Applicable.

C. Assets in the amount of \$996,193, at the end of the period, were on deposit with government authorities or trustees as required by law.

D. At the end of the period the Company had admitted assets of \$6,565,840 in accounts receivable for uninsured plans and uncollected premiums and amounts due from agents. The Company routinely assesses the collectability of these receivables. Based on the Company's experience, any amounts deemed to be uncollectable are non-admitted for reporting purposes and any further potential loss is deemed to be immaterial to the Company's financial position.

E, F & G. Not Applicable.

22. **Events Subsequent**

Type II – Non-recognized Subsequent Events:

Subsequent events have been considered through May 14, 2012 for the statutory statement issued on May 15, 2012.

The Company's parent organization, Humana Inc., made a \$3,000,000 capital contribution to the Company on April 10, 2012. This transaction will be reflected as an increase in the Gross paid in and contributed surplus on the Company's June 30, 2012 Quarterly Statement.

23. **Reinsurance**

A. Section 1 – General Interrogatories

(1) Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10% of controlled, either directly or indirectly, by the Company or by any representative, officer, trustee or director of the Company?
Yes () No (X)

(2) Have any policies issued by the Company been reinsured with a company chartered in a country other than United States (excluding U.S. Branches of such companies) that is owned

in excess of 10% or controlled directly or indirectly by an insured, a beneficiary, a creditor or any other person not primarily engaged in the insurance business?

Yes () No (X)

A. 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 non-payment of premium or other similar credit?

Yes () No (X)

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

Yes () No (X)

A. Section 3 – Ceded Reinsurance Report – Part B

(1) What is the estimated amount of 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 on 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 business reinsured in making this estimate. \$ 71,406

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

Yes () No (X)

B. Uncollectible Reinsurance – Not Applicable (None).

C. Commutation of Ceded Reinsurance – Not Applicable (None).

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

A. The Company estimates accrued retrospective premium adjustments through a mathematical approach using an algorithm provided by CMS in the *CMS Prescription Drug Event Data Training Participant Guide*.

B. The Company records accrued retrospective premium as an adjustment of earned premium.

C. The amount of net premiums written by the Company at the end of the period that are subject to retrospective rating features was \$268,780 which is 1.12% of the total net premiums written. No other premiums written by the Company are subject to retrospective rating features.

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2011 were \$10,709,582. As of the end of the period \$8,358,630 has been paid for incurred claims and claims adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$1,405,069 as a result of re-estimation of unpaid claims and claim adjustment expenses principally on the Company's Medicare Advantage line of business. Therefore, there has been a \$945,883 favorable prior-year development since December 31, 2011 to the end of the period. The change 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.

26. Intercompany Pooling Arrangements

A – G. Not Applicable.

27. **Structured Settlements**

Not Applicable.

28. **Health Care Receivables**

A. Pharmaceutical Rebate Receivables – The Company booked pharmacy rebates for prior years expenses that it expects to receive from its pharmaceutical vendor. Total pharmaceutical rebate receivables at the end of the period are \$645,672.

In addition, the Company had incurred pharmacy claims on members that were subsequently transferred to other health plans by CMS. Pursuant to Medicare Part D reimbursement regulations, the Company is able to bill the other plans for these claims and report any non-payment to CMS after 30-days. Accordingly, the Company has a receivable for plan to plan of \$39, all of which has been admitted as of the end of the period.

B. Risk Sharing Receivables – Risk sharing can fluctuate between a liability (reported on page 3, line 4 of the financials) or an asset (reported on page 2, line 23 of the financials). CMS advances funds to the Company for pharmacy expenses based on bids submitted by the Company in the previous year. A portion of the difference between actual pharmacy expenses paid and the amounts received from CMS is listed as either a payable or receivable and is settled up with CMS the following year. The Company's risk sharing receivable from CMS at the end of the period was \$291,535.

C. Other - The Company paid medical and hospital claims on members that were subsequently terminated retroactively by CMS. As most of the claims paid were with contracted providers, the Company is able to seek reimbursement from the providers for these non-eligible members' claims per provisions of the contracts. The receivable is recorded when billed and an allowance for doubtful accounts is provided based on historical collection rates and other factors. The Company's receivable from providers at the end of the period was \$304,042 all of which has been non-admitted.

The Company has recorded a receivable of \$22,244 due back from its contracted dental provider for premiums owed back to the Company for the first quarter of 2012.

29. **Participating Policies**

Not Applicable.

30. **Premium Deficiency Reserves**

Not Applicable.

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 [X] No []
If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] NA []
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2010
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2010
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 01/17/2012
- 6.4 By what department or departments?
ARKANSAS DEPARTMENT OF INSURANCE.....
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [X] No [] NA []
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [] No [X] 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 No
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.

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

.....

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

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

.....

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

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

.....

FINANCIAL

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

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$851,222

INVESTMENT

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

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

.....

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

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

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

14.2 If yes, please complete the following:

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

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

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

If no, attach a description with this statement.

GENERAL INTERROGATORIES

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

Yes 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
MORGAN KEEGAN.....	Fifty N. First St., Memphis, TN 83103.....

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
112629.....	PARKWAY ADVISORS LLP.....	6550 DIRECTORS PARKWAY ABILENE, TX 79606.....

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:

.....

GENERAL INTERROGATORIES

PART 2 - HEALTH

1 Operating Percentages

1.1 A&H loss percent 85.6 %

1.2 A&H cost containment percent 1.4 %

1.3 A&H expense percent excluding cost containment expenses 3.5 %

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

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

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

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

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
NONE						

STATEMENT AS OF MARCH 31, 2012 OF THE ARKANSAS COMMUNITY CARE, INC.

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

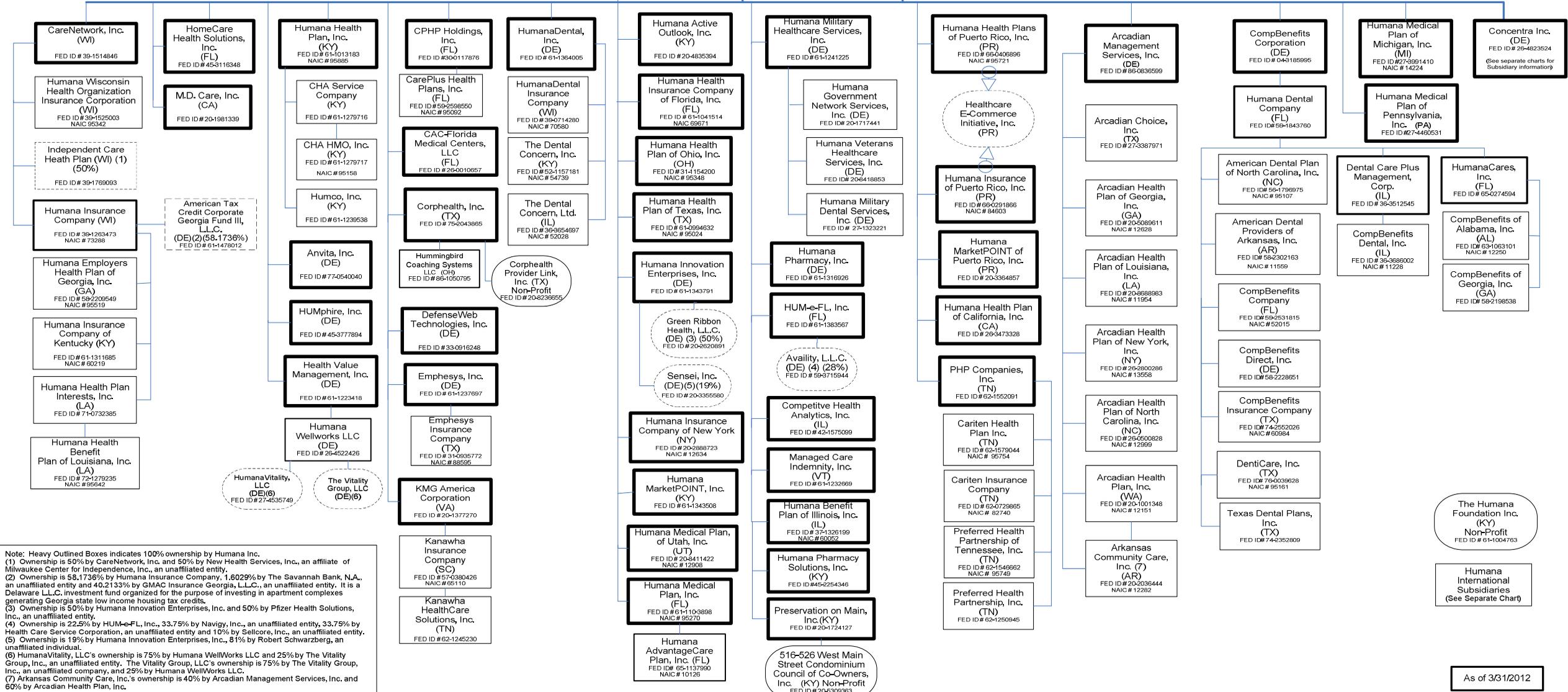
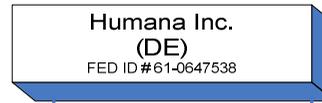
States, Etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama	AL	N							0	
2. Alaska	AK	N							0	
3. Arizona	AZ	N							0	
4. Arkansas	AR	L		18,406,066					18,406,066	
5. California	CA	N							0	
6. Colorado	CO	N							0	
7. Connecticut	CT	N							0	
8. Delaware	DE	N							0	
9. Dist. Columbia	DC	N							0	
10. Florida	FL	N							0	
11. Georgia	GA	N							0	
12. Hawaii	HI	N							0	
13. Idaho	ID	N							0	
14. Illinois	IL	N							0	
15. Indiana	IN	N							0	
16. Iowa	IA	N							0	
17. Kansas	KS	N							0	
18. Kentucky	KY	N							0	
19. Louisiana	LA	N							0	
20. Maine	ME	N							0	
21. Maryland	MD	N							0	
22. Massachusetts	MA	N							0	
23. Michigan	MI	N							0	
24. Minnesota	MN	N							0	
25. Mississippi	MS	N							0	
26. Missouri	MO	N							0	
27. Montana	MT	N							0	
28. Nebraska	NE	N							0	
29. Nevada	NV	N							0	
30. New Hampshire	NH	N							0	
31. New Jersey	NJ	N							0	
32. New Mexico	NM	N							0	
33. New York	NY	N							0	
34. North Carolina	NC	N							0	
35. North Dakota	ND	N							0	
36. Ohio	OH	N							0	
37. Oklahoma	OK	L		2,870,394					2,870,394	
38. Oregon	OR	N							0	
39. Pennsylvania	PA	N							0	
40. Rhode Island	RI	N							0	
41. South Carolina	SC	N							0	
42. South Dakota	SD	N							0	
43. Tennessee	TN	N							0	
44. Texas	TX	L		2,880,734					2,880,734	
45. Utah	UT	N							0	
46. Vermont	VT	N							0	
47. Virginia	VA	N							0	
48. Washington	WA	N							0	
49. West Virginia	WV	N							0	
50. Wisconsin	WI	N							0	
51. Wyoming	WY	N							0	
52. American Samoa	AS	N							0	
53. Guam	GU	N							0	
54. Puerto Rico	PR	N							0	
55. U.S. Virgin Islands	VI	N							0	
56. Northern Mariana Islands	MP	N							0	
57. Canada	CN	N							0	
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX		0	24,157,194	0	0	0	0	24,157,194	0
60. Reporting entity contributions for Employee Benefit Plans	XXX								0	
61. Total (Direct Business)	(a) 3		0	24,157,194	0	0	0	0	24,157,194	0
DETAILS OF WRITE-INS										
5801.	XXX								0	
5802.	XXX								0	
5803.	XXX								0	
5898. Summary of remaining write-ins for Line 58 from overflow page.	XXX		0	0	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX		0	0	0	0	0	0	0	0

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

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

STATEMENT AS OF MARCH 31, 2012 OF THE ARKANSAS COMMUNITY CARE, INC.

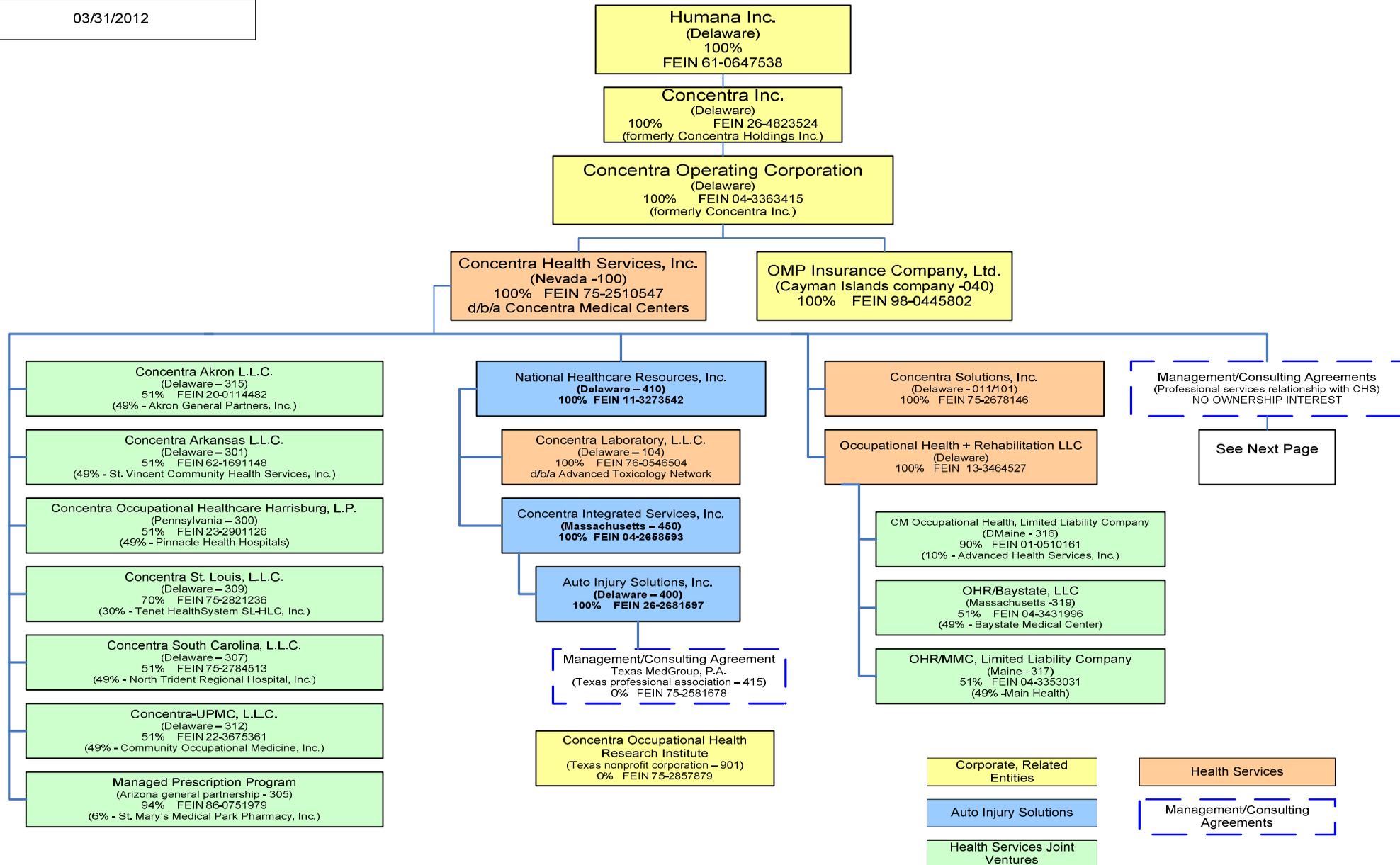
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



Note: Heavy Outlined Boxes indicates 100% ownership by Humana Inc.
 (1) Ownership is 50% by CareNetwork, Inc., and 50% by New Health Services, Inc., an affiliate of Milwaukee Center for Independence, Inc., an unaffiliated entity.
 (2) Ownership is 58,1736% by Humana Insurance Company, 1,6029% by The Savannah Bank, N.A., an unaffiliated entity and 40,2133% by GMAC Insurance Georgia, L.L.C., an unaffiliated entity. It is a Delaware LLC, investment fund organized for the purpose of investing in apartment complexes generating Georgia state low income housing tax credits.
 (3) Ownership is 50% by Humana Innovation Enterprises, Inc. and 50% by Pfizer Health Solutions, Inc., an unaffiliated entity.
 (4) Ownership is 22,5% by HUM-e-FL, Inc., 33,75% by Navigy, Inc., an unaffiliated entity, 33,75% by Health Care Service Corporation, an unaffiliated entity and 10% by Sellcore, Inc., an unaffiliated entity.
 (5) Ownership is 19% by Humana Innovation Enterprises, Inc., 81% by Robert Schwarzberg, an unaffiliated individual.
 (6) HumanaVitality, LLC's ownership is 75% by Humana WellWorks LLC and 25% by The Vitality Group, Inc., an unaffiliated entity. The Vitality Group, LLC's ownership is 75% by The Vitality Group, Inc., an unaffiliated company, and 25% by Humana WellWorks LLC.
 (7) Arkansas Community Care, Inc.'s ownership is 40% by Arcadian Management Services, Inc. and 60% by Arcadian Health Plan, Inc.

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

03/31/2012



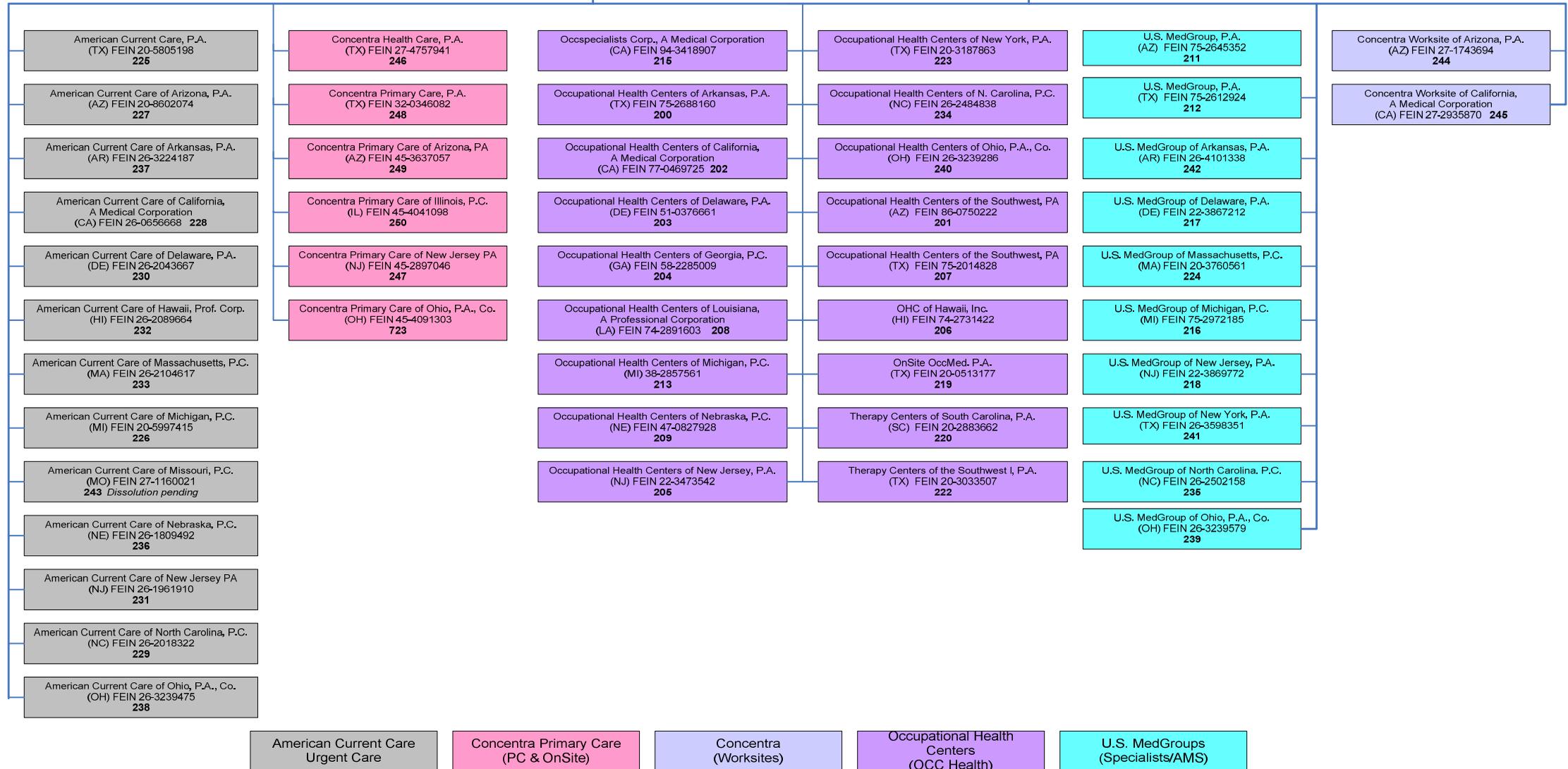
15.1

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

03/31/2012

Management/Consulting Agreements
 (Professional services relationship with CHS)

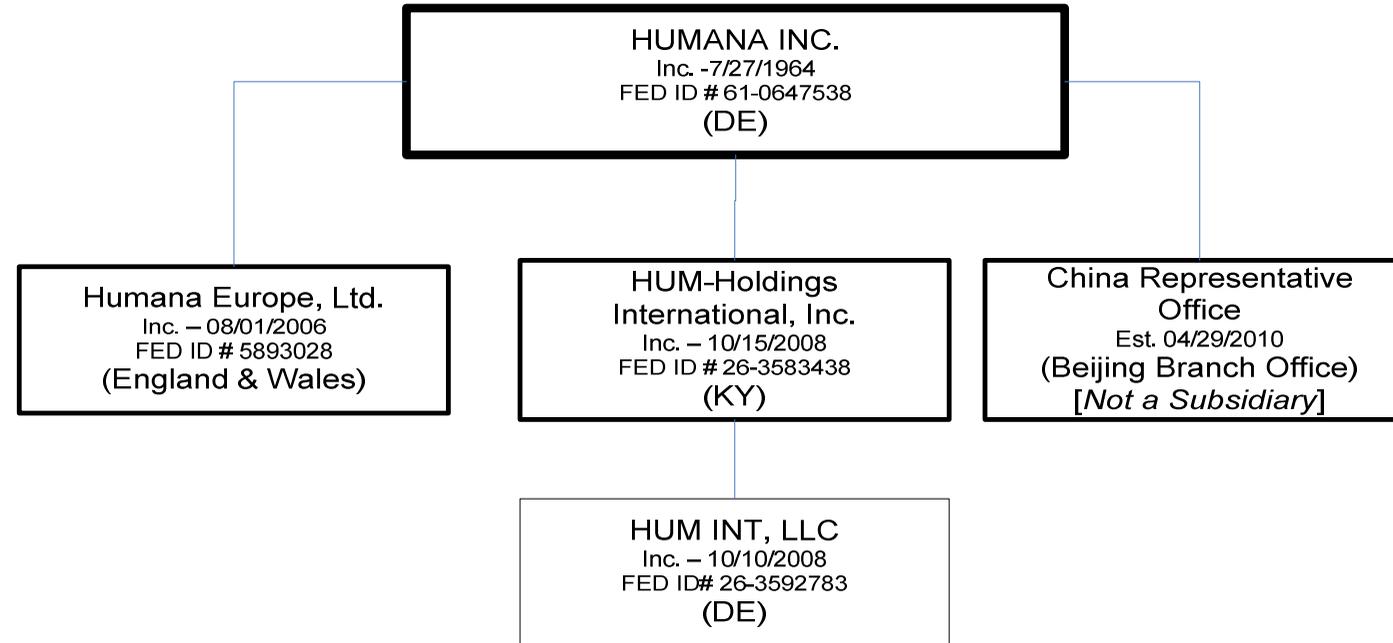
NO OWNERSHIP INTEREST



15.2

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

HUMANA INTERNATIONAL SUBSIDIARIES



STATEMENT AS OF MARCH 31, 2012 OF THE ARKANSAS COMMUNITY CARE, 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)	*
00001	Humana Inc	00000	39-1514846				CareNetwork, Inc.	WI	NIA	Humana Inc.	Ownership	100.0	Humana Inc.	
00002	Humana Inc	95885	61-1013183				Humana Health Plan, Inc.	KY	IA	Humana Inc.	Ownership	100.0	Humana Inc.	
00003	Humana Inc	73288	39-1263473				Humana Insurance Company	WI	IA	CareNetwork, Inc.	Ownership	100.0	Humana Inc.	
00004	Humana Inc	95519	58-2209549				Humana Employers Health Plan of GA, Inc.	GA	IA	Humana Insurance Company	Ownership	100.0	Humana inc.	
00005	Humana Inc	60219	61-1311685				Humana Insurance Company of Kentucky	KY	IA	Humana Insurance Company	Ownership	100.0	Humana Inc.	
00006	Humana Inc	54739	52-1157181				The Dental Concern, Inc.	KY	IA	HumanaDental, Inc.	Ownership	100.0	Humana Inc.	
00007	Humana Inc	52028	36-3654697				The Dental Concern, Ltd.	IL	IA	HumanaDental, Inc.	Ownership	100.0	Humana Inc.	
00008	Humana Inc	95342	39-1525003				Humana Wisc. Health Org. Ins. Corp.	WI	IA	CareNetwork, Inc.	Ownership	100.0	Humana Inc.	
00009	Humana Inc	00000	61-1223418				Health Value Management, Inc.	DE	NIA	Humana Inc.	Ownership	100.0	Humana Inc.	
00010	Humana Inc	69671	61-1041514				Humana Health Ins. Co. of Florida, Inc.	FL	IA	Humana Inc.	Ownership	100.0	Humana Inc.	
00011	Humana Inc	00000	31-1154200				Humana Health Plan of Ohio, Inc.	OH	IA	Humana Inc.	Ownership	100.0	Humana Inc.	
00012	Humana Inc	95024	61-0994632				Humana Health Plan of Texas, Inc.	TX	IA	Humana Inc.	Ownership	100.0	Humana Inc.	
00013	Humana Inc	95270	61-1103898				Humana Medical Plan, Inc.	FL	IA	Humana Inc.	Ownership	100.0	Humana Inc.	
00014	Humana Inc	00000	61-1241225				Humana Military Healthcare Services, Inc.	DE	NIA	Humana Inc.	Ownership	100.0	Humana Inc.	
00015	Humana Inc	00000	61-1232669				Managed Care Indemnity, Inc.	VT	IA	Humana Inc.	Ownership	100.0	Humana Inc.	
00016	Humana Inc	00000	61-1343508				Humana MarketPOINT, Inc.	KY	NIA	Humana Inc.	Ownership	100.0	Humana Inc.	
00017	Humana Inc	00000	61-1239538				Humco, Inc.	KY	NIA	Humana Health Plan, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc	00000	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				Empheys, Inc.	DE	NIA	Humana Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc	88595	31-0935772				Empheys Insurance Company	TX	IA	Empheys, Inc.	Ownership	100.0	Humana Inc.	
00119	Humana Inc	00000	61-0647538		0000049071	NYSE	Humana Inc.	DE	UIP	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 MARCH 31, 2012 OF THE ARKANSAS COMMUNITY CARE, 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				C/PHP Holdings, Inc	FL	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	61-1478012				American Tax Credit Corp GA Fund III,LLC	DE	OTH	See Footnote 1	Other		Humana Inc	1
00119	Humana Inc	00000	59-3715944				Availity, L.L.C	DE	OTH	See Footnote 2	Board of Directors		Humana Inc	2
00119	Humana Inc	00000	61-1279716				CHA Service Company	KY	NIA	Humana Health Plan, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	95158	61-1279717				CHA HMO, Inc	KY	IA	CHA Service Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	20-2620891				Green Ribbon Health, L.L.C	DE	OTH	See Footnote 3	Other		Humana Inc	3
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 Military Healthcare Services, 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	KY	NIA	CondoCouncilofCo-Owners	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	20-8236655				Corphealth Provider Link, Inc	TX	NIA	Corphhealth, 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 Military Healthcare Services, 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 Dental, Inc	DE	NIA	Humana Dental Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	60984	74-2552026				CompBenefits Direct, Inc	TX	IA	Humana Dental Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	12250	63-1063101				CompBenefits Insurance Company	AL	IA	HumanaCares, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	58-2198538				CompBenefits of Alabama, Inc	GA	IA	HumanaCares, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	36-3512545				CompBenefits of Georgia, Inc	IL	NIA	Humana Dental Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	95161	76-0039628				Dental Care Plus Management Corp	TX	IA	Humana Dental Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	62-1245230				DentiCare, Inc	TN	IA	Kanawha Insurance Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	65110	57-0380426				Kanawha HealthCare Solutions, Inc	SC	IA	KMG America Corporation	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	20-1377270				Kanawha Insurance Company	VA	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	65-0274594				KMG America Corporation	FL	NIA	Humana Dental Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	74-2352809				HumanaCares, Inc	TX	IA	Humana Dental Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000					Texas Dental Plans, Inc				Ownership	100.0	Humana Inc	

16.1

STATEMENT AS OF MARCH 31, 2012 OF THE ARKANSAS COMMUNITY CARE, 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
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00119	Humana Inc	95754	62-1579044				Cariten Health Plan Inc.	TN	IA	PHP Companies, Inc.	Ownership	100.0	Humana Inc	
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 Military Healthcare Services, 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	27-4535747				The Vitality Group, LLC	DE	OTH	See Footnote 7	Ownership	25.0	Humana Inc	7
00119	Humana Inc	00000	45-2254346				HumanaVitality, LLC	DE	OTH	See Footnote 7	Ownership	75.0	Humana Inc	7
00119	Humana Inc	00000	45-2254346				Humana Pharmacy Solutions, Inc.	DE	NIA	Humana Inc.	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	45-3116348				HomeCare Health Solutions, Inc.	FL	NIA	Humana Inc.	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	20-1981339				M.D. Care, Inc.	CA	IA	Humana Inc.	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	77-0540040				Anvita, Inc.	DE	NIA	Humana Inc.	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	45-3777894				HUMphire, 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				Arcasian 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	UDP	Arcadian Management Services, Inc.	Ownership	100.0	Humana Inc	
00119	Humana Inc	12282	20-2036444				Arkansas Community Care, Inc.	AR	OTH	Inc./Arcadia Health Plan, Inc.	Ownership		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

16.2

STATEMENT AS OF MARCH 31, 2012 OF THE ARKANSAS COMMUNITY CARE, 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	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
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

16.3

STATEMENT AS OF MARCH 31, 2012 OF THE ARKANSAS COMMUNITY CARE, 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	27-1743694				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	CA	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	22-3675361				Med. Corp.	DE	NIA	See Footnote 14	Joint Venture		Humana Inc	14
00119	Humana Inc	00000	86-0751979				Concentra-UPMC, L.L.C.	AZ	NIA	Concentra Health Services, Inc.	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	11-3273542				Managed Prescription Program, 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	CA	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	51-0376661				Med. Corp.	DE	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	58-2285009				Occupational Health Centers of DE, P.A.	GA	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	74-2891603				Occupational Health Centers of GA, P.C.	LA	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	38-2857561				Occ Health Centers of LA, A	MI	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	47-0827928				Prof. Corp.	NE	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	22-3473542				Occupational Health Centers of MI, P.C.	NJ	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	20-3187863				Occupational Health Centers of NJ, P.A.	TX	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	26-2484838				Occupational Health Centers of NY, P.A.	NC	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	26-3239286				Occupational Health Centers of NC, P.C.	OH	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	86-0750222				Occ Health Centers of OH, P.A., Co.	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				Occ Health Centers of the Southwest, P.A.	HI	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	04-3353031				OHC of Hawaii, Inc.	MA	NIA	See Footnote 15	Joint Venture		Humana Inc	15
00119	Humana Inc	00000	04-3353031				OHR/Baystate, LLC	ME	NIA	See Footnote 16	Joint Venture		Humana Inc	16
00119	Humana Inc	00000	98-0445802				OHR/MMC, Limited Liability Company		NIA	Concentra Operating Corporation	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	20-0513177				OMP Insurance Company, Ltd.	TX	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	20-2883662				OnSite OccMed, P.A.	SC	NIA	See Footnote 17	Board of Directors		Humana Inc	17
							Therapy Centers of South Carolina, P.A.							

16.4

STATEMENT AS OF MARCH 31, 2012 OF THE ARKANSAS COMMUNITY CARE, 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	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	17
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	00-5893028				Humana Europe, Ltd.	GB	NIA	Humana Inc	Ownership	100.0	Humana Inc	17
00119	Humana Inc	00000	26-3583438				HUM-Holdings International, Inc.	KY	NIA	Humana Inc	Ownership	100.0	Humana Inc	17
00119	Humana Inc	00000	26-3592783				HUM INT, LLC	DE	NIA	HUM-Holding International, Inc.	Ownership	100.0	Humana Inc	17

16.5

STATEMENT AS OF MARCH 31, 2012 OF THE ARKANSAS COMMUNITY CARE, INC.

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

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.....
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. Part D Coverage is provided through a Medicare Advantage Plan

Bar Code:

1. 
1 2 2 8 2 2 0 1 2 3 6 5 0 0 0 0 1

OVERFLOW PAGE FOR WRITE-INS

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

NONE

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

NONE

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

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	12,532,213	14,041,581
2. Cost of bonds and stocks acquired		200,844
3. Accrual of discount	4,150	16,311
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		(756)
6. Deduct consideration for bonds and stocks disposed of	289,597	1,636,316
7. Deduct amortization of premium	21,780	89,451
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)	12,224,986	12,532,213
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	12,224,986	12,532,213

STATEMENT AS OF MARCH 31, 2012 OF THE ARKANSAS COMMUNITY CARE, INC.

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	15,542,758	21,573,060	18,598,857	(209,588)	18,307,373	0	0	15,542,758
2. Class 2 (a).....	1,018,765			191,959	1,210,724	0	0	1,018,765
3. Class 3 (a).....	0				0	0	0	0
4. Class 4 (a).....	0				0	0	0	0
5. Class 5 (a).....	0				0	0	0	0
6. Class 6 (a).....	0				0	0	0	0
7. Total Bonds	16,561,523	21,573,060	18,598,857	(17,630)	19,518,097	0	0	16,561,523
PREFERRED STOCK								
8. Class 1.....	0				0	0	0	0
9. Class 2.....	0				0	0	0	0
10. Class 3.....	0				0	0	0	0
11. Class 4.....	0				0	0	0	0
12. Class 5.....	0				0	0	0	0
13. Class 6.....	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	16,561,523	21,573,060	18,598,857	(17,630)	19,518,097	0	0	16,561,523

(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 \$ 7,293,111 ; 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	7,293,111	XXX	7,293,111	32	

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.....	4,029,311	5,992,969
2. Cost of short-term investments acquired	21,573,060	35,949,577
3. Accrual of discount .....		.0
4. Unrealized valuation increase (decrease).....		.0
5. Total gain (loss) on disposals .....		.0
6. Deduct consideration received on disposals	18,309,260	37,913,236
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).....	7,293,111	4,029,311
11. Deduct total nonadmitted amounts.....		.0
12. Statement value at end of current period (Line 10 minus Line 11)	7,293,111	4,029,311

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

NONE

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

Schedule D - Part 3

NONE

STATEMENT AS OF MARCH 31, 2012 OF THE ARKANSAS COMMUNITY CARE, 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)	
Bonds - U.S. Governments																						
36202E-LJ-6	GNMA IT Pool #3929		03/20/2012	PRINCIPAL RECEIPT		3,303	3,303	3,258	3,268			35		35	3,303			0		29	12/20/2036	1FE
36241K-KV-9	GNMA Pool # 782108		03/15/2012	PRINCIPAL RECEIPT		5,359	5,359	5,294	5,313			47		47	5,359			0		45	08/15/2021	1FE
36297A-KC-6	GNMA POOL#705991		03/15/2012	PRINCIPAL RECEIPT		22,429	22,429	23,214	22,887			(458)		(458)	22,429			0		103	01/15/2024	1FE
383750-WC-9	GNR 2008-50 QA		03/16/2012	PRINCIPAL RECEIPT		28,132	28,132	28,308	28,091			41		41	28,132			0		285	06/16/2038	1FE
912828-GF-1	US Treasury Note		01/31/2012	MATURITY		230,000	230,000	255,120	230,682			(682)		(682)	230,000			0		5,463	01/31/2012	1
0599999 - Bonds - U.S. Governments																						
						289,224	289,224	315,194	290,241	0	(1,017)	0	(1,017)	0	289,224	0	0	0	0	5,925	XXX	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																						
17311A-AD-7	CMS 2006-7 ZA1		03/26/2012	PRINCIPAL RECEIPT		373	373	372	372			1		1	373			0		3	12/25/2021	1FM
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)																						
						373	373	372	372	0	1	0	1	0	373	0	0	0	0	3	XXX	XXX
8399997 - Subtotals - Bonds - Part 4																						
						289,597	289,597	315,566	290,613	0	(1,016)	0	(1,016)	0	289,597	0	0	0	0	5,929	XXX	XXX
8399999 - Subtotals - Bonds																						
						289,597	289,597	315,566	290,613	0	(1,016)	0	(1,016)	0	289,597	0	0	0	0	5,929	XXX	XXX
9999999 Totals																						
						289,597	XXX	315,566	290,613	0	(1,016)	0	(1,016)	0	289,597	0	0	0	0	5,929	XXX	XXX

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

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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

STATEMENT AS OF MARCH 31, 2012 OF THE ARKANSAS COMMUNITY CARE, INC.

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
<p>NONE</p>							
8699999 Total Cash Equivalents					0	0	0

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