



HEALTH QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2013
OF THE CONDITION AND AFFAIRS OF THE

Humana Health Plan, Inc.

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

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

Country of Domicile United States of America

Licensed as business type: Health Maintenance Organization

Is HMO Federally Qualified? Yes [] No []

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

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

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

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

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

Internet Website Address www.humana.com

Statutory Statement Contact Liz Young, 502-580-3025
(Name) (Area Code) (Telephone Number)
DOIINQUIRIES@humana.com, 502-580-2099
(E-mail Address) (FAX Number)

OFFICERS

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

OTHER

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

DIRECTORS OR TRUSTEES

James Harry Bloem Bruce Dale Broussard James Elmer Murray

State of Kentucky SS:
County of Jefferson

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

Bruce Dale Broussard
President & CEO

Joan Olliges Lenahan
VP & Corporate Secretary

James Harry Bloem
Sr. VP, CFO & Treasurer

Subscribed and sworn to before me this 8th day of November, 2013

a. Is this an original filing? Yes [] No []
b. If no,
1. State the amendment number.....
2. Date filed.....
3. Number of pages attached.....

Myra Carpenter
Notary Public
August 9, 2017

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Health Plan, Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	561,680,693	0	561,680,693	468,096,042
2. Stocks:				
2.1 Preferred stocks	0	0	0	0
2.2 Common stocks	30,853,598	0	30,853,598	31,508,729
3. Mortgage loans on real estate:				
3.1 First liens	27,600,000	0	27,600,000	27,600,000
3.2 Other than first liens.....	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$0 encumbrances)	0	0	0	0
4.2 Properties held for the production of income (less \$0 encumbrances)	0	0	0	0
4.3 Properties held for sale (less \$0 encumbrances)	0	0	0	0
5. Cash (\$(8,592,819)), cash equivalents (\$9,999,989) and short-term investments (\$13,713,580)	15,120,750	0	15,120,750	21,576,719
6. Contract loans (including \$0 premium notes)	0	0	0	0
7. Derivatives	0	0	0	0
8. Other invested assets	0	0	0	0
9. Receivables for securities	500,000	0	500,000	0
10. Securities lending reinvested collateral assets	0	0	0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	635,755,041	0	635,755,041	548,781,490
13. Title plants less \$0 charged off (for Title insurers only)	0	0	0	0
14. Investment income due and accrued	4,838,768	0	4,838,768	4,168,134
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	18,357,960	1,112,573	17,245,387	15,361,821
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$0 earned but unbilled premiums)	0	0	0	0
15.3 Accrued retrospective premiums	34,023,269	0	34,023,269	24,985,232
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	0	0	0	0
16.2 Funds held by or deposited with reinsured companies	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts	4,285,676	4,285,676	0	0
17. Amounts receivable relating to uninsured plans	24,281,735	68,080	24,213,655	17,986,955
18.1 Current federal and foreign income tax recoverable and interest thereon	3,310,049	0	3,310,049	10,200,662
18.2 Net deferred tax asset	65,754,489	56,681,243	9,073,246	9,073,246
19. Guaranty funds receivable or on deposit	0	0	0	0
20. Electronic data processing equipment and software	112,688	75,397	37,291	88,910
21. Furniture and equipment, including health care delivery assets (\$0)	5,375,062	5,375,062	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates	0	0	0	0
24. Health care (\$17,522,728) and other amounts receivable	27,278,390	9,307,656	17,970,734	14,562,349
25. Aggregate write-ins for other than invested assets	95,037,709	95,037,709	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	918,410,836	171,943,396	746,467,440	645,208,799
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28. Total (Lines 26 and 27)	918,410,836	171,943,396	746,467,440	645,208,799
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. Goodwill	84,891,603	84,891,603	0	0
2502. Prepaid Commissions	7,616,229	7,616,229	0	0
2503. Deposits	2,098,668	2,098,668	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	431,209	431,209	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	95,037,709	95,037,709	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$11,097,359 reinsurance ceded)	309,348,266	13,590,058	322,938,324	248,969,854
2. Accrued medical incentive pool and bonus amounts	376,442	0	376,442	1,387,294
3. Unpaid claims adjustment expenses	6,858,629	0	6,858,629	4,620,707
4. Aggregate health policy reserves, including the liability of \$4,092,185 for medical loss ratio rebate per the Public Health Service Act	38,529,028	0	38,529,028	33,851,417
5. Aggregate life policy reserves	0	0	0	0
6. Property/casualty unearned premium reserve	0	0	0	0
7. Aggregate health claim reserves	153,267	6,733	160,000	205,000
8. Premiums received in advance	12,808,981	0	12,808,981	14,143,527
9. General expenses due or accrued	12,236,745	0	12,236,745	10,658,735
10.1 Current federal and foreign income tax payable and interest thereon (including \$0 on realized gains (losses))	0	0	0	0
10.2 Net deferred tax liability	0	0	0	0
11. Ceded reinsurance premiums payable	252,150	0	252,150	167,352
12. Amounts withheld or retained for the account of others	0	0	0	20,044
13. Remittances and items not allocated	4,527,064	0	4,527,064	2,528,969
14. Borrowed money (including \$0 current) and interest thereon \$0 (including \$0 current)	0	0	0	0
15. Amounts due to parent, subsidiaries and affiliates	6,587,754	0	6,587,754	979,245
16. Derivatives	0	0	0	0
17. Payable for securities	0	0	0	0
18. Payable for securities lending	0	0	0	0
19. Funds held under reinsurance treaties (with \$0 authorized reinsurers, \$11,794,712 unauthorized reinsurers and \$0 certified reinsurers)	11,794,712	0	11,794,712	0
20. Reinsurance in unauthorized and certified (\$0) companies	0	0	0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates	0	0	0	0
22. Liability for amounts held under uninsured plans	28,586,889	0	28,586,889	15,310,174
23. Aggregate write-ins for other liabilities (including \$1,445,298 current)	1,445,298	0	1,445,298	4,424,705
24. Total liabilities (Lines 1 to 23)	433,505,225	13,596,791	447,102,016	337,267,023
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	2,248,000	2,248,000
27. Preferred capital stock	XXX	XXX	0	0
28. Gross paid in and contributed surplus	XXX	XXX	476,255,377	476,255,377
29. Surplus notes	XXX	XXX	0	0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	(179,137,953)	(170,561,601)
32. Less treasury stock, at cost:				
32.10 shares common (value included in Line 26 \$0)	XXX	XXX	0	0
32.20 shares preferred (value included in Line 27 \$0)	XXX	XXX	0	0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	299,365,424	307,941,776
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	746,467,440	645,208,799
DETAILS OF WRITE-INS				
2301. OPM Contract Reserves	1,094,455	0	1,094,455	0
2302. Deferred Lease Credits	200,259	0	200,259	271,348
2303. Medicare Risk Adjustment Payable	150,584	0	150,584	4,146,938
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	6,419
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	1,445,298	0	1,445,298	4,424,705
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	0	0
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	5,102,706	4,194,110	5,619,511
2. Net premium income (including \$0 non-health premium income)	XXX	2,771,145,678	2,244,852,447	3,000,472,810
3. Change in unearned premium reserves and reserve for rate credits	XXX	2,187,475	(5,111,269)	(8,163,449)
4. Fee-for-service (net of \$0 medical expenses)	XXX	0	0	0
5. Risk revenue	XXX	0	0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	1,545	2,427
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	2,773,333,153	2,239,742,723	2,992,311,788
Hospital and Medical:				
9. Hospital/medical benefits	96,457,371	2,106,960,497	1,648,624,296	2,226,427,949
10. Other professional services	0	12,178,850	6,246,947	4,769,587
11. Outside referrals	0	0	0	0
12. Emergency room and out-of-area	3,273,192	55,229,154	52,673,745	62,910,575
13. Prescription drugs	0	258,109,594	206,365,804	265,180,000
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts	0	(737,746)	509,667	476,197
16. Subtotal (Lines 9 to 15)	99,730,563	2,431,740,349	1,914,420,459	2,559,764,308
Less:				
17. Net reinsurance recoveries	0	65,640,216	308	443
18. Total hospital and medical (Lines 16 minus 17)	99,730,563	2,366,100,133	1,914,420,151	2,559,763,865
19. Non-health claims (net)	0	0	0	0
20. Claims adjustment expenses, including \$124,641,868 cost containment expenses	0	154,326,470	118,822,027	168,321,705
21. General administrative expenses	0	274,942,746	215,806,806	302,032,654
22. Increase in reserves for life and accident and health contracts (including \$0 increase in reserves for life only)	0	3,781,010	3,940,630	12,001,855
23. Total underwriting deductions (Lines 18 through 22)	99,730,563	2,799,150,359	2,252,989,614	3,042,120,079
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(25,817,206)	(13,246,891)	(49,808,291)
25. Net investment income earned	0	12,748,095	10,842,898	14,654,432
26. Net realized capital gains (losses) less capital gains tax of \$312,504	0	580,365	1,146,643	1,273,183
27. Net investment gains (losses) (Lines 25 plus 26)	0	13,328,460	11,989,541	15,927,615
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$0) (amount charged off \$0)]	0	0	0	0
29. Aggregate write-ins for other income or expenses	0	214,780	7,433	9,818
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	(12,273,966)	(1,249,917)	(33,870,858)
31. Federal and foreign income taxes incurred	XXX	5,637,271	5,289,706	(4,979,093)
32. Net income (loss) (Lines 30 minus 31)	XXX	(17,911,237)	(6,539,623)	(28,891,765)
DETAILS OF WRITE-INS				
0601. Other Healthcare Revenue	XXX	0	1,545	2,427
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	1,545	2,427
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. Miscellaneous Income	0	214,780	7,433	9,818
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	214,780	7,433	9,818

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	307,941,776	265,477,101	265,477,101
34. Net income or (loss) from Line 32	(17,911,237)	(6,539,623)	(28,891,765)
35. Change in valuation basis of aggregate policy and claim reserves	0	0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ 0	(699,108)	822,394	553,953
37. Change in net unrealized foreign exchange capital gain or (loss)	0	0	0
38. Change in net deferred income tax	0	0	1,103,584
39. Change in nonadmitted assets	10,036,420	16,393,400	4,748,039
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles.....	0	0	1,846,160
44. Capital Changes:			
44.1 Paid in	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....	0	0	0
45. Surplus adjustments:			
45.1 Paid in	0	0	60,000,000
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital	0	0	0
46. Dividends to stockholders	0	0	0
47. Aggregate write-ins for gains or (losses) in surplus	(2,427)	2,425,099	3,104,704
48. Net change in capital & surplus (Lines 34 to 47)	(8,576,352)	13,101,270	42,464,675
49. Capital and surplus end of reporting period (Line 33 plus 48)	299,365,424	278,578,371	307,941,776
DETAILS OF WRITE-INS			
4701. Correction of Prior Period	(2,427)	2,425,099	2,425,099
4702. Tax Correction	0	0	679,605
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)	(2,427)	2,425,099	3,104,704

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Health Plan, Inc.

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	2,757,287,170	2,236,977,607	3,002,479,496
2. Net investment income	16,066,664	23,931,058	18,142,414
3. Miscellaneous income	0	1,545	2,427
4. Total (Lines 1 to 3)	2,773,353,834	2,260,910,210	3,020,624,337
5. Benefit and loss related payments	2,296,968,525	1,842,723,935	2,507,693,751
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	419,062,465	337,268,147	472,198,963
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$315,537 tax on capital gains (losses)	(940,838)	546,671	977,615
10. Total (Lines 5 through 9)	2,715,090,152	2,180,538,753	2,980,870,329
11. Net cash from operations (Line 4 minus Line 10)	58,263,682	80,371,457	39,754,008
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	138,761,502	86,664,783	106,023,522
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	2,984	(3,937)	(2,306)
12.7 Miscellaneous proceeds	0	248,973	1
12.8 Total investment proceeds (Lines 12.1 to 12.7)	138,764,486	86,909,819	106,021,217
13. Cost of investments acquired (long-term only):			
13.1 Bonds	235,489,448	160,266,596	222,516,064
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	500,000	0	2
13.7 Total investments acquired (Lines 13.1 to 13.6)	235,989,448	160,266,596	222,516,066
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)	(97,224,962)	(73,356,777)	(116,494,849)
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	(2)	60,000,000
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	0
16.6 Other cash provided (applied)	32,505,311	16,322,717	(614,426)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	32,505,311	16,322,715	59,385,574
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)	(6,455,969)	23,337,395	(17,355,267)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	21,576,719	38,931,986	38,931,986
19.2 End of period (Line 18 plus Line 19.1)	15,120,750	62,269,381	21,576,719

Note: Supplemental disclosures of cash flow information for non-cash transactions:

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STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	476,778	29,829	183,104	0	4,838	17,741	22,271	218,995	0	0
2. First Quarter	561,059	32,288	182,729	0	8,368	17,254	21,320	280,075	19,025	0
3. Second Quarter	567,846	33,982	183,161	0	9,288	20,388	21,058	283,765	16,204	0
4. Third Quarter	573,576	35,040	182,718	0	9,906	22,850	20,880	286,192	15,990	0
5. Current Year	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months	5,102,706	299,016	1,648,796	0	80,408	171,754	190,754	2,544,092	167,886	0
Total Member Ambulatory Encounters for Period:										
7. Physician	2,998,047	65,125	629,662	0	0	0	133,809	2,040,238	129,213	0
8. Non-Physician	3,007,621	53,603	539,853	0	0	0	62,353	2,239,484	112,328	0
9. Total	6,005,668	118,728	1,169,515	0	0	0	196,162	4,279,722	241,541	0
10. Hospital Patient Days Incurred	1,368,268	10,309	146,864	0	0	0	4,531	1,200,418	6,146	0
11. Number of Inpatient Admissions	279,034	2,137	36,605	0	0	0	1,766	237,246	1,280	0
12. Health Premiums Written (a)	2,838,259,579	44,858,037	531,757,472	1,793	774,875	3,466,371	92,395,814	2,094,383,789	70,589,562	31,866
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned	2,840,447,054	44,863,212	534,061,332	1,793	774,875	3,466,371	92,395,814	2,094,262,229	70,589,562	31,866
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services.....	2,356,600,573	30,394,338	415,316,548	1,816	562,013	2,316,802	83,796,927	1,769,670,657	54,541,368	104
18. Amount Incurred for Provision of Health Care Services	2,431,740,349	32,048,702	414,899,274	17,893	562,013	2,308,254	84,373,676	1,831,908,723	65,622,322	(508)

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$2,094,383,789

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
12TH STREET COVINGTON DIALYSIS	0	0	0	2,404	72,821	75,225
ACCREDITED HEALTH GROUP INC	17,758	0	0	0	0	17,758
ACH BERGAN	20,932	0	0	0	0	20,932
ACH IMMANUEL	2,333	6,421	0	0	0	8,754
ACH LAKESIDE	6,355	0	0	0	0	6,355
ACH MIDLANDS	11,603	0	0	0	0	11,603
ADAM STURTZ	3,700	0	0	0	0	3,700
ADVANCE CARE FT SMITH	12,685	0	0	0	0	12,685
ADVANCED PAIN CARE INC	260	1,210	950	0	0	2,420
ADVENTIST BOLINGBROOK HOSPITAL	10,545	0	0	0	41	10,587
ADVENTIST HINSDALE HOSPITAL	11,056	0	0	0	0	11,056
ADVOCATE GOOD SAMARITAN	1,580	0	0	0	5,374	6,954
ADVOCATE ILLINOIS MASONIC	777	0	0	0	17,203	17,980
ADVOCATE LUTHERAN GENERAL HOSPITAL	823	251	0	0	5,573	6,647
ADVOCATE SHERMAN HOSPITAL	1,115	48	0	0	2,827	3,990
ADVOCATE SOUTH SUBURBAN HOSPITAL	3,344	0	0	0	9,804	13,148
ADVOCATE TRINITY HOSPITAL	9,592	0	0	0	14,843	24,435
AIBIOTECH LLC	5,194	11,200	800	0	0	17,194
AIR EVAC EMS INC	0	0	0	0	14,428	14,428
ALAN M SCARROW MD	2,488	0	0	0	0	2,488
ALDEN DES PLAINES REHAB	0	0	0	0	2,584	2,584
ALEXIAN BROTHERS MEDICAL CENTER	11,240	2,907	0	0	1,715	15,861
ALI F KRISHT MD	7,886	0	0	0	0	7,886
ALL CHILDRENS HOSPITAL	3,328	2,036	0	0	0	5,365
ALL HEART HOME HEALTH AGENCY	0	0	0	0	2,550	2,550
ALL SAINTS MEDICAL CENTER	35	0	0	0	3,722	3,758
AMERICAN HOME DIALYSIS	8,096	0	0	0	0	8,096
AMERICAN NEUROMONITORING ASSOCIATION	1,405	585	994	0	0	2,984
AMISUB OF SOUTH CAROLINA	3,259	0	0	0	0	3,259
ANCA NASTASA	0	0	0	0	2,026	2,026
ANCHOR HOSPITAL	1,028	0	0	0	1,285	2,313
ANDREW MESSER	0	3,798	0	0	0	3,798
ANESTHESIA ASSOCIATES OF CINCINNATI INC	5,679	1,168	0	0	0	6,847
ANESTHESIA ASSOCIATES OF LOUISVILLE PSC	2,411	0	0	0	0	2,411
ANKLE AND FOOT CENTER	2,588	0	0	0	0	2,588
ANMED HEALTH	32,265	0	0	0	0	32,265
ANTHONY PHILLIPS	0	6,862	0	0	0	6,862
ANTHONY RICCI	9,736	0	0	0	0	9,736
ARH REGIONAL MEDICAL CENTER	2,512	0	0	0	0	2,512
ARROWHEAD HOSPITAL	8,577	0	0	0	0	8,577
ASC OF SPARTANBURG LLC	2,632	0	0	0	0	2,632
ASSURERX HEALTH INC	4,137	3,938	811	0	1,624	10,511
ATHENS LIMESTONE HOMECARE LLC	3,312	0	0	0	0	3,312
AUBURN REGIONAL MEDICAL CENTER	0	0	0	0	3,711	3,711
AURORA WEST ALLIS MEMORIAL HOSPITAL	3,243	0	0	0	0	3,243
BANNER BAYWOOD MEDICAL	1,921	0	0	0	22,436	24,357
BANNER BOSWELL MEDICAL CENTER	9,086	0	0	0	0	9,086
BANNER DESERT MEDICAL	8,000	0	0	0	1,747	9,747
BANNER ESTRELLA MEDICAL	6,971	0	0	0	0	6,971
BANNER GATEWAY MEDICAL	11,179	4,417	0	0	58,560	74,156
BANNER GOOD SAM MEDICAL	2,723	0	0	0	41,511	44,233
BANNER IRONWOOD MEDICAL	7,341	0	0	0	0	7,341
BANNER THUNDERBIRD MEDICAL	422	8,660	0	0	12,216	21,299
BAPTIST FLIGHT MEDICAL	0	0	3,903	0	0	3,903
BAPTIST HEALTH LEXINGTON	2,784	6,406	451	0	14,709	24,349
BAPTIST HEALTH LOUISVILLE	24,326	3,877	1,756	0	3,502	33,462
BAPTIST HEALTH MEDICAL CENTER	372	0	0	0	10,164	10,536
BAPTIST MEMORIAL MEDICAL CENTER NLR	3,389	0	0	0	0	3,389
BAPTIST REHAB INSTITUTE	0	0	0	0	8,927	8,927

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
BARNES JEWISH HOSPITAL	16,446	0	0	0	4,396	20,842
BAYLOR UNIVERSITY MEDICAL CENTER	0	0	0	0	78,643	78,643
BELLEVUE MEDICAL CENTER	5,276	0	0	0	0	5,276
BELTON REGIONAL MEDICAL CENTER	8,431	0	0	0	0	8,431
BILTMORE SURGICAL CENTER	6,303	0	0	0	0	6,303
BJC HOME CARE SERVICES	3,301	0	0	0	0	3,301
BLOUNT MEMORIAL HOSPITAL	555	345	0	0	58,207	59,107
BMA AUDUBON	8,231	3,695	0	3,808	0	15,734
BMA OF KANSAS CITY	1,398	3,667	0	0	0	5,065
BMA S LOUISVILLE	3,776	14,524	0	0	0	18,300
BON SECOURS MEMORIAL REGIONAL	8,785	0	0	0	0	8,785
BON SECOURS ST FRANCIS HEALTH	27,781	0	0	6,101	1,487	35,368
BOSTON HEART LAB CORP	3,459	4,473	784	556	942	10,214
BRADFORD HEALTH SERVICES	1,255	0	0	0	1,964	3,219
BRENNAN J CARMODY MD	2,917	0	0	0	0	2,917
BRENT GABRIEL	0	0	0	0	3,103	3,103
BRENTWOOD SUBACUTE HEALTHCARE	0	0	0	0	4,176	4,176
BRISTOL REGIONAL MEDICAL CENTER	0	0	0	0	13,134	13,134
BROOK HOSPITAL KMI	5,360	55	200	0	0	5,615
BROOKWOOD MEDICAL CENTER	6,145	0	0	4,983	0	11,128
CARILION NEW RIVER VALLEY MEDICAL	708	0	0	0	3,370	4,078
CARILION ROANOKE MEMORIAL HOSPITAL	7,431	0	0	0	0	7,431
CARONDELET HOME CARE SERVICES	5,000	0	0	0	0	5,000
CARONDELET ST JOSEPHS HOSPITAL	18,576	0	0	0	17,549	36,125
CARONDELET ST MARYS HOSPITAL	0	0	0	0	4,734	4,734
CARTERET GENERAL HOSPITAL	9,580	0	0	0	0	9,580
CASCADE VALLEY HOSPITAL	3,427	0	0	0	0	3,427
CATHOLIC HEALTH PARTNERS SERVICES	2,610	10,258	0	0	17,224	30,093
CEDAR LAKE SURGERY CENTER	0	0	0	0	7,362	7,362
CENTENE MANAGEMENT CORP	7,700	0	0	0	0	7,700
CENTENNIAL HILLS HOSPITAL MEDICAL	0	0	0	0	21,891	21,891
CENTERPOINT MEDICAL CENTER	48,227	0	0	0	2,964	51,191
CENTERPOINTE HOSPITAL WEST	2,375	0	0	0	0	2,375
CENTRAL DUPAGE HOSPITAL	1,566	0	23,107	0	94	24,768
CENTRAL TAMPA DIALYSIS	0	0	0	0	6,004	6,004
CHANDLER REGIONAL HOSPITAL	0	0	0	0	3,853	3,853
CHESAPEAKE GENERAL HOSPITAL	0	0	0	0	28,593	28,593
CHG LITTLE ROCK	14,725	0	0	0	0	14,725
CHILDRENS HOSPITAL MEDICAL CENTER	85	869	0	162	100,725	101,840
CHILDRENS HOSPITAL MEDICAL CENTER LAB	20	84	0	0	2,259	2,363
CHRIST HOSPITAL	825	2,797	1,994	2,674	19,346	27,636
CHRIST MEDICAL CENTER	1,952	0	0	69	41,903	43,924
CHRISTOPHER HUSSUSSIAN	6,141	0	0	0	0	6,141
CHRISTUS ST MICHAEL HOSPITAL	12,857	0	0	0	0	12,857
CINCINNATI CHILDRENS HOSPITAL MEDICAL CENTER	0	4,068	0	0	931	4,999
CLARK MEMORIAL HOSPITAL	0	1,940	0	7,470	3,720	13,130
CLARK REGIONAL MEDICAL CENTER	2,472	0	0	0	0	2,472
COLUMBUS DIALYSIS	10,536	0	0	0	0	10,536
COMMUNITY HOSPITAL OF NOBLE CO	4,825	0	0	0	171	4,995
COMMUNITY HOSPITALS OF IN INC	11,812	2,490	0	0	0	14,302
COVENANT MEDICAL CENTER	0	3,784	0	0	0	3,784
CRAIG R HAMPTON MD	2,918	0	0	0	0	2,918
CUMBERLAND HEIGHTS FOUNDATION INC	0	0	0	0	5,160	5,160
CYNTHIA CHUA	0	0	0	0	2,195	2,195
DAVID DEWITT	0	5,612	0	0	0	5,612
DAVID HEADLEY	6,082	0	0	0	0	6,082
DAVID MCCORD	11,990	0	0	0	0	11,990
DAVID MOSIER	0	0	0	3,612	0	3,612
DAVID WIMBERLEY	2,228	0	0	0	0	2,228

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)**Aging Analysis of Unpaid Claims**

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
DAY SURGERY FACILITIES	0	0	0	0	54,894	54,894
DEACONESS HOSPITAL INC	3,457	0	202	0	0	3,659
DENNIS MAIMAN	2,686	0	0	0	0	2,686
DENVER HEALTH MEDICAL CENTER	0	0	0	0	289,496	289,496
DEPAUL HEALTH CENTER	5,882	0	0	0	0	5,882
DES PERES HOSPITAL	3,306	0	0	0	0	3,306
DESERET NURSING AND REHAB	0	2,623	0	0	0	2,623
DESERT SPRINGS HOSPITAL MEDICAL	0	0	0	0	42,792	42,792
DESERT VIEW REGIONAL MEDICAL	0	0	0	0	5,171	5,171
DETROIT RECEIVING HOSPITAL AND UNIVERSITY HEALTH	17,531	0	0	0	0	17,531
DIANE BILLMYER	3,748	0	0	0	0	3,748
DSI DENHAM SPRINGS	0	0	0	0	2,198	2,198
DSI NORWOOD RENAL CENTER	11,095	0	0	0	0	11,095
DUKE UNIVERSITY HEALTH SYSTEM	22,332	0	0	0	0	22,332
DUPONT HOSPITAL	917	0	0	0	1,174	2,091
DVA LABORATORY SERVICES	0	0	0	0	2,742	2,742
EDGEPAK MEDICAL SUPPLIES	140	1,999	0	0	0	2,140
EISENHOWER MEDICAL CENTER	0	2,677	0	0	0	2,677
ERIC R JAMRICH MD	3,090	0	0	0	0	3,090
EUREKA SPRINGS HOSPITAL	0	0	0	0	3,346	3,346
EVANGELICAL HOSPITAL CORP	84	12,528	0	0	34,283	46,894
FAIRMONT CARE CENTER	0	0	0	0	8,300	8,300
FELICIA BOGAR	0	0	0	0	2,173	2,173
FL AHCA	3,205	0	0	48	0	3,253
FLAGET MEMORIAL HOSPITAL	0	3,228	75	0	0	3,303
FLORIDA CANCER SPECIALISTS	0	0	0	408	5,267	5,675
FLORIDA ORTHOPAEDIC INSTITUTE	7,228	9,189	6,340	3,400	4,474	30,631
FLOYD MEMORIAL HOSPITAL	1,128	874	107	0	4,770	6,879
FMC DIALYSIS SERVICES BURBANK	499	16,275	0	0	0	16,774
FMC MASONIC HOMES	2,665	0	0	0	0	2,665
FMC SHADELAND STATION	17,134	0	0	0	0	17,134
FORT HAMILTON HOSPITAL	611	0	0	0	2,672	3,284
FRANCISCAN ST JAMES HEALTH	4,544	0	0	0	0	4,544
FREEMAN HOSPITAL	8,368	4,311	0	0	2,092	14,771
FREEMAN NEOSHO HOSPITAL	3,390	0	0	0	0	3,390
FRESENIUS MEDICAL CARE BOWLING GREEN WARREN COUNTY	0	0	0	0	5,047	5,047
FRESENIUS MEDICAL CARE CAMPBELLSVILLE	0	0	0	0	2,658	2,658
FROEDTERT MEMORIAL LUTHERAN HOSPITAL	150	0	1,694	0	1,505	3,349
FRONTERA STRATEGIES LP	0	3,022	0	0	0	3,022
GASTON MEMORIAL HOSPITAL	8,502	0	0	0	0	8,502
GATEWAY YOUTH CARE	2,531	0	0	0	0	2,531
GDSSL INC	2,995	0	260	0	0	3,255
GENERAL PHYSICIAN SERVICES	5,308	1,487	0	40	58	6,893
GENTIVA HEALTH SERVICES	3,969	0	0	0	519	4,488
GLENN M AMUNDSON MD	0	5,808	0	0	0	5,808
GLENVIEW TERRACE NURSING CENTER	0	0	0	0	3,475	3,475
GOOD SAMARITAN HOSPITAL	8,699	1,380	0	0	2,651	12,730
GOTTLIEB MEMORIAL HOSPITAL	7,296	0	0	0	0	7,296
GOTTLIEB PHARMACY PROFESSIONAL BUILDING	4,522	0	0	0	0	4,522
GRANT A SKIDMORE MD	0	8,330	0	0	0	8,330
GREENVIEW REGIONAL HOSPITAL	0	238	0	0	5,935	6,173
GREENVILLE RADIOLOGY PA	17,224	0	0	0	0	17,224
GREGORY GOTTSCHLICH	0	0	0	0	3,240	3,240
GROVE NORTH LIVING & REHAB CENTER	0	0	0	0	3,516	3,516
GULF BREEZE HOSPITAL	0	0	0	0	15,741	15,741
H LEE MOFFITT CANCER CENTER	0	0	0	0	2,190	2,190
H MARK CRABTREE MD	2,291	0	0	0	0	2,291
HANGER PROST & ORTH	5,460	0	0	0	0	5,460
HARLAND COOK JR	3,278	0	0	0	0	3,278

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
HARMONY NURSING & REHAB CENTER	0	0	0	0	2,139	2,139
HAVASU REGIONAL MEDICAL CENTER	6,356	0	0	0	363	6,719
HAVEN SENIOR HORIZON	0	0	0	14,084	0	14,084
HAZARD ARH REGIONAL MEDICAL CENTER	0	0	0	1,144	5,714	6,858
HEALTH DIAGNOSTIC LABORATORY	352	1,640	773	596	0	3,361
HEALTH DIAGNOSTIC LABORATORY INC	17,285	31,617	22,294	9,883	34,204	115,284
HEALTHSOUTH REHABILITATION HOSPITAL	0	0	0	0	7,589	7,589
HENDRICKS REGIONAL HEALTH	15,901	0	0	0	0	15,901
HENKINS NEUROSURGERY PA	0	1,580	2,700	0	2,398	6,678
HENRICO DOCTORS HOSPITAL	80,415	0	0	0	62,290	142,705
HIGHLAND MANOR HEALTH & REHAB	2,525	0	0	0	0	2,525
HIGHLANDS REGIONAL MEDICAL CENTER	4,566	0	0	0	0	4,566
HILLCREST MEDICAL CENTER	4,249	0	0	0	0	4,249
HILLHAVEN	0	0	0	0	13,771	13,771
HOANG DUONG	8,053	16,252	0	0	0	24,305
HOLY CROSS HOSPITAL	0	0	0	0	7,008	7,008
HORIZON SURGICAL CENTER LLC	0	0	0	0	9,420	9,420
HOSPITAL HILL DIALYSIS	2,732	0	0	0	0	2,732
HUNTSVILLE HOSPITAL	16,106	0	1,081	0	5,603	22,790
IAN RODWAY	1,788	1,086	0	0	72	2,947
ILAN SHAPIRO	2,314	0	0	0	0	2,314
INDIAN PATH MEDICAL CENTER	12,502	0	0	0	0	12,502
INLAND NORTHWEST RENAL CARE	0	0	7,293	0	0	7,293
INSPIRATIONS YOUTH AND FAMILIES	1,820	1,926	0	0	0	3,746
INTERMOUNTAIN HOSPITAL	7,720	0	0	0	0	7,720
JACK HUGHSTON MEMORIAL HOSPITAL	0	7,541	0	0	0	7,541
JACQUELINE WASHINGTON	0	2,636	0	0	0	2,636
JAMES BAILEY IV	0	4,035	0	0	0	4,035
JASON PRZYBYLO	2,686	0	0	0	0	2,686
JEFFERSON REGIONAL MEDICAL CENTER	26,988	0	0	0	0	26,988
JEFFREY ALFORD	0	0	0	0	3,056	3,056
JENNIFER R KRAENOW NP	2,726	0	0	0	0	2,726
JERRY J PAPSON PAC	2,918	0	0	0	0	2,918
JESSICA M FENNEWALD RN NPC	0	0	2,179	0	0	2,179
JEWISH HOSPITAL SHELBYVILLE	0	0	0	0	3,676	3,676
JEWISH HOSPITAL INC	21,386	2,255	12,559	0	41,198	77,399
JEWISH HOSPITAL LLC	128,690	0	0	0	0	128,690
JEWISH HOSPITAL OUTPATIENT CARE CENTER	828	3,382	217	0	0	4,427
JEWISH HOSPITAL/ST MARYS HEALTH	49,189	0	0	0	0	49,189
JOE A CATES MD	2,854	0	0	0	0	2,854
JOHN C LINCOLN HOSPITAL NORTH	12,242	0	0	0	0	12,242
JOHN MATHEWSON	6,271	0	0	0	0	6,271
JOHN OKUN	2,892	0	0	0	0	2,892
JOHN RANDOLPH MEDICAL CENTER	20,100	0	0	0	0	20,100
JOHN W GIANINO MD	2,832	0	0	0	0	2,832
JOHNSON CITY MEDICAL CENTER HOSPITAL INC	5,568	0	0	0	0	5,568
JOHNSTON MEMORIAL HOSPITAL	145	0	0	0	85,731	85,876
JONATHAN POND	0	5,860	0	0	0	5,860
JORDAN JUDE	0	0	0	0	4,340	4,340
JOSEPH RICOTTA	0	3,580	0	0	0	3,580
JOSEPH S KIM MD	2,548	0	0	0	0	2,548
JOSEPH SCHEIDLER	2,920	0	0	0	0	2,920
JOURDAN R GOTTLIEB MD	0	3,822	0	0	0	3,822
KAI UWE LEWANDROWSKI MD	2,503	0	0	0	0	2,503
KATTULLE EATON	0	1,142	0	5,437	49	6,628
KENTUCKY KDMS	7	0	0	0	4,516	4,523
KIDNEY AND HYPERTENSION CENTER	0	0	0	2,026	0	2,026
KIDNEY DISEASE CENTER	5,832	0	0	0	0	5,832
KIERNAN EXTENDED CARE	0	0	0	0	25,793	25,793

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
KINDRED HOSPITAL LOUISVILLE	8,734	347	0	0	0	9,081
KINDRED HOSPITALS ARIZONA SCOTSDALE	0	0	0	0	9,268	9,268
KINGS DAUGHTERS HOSPITAL	2,347	0	366	0	0	2,713
KOOTENAI MEDICAL CENTER	12,580	0	0	0	0	12,580
KOSAIR CHILDRENS HOSPITAL	2,949	881	2,849	0	0	6,679
KOSCIUSKO COMMUNITY HOSPITAL	4,511	0	0	0	0	4,511
KURT A SCHROEDER MD	2,500	0	0	0	0	2,500
L E COX MEDICAL CENTERS	0	0	0	0	103,796	103,796
LA CANADA CARE CENTER	0	0	0	0	2,837	2,837
LABCORP OF AMERICA HOLDINGS	697	48	153	194	1,065	2,157
LARRY TODD JR	0	0	3,090	0	0	3,090
LAS VEGAS RENAL CENTER	0	0	0	0	24,986	24,986
LASER SPINE INSTITUTE LLC	0	0	0	0	7,163	7,163
LASER SPINE SURGICAL CENTER	0	0	0	0	7,559	7,559
LEES SUMMIT MEDICAL CENTER	45,930	0	0	0	0	45,930
LEWIS GALE MEDICAL CENTER	4,521	0	0	0	0	4,521
LEXINGTON MEDICAL CENTER	13,185	0	0	0	0	13,185
LIFE CARE CENTER OF GREELEY	10,608	0	0	0	0	10,608
LIFEPOINT HOSPITAL HOLDINGS	9,584	0	0	0	0	9,584
LITTLE CO OF MARY HOSPITAL	14,284	0	0	0	7,379	21,663
LLC OF OMAHA	2,527	0	0	0	0	2,527
LONESOME PINE HOSPITAL	3,948	0	0	0	14,882	18,831
LONGMONT UNITED HOSPITAL	3,323	0	0	0	0	3,323
LOUIS J CHABERT MEDICAL CENTER	2,175	0	0	0	0	2,175
LOYOLA UNIVERSITY MEDICAL CENTER	0	440	0	0	6,161	6,601
LUTHERAN HOSPITAL	12,323	0	0	0	1,368	13,691
MACNEAL HOSPITAL	20,614	0	0	0	123,214	143,827
MANISH BHANDARI	0	0	0	2,352	0	2,352
MANOR CARE OF WILMETTE IL LLC	0	0	0	0	3,694	3,694
MARK CHARIKER	3,580	0	0	0	0	3,580
MARK DEKUTOSKI	3,380	0	0	0	0	3,380
MARK HAMMOND	0	0	0	0	2,585	2,585
MARSHALL I PICKENS HOSPITAL	2,956	0	0	0	0	2,956
MARSHFIELD CARE CENTER	6,622	0	0	0	0	6,622
MARYVALE HOSPITAL	2,404	0	0	0	0	2,404
MCCULLOUGH HYDE MEMORIAL HOSPITAL	0	0	0	0	5,411	5,411
MCHS ARLINGTON HEIGHTS	5,471	0	0	0	0	5,471
MCKEE MEDICAL CENTER	13,311	0	0	0	0	13,311
MEADOWBROOK MANOR BOLINGBROOK	2,574	0	0	0	0	2,574
MEADOWBROOK OF NAPERVILLE	2,383	0	0	0	0	2,383
MEDICAL CENTER AT BOWLING GREEN	495	1,620	672	0	0	2,787
MEDICAL CENTER OF THE ROCKIES	30,560	0	230	0	0	30,790
MEMORIAL HEALTH SYSTEM	14,971	256	0	0	1,977	17,203
MEMORIAL HOSPITAL FOR CANCER	25,415	0	0	0	0	25,415
MEMORIAL HOSPITAL MIRAMAR	0	16,766	0	0	0	16,766
MEMORAH MEDICAL CENTER	23,412	0	0	0	22,111	45,523
MERCY HOSPITAL & MEDICAL CENTER	13,295	231	122	0	356	14,005
MERCY HOSPITAL ANDERSON	1,498	684	116	0	0	2,297
MERCY HOSPITAL BERRYVILLE	6,654	0	0	0	0	6,654
MERCY HOSPITAL CARTHAGE	4,157	0	0	0	0	4,157
MERCY HOSPITAL CASSVILLE	2,653	0	0	0	35	2,688
MERCY HOSPITAL FORT SMITH	17,366	0	0	0	0	17,366
MERCY HOSPITAL JEFFERSON	2,484	0	0	0	0	2,484
MERCY HOSPITAL LEBANON	4,775	0	0	13,026	0	17,802
MERCY HOSPITAL NORTHWEST ARKANSAS	11,337	0	0	0	0	11,337
MERCY HOSPITAL SPRINGFIELD	12,659	0	0	0	13,402	26,061
MERCY MEDICAL CENTER	0	0	0	0	4,458	4,458
MERCY MEDICAL CENTER OF OSHKOSH	3,960	0	0	0	0	3,960
METHODIST MEDICAL CENTER OF ILLINOIS	0	0	0	0	3,564	3,564

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
METRO SPECIALTY SURGERY CENTER LLC	2,576	0	0	0	0	2,576
MICHAEL HUANG	3,637	0	0	0	0	3,637
MICHAEL PARK	0	4,980	0	0	0	4,980
MICHAEL ROHMILLER	2,071	0	0	0	1,662	3,733
MIDWEST SURGERY CENTER INC	0	0	0	0	3,227	3,227
MILES GRAIVIER	0	0	0	0	4,254	4,254
MISSISSIPPI BAPTIST MEDICAL CENTER	10,800	0	0	0	0	10,800
MOBILE INFIRMARY MEDICAL CENTER	4,326	0	0	0	0	4,326
MONMOUTH MEDICAL CENTER	0	4,554	0	0	0	4,554
MOUNT SINAI HOSPITAL	0	0	0	0	7,063	7,063
MOUNTAIN VIEW HOSPITAL	0	16,316	0	0	399,114	415,430
MOUNTAIN VISTA MEDICAL CENTER	2,440	0	0	509	0	2,949
MULTICARE AUBURN MEDICAL CENTER	4,201	0	0	0	0	4,201
NADER KREIT	0	0	0	0	2,890	2,890
NEBRASKA METHODIST HOSPITAL	1,318	0	0	0	8,317	9,635
NEOMEDICA EVERGREEN PARK	0	0	0	0	17,367	17,367
NORTH ARKANSAS REGIONAL MEDICAL	0	0	0	0	6,604	6,604
NORTH CAROLINA BAPTIST HOSPITAL	8,712	0	0	0	0	8,712
NORTH CENTRAL BAPTIST HOSPITAL	0	0	0	0	13,222	13,222
NORTH COLORADO MEDICAL CENTER	1,104	10,502	0	0	0	11,606
NORTH KANSAS CITY HOSPITAL	53,759	0	0	167	50,872	104,798
NORTH SUBURBAN MEDICAL CENTER	22,276	0	0	841	0	23,117
NORTHSHORE UNIVERSITY HEALTHSYS	2,646	0	0	0	0	2,646
NORTHWEST COMMUNITY HOSPITAL	6,750	0	0	0	0	6,750
NORTHWEST HOSPITAL AND MEDICAL	7,469	0	0	0	0	7,469
NORTHWEST MEDICAL CENTER	36,314	0	0	0	156,484	192,798
NORTHWEST SPECIALTY HOSPITAL	3,445	0	0	0	0	3,445
NORTON AUDUBON HOSPITAL	3,381	3,485	813	0	0	7,678
NORTON BROWNSBORO HOSPITAL	5,861	18,895	564	0	1,278	26,599
NORTON HOSPITALS INC	0	3,467	363	283	34,580	38,692
NORTON SUBURBAN HOSPITAL	5,741	1,787	0	0	26,333	33,861
OAK HEALTH CARE INVESTORS	2,866	0	0	0	0	2,866
OAKFIELD DRIVE EMERG PHYSICIAN	1,568	2,025	0	0	0	3,594
OLATHE MEDICAL CENTER INC	4,198	0	0	0	0	4,198
ORAN AARONSON	0	0	9,138	0	0	9,138
ORO VALLEY HOSPITAL	6,541	0	0	0	0	6,541
OSBORN HEALTH & REHABILITATION	0	0	0	0	3,947	3,947
OSCAR CASTELLANOS	0	0	0	0	2,617	2,617
OSF SAINT FRANCIS MEDICAL CENTER	10,381	5,714	0	0	920	17,015
OUR LADY OF PEACE	2,992	0	0	0	1,163	4,154
OVERLAND PARK REGIONAL MEDICAL	67,264	0	0	0	0	67,264
OWENSBORO MEDICAL HEALTH SYSTEM	69	813	446	0	2,117	3,445
PALO VERDE MENTAL HEALTH	0	3,569	0	0	0	3,569
PALOS COMMUNITY HOSPITAL	20,394	0	0	0	0	20,394
PALOS HILLS HEALTHCARE LLC	3,920	0	0	0	0	3,920
PARADISE VALLEY HOSPITAL	4,200	316	0	0	0	4,516
PARKWEST MEDICAL CENTER	174	370	18,009	0	0	18,553
PASSPORT HEALTH PLAN	4,372	0	0	0	30	4,402
PATEWOOD MEMORIAL HOSPITAL	8,516	0	0	0	0	8,516
PATIENT AIDS INC	0	0	0	3,584	0	3,584
PATRICK DEVANNY	0	2,285	0	0	0	2,285
PAUL F NASSAB MD	2,472	0	0	0	0	2,472
PENINSULA SURGERY CENTER	0	3,351	0	0	0	3,351
PENROSE HOSPITAL	0	0	0	0	13,369	13,369
PENROSE ST FRANCIS	0	311	0	0	9,740	10,050
PHOENIX BAPTIST HOSPITAL AND MEDICAL CENTER	0	0	0	0	5,469	5,469
PHYSICIANS ANESTHESIA SERVICES INC GROUP	2,370	0	0	250	0	2,620
PIEDMONT HOSPITAL	13,223	0	0	0	0	13,223
PLATTE VALLEY MEDICAL CENTER	6,658	0	0	0	0	6,658

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
PLAZA MANOR	7,640	0	0	0	0	7,640
PORTER ADVENTIST HOSPITAL	3,656	5,859	0	0	0	9,515
POUDRE VALLEY HOSPITAL	5,969	0	0	0	0	5,969
PREMIER ORTHOPAEDICS AND SPORTS MEDICINE PLC	0	0	0	0	6,151	6,151
PREMIERTOX 2.0 INC	1,718	4,357	177	0	0	6,253
PRESBYTERIAN HOSPITAL	0	0	0	0	3,470	3,470
PRESBYTERIAN RUST MEDICAL CENTER	0	0	0	0	5,405	5,405
PRESBYTERIAN ST LUKES MEDICAL	16,153	0	0	0	0	16,153
PROVENA MERCY MEDICAL CENTER	6,049	0	0	0	205	6,254
PROVENA SENIOR SERVICE	0	0	0	0	2,585	2,585
PROVENA ST JOSEPH MEDICAL CENTER	1,912	0	0	0	4,921	6,833
PROVIDENCE HOSPITAL	16,337	0	0	0	345	16,682
PROVIDENCE MEDICAL CENTER	22,417	0	0	0	1,508	23,925
PROVIDENCE PLACE	7,528	0	0	0	0	7,528
PROVIDENCE REGIONAL MEDICAL	12,023	0	0	0	0	12,023
QUALITY CARE DIALYSIS CENTER NORTH CAROLINA	17,134	0	0	0	0	17,134
RAI CENTRE WEST SPRINGFIELD	12,700	0	0	0	0	12,700
RAJKUMAR RAO	8,932	0	0	0	0	8,932
RALPH PURCELL MD	6,643	0	0	0	0	6,643
RANCH	0	0	0	0	4,780	4,780
RANDALL JOHNSON	0	3,815	0	0	0	3,815
RANDALL ROBBINS	2,194	0	0	0	0	2,194
RANDALL SEAGO	0	2,225	0	0	0	2,225
RCG CLARKSDALE	0	0	0	2,442	0	2,442
RESCARE HOMECARE LOUISVILLE	3,383	0	0	0	0	3,383
RESEARCH MEDICAL CENTER	85,462	0	0	13,833	30,255	129,549
RESURRECTION HOSPITAL	0	0	0	2,751	57,601	60,351
RESURRECTION MEDICAL CENTER	9,454	0	0	4,146	0	13,599
REX SURGERY CENTER OF CARY LLC	0	0	0	0	7,528	7,528
RICHARD ASSING	0	0	0	0	2,086	2,086
RICHARD HOLT	2,098	0	0	0	0	2,098
RICHARD PIKE	2,173	0	0	0	0	2,173
RIDGE VIEW ENDOSCOPY CENTER	0	2,274	0	0	0	2,274
RIVERSIDE MEDICAL CENTER	6,712	0	0	0	0	6,712
RIVERSIDE REGIONAL MEDICAL CENTER	5,088	0	0	0	2,417	7,506
ROBERT BOHINSKI	0	0	2,902	1,320	0	4,222
ROBERT J MADDALON MD	1,464	2,746	0	0	0	4,210
ROBERT SAYRE	0	2,128	0	0	0	2,128
ROCKFORD MEMORIAL HOSPITAL	6,325	351	0	0	0	6,676
ROD J OSKOUIAN MD	2,871	0	0	0	0	2,871
RODNEY D HENDERSON MD	3,489	0	0	0	0	3,489
ROGER OWENS	1,305	1,513	0	0	0	2,818
ROGER SUNG	4,594	0	0	0	0	4,594
ROKEYA BEGUM AKHTAR MD	0	0	0	0	67,401	67,401
ROMAN SIBEL	2,368	0	0	0	0	2,368
ROSE DELIMA HOSPITAL	0	0	0	0	30,427	30,427
ROSE MEDICAL CENTER	27,367	1,867	0	3,147	6,294	38,675
RTC CHESAPEAKE	6,435	0	0	0	0	6,435
RUSH UNIVERSITY MEDICAL CENTER	16,318	46	0	0	587	16,951
RUSSELL BUCHANAN	4,317	0	0	0	0	4,317
SACRED HEART MEDICAL CENTER	2,253	0	0	0	0	2,253
SAINT ALPHONSUS REGIONAL MEDICAL	2,403	0	0	0	0	2,403
SAINT ANTHONY MEDICAL CENTER	499	0	20,495	0	1,461	22,455
SAINT JOSEPH EAST HOSPITAL	21,197	2,141	374	0	0	23,712
SAINT JOSEPH HEALTH SYSTEM	19,449	1,685	289	0	0	21,423
SAINT JOSEPH JESSAMINE	1,220	0	0	640	251	2,111
SAINT LUKES MEDICAL CENTER	3,057	0	0	0	0	3,057
SAINT MARY AND ELIZABETH MEDICAL	0	3,593	0	0	0	3,593
SAINT MARYS HOSPITAL	21,039	0	0	0	0	21,039

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
SAINT THOMAS MIDTOWN HOSPITAL	5,689	73,533	0	0	0	79,222
SAINTS MARY & ELIZABETH MEDICAL	0	3,613	0	0	3,326	6,939
SAINTS MARY AND ELIZABETH HOSPITAL	2,095	7,898	1,502	0	191	11,687
SALLY HEBERT	0	0	0	0	2,879	2,879
SCOTT K STANLEY MD	0	2,194	0	0	0	2,194
SCOTT SCHLIDT	3,278	0	0	0	0	3,278
SCOTTSDALE TRAUMA PHYSICIANS THOMPSON	2,022	0	0	0	0	2,022
SCOTTSDALE HEALTH OSB	0	0	0	0	11,707	11,707
SCOTTSDALE HEALTH TPK	13,248	0	0	0	0	13,248
SEATTLE CANCER CARE ALLIANCE	2,962	0	0	0	0	2,962
SEATTLE KIDNEY CENTER	3,183	0	0	0	0	3,183
SELECT PHYSICAL THERAPY OF LOUISVILLE LTD	246	1,367	337	0	315	2,265
SENTARA CAREPLEX HOSPITAL	2,345	0	20	0	5,130	7,495
SENTARA LEIGH HOSPITAL	12,717	0	0	0	590	13,307
SENTARA NORFOLK GENERAL HOSPITAL	2,551	0	0	0	3,789	6,340
SENTARA NURSING CENTER	2,389	0	0	0	0	2,389
SENTARA OBICI HOSPITAL	2,874	0	0	0	0	2,874
SENTARA VIRGINIA BEACH GENERAL	15,867	0	0	0	0	15,867
SENTRA NORFOLK GENERAL	0	0	5,622	0	0	5,622
SEQUENOM CMM	0	0	3,084	552	1,657	5,294
SHAWN P MOORE MD	2,189	0	0	0	0	2,189
SHAWNEE MISSION MEDICAL CENTER	0	0	0	0	3,074	3,074
SHEBOYGAN DIALYSIS	0	0	0	0	2,393	2,393
SHELLY STILES	2,029	0	0	1,059	0	3,087
SHELTERING ARMS HOSPITAL	6,535	0	0	0	0	6,535
SHERYL LEWIN MD GROUP	6,001	0	0	0	0	6,001
SHYAM M SHRIDHARANI MD	5,006	0	0	0	0	5,006
SILLOAM SPRINGS REGIONAL HOSPITAL	5,616	0	0	0	0	5,616
SIMHA KUKUNOORU	0	0	0	0	2,062	2,062
SKY RIDGE MEDICAL CENTER	6,088	0	0	0	0	6,088
SNEHAL DAMLE MD	2,128	0	0	0	0	2,128
SOLARI HOSPICE CARE LLC	0	0	0	0	4,027	4,027
SOUTHEASTERN EMERGENCY PHYSICIANS INC	500	2,972	2,133	0	183	5,787
SOUTHERN HILLS HOSPITAL	22,899	0	0	0	0	22,899
SOUTHSIDE REGIONAL MEDICAL CENTER	18,993	0	0	0	0	18,993
SPARKS REGIONAL MEDICAL CENTER	8,472	0	0	0	4,914	13,386
SPARTANBURG REGIONAL MEDICAL CENTER	351	0	0	0	14,370	14,721
SPRING RIVER CHRISTIAN VILLAGE	3,933	0	0	0	0	3,933
SPRING VALLEY HOSPITAL MEDICAL	0	0	0	0	122,161	122,161
SPRINGHILL MEMORIAL HOSPITAL	5,012	0	0	0	320	5,333
SPRINGWOODS BEHAVIORAL HEALTH	0	3,135	0	0	0	3,135
SSM ST CLARE HEALTH CENTER	14,779	0	0	0	0	14,779
ST ALEXIUS MEDICAL CENTER	4,633	0	0	1,031	0	5,663
ST ANTHONY MEDICAL CENTER	1,996	0	0	0	6,063	8,058
ST ANTHONY NORTH HOSPITAL	10,391	0	0	0	0	10,391
ST ANTHONYS MEDICAL CENTER	7,732	0	0	0	0	7,732
ST BENEDICT NURSING & REHAB	0	0	0	0	7,967	7,967
ST CLARE HOSPITAL	2,336	0	0	0	0	2,336
ST ELIZABETH HEALTHCARE	7,011	3,768	1,740	0	34,257	46,776
ST FRANCIS HOMECARE	2,094	0	0	0	0	2,094
ST FRANCIS HOSPITAL MEDICAL CENTER	8,959	0	0	0	0	8,959
ST FRANCIS HOSPITAL OF EVANSTON	3,765	0	0	0	0	3,765
ST FRANCIS HOSPITAL	0	0	0	0	23,112	23,112
ST FRANCIS MEDICAL CENTER	3,730	0	0	0	26	3,756
ST JOSEPH HOSPITAL	13,309	0	4,574	0	0	17,883
ST JOSEPH HOSPITAL WEST	8,919	0	0	0	0	8,919
ST JOSEPH MEDICAL CENTER	4,119	0	0	0	0	4,119
ST JOSEPHS HOSP AND MEDICAL CENTER	0	0	0	0	118,684	118,684
ST JOSEPHS HOSPITAL OF ATLANTA INC	0	0	0	0	9,318	9,318

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
ST JOSEPHS MEDICAL CENTER	13,078	0	0	0	275	13,353
ST LOUIS UNIVERSITY HOSPITAL	15,001	1,314	0	0	0	16,316
ST LUKES HOSPITAL OF KANSAS	12,744	0	0	0	4,395	17,139
ST LUKES MEDICAL CENTER	0	0	0	0	5,205	5,205
ST LUKES NORTHLAND HOSPITAL	0	7,765	0	0	0	7,765
ST LUKES REGIONAL MEDICAL CENTER	10,344	0	0	0	0	10,344
ST MARY MEDICAL CENTER	12,840	0	0	0	0	12,840
ST MARYS HEALTH CENTER	3,253	0	0	0	0	3,253
ST MARYS MEDICAL CENTER	18,023	0	0	0	29,369	47,393
ST MARYS MEDICAL CENTER	9,783	0	0	0	0	9,783
ST MATTHEW LUTHERAN HOME	0	0	0	0	2,260	2,260
ST PAULS HOUSE & HEALTH CARE	0	0	0	0	4,998	4,998
ST VINCENT HEALTH SYSTEM	17,334	0	0	0	153	17,487
ST VINCENT HOSPITAL	3,435	0	0	0	0	3,435
ST VINCENT HOSPITAL AND HEALTH	3,682	0	0	0	0	3,682
ST VINCENTS BIRMINGHAM	9,348	0	0	0	0	9,348
STANLEY HOEHN MD	2,260	0	0	0	0	2,260
STEPHEN ANNEST	0	0	0	0	2,155	2,155
STEVE EDWARDS	0	0	0	0	2,499	2,499
STEVEN C BAILEY MD	0	2,427	0	0	0	2,427
STEVEN GLASSMAN	2,051	0	0	0	0	2,051
SUMMERLIN HOSPITAL MEDICAL CENTER LLC	0	0	0	0	22,992	22,992
SUMMERLIN HOSPITAL MEDICAL CENTER	0	0	563	0	4,756	5,319
SUMMIT MEDICAL CENTER	4,347	0	0	0	0	4,347
SUNRISE HOSPITAL AND MEDICAL CENTER	0	0	0	90,545	11,517	102,061
SUNSHINE HOME HEALTH CARE INC	2,043	0	0	0	0	2,043
SUSAN B ALLEN MEMORIAL HOSPITAL	2,170	0	0	0	0	2,170
SWEDISH AMERICAN HOSPITAL	89	0	0	0	15,072	15,161
SWEDISH COVENANT HOSPITAL	590	0	0	0	3,343	3,934
SWEDISH FIRST HILL	1,210	0	0	0	30,525	31,736
SWEDISH MEDICAL CENTER	10,710	0	0	0	0	10,710
T H C LAS VEGAS	0	0	0	0	24,651	24,651
TACOMA GENERAL ALLENMORE	21,369	0	0	0	3,171	24,540
TENNOVA HEALTHCARE	10,788	320	0	0	178	11,285
THE CAROLINA CENTER	5,250	9,000	0	0	0	14,250
THE CHRIST HOSPITAL APOTHECARY	0	0	0	0	14,504	14,504
THE NEBRASKA MEDICAL CENTER	3,117	0	0	0	19,081	22,197
THE UNIVERSITY OF ARIZONA MEDICAL	11,528	0	0	0	8,343	19,871
THOMAS BECHERER	2,038	0	0	0	0	2,038
THOMAS KORKOS	4,148	0	0	0	0	4,148
TORREY PINES REHABILITATION	0	0	0	0	9,608	9,608
TRANSITIONAL HOSPITAL CORP OF NV	0	0	0	0	8,493	8,493
TRUMAN MEDICAL CENTER HOSPITAL HILL	10,018	0	0	0	1,780	11,798
TRUMAN MEDICAL CENTER LAKEWOOD	484	0	0	11,598	278	12,360
TUCSON MEDICAL CENTER	4,836	0	0	0	9,861	14,697
TX MEDICAID & HC PARTNER	0	9,485	0	0	106	9,590
UTC ORTHOP AEDICS	0	3,142	0	0	1,282	4,425
UTC SURGERY	2,561	2,057	0	0	0	4,618
UK HEALTHCARE HOSPITAL	2,904	1,463	302	0	34,441	39,110
UNIV OF IOWA HOSPITAL & CLINICS	2,693	0	0	0	0	2,693
UNIV OF MIAMI HOSPITAL AND CLINICS	0	27,473	0	0	0	27,473
UNIV OF TENNESSEE MEDICAL CENTER	1,934	915	0	2,557	72,796	78,201
UNIVERSAL PEDIATRIC SERVICES INC	0	0	0	0	3,144	3,144
UNIVERSITY HOSPITAL	8,130	1,811	0	0	9,103	19,044
UNIVERSITY MEDICAL CENTER	13,431	0	0	0	12,082	25,513
UNIVERSITY MEDICAL CENTER OF PRINCETON	0	6,481	0	0	0	6,481
UNIVERSITY OF ALABAMA HOSPITAL	2,043	0	0	0	0	2,043
UNIVERSITY OF CHICAGO MEDICAL CENTER	674	283	333,353	0	21,408	355,718
UNIVERSITY OF COLORADO HOSPITAL AUTHORITY	0	11,363	0	0	0	11,363

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
UNIVERSITY OF ILLINOIS MEDICAL CENTER	259	0	533	0	13,837	14,629
UNIVERSITY OF KANSAS HOSPITAL	26,653	13	0	0	8,469	35,135
UNIVERSITY OF KANSAS HOSPITAL AUTHORITY	0	0	0	0	12,321	12,321
UNIVERSITY OF LOUISVILLE HOSPITAL	25,989	914	0	0	98,452	125,355
UNIVERSITY OF MISSOURI HEALTH	12,123	0	0	0	32,812	44,935
USA MEDICAL CENTER	8,784	0	0	0	0	8,784
USRC BOLINGBROOK LLC	5,300	0	0	0	0	5,300
VALLEY GENERAL HOSPITAL	973	0	0	0	2,150	3,124
VALLEY HOSPITAL MEDICAL CENTER	7,328	0	0	0	6,170	13,499
VALLEY REGIONAL MEDICAL CENTER	2,309	0	0	0	0	2,309
VALLEY VIEW MEDICAL CENTER	37,112	0	0	0	0	37,112
VANDERBILT CHILDRENS HOSPITAL	0	513	0	0	3,640	4,153
VANDERBILT UNIVERSITY MEDICAL CENTER	2,192	0	0	0	0	2,192
VANGUARD HEALTH SYSTEM	0	0	0	0	8,502	8,502
VCU HEALTH SYSTEM	5,962	0	0	0	0	5,962
VHS OF ILLINOIS	2,206	0	0	0	0	2,206
VIA CHRISTI ST FRANCIS CAMPUS	21,467	0	0	0	0	21,467
VISTA HEALTH	3,445	0	0	0	0	3,445
WADE M CEOLA MD	3,520	0	0	0	0	3,520
WADLEY REGIONAL MEDICAL	0	0	0	0	4,734	4,734
WADLEY REGIONAL MEDICAL CENTER	2,093	0	0	0	0	2,093
WALGREENS INFUSION SERVICES	0	3,531	0	0	0	3,531
WASHINGTON REGIONAL MEDICAL CENTER	16,156	0	0	0	1,572	17,728
WALKESHA MEMORIAL HOSPITAL	2,079	451	0	0	0	2,530
WENDY J SPANGLER MD	3,592	0	0	0	0	3,592
WEST PLAINS AMBULATORY SURGERY	2,017	0	0	0	0	2,017
WEST SUBURBAN MEDICAL CENTER	3,956	0	0	0	3,650	7,605
WEST VALLEY HOSPITAL MEDICAL	13,882	0	0	0	0	13,882
WESTERN ARIZONA REGIONAL MEDICAL	0	0	0	0	22,298	22,298
WHITE RIVER MEDICAL CENTER	3,388	0	0	0	0	3,388
WHITLEY MEMORIAL HOSPITAL INC	3,701	0	0	0	0	3,701
WILLIAM BEAUMONT HOSPITAL	0	3,685	0	0	0	3,685
WILLIAMSTOWN DIALYSIS	4,455	0	0	0	0	4,455
YAVAPAI REGIONAL MEDICAL CENTER	3,029	0	0	0	0	3,029
YUMA REGIONAL MEDICAL CENTER	12,175	0	0	0	0	12,175
0199999 Individually listed claims unpaid	3,219,663	616,267	508,338	223,705	3,995,986	8,563,960
0299999 Aggregate accounts not individually listed-uncovered	498,734	139,534	48,297	48,747	1,460,212	2,195,524
0399999 Aggregate accounts not individually listed-covered	0	0	0	0	610,503	610,503
0499999 Subtotals	3,718,397	755,801	556,635	272,452	6,066,701	11,369,987
0599999 Unreported claims and other claim reserves						322,665,696
0699999 Total amounts withheld						0
0799999 Total claims unpaid						334,035,683
0899999 Accrued medical incentive pool and bonus amounts						376,442

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 December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	52,818,275	391,922,182	1,232,492	60,771,839	54,050,767	58,281,161
2. Medicare Supplement	0	0	0	0	0	0
3. Dental Only	147,880	2,168,922	3,549	157,125	151,429	169,223
4. Vision Only	0	562,013	0	0	0	0
5. Federal Employees Health Benefits Plan	13,888,657	73,505,538	1,970,708	8,705,823	15,859,365	11,111,958
6. Title XVIII - Medicare	158,232,041	1,617,594,844	4,681,967	245,574,815	162,914,008	179,611,895
7. Title XIX - Medicaid	0	0	0	0	0	0
8. Other health	104	0	6	0	110	617
9. Health subtotal (Lines 1 to 8)	225,086,957	2,085,753,499	7,888,722	315,209,602	232,975,679	249,174,854
10. Healthcare receivables (a)	0	17,926,048	0	0	0	0
11. Other non-health	0	0	0	0	0	0
12. Medical incentive pools and bonus amounts	0	273,107	0	376,442	0	1,387,294
13. Totals (Lines 9-10+11+12)	225,086,957	2,068,100,558	7,888,722	315,586,044	232,975,679	250,562,148

(a) Excludes \$ 8,904,085 loans or advances to providers not yet expensed.

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

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

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

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

	State of Domicile	2013	2012
Net (Loss)			
1. Humana Health Plan, Inc. Kentucky basis	KY	\$ (17,911,237)	\$ (28,891,765)
2. State Prescribed Practices that increase/(decrease) NAIC SAP	KY	-	-
3. State Permitted Practices that increase/(decrease) NAIC SAP	KY	-	-
4. NAIC SAP	KY	\$ <u>(17,911,237)</u>	\$ <u>(28,891,765)</u>
Surplus			
5. Humana Health Plan, Inc. Kentucky basis	KY	\$ 299,365,424	\$ 307,941,776
6. State Prescribed Practices that increase/(decrease) NAIC SAP	KY	-	-
7. State Permitted Practices that increase/(decrease) NAIC SAP	KY	-	-
8. NAIC SAP	KY	\$ <u>299,365,424</u>	\$ <u>307,941,776</u>

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

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

C. Accounting Policy

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

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

In addition, the Company uses the following accounting policies:

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

The Company regularly evaluates investment securities for impairment. For all securities other than loan-backed and structured securities, the Company considers factors affecting the investee, factors affecting the industry the investee operates within, and general debt and equity market trends. The Company also considers the length of time an investment's fair value has been below carrying value, the near term prospects for recovery to carrying value, and the Company's intent and ability to hold the investment until maturity or market recovery is realized. If and when a determination is made that a decline in fair value below the cost basis is other-than-temporary, the related investment is written down to its estimated fair value through earnings.

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

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

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

- (5) The Company estimates the fair value of its investments in mortgage loans on real estate using a discounted cash flow method based on rating, maturity and future income when compared to the expected yield for mortgages having similar characteristics. The rating for mortgages in good standing is based on property type, location, market conditions, occupancy, debt service coverage, loan to value, caliber of tenancy, borrower and payment record. Problem mortgages are priced to reflect their monetary value to the Company, considering such things as the degree of default, whether or not the payments are still being made, interest rate, maturity and operating performance of the underlying collateral.
- (6) For loan backed and structured securities where the securities fair value is less than the amortized cost, the Company considers several factors to determine if the security's impairment is other-than-temporary. If the Company has the intent to sell the security or if the Company does not have the intent and ability to retain the security until recovery of its fair value, the related investment is written down to its estimated fair value through earnings. If, however, the Company has the intent and ability to retain the security until recovery of its fair value, the Company considers factors affecting the investee, factors affecting the industry the investee operates within, and general debt and equity market trends. The Company also considers the length of time an investment's fair value has been below carrying value and the near term prospects for recovery to carrying value. If the determination is made, based on these factors, that the Company does expect to recover the entire amortized cost of the security, then an other-than-temporary impairment has not occurred. If, however, the determination is made that the Company does not expect to recover the entire amortized cost of the security based on the factors noted above, the Company recognizes a realized loss in earnings for the non-interest related decline. No loss is recognized for the interest impairment.
- (7) The Company accounts for its investments in subsidiaries using the audited statutory equity method of accounting.
- (8) The Company accounts for its investments in joint ventures, partnerships, and LLC's using the audited statutory equity method of accounting.
- (9) Not Applicable.
- (10)-(11) The estimates of future medical benefit payments are developed using actuarial methods and assumptions based upon claim payment patterns, medical cost inflation, historical development such as claim inventory levels and claim receipt patterns, and other relevant factors. Corresponding administrative costs to process outstanding claims are estimated and accrued. Estimates of future payments relating to services incurred in the current and prior periods are continually reviewed by management and adjusted as necessary.

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

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

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

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

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

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

2. Accounting Changes and Corrections of Errors

The Company adopted the provisions of SSAP No. 101 *Income Taxes A Replacement of SSAP10R and SSAP 10* in 2012. SSAP 101 provides new requirements for tax loss contingencies and the calculation and admissibility of deferred tax assets. The difference between the recalculated amounts as of January 1, 2012, and the amount actually reported in the prior year financial statements is treated as a change in accounting principle in accordance with SSAP No. 3 *Accounting Changes and Correction Errors*. The cumulative effect of this change in accounting principle resulted in a \$1,846,160 increase in surplus.

In 2012, the Company determined that certain shared administrative contra expenses related to another Humana subsidiary had been improperly allocated in 2011. This resulted in a \$2,425,099 overstatement of the 2011 administrative expenses for the Company. The error had no impact on net admitted assets or total liabilities at December 31, 2011. Consistent with SSAP 3, the prior period expense was recorded as an adjustment to surplus on line 47 of the capital and surplus account rollforward. There is no tax impact in this adjustment. The adjustment is 0.08 percent of earned premiums and 7.16 percent of pretax earnings.

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

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

3. Business Combinations and Goodwill

A. Statutory Purchase Method

Not Applicable.

B. Statutory Merger

Not Applicable.

C. Assumption Reinsurance

Not Applicable.

D. Impairment Loss

Not Applicable.

4. Discontinued Operations

Not Applicable.

5. Investments

A. Mortgage Loans, Including Mezzanine Real Estate Loans

- (1) The maximum and minimum lending rates for the mortgage loan in 2013 were 1.13 percent and 1.40 percent.
- (2) During 2013 the Company did not reduce interest rates on the mortgage loan.
- (3) The maximum percentage of the loan to the value of the security at any time of the loan, exclusive of insured or guaranteed or purchase-money mortgages was 100 percent.

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

B. Debt Restructuring

Not Applicable.

C. Reverse Mortgages

Not Applicable.

D. Loan-Backed Securities

(1) Not Applicable.

(2) Not Applicable.

(3) Not Applicable.

(4) The Company does not have any investments in an other-than-temporary impairment position at September 30, 2013.

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

Gross unrealized losses and related fair value of temporarily impaired securities that have been in a continuous unrealized loss position were as follows at September 30, 2013:

(a) The aggregate amount of unrealized losses:		
1. Less than 12 Months	\$	(4,392,776)
2. 12 Months or Longer	\$	(47,040)
(b) The aggregate related fair value of securities with unrealized losses:		
1. Less than 12 Months	\$	106,699,606
2. 12 Months or Longer	\$	1,481,520

The unrealized losses at September 30, 2013 were primarily due to increases in market interest rates and tighter liquidity conditions in the current markets than when the securities were purchased. All issuers of securities trading at an unrealized loss remain current on all contractual payments and the Company believes it is probable that all amounts due according to the contractual terms of the debt securities are collectible. After taking into account these and other factors, including the severity of the decline and the Company's ability and intent to hold these securities until recovery or maturity, the Company determined the unrealized losses on these investment securities were temporary and, as such, no impairment was required.

(5) Not Applicable.

E. Repurchase Agreements and/or Securities Lending Transactions

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

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

(3-5) Not Applicable.

F. Real Estate

Not Applicable.

G. Low-Income Housing Tax Credits (LIHTC)

Not Applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

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

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

7. Investment Income

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

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

B. The total amount excluded was \$0.

8. Derivative Instruments

Not Applicable.

9. Income Taxes

No material change since year-end December 31, 2012.

10. Information Concerning Parent, Subsidiaries and Affiliates

A.-F. The Company has a management contract with Humana and other related parties whereby the Company is provided with medical and executive management, information systems, claims processing, billing and enrollment, and telemarketing and other services as required by the Company. Management fees charged to operations for the years ended December 31, 2012 and 2011 were approximately \$400.6 million and \$375.6 million respectively. As a part of this agreement, Humana makes cash disbursements on behalf of the Company which includes, but is not limited to, medical related items, general and administrative expenses, commissions and payroll. Humana is reimbursed by the Company weekly, based upon historical pattern of amounts and timing. Each month, these estimates are adjusted to ultimately settle upon actual disbursements made on behalf of the Company. The Company continues to be primarily liable for any outstanding payments made on behalf of the Company, should Humana not be able to fulfill its obligations. No dividends were paid by the Company. At September 30, 2013, the Company reported \$6.6 million due to Humana Inc. Amounts due to or from parent are generally settled within 30 days.

G. All outstanding shares of the Company are owned by the Parent Company.

H. Not Applicable.

I. Not Applicable.

J. Not Applicable.

K. Not Applicable.

L. Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

11. Debt

A. Debt Including Capital Notes

The Company has no debentures outstanding.

The Company has no capital notes outstanding.

The Company does not have any reverse repurchase agreements.

B. Federal Home Loan Bank (FHLB) Agreements

The Company does not have any FHLB agreements.

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

A. Defined Benefit Plans

Not Applicable.

B. Defined Contribution Plans

Not Applicable.

C. Multiemployer Plans

Not Applicable.

D. Consolidated/Holding Company Plans

No material change since year-end December 31, 2012.

E. Post Employment Benefits and Compensated Absences

Not Applicable.

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

Not Applicable

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

(1) The Company has \$1 par value common stock with 5,000,000 shares authorized and 2,248,000 shares issued and outstanding. All shares are common stock shares.

(2) The Company has no preferred stock outstanding.

(3-5) Dividends are noncumulative and are paid as determined by the Board of Directors. Dividends are subject to the approval of the Department of Insurance if such dividend distribution exceeds the lesser of the Company's prior year net operating profits or 10 percent of policyholders surplus funds derived from realized net operating profits.

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

No dividends were paid as of September 30, 2013.

(6) There were no restrictions placed on the Company's surplus, including for whom the surplus is being held.

(7) Not Applicable.

(8) Not Applicable.

(9) Not Applicable.

(10) The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses is \$(699,108).

(11) Not Applicable.

(12) Not Applicable.

(13) Not Applicable.

14. Contingencies

A. Contingent Commitments

Not Applicable.

B. Assessments

Not Applicable.

C. Gain Contingencies

Not Applicable.

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

Not Applicable.

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

E. All Other Contingencies

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

The Company is not aware of any other material contingent liabilities as of September 30, 2013.

15. Leases

No material change since year-end December 31, 2012.

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

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

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

A. Transfers of Receivables Reported as Sales

Not Applicable.

B. Transfer and Servicing of Financial Assets

Not Applicable.

C. Wash Sales

Not Applicable.

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

A. ASO Plans

The gain from operations from Administrative Services Only (ASO) uninsured plans and the uninsured portion of partially insured plans was as follows during the quarter ended September 30, 2013:

	ASO Uninsured Plans		Uninsured Portion of Partially Insured Plans		Total ASO	
a. Net reimbursement for administrative expenses (including administrative fees) in excess of actual expenses	\$	32,529,671	\$	-	\$	32,529,671
b. Total net other income or expenses (including interest paid to or received from plans)	\$	920,983	\$	-	\$	920,983
c. Net gain or (loss) from operations	\$	33,450,654	\$	-	\$	33,450,654
d. Total claim payment volume	\$	1,102,585,423	\$	-	\$	1,102,585,423

B. ASC Plans

Not Applicable.

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract

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

b. As of September 30, 2013, the Company has recorded a receivable from CMS of \$6.6 million related to the cost share and reinsurance components of administered Medicare products. The Company does not have any additional receivables greater than 10.0 percent of the Company's accounts receivable from uninsured Accident & Health Plans or \$10,000.

c. As no revenue is recorded in connection with the cost share and reinsurance components of the Company's Medicare contracts, the Company has recorded no allowances and reserves for adjustment of recorded revenues and receivables.

d. The Company has made no adjustment to revenue resulting from audit of receivables related to revenues recorded in the prior period.

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

Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

20. Fair Value Measurements

- A. (1) The fair value of financial assets at September 30, 2013 were as follows:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets				
Tax-exempt municipal bonds	\$ -	\$ 801,752	\$ -	\$ 801,752
Total invested assets	<u>\$ -</u>	<u>\$ 801,752</u>	<u>\$ -</u>	<u>\$ 801,752</u>

- (2) Rollforward of Level 3 Items

Not Applicable.

- (3) There were no fair value measurements using significant unobservable inputs. The Company reports transfers between fair value hierarchy levels at the end of the reporting period. There were no transfers between the fair value hierarchy levels between December 31, 2012 and September 30, 2013.

- (4) Fair value of actively traded debt securities are based on quoted market prices. Fair value of other debt securities are based on quoted market prices of identical or similar securities or based on observable inputs like interest rates generally using a market valuation approach, or, less frequently, an income valuation approach and are generally classified as Level 2. The Company generally obtains one quoted price for each security from a third party pricing service. These prices are generally derived from recently reported trades for identical or similar securities, including adjustments through the reporting date based upon observable market information. When quoted prices are not available, the third party pricing service may use quoted market prices of comparable securities or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include benchmark yields, reported trades, credit spreads, broker quotes, default rates and prepayment speeds. The Company is responsible for the determination of fair value and as such, the Company performs analysis on the prices received from the third party pricing service to determine whether the prices are reasonable estimates of fair value. The Company's analysis includes a review of monthly price fluctuations as well as a quarterly comparison of the prices received from the pricing service to prices reported by the Company's third party investment advisor. Based on the Company's internal price verification procedures and review of fair value methodology documentation provided by the third party pricing service, there were no material adjustments to the prices obtained from the third party pricing service during the year ended September 30, 2013.

- (5) Derivative Fair Values

Not Applicable.

- B. Other Fair Value Disclosures

Not Applicable.

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

Not Applicable.

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

Not Applicable.

21. Other Items

- A. Extraordinary Items

Not Applicable.

- B. Troubled Debt Restructuring: Debtors

Not Applicable.

- C. Other Disclosures

Not Applicable.

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

Not Applicable.

- E. Business Interruption Insurance Recoveries

Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

F. State Transferable and Non-transferable Tax Credits

Not Applicable.

G. Subprime Mortgage Related Risk Exposure

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

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

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

(3) Direct exposure through other investments:

- a. Residential mortgage backed securities – No substantial exposure noted.
- b. Commercial mortgage backed securities – No substantial exposure noted.
- c. Collateralized debt obligations – No substantial exposure noted.
- d. Structured securities – No substantial exposure noted.
- e. Equity investment in SCAs – No substantial exposure noted.
- f. Other assets – No substantial exposure noted.
- g. Total – No substantial exposure noted.

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

Not Applicable.

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

H. Retained Assets

Not Applicable.

22. Events Subsequent

The Company is not aware of any events occurring subsequent to the close of the books for this statement which may have a material effect on its financial condition. Subsequent events have been considered through November 6, 2013 for the statutory statement issued on November 6, 2013.

23. Reinsurance

A. Ceded Reinsurance Report

Section 1 – General Interrogatories

(1) Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10.0 percent or controlled, either directly or indirectly, by the company or by any representative, officer, trustee, or director of the company?

Yes () No (X)

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

Yes () No (X)

Section 2 – Ceded Reinsurance Report – Part A

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

Yes () No (X)

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

Yes () No (X)

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

Section 3 – Ceded Reinsurance Report – Part B

- (1) What is the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of premium or other similar credits that are reflected in Section 2 above) of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Where necessary, the company may consider the current or anticipated experience of the business reinsured in making this estimate. \$0
- (2) Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the company as of the effective date of the agreement?

Yes () No (X)

B. Uncollectible Reinsurance

Not Applicable.

C. Commutation of Ceded Reinsurance

Not Applicable.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

- A. The Company estimates accrued retrospective premium adjustments for its Medicare business through a mathematical approach using an algorithm based upon settlement procedures defined by contracts with CMS.
- B. The Company records accrued retrospective premium as an adjustment to earned premiums.
- C. The amount of net premiums written by the Company at September 30, 2013 that are subject to retrospective rating features was \$34.0 million, or 1.23 percent of the total net premiums written. No other net premiums written by the Company are subject to retrospective rating features.
- D. Medical loss ratio rebates required pursuant to the Public Health Service Act.

	Individual	Small Group Employer	Large Group Employer	Other Categories with rebates	Total
Prior Reporting Year:					
Medical loss ratio rebates incurred	\$ 21,153	\$ 4,456,831	\$ 3,639,829	\$ -	\$ 8,117,813
Medical loss ratio rebates paid	-	7,190,399	6,161,317	-	13,351,716
Medical loss rebates unpaid	30,852	4,331,398	1,881,804	-	6,244,054
Plus reinsurance assumed amounts	-	-	-	-	-
Less reinsurance ceded amounts	-	-	-	-	-
Rebates unpaid net of reinsurance	\$ -	\$ -	\$ -	\$ -	\$ 6,244,054

Current Reporting Year-to-date:					
Medical loss ratio rebates incurred	\$ 260,517	\$ 3,441,045	\$ (519,304)	\$ -	\$ 3,182,258
Medical loss ratio rebates paid	108,526	3,863,101	1,362,500	-	5,334,127
Medical loss rebates unpaid	182,843	3,909,342	-	-	4,092,185
Plus reinsurance assumed amounts	-	-	-	-	-
Less reinsurance ceded amounts	-	-	-	-	-
Rebates unpaid net of reinsurance	\$ -	\$ -	\$ -	\$ -	\$ 4,092,185

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2012 were \$251.3 million. As of September 30, 2013, \$227.0 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$8.0 million as a result of reestimation of unpaid claims and claim adjustment expenses principally on the commercial HMO and PPO books of business. Therefore, there has been a \$16.3 million favorable prior-year development since December 31, 2012. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims.

26. Intercompany Pooling Arrangements

Not Applicable.

27. Structured Settlements

The Company has no structured settlements.

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

Quarter	Estimate Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Billed or Otherwise Confirmed	Actual Rebates Received Within 90 Days of Billing	Actual Rebates Received Within 91 to 180 Days of Billing	Actual Rebates Received More than 181 Days after Billing
9/30/2013	\$ 17,921,224	\$ 17,921,224	\$ -	\$ -	\$ -
6/30/2013	\$ 19,291,477	\$ 19,291,477	\$ 19,291,319	\$ -	\$ -
3/31/2013	\$ 23,419,618	\$ 23,419,618	\$ 23,315,266	\$ -	\$ -
12/31/2012	\$ 17,054,563	\$ 17,054,563	\$ 16,985,769	\$ -	\$ -
9/30/2012	\$ 16,969,271	\$ 16,969,271	\$ 14,974,086	\$ 1,924,320	\$ -
6/30/2012	\$ 17,988,759	\$ 17,988,759	\$ 14,805,257	\$ 3,114,363	\$ -
3/31/2012	\$ 14,796,155	\$ 14,796,155	\$ 5,911,727	\$ 8,794,415	\$ -
12/31/2011	\$ 6,238,730	\$ 6,238,730	\$ 6,238,730	\$ -	\$ -
9/30/2011	\$ 6,145,560	\$ 6,145,560	\$ 6,145,560	\$ -	\$ -
6/30/2011	\$ 7,248,706	\$ 7,248,706	\$ 7,248,706	\$ -	\$ -
3/31/2011	\$ 6,319,618	\$ 6,319,618	\$ 6,319,618	\$ -	\$ -

B. Risk Sharing Receivables

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

29. Participating Policies

The Company has no participating policies.

30. Premium Deficiency Reserves

1. Liability carried for premium deficiency reserves \$ 7,680,000
2. Date of the most recent evaluation of this liability September 30, 2013
3. Was anticipated investment income utilized in the calculation? Yes () No (X)

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

31. Anticipated Salvage and Subrogation

Not Applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
- 3.1 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
- 3.2 If the response to 3.1 is yes, provide a brief description of those changes.
- 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 the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

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 [X] No [] N/A []
If yes, attach an explanation.
A Global Amendment to replace Schedule C of the Service Center Services Agreement #194R between HHP (recipient) and HIC (Provider) was Filed to WI on 06.10.2013 and approved on 06.24.2013.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2008
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2008
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 12/20/2010
- 6.4 By what department or departments?
Kentucky Department of Insurance
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [X] No [] N/A []
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] N/A []
- 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: \$0

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 | 2 |
|---|---|--|
| | Prior Year-End
Book/Adjusted
Carrying Value | Current Quarter
Book/Adjusted
Carrying Value |
| 14.21 Bonds | \$0 | \$0 |
| 14.22 Preferred Stock | \$0 | \$0 |
| 14.23 Common Stock | \$31,508,729 | \$30,853,598 |
| 14.24 Short-Term Investments | \$0 | \$0 |
| 14.25 Mortgage Loans on Real Estate | \$0 | \$0 |
| 14.26 All Other | \$0 | \$0 |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) | \$31,508,729 | \$30,853,598 |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above | \$0 | \$0 |
- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes No
- 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. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2\$0
 - 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2\$0
 - 16.3 Total payable for securities lending reported on the liability page\$0

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

1 Name of Custodian(s)	2 Custodian Address
JP Morgan Chase	4 Metro Tech Center, 16th Floor Mail Code: NY1-C5121, Brooklyn, NY 11245, Attn: Barbara J. Walsh

- 17.2 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)

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes [] No [X]

- 17.4 If yes, give full information relating thereto:

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

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

1 Central Registration Depository	2 Name(s)	3 Address
107105.00	Blackrock, Inc.	40 East 52nd Street, New York, NY 10022

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

- 18.2 If no, list exceptions:

N/A

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent89.9 %
1.2 A&H cost containment percent4.5 %
1.3 A&H expense percent excluding cost containment expenses11.0 %

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

2.2 If yes, please provide the amount of custodial funds held as of the reporting date\$.....0

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

2.4 If yes, please provide the balance of the funds administered as of the reporting date\$.....0

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

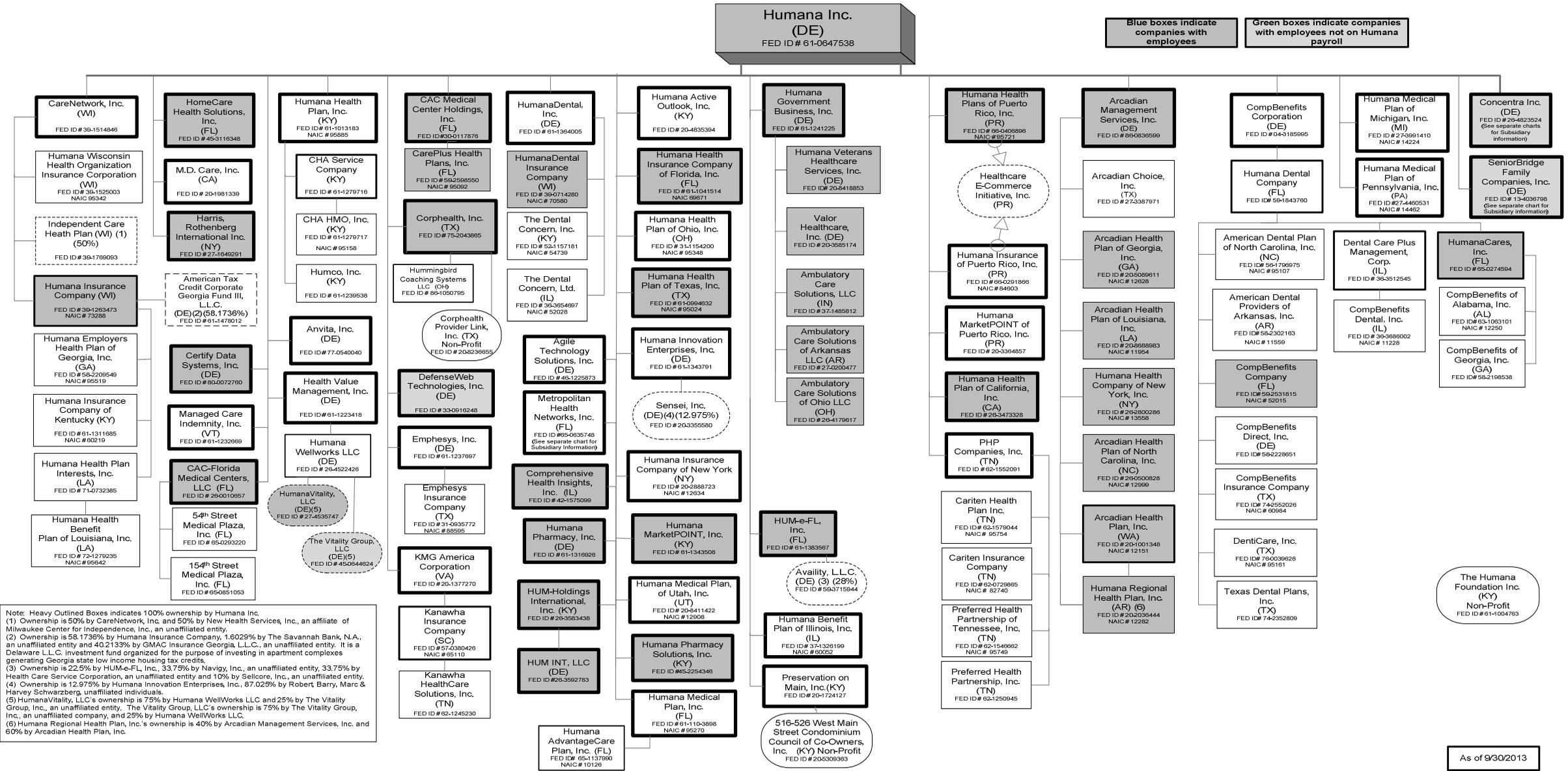
Current Year to Date - Allocated by States and Territories

States, etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama	AL	L	97,931	87,181,003	0	0	0	0	87,278,934	0
2. Alaska	AK	N	0	0	0	0	0	0	0	0
3. Arizona	AZ	L	29,977,991	187,472,134	0	0	0	0	217,450,125	0
4. Arkansas	AR	L	674,228	158,084,600	0	0	0	0	158,758,828	0
5. California	CA	N	0	0	0	0	0	0	0	0
6. Colorado	CO	L	61,307,119	80,780,552	0	0	0	0	142,087,671	0
7. Connecticut	CT	N	0	0	0	0	0	0	0	0
8. Delaware	DE	N	0	0	0	0	0	0	0	0
9. District of Columbia	DC	N	0	0	0	0	0	0	0	0
10. Florida	FL	N	0	0	0	0	0	0	0	0
11. Georgia	GA	N	0	0	0	0	0	0	0	0
12. Hawaii	HI	N	0	0	0	0	0	0	0	0
13. Idaho	ID	L	195,622	21,788,472	0	0	0	0	21,984,094	0
14. Illinois	IL	L	93,649,077	278,296,316	0	65,250,857	0	0	437,196,250	0
15. Indiana	IN	L	13,247,293	67,989,777	0	0	0	0	81,237,070	0
16. Iowa	IA	N	0	0	0	0	0	0	0	0
17. Kansas	KS	L	2,850,825	114,525,913	0	21,879,758	0	0	139,256,496	0
18. Kentucky	KY	L	322,118,705	71,492,024	70,589,562	4,819,412	0	0	469,019,703	0
19. Louisiana	LA	N	0	0	0	0	0	0	0	0
20. Maine	ME	N	0	0	0	0	0	0	0	0
21. Maryland	MD	N	0	0	0	0	0	0	0	0
22. Massachusetts	MA	N	0	0	0	0	0	0	0	0
23. Michigan	MI	N	0	0	0	0	0	0	0	0
24. Minnesota	MN	N	0	0	0	0	0	0	0	0
25. Mississippi	MS	N	0	0	0	0	0	0	0	0
26. Missouri	MO	L	2,390,099	218,665,336	0	3,199	0	0	221,058,634	0
27. Montana	MT	N	0	0	0	0	0	0	0	0
28. Nebraska	NE	L	56,088	25,970,344	0	0	0	0	26,026,432	0
29. Nevada	NV	L	2,816,727	363,206,784	0	0	0	0	366,023,511	0
30. New Hampshire	NH	N	0	0	0	0	0	0	0	0
31. New Jersey	NJ	N	0	0	0	0	0	0	0	0
32. New Mexico	NM	L	70,691	22,194,702	0	0	0	0	22,265,393	0
33. New York	NY	N	0	0	0	0	0	0	0	0
34. North Carolina	NC	N	0	0	0	0	0	0	0	0
35. North Dakota	ND	N	0	0	0	0	0	0	0	0
36. Ohio	OH	N	0	0	0	0	0	0	0	0
37. Oklahoma	OK	N	0	0	0	0	0	0	0	0
38. Oregon	OR	N	0	0	0	0	0	0	0	0
39. Pennsylvania	PA	N	0	0	0	0	0	0	0	0
40. Rhode Island	RI	N	0	0	0	0	0	0	0	0
41. South Carolina	SC	L	324,809	109,030,613	0	0	0	0	109,355,422	0
42. South Dakota	SD	N	0	0	0	0	0	0	0	0
43. Tennessee	TN	L	50,333,179	0	0	442,588	0	0	50,775,767	0
44. Texas	TX	N	0	0	0	0	0	0	0	0
45. Utah	UT	N	0	0	0	0	0	0	0	0
46. Vermont	VT	N	0	0	0	0	0	0	0	0
47. Virginia	VA	L	148,543	211,965,934	0	0	0	0	212,114,477	0
48. Washington	WA	L	631,487	75,739,285	0	0	0	0	76,370,772	0
49. West Virginia	WV	L	0	0	0	0	0	0	0	0
50. Wisconsin	WI	N	0	0	0	0	0	0	0	0
51. Wyoming	WY	N	0	0	0	0	0	0	0	0
52. American Samoa	AS	N	0	0	0	0	0	0	0	0
53. Guam	GU	N	0	0	0	0	0	0	0	0
54. Puerto Rico	PR	N	0	0	0	0	0	0	0	0
55. U.S. Virgin Islands	VI	N	0	0	0	0	0	0	0	0
56. Northern Mariana Islands	MP	N	0	0	0	0	0	0	0	0
57. Canada	CAN	N	0	0	0	0	0	0	0	0
58. Aggregate Other Aliens	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal		XXX	580,890,414	2,094,383,789	70,589,562	92,395,814	0	0	2,838,259,579	0
60. Reporting Entity Contributions for Employee Benefit Plans		XXX	0	0	0	0	0	0	0	0
61. Totals (Direct Business)	(a)	18	580,890,414	2,094,383,789	70,589,562	92,395,814	0	0	2,838,259,579	0
DETAILS OF WRITE-INS										
58001.		XXX								
58002.		XXX								
58003.		XXX								
58998. Summary of remaining write-ins for Line 58 from overflow page		XXX	0	0	0	0	0	0	0	0
58999. Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)		XXX	0	0	0	0	0	0	0	0

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

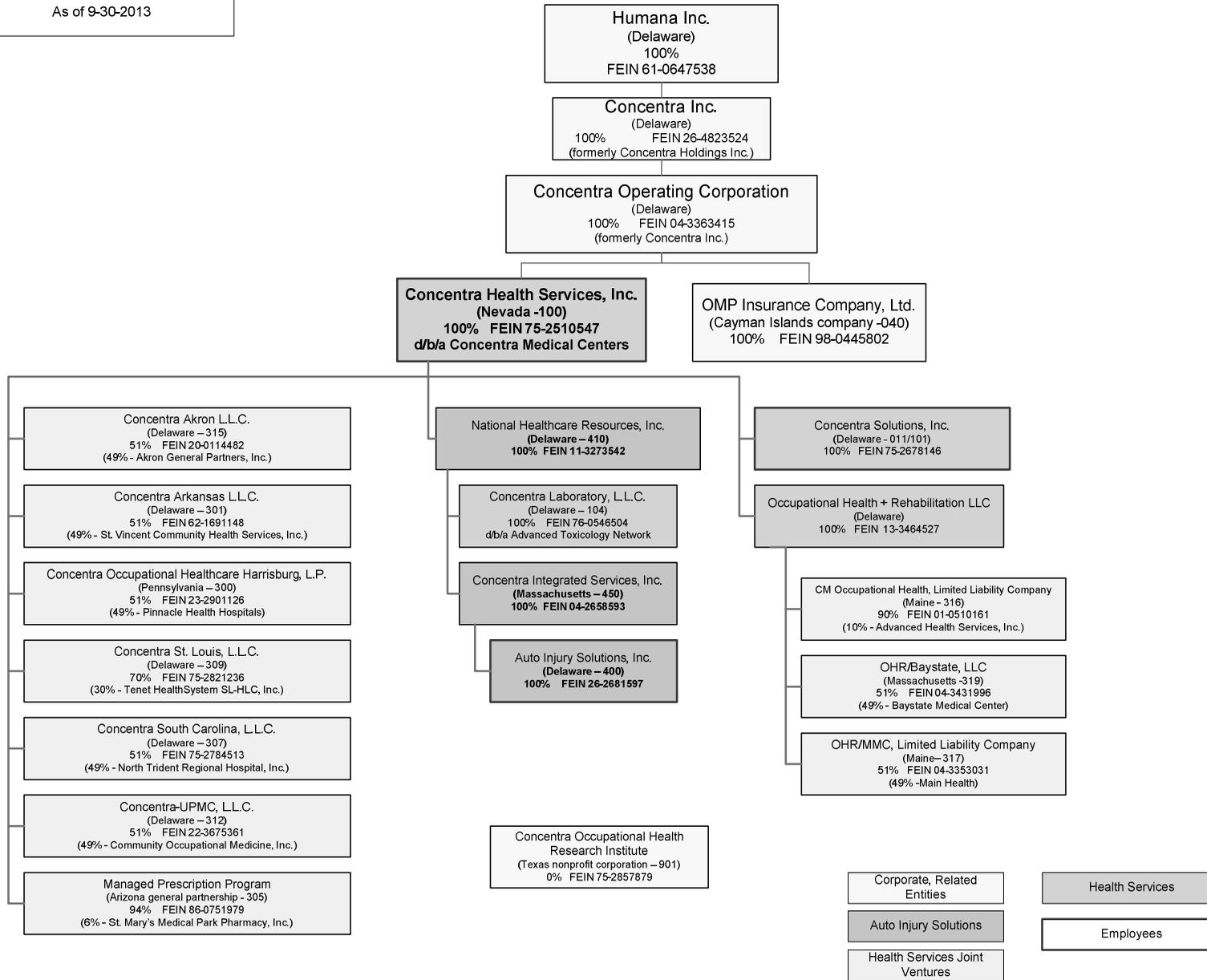
(a) Insert the number of L responses except for Canada and Other Alien.

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Health Plan, Inc.



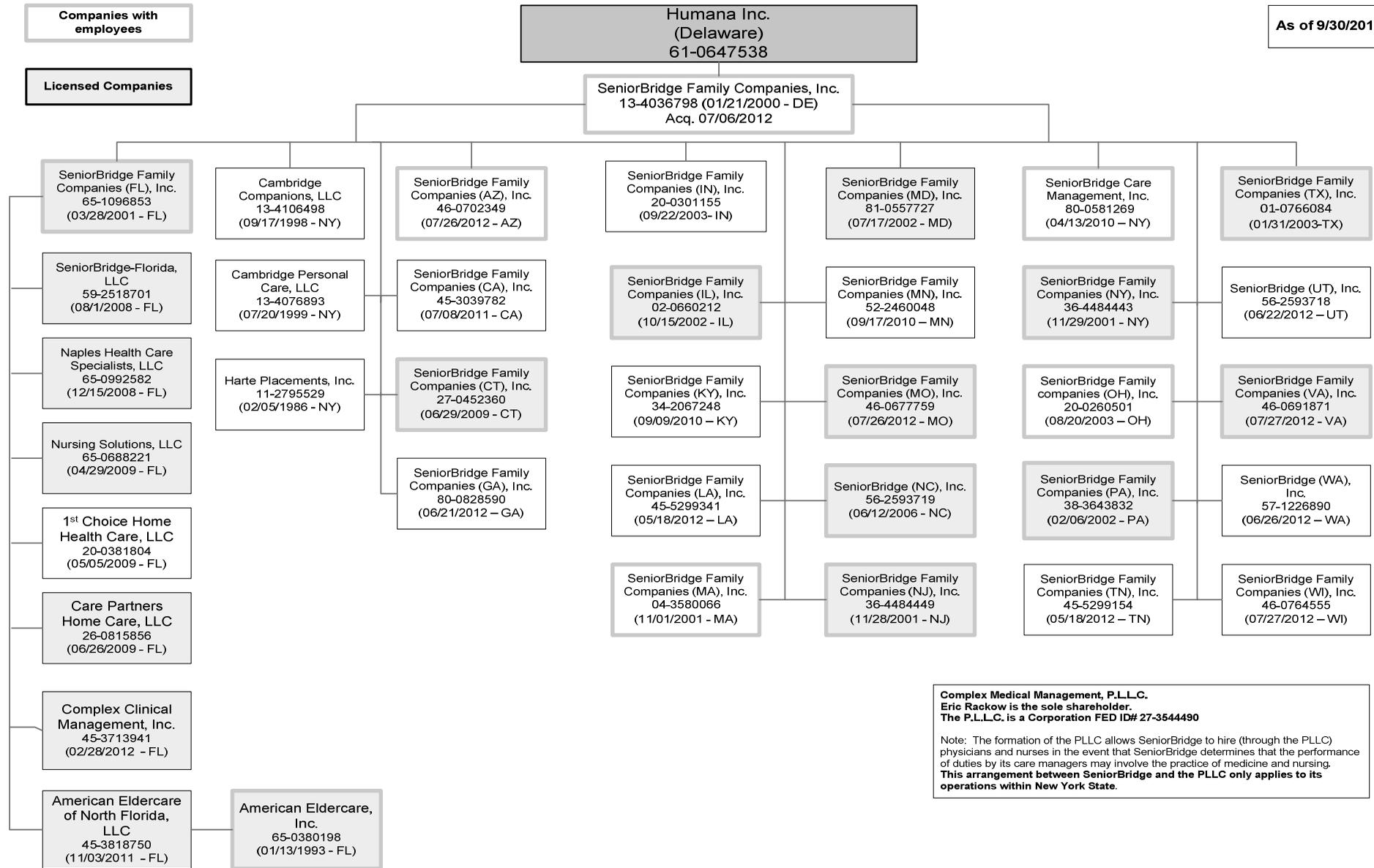
STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Health Plan, Inc.

As of 9-30-2013



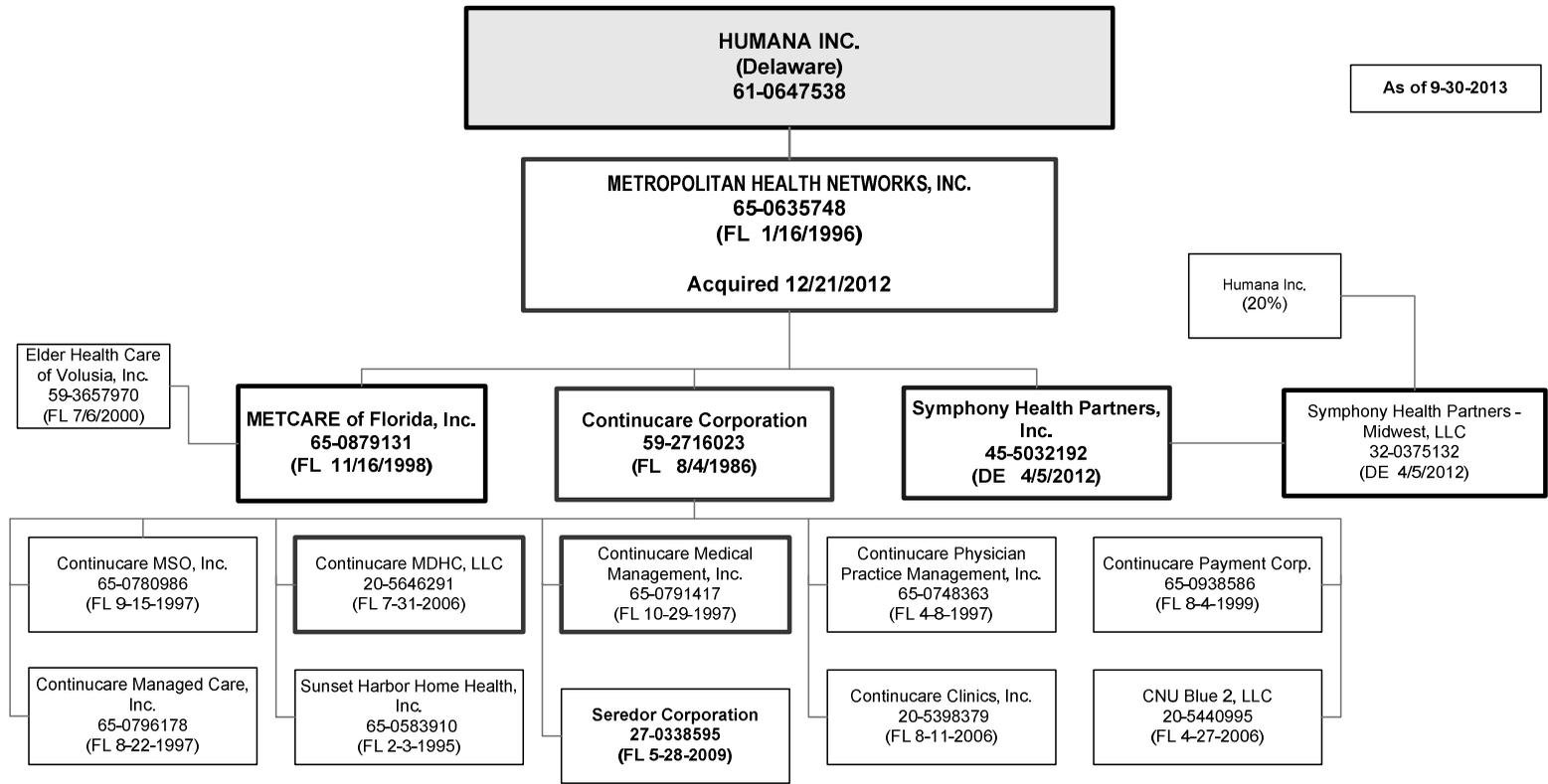
15.1

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Health Plan, Inc.



15.2

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Health Plan, Inc.



15.3

Employees

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Health Plan, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names 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)	*
.0119	Humana Inc.	.00000	65-0851053				154th Street Medical Plaza, Inc.	FL	NIA	CAC-Florida Medical Centers, LLC SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	20-0381804				1st Choice Home Health Care, LLC	FL	NIA		Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	20-5309363				515-526W MainSt CondoCouncil of Co-Owners	KY	NIA	Preservation on Main, Inc.	Ownership	100.000	Humana Inc.	6
.0119	Humana Inc.	.00000	65-0293220				54th Street Medical Plaza, Inc.	FL	NIA	CAC-Florida Medical Centers, LLC	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	46-1225873				Agile Technology Solutions, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	27-0200477				Ambulatory Care Solutions of Arkansas LLC	AR	NIA	Humana Government Business, Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	26-4179617				Ambulatory Care Solutions of Ohio LLC	OH	NIA	Humana Government Business, Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	37-1485812				Ambulatory Care Solutions, LLC	IN	NIA	Humana Government Business, Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.95107	56-1796975				American Dental Plan of N. C., Inc.	NC	IA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.11559	58-2302163				American Dental Providers of Ark., Inc.	AR	IA	Humana Dental Company	Ownership	100.000	Humana Inc.	19
.0119	Humana Inc.	.00000	45-3818750				American Eldercare of North Florida, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	65-0380198				American Eldercare, Inc.	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	61-1478012				American Tax Credit Corp GA Fund III, LLC	DE	OTH	See Footnote 1	Other	0.000	Humana Inc.	1
.0119	Humana Inc.	.00000	77-0540040				Anvita, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	27-3387971				Arcadian Choice, Inc.	TX	NIA	Arcadian Management Services, Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.12628	20-5089611				Arcadian Health Plan of Georgia, Inc.	GA	IA	Arcadian Management Services, Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.11954	20-8688983				Arcadian Health Plan of Louisiana, Inc.	LA	IA	Arcadian Management Services, Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.13558	26-2800286				Arcadian Health Plan of New York, Inc.	NY	IA	Arcadian Management Services, Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.12151	20-1001348				Arcadian Health Plan, Inc.	WA	IA	Arcadian Management Services, Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.12999	26-0500828				Arcadian Health Plan of North Carolina, Inc.	NC	IA	Arcadian Management Services, Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	86-0836599				Arcadian Management Services, Inc.	DE	NIA	Arcadian Management Services, Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	26-2681597				Auto Injury Solutions, Inc.	DE	NIA	Concentra Integrated Services, Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	59-3715944				Availity, L.L.C.	DE	OTH	See Footnote 2	Board of Directors	0.000	Humana Inc.	2
.0119	Humana Inc.	.00000	30-0117876				CAC Medical Center Holdings, Inc.	FL	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	26-0010657				CAC-Florida Medical Centers, LLC	FL	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	13-4106498				Cambridge Companions, LLC	NY	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	13-4076893				Cambridge Personal Care, LLC	NY	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	26-0815856				Care Partners Home Care, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	39-1514846				CareNetwork, Inc.	WI	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.95092	59-2598550				CarePlus Health Plans, Inc.	FL	IA	CPHP Holdings, Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.95754	62-1579044				Cariten Health Plan Inc.	TN	IA	PHP Companies, Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.82740	62-0729865				Cariten Insurance Company	TN	IA	PHP Companies, Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	80-0072760				Certify Data Systems, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	8
.0119	Humana Inc.	.95158	61-1279717				CHA HMO, Inc.	KY	DS	CHA Service Company	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	61-1279716				CHA Service Company	KY	DS	Humana Health Plan, Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	01-0510161				CM Occupational Health, L.L.C.	ME	NIA	See Footnote 8	Joint Venture	0.000	Humana Inc.	8
.0119	Humana Inc.	.00000	20-5440995				CNU Blue 2, LLC	FL	NIA	Continuicare Corporation	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.52015	59-2531815				CompBenefits Company	FL	IA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	04-3185995				CompBenefits Corporation	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.11228	36-3686002				CompBenefits Dental, Inc.	IL	IA	Dental Care Plus Management Corporation	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	58-2228851				CompBenefits Direct, Inc.	DE	NIA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.60984	74-2552026				CompBenefits Insurance Company	TX	IA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.12250	63-1063101				CompBenefits of Alabama, Inc.	AL	IA	HumanaCares, Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	58-2198538				CompBenefits of Georgia, Inc.	GA	IA	HumanaCares, Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	45-3713941				Complex Clinical Management, Inc.	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Health Plan, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names 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)	*
0119	Humana Inc.	00000	42-1575099				Comprehensive Health Insights, Inc.	IL	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-0114482				Concentra Akron, L.L.C.	DE	NIA	See Footnote 9	Joint Venture	100.000	Humana Inc.	9
0119	Humana Inc.	00000	62-1691148				Concentra Arkansas, L.L.C.	DE	NIA	See Footnote 10	Joint Venture	0.000	Humana Inc.	10
0119	Humana Inc.	00000	75-2510547				Concentra Health Services, Inc.	NV	NIA	Concentra Operating Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-4823524				Concentra Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-4823524				Concentra Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	04-2658593				Concentra Integrated Services, Inc.	MA	NIA	National Healthcare Resources, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	76-0546504				Concentra Laboratory, L.L.C.	DE	NIA	National Healthcare Resources, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	75-2857879				Concentra Occ Health Research Institute	TX	NIA	Concentra Health Services, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	23-2901126				Concentra Occ Healthcare Harrisburg, L.P	PA	NIA	See Footnote 11	Joint Venture	0.000	Humana Inc.	11
0119	Humana Inc.	00000	04-3363415				Concentra Operating Corporation	DE	NIA	Concentra Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	75-2678146				Concentra Solutions, Inc.	DE	NIA	Concentra Health Services, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	75-2784513				Concentra South Carolina, L.L.C.	DE	NIA	See Footnote 12	Joint Venture	0.000	Humana Inc.	12
0119	Humana Inc.	00000	75-2821236				Concentra St. Louis, L.L.C.	DE	NIA	See Footnote 13	Joint Venture	0.000	Humana Inc.	13
0119	Humana Inc.	00000	22-3675361				Concentra-UPMC, L.L.C.	DE	NIA	See Footnote 14	Joint Venture	0.000	Humana Inc.	14
0119	Humana Inc.	00000	20-5398379				Continuicare Clinics, Inc.	FL	NIA	Continuicare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	59-2716023				Continuicare Corporation	FL	NIA	Metropolitan Health Networks, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0796178				Continuicare Managed Care, Inc.	FL	NIA	Continuicare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-5646291				Continuicare MDHC, LLC	FL	NIA	Continuicare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0791417				Continuicare Medical Management, Inc.	FL	NIA	Continuicare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0780986				Continuicare MSO, Inc.	FL	NIA	Continuicare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0938586				Continuicare Payment Corp.	FL	NIA	Continuicare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0748363				Continuicare Physician Practice Management, Inc.	FL	NIA	Continuicare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-8236655				Corphealth Provider Link, Inc.	TX	NIA	Corphealth, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	75-2043865				Corphealth, Inc.	TX	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	33-0916248				DefenseWeb Technologies, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	36-3512545				Dental Care Plus Management Corp.	IL	NIA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95161	76-0039628				DentiCare, Inc.	TX	IA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	59-3657970				Elder Health Care of Volusia, Inc.	FL	NIA	METCARE of Florida, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	88595	31-0935772				EmpheSys Insurance Company	TX	IA	EmpheSys, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1237697				EmpheSys, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	27-1649291				Harris, Rothenberg International Inc.	NY	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	11-2795529				Harte Placements, Inc.	NY	NIA	SeniorBridge Family Companies (NY), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1223418				Health Value Management, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	45-3116348				HomeCare Health Solutions, Inc.	FL	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-3592783				HUM INT, LLC	DE	NIA	HUM-Holdings International, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-4835394				Humana Active Outlook, Inc.	KY	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	10126	65-1137990				Humana AdvantageCare Plan, Inc.	FL	IA	Humana Medical Plan, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	60052	37-1326199				Humana Benefit Plan of Illinois, Inc.	IL	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	59-1843760				Humana Dental Company	FL	NIA	CompBenefits Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95519	58-2209549				Humana Employers Health Plan of GA, Inc.	GA	IA	Humana Insurance Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1241225				Humana Government Business, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95642	72-1279235				Humana Health Benefit Plan of LA, Inc.	LA	IA	Humana Health Plan Interests, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	69671	61-1041514				Humana Health Ins. Co. of Florida, Inc.	FL	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	71-0732385				Humana Health Plan Interests, Inc.	LA	IA	Humana Insurance Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-3473328				Humana Health Plan of California, Inc.	CA	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95348	31-1154200				Humana Health Plan of Ohio, Inc.	OH	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95024	61-0994632				Humana Health Plan of Texas, Inc.	TX	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95885	61-1013183				Humana Health Plan, Inc.	KY	OTH	Humana Inc.	Ownership	100.000	Humana Inc.	0

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Health Plan, Inc.

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

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names 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)	*
0119	Humana Inc.	95721	66-0406896				Humana Health Plans of Puerto Rico, Inc.	PR	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-0647538			NYSE	Humana Inc.	DE	UDP		Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1343791				Humana Innovation Enterprises, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	73288	39-1263473				Humana Insurance Company	WI	IA	CareNetwork, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	60219	61-1311685				Humana Insurance Company of Kentucky	KY	IA	Humana Insurance Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	12634	20-2888723				Humana Insurance Company of New York	NY	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	84603	66-0291866				Humana Insurance of Puerto Rico, Inc.	PR	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-3364857				Humana MarketPOINT of Puerto Rico, Inc.	PR	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1343508				Humana MarketPOINT, Inc.	KY	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	14224	27-3991410				Humana Medical Plan of Michigan, Inc.	MI	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	14462	27-4660531				Humana Medical Plan of Pennsylvania, Inc.	PA	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	12908	20-8411422				Humana Medical Plan of Utah, Inc.	UT	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95270	61-1103898				Humana Medical Plan, Inc.	FL	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	45-2254346				Humana Pharmacy Solutions, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	7
0119	Humana Inc.	00000	61-1316926				Humana Pharmacy, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	12282	20-2036444				Humana Regional Health Plan, Inc.	AR	IA	Arcadian Management Services, Inc./Arcadia Health Plan, Inc.	Ownership	100.000	Humana Inc.	18
0119	Humana Inc.	00000	20-8418853				Humana Veterans Healthcare Services, Inc.	DE	NIA	Humana Government Business, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-4522426				Humana WellWorks LLC	DE	NIA	Health Value Management, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95342	39-1525003				Humana Wisc. Health Org. Ins. Corp.	WI	IA	CareNetwork, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0274594				HumanaCares, Inc.	FL	NIA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	70580	39-0714280				HumanaDental Insurance Company	WI	IA	HumanaDental, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1364005				HumanaDental, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	27-4535747				HumanaVitality, LLC	DE	OTH	See Footnote 7	Ownership	75.000	Humana Inc.	7
0119	Humana Inc.	00000	61-1239538				Humco, Inc.	KY	DS	Humana Health Plan, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1383567				HUM-e-FL, Inc.	FL	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-3583438				HUM-Holdings International, Inc.	KY	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	86-1050795				Hummingbird Coaching Systems LLC	OH	NIA	Corphealth, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	39-1769093				Independent Care Health Plan	WI	OTH	See Footnote 5	Other	100.000	Humana Inc.	5
0119	Humana Inc.	00000	62-1245230				Kanawha HealthCare Solutions, Inc.	TN	IA	Kanawha Insurance Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	65110	57-0380426				Kanawha Insurance Company	SC	IA	KMG America Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-1377270				KMG America Corporation	VA	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-1981339				M.D. Care, Inc.	CA	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1232669				Managed Care Indemnity, Inc.	VT	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	86-0751979				Managed Prescription Program	AZ	NIA	Concentra Health Services, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0879131				METCARE of Florida, Inc.	FL	NIA	Metropolitan Health Networks, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0635728				Metropolitan Health Networks, Inc.	FL	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0992582				Naples Health Care Specialists, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	11-3273542				National Healthcare Resources, Inc.	DE	NIA	Concentra Health Services, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0688221				Nursing Solutions, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	04-3353031				OHR/Baystate, LLC	MA	NIA	See Footnote 15	Joint Venture	0.000	Humana Inc.	15
0119	Humana Inc.	00000	04-3353031				OHR/MMC, Limited Liability Company	ME	NIA	See Footnote 16	Joint Venture	100.000	Humana Inc.	16
0119	Humana Inc.	00000	98-0445802				OMP Insurance Company, Ltd.	TX	NIA	Concentra Operating Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	62-1552091				PHP Companies, Inc.	TN	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	62-1250945				Preferred Health Partnership, Inc.	TN	NIA	PHP Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95749	62-1546662				Preferred Hth Partnership of Tenn., Inc.	TN	IA	PHP Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-1724127				Preservation on Main, Inc.	KY	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	56-2593719				SeniorBridge (NC), Inc.	NC	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	56-2593718				SeniorBridge (UT), Inc.	UT	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0

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

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names 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)	*
0119	Humana Inc.	00000	57-1226890				SeniorBridge (WA), Inc.	WA	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	80-0581269				SeniorBridge Care Management, Inc.	NY	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	46-0702349				SeniorBridge Family Companies (AZ), Inc.	AZ	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	45-3039782				SeniorBridge Family Companies (CA), Inc.	CA	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	27-0452360				SeniorBridge Family Companies (CT), Inc.	CT	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-1096853				SeniorBridge Family Companies (FL), Inc.	FL	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	80-0828590				SeniorBridge Family Companies (GA), Inc.	GA	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	02-0660212				SeniorBridge Family Companies (IL), Inc.	IL	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-0301155				SeniorBridge Family Companies (IN), Inc.	IN	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	34-2067248				SeniorBridge Family Companies (KY), Inc.	KY	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	45-5299341				SeniorBridge Family Companies (LA), Inc.	LA	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	04-3580066				SeniorBridge Family Companies (MA), Inc.	MA	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	81-0557727				SeniorBridge Family Companies (MD), Inc.	MD	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	52-2460048				SeniorBridge Family Companies (MN), Inc.	MN	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	46-0677759				SeniorBridge Family Companies (MO), Inc.	MO	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	36-4484449				SeniorBridge Family Companies (NJ), Inc.	NJ	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	36-4484443				SeniorBridge Family Companies (NY), Inc.	NY	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-0260501				SeniorBridge Family Companies (OH), Inc.	OH	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	38-3643832				SeniorBridge Family Companies (PA), Inc.	PA	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	45-5299154				SeniorBridge Family Companies (TN), Inc.	TN	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	01-0766084				SeniorBridge Family Companies (TX), Inc.	TX	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	46-0691871				SeniorBridge Family Companies (VA), Inc.	VA	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	46-0764555				SeniorBridge Family Companies (WI), Inc.	WI	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	13-4036798				SeniorBridge Family Companies, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	13-4036798				SeniorBridge Family Companies, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	59-2518701				SeniorBridge-Florida, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-3355580				Sensei, Inc.	DE	OTH	See Footnote 6	Other	0.000	Humana Inc.	6
0119	Humana Inc.	00000	27-0338595				Seredor Corporation	FL	NIA	Continuicare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0583910				Sunset Harbor Home Health, Inc.	FL	NIA	Continuicare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	32-0375132				Symphony Health Partners - Midwest, LLC	DE	NIA	See Footnote 20	Ownership	0.000		20
0119	Humana Inc.	00000	45-5032192				Symphony Health Partners, Inc.	DE	NIA	Metropolitan Health Networks, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	74-2352809				Texas Dental Plans, Inc.	TX	IA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	54739	52-1157181				The Dental Concern, Inc.	KY	IA	HumanaDental, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	52028	36-3654697				The Dental Concern, Ltd.	IL	IA	HumanaDental, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	86-1050795				The Vitality Group, LLC	DE	OTH	See Footnote 7	Ownership	25.000	Humana Inc.	7
0119	Humana Inc.	00000	20-3585174				Valor Healthcare, Inc.	DE	NIA	Humana Government Business, Inc.	Ownership	100.000	Humana Inc.	0

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.
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.

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Health Plan, Inc.

Asterisk	Explanation
7	HumanaVitality, LLC, a Delaware limited liability company, was formed on January 3, 2011, and The Vitality Group, LLC, a Delaware limited liability company, was formed on February 15, 2011 through affiliates of Humana Inc. and Discovery Holdings Limited, a South African company, to offer Discovery's Vitality wellness and loyalty program to Humana members. Humana WellWorks LLC, a subsidiary of Humana Inc., owns 75% of HumanaVitality, LLC and 25% of The Vitality Group, LLC. The Vitality Group, Inc., a subsidiary of Discovery Holdings Limited, owns 25% of HumanaVitality, LLC and 75% of The Vitality Group, LLC.
8	CM Occupational Health, Limited Liability Company is a Maine limited liability company. Occupational Health + Rehabilitation LLC has a 90% ownership interest and Advanced Health Services, Inc. has a 10% ownership interest.
9	Concentra Akron, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and Akron General Partners, Inc. has a 49% ownership interest.
10	Concentra Arkansas, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and St. Vincent Community Health Services, Inc. has a 49% ownership interest.
11	Concentra Occupational Healthcare Harrisburg, L.P. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and Pinnacle Health Hospitals has a 49% interest.
12	Concentra South Carolina, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and North Trident Regional Hospital, Inc. has a 49% ownership interest.
13	Concentra St. Louis, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 70% ownership interest and Tenet HealthSystem SL-HLC, Inc. has a 30% ownership interest.
14	Concentra-UPMC, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and Community Occupational Medicine, Inc. has a 49% ownership interest.
15	OHR/Baystate, LLC is a Massachusetts limited liability company. Occupational Health + Rehabilitation LLC has a 51% ownership interest and Bayside Medical Center has a 49% ownership interest.
16	OHR/MMC, Limited Liability Company is a Main limited liability company. Occupational Health + Rehabilitation LLC has a 51% ownership interest and Maine Health has a 49% ownership interest.
18	Ownership is 60% Arcadian Health Plan, Inc., 40% Arcadian Management Services, Inc.
19	Reporting company.
20	Ownership is 80% Symphony Health Partners, Inc. and 20% Humana Inc. of Symphony Health Partners Midwest, LLC.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

	Response
1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO
Explanation:	
1. This type of business is not written	
Bar Code:	
1. Medicare Part D Coverage Supplement [Document Identifier 365]	



OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Assets Line 25

	Current Statement Date			4 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
2504. Prepaid Expenses	431,209	431,209	0	0
2597. Summary of remaining write-ins for Line 25 from overflow page	431,209	431,209	0	0

Additional Write-ins for Liabilities Line 23

	Current Period			4 Prior Year Total
	1 Covered	2 Uncovered	3 Total	
2304. Accrued Other	0	0	0	6,419
2397. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	6,419

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

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

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	499,604,771	384,650,176
2. Cost of bonds and stocks acquired	235,489,448	222,516,063
3. Accrual of discount	105,508	104,926
4. Unrealized valuation increase (decrease)	(699,108)	852,238
5. Total gain (loss) on disposals	889,885	1,961,048
6. Deduct consideration for bonds and stocks disposed of	138,761,502	106,023,522
7. Deduct amortization of premium	4,094,711	4,456,158
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	592,534,291	499,604,771
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	592,534,291	499,604,771

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Health Plan, Inc.

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	400,689,414	1,393,859,109	1,332,435,521	(3,700,431)	451,075,308	400,689,414	458,412,571	393,144,328
2. Class 2 (a)	103,004,923	14,670,524	6,400,046	2,434,823	104,571,931	103,004,923	113,710,224	102,086,381
3. Class 3 (a)	11,263,277	0	231,216	(162,347)	10,273,556	11,263,277	10,869,714	10,252,920
4. Class 4 (a)	2,435,828	0	45,387	11,311	2,436,017	2,435,828	2,401,752	2,441,430
5. Class 5 (a)	0	0	0	0	0	0	0	0
6. Class 6 (a)	0	0	0	0	0	0	0	0
7. Total Bonds	517,393,442	1,408,529,633	1,339,112,170	(1,416,644)	568,356,812	517,393,442	585,394,261	507,925,059
PREFERRED STOCK								
8. Class 1	0	0	0	0	0	0	0	0
9. Class 2	0	0	0	0	0	0	0	0
10. Class 3	0	0	0	0	0	0	0	0
11. Class 4	0	0	0	0	0	0	0	0
12. Class 5	0	0	0	0	0	0	0	0
13. Class 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	517,393,442	1,408,529,633	1,339,112,170	(1,416,644)	568,356,812	517,393,442	585,394,261	507,925,059

(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 \$ 23,713,569 ; NAIC 2 \$ 0 ; NAIC 3 \$ 0 ; NAIC 4 \$ 0 ; NAIC 5 \$ 0 ; NAIC 6 \$ 0

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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 Totals	13,713,580	xxx	13,713,580	3,789	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	8,380,057	25,697,990
2. Cost of short-term investments acquired	1,670,709,938	1,877,946,425
3. Accrual of discount	0	0
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	0
6. Deduct consideration received on disposals	1,665,376,415	1,895,264,358
7. Deduct amortization of premium	0	0
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	13,713,580	8,380,057
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	13,713,580	8,380,057

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards

N O N E

Schedule DB - Part B - Verification - Futures Contracts

N O N E

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open

N O N E

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open

N O N E

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of
Derivatives

N O N E

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	31,448,958	20,399,889
2. Cost of cash equivalents acquired	2,706,852,774	2,826,416,348
3. Accrual of discount	43,276	62,047
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	2,984	(2,306)
6. Deduct consideration received on disposals	2,728,348,003	2,815,427,020
7. Deduct amortization of premium	0	0
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	9,999,989	31,448,958
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	9,999,989	31,448,958

Schedule A - Part 2 - Real Estate Acquired and Additions Made

N O N E

Schedule A - Part 3 - Real Estate Disposed

N O N E

Schedule B - Part 2 - Mortgage Loans Acquired

N O N E

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid

N O N E

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired

N O N E

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid

N O N E

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Health Plan, Inc.

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Desig- nation or Market Indicator (a)
235219-HA-3	DALLAS TX MUNI		.08/15/2013	MORGAN STANLEY		12,369	10,000	.0	1FE
235219-HP-0	DALLAS TX MUNI		.08/15/2013	MORGAN STANLEY		3,698,226	2,990,000	.0	1FE
1799999. Subtotal - Bonds - U.S. States, Territories and Possessions						3,710,595	3,000,000	0	XXX
3132J9-4X-3	FEDERAL HOME LOAN MTGE CO FHLMC		.09/24/2013	MORGAN STANLEY		2,026,104	2,004,183	5,066	1
3138EL-BR-3	FNMA 30 YR POOL FNMA		.07/08/2013	MORGAN STANLEY		7,715,143	7,501,810	11,669	1
3138W7-GF-5	FNMA 30YR TBA FNMA		.09/19/2013	MERRILL LYNCH		10,494,874	10,857,059	20,809	1
3138X0-ZW-1	FED NTL MTG ASSO FNMA 15YR		.07/12/2013	WELLS FARGO		19,943,750	20,000,000	23,611	1
31402Q-2V-2	FED NTL MTG ASSO FNMA 30YR		.07/12/2013	J.P. MORGAN		6,316,699	5,881,984	8,986	1
31402R-F8-7	FED NTL MTG ASSO 30YR		.07/12/2013	J.P. MORGAN		6,261,246	5,830,347	8,907	1
31410F-2Q-7	FED NTL MTG ASSO FNMA		.07/12/2013	J.P. MORGAN		3,602,648	3,354,714	5,125	1
31410F-4Z-5	FED NTL MTG ASSO FNMA 30YR		.07/12/2013	J.P. MORGAN		2,851,117	2,654,903	4,056	1
31416B-RY-6	FED NTL MTG ASSO FNMA 30YR		.07/12/2013	J.P. MORGAN		1,498,831	1,395,682	2,132	1
31417G-L7-9	FED NTL MTG ASSO FNMA		.09/19/2013	RBS GREENWICH CAPITAL MARKETS INC		1,341,658	1,388,072	2,660	1
3199999. Subtotal - Bonds - U.S. Special Revenues						62,052,070	60,868,754	93,021	XXX
00287Y-AK-5	ABBVIE INC CORPORATE		.07/19/2013	VARIOUS		3,148,869	3,196,000	13,085	2FE
031162-AZ-3	AMGEN INC CORPORATE		.07/02/2013	BNP PARIBAS		3,357,794	2,900,000	72,089	2FE
07388R-AF-4	BEAR STEARNS CO. CMBS		.08/07/2013	GOLDMAN SACHS		891,665	805,855	1,309	1FE
20173W-AF-5	CMLTI CMBS		.08/20/2013	MERRILL LYNCH		2,728,336	2,402,332	9,115	1FE
260543-BX-0	DOW CHEMICAL CO CORPORATE		.07/15/2013	VARIOUS		2,020,416	1,579,000	20,683	2FE
35671D-BE-4	FREEMPORT-MCMORAN C & G CORPORATE		.07/02/2013	BARCLAYS CAPITAL		3,367,210	3,500,000	27,939	2FE
36962G-6P-4	GENERAL ELECTRIC CAPITAL CORP CORPORATE		.07/02/2013	GOLDMAN SACHS		3,410,820	3,500,000	5,513	1FE
404225-BM-5	HSART 13-T5: AT5 ABS FTST		.08/01/2013	BARCLAYS CAPITAL		3,999,996	4,000,000	.0	1FE
46632H-AG-6	JPMCC 07-LD12 CMBS		.08/07/2013	MERRILL LYNCH		882,516	774,933	1,385	1FE
50076Q-AY-2	KRAFT FOODS CORPORATE		.07/09/2013	WELLS FARGO		2,776,235	2,750,000	6,359	2FE
50180J-AD-7	LBUBS 07-C2 CMBS		.09/05/2013	MERRILL LYNCH		1,447,078	1,328,452	5,811	1FM
60687V-AF-2	MLCFC 06-3 CMBS		.08/13/2013	MERRILL LYNCH		1,851,186	1,679,080	3,784	1FE
61750W-AS-2	MSC-99 CMBS		.07/18/2013	MERRILL LYNCH		4,382,295	3,980,230	12,938	1FE
92978P-AF-6	WBCMT 03 CMBS		.09/04/2013	MERRILL LYNCH		1,407,683	1,278,123	1,504	1FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						35,672,099	33,674,005	181,514	XXX
8399997. Total - Bonds - Part 3						101,434,764	97,542,759	274,535	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						101,434,764	97,542,759	274,535	XXX
8999997. Total - Preferred Stocks - Part 3						0	XXX	0	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	XXX
9799997. Total - Common Stocks - Part 3						0	XXX	0	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	XXX
9999999 - Totals						101,434,764	XXX	274,535	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Health Plan, Inc.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	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)	
36202E-VP-1	GOVERNMENT NATIONAL MORTGAGE GNMA		09/20/2013	MBS PAYDOWN		473,106	473,106	476,432	474,047	0	(941)	0	(941)	0	473,106	0	0	0	19,022	08/01/2038	1	
0599999. Subtotal - Bonds - U.S. Governments						473,106	473,106	476,432	474,047	0	(941)	0	(941)	0	473,106	0	0	0	19,022	XXX	XXX	
235219-DT-6	DALLAS TEX MUNI		08/15/2013	MORGAN STANLEY CALLED SECURITY at 101.000		3,710,595	3,000,000	3,740,670	0	0	(34,120)	0	(34,120)	0	3,706,550	0	4,045	4,045	0	02/15/2020	1FE	
679077-QV-2	OKLAHOMA STATE MUNI		07/01/2013			2,525,000	2,500,000	2,873,425	2,591,753	0	(66,753)	0	(66,753)	0	2,525,000	0	0	0	125,000	07/15/2015	1FE	
1799999. Subtotal - Bonds - U.S. States, Territories and Possessions						6,235,595	5,500,000	6,614,095	2,591,753	0	(100,873)	0	(100,873)	0	6,231,550	0	4,045	4,045	0	125,000	XXX	XXX
251237-W6-6	DETROIT MICHIGAN SEWER DISPOSAL		08/06/2013	CITIGROUP GLOBAL MARKETS INC		1,876,838	2,490,000	1,767,900	1,787,969	0	16,396	0	16,396	0	1,804,365	0	72,472	72,472	17,463	07/01/2032	1FE	
31288D-U8-0	FREDDIE MAC FHLMC		09/01/2013	MBS PAYDOWN		450	450	465	450	0	(1)	0	(1)	0	450	0	0	0	19	12/01/2032	1	
31286P-TZ-6	FED NTL MTG ASSO FNMA		09/01/2013	MBS PAYDOWN		18,498	18,498	19,068	18,577	0	(78)	0	(78)	0	18,498	0	0	0	680	01/01/2017	1	
3128M1-CR-8	FHLMC PC GOLD COMB 15		09/01/2013	MBS PAYDOWN		112,221	112,221	119,060	113,913	0	(1,692)	0	(1,692)	0	112,221	0	0	0	3,732	04/01/2021	1	
3128M1-LB-3	FGOLD 15YR FHLMC		09/01/2013	MBS PAYDOWN		95,776	95,776	101,613	97,175	0	(1,399)	0	(1,399)	0	95,776	0	0	0	3,198	12/01/2020	1	
3128M1-NZ-8	FGOLD 15YR FHLMC		09/01/2013	MBS PAYDOWN		118,192	118,192	125,394	119,910	0	(1,719)	0	(1,719)	0	118,192	0	0	0	3,901	12/01/2020	1	
3128M1-PJ-2	FGOLD 15YR GIANT FHLMC		09/01/2013	MBS PAYDOWN		58,160	58,160	61,704	58,998	0	(837)	0	(837)	0	58,160	0	0	0	1,931	05/01/2021	1	
3128M1-R7-6	FGOLD 15YR GIANT FHLMC		09/01/2013	MBS PAYDOWN		94,281	94,281	100,026	95,657	0	(1,376)	0	(1,376)	0	94,281	0	0	0	3,125	05/01/2021	1	
3128M1-SY-6	FGOLD 15YR GIANT FHLMC		09/01/2013	MBS PAYDOWN		54,083	54,083	57,379	54,944	0	(861)	0	(861)	0	54,083	0	0	0	1,780	12/01/2021	1	
3128M6-P2-8	FGOLD 30 YR FHLMC		09/01/2013	MBS PAYDOWN		104,884	104,884	106,044	105,175	0	(291)	0	(291)	0	104,884	0	0	0	4,172	06/01/2038	1	
3128MB-N7-8	FGOLD 15YR GIANT FHLMC		09/01/2013	MBS PAYDOWN		27,964	27,964	29,668	28,394	0	(430)	0	(430)	0	27,964	0	0	0	931	12/01/2021	1	
3128PY-Y3-2	FGOLD 15YR FNMA		09/01/2013	MBS PAYDOWN		21,612	21,612	22,601	21,706	0	(94)	0	(94)	0	21,612	0	0	0	433	04/01/2027	1	
312942-NM-3	FGOLD 30 YR FNMA		09/24/2013	VARIOUS		2,094,433	1,985,495	2,035,443	2,042,641	0	(15,066)	0	(15,066)	0	2,027,575	0	66,858	66,858	72,124	09/01/2040	1	
312971-BM-5	FGOLD 15YR FHLMC		09/01/2013	MBS PAYDOWN		18,363	18,363	19,482	18,724	0	(361)	0	(361)	0	18,363	0	0	0	591	04/01/2020	1	
312971-C0-5	FGOLD 15YR FHLMC		09/01/2013	MBS PAYDOWN		46,835	46,835	49,689	47,746	0	(911)	0	(911)	0	46,835	0	0	0	1,561	04/01/2020	1	
312971-FQ-2	FGOLD 15YR FHLMC		09/01/2013	MBS PAYDOWN		216,794	216,794	230,005	219,923	0	(3,129)	0	(3,129)	0	216,794	0	0	0	7,211	04/01/2020	1	
312971-MS-0	FGOLD 15YR FHLMC		09/01/2013	MBS PAYDOWN		61,570	61,570	65,322	62,554	0	(984)	0	(984)	0	61,570	0	0	0	2,040	05/01/2020	1	
312972-DX-7	FGOLD 15YR FHLMC		09/01/2013	MBS PAYDOWN		37,890	37,890	40,199	38,290	0	(400)	0	(400)	0	37,890	0	0	0	1,212	04/01/2020	1	
312972-EK-4	FGOLD 15YR FHLMC		09/01/2013	MBS PAYDOWN		29,050	29,050	30,820	29,462	0	(412)	0	(412)	0	29,050	0	0	0	978	04/01/2020	1	
312972-GT-3	FGOLD 15YR FHLMC		09/01/2013	MBS PAYDOWN		49,425	49,425	52,437	50,980	0	(1,554)	0	(1,554)	0	49,425	0	0	0	1,535	04/01/2020	1	
312972-GZ-9	FGOLD 15YR FHLMC		09/01/2013	MBS PAYDOWN		13,949	13,949	14,799	14,322	0	(372)	0	(372)	0	13,949	0	0	0	465	04/01/2020	1	
3132HR-NC-0	FEDERAL HOME LOAN MTGE CO FHLMC		09/01/2013	MBS PAYDOWN		152,855	152,855	158,945	152,000	0	(206)	0	(206)	0	152,855	0	0	0	2,762	01/01/2043	1	
31336W-CP-2	FGOLD 15YR FHLMC		09/01/2013	MBS PAYDOWN		39,265	39,265	41,658	39,864	0	(599)	0	(599)	0	39,265	0	0	0	1,302	10/01/2020	1	
31371K-NV-5	FED NTL MTG ASSO FNMA		09/01/2013	MBS PAYDOWN		29,612	29,612	30,646	29,752	0	(140)	0	(140)	0	29,612	0	0	0	1,076	05/01/2017	1	
3138EE-HB-8	FED NTL MTG ASSO FNMA 30YR		09/01/2013	MBS PAYDOWN		90,138	90,138	95,670	90,714	0	(576)	0	(576)	0	90,138	0	0	0	1,952	06/01/2042	1	
3138EK-G7-4	FANNIE MAE FNMA		09/01/2013	MBS PAYDOWN		288,371	288,371	305,087	288,000	0	(723)	0	(723)	0	288,371	0	0	0	4,168	08/01/2042	1	
3138EK-GE-9	FNMA 30YR TBA FNMA		09/01/2013	MBS PAYDOWN		71,782	71,782	74,541	71,782	0	(22)	0	(22)	0	71,782	0	0	0	353	12/01/2042	1	
3138EL-BR-3	FNMA 30 YR POOL FNMA		09/01/2013	MBS PAYDOWN		319,274	319,274	328,353	319,274	0	(109)	0	(109)	0	319,274	0	0	0	1,723	06/01/2043	1	
3138LV-2K-8	FED NTL MTG ASSO FNMA 30YR		09/01/2013	MBS PAYDOWN		228,724	228,724	242,447	229,562	0	(838)	0	(838)	0	228,724	0	0	0	5,250	07/01/2042	1	
3138W1-4Q-7	FED NTL MTG ASSO 30YR		09/01/2013	MBS PAYDOWN		86,862	86,862	89,922	86,862	0	(69)	0	(69)	0	86,862	0	0	0	930	03/01/2043	1	
3138WP-JE-5	FNMA 15YR		09/01/2013	MBS PAYDOWN		109,923	109,923	114,843	109,923	0	(174)	0	(174)	0	109,923	0	0	0	911	04/01/2028	1	
3138WU-SW-9	FED NTL MTG ASSO FNMA		09/01/2013	MBS PAYDOWN		8,917	8,917	9,268	8,917	0	(2)	0	(2)	0	8,917	0	0	0	53	06/01/2043	1	
3138X0-ZW-1	FED NTL MTG ASSO FNMA 15YR		09/01/2013	MBS PAYDOWN		322,675	322,675	321,767	321,767	0	6	0	6	0	322,675	0	0	0	1,041	07/01/2028	1	
31392G-UZ-6	FED NTL MTG ASSO FNMA 02-94: HQ		09/01/2013	MBS PAYDOWN		92,423	92,423	97,622	93,821	0	(1,398)	0	(1,398)	0	92,423	0	0	0	2,763	01/25/2018	1	
31396A-MX-9	FEDERAL HOME LOAN MTGE CO FHLMC		09/01/2013	MBS PAYDOWN		41,351	41,351	42,453	41,525	0	(174)	0	(174)	0	41,351	0	0	0	1,513	09/01/2035	1	
31398V-TM-8	FH3659D: BA CMO		09/01/2013	MBS PAYDOWN		399,242	399,242	427,672	408,512	0	(9,271)	0	(9,271)	0	399,242	0	0	0	13,387	02/01/2039	1	
31402Q-2V-2	FED NTL MTG ASSO FNMA 30YR		09/01/2013	MBS PAYDOWN		224,158	224,158	240,724	224,158	0	(21)	0	(21)	0	224,158	0	0	0	934	03/01/2035	1	
31402R-FB-7	FED NTL MTG ASSO 30YR		09/01/2013	MBS PAYDOWN		231,663	231,663	248,784	231,663	0	(21)	0	(21)	0	231,663	0	0	0	965	06/01/2035	1	
31406Y-4E-7	FNMA 30YR FNMA		09/01/2013	MBS PAYDOWN		59,424	59,424	62,302	60,416	0	(993)	0	(993)	0	59,424	0	0	0	1,975	05/01/2035	1	
31410F-2Q-7	FED NTL MTG ASSO FNMA		09/01/2013	MBS PAYDOWN		131,550	131,550	141,272	131,550	0	(12)	0	(12)	0	131,550	0	0	0	548	08/01/2034	1	
31410F-4Z-5	FED NTL MTG ASSO FNMA 30YR		09/01/2013	MBS PAYDOWN		96,254	96,254	103,368	96,254	0	(8)	0	(8)	0	96,254	0	0	0	401	08/01/2036	1	
31410F-2Z-4	FED NTL MTG ASSO FNMA		09/01/2013	MBS PAYDOWN		82,133	82,133	80,952	81,834	0	299	0	299	0	82,133	0	0	0	2,779	07/01/2020	1	
31415W-PB-3	FED NTL MTG ASSO FNMA 30YR		09/01/2013	MBS PAYDOWN		457,418	457,418	487,882	467,199	0	(9,782)	0	(9,782)	0	457,418	0	0	0	16,100	11/01/2038	1	
31416B-4X-3	FED NTL MTG ASSO 15YR		09/01/2013	MBS PAYDOWN		968,403	968,403	1,038,461	988,029	0	(19,626)	0	(19,626)	0	968,403	0	0	0	34,930	01/01/2022	1	
31416B-RY-6	FED NTL MTG ASSO FNMA 30YR		09/01/2013	MBS PAYDOWN		54,836	54,836	58,889	54,836	0	(5)	0	(5)	0	54,836	0	0	0	228	07/01/2035	1	
31416W-LC-4	FED NTL MTG ASSO 30YR		09/01/2013	MBS PAYDOWN		1,397,038																

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Health Plan, Inc.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	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)	
05946X-BV-4	BANK OF AMERICA FDG CO 2003-1		09/20/2013	VARIOUS		636	636	650	648	0	(11)	0	(11)	0	636	0	0	0	25	05/20/2033	1FM	
07388R-AF-4	BEAR STEARNS CO. CMBS		09/11/2013	CALLED SECURITY at 100.000		654	654	724	0	0	(70)	0	(70)	0	654	0	0	0	3	02/01/2044	1FE	
090572-AN-8	BIO-RAD LABORATORIES INC CORPORATE		09/30/2013	104.000		234,000	225,000	237,375	232,574	0	(1,358)	0	(1,358)	0	231,216	0	2,784	2,784	18,750	09/15/2016	3FE	
20173M-AE-0	GCCFC_06-GG7 CMBS		09/12/2013	CALLED SECURITY at 100.000		1,326	1,326	1,533	1,532	0	(206)	0	(206)	0	1,326	0	0	0	59	07/01/2038	1FE	
20173W-AF-5	CMULTI		09/10/2013	100.000		1,754	1,754	1,991	0	0	(238)	0	(238)	0	1,754	0	0	0	9	12/01/2049	1FE	
26884A-AZ-6	ERO OPERATING LTD PARTNERSHIP CORPORATE		09/24/2013	WELLS FARGO		269,538	255,000	254,028	254,106	0	49	0	49	0	254,155	0	15,382	15,382	9,238	12/15/2021	2FE	
30257F-AA-1	FPL ENERGY NATIONAL WIND CORPORATE		07/11/2013	ROBERT BAIRD		34,040	45,387	45,387	38,690	6,697	0	0	6,697	0	45,387	0	(11,347)	(11,347)	2,247	03/25/2019	4FE	
34529F-AD-9	FORD MOTOR CREDIT ABS FTST		07/01/2013	CALLED SECURITY at 100.000		281,861	281,861	300,347	283,130	0	(1,269)	0	(1,269)	0	281,861	0	0	0	7,284	11/15/2014	1FE	
460690-BF-6	INTERPUBLIC GROUP CORPORATE		07/01/2013	105.000		3,906,000	3,720,000	4,441,750	4,040,080	0	(134,080)	0	(134,080)	0	3,906,000	0	0	0	372,000	07/15/2017	2FE	
46629G-AE-8	JP MORGAN COM MTG 2006-C1BC16		07/12/2013	100.000		16,732	16,732	16,815	16,810	0	(78)	0	(78)	0	16,732	0	0	0	542	05/01/2045	1FM	
46632H-AG-6	JPMCC_07-LD12 CMBS		09/16/2013	CALLED SECURITY at 100.000		471	471	537	0	0	(65)	0	(65)	0	471	0	0	0	2	02/01/2051	1FE	
50180J-AD-7	LBUBS 07-C2 CMBS		09/17/2013	CALLED SECURITY at 100.000		474	474	516	0	0	(42)	0	(42)	0	474	0	0	0	2	02/15/2040	1FM	
60687V-AF-2	MLCFC_06-3 CMBS		09/12/2013	CALLED SECURITY at 100.000		1,349	1,349	1,487	0	0	(138)	0	(138)	0	1,349	0	0	0	6	07/01/2046	1FE	
61750W-AS-2	MSC-99 CMBS		09/16/2013	CALLED SECURITY at 100.000		25,333	25,333	27,892	0	0	(2,559)	0	(2,559)	0	25,333	0	0	0	154	12/01/2043	1FE	
88732J-AS-7	TIME WARNER CORPORATE		07/22/2013	CREDIT SUISSE FIRST BOSTON CORP.		940,021	815,000	1,031,692	1,006,474	0	(15,489)	0	(15,489)	0	990,985	0	(50,964)	(50,964)	54,911	04/01/2019	2FE	
13645R-AP-9	CANADIAN PACIFIC RAILWAY COM CORPORATE	A	09/25/2013	FTN FINANCIAL SECURITIES CORP		1,316,950	1,250,000	1,226,888	1,228,937	0	1,366	0	1,366	0	1,230,303	0	86,647	86,647	67,969	01/15/2022	2FE	
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					7,049,742	6,659,580	7,608,215	7,121,584	6,697	(154,188)	0	(147,491)	0	7,007,239	0	42,502	42,502	534,178	XXX	XXX	
8399997	Total - Bonds - Part 4					24,977,527	24,355,994	26,134,372	19,240,434	6,697	(329,786)	0	(323,089)	0	24,791,648	0	185,877	185,877	950,137	XXX	XXX	
8399998	Total - Bonds - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999	Total - Bonds					24,977,527	24,355,994	26,134,372	19,240,434	6,697	(329,786)	0	(323,089)	0	24,791,648	0	185,877	185,877	950,137	XXX	XXX	
8999997	Total - Preferred Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8999998	Total - Preferred Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999	Total - Preferred Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799997	Total - Common Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799998	Total - Common Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999	Total - Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999	Total - Preferred and Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999	Totals					24,977,527	XXX	26,134,372	19,240,434	6,697	(329,786)	0	(323,089)	0	24,791,648	0	185,877	185,877	950,137	XXX	XXX	

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues.....0

E05.1

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open
N O N E

Schedule DB - Part B - Section 1 - Futures Contracts Open
N O N E

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made
N O N E

Schedule DB - Part D - Section 1 - Counterparty Exposure for Derivative Instruments Open
N O N E

Schedule DB - Part D - Section 2 - Collateral for Derivative Instruments Open
N O N E

Schedule DB - Part D - Section 2 - Collateral for Derivative Instruments Open
N O N E

Schedule DL - Part 1 - Reinvested Collateral Assets Owned
N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned
N O N E

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Health Plan, 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 and Accrued	8 Amount Received During Year
UNITED STATES TREASURY TREAS BILL		09/05/2013	0.021	10/03/2013	9,999,989	0	148
0199999. Subtotal - Bonds - U.S. Governments - Issuer Obligations					9,999,989	0	148
0599999. Total - U.S. Government Bonds					9,999,989	0	148
1099999. Total - All Other Government Bonds					0	0	0
1799999. Total - U.S. States, Territories and Possessions Bonds					0	0	0
2499999. Total - U.S. Political Subdivisions Bonds					0	0	0
3199999. Total - U.S. Special Revenues Bonds					0	0	0
3899999. Total - Industrial and Miscellaneous (Unaffiliated) Bonds					0	0	0
4899999. Total - Hybrid Securities					0	0	0
5599999. Total - Parent, Subsidiaries and Affiliates Bonds					0	0	0
7799999. Total - Issuer Obligations					9,999,989	0	148
7899999. Total - Residential Mortgage-Backed Securities					0	0	0
7999999. Total - Commercial Mortgage-Backed Securities					0	0	0
8099999. Total - Other Loan-Backed and Structured Securities					0	0	0
8399999. Total Bonds					9,999,989	0	148
8699999 - Total Cash Equivalents					9,999,989	0	148