



HEALTH QUARTERLY STATEMENT

AS OF JUNE 30, 2014

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 [X] 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 Elizabeth 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 Brian Andrew Kane #
VP & Corporate Secretary Joan Olliges Lenahan VP & Appointed Actuary Jonathan Albert Canine

OTHER

<u>George Grant Bauernfeind Vice President</u>	<u>Elizabeth Diane Bierbower Pres., Employer Group Segment</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>Mark Sobhi El-Tawil VP & Div. Leader - Western Div.</u>
<u>Jeffrey Carl Fernandez Reg.Pres.-Sr.Prod/Gulf States Region</u>	<u>Gerald Lawrence Ganoni # Pres. and VP, Small Business & Large Group</u>	<u>Roy Goldman Ph.D VP & Chief Actuary</u>
<u>Gary Edward Goldstein M.D. VP & Div. Leader - Central Division</u>	<u>Charles Frederic Lambert III Vice President</u>	<u>Brian Phillip LeClaire Sr. VP & Chief Info Officer</u>
<u>Thomas Joseph Liston President, Retail Segment</u>	<u>Heidi Suzanne Margulis Sr. Vice President</u>	<u>Steven Edward McCulley # Sr. VP & Chief Accounting Officer</u>
<u>Kevin Ross Meriwether VP & Div. Leader - Eastern Div.</u>	<u>Bruce Devereau Perkins Pres., Healthcare Services Segment</u>	<u>Bruno Roger Piquin VP & Div. Leader - Northern Div.</u>
<u>Tamara Lynn Quiram # COO, Small Business & Large Group</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>Debra Anne Smith VP-Sr.Prod Strategy & Prod Dev</u>	<u>Joseph Christopher Ventura Assistant Corporate Secretary</u>
<u>Timothy Alan Wheatley VP - Senior Products</u>	<u>Ralph Martin Wilson Vice President</u>	<u>Vacancy # Treasurer</u>

DIRECTORS OR TRUSTEES

Steven Edward McCulley # 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

Alan James Bailey
Assistant Treasurer #

Subscribed and sworn to before me this 8th day of August 2014

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

Michele H. Sizemore
Notary Public
January 3, 2015

STATEMENT AS OF JUNE 30, 2014 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	587,605,461	0	587,605,461	570,084,505
2. Stocks:				
2.1 Preferred stocks	0	0	0	0
2.2 Common stocks	28,959,571	0	28,959,571	29,233,357
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 (\$(10,643,645)), cash equivalents (\$69,999,582) and short-term investments (\$33,731,139)	93,087,076	0	93,087,076	44,230,807
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	250,000	0	250,000	1,700,000
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)	737,502,108	0	737,502,108	672,848,669
13. Title plants less \$0 charged off (for Title insurers only)	0	0	0	0
14. Investment income due and accrued	4,762,730	0	4,762,730	4,642,733
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	85,290,450	2,349,770	82,940,680	19,960,453
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	134,547,639	0	134,547,639	49,427,462
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	2,456,217	0	2,456,217	0
16.2 Funds held by or deposited with reinsured companies	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts	8,203,205	0	8,203,205	1,619,057
17. Amounts receivable relating to uninsured plans	27,738,385	40,112	27,698,273	19,143,696
18.1 Current federal and foreign income tax recoverable and interest thereon	0	0	0	25,199,601
18.2 Net deferred tax asset	70,870,163	70,870,163	0	0
19. Guaranty funds receivable or on deposit	0	0	0	0
20. Electronic data processing equipment and software	560,746	552,545	8,201	24,125
21. Furniture and equipment, including health care delivery assets (\$0)	5,235,174	5,235,174	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 (\$30,091,989) and other amounts receivable	47,061,071	16,610,181	30,450,890	18,760,533
25. Aggregate write-ins for other than invested assets	92,711,701	90,001,303	2,710,398	21,104
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	1,216,939,589	185,659,248	1,031,280,341	811,647,433
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28. Total (Lines 26 and 27)	1,216,939,589	185,659,248	1,031,280,341	811,647,433
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	71,000,250	71,000,250	0	0
2502. Prepaid Commissions	16,654,193	16,654,193	0	0
2503. Federal Contingency Reserves	2,710,398	0	2,710,398	21,104
2598. Summary of remaining write-ins for Line 25 from overflow page	2,346,860	2,346,860	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	92,711,701	90,001,303	2,710,398	21,104

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$55,743,980 reinsurance ceded)	419,422,147	24,044,141	443,466,288	319,161,025
2. Accrued medical incentive pool and bonus amounts	457,164	0	457,164	142,557
3. Unpaid claims adjustment expenses	7,660,379	0	7,660,379	5,862,896
4. Aggregate health policy reserves, including the liability of \$4,082,824 for medical loss ratio rebate per the Public Health Service Act	23,239,877	0	23,239,877	28,696,828
5. Aggregate life policy reserves	0	0	0	0
6. Property/casualty unearned premium reserve	0	0	0	0
7. Aggregate health claim reserves	142,813	8,187	151,000	161,000
8. Premiums received in advance	17,255,046	0	17,255,046	10,334,806
9. General expenses due or accrued	83,846,281	0	83,846,281	7,889,368
10.1 Current federal and foreign income tax payable and interest thereon (including \$57,924 on realized gains (losses))	992,922	0	992,922	0
10.2 Net deferred tax liability	0	0	0	0
11. Ceded reinsurance premiums payable	716,080	0	716,080	409,836
12. Amounts withheld or retained for the account of others	0	0	0	0
13. Remittances and items not allocated	2,844,393	0	2,844,393	3,140,938
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	16,830,038	0	16,830,038	28,320,214
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, \$0 unauthorized reinsurers and \$0 certified reinsurers)	55,282,948	0	55,282,948	10,874,684
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	25,975,827	0	25,975,827	17,258,524
23. Aggregate write-ins for other liabilities (including \$598 current)	598	0	598	150,584
24. Total liabilities (Lines 1 to 23)	654,666,513	24,052,328	678,718,841	432,403,260
25. Aggregate write-ins for special surplus funds	XXX	XXX	46,621,337	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	606,255,377	606,255,377
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	(302,563,214)	(229,259,204)
32. Less treasury stock, at cost:				
32.1 .....0 shares common (value included in Line 26 \$0)	XXX	XXX	0	0
32.2 .....0 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	352,561,500	379,244,173
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	1,031,280,341	811,647,433
DETAILS OF WRITE-INS				
2301. Medicare Risk Adjustment Premium Payable	598	0	598	150,584
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	598	0	598	150,584
2501. Special Surplus - Projected 2015 ACA Fee Assessment	XXX	XXX	46,621,337	0
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	46,621,337	0
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	4,252,980	3,384,743	6,847,876
2. Net premium income (including \$0 non-health premium income)	XXX	2,381,534,379	1,851,241,263	3,683,105,426
3. Change in unearned premium reserves and reserve for rate credits	XXX	4,594,339	(2,332,526)	11,143,941
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	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	2,386,128,718	1,848,908,737	3,694,249,367
Hospital and Medical:				
9. Hospital/medical benefits	107,573,617	1,864,360,674	1,394,291,946	2,805,528,785
10. Other professional services	0	44,479,255	4,532,887	14,901,186
11. Outside referrals	0	0	0	0
12. Emergency room and out-of-area	2,793,526	48,548,867	35,383,462	105,226,956
13. Prescription drugs	0	252,035,779	178,580,491	335,259,841
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts	0	240,865	0	(737,746)
16. Subtotal (Lines 9 to 15)	110,367,143	2,209,665,440	1,612,788,786	3,260,179,022
Less:				
17. Net reinsurance recoveries	0	173,112,591	46,945,313	81,908,122
18. Total hospital and medical (Lines 16 minus 17)	110,367,143	2,036,552,849	1,565,843,473	3,178,270,900
19. Non-health claims (net)	0	0	0	0
20. Claims adjustment expenses, including \$84,124,985 cost containment expenses	0	85,020,300	100,511,230	173,071,151
21. General administrative expenses	0	297,296,347	185,745,911	421,461,917
22. Increase in reserves for life and accident and health contracts (including \$0 increase in reserves for life only)	0	(958,943)	2,551,272	(1,429,861)
23. Total underwriting deductions (Lines 18 through 22)	110,367,143	2,417,910,553	1,854,651,886	3,771,374,107
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(31,781,835)	(5,743,149)	(77,124,740)
25. Net investment income earned	0	9,581,713	8,273,052	17,392,542
26. Net realized capital gains (losses) less capital gains tax of \$182,132	0	338,245	459,456	1,129,210
27. Net investment gains (losses) (Lines 25 plus 26)	0	9,919,958	8,732,508	18,521,752
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	3,642	339,026	218,201
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	(21,858,235)	3,328,385	(58,384,787)
31. Federal and foreign income taxes incurred	XXX	23,949,798	9,012,423	(19,857,862)
32. Net income (loss) (Lines 30 minus 31)	XXX	(45,808,033)	(5,684,038)	(38,526,925)
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	0	0	0
2901. Miscellaneous Income	0	3,642	6,084	218,201
2902. Enrollment Fees	0	0	332,942	0
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	3,642	339,026	218,201

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.....	379,244,173	307,941,776	307,941,776
34. Net income or (loss) from Line 32.....	(45,808,033)	(5,684,038)	(38,526,925)
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	(166,331)	(24,488)	(70,139)
37. Change in net unrealized foreign exchange capital gain or (loss).....	0	0	0
38. Change in net deferred income tax.....	0	0	2,873,013
39. Change in nonadmitted assets.....	19,291,691	16,689,551	(22,971,125)
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	0
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	130,000,000
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.....	0	0	(2,427)
48. Net change in capital & surplus (Lines 34 to 47).....	(26,682,673)	10,981,025	71,302,397
49. Capital and surplus end of reporting period (Line 33 plus 48)	352,561,500	318,922,801	379,244,173
DETAILS OF WRITE-INS			
4701. Correction of Prior Period.....	0	0	(2,427)
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	(2,427)

STATEMENT AS OF JUNE 30, 2014 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	2,231,915,351	1,766,468,822	3,650,513,213
2. Net investment income	11,990,193	10,586,811	22,189,509
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	2,243,905,544	1,777,055,633	3,672,702,722
5. Benefit and loss related payments	1,923,945,506	1,487,913,604	3,129,631,021
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	303,736,638	255,893,155	596,266,960
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$419,740 tax on capital gains (losses)	(2,060,593)	7,081,982	(4,250,889)
10. Total (Lines 5 through 9)	2,225,621,551	1,750,888,741	3,721,647,092
11. Net cash from operations (Line 4 minus Line 10)	18,283,993	26,166,892	(48,944,370)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	90,559,021	113,783,977	205,852,058
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	7,996	2,847	6,728
12.7 Miscellaneous proceeds	1,510,000	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	92,077,017	113,786,824	205,858,786
13. Cost of investments acquired (long-term only):			
13.1 Bonds	110,048,622	134,054,683	311,419,000
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	500,000	1,700,000
13.7 Total investments acquired (Lines 13.1 to 13.6)	110,048,622	134,554,683	313,119,000
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)	(17,971,605)	(20,767,859)	(107,260,214)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0	130,000,000
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)	48,543,881	(6,903,328)	48,858,672
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	48,543,881	(6,903,328)	178,858,672
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)	48,856,269	(1,504,295)	22,654,088
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	44,230,807	21,576,719	21,576,719
19.2 End of period (Line 18 plus Line 19.1)	93,087,076	20,072,424	44,230,807

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

STATEMENT AS OF JUNE 30, 2014 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	586,003	35,400	188,124	0	10,108	22,980	20,705	293,154	15,532	0
2. First Quarter	698,487	42,411	173,464	0	15,591	22,823	21,582	370,270	52,346	0
3. Second Quarter	742,446	50,715	176,607	0	17,173	25,001	21,523	380,686	70,741	0
4. Third Quarter	0	0	0	0	0	0	0	0	0	0
5. Current Year	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months	4,252,980	258,954	1,064,369	0	94,893	138,426	127,331	2,232,158	336,849	0
Total Member Ambulatory Encounters for Period:										
7. Physician	4,236,633	103,031	573,162	0	0	0	97,815	3,312,734	149,891	0
8. Non-Physician	1,836,578	36,907	193,076	0	0	0	42,505	1,455,215	108,875	0
9. Total	6,073,211	139,938	766,238	0	0	0	140,320	4,767,949	258,766	0
10. Hospital Patient Days Incurred	498,982	3,257	23,042	0	0	0	5,598	440,016	27,069	0
11. Number of Inpatient Admissions	63,946	644	4,343	0	0	0	737	50,670	7,552	0
12. Health Premiums Written (a)	2,568,392,408	58,909,381	345,244,617	0	1,386,478	2,352,297	66,965,103	1,898,246,435	195,242,424	45,673
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	2,572,986,747	59,644,068	349,071,149	0	1,386,478	2,352,297	66,965,103	1,898,279,555	195,242,424	45,673
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services.....	2,055,442,026	40,593,128	263,103,471	0	669,893	1,568,033	60,268,587	1,562,840,757	127,520,576	(1,122,419)
18. Amount Incurred for Provision of Health Care Services	2,209,665,440	49,681,801	266,911,154	0	874,463	1,552,303	61,171,148	1,659,637,259	169,837,211	101

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$1,898,246,435

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)	56,584,431	244,781,315	3,052,379	67,928,093	59,636,810	59,728,652
2. Medicare Supplement	0	0	0	0	0	0
3. Dental Only	665,356	902,676	15,486	186,336	680,842	217,551
4. Vision Only	0	669,893	0	204,570	0	0
5. Federal Employees Health Benefits Plan	9,742,281	53,268,490	2,736,839	9,396,963	12,479,120	10,577,847
6. Title XVIII - Medicare	214,567,153	1,361,991,953	10,408,941	348,363,204	224,976,094	248,797,975
7. Title XIX - Medicaid	0	696,033	0	1,324,477	0	0
8. Other health	0	(695,674)	0	0	0	0
9. Health subtotal (Lines 1 to 8)	281,559,221	1,661,614,686	16,213,645	427,403,643	297,772,866	319,322,025
10. Healthcare receivables (a)	0	31,157,186	0	0	0	0
11. Other non-health	0	0	0	0	0	0
12. Medical incentive pools and bonus amounts	0	(73,742)	0	457,164	0	142,557
13. Totals (Lines 9-10+11+12)	281,559,221	1,630,383,758	16,213,645	427,860,807	297,772,866	319,464,582

(a) Excludes \$ 15,544,984 loans or advances to providers not yet expensed.

STATEMENT AS OF June 30, 2014 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	<u>2014</u>	<u>2013</u>
Net Loss			
1. Humana Health Plan, Inc. Kentucky basis	KY	\$ (45,808,033)	\$ (38,526,925)
2. State Prescribed Practices that increase/(decrease) NAIC SAP	KY	-	-
3. State Permitted Practices that increase/(decrease) NAIC SAP	KY	-	-
4. NAIC SAP	KY	\$ <u>(45,808,033)</u>	\$ <u>(38,526,925)</u>
Surplus			
5. Humana Health Plan, Inc. Kentucky basis	KY	\$ 352,561,500	\$ 379,244,173
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>352,561,500</u>	\$ <u>379,244,173</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 June 30, 2014 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

Not Applicable.

3. Business Combinations and Goodwill

A. Statutory Purchase Method

Not Applicable.

B. Statutory Merger

Not Applicable.

C. Assumption Reinsurance

Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

D. Impairment Loss

Not Applicable.

4. Discontinued Operations

Not Applicable.

5. Investments

A. Mortgage Loans, Including Mezzanine Real Estate Loans

No material change since year-end December 31, 2013.

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 June 30, 2014.

Gross unrealized losses and related fair value of temporarily impaired securities that have been in a continuous unrealized loss position were as follows at June 30, 2014:

(a) The aggregate amount of unrealized losses:

1. Less than 12 Months	\$	(183,038)
2. 12 Months or Longer	\$	(3,890,776)

(b) The aggregate related fair value of securities with unrealized losses:

1. Less than 12 Months	\$	20,514,892
2. 12 Months or Longer	\$	95,989,415

The unrealized losses at June 30, 2014 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.

(3-7) Not Applicable.

F. Real Estate

Not Applicable.

G. Low-Income Housing Tax Credits (LIHTC)

Not Applicable.

STATEMENT AS OF June 30, 2014 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

H. Restricted Assets

(1) Restricted Assets (Including Pledged)

Restricted Asset Category	Total Gross Restricted from Current Year	Total Gross Restricted from Prior Year	Increase/ (Decrease)	Total Current Year Admitted Restricted	Percentage Gross Restricted to Total Assets	Percentage Admitted Restricted to Total Admitted Assets
a. Subject to contractual obligation for which liability is not shown	\$ -	\$ -	\$ -	\$ -	- %	- %
b. Collateral held under security lending agreements	-	-	-	-	-	-
c. Subject to repurchase agreements	-	-	-	-	-	-
d. Subject to reverse repurchase agreements	-	-	-	-	-	-
e. Subject to dollar repurchase agreements	-	-	-	-	-	-
f. Subject to dollar reverse repurchase agreements	-	-	-	-	-	-
g. Placed under option contracts	-	-	-	-	-	-
h. Letter stock or securities restricted to sale	-	-	-	-	-	-
i. FHLB capital stock	-	-	-	-	-	-
j. On deposit with states	15,277,614	16,009,445	(731,831)	15,277,614	1.26	1.48
k. On deposit with other regulatory bodies	-	-	-	-	-	-
l. Pledged collateral to FHLB (including assets backing funding agreements)	-	-	-	-	-	-
m. Pledged as collateral not captured in other categories	-	-	-	-	-	-
n. Other restricted assets	-	-	-	-	-	-
o. Total Restricted Assets	\$ 15,277,614	\$ 16,009,445	\$(731,831)	\$ 15,277,614	1.26%	1.48%

(2) Detail of Assets Pledged as Collateral Not Captured in Other Categories (Contracts that Share Similar Characteristics, Such as Reinsurance and Derivatives, Are Reported in the Aggregate)

Not Applicable.

(3) Detail of Other Restricted Assets Categories (Contracts that Share Similar Characteristics, Such as Reinsurance and Derivatives, Are Reported in the Aggregate)

Not Applicable.

I. Working Capital Finance Investments

Not Applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

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

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

7. Investment Income

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

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

B. The total amount excluded was \$0.

8. Derivative Instruments

Not Applicable.

9. Income Taxes

No material change since year-end December 31, 2013.

STATEMENT AS OF June 30, 2014 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

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, 2013 and 2012 were approximately \$473.6 million and \$400.6 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 June 30, 2014, the Company reported \$16.8 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.

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.-D. Defined Benefit Plans

Not Applicable.

E. Defined Contribution Plans

Not Applicable.

F. Multiemployer Plans

Not Applicable.

G. Consolidated/Holding Company Plans

No material change since year-end December 31, 2013.

H. Postemployment Benefits and Compensated Absences

Not Applicable.

I. 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 June 30, 2014.
- (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 \$(166,331).
- (11) Not Applicable.
- (12) Not Applicable.
- (13) Not Applicable.

STATEMENT AS OF June 30, 2014 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

14. Contingencies

A. Contingent Commitments

Not Applicable.

B. Assessments

Not Applicable.

C. Gain Contingencies

Not Applicable.

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

Not Applicable.

E. All Other Contingencies

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

The Company is not aware of any other material contingent liabilities as of June 30, 2014.

15. Leases

No material change since year-end December 31, 2013.

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 June 30, 2014:

	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	\$ (11,468,190)	\$ (198,334)	\$ (11,666,524)
b. Total net other income or expenses (including interest paid to or received from plans)	\$ (2,177,248)	\$ (37,654)	\$ (2,214,902)
c. Net gain or (loss) from operations	\$ (13,645,438)	\$ (235,988)	\$ (13,881,426)
d. Total claim payment volume	\$ 742,935,882	\$ 12,848,562	\$ 755,784,444

B. ASC Plans

Not Applicable.

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract

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

STATEMENT AS OF June 30, 2014 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

- (2) As of June 30, 2014, the Company has recorded a receivable from CMS of \$13.2 million related to the cost share and reinsurance components of administered Medicare products. As of June 30, 2014, the Company has recorded receivables from the following payors whose account balance are greater than 10% of the Company's amounts receivable from uninsured accident and health plans or \$10,000:

Hillsborough County Government	\$ 2,343,562
The Christ Hospital	676,839
University of Cincinnati	592,700
Covenant Health	557,816
Rouse's Enterprises, LLC	464,364
Blount County	364,257
Methodist Medical Center	239,912
Concentra Operating Corporation	182,395
Ford Motor Company	162,899
Anderson County Government	151,844
SouthWest Key Program	151,813
DeRoyal	136,088
The Rawlings Company LLC	132,255
Hillsborough County Sheriff's Office	131,569
KDOC/Correct Care Solutions	128,680
PGA Tour Inc	124,081
KCEOC Community Action	113,120
Acuity Health & Dental Plan	112,570
Baptist/Trihealth Provider Incentive	106,853
Xavier University	81,771
Security Service Federal Credit	61,174
Northern Kentucky University	60,685
Jeff Wyler Dealer Group	55,311
Hubert Company	55,138
Rackspace US	53,509
AFSCME Pos Actives	50,738
NON AFSCME Pos Actives	49,710
Inoac USA, Inc	44,989
City of DePere	40,604
Sevier County Adult Inmate Plan	35,862
Superior Die	34,198
Occupational Health Centers	34,077
Grothues Brothers Holding	28,533
Bergstrom Corporation	28,404
Jeff Wyler Automotive Family	26,962
Charter MFG Co	25,154
JTS Enterprises	24,477
Northside Hospital Inc.	23,863
Occupational Health Center	23,555
University of Incarnate Word	20,517
Gustman Chevrolet	19,820
Florida Medical Clinic	19,450
Fives Machining Systems, Inc.	17,915
Caesars Entertainment	17,097
University Health Systems, Inc	16,059
Foundation for Senior Living	14,967
The Procter & Gamble Company	13,786
J.J. Taylor Companies	12,671
First Federal Savings Bank	11,483
Concentra Integrated Services	11,403

- (3) 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.
- (4) 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.

STATEMENT AS OF June 30, 2014 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

20. Fair Value Measurements

A. (1) The fair value of financial assets at June 30, 2014 were as follows:

	Level 1	Level 2	Level 3	Total
Assets				
Corporate debt securities	\$ -	\$ 28,054	\$ -	\$ 28,054
Total invested assets	\$ -	\$ 28,054	\$ -	\$ 28,054

(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, 2013 and June 30, 2014.

(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 quarter ended June 30, 2014.

(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 and Unusual Items

Not Applicable.

D. Business Interruption Insurance Recoveries

Not Applicable.

E. State Transferable and Non-transferable Tax Credits

Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

F. 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.

G. Retained Assets

Not Applicable.

H. Offsetting and Netting of Assets and Liabilities

Not Applicable.

I. Joint and Several Liabilities

Not Applicable.

STATEMENT AS OF June 30, 2014 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

J. Risk Sharing Provisions of the Affordable Care Act

(1) Impact of Risk Sharing Provisions of the Affordable Care Act on Admitted Assets, Liabilities, and Revenue for the Current Year

a. Permanent ACA Risk Adjustment Program	
Assets	
1. Premium adjustments receivable due to ACA Risk Adjustment	\$ 3,034,201
Liabilities	
2. Risk adjustment user fees payable for ACA Risk Adjustment	\$ 105,830
3. Premium adjustments payable due to ACA Risk Adjustment	
Operations (Revenue & Expenses)	\$ 4,000
4. Reported as revenue in premium for accident and health contracts (written/collected) due to ACA Risk Adjustment	\$ 3,030,201
5. Reported in expenses as ACA risk adjustment user fees (incurred/paid)	\$ 105,830
b. Transitional ACA Reinsurance Program	
Assets	
1. Amounts recoverable for claims paid due to ACA Reinsurance	\$ 2,456,217
2. Amounts receivable relating to uninsured plans for contributions for ACA Reinsurance	\$ -
Liabilities	
3. Amounts recoverable for claims unpaid due to ACA Reinsurance	\$ 2,836,079
4. Liabilities for contributions payable due to ACA Reinsurance – not reported as ceded premium	\$ 6,773,884
5. Ceded reinsurance premiums payable due to ACA Reinsurance	\$ 432,639
6. Liabilities for amounts held under uninsured plans contributions for ACA Reinsurance	\$ 2,017,271
Operations (Revenues & Expenses)	
7. Ceded reinsurance premiums due to ACA Reinsurance	\$ 432,639
8. Reinsurance recoveries (income statement) due to ACA Reinsurance payments or expected payments	\$ 5,292,295
9. ACA Reinsurance contributions – not reported as ceded premiums	\$ 6,686,762
c. Temporary ACA Risk Corridors Program	
Assets	
1. Accrued retrospective premium due to ACA Risk Corridors	\$ 907,969
Liabilities	
2. Reserve for rate credits or policy experience rating refunds due to ACA Risk Corridors	\$ 500,130
Operations (Revenues & Expenses)	
3. Effect of ACA Risk Corridors on net premium income	\$ 907,969
4. Effect of ACA Risk Corridors on change in reserves for rate credits	\$ 500,130

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 August 12, 2014 for the statutory statement issued on August 12, 2014.

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 June 30, 2014 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.

D. Certified Reinsurer Rating Downgraded or Status Subject to Revocation

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 June 30, 2014 that are subject to retrospective rating features was \$134.5 million that represented 5.65% 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	\$ 968,823	\$ 4,195,465	\$ 2,559,596	\$ -	\$ 7,723,884
Medical loss ratio rebates paid	108,526	3,507,347	1,718,257	-	5,334,130
Medical loss rebates unpaid	891,149	5,019,516	2,723,143	-	8,633,808
Plus reinsurance assumed amounts	-	-	-	-	-
Less reinsurance ceded amounts	-	-	-	-	-
Rebates unpaid net of reinsurance	\$ -	\$ -	\$ -	\$ -	\$ 8,633,808

Current Reporting Year-to-date:					
Medical loss ratio rebates incurred	\$ (689,747)	\$(2,779,330)	\$ (1,081,907)	\$ -	\$ (4,550,984)
Medical loss ratio rebates paid	-	-	-	-	-
Medical loss rebates unpaid	201,402	2,240,186	1,641,236	-	4,082,824
Plus reinsurance assumed amounts	-	-	-	-	-
Less reinsurance ceded amounts	-	-	-	-	-
Rebates unpaid net of reinsurance	\$ -	\$ -	\$ -	\$ -	\$ 4,082,824

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2013 were \$322.2 million. As of June 30, 2014, \$268.4 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 \$38.3 million as a result of reestimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$15.5 million favorable prior-year development since December 31, 2013. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims. The Company did not experience any material prior year claim development on retrospectively rated policies.

26. Intercompany Pooling Arrangements

Not Applicable.

27. Structured Settlements

The Company has no structured settlements.

STATEMENT AS OF June 30, 2014 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
6/30/2014	\$ 30,632,141	30,632,141	-	-	-
3/31/2014	\$ 30,401,818	30,401,818	29,400,975	-	-
12/31/2013	\$ 16,836,020	\$ 16,836,020	\$ 16,345,008	\$ 426,659	\$ -
9/30/2013	\$ 17,943,495	\$ 17,943,495	\$ 17,916,641	\$ -	\$ 26,854
6/30/2013	\$ 19,291,477	\$ 19,291,477	\$ 19,291,319	\$ -	\$ 158
3/31/2013	\$ 23,419,618	\$ 23,419,618	\$ 23,315,266	\$ -	\$ 104,352
12/31/2012	\$ 17,054,563	\$ 17,054,563	\$ 16,985,769	\$ -	\$ 68,794
9/30/2012	\$ 16,969,271	\$ 16,969,271	\$ 14,974,086	\$ 1,924,320	\$ 70,865
6/30/2012	\$ 17,988,759	\$ 17,988,759	\$ 14,805,257	\$ 3,114,363	\$ 69,139
3/31/2012	\$ 14,796,155	\$ 14,796,155	\$ 5,911,727	\$ 8,794,415	\$ 90,013

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 \$ 1,460,000
2. Date of the most recent evaluation of this liability June 30, 2014
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 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No []
If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
- 3.3 If the response to 3.2 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 [] No [X] N/A []
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2013
- 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 [X] No []
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended? Yes [] No [X]
- 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 [X]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [] No [X]
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$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 [X]
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$0
13. Amount of real estate and mortgages held in short-term investments: \$0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [X] No []
- 14.2 If yes, please complete the following:
- | | 1 | 2 |
|---|---|--|
| | Prior Year-End
Book/Adjusted
Carrying Value | Current Quarter
Book/Adjusted
Carrying Value |
| 14.21 Bonds | \$0 | \$0 |
| 14.22 Preferred Stock | \$0 | \$0 |
| 14.23 Common Stock | \$ 29,233,357 | \$ 28,959,571 |
| 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) | \$ 29,233,357 | \$ 28,959,571 |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above | \$0 | \$0 |
- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No [X]
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No []
- If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. 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-C512, 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.	55 East 52nd Street, New York, NY 10055

- 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 percent88.8 %
1.2 A&H cost containment percent3.5 %
1.3 A&H expense percent excluding cost containment expenses12.5 %

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

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

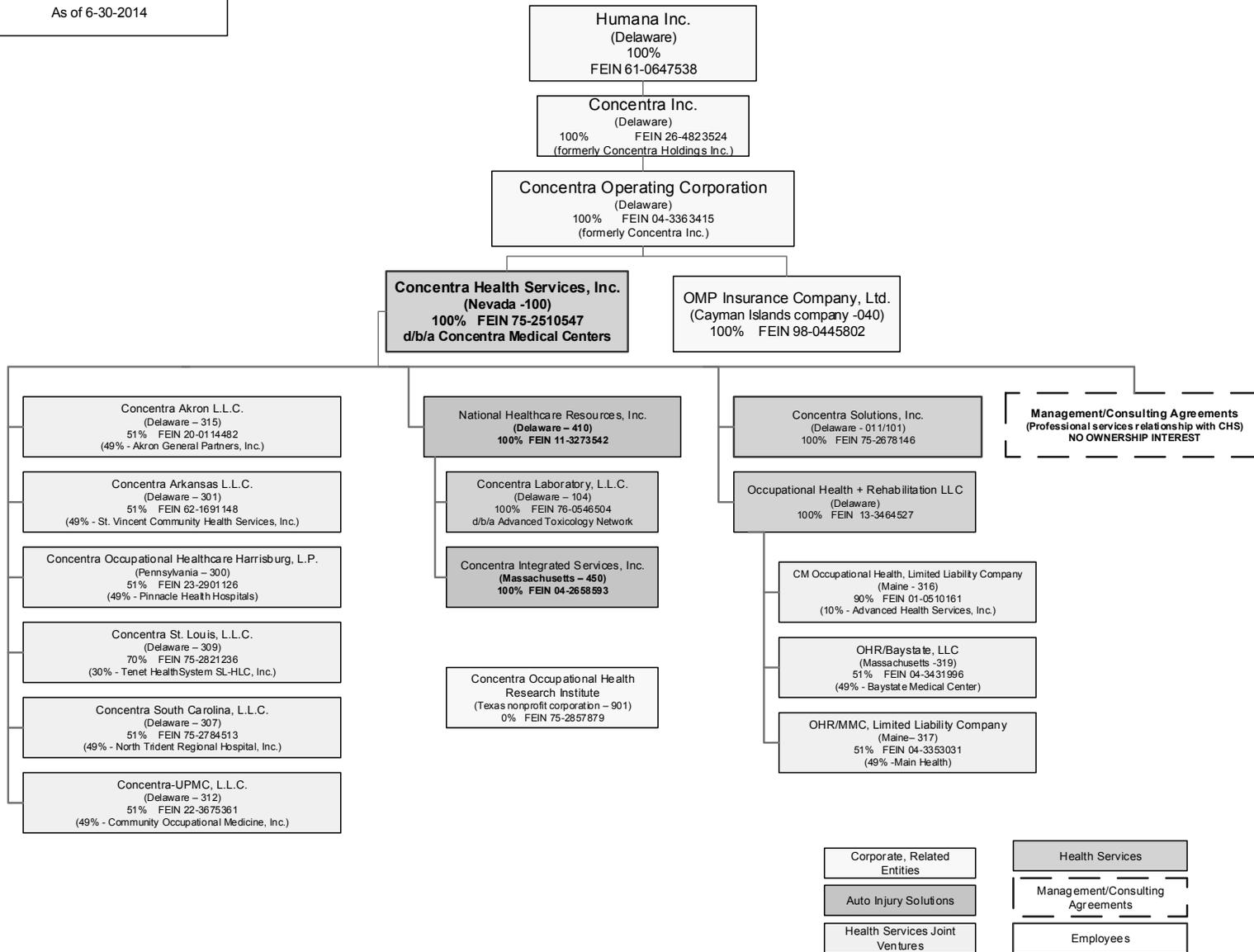
States, etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7	
1. Alabama AL	L	191,417	67,303,565	0	0	0	0	67,494,982	0
2. Alaska AK	N	0	0	0	0	0	0	0	0
3. Arizona AZ	L	28,618,797	178,470,495	0	5,099,383	0	0	212,188,675	0
4. Arkansas AR	L	581,241	135,112,886	0	0	0	0	135,694,127	0
5. California CA	N	0	0	0	0	0	0	0	0
6. Colorado CO	L	54,853,117	70,706,765	0	0	0	0	125,559,882	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	138,046	14,154,438	0	0	0	0	14,292,484	0
14. Illinois IL	L	50,999,865	218,532,640	1,688,473	43,722,879	0	0	314,943,857	0
15. Indiana IN	L	9,500,787	77,908,696	0	0	0	0	87,409,483	0
16. Iowa IA	N	0	0	0	0	0	0	0	0
17. Kansas KS	L	2,184,262	90,693,631	0	14,089,183	0	0	106,967,076	0
18. Kentucky KY	L	224,632,685	68,852,952	192,117,812	3,601,418	0	0	489,204,867	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	1,616,508	175,626,703	0	0	0	0	177,243,211	0
27. Montana MT	N	0	0	0	0	0	0	0	0
28. Nebraska NE	L	82,364	21,264,431	0	0	0	0	21,346,795	0
29. Nevada NV	L	2,086,140	259,876,195	0	0	0	0	261,962,335	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	(13,770)	19,806,570	0	0	0	0	19,792,800	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	454,072	165,901,635	0	0	0	0	166,355,707	0
42. South Dakota SD	N	0	0	0	0	0	0	0	0
43. Tennessee TN	L	31,182,597	0	0	452,240	0	0	31,634,837	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	273,926	242,939,957	1,436,139	0	0	0	244,650,022	0
48. Washington WA	L	556,392	91,094,876	0	0	0	0	91,651,268	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	407,938,446	1,898,246,435	195,242,424	66,965,103	0	0	2,568,392,408	0
60. Reporting Entity Contributions for Employee Benefit Plans	XXX	0	0	0	0	0	0	0	0
61. Totals (Direct Business)	(a) 18	407,938,446	1,898,246,435	195,242,424	66,965,103	0	0	2,568,392,408	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.

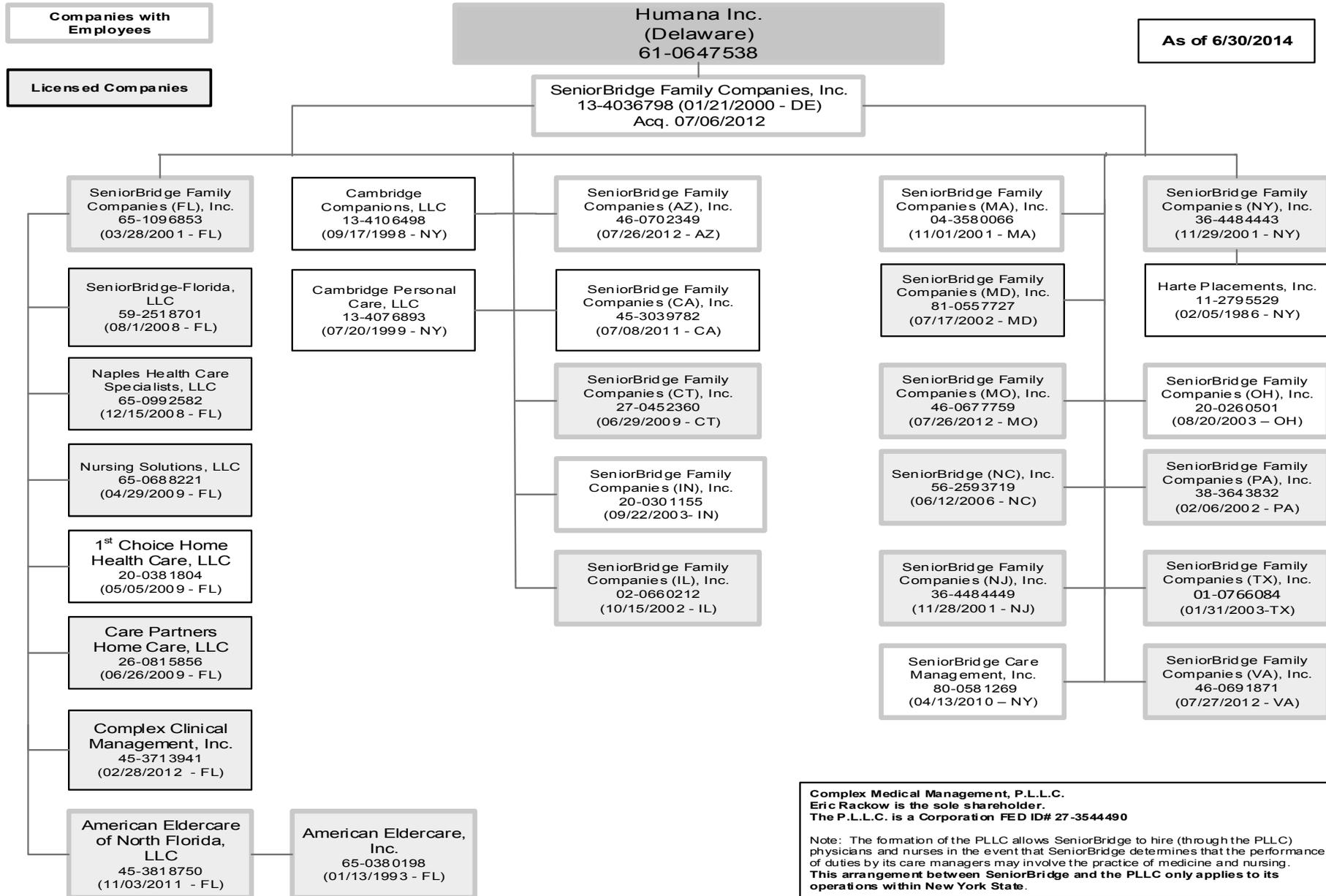
STATEMENT AS OF JUNE 30, 2014 OF THE Humana Health Plan, Inc.

As of 6-30-2014



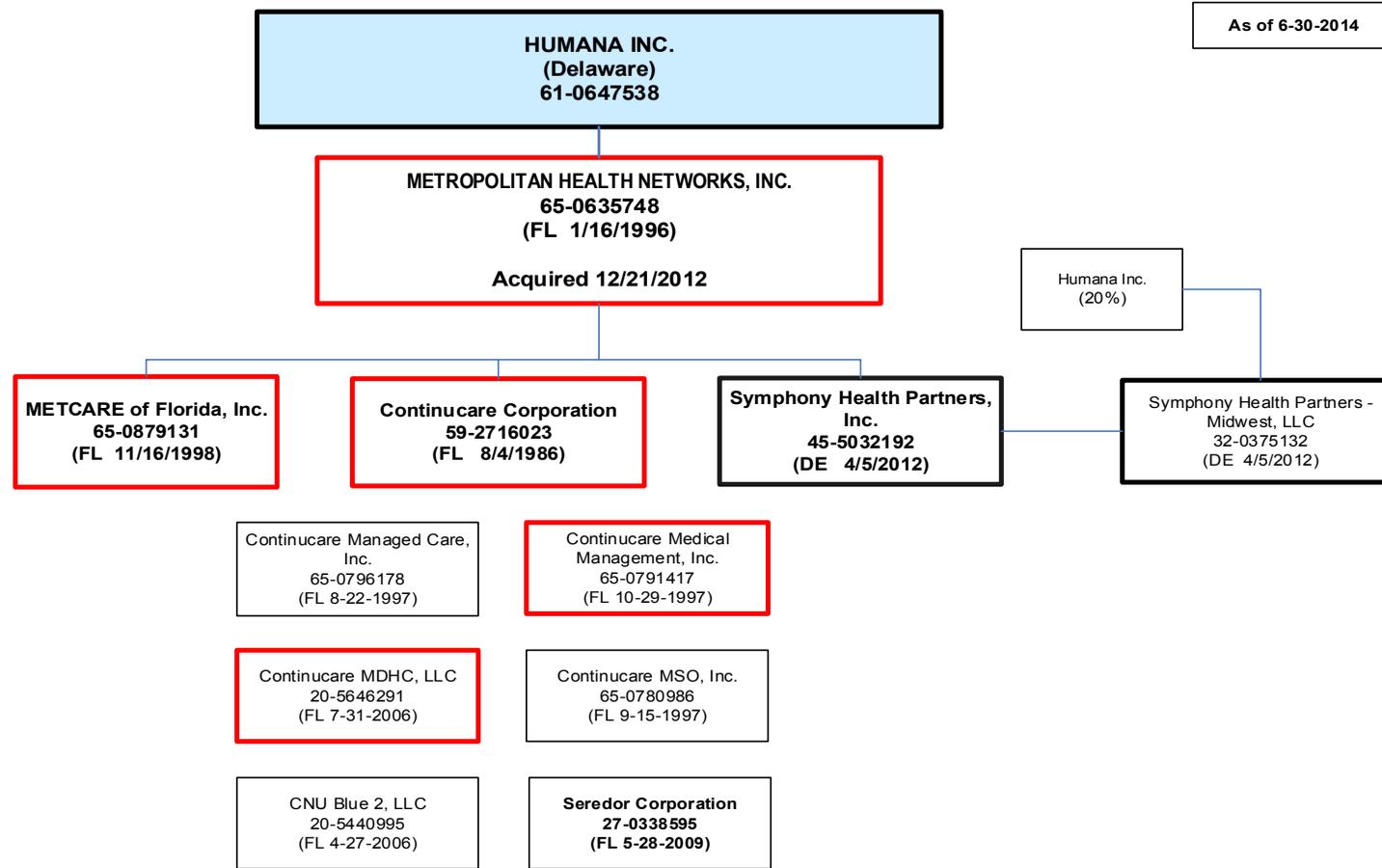
15.1

STATEMENT AS OF JUNE 30, 2014 OF THE Humana Health Plan, Inc.



15.2

STATEMENT AS OF JUNE 30, 2014 OF THE Humana Health Plan, Inc.



As of 6-30-2014

15.3

Employees

STATEMENT AS OF JUNE 30, 2014 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.	0
.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	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 SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
.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	27-3387971				Arcadian Choice, Inc.	TX	NIA	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.	.00000	86-0836599				Arcadian Management Services, Inc.	DE	NIA	Arcadian Management Services, Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	59-3715944				Availity, L.L.C.	DE	OTH	See Footnote 1	Board of Directors	0.000	Humana Inc.	1
.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. SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	26-0815856				Care Partners Home Care, LLC	FL	NIA		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.	.00000	80-0072760				Certify Data Systems, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
.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 2	Joint Venture	0.000	Humana Inc.	2
.0119	Humana Inc.	.00000	20-5440995				CNU Blue 2, LLC	FL	NIA	Continucare 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	Humana Dental Company	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	58-2198538				CompBenefits of Georgia, Inc.	GA	IA	Humana Dental Company SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	45-3713941				Complex Clinical Management, Inc.	FL	NIA		Ownership	100.000	Humana Inc.	0
.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 3	Joint Venture	100.000	Humana Inc.	3
.0119	Humana Inc.	.00000	62-1691148				Concentra Arkansas, L.L.C.	DE	NIA	See Footnote 8	Joint Venture	0.000	Humana Inc.	8
.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	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 9	Joint Venture	0.000	Humana Inc.	9
.0119	Humana Inc.	.00000	04-3363415				Concentra Operating Corporation	DE	NIA	Concentra Inc.	Ownership	100.000	Humana Inc.	0

STATEMENT AS OF JUNE 30, 2014 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.	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 10	Joint Venture	0.000	Humana Inc.	10
0119	Humana Inc.	00000	75-2821236				Concentra St. Louis, L.L.C.	DE	NIA	See Footnote 11	Joint Venture	0.000	Humana Inc.	11
0119	Humana Inc.	00000	22-3675361				Concentra-UPMC, L.L.C.	DE	NIA	See Footnote 12	Joint Venture	0.000	Humana Inc.	12
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	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.	88595	31-0935772				Empesys Insurance Company	TX	IA	Empesys, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1237697				Empesys, 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	46-4912173				HRI Humana of California Inc.	CA	NIA	Harris, Rothenberg International 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.	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 Insurance Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	13558	26-2800286				Humana Health Company of New York, Inc.	NY	IA	Arcadian Management Services, 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	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	RE	Humana Inc.	Ownership	100.000	Humana Inc.	0
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	46-5329373				Humana MSO, LLC	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	45-2254346				Humana Pharmacy Solutions, Inc.	KY	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1316926				Humana Pharmacy, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0

STATEMENT AS OF JUNE 30, 2014 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.	12282	20-2036444				Humana Regional Health Plan, Inc.	AR	IA	Arcadian Management Services, Inc./Arcadian Health Plan, Inc.	Ownership	100.000	Humana Inc.	6
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	HumanaDental 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 5	Ownership	75.000	Humana Inc.	5
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 4	Other	100.000	Humana Inc.	4
0119	Humana Inc.	00000	62-1245230				Kanawha HealthCare Solutions, Inc.	TN	NIA	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	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 13	Joint Venture	0.000	Humana Inc.	13
0119	Humana Inc.	00000	04-3353031				OHR/MMC, Limited Liability Company	ME	NIA	See Footnote 14	Joint Venture	100.000	Humana Inc.	14
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.	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	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	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	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	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	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	13-4036798				SeniorBridge Family Companies, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0

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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	59-2518701	.....	.....	.....	SeniorBridge-Florida, LLC .....	..FL.....	.....NIA.....	SeniorBridge Family Companies (FL), Inc.	Ownership.....	..100.000	Humana Inc. ....	.....0
.....0119	Humana Inc. ....	.....00000	27-0338595	.....	.....	.....	Seredor Corporation .....	..FL.....	.....NIA.....	Continucare Corporation	Ownership.....	..100.000	Humana Inc. ....	.....0
.....0119	Humana Inc. ....	.....00000	86-0597187	.....	.....	.....	St. Mary's Medical Park Pharmacy, Inc. ....	..AZ.....	.....NIA.....	Humana Pharmacy, Inc.	Ownership.....	..100.000	Humana Inc. ....	.....0
.....0119	Humana Inc. ....	.....00000	32-0375132	.....	.....	.....	Symphony Health Partners - Midwest, LLC .....	..DE.....	.....NIA.....	See Footnote 7	Ownership.....	..0.000	Humana Inc. ....	.....7
.....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.....	.....NIA.....	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	.....	.....	.....	Humana 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 5	Ownership.....	..25.000	Humana Inc. ....	.....5
.....0119	Humana Inc. ....	.....00000	20-3585174	.....	.....	.....	Valor Healthcare, Inc. ....	..DE.....	.....NIA.....	Humana Government Business, Inc.	Ownership.....	..100.000	Humana Inc. ....	.....0

Asterisk	Explanation
1	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.
2	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.
3	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.
4	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. Centers of Excellence, Inc. owns the other 50%.
5	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.
6	Ownership is 60% Arcadian Health Plan, Inc., 40% Arcadian Management Services, Inc.
7	Ownership is 80% Symphony Health Partners, Inc. and 20% Humana Inc. of Symphony Health Partners Midwest, LLC.
8	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.
9	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.
10	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.
11	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.
12	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.
13	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.
14	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.

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. Deposits	2,076,439	2,076,439	0	0
2505. Prepaid Expenses	270,421	270,421	0	0
2597. Summary of remaining write-ins for Line 25 from overflow page	2,346,860	2,346,860	0	0

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	599,317,862	499,604,771
2. Cost of bonds and stocks acquired	110,048,622	311,419,000
3. Accrual of discount	141,259	151,107
4. Unrealized valuation increase (decrease)	(166,335)	(2,312,802)
5. Total gain (loss) on disposals	452,381	1,730,517
6. Deduct consideration for bonds and stocks disposed of	90,559,021	205,852,058
7. Deduct amortization of premium	2,669,736	5,422,673
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)	616,565,032	599,317,862
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	616,565,032	599,317,862

STATEMENT AS OF JUNE 30, 2014 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 NAIC Designation

NAIC Designation	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. NAIC 1 (a)	587,711,369	1,809,230,516	1,832,175,136	1,305,309	587,711,369	566,072,058	0	503,207,675
2. NAIC 2 (a)	119,823,143	0	167,677	(2,600,311)	119,823,143	117,055,155	0	120,329,438
3. NAIC 3 (a)	9,112,117	0	1,004,720	101,573	9,112,117	8,208,970	0	11,803,602
4. NAIC 4 (a)	0	0	0	0	0	0	0	805,744
5. NAIC 5 (a)	0	0	0	0	0	0	0	0
6. NAIC 6 (a)	0	0	0	0	0	0	0	0
7. Total Bonds	716,646,629	1,809,230,516	1,833,347,533	(1,193,429)	716,646,629	691,336,183	0	636,146,459
PREFERRED STOCK								
8. NAIC 1	0	0	0	0	0	0	0	0
9. NAIC 2	0	0	0	0	0	0	0	0
10. NAIC 3	0	0	0	0	0	0	0	0
11. NAIC 4	0	0	0	0	0	0	0	0
12. NAIC 5	0	0	0	0	0	0	0	0
13. NAIC 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	716,646,629	1,809,230,516	1,833,347,533	(1,193,429)	716,646,629	691,336,183	0	636,146,459

(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 \$ 103,730,721 ; 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 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year-to-Date	5 Paid for Accrued Interest Year-to-Date
9199999 Totals	33,731,139	XXX	33,731,139	3,185	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	11,064,752	8,380,058
2. Cost of short-term investments acquired	1,447,619,263	2,348,486,110
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	1,424,952,876	2,345,801,416
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)	33,731,139	11,064,752
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	33,731,139	11,064,752

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	54,997,206	31,448,958
2. Cost of cash equivalents acquired	1,730,349,619	3,349,833,014
3. Accrual of discount	39,894	50,877
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	7,996	6,728
6. Deduct consideration received on disposals	1,715,393,288	3,326,341,831
7. Deduct amortization of premium	1,845	540
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)	69,999,582	54,997,206
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	69,999,582	54,997,206

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 JUNE 30, 2014 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)
912828-RF-9	US TREASURY N/B		.04/28/2014	BMO CAPITAL MARKETS		883,240	875,000	1,427	1
0599999. Subtotal - Bonds - U.S. Governments						883,240	875,000	1,427	XXX
658256-V3-3	NORTH CAROLINA ST MUNI		.04/17/2014	MORGAN STANLEY		2,358,439	1,940,000	0	1FE
1799999. Subtotal - Bonds - U.S. States, Territories and Possessions						2,358,439	1,940,000	0	XXX
3132GL-JV-7	FGOLD 30 YR FHLIC		.05/06/2014	CREDIT SUISSE FIRST BOSTON CORP.		3,099,349	3,028,371	3,239	1
3132J7-YE-6	FEDERAL HOME LOAN MTGE CO FHLIC		.05/06/2014	CREDIT SUISSE FIRST BOSTON CORP.		5,036,447	4,924,868	5,267	1
3132J8-K2-5	FEDERAL HOME LOAN MTGE CO FHLIC		.05/06/2014	CREDIT SUISSE FIRST BOSTON CORP.		2,557,739	2,501,839	2,676	1
3132M3-T6-4	FEDERAL HOME LOAN MTGE CO FHLIC		.05/06/2014	CREDIT SUISSE FIRST BOSTON CORP.		530,630	518,478	554	1
3136A7-HB-1	FED NTL MTG ASSO 12-67:KG		.05/06/2014	BNP PARIBAS		6,005,312	5,706,607	4,438	1
3199999. Subtotal - Bonds - U.S. Special Revenues						17,229,477	16,680,163	16,174	XXX
912828-SH-1	UNITED STATES TREASURY TREAS BILL		.05/01/2014	MIZUHO SECURITIES USA INC.		50,009,400	50,000,000	52,198	1
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						50,009,400	50,000,000	52,198	XXX
8399997. Total - Bonds - Part 3						70,480,556	69,495,163	69,799	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						70,480,556	69,495,163	69,799	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						70,480,556	XXX	69,799	XXX

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

STATEMENT AS OF JUNE 30, 2014 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		06/20/2014	MBS PAYDOWN		274,083	274,083	276,010	274,305	0	(222)	0	(222)	0	274,083	0	0	0	6,921	08/01/2038	1
912828-KN-9	US TREASURY N/B		04/30/2014	VARIOUS		875,000	875,000	864,065	874,225	0	775	0	775	0	875,000	0	0	0	8,203	04/30/2014	1
0599999 Subtotal - Bonds - U.S. Governments						1,149,083	1,149,083	1,140,075	1,148,530	0	553	0	553	0	1,149,083	0	0	0	15,124	XXX	XXX
341535-W2-4	FLORIDA ST BOARD EDUC MUNI		06/01/2014	MATURITY		525,000	525,000	598,621	532,285	0	(7,285)	0	(7,285)	0	525,000	0	0	0	13,125	06/01/2014	1FE
1799999 Subtotal - Bonds - U.S. States, Territories and Possessions						525,000	525,000	598,621	532,285	0	(7,285)	0	(7,285)	0	525,000	0	0	0	13,125	XXX	XXX
797272-MY-4	SAN DIEGO CALIF CMNTY COLLEGE MUNI		05/01/2014	MERRILL LYNCH		6,624,960	6,000,000	6,478,980	0	0	(1,503)	0	(1,503)	0	6,477,477	0	147,483	147,483	79,167	08/01/2043	1FE
2499999 Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions						6,624,960	6,000,000	6,478,980	0	0	(1,503)	0	(1,503)	0	6,477,477	0	147,483	147,483	79,167	XXX	XXX
31286P-TZ-6	FED NTL MTG ASSO FNMA		06/01/2014	MBS PAYDOWN		4,410	4,410	4,546	4,419	0	(9)	0	(9)	0	4,410	0	0	0	99	01/01/2017	1
3128M1-CR-8	FHLMC PC GOLD COMB 15		06/01/2014	MBS PAYDOWN		68,112	68,112	72,263	68,511	0	(399)	0	(399)	0	68,112	0	0	0	1,439	04/01/2021	1
3128M1-LB-3	FGOLD 15YR FHLMC		06/01/2014	MBS PAYDOWN		57,719	57,719	61,236	58,086	0	(367)	0	(367)	0	57,719	0	0	0	1,215	12/01/2020	1
3128M1-NZ-8	FGOLD 15YR FHLMC		06/01/2014	MBS PAYDOWN		74,974	74,974	79,543	74,974	0	(466)	0	(466)	0	74,974	0	0	0	1,554	12/01/2020	1
3128M1-PJ-2	FGOLD 15YR GIANT FHLMC		06/01/2014	MBS PAYDOWN		38,019	38,019	40,336	38,255	0	(236)	0	(236)	0	38,019	0	0	0	791	05/01/2021	1
3128M1-R7-6	FGOLD 15YR GIANT FHLMC		06/01/2014	MBS PAYDOWN		58,033	58,033	61,569	58,388	0	(355)	0	(355)	0	58,033	0	0	0	1,208	05/01/2021	1
3128M1-SY-6	FGOLD 15YR GIANT FHLMC		06/01/2014	MBS PAYDOWN		24,058	24,058	25,524	24,209	0	(151)	0	(151)	0	24,058	0	0	0	516	12/01/2021	1
3128M6-P2-8	FGOLD 30 YR FNMA		06/01/2014	MBS PAYDOWN		47,476	47,476	48,000	47,521	0	(45)	0	(45)	0	47,476	0	0	0	1,190	06/01/2038	1
3128MB-N7-8	FGOLD 15YR GIANT FHLMC		06/01/2014	MBS PAYDOWN		16,849	16,849	17,875	16,942	0	(93)	0	(93)	0	16,849	0	0	0	348	06/01/2020	1
3128PY-Y3-2	FGOLD 15YR FNMA		06/01/2014	MBS PAYDOWN		20,702	20,702	21,650	20,783	0	(81)	0	(81)	0	20,702	0	0	0	259	04/01/2027	1
312971-BM-5	FGOLD 15YR FHLMC		06/01/2014	MBS PAYDOWN		20,322	20,322	21,561	20,417	0	(95)	0	(95)	0	20,322	0	0	0	445	04/01/2020	1
312971-CQ-5	FGOLD 15YR FHLMC		06/01/2014	MBS PAYDOWN		10,660	10,660	11,310	10,708	0	(47)	0	(47)	0	10,660	0	0	0	224	04/01/2020	1
312971-FQ-2	FGOLD 15YR FHLMC		06/01/2014	MBS PAYDOWN		323,486	323,486	343,199	326,318	0	(2,832)	0	(2,832)	0	323,486	0	0	0	6,866	04/01/2020	1
312971-MS-0	FGOLD 15YR FHLMC		06/01/2014	MBS PAYDOWN		15,720	15,720	16,678	15,813	0	(93)	0	(93)	0	15,720	0	0	0	329	05/01/2020	1
312972-DX-7	FGOLD 15YR FHLMC		06/01/2014	MBS PAYDOWN		33,491	33,491	35,532	33,661	0	(170)	0	(170)	0	33,491	0	0	0	740	04/01/2020	1
312972-EK-4	FGOLD 15YR FHLMC		06/01/2014	MBS PAYDOWN		12,155	12,155	12,895	12,251	0	(97)	0	(97)	0	12,155	0	0	0	254	04/01/2020	1
312972-GT-3	FGOLD 15YR FHLMC		06/01/2014	MBS PAYDOWN		17,138	17,138	18,183	17,272	0	(134)	0	(134)	0	17,138	0	0	0	354	04/01/2020	1
312972-GZ-9	FGOLD 15YR FHLMC		06/01/2014	MBS PAYDOWN		14,523	14,523	15,407	14,582	0	(60)	0	(60)	0	14,523	0	0	0	303	04/01/2020	1
31307C-OP-6	FREDDIE MAC FGOLD 15YR		06/01/2014	MBS PAYDOWN		322,024	322,024	327,056	322,346	0	(322)	0	(322)	0	322,024	0	0	0	3,192	06/01/2028	1
3132GL-JV-7	FGOLD 30 YR FHLMC		06/01/2014	MBS PAYDOWN		38,379	38,379	39,278	38,379	0	(1)	0	(1)	0	38,379	0	0	0	112	12/01/2041	1
3132HI-WG-2	FGOLD 30YR FHLMC		06/01/2014	MBS PAYDOWN		18,023	18,023	18,501	18,035	0	(12)	0	(12)	0	18,023	0	0	0	256	09/01/2042	1
3132HN-HD-4	FGOLD 30YR FHLMC		06/01/2014	MBS PAYDOWN		95,230	95,230	97,834	95,315	0	(85)	0	(85)	0	95,230	0	0	0	1,546	10/01/2042	1
3132HR-NC-0	FEDERAL HOME LOAN MTGE CO FHLMC		06/01/2014	MBS PAYDOWN		283,490	283,490	294,786	283,794	0	(303)	0	(303)	0	283,490	0	0	0	3,445	01/01/2043	1
3132J7-YE-6	FEDERAL HOME LOAN MTGE CO FHLMC		06/01/2014	MBS PAYDOWN		45,422	45,422	46,451	45,422	0	(1)	0	(1)	0	45,422	0	0	0	132	03/01/2043	1
3132J8-K2-5	FEDERAL HOME LOAN MTGE CO FHLMC		06/01/2014	MBS PAYDOWN		37,332	37,332	38,166	37,332	0	(1)	0	(1)	0	37,332	0	0	0	109	04/01/2043	1
3132J9-4X-3	FEDERAL HOME LOAN MTGE CO FHLMC		06/04/2014	VARIOUS		1,988,447	1,949,650	1,970,974	1,971,337	0	(867)	0	(867)	0	1,970,470	0	17,977	17,977	36,165	05/01/2043	1
3132M3-T6-4	FEDERAL HOME LOAN MTGE CO FHLMC		06/01/2014	MBS PAYDOWN		814	814	833	814	0	0	0	0	0	814	0	0	0	2	12/01/2043	1
3132M4-QZ-1	FEDERAL HOME LOAN MTGE CO FHLMC		06/01/2014	MBS PAYDOWN		62,884	62,884	65,419	62,884	0	(32)	0	(32)	0	62,884	0	0	0	658	01/01/2044	1
31336II-CP-2	FGOLD 15YR FHLMC		06/01/2014	MBS PAYDOWN		25,178	25,178	26,713	25,340	0	(162)	0	(162)	0	25,178	0	0	0	526	10/01/2020	1
3136A7-HB-1	FED NTL MTG ASSO 12-67-KG		06/01/2014	MBS PAYDOWN		40,640	40,640	42,768	40,640	0	0	0	0	0	40,640	0	0	0	119	02/01/2041	1
31371K-NX-5	FED NTL MTG ASSO FNMA		06/01/2014	MBS PAYDOWN		18,757	18,757	19,412	18,805	0	(49)	0	(49)	0	18,757	0	0	0	426	05/01/2017	1
3138EE-HB-8	FED NTL MTG ASSO FNMA 30YR		06/01/2014	MBS PAYDOWN		73,104	73,104	77,591	73,227	0	(123)	0	(123)	0	73,104	0	0	0	925	06/01/2042	1
3138EK-G7-4	FANNIE MAE FNMA		06/01/2014	MBS PAYDOWN		200,136	200,136	211,737	200,526	0	(390)	0	(390)	0	200,136	0	0	0	3,044	08/01/2042	1
3138EK-GE-9	FNMA 30YR TBA FNMA		06/01/2014	MBS PAYDOWN		109,859	109,859	114,081	109,969	0	(111)	0	(111)	0	109,859	0	0	0	1,535	12/01/2042	1
3138LV-2K-8	FED NTL MTG ASSO FNMA 30YR		06/01/2014	MBS PAYDOWN		70,683	70,683	74,924	70,878	0	(196)	0	(196)	0	70,683	0	0	0	1,130	07/01/2042	1
3138W1-4Q-7	FED NTL MTG ASSO 30YR		06/01/2014	MBS PAYDOWN		113,398	113,398	117,394	113,503	0	(105)	0	(105)	0	113,398	0	0	0	1,480	03/01/2043	1
3138W7-GF-5	FNMA 30YR TBA FNMA		06/01/2014	MBS PAYDOWN		200,889	200,889	194,187	200,701	0	188	0	188	0	200,889	0	0	0	2,509	03/01/2043	1
3138WP-JE-5	FNMA 15YR		06/01/2014	MBS PAYDOWN		155,947	155,947	162,928	156,341	0	(394)	0	(394)	0	155,947	0	0	0	1,637	04/01/2028	1
3138WU-SW-9	FED NTL MTG ASSO FNMA		06/01/2014	MBS PAYDOWN		19,972	19,972	20,759	19,990	0	(18)	0	(18)	0	19,972	0	0	0	312	06/01/2043	1
3138X2-F4-1	FED NTL MTG ASSO FNMA		06/01/2014	MBS PAYDOWN		243,435	243,435	246,782	243,592	0	(157)	0	(157)	0	243,435	0	0	0	2,647	08/01/2028	1
31392G-LZ-6	FED NTL MTG ASSO FNMA 02-94-HQ		06/01/2014	MBS PAYDOWN		79,208	79,208	83,664	79,802	0	(594)	0	(594)	0	79,208	0	0	0	1,480	01/25/2018	1
31396A-NX-9	FEDERAL HOME LOAN MTGE CO FHLMC		06/01/2014	MBS PAYDOWN		31,168	31,168	31,998	31,239	0	(72)	0	(72)	0	31,168	0	0	0	700	09/01/2035	1
31398V-TM-8	PH3859D: BA CMO		06/01/2014	MBS PAYDOWN		210,630	210,630	225,629	214,473	0	(3,843)	0	(3,843)	0	210,630	0	0	0	4,406	02/01/2039	1
31406Y-4E-7	FNMA 30YR FNMA		06/01/2014	MBS PAYDOWN		19,703	19,703	20,657	19,827	0	(124)	0	(124)	0	19,703	0	0	0	417	05/01/2035	1
31410F-Z2-4	FED NTL MTG ASSO FNMA		06/01/2014	MBS PAYDOWN		51															

STATEMENT AS OF JUNE 30, 2014 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)	
31418W-QP-8	FED NTL MTG ASSO FNMA		06/01/2014	MBS PAYDOWN CALLED SECURITY at 100.000		41,433	41,433	43,485	41,591	0	(158)	0	(158)	0	41,433	0	0	0	702	08/01/2025	1	
462590-JD-3	IOWA STUDENT LN LIQUIDITY CORP		06/02/2014	100.000		225,000	225,000	225,000	225,000	0	0	0	0	0	225,000	0	0	0	5,203	12/01/2019	1FE	
649876-G2-9	NY STATE LOCAL GOVT ASSISTANCE		04/01/2014	MATURITY		2,475,000	2,475,000	2,845,780	2,497,907	0	(22,907)	0	(22,907)	0	2,475,000	0	0	0	61,875	04/01/2014	1FE	
3199999	Subtotal - Bonds - U.S. Special Revenues					9,638,182	9,599,385	10,202,397	9,437,358	0	(42,663)	0	(42,663)	0	9,620,205	0	17,977	17,977	185,351	XXX	XXX	
05946X-BV-4	BANK OF AMERICA FDG CO 2003-1		06/20/2014	100.000 CALLED SECURITY at		88	88	89	89	0	(2)	0	(2)	0	88	0	0	0	2	05/20/2033	1FM	
059500-AD-0	BACM_06-3 CMBS		06/10/2014	100.000 CALLED SECURITY at		4,970	4,970	5,573	5,563	0	(592)	0	(592)	0	4,970	0	0	0	122	07/10/2044	1FM	
07388R-AF-4	BEAR STEARNS CO. CMBS		06/12/2014	100.000 CALLED SECURITY at		2,148	2,148	2,376	2,375	0	(227)	0	(227)	0	2,148	0	0	0	48	02/01/2044	1FE	
20173M-AE-0	GCCFC_06-GG7 CMBS		06/12/2014	100.000 CALLED SECURITY at		48,538	48,538	56,085	55,929	0	(7,391)	0	(7,391)	0	48,538	0	0	0	1,297	07/01/2038	1FM	
20173W-AF-5	QMLTI CMBS		06/10/2014	100.000 CALLED SECURITY at		15,858	15,858	18,010	17,992	0	(2,135)	0	(2,135)	0	15,858	0	0	0	452	12/01/2049	1FE	
21079U-AB-1	CONTINENTAL AIRLINES CORPORATE		05/12/2014	100.000 CALLED SECURITY at		46,916	46,916	49,262	48,184	0	(1,268)	0	(1,268)	0	46,916	0	0	0	2,170	05/10/2017	3FE	
247361-ZH-4	DELTA AIR LINES INC CORPORATE		05/23/2014	100.000 CALLED SECURITY at		147,503	147,503	147,503	147,503	0	0	0	0	0	147,503	0	0	0	3,651	11/23/2019	2FE	
46629Y-AC-3	JPMORGAN CHASE 07-CB18 CMBS		06/12/2014	100.000 CALLED SECURITY at		39,171	39,171	44,729	44,668	0	(5,497)	0	(5,497)	0	39,171	0	0	0	1,065	06/01/2047	1FM	
46630J-AC-3	JP MORGAN CHASE CMBS		06/16/2014	100.000 CALLED SECURITY at		155,833	155,833	179,123	178,796	0	(22,963)	0	(22,963)	0	155,833	0	0	0	3,524	01/01/2049	1FM	
46632H-AG-6	JPMCC_07-LD12 CMBS		06/16/2014	100.000 CALLED SECURITY at		1,417	1,417	1,614	1,613	0	(196)	0	(196)	0	1,417	0	0	0	47	02/01/2051	1FE	
50179A-AE-7	LB-UBS CMBS 2007-C1		06/17/2014	100.000 CALLED SECURITY at		13,117	13,117	14,541	14,491	0	(1,375)	0	(1,375)	0	13,117	0	0	0	292	02/11/2040	1FM	
50180J-AD-7	LBUBS 07-C2 CMBS		06/17/2014	100.000 CALLED SECURITY at		3,219	3,219	3,506	3,504	0	(286)	0	(286)	0	3,219	0	0	0	72	02/15/2040	1FM	
60687V-AF-2	MLCFC_06-3 CMBS		06/12/2014	100.000 CALLED SECURITY at		4,605	4,605	5,077	5,075	0	(470)	0	(470)	0	4,605	0	0	0	104	07/01/2046	1FE	
61750W-AS-2	MSC-99 CMBS		06/16/2014	100.000 CALLED SECURITY at		57,404	57,404	63,203	63,165	0	(5,761)	0	(5,761)	0	57,404	0	0	0	1,074	12/01/2043	1FE	
61751N-AB-8	MSC_07-HQ11		06/13/2014	VARIOUS		3,158	3,158	3,455	3,360	0	(202)	0	(202)	0	3,158	0	0	0	71	02/01/2044	1FE	
795770-AN-6	SALTON SEA FUNDING CORP CORPORATE		05/30/2014	100.000 CALLED SECURITY at		3,042	3,042	3,414	3,209	0	(167)	0	(167)	0	3,042	0	0	0	114	11/30/2018	3FE	
90345K-AA-8	US AIRWAYS GROUP INC CORPORATE		04/22/2014	100.000 CALLED SECURITY at		20,175	20,175	20,175	20,175	0	0	0	0	0	20,175	0	0	0	630	10/22/2024	2FE	
912828-SW-1	UNITED STATES TREASURY TREAS BILL		05/31/2014	VARIOUS		50,000,000	50,000,000	50,009,400	0	0	(9,400)	0	(9,400)	0	50,000,000	0	0	0	62,500	05/30/2014	1	
92978P-AF-6	WBCMT 03 CMBS		06/17/2014	100.000 CALLED SECURITY at		1,505	1,505	1,658	1,657	0	(152)	0	(152)	0	1,505	0	0	0	33	11/01/2048	1FE	
92769X-AC-9	VIRGIN MEDIA FINANCE CORPORATE	F	05/22/2014	106.085 CALLED SECURITY at		954,763	900,000	886,392	892,173	0	62,590	0	62,590	0	954,763	0	0	0	0	01/15/2018	3FE	
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					51,523,430	51,468,667	51,515,185	1,509,521	0	4,506	0	4,506	0	51,523,430	0	0	0	77,268	XXX	XXX	
8399997	Total - Bonds - Part 4					69,460,655	68,742,135	69,935,258	12,627,694	0	(46,392)	0	(46,392)	0	69,295,195	0	165,460	165,460	370,035	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					69,460,655	68,742,135	69,935,258	12,627,694	0	(46,392)	0	(46,392)	0	69,295,195	0	165,460	165,460	370,035	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

E05.1

STATEMENT AS OF JUNE 30, 2014 OF THE Humana Health Plan, Inc.

SCHEDULE D - PART 4

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

1 CUSIP Ident- ification	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change In Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Con- tractual Maturity Date	22 NAIC Desig- nation or Market In- dicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amor- tization)/ Accretion	13 Other Than Temporary Impairment Recog- nized	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value							
9899999. Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999 - Totals						69,460,655	XXX	69,935,258	12,627,694	0	(46,392)	0	(46,392)	0	69,295,195	0	165,460	165,460	370,035	XXX	XXX

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

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 - Pledged By
N O N E

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged To
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 JUNE 30, 2014 OF THE Humana Health Plan, Inc.

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
Citibank New Castle , DE		0.000	0	0	6,892,680	2,856,600	8,894,033	.XXX.
WELLS FARGO Atlanta , GA		0.000	0	0	(17,607,187)	(20,053,532)	(20,482,039)	.XXX.
WELLS FARGO Atlanta , GA		0.000	0	0	(2,105,352)	(1,771,182)	(1,991,615)	.XXX.
JP Morgan Chase New York , NY		0.000	0	0	3,078,441	52,068,528	1,935,977	.XXX.
KENTUCKY BANK CERTIFICATE OF DEPOSIT		0.350	0	0	250,000	250,000	0	.XXX.
COMMUNITY T&B CO CERTIFICATE OF DEPOSIT		0.300	0	0	250,000	250,000	0	.XXX.
COMMONWEALTH BANK & TRUST CERTIFICATE OF DEPOSIT		0.100	0	0	250,000	250,000	0	.XXX.
CENTRAL BANK CERTIFICATE OF DEPOSIT		0.250	103	49	250,000	250,000	250,000	.XXX.
KENTUCKY BANK CERTIFICATE OF DEPOSIT		0.350	0	73	0	0	250,000	.XXX.
COMMUNITY T&B CO CERTIFICATE OF DEPOSIT		0.300	0	17	0	0	250,000	.XXX.
COMMONWEALTH BANK & TRUST CERTIFICATE OF DEPOSIT		0.100	0	2	0	0	250,000	.XXX.
INTEREST RECEIVED DURING QUARTER ON DISPOSED HOLDINGS		0.000	520	0	0	0	0	.XXX.
0199998. Deposits in ... 0 depositories that do not exceed the allowable limit in any one depository (See instructions) - Open Depositories	XXX	XXX	0	0	0	0	0	XXX
0199999. Totals - Open Depositories	XXX	XXX	623	141	(8,741,418)	34,100,414	(10,643,645)	XXX
0299998. Deposits in ... 0 depositories that do not exceed the allowable limit in any one depository (See instructions) - Suspended Depositories	XXX	XXX	0	0	0	0	0	XXX
0299999. Totals - Suspended Depositories	XXX	XXX	0	0	0	0	0	XXX
0399999. Total Cash on Deposit	XXX	XXX	623	141	(8,741,418)	34,100,414	(10,643,645)	XXX
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX	0	0	0	XXX
0599999. Total - Cash	XXX	XXX	623	141	(8,741,418)	34,100,414	(10,643,645)	XXX

