



HEALTH QUARTERLY STATEMENT

AS OF SEPTEMBER 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 [] 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>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>Michael Lester Cotton # Vice President</u>	<u>Steven James DeRaleau President, HumanaONE</u>	<u>Mark Sobhi El-Tawil VP & Div. Leader - Western Div.</u>
<u>Jeffrey Carl Fernandez VP & Div. Leader - Central Div.</u>	<u>Gerald Lawrence Ganoni # Pres. and VP, Small Business & Large Group</u>	<u>Roy Goldman Ph.D VP & Chief Actuary</u>
<u>Charles Frederic Lambert III Vice President</u>	<u>Brian Phillip LeClaire Sr. VP & Chief Info Officer</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 - Southeastern Div.</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 Seg. VP & President, Medicare</u>
<u>Donald Hank Robinson # Vice President - Tax</u>	<u>Debra Anne Smith VP-Sr.Prod Strategy & Prod Dev</u>	<u>Joseph Christopher Ventura Assistant Corporate Secretary</u>
<u>Timothy Alan Wheatley President - Retail Segment</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
7th day of November 2014

- a. Is this an original filing? Yes [] 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 SEPTEMBER 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	632,261,406	0	632,261,406	570,084,505
2. Stocks:				
2.1 Preferred stocks	0	0	0	0
2.2 Common stocks	29,149,832	0	29,149,832	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 (\$(11,331,882)), cash equivalents (\$89,998,898) and short-term investments (\$21,816,727)	100,483,743	0	100,483,743	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	535,000	0	535,000	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)	790,029,981	0	790,029,981	672,848,669
13. Title plants less \$0 charged off (for Title insurers only)	0	0	0	0
14. Investment income due and accrued	5,033,121	0	5,033,121	4,642,733
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	42,075,225	2,470,686	39,604,539	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	74,421,408	0	74,421,408	49,427,462
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	11,205,793	0	11,205,793	0
16.2 Funds held by or deposited with reinsured companies	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts	636,338	0	636,338	1,619,057
17. Amounts receivable relating to uninsured plans	53,573,960	4,905	53,569,055	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	76,413	73,928	2,485	24,125
21. Furniture and equipment, including health care delivery assets (\$0)	5,586,631	5,586,631	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	12,593,451	0	12,593,451	0
24. Health care (\$29,419,837) and other amounts receivable	50,713,247	20,202,495	30,510,752	18,760,533
25. Aggregate write-ins for other than invested assets	82,734,849	82,726,028	8,821	21,104
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	1,199,550,580	181,934,836	1,017,615,744	811,647,433
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28. Total (Lines 26 and 27)	1,199,550,580	181,934,836	1,017,615,744	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	66,369,799	66,369,799	0	0
2502. Prepaid Commissions	10,771,559	10,771,559	0	0
2503. Provider Contracts	3,040,579	3,040,579	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	2,552,912	2,544,091	8,821	21,104
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	82,734,849	82,726,028	8,821	21,104

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ 69,227,342 reinsurance ceded)	417,262,571	20,764,798	438,027,369	319,161,025
2. Accrued medical incentive pool and bonus amounts	1,453,265	0	1,453,265	142,557
3. Unpaid claims adjustment expenses	7,179,339	0	7,179,339	5,862,896
4. Aggregate health policy reserves, including the liability of \$ 1,810,048 for medical loss ratio rebate per the Public Health Service Act	22,411,183	0	22,411,183	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	134,316	6,684	141,000	161,000
8. Premiums received in advance	17,390,309	0	17,390,309	10,334,806
9. General expenses due or accrued	24,800,811	0	24,800,811	7,889,368
10.1 Current federal and foreign income tax payable and interest thereon (including \$ 50,151 on realized gains (losses))	9,219,946	0	9,219,946	0
10.2 Net deferred tax liability	0	0	0	0
11. Ceded reinsurance premiums payable	896,875	0	896,875	409,836
12. Amounts withheld or retained for the account of others	0	0	0	0
13. Remittances and items not allocated	2,614,274	0	2,614,274	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	0	0	0	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, \$ 100,238,762 unauthorized reinsurers and \$ 0 certified reinsurers)	100,238,762	0	100,238,762	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	26,993,718	0	26,993,718	17,258,524
23. Aggregate write-ins for other liabilities (including \$ 2,204,413 current)	2,204,413	0	2,204,413	150,584
24. Total liabilities (Lines 1 to 23)	632,799,782	20,771,482	653,571,264	432,403,260
25. Aggregate write-ins for special surplus funds	XXX	XXX	75,073,154	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	(319,532,051)	(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	364,044,480	379,244,173
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	1,017,615,744	811,647,433
DETAILS OF WRITE-INS				
2301. OPM Contract Reserves	1,650,929	0	1,650,929	0
2302. Medicare Risk Adjustment Premium Payable	553,484	0	553,484	150,584
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)	2,204,413	0	2,204,413	150,584
2501. Special Surplus - Projected 2015 ACA Fee Assessment	XXX	XXX	75,073,154	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	75,073,154	0
3001.	XXX	XXX	0	0
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	6,590,824	5,102,706	6,847,876
2. Net premium income (including \$0 non-health premium income)	XXX	3,645,888,768	2,771,145,678	3,683,105,426
3. Change in unearned premium reserves and reserve for rate credits	XXX	6,871,403	2,187,475	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	3,652,760,171	2,773,333,153	3,694,249,367
Hospital and Medical:				
9. Hospital/medical benefits	143,008,696	2,895,689,491	2,106,960,497	2,805,528,785
10. Other professional services	0	70,728,490	12,178,850	14,901,186
11. Outside referrals	0	0	0	0
12. Emergency room and out-of-area	4,969,387	79,610,014	55,229,154	105,226,956
13. Prescription drugs	0	380,261,753	258,109,594	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	179,485	(737,746)	(737,746)
16. Subtotal (Lines 9 to 15)	147,978,083	3,426,469,233	2,431,740,349	3,260,179,022
Less:				
17. Net reinsurance recoveries	0	304,167,405	65,640,216	81,908,122
18. Total hospital and medical (Lines 16 minus 17)	147,978,083	3,122,301,828	2,366,100,133	3,178,270,900
19. Non-health claims (net)	0	0	0	0
20. Claims adjustment expenses, including \$128,273,456 cost containment expenses	0	129,899,951	154,326,470	173,071,151
21. General administrative expenses	0	421,708,439	274,942,746	421,461,917
22. Increase in reserves for life and accident and health contracts (including \$0 increase in reserves for life only)	0	(747,304)	3,781,010	(1,429,861)
23. Total underwriting deductions (Lines 18 through 22)	147,978,083	3,673,162,914	2,799,150,359	3,771,374,107
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(20,402,743)	(25,817,206)	(77,124,740)
25. Net investment income earned	0	14,866,394	12,748,095	17,392,542
26. Net realized capital gains (losses) less capital gains tax of \$232,283	0	431,383	580,365	1,129,210
27. Net investment gains (losses) (Lines 25 plus 26)	0	15,297,777	13,328,460	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	4,647	214,780	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	(5,100,319)	(12,273,966)	(58,384,787)
31. Federal and foreign income taxes incurred	XXX	33,119,593	5,637,271	(19,857,862)
32. Net income (loss) (Lines 30 minus 31)	XXX	(38,219,912)	(17,911,237)	(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	4,647	214,780	218,201
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	4,647	214,780	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	(38,219,912)	(17,911,237)	(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	4,116	(699,108)	(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	23,016,103	10,036,420	(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	(2,427)	(2,427)
48. Net change in capital & surplus (Lines 34 to 47)	(15,199,693)	(8,576,352)	71,302,397
49. Capital and surplus end of reporting period (Line 33 plus 48)	364,044,480	299,365,424	379,244,173
DETAILS OF WRITE-INS			
4701. Correction of Prior Period	0	(2,427)	(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	(2,427)	(2,427)

STATEMENT AS OF SEPTEMBER 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	3,609,495,376	2,757,287,170	3,650,513,213
2. Net investment income	18,067,511	16,066,664	22,189,509
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	3,627,562,887	2,773,353,834	3,672,702,722
5. Benefit and loss related payments	3,026,028,680	2,296,968,525	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	557,075,594	419,062,465	596,266,960
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$477,664 tax on capital gains (losses)	(1,067,671)	(940,838)	(4,250,889)
10. Total (Lines 5 through 9)	3,582,036,603	2,715,090,152	3,721,647,092
11. Net cash from operations (Line 4 minus Line 10)	45,526,284	58,263,682	(48,944,370)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	106,846,643	138,761,502	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	8,408	2,984	6,728
12.7 Miscellaneous proceeds	1,303,150	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	108,158,201	138,764,486	205,858,786
13. Cost of investments acquired (long-term only):			
13.1 Bonds	172,010,300	235,489,448	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)	172,010,300	235,989,448	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)	(63,852,099)	(97,224,962)	(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)	74,578,751	32,505,311	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)	74,578,751	32,505,311	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)	56,252,936	(6,455,969)	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)	100,483,743	15,120,750	44,230,807

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

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STATEMENT AS OF SEPTEMBER 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	774,836	49,163	172,758	0	18,220	26,616	21,472	396,593	90,014	0
5. Current Year	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months	6,590,824	418,586	1,571,830	0	148,623	216,891	194,351	3,409,775	630,768	0
Total Member Ambulatory Encounters for Period:										
7. Physician	6,276,861	169,964	846,926	0	0	0	149,259	5,093,840	16,872	0
8. Non-Physician	2,695,395	61,093	283,548	0	0	0	63,778	2,280,059	6,917	0
9. Total	8,972,256	231,057	1,130,474	0	0	0	213,037	7,373,899	23,789	0
10. Hospital Patient Days Incurred	732,733	6,420	34,235	0	0	0	8,019	682,679	1,380	0
11. Number of Inpatient Admissions	86,314	1,188	6,244	0	0	0	1,087	77,630	165	0
12. Health Premiums Written (a)	3,978,134,677	96,642,880	515,032,140	0	2,197,772	3,797,030	100,040,933	2,882,287,544	378,062,637	73,741
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	3,985,006,080	97,583,258	520,930,045	0	2,197,772	3,797,030	100,040,933	2,882,320,664	378,062,637	73,741
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services.....	3,260,922,768	78,299,718	319,303,649	0	1,389,801	2,529,328	171,327,620	2,437,191,510	250,881,295	(153)
18. Amount Incurred for Provision of Health Care Services	3,426,469,233	95,806,761	320,480,288	0	1,389,801	2,550,996	171,521,867	2,515,506,689	319,212,988	(157)

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$2,882,287,544

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)	56,904,425	329,493,150	2,049,373	71,070,440	58,953,798	59,728,652
2. Medicare Supplement	0	0	0	0	0	0
3. Dental Only	677,283	1,852,045	6,737	232,482	684,020	217,551
4. Vision Only	0	1,389,801	0	0	0	0
5. Federal Employees Health Benefits Plan	9,968,323	161,359,297	1,350,577	9,832,366	11,318,900	10,577,847
6. Title XVIII - Medicare	213,703,418	2,224,619,315	4,806,388	332,702,076	218,509,806	248,797,975
7. Title XIX - Medicaid	0	15,234,875	0	16,117,930	0	0
8. Other health	0	(153)	0	0	0	0
9. Health subtotal (Lines 1 to 8)	281,253,449	2,733,948,330	8,213,075	429,955,294	289,466,524	319,322,025
10. Healthcare receivables (a)	0	28,437,933	0	0	0	16,512,153
11. Other non-health	0	0	0	0	0	0
12. Medical incentive pools and bonus amounts	0	(1,131,223)	0	1,453,265	0	142,557
13. Totals (Lines 9-10+11+12)	281,253,449	2,704,379,174	8,213,075	431,408,559	289,466,524	302,952,429

(a) Excludes \$ 19,379,687 loans or advances to providers not yet expensed.

STATEMENT AS OF September 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 Commonwealth of Kentucky Department of Insurance.

The Commonwealth of 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	\$ (38,219,912)	\$ (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>(38,219,912)</u>	\$ <u>(38,526,925)</u>
Surplus			
5. Humana Health Plan, Inc. Kentucky basis	KY	\$ 364,044,480	\$ 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>364,044,480</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 September 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) Not Applicable.
- (9) Not Applicable.
- (10)-(11) The estimates of future medical benefit payments are developed using actuarial methods and assumptions based upon claim payment patterns, medical cost inflation, historical development such as claim inventory levels and claim receipt patterns, and other relevant factors. Corresponding administrative costs to process outstanding claims are estimated and accrued. Estimates of future payments relating to services incurred in the current and prior periods are continually reviewed by management and adjusted as necessary.

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

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

- (12) The Company does not hold 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

On April 30, 2008, the Company acquired UnitedHealth Group's Las Vegas, Nevada individual SecureHorizons Medicare Advantage HMO customer and provider contracts, or SecureHorizons, for cash consideration of approximately \$185.3 million. In accordance with SSAP No. 20, Nonadmitted Assets, the \$185.3 million of intangible assets were recorded as nonadmitted assets. Goodwill amortization expense relating to the purchase of SecureHorizons was \$13.9 million for the quarter ended September 30, 2014.

B. Statutory Merger

Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

C. Assumption Reinsurance

Not Applicable.

D. Impairment Loss

Not Applicable.

4. Discontinued Operations

Not Applicable.

5. Investments

A. Mortgage Loans, Including Mezzanine Real Estate Loans

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 September 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 September 30, 2014:

(a) The aggregate amount of unrealized losses:

1. Less than 12 Months	\$	(669,326)
2. 12 Months or Longer	\$	(4,625,029)

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

1. Less than 12 Months	\$	69,109,527
2. 12 Months or Longer	\$	100,694,103

The unrealized losses at September 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 September 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	16,983,580	16,009,445	974,135	16,983,580	1.42%	1.67%
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	16,983,580	16,009,445	974,135	16,983,580	1.42%	1.67%

(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 September 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 September 30, 2014, the Company reported approximately \$12.6 million due from 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 September 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 \$4,116.
- (11) Not Applicable.
- (12) Not Applicable.
- (13) Not Applicable.

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 September 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 September 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	\$ (12,314,883)	\$ -	\$ (12,314,883)
b. Total net other income or expenses (including interest paid to or received from plans)	\$ (2,776,619)	\$ -	\$ (2,776,619)
c. Net gain or (loss) from operations	\$ (15,091,501)	\$ -	\$ (15,091,501)
d. Total claim payment volume	\$ 1,133,988,513	\$ -	\$ 1,133,988,513

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 September 30, 2014 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

- (2) As of September 30, 2014, the Company has recorded a receivable from CMS of approximately \$38.2 million related to the cost share and reinsurance components of administered Medicare products. As of September 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	\$ 2,572,820
Trihealth	1,258,279
Covenant Health	987,362

- (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.

20. Fair Value Measurements

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

	Level 1	Level 2	Level 3	Total
Assets				
Corporate debt securities	\$ -	\$ 881,509	\$ -	\$ 881,509
Total invested assets	\$ -	\$ 881,509	\$ -	\$ 881,509

- (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 September 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 September 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.

NOTES TO THE FINANCIAL STATEMENTS

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.

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 September 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	\$ 4,095,201
Liabilities	
2. Risk adjustment user fees payable for ACA Risk Adjustment	\$ 162,106
3. Premium adjustments payable due to ACA Risk Adjustment	\$ 777,328
Operations (Revenue & Expenses)	
4. Reported as revenue in premium for accident and health contracts (written/collected) due to ACA Risk Adjustment	\$ 3,317,874
5. Reported in expenses as ACA risk adjustment user fees (incurred/paid)	\$ 162,106

b. Transitional ACA Reinsurance Program

Assets	
1. Amounts recoverable for claims paid due to ACA Reinsurance	\$ 9,240,321
2. Amounts receivable relating to uninsured plans for contributions for ACA Reinsurance	\$ -
Liabilities	
3. Amounts recoverable for claims unpaid due to ACA Reinsurance	\$ 5,050,592
4. Liabilities for contributions payable due to ACA Reinsurance - not reported as ceded premium	\$ 10,758,153
5. Ceded reinsurance premiums payable due to ACA Reinsurance	\$ 756,714
6. Liabilities for amounts held under uninsured plans contributions for ACA Reinsurance	\$ 6,339,100
Operations (Revenue & Expenses)	
7. Ceded reinsurance premiums due to ACA Reinsurance	\$ 756,714
8. Reinsurance recoveries (income statement) due to ACA Reinsurance payments or expected payments	\$ 14,290,913
9. ACA Reinsurance contributions - not reported as ceded premium	\$ 10,758,153

c. Temporary ACA Risk Corridors Program

Assets	
1. Accrued retrospective premium due to ACA Risk Corridors	\$ 4,521,638
Liabilities	
2. Reserve for rate credits or policy experience rating refunds due to ACA Risk Corridors	\$ -
Operations (Revenue & Expenses)	
3. Effect of ACA Risk Corridors on net premium income	\$ 4,521,638
4. Effect of ACA Risk Corridors on change in reserves for rate credits	\$ -

22. Events Subsequent

The Company is not aware of any events occurring subsequent to the close of the books for this statement which may have a material effect on its financial condition. Subsequent events have been considered through November 11, 2014 for the statutory statement issued on November 11, 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)

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

NOTES TO THE FINANCIAL STATEMENTS

- (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)

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. The Company estimates accrued retrospective premium adjustments for its Commercial business based on experience to date, knowledge of the marketplace, and the terms of the risk corridors program with HHS.
- B. The Company records accrued retrospective premium as an adjustment to earned premiums.
- C. The amount of net premiums written by the Company at September 30, 2014 that are subject to retrospective rating features was approximately \$3.0 billion that represented 82.58 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	\$ (363,938)	\$ (3,269,496)	\$ 211,795	\$ -	\$ (3,421,639)
Medical loss ratio rebates paid	527,211	1,632,114	1,242,796	-	3,402,121
Medical loss rebates unpaid	-	117,906	1,692,142	-	1,810,048
Plus reinsurance assumed amounts	-	-	-	-	-
Less reinsurance ceded amounts	-	-	-	-	-
Rebates unpaid net of reinsurance	\$ -	\$ -	\$ -	\$ -	\$ 1,810,048

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2013 were \$322.2 million. As of September 30, 2014, \$283.8 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$8.3 million as a result of reestimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$30.1 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.

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

NOTES TO THE FINANCIAL STATEMENTS

27. Structured Settlements

The Company has no structured settlements.

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

Quarter	Estimate Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Billed or Otherwise Confirmed	Actual Rebates Received Within 90 Days of Billing	Actual Rebates Received Within 91 to 180 Days of Billing	Actual Rebates Received More than 181 Days after Billing
9/30/2014	\$ 30,131,551	30,131,551	-	-	-
6/30/2014	\$ 30,632,141	30,632,141	30,263,792	-	-
3/31/2014	\$ 30,401,818	30,401,818	29,400,975	546,383	-
12/31/2013	\$ 16,836,020	\$ 16,836,020	\$ 16,345,008	\$ 426,659	\$ 64,353
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

Not Applicable.

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 September 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. 09/24/2010
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 09/24/2010
- 6.4 By what department or departments?
Commonwealth of Kentucky Department of Insurance
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [X] No [] N/A []
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] N/A []
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]
- 7.2 If yes, give full information:
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC

GENERAL INTERROGATORIES

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes No
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended? Yes No
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
Revised based on general policy and regulatory changes
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes No
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes No
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$ 12,593,451

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes No
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$ 0
13. Amount of real estate and mortgages held in short-term investments: \$ 0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes No
- 14.2 If yes, please complete the following:
- | | 1
Prior Year-End
Book/Adjusted
Carrying Value | 2
Current Quarter
Book/Adjusted
Carrying Value |
|---|--|---|
| 14.21 Bonds | \$ 0 | \$ 0 |
| 14.22 Preferred Stock | \$ 0 | \$ 0 |
| 14.23 Common Stock | \$ 29,233,357 | \$ 29,149,832 |
| 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 | \$ 29,149,832 |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above | \$ 0 | \$ 0 |
- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes No
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes No
- If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2\$0
 - 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2\$0
 - 16.3 Total payable for securities lending reported on the liability page\$0

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

1 Name of Custodian(s)	2 Custodian Address
JP Morgan Chase	4 Metro Tech Center, 16th Floor Mail Code: NY1-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 percent89.0 %
1.2 A&H cost containment percent3.5 %
1.3 A&H expense percent excluding cost containment expenses11.6 %

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	307,284	102,236,596	0	0	0	0	102,543,880	0	
2. Alaska AK	N	0	0	0	0	0	0	0	0	
3. Arizona AZ	L	40,284,958	270,181,976	0	7,757,359	0	0	318,224,293	0	
4. Arkansas AR	L	919,076	200,556,787	0	0	0	0	201,475,863	0	
5. California CA	N	0	0	0	0	0	0	0	0	
6. Colorado CO	L	85,103,042	106,175,635	0	0	0	0	191,278,677	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	209,411	20,997,501	0	0	0	0	21,206,912	0	
14. Illinois IL	L	77,936,886	346,399,850	23,813,367	65,185,640	0	0	513,335,743	0	
15. Indiana IN	L	14,362,385	117,740,854	0	0	0	0	132,103,239	0	
16. Iowa IA	N	0	0	0	0	0	0	0	0	
17. Kansas KS	L	3,192,468	133,183,394	0	20,906,933	0	0	157,282,795	0	
18. Kentucky KY	L	340,253,320	103,115,250	336,339,813	5,491,703	0	0	785,200,086	0	
19. Louisiana LA	N	0	0	0	0	0	0	0	0	
20. Maine ME	N	0	0	0	0	0	0	0	0	
21. Maryland MD	N	0	0	0	0	0	0	0	0	
22. Massachusetts MA	N	0	0	0	0	0	0	0	0	
23. Michigan MI	N	0	0	0	0	0	0	0	0	
24. Minnesota MN	N	0	0	0	0	0	0	0	0	
25. Mississippi MS	N	0	0	0	0	0	0	0	0	
26. Missouri MO	L	2,406,597	264,585,956	0	(3,905)	0	0	266,988,648	0	
27. Montana MT	N	0	0	0	0	0	0	0	0	
28. Nebraska NE	L	126,618	32,005,631	0	0	0	0	32,132,249	0	
29. Nevada NV	L	3,371,238	390,252,316	0	0	0	0	393,623,554	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	(14,944)	29,690,932	0	0	0	0	29,675,988	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	L	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	712,941	249,699,236	0	0	0	0	250,412,177	0	
42. South Dakota SD	N	0	0	0	0	0	0	0	0	
43. Tennessee TN	L	47,258,498	0	0	703,203	0	0	47,961,701	0	
44. Texas TX	L	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	449,621	378,876,128	17,909,457	0	0	0	397,235,206	0	
48. Washington WA	L	864,164	136,589,502	0	0	0	0	137,453,666	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	617,743,563	2,882,287,544	378,062,637	100,040,933	0	0	3,978,134,677	0	
60. Reporting Entity Contributions for Employee Benefit Plans	XXX	0	0	0	0	0	0	0	0	
61. Totals (Direct Business)	(a) 20	617,743,563	2,882,287,544	378,062,637	100,040,933	0	0	3,978,134,677	0	
DETAILS OF WRITE-INS										
58001.	XXX									
58002.	XXX									
58003.	XXX									
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0	
58999. Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX	0	0	0	0	0	0	0	0	

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

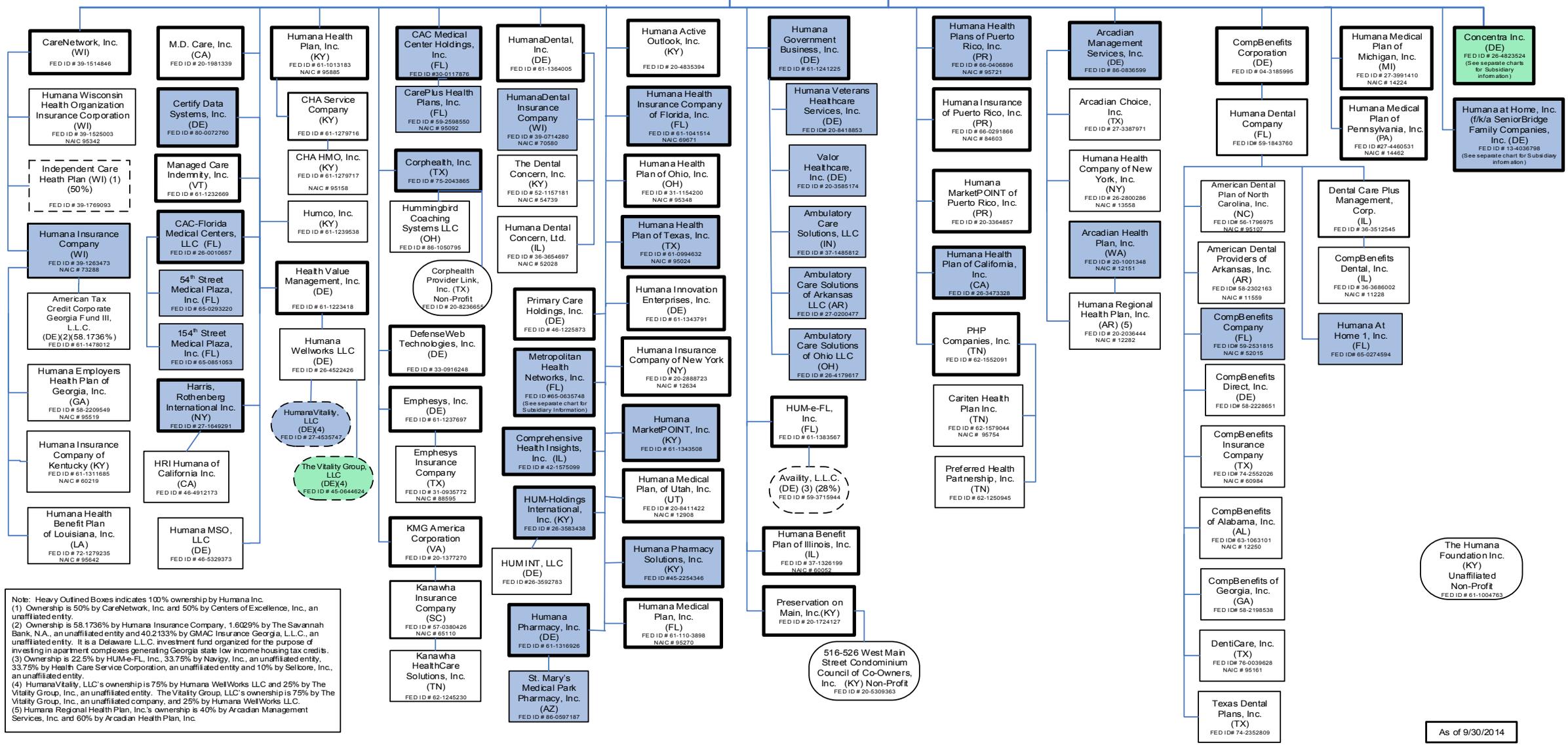
(a) Insert the number of L responses except for Canada and Other Alien.

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

Humana Inc.
(DE)
FED ID # 61-0647538

Blue boxes indicate companies with employees

Green boxes indicate companies with employees not on Humana payroll



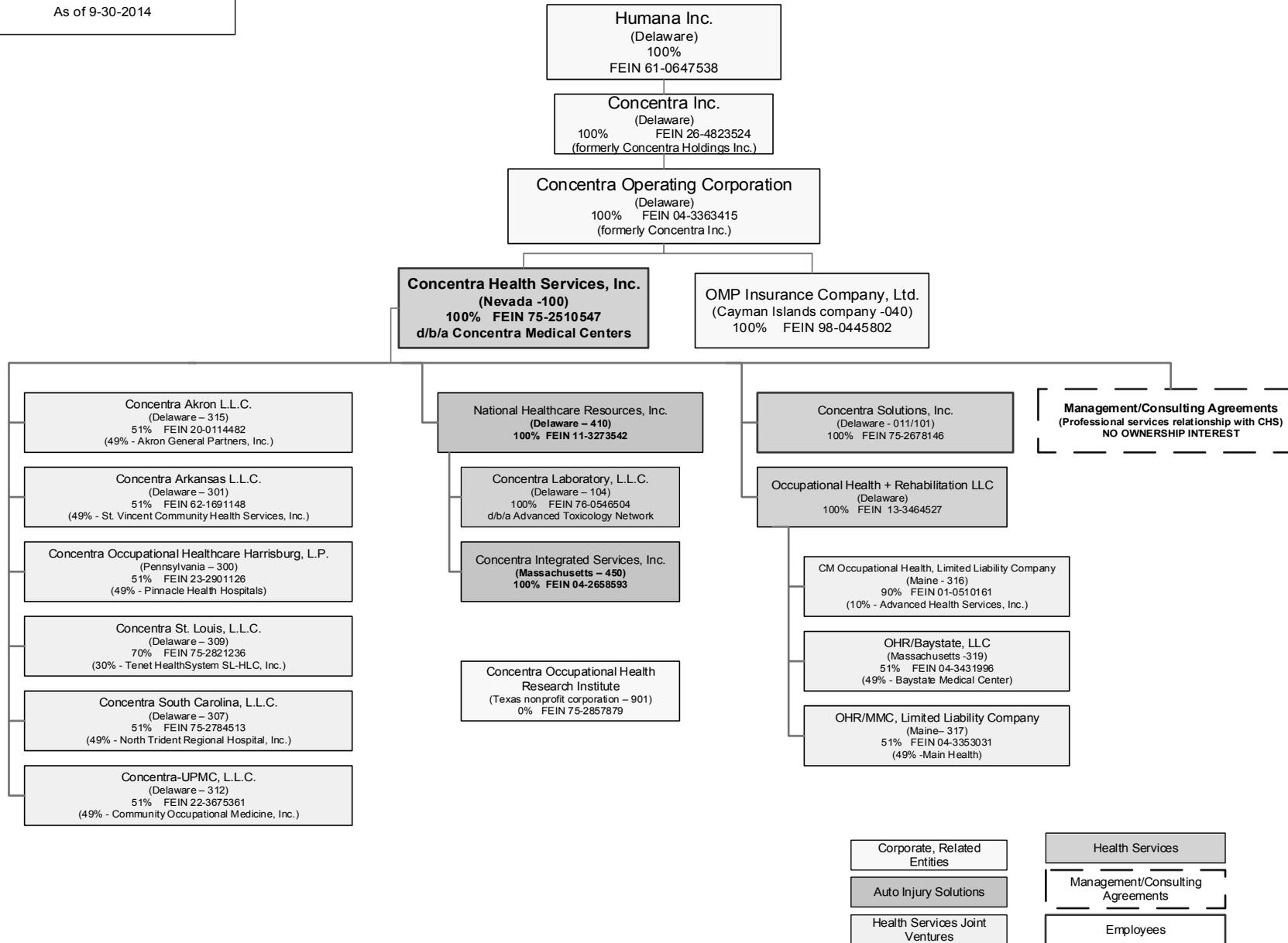
15

The Humana Foundation Inc. (KY)
Unaffiliated Non-Profit
FED ID # 61-1004783

As of 9/30/2014

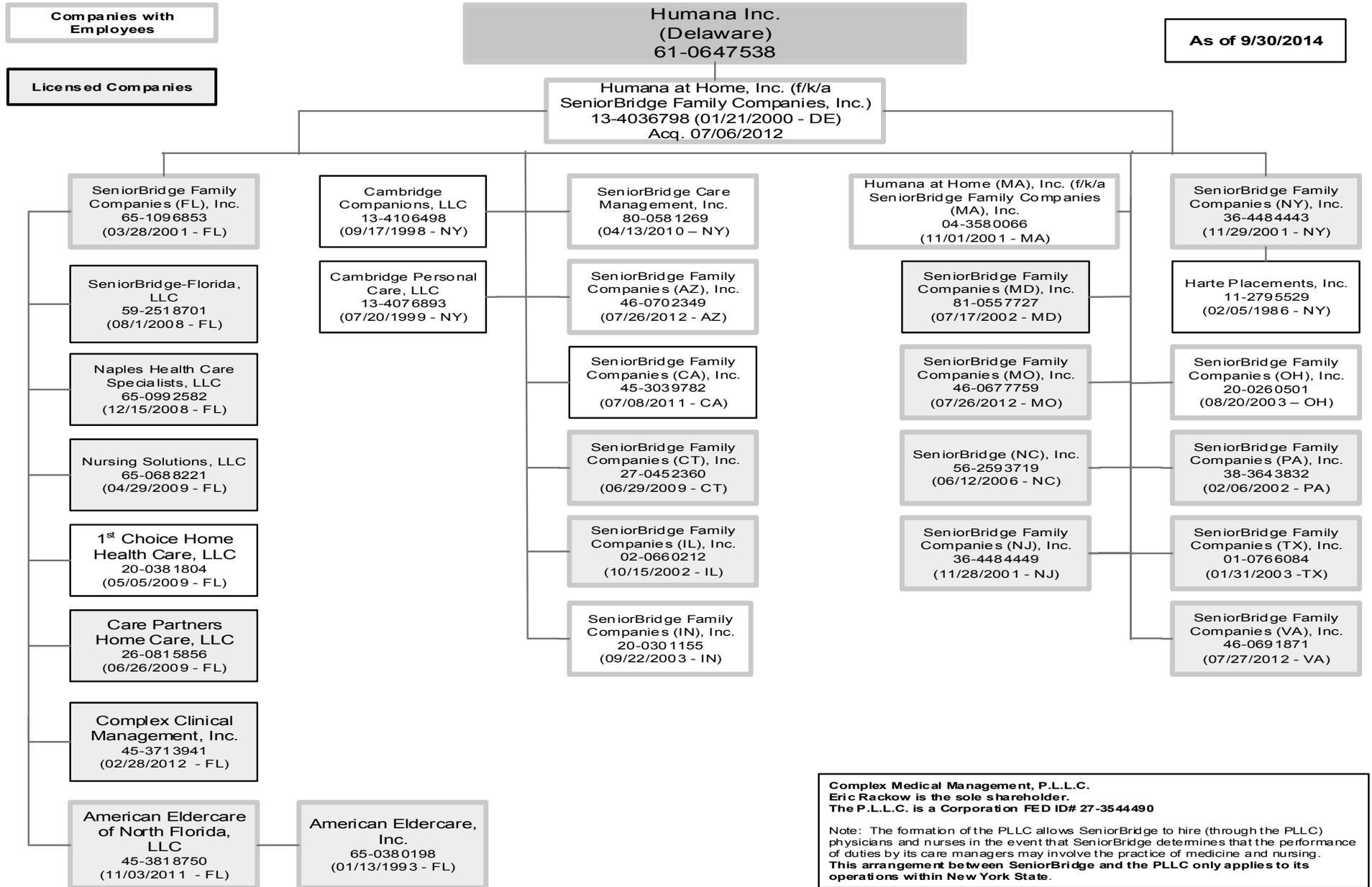
STATEMENT AS OF SEPTEMBER 30, 2014 OF THE Humana Health Plan, Inc.

As of 9-30-2014



15.1

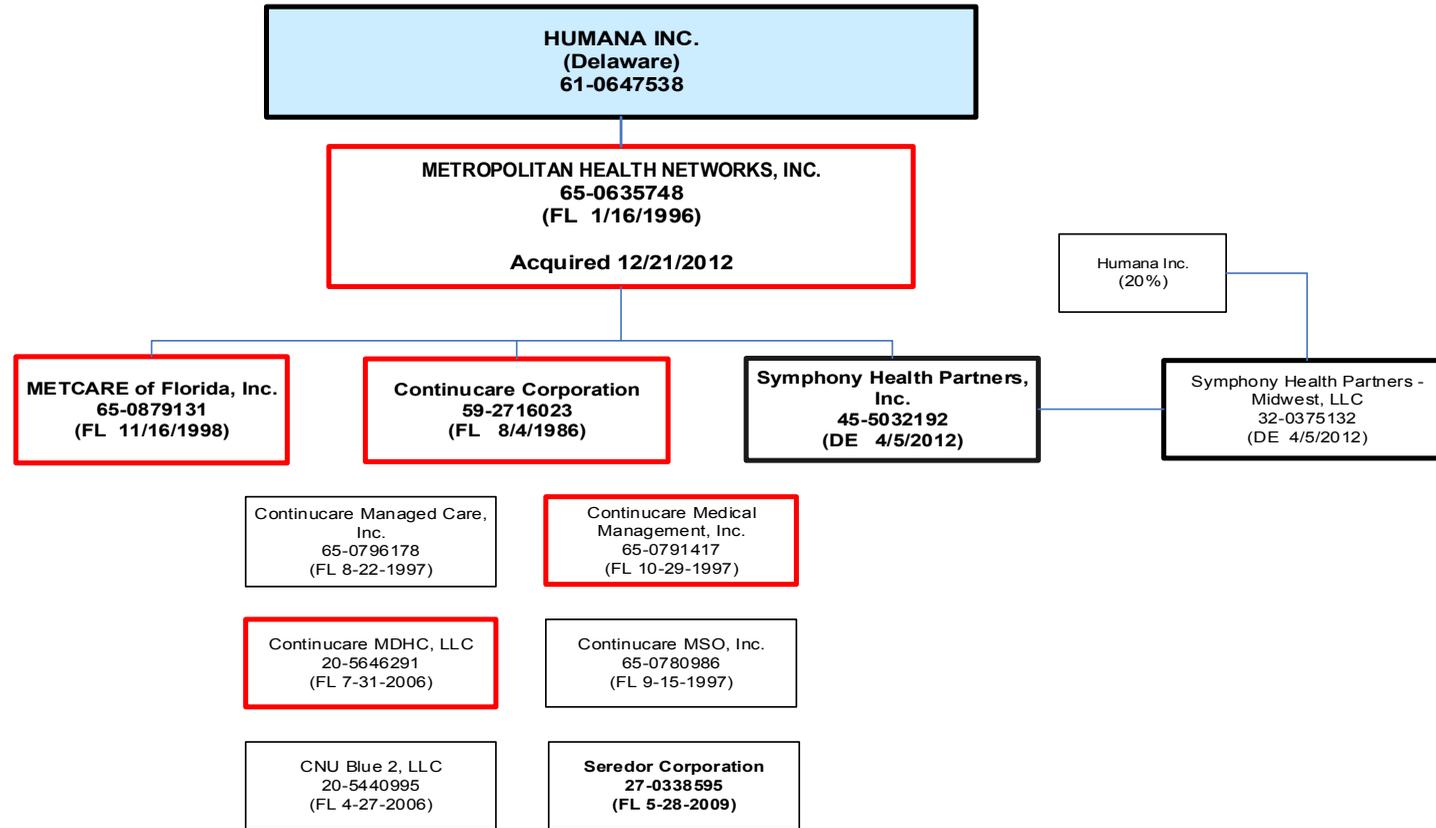
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As of 9-30-2014



15.3

Employees

STATEMENT AS OF SEPTEMBER 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

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

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
.0119	Humana Inc.	.00000	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				DentCare, Inc.	.TX	IA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	88595	31-0935772				EmpheSys Insurance Company	.TX	IA	EmpheSys, Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	61-1237697				EmpheSys, Inc.	.DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	27-1649291				Harris, Rothenberg International Inc.	.NY	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	11-2795529				Harte Placements, Inc.	.NY	NIA	SeniorBridge Family Companies (NY), Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	61-1223418				Health Value Management, Inc.	.DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	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.	.00000	04-3580066				Humana at Home (MA), Inc.	.MA	NIA	SeniorBridge Family Companies, 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.	52028	36-3654697				Humana Dental Concern, Ltd.	.IL	IA	HumanaDental, Inc.	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	Humana Inc.	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

STATEMENT AS OF SEPTEMBER 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	61-1316926				Humana Pharmacy, Inc.	.DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.12282	20-2036444				Humana Regional Health Plan, Inc.	.AR	IA	Arcadian Management Services, Inc./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	Humana Dental Company	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.70580	39-0714280				HumanaDental Insurance Company	.WI	IA	HumanaDental, Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	61-1364005				HumanaDental, Inc.	.DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
.0119	Humana Inc.	.00000	27-4535747				HumanaVitality, LLC	.DE	OTH	See Footnote 5	Ownership	75.000	Humana Inc.	5
.0119	Humana Inc.	.00000	61-1239538				Humco, Inc.	.KY	DS	Humana 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	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.	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	2,035,491	2,035,491	0	0
2505. Prepaid Expenses	508,600	508,600	0	0
2506. Federal Contingency Reserves	8,821	0	8,821	21,104
2597. Summary of remaining write-ins for Line 25 from overflow page	2,552,912	2,544,091	8,821	21,104

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

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	172,010,300	311,419,000
3. Accrual of discount	331,689	151,107
4. Unrealized valuation increase (decrease)	4,116	(2,312,802)
5. Total gain (loss) on disposals	517,108	1,730,517
6. Deduct consideration for bonds and stocks disposed of	106,846,643	205,852,058
7. Deduct amortization of premium	3,923,194	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)	661,411,238	599,317,862
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	661,411,238	599,317,862

STATEMENT AS OF SEPTEMBER 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)	566,072,058	2,089,933,715	2,048,920,493	(1,378,884)	587,711,369	566,072,058	605,706,396	503,207,675
2. NAIC 2 (a)	117,055,155	12,799,944	18,489	3,471,942	119,823,143	117,055,155	133,308,552	120,329,438
3. NAIC 3 (a)	8,208,970	0	0	(3,146,886)	9,112,117	8,208,970	5,062,084	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	691,336,183	2,102,733,659	2,048,938,982	(1,053,828)	716,646,629	691,336,183	744,077,032	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	691,336,183	2,102,733,659	2,048,938,982	(1,053,828)	716,646,629	691,336,183	744,077,032	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 \$111,815,625 ; NAIC 2 \$0 ; NAIC 3 \$0 ; NAIC 4 \$0 ; NAIC 5 \$0 ; NAIC 6 \$0

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SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	21,816,727	xxx	21,816,727	7,401	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	11,064,752	8,380,058
2. Cost of short-term investments acquired	2,353,421,249	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	2,342,669,274	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)	21,816,727	11,064,752
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	21,816,727	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	2,865,319,614	3,349,833,014
3. Accrual of discount	68,906	50,877
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	8,408	6,728
6. Deduct consideration received on disposals	2,830,393,390	3,326,341,831
7. Deduct amortization of premium	1,846	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)	89,998,898	54,997,206
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	89,998,898	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 SEPTEMBER 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 Designation or Market Indicator (a)
912828-FY-1	UNITED STATES TREASURY GOVERNMENT		.07/14/2014	BANK OF AMERICA		874,346	800,000	6,133	1
912828-LU-2	US TREASURY N/B		.08/21/2014	BANK OF AMERICA		300,654	285,000	2,759	1
0599999. Subtotal - Bonds - U.S. Governments						1,175,000	1,085,000	8,892	XXX
837152-SD-0	SOUTH CAROLINA TRANSN INFRASTR		.09/17/2014	RBC DOMINION SECURITIES CORP		2,642,510	2,345,000	55,694	1FE
1799999. Subtotal - Bonds - U.S. States, Territories and Possessions						2,642,510	2,345,000	55,694	XXX
072024-TM-4	BAY AREA TOLL AUTH CALIF TOLL MUNI		.08/19/2014	WELLS FARGO		4,051,200	4,000,000	2,833	1FE
741701-W5-1	PRINC GEORGES CNTY, MD MUNI		.09/17/2014	MERRILL LYNCH		2,397,560	2,000,000	0	1FE
2499999. Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions						6,448,760	6,000,000	2,833	XXX
3138EK-JL-0	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		366,032	370,226	339	1
3138LS-P8-5	FED NTL MTG ASSO FNMA		.08/01/2014	MORGAN STANLEY		65,124	65,808	60	1
3138LS-S8-7	FED NTL MTG ASSO FNMA		.08/01/2014	MORGAN STANLEY		104,559	105,757	97	1
3138LV-H8-9	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		59,046	59,666	55	1
3138LX-T4-1	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		33,102	33,450	31	1
3138M6-P7-6	FED NTL MTG ASSO FNMA 30 YR		.08/01/2014	MORGAN STANLEY		41,505	41,941	38	1
3138M7-GY-5	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		80,448	81,293	75	1
3138M7-GZ-2	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		120,943	122,329	112	1
3138M7-W2-7	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		82,840	83,789	77	1
3138M9-3L-3	FED NTL MTG ASSO FNMA		.08/01/2014	MORGAN STANLEY		46,991	47,484	44	1
3138MB-AT-3	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		34,409	34,770	32	1
3138MC-2V-5	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		74,566	75,349	69	1
3138MC-FB-5	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		80,780	81,628	75	1
3138MC-T4-6	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		35,480	35,853	33	1
3138MD-WE-8	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		37,526	37,920	35	1
3138MF-UJ-2	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		55,723	56,308	52	1
3138MF-W3-7	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		101,886	102,956	94	1
3138MF-W5-2	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		52,600	53,152	49	1
3138MG-K9-5	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		41,518	41,954	38	1
3138MG-MC-6	FED NTL MTG ASSO FNMA		.08/01/2014	MORGAN STANLEY		115,938	117,155	107	1
3138MG-PH-0	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		29,198	29,533	27	1
3138MH-KP-7	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		45,622	46,101	42	1
3138MH-KO-5	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		74,951	75,809	70	1
3138MH-XJ-7	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		33,671	34,025	31	1
3138MJ-6T-1	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		65,242	65,927	60	1
3138MJ-GD-5	FED NTL MTG ASSO FNMA		.08/01/2014	MORGAN STANLEY		87,808	88,730	81	1
3138MJ-QU-6	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		88,001	88,925	82	1
3138MK-B7-0	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		60,219	60,851	56	1
3138ML-5C-4	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		378,062	382,394	351	1
3138ML-MY-7	FED NTL MTG ASSO FNMA		.08/01/2014	MORGAN STANLEY		32,626	32,969	30	1
3138ML-TC-8	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		155,102	156,730	144	1
3138ML-TD-6	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		273,196	276,326	253	1
3138ML-IN-0	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		284,946	288,211	264	1
3138MM-AB-8	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		177,479	179,342	164	1
3138MM-AC-6	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		381,518	385,890	354	1
3138MM-C6-7	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		44,251	44,715	41	1
3138MM-CE-0	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		38,136	38,536	35	1
3138MM-J3-7	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		62,438	63,094	58	1
3138MM-KP-6	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		31,844	32,178	30	1
3138MM-NH-8	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		148,046	149,600	137	1
3138MM-Y6-3	FED NTL MTG ASSO FNMA		.08/01/2014	MORGAN STANLEY		98,720	99,756	91	1
3138MN-2Y-5	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		37,102	37,527	34	1
3138MN-5G-1	FED NTL MTG ASSO FNMA 30YR TBA		.08/01/2014	MORGAN STANLEY		130,760	132,133	121	1
3138MN-A3-4	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		50,476	51,055	47	1
3138MN-AS-9	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		55,158	55,790	51	1
3138MN-AT-7	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		50,216	50,743	47	1
3138MN-EN-6	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		45,311	45,786	42	1
3138MN-JQ-4	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		45,330	45,806	42	1
3138MN-QL-7	FED NTL MTG ASSO FNMA		.08/01/2014	MORGAN STANLEY		346,017	349,982	321	1
3138MP-2W-4	FED NTL MTG ASSO FNMA		.08/01/2014	MORGAN STANLEY		34,052	34,409	32	1
3138MP-2X-2	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		39,315	39,765	36	1
3138MP-BU-8	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		79,668	79,668	73	1
3138MP-DQ-5	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		140,506	141,982	130	1
3138MQ-HG-1	FED NTL MTG ASSO FNMA		.08/01/2014	MORGAN STANLEY		74,313	75,093	69	1

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STATEMENT AS OF SEPTEMBER 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	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
3138MQ-J3-8	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		73,986	74,834	.69	1
3138MQ-JZ-7	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		125,324	126,640	.116	1
3138MQ-NA-7	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		399,086	403,659	.370	1
3138MQ-TN-3	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		147,361	148,908	.137	1
3138MQ-TP-8	FED NTL MTG ASSO FNMA		.08/01/2014	MORGAN STANLEY		303,214	306,688	.281	1
3138MQ-WF-6	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		32,418	32,758	.30	1
3138MQ-WG-4	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		74,575	75,430	.69	1
3138MR-2P-5	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		33,209	33,589	.31	1
3138MR-5R-8	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		40,892	41,321	.38	1
3138MR-D2-4	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		35,612	35,986	.33	1
3138MR-DZ-1	FED NTL MTG ASSO FNMA		.08/01/2014	MORGAN STANLEY		57,906	58,569	.54	1
3138MR-M7-3	FED NTL MTG ASSO FNMA		.08/01/2014	MORGAN STANLEY		68,969	69,759	.64	1
3138MR-RX-1	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		124,769	126,079	.116	1
3138MR-TR-2	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		39,832	40,251	.37	1
3138MR-TS-0	FED NTL MTG ASSO FNMA		.08/01/2014	MORGAN STANLEY		55,626	56,263	.52	1
3138MR-UJ-8	FED NTL MTG ASSO FNMA		.08/01/2014	MORGAN STANLEY		142,202	143,695	.132	1
3138MR-VY-8	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		81,244	82,097	.75	1
3138MS-A2-5	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		40,993	41,462	.38	1
3138MS-A3-3	FED NTL MTG ASSO FNMA		.08/01/2014	MORGAN STANLEY		41,924	42,405	.39	1
3138NI-VM-8	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		28,533	28,832	.26	1
3138NX-FV-4	FED NTL MTG ASSO FNMA		.08/01/2014	MORGAN STANLEY		309,542	313,089	.287	1
3138NX-L7-0	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		43,371	43,826	.40	1
3138NX-MW-4	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		40,140	40,562	.37	1
3138NX-RK-5	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		72,445	73,206	.67	1
3138NY-AR-6	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		44,145	44,609	.41	1
3138NY-DM-4	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		49,910	50,434	.46	1
3138NY-FX-8	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		51,429	51,969	.48	1
3138NY-HT-5	FED NTL MTG ASSO FNMA		.08/01/2014	MORGAN STANLEY		57,831	58,438	.54	1
3138NY-OP-3	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		42,571	43,018	.39	1
3138NY-U9-4	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		78,476	79,375	.73	1
3138W0-2A-6	FED NTL MTG ASSO FNMA		.08/01/2014	MORGAN STANLEY		48,156	48,662	.45	1
3138W0-2X-6	FED NTL MTG ASSO FNMA 30 YR		.08/01/2014	MORGAN STANLEY		63,119	63,782	.58	1
3138W0-FU-8	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		63,819	64,489	.59	1
3138W0-G6-0	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		85,418	86,315	.79	1
3138W0-YR-4	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		36,621	37,006	.34	1
3138W1-7M-3	FED NTL MTG ASSO FNMA		.08/01/2014	MORGAN STANLEY		121,892	123,172	.113	1
3138W1-LY-1	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		52,450	53,001	.49	1
3138W3-FS-7	FED NTL MTG ASSO FNMA		.08/01/2014	MORGAN STANLEY		159,905	161,584	.148	1
3138W4-AP-6	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		97,757	98,783	.91	1
3138W6-WQ-5	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		35,170	35,540	.33	1
3138W7-G8-4	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		177,445	179,308	.164	1
3138W7-WP-5	FED NTL MTG ASSO FNMA		.08/01/2014	MORGAN STANLEY		108,637	109,778	.101	1
3138WM-P4-7	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		46,045	46,528	.43	1
3138WM-XV-8	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		59,873	60,502	.55	1
3138WM-ZQ-7	FED NTL MTG ASSO FNMA		.08/01/2014	MORGAN STANLEY		45,337	45,813	.42	1
3138WU-7K-9	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		64,402	65,078	.60	1
3138WU-M3-3	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		30,316	30,634	.28	1
3138WU-Q3-9	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		128,010	129,354	.119	1
3138WV-H4-6	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		48,628	49,138	.45	1
3138WV-N4-9	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		98,315	99,348	.91	1
3138WV-PF-2	FED NTL MTG ASSO FNMA 30YR TBA		.08/01/2014	WELLS FARGO		18,811,237	19,106,795	17,515	1
3138WV-KV-0	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		79,477	80,311	.74	1
3138WV-IH-6	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		47,311	47,808	.44	1
31417C-QQ-1	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		68,777	69,575	.64	1
31417C-QS-7	FED NTL MTG ASSO FNMA		.08/01/2014	MORGAN STANLEY		38,179	38,579	.35	1
31417D-4F-7	FED NTL MTG ASSO FNMA 30YR TBA		.08/01/2014	MORGAN STANLEY		172,495	174,472	.160	1
31417E-CQ-2	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		291,751	295,094	.271	1
31417E-CT-6	FED NTL MTG ASSO FNMA 30YR		.08/01/2014	MORGAN STANLEY		132,559	133,951	.123	1
31417G-MA-1	FED NTL MTG ASSO FNMA		.08/01/2014	MORGAN STANLEY		131,566	132,948	.122	1
58259Y-2K-4	METROPOLITAN TRANSN AUTH NY REV F		.09/17/2014	MORGAN STANLEY		3,479,000	3,500,000	.464	1FE
319999	Subtotal - Bonds - U.S. Special Revenues					32,910,728	33,343,296	27,826	XXX
12631D-BG-7	CCMM 14-CR18		.08/29/2014	J.P. MORGAN		3,205,087	3,075,000	1,255	1FE

E04.1

STATEMENT AS OF SEPTEMBER 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)
304071-AA-1	FAIRFAX (US) INC	CORPORATE	.08/06/2014	MERRILL LYNCH		3,366,884	3,400,000	.0	2FE
36252W-BE-7	GSMIS	CMBS	.08/26/2014	CITIGROUP GLOBAL MARKETS INC		526,816	500,000	1,956	1FE
40414L-AL-3	HEALTH CARE PROPERTIES	CORPORATE	.08/07/2014	UBS SECURITIES		7,437,380	7,465,000	.0	2FE
61763K-BF-0	MSBAM_14-C15	CMBS	.08/20/2014	CREDIT SUISSE SECURITIES (USA) LLC		1,328,789	1,275,000	4,303	1FE
61763M-AL-4	MSBAM_14-C16	CMBS	.08/18/2014	DEUTSCHE BANK		924,047	900,000	2,459	1FE
747262-AV-5	QVC INC	CORPORATE	.08/07/2014	MORGAN STANLEY		1,995,680	2,000,000	.0	2FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						18,784,683	18,615,000	9,973	XXX
8399997. Total - Bonds - Part 3						61,961,681	61,388,296	105,218	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						61,961,681	61,388,296	105,218	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						61,961,681	XXX	105,218	XXX

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

STATEMENT AS OF SEPTEMBER 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		09/22/2014	MBS PAYDOWN		215,239	215,239	216,752	215,548	0	(310)	0	(310)	0	215,239	0	0	0	8,499	08/01/2038	1
912828-CT-5	UNITED STATES TREASURY GOVERNMENT		08/15/2014	MATURITY		285,000	285,000	316,228	291,200	0	(6,200)	0	(6,200)	0	285,000	0	0	0	6,056	08/15/2014	1
0599999	Subtotal - Bonds - U.S. Governments					500,239	500,239	532,980	506,748	0	(6,510)	0	(6,510)	0	500,239	0	0	0	14,555	XXX	XXX
13062T-EC-4	CALIFORNIA STATE MUNI		09/01/2014	MATURITY		2,000,000	2,000,000	2,217,820	2,057,899	0	(57,899)	0	(57,899)	0	2,000,000	0	0	0	100,000	09/01/2014	1FE
57582P-JQ-4	MASSACHUSETTS ST MUNI		09/19/2014	MORGAN STANLEY		960,300	990,000	910,800	913,954	0	1,933	0	1,933	0	915,887	0	44,413	44,413	6,457	05/01/2037	1FE
57596C-XY-6	MASSACHUSETTS ST HEALTH & EDL MUNI		09/16/2014	MORGAN STANLEY		1,875,300	1,995,000	1,895,250	1,899,285	0	3,192	0	3,192	0	1,902,478	0	(27,178)	(27,178)	16,438	11/15/2032	1FE
658256-AB-5	NORTH CAROLINA ST MUNI		09/09/2014	MERRILL LYNCH		1,944,384	1,900,000	2,236,091	1,977,476	0	(45,582)	0	(45,582)	0	1,931,894	0	12,490	12,490	97,111	03/01/2015	1FE
1799999	Subtotal - Bonds - U.S. States, Territories and Possessions					6,779,984	6,885,000	7,259,961	6,848,614	0	(98,356)	0	(98,356)	0	6,750,259	0	29,725	29,725	220,006	XXX	XXX
31282P-TZ-6	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		15,663	15,663	16,145	15,726	0	(63)	0	(63)	0	15,663	0	0	0	570	01/01/2017	1
3128M1-CR-8	FHLMC PC GOLD COMB 15		09/01/2014	MBS PAYDOWN		71,715	71,715	76,085	72,466	0	(751)	0	(751)	0	71,715	0	0	0	2,378	04/01/2021	1
3128M1-LB-3	FGOLD 15YR FHLMC		09/01/2014	MBS PAYDOWN		58,659	58,659	62,234	59,287	0	(628)	0	(628)	0	58,659	0	0	0	1,959	12/01/2020	1
3128M1-NZ-8	FGOLD 15YR FHLMC		09/01/2014	MBS PAYDOWN		71,246	71,246	75,587	72,014	0	(769)	0	(769)	0	71,246	0	0	0	2,373	12/01/2020	1
3128M1-PJ-2	FGOLD 15YR GIANT FHLMC		09/01/2014	MBS PAYDOWN		35,453	35,453	37,613	35,835	0	(383)	0	(383)	0	35,453	0	0	0	1,185	05/01/2021	1
3128M1-R7-6	FGOLD 15YR GIANT FHLMC		09/01/2014	MBS PAYDOWN		54,771	54,771	58,109	55,355	0	(584)	0	(584)	0	54,771	0	0	0	1,834	05/01/2021	1
3128M1-SY-6	FGOLD 15YR GIANT FHLMC		09/01/2014	MBS PAYDOWN		50,985	50,985	54,092	51,553	0	(568)	0	(568)	0	50,985	0	0	0	1,721	12/01/2021	1
3128M6-P2-8	FGOLD 30 YR FNMA		09/01/2014	MBS PAYDOWN		43,383	43,383	43,863	43,456	0	(73)	0	(73)	0	43,383	0	0	0	1,720	06/01/2038	1
3128MB-N7-8	FGOLD 15YR GIANT FHLMC		09/01/2014	MBS PAYDOWN		17,405	17,405	18,465	17,584	0	(179)	0	(179)	0	17,405	0	0	0	596	12/01/2021	1
3128PY-Y3-2	FGOLD 15YR FNMA		09/01/2014	MBS PAYDOWN		78,535	78,535	82,131	78,979	0	(444)	0	(444)	0	78,535	0	0	0	1,715	04/01/2027	1
312971-BM-5	FGOLD 15YR FHLMC		09/01/2014	MBS PAYDOWN		22,259	22,259	23,616	22,450	0	(191)	0	(191)	0	22,259	0	0	0	707	04/01/2020	1
312971-CQ-5	FGOLD 15YR FHLMC		09/01/2014	MBS PAYDOWN		28,910	28,910	30,671	29,128	0	(218)	0	(218)	0	28,910	0	0	0	878	04/01/2020	1
312971-FQ-2	FGOLD 15YR FHLMC		09/01/2014	MBS PAYDOWN		113,717	113,717	120,647	115,514	0	(1,797)	0	(1,797)	0	113,717	0	0	0	3,729	04/01/2020	1
312971-MS-0	FGOLD 15YR FHLMC		09/01/2014	MBS PAYDOWN		28,244	28,244	29,965	28,516	0	(271)	0	(271)	0	28,244	0	0	0	976	05/01/2020	1
312972-DX-7	FGOLD 15YR FHLMC		09/01/2014	MBS PAYDOWN		44,738	44,738	47,465	45,154	0	(415)	0	(415)	0	44,738	0	0	0	1,539	04/01/2020	1
312972-EK-4	FGOLD 15YR FHLMC		09/01/2014	MBS PAYDOWN		12,210	12,210	12,954	12,349	0	(139)	0	(139)	0	12,210	0	0	0	407	04/01/2020	1
312972-GT-3	FGOLD 15YR FHLMC		09/01/2014	MBS PAYDOWN		69,682	69,682	73,928	70,466	0	(785)	0	(785)	0	69,682	0	0	0	2,101	04/01/2020	1
312972-GZ-9	FGOLD 15YR FHLMC		09/01/2014	MBS PAYDOWN		14,719	14,719	15,616	14,825	0	(106)	0	(106)	0	14,719	0	0	0	491	04/01/2020	1
31307C-OP-6	FREDDIE MAC FGOLD 15YR		09/01/2014	MBS PAYDOWN		371,615	371,615	377,422	372,298	0	(683)	0	(683)	0	371,615	0	0	0	6,414	06/01/2028	1
3132GL-JV-7	FGOLD 30 YR FHLMC		09/01/2014	MBS PAYDOWN		81,131	81,131	83,033	80,000	0	(50)	0	(50)	0	81,131	0	0	0	703	12/01/2041	1
3132HM-WG-2	FGOLD 30YR FHLMC		09/01/2014	MBS PAYDOWN		47,071	47,071	48,317	47,138	0	(68)	0	(68)	0	47,071	0	0	0	1,111	09/01/2042	1
3132HN-HD-4	FGOLD 30YR FHLMC		09/01/2014	MBS PAYDOWN		304,252	304,252	312,572	304,742	0	(490)	0	(490)	0	304,252	0	0	0	6,930	10/01/2042	1
3132HR-NC-0	FEDERAL HOME LOAN MTGE CO FHLMC		09/01/2014	MBS PAYDOWN		381,898	381,898	397,114	382,651	0	(753)	0	(753)	0	381,898	0	0	0	8,177	01/01/2043	1
3132J7-YE-6	FEDERAL HOME LOAN MTGE CO FHLMC		09/01/2014	MBS PAYDOWN		109,623	109,623	112,106	109,000	0	(55)	0	(55)	0	109,623	0	0	0	1,067	03/01/2043	1
3132J8-K2-5	FEDERAL HOME LOAN MTGE CO FHLMC		09/01/2014	MBS PAYDOWN		74,314	74,314	75,974	74,000	0	(40)	0	(40)	0	74,314	0	0	0	650	04/01/2043	1
3132M3-T6-4	FEDERAL HOME LOAN MTGE CO FHLMC		09/01/2014	MBS PAYDOWN		2,521	2,521	2,580	2,500	0	(1)	0	(1)	0	2,521	0	0	0	22	12/01/2043	1
3132M4-OZ-1	FEDERAL HOME LOAN MTGE CO FHLMC		09/01/2014	MBS PAYDOWN		80,044	80,044	83,271	80,000	0	(116)	0	(116)	0	80,044	0	0	0	1,567	01/01/2044	1
31336W-CP-2	FGOLD 15YR FHLMC		09/01/2014	MBS PAYDOWN		24,979	24,979	26,501	25,254	0	(275)	0	(275)	0	24,979	0	0	0	832	10/01/2020	1
3136A7-HB-1	FED NTL MTG ASSO 12-67:KG		09/01/2014	MBS PAYDOWN		198,728	198,728	209,131	198,000	0	(265)	0	(265)	0	198,728	0	0	0	1,697	02/01/2041	1
31371K-NV-5	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		16,354	16,354	16,925	16,427	0	(73)	0	(73)	0	16,354	0	0	0	587	05/01/2017	1
3138EE-HB-8	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		125,615	125,615	133,324	126,033	0	(418)	0	(418)	0	125,615	0	0	0	2,924	06/01/2042	1
3138EK-G7-4	FANNIE MAE FNMA		09/01/2014	MBS PAYDOWN		309,949	309,949	327,917	310,986	0	(1,037)	0	(1,037)	0	309,949	0	0	0	7,028	08/01/2042	1
3138EK-GE-9	FNMA 30YR TBA FNMA		09/01/2014	MBS PAYDOWN		123,593	123,593	128,344	123,897	0	(304)	0	(304)	0	123,593	0	0	0	2,989	12/01/2042	1
3138EK-JL-0	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		11,301	11,301	11,173	11,000	0	0	0	0	0	11,301	0	0	0	28	12/01/2042	1
3138LS-PB-5	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		144	144	143	143	0	0	0	0	0	144	0	0	0	0	12/01/2042	1
3138LS-SB-7	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		2,639	2,639	2,609	2,600	0	0	0	0	0	2,639	0	0	0	7	12/01/2042	1
3138LV-2K-8	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		118,428	118,428	125,534	118,929	0	(501)	0	(501)	0	118,428	0	0	0	2,839	07/01/2042	1
3138LV-HB-9	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		122	122	120	120	0	0	0	0	0	122	0	0	0	0	11/01/2042	1
3138LV-T4-1	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		2,216	2,216	2,193	2,193	0	0	0	0	0	2,216	0	0	0	6	08/01/2042	1
3138M6-P7-6	FED NTL MTG ASSO FNMA 30 YR		09/01/2014	MBS PAYDOWN		2,589	2,589	2,562	2,562	0	0	0	0	0	2,589	0	0	0	6	12/01/2042	1
3138M7-GY-5	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		2,262	2,262	2,238	2,238	0	0	0	0	0	2,262	0	0	0	6	09/01/2042	1
3138M7-GZ-2	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		5,411	5,411	5,350	5,350	0	0	0	0	0	5,411	0	0	0	14	09/01/2042	1
3138M7-W2-7	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		210	210	207	207	0	0	0	0	0	210	0	0	0	1	08/01/2042	1

STATEMENT AS OF SEPTEMBER 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)
3138MF-UJ-2	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.725	.725	.717	.0	.0	.0	.0	.0	.0	.725	.0	.0	.0	.2	09/01/2042	1
3138MF-W3-7	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		1,984	1,984	1,963	.0	.0	.0	.0	.0	.0	1,984	.0	.0	.0	.5	11/01/2042	1
3138MF-W5-2	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.113	.113	.112	.0	.0	.0	.0	.0	.0	.113	.0	.0	.0	.0	11/01/2042	1
3138MG-K9-5	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.100	.100	.099	.0	.0	.0	.0	.0	.0	.100	.0	.0	.0	.0	11/01/2042	1
3138MG-MC-6	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		.303	.303	.300	.0	.0	.0	.0	.0	.0	.303	.0	.0	.0	.1	01/01/2043	1
3138MG-RH-0	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.68	.68	.67	.0	.0	.0	.0	.0	.0	.68	.0	.0	.0	.0	12/01/2042	1
3138MH-KP-7	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		2,036	2,036	2,015	.0	.0	.0	.0	.0	.0	2,036	.0	.0	.0	.5	12/01/2042	1
3138MH-KQ-5	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.199	.199	.197	.0	.0	.0	.0	.0	.0	.199	.0	.0	.0	.1	12/01/2042	1
3138MH-XJ-7	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.66	.66	.65	.0	.0	.0	.0	.0	.0	.66	.0	.0	.0	.0	10/01/2042	1
3138MJ-6T-1	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.132	.132	.131	.0	.0	.0	.0	.0	.0	.132	.0	.0	.0	.0	11/01/2042	1
3138MJ-GD-5	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		.204	.204	.202	.0	.0	.0	.0	.0	.0	.204	.0	.0	.0	.1	12/01/2042	1
3138MJ-QU-6	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.182	.182	.180	.0	.0	.0	.0	.0	.0	.182	.0	.0	.0	.0	10/01/2042	1
3138ML-B7-0	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.113	.113	.112	.0	.0	.0	.0	.0	.0	.113	.0	.0	.0	.0	11/01/2042	1
3138ML-5C-4	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		4,911	4,911	4,855	.0	.0	.0	.0	.0	.0	4,911	.0	.0	.0	.12	12/01/2042	1
3138ML-HY-7	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		.67	.67	.66	.0	.0	.0	.0	.0	.0	.67	.0	.0	.0	.0	12/01/2042	1
3138ML-TC-8	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.309	.309	.306	.0	.0	.0	.0	.0	.0	.309	.0	.0	.0	.1	12/01/2042	1
3138ML-TD-6	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		4,931	4,931	4,875	.0	.0	.0	.0	.0	.0	4,931	.0	.0	.0	.12	12/01/2042	1
3138ML-WN-0	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		4,831	4,831	4,777	.0	.0	.0	.0	.0	.0	4,831	.0	.0	.0	.12	11/01/2042	1
3138MM-AB-8	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		1,107	1,107	1,095	.0	.0	.0	.0	.0	.0	1,107	.0	.0	.0	.3	12/01/2042	1
3138MM-AC-6	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		1,376	1,376	1,360	.0	.0	.0	.0	.0	.0	1,376	.0	.0	.0	.3	12/01/2042	1
3138MM-C6-7	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.95	.95	.94	.0	.0	.0	.0	.0	.0	.95	.0	.0	.0	.0	12/01/2042	1
3138MM-CE-0	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.76	.76	.75	.0	.0	.0	.0	.0	.0	.76	.0	.0	.0	.0	11/01/2042	1
3138MM-U3-7	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.141	.141	.139	.0	.0	.0	.0	.0	.0	.141	.0	.0	.0	.0	12/01/2042	1
3138MM-KP-6	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.65	.65	.64	.0	.0	.0	.0	.0	.0	.65	.0	.0	.0	.0	01/01/2043	1
3138MM-NW-8	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		2,060	2,060	2,039	.0	.0	.0	.0	.0	.0	2,060	.0	.0	.0	.5	11/01/2042	1
3138MM-Y6-3	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		.220	.220	.217	.0	.0	.0	.0	.0	.0	.220	.0	.0	.0	.1	11/01/2042	1
3138MN-2Y-5	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.65	.65	.64	.0	.0	.0	.0	.0	.0	.65	.0	.0	.0	.0	12/01/2042	1
3138MN-5G-1	FED NTL MTG ASSO FNMA 30YR TBA		09/01/2014	MBS PAYDOWN		.335	.335	.332	.0	.0	.0	.0	.0	.0	.335	.0	.0	.0	.1	01/01/2043	1
3138MN-A3-4	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.95	.95	.94	.0	.0	.0	.0	.0	.0	.95	.0	.0	.0	.0	11/01/2042	1
3138MN-AS-9	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.102	.102	.101	.0	.0	.0	.0	.0	.0	.102	.0	.0	.0	.0	12/01/2042	1
3138MN-AT-7	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.99	.99	.98	.0	.0	.0	.0	.0	.0	.99	.0	.0	.0	.0	12/01/2042	1
3138MN-EN-6	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.91	.91	.90	.0	.0	.0	.0	.0	.0	.91	.0	.0	.0	.0	12/01/2042	1
3138MN-EJ-4	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.132	.132	.131	.0	.0	.0	.0	.0	.0	.132	.0	.0	.0	.0	01/01/2043	1
3138MN-QL-7	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		2,271	2,271	2,245	.0	.0	.0	.0	.0	.0	2,271	.0	.0	.0	.6	12/01/2042	1
3138MP-2W-4	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		.80	.80	.79	.0	.0	.0	.0	.0	.0	.80	.0	.0	.0	.0	01/01/2043	1
3138MP-2X-2	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.93	.93	.92	.0	.0	.0	.0	.0	.0	.93	.0	.0	.0	.0	12/01/2042	1
3138MP-BU-8	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.147	.147	.145	.0	.0	.0	.0	.0	.0	.147	.0	.0	.0	.0	12/01/2042	1
3138MP-DQ-5	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		1,826	1,826	1,807	.0	.0	.0	.0	.0	.0	1,826	.0	.0	.0	.5	01/01/2043	1
3138MQ-HG-1	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		.323	.323	.319	.0	.0	.0	.0	.0	.0	.323	.0	.0	.0	.1	12/01/2042	1
3138MQ-J3-8	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.207	.207	.205	.0	.0	.0	.0	.0	.0	.207	.0	.0	.0	.1	12/01/2042	1
3138MQ-JZ-7	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		1,439	1,439	1,424	.0	.0	.0	.0	.0	.0	1,439	.0	.0	.0	.4	12/01/2042	1
3138MQ-NA-7	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		2,759	2,759	2,728	.0	.0	.0	.0	.0	.0	2,759	.0	.0	.0	.7	01/01/2043	1
3138MQ-TN-3	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.481	.481	.476	.0	.0	.0	.0	.0	.0	.481	.0	.0	.0	.1	12/01/2042	1
3138MQ-TP-8	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		.753	.753	.745	.0	.0	.0	.0	.0	.0	.753	.0	.0	.0	.2	12/01/2042	1
3138MQ-WF-6	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.94	.94	.93	.0	.0	.0	.0	.0	.0	.94	.0	.0	.0	.0	12/01/2042	1
3138MQ-WG-4	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.160	.160	.159	.0	.0	.0	.0	.0	.0	.160	.0	.0	.0	.0	12/01/2042	1
3138MR-2P-5	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.68	.68	.67	.0	.0	.0	.0	.0	.0	.68	.0	.0	.0	.0	12/01/2042	1
3138MR-5R-8	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.83	.83	.82	.0	.0	.0	.0	.0	.0	.83	.0	.0	.0	.0	01/01/2043	1
3138MR-D2-4	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.110	.110	.109	.0	.0	.0	.0	.0	.0	.110	.0	.0	.0	.0	12/01/2042	1
3138MR-DZ-1	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		.167	.167	.165	.0	.0	.0	.0	.0	.0	.167	.0	.0	.0	.0	12/01/2042	1
3138MR-M7-3	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		.137	.137	.136	.0	.0	.0	.0	.0	.0	.137	.0	.0	.0	.0	12/01/2042	1
3138MR-RX-1	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.304	.304	.301	.0	.0	.0	.0	.0	.0	.304	.0	.0	.0	.1	12/01/2042	1
3138MR-TR-2	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.105	.105	.104	.0	.0	.0	.0	.0	.0	.105	.0	.0	.0	.0	12/01/2042	1
3138MR-TS-0	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		.105	.105	.103	.0	.0	.0	.0	.0	.0	.105	.0	.0	.0	.0	12/01/2042	1
3138MR-UJ-8	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		3,309	3,309	3,275	.0	.0	.0	.0	.0	.0	3,309	.0	.0	.0	.8	12/01/2042	1
3138MR-XV-8	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.154	.154	.152	.0	.0	.0	.0	.0	.0	.154	.0	.0	.0	.0	01/01/2043	1
3138MS-A2-5	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.86	.86	.85	.0	.0	.0	.0	.0	.0	.86	.0	.0	.0	.0	12/01/2042	1
3138MS-A3-3	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		.73	.73	.72	.0	.0	.0	.0	.0	.0	.73	.0	.0	.0	.0	12/01/2042	1

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

SCHEDULE D - PART 4

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										11	12	13	14	15							
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3138NI-VW-8	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.65	.65	.64	.0	.0	.0	.0	.0	.0	.65	.0	.0	.0	.0	.01/01/2043	1
3138NX-FV-4	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		5,081	5,081	5,024	.0	.0	.0	.0	.0	.0	5,081	.0	.0	.0	.13	.01/01/2043	1
3138NX-L7-0	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.89	.89	.88	.0	.0	.0	.0	.0	.0	.89	.0	.0	.0	.0	.12/01/2042	1
3138NX-MW-4	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		326	326	322	.0	.0	.0	.0	.0	.0	326	.0	.0	.0	.0	.01/01/2043	1
3138NX-FK-5	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		2,390	2,390	2,365	.0	.0	.0	.0	.0	.0	2,390	.0	.0	.0	.6	.01/01/2043	1
3138NY-AR-6	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.89	.89	.88	.0	.0	.0	.0	.0	.0	.89	.0	.0	.0	.0	.01/01/2043	1
3138NY-DM-4	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		434	434	430	.0	.0	.0	.0	.0	.0	434	.0	.0	.0	.1	.01/01/2043	1
3138NY-FX-8	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		129	129	127	.0	.0	.0	.0	.0	.0	129	.0	.0	.0	.0	.01/01/2043	1
3138NY-HT-5	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		117	117	116	.0	.0	.0	.0	.0	.0	117	.0	.0	.0	.0	.01/01/2043	1
3138NY-OP-3	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.81	.81	.80	.0	.0	.0	.0	.0	.0	.81	.0	.0	.0	.0	.02/01/2043	1
3138NY-U9-4	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		161	161	159	.0	.0	.0	.0	.0	.0	161	.0	.0	.0	.0	.01/01/2043	1
3138WO-2A-6	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		134	134	132	.0	.0	.0	.0	.0	.0	134	.0	.0	.0	.0	.01/01/2043	1
3138WO-2X-6	FED NTL MTG ASSO FNMA 30 YR		09/01/2014	MBS PAYDOWN		121	121	120	.0	.0	.0	.0	.0	.0	121	.0	.0	.0	.0	.01/01/2043	1
3138WO-FU-8	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		139	139	138	.0	.0	.0	.0	.0	.0	139	.0	.0	.0	.0	.01/01/2043	1
3138WO-G6-0	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		170	170	168	.0	.0	.0	.0	.0	.0	170	.0	.0	.0	.0	.01/01/2043	1
3138WO-YR-4	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		78	78	77	.0	.0	.0	.0	.0	.0	78	.0	.0	.0	.0	.01/01/2043	1
3138W1-4Q-7	FED NTL MTG ASSO 30YR		09/01/2014	MBS PAYDOWN		117,694	117,694	121,841	117,904	.0	(210)	.0	(210)	.0	117,694	.0	.0	.0	2,360	.03/01/2043	1
3138W1-7M-3	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		260	260	257	.0	.0	.0	.0	.0	.0	260	.0	.0	.0	.1	.04/01/2043	1
3138W1-LY-1	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		94	94	93	.0	.0	.0	.0	.0	.0	94	.0	.0	.0	.0	.03/01/2043	1
3138W3-FS-7	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		2,926	2,926	2,895	.0	.0	.0	.0	.0	.0	2,926	.0	.0	.0	.7	.02/01/2043	1
3138W4-AP-6	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		2,324	2,324	2,300	.0	.0	.0	.0	.0	.0	2,324	.0	.0	.0	.6	.04/01/2043	1
3138W6-WQ-5	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.88	.88	.87	.0	.0	.0	.0	.0	.0	.88	.0	.0	.0	.0	.03/01/2043	1
3138W7-GB-4	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		612	612	606	.0	.0	.0	.0	.0	.0	612	.0	.0	.0	.2	.03/01/2043	1
3138W7-GF-5	FED NTL MTG ASSO FNMA 30YR TBA		09/01/2014	MBS PAYDOWN		276,137	276,137	266,925	275,617	.0	520	.0	520	.0	276,137	.0	.0	.0	5,532	.03/01/2043	1
3138W7-WP-5	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		224	224	221	.0	.0	.0	.0	.0	.0	224	.0	.0	.0	.1	.04/01/2043	1
3138W8-P4-7	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		.81	.81	.80	.0	.0	.0	.0	.0	.0	.81	.0	.0	.0	.0	.03/01/2043	1
3138W8-XV-8	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		132	132	131	.0	.0	.0	.0	.0	.0	132	.0	.0	.0	.0	.03/01/2043	1
3138W8-ZQ-7	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		83	83	82	.0	.0	.0	.0	.0	.0	83	.0	.0	.0	.0	.03/01/2043	1
3138W9-7K-9	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		131	131	130	.0	.0	.0	.0	.0	.0	131	.0	.0	.0	.0	.04/01/2043	1
3138WP-JE-5	FED NTL MTG ASSO FNMA 15YR		09/01/2014	MBS PAYDOWN		144,287	144,287	150,746	144,939	.0	(651)	.0	(651)	.0	144,287	.0	.0	.0	2,392	.04/01/2028	1
3138WQ-M3-3	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		103	103	102	.0	.0	.0	.0	.0	.0	103	.0	.0	.0	.0	.04/01/2043	1
3138WQ-Q3-9	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		354	354	350	.0	.0	.0	.0	.0	.0	354	.0	.0	.0	.1	.05/01/2043	1
3138WU-5W-9	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		33,881	33,881	35,215	33,948	.0	(67)	.0	(67)	.0	33,881	.0	.0	.0	.807	.06/01/2043	1
3138WV-H4-6	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		81	81	81	.0	.0	.0	.0	.0	.0	81	.0	.0	.0	.0	.05/01/2043	1
3138WV-N4-9	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		189	189	187	.0	.0	.0	.0	.0	.0	189	.0	.0	.0	.0	.06/01/2043	1
3138WV-PF-2	FED NTL MTG ASSO FNMA 30YR TBA		09/01/2014	MBS PAYDOWN		103,831	103,831	102,225	.0	.0	.1	.0	.1	.0	103,831	.0	.0	.0	260	.05/01/2043	1
3138WV-KV-0	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		182	182	181	.0	.0	.0	.0	.0	.0	182	.0	.0	.0	.0	.06/01/2043	1
3138WV-WH-6	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		2,267	2,267	2,244	.0	.0	.0	.0	.0	.0	2,267	.0	.0	.0	.6	.07/01/2043	1
3138X2-F4-1	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		166,417	166,417	168,705	166,616	.0	(199)	.0	(199)	.0	166,417	.0	.0	.0	2,804	.08/01/2028	1
3139Z6-UZ-6	FED NTL MTG ASSO FNMA 02-94: HQ		09/01/2014	MBS PAYDOWN		63,010	63,010	66,554	63,854	.0	(845)	.0	(845)	.0	63,010	.0	.0	.0	1,888	.01/25/2018	1
31396A-MX-9	FEDERAL HOME LOAN MTGE CO	FHLMC	09/01/2014	MBS PAYDOWN		33,173	33,173	34,056	33,306	.0	(133)	.0	(133)	.0	33,173	.0	.0	.0	1,204	.09/01/2035	1
31396V-TM-8	FH3659D: BA	CMO	09/01/2014	MBS PAYDOWN		250,573	250,573	268,417	260,353	.0	(9,780)	.0	(9,780)	.0	250,573	.0	.0	.0	8,237	.02/01/2039	1
31406Y-4E-7	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		14,455	14,455	15,155	14,596	.0	(141)	.0	(141)	.0	14,455	.0	.0	.0	492	.05/01/2035	1
31410F-Z2-4	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		49,655	49,655	48,941	49,545	.0	110	.0	110	.0	49,655	.0	.0	.0	1,641	.07/01/2020	1
31415W-PB-3	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		124,900	124,900	133,219	126,524	.0	(1,623)	.0	(1,623)	.0	124,900	.0	.0	.0	4,236	.11/01/2038	1
31416B-4X-3	FED NTL MTG ASSO 15YR		09/01/2014	MBS PAYDOWN		291,763	291,763	312,870	295,551	.0	(3,789)	.0	(3,789)	.0	291,763	.0	.0	.0	10,502	.01/01/2022	1
31416W-LC-4	FED NTL MTG ASSO 30YR		09/01/2014	MBS PAYDOWN		606,957	606,957	632,278	609,190	.0	(2,233)	.0	(2,233)	.0	606,957	.0	.0	.0	18,137	.07/01/2040	1
31417C-QQ-1	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		161	161	159	.0	.0	.0	.0	.0	.0	161	.0	.0	.0	.0	.08/01/2042	1
31417C-QS-7	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		89	89	88	.0	.0	.0	.0	.0	.0	89	.0	.0	.0	.0	.08/01/2042	1
31417D-4F-7	FED NTL MTG ASSO FNMA 30YR TBA		09/01/2014	MBS PAYDOWN		1,170	1,170	1,157	.0	.0	.0	.0	.0	.0	1,170	.0	.0	.0	.3	.12/01/2042	1
31417E-CQ-2	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		4,764	4,764	4,710	.0	.0	.0	.0	.0	.0	4,764	.0	.0	.0	.12	.12/01/2042	1
31417E-CT-6	FED NTL MTG ASSO FNMA 30YR		09/01/2014	MBS PAYDOWN		264	264	261	.0	.0	.0	.0	.0	.0	264	.0	.0	.0	.1	.12/01/2042	1
31417G-H9-0	FED NTL MTG ASSO FNMA 30 YR POOL		09/01/2014	MBS PAYDOWN		338,402	338,402	348,871	338,966	.0	(565)	.0	(565)	.0	338,402	.0	.0	.0	8,043	.05/01/2043	1
31417G-L7-9	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		24,424	24,424	23,608	24,394	.0	30	.0	30	.0	24,424	.0	.0	.0	488	.05/01/2043	1
31417G-MA-1	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		349	349	345	.0	.0	.0	.0	.0	.0	349	.0	.0	.0	.1	.05/01/2043	1
31418W-OP-8	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		41,999	41,999	44,079	42,288	.0	(289)	.0	(289)	.0	41,999	.0	.0	.0	1,143	.09/01/2025	1

E05.2

STATEMENT AS OF SEPTEMBER 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)	
542690-XQ-0	LONG ISLAND POWER AUTH MUNI		09/17/2014	JANNEY MONTGOMERY SCOTT		1,234,824	1,150,000	1,293,210	1,220,608	0	(20,785)	0	(20,785)	0	1,199,822	0	35,002	35,002	46,479	12/01/2016	1FE	
3199999	Subtotal - Bonds - U.S. Special Revenues					7,218,797	7,133,973	7,505,079	6,487,211	0	(54,142)	0	(54,142)	0	7,183,795	0	35,002	35,002	189,301	XXX	XXX	
023767-AA-4	AMERICAN AIRLINES INC CORPORATE		07/31/2014	CALLED SECURITY at		18,489	18,489	18,489	18,489	0	0	0	0	0	18,489	0	0	0	971	07/31/2021	2FE	
05946X-BV-4	BANK OF AMERICA FDG CO 2003-1		09/22/2014	VARIOUS		1,401	1,401	1,431	1,417	0	(16)	0	(16)	0	1,401	0	0	0	63	05/20/2033	1FM	
059500-AD-0	BACM_06-3 CMBS		09/10/2014	CALLED SECURITY at		5,002	5,002	5,609	5,599	0	(596)	0	(596)	0	5,002	0	0	0	196	07/10/2044	1FM	
07388R-AF-4	BEAR STEARNS CO. CMBS		09/12/2014	CALLED SECURITY at		2,180	2,180	2,412	2,410	0	(231)	0	(231)	0	2,180	0	0	0	77	02/01/2044	1FE	
20173M-AE-0	GCFCF_06-GG7 CMBS		09/12/2014	VARIOUS		28,786	28,786	33,262	31,777	0	(2,991)	0	(2,991)	0	28,786	0	0	0	1,136	07/01/2038	1FM	
20173M-AF-5	QMLT1 CMBS		09/10/2014	CALLED SECURITY at		5,997	5,997	6,811	6,805	0	(807)	0	(807)	0	5,997	0	0	0	242	12/01/2049	1FE	
22545L-AD-1	CSMC_06-C5 CMBS		09/17/2014	CALLED SECURITY at		4,038	4,038	4,379	4,367	0	(329)	0	(329)	0	4,038	0	0	0	161	12/15/2039	1FM	
46623G-AE-8	JP MORGAN COM MTG 2006-C1BC16		09/12/2014	CALLED SECURITY at		8,570	8,570	8,613	8,610	0	(40)	0	(40)	0	8,570	0	0	0	357	05/01/2045	1FM	
46629P-AC-2	JPMCC_06-LDP9 CMBS		09/15/2014	CALLED SECURITY at		106,741	106,741	122,152	121,939	0	(15,198)	0	(15,198)	0	106,741	0	0	0	3,829	05/01/2047	1FM	
46629Y-AC-3	JPMORGAN CHASE 07-CB18 CMBS		09/12/2014	VARIOUS		50,972	50,972	58,204	57,705	0	(6,733)	0	(6,733)	0	50,972	0	0	0	2,035	06/01/2047	1FM	
46630J-AC-3	JP MORGAN CHASE CMBS		09/16/2014	CALLED SECURITY at		5,750	5,750	6,609	6,597	0	(847)	0	(847)	0	5,750	0	0	0	210	01/01/2049	1FM	
46632H-AG-6	JPMCC_07-LD12 CMBS		09/15/2014	CALLED SECURITY at		1,439	1,439	1,639	1,638	0	(199)	0	(199)	0	1,439	0	0	0	68	02/01/2051	1FE	
50179A-AE-7	LB-LBS CMBS 2007-C1		09/17/2014	VARIOUS		6,702	6,702	7,430	7,193	0	(491)	0	(491)	0	6,702	0	0	0	248	02/11/2040	1FM	
50180J-AD-7	LBUBS 07-C2 CMBS		09/17/2014	VARIOUS		5,184	5,184	5,647	5,285	0	(101)	0	(101)	0	5,184	0	0	0	172	02/15/2040	1FM	
60687V-AF-2	MLCFC_06-3 CMBS		09/12/2014	VARIOUS		4,690	4,690	5,171	5,018	0	(328)	0	(328)	0	4,690	0	0	0	168	07/01/2046	1FE	
61750W-AS-2	MSC-99 CMBS		09/15/2014	CALLED SECURITY at		107,404	107,404	118,254	118,182	0	(10,778)	0	(10,778)	0	107,404	0	0	0	4,064	12/01/2043	1FE	
61751N-AB-8	MSC_07-HQ11		09/12/2014	CALLED SECURITY at		3,213	3,213	3,514	3,514	0	(301)	0	(301)	0	3,213	0	0	0	116	02/01/2044	1FE	
61756U-AE-1	MSC-99 CMBS		09/12/2014	CALLED SECURITY at		11,484	11,484	13,600	13,573	0	(2,089)	0	(2,089)	0	11,484	0	0	0	449	12/01/2049	1FM	
74432N-AA-0	PRUDENTIAL COVERED TRUST		09/30/2014	CALLED SECURITY at		345,500	345,500	345,500	345,500	0	0	0	0	0	345,500	0	0	0	10,355	09/30/2015	1FE	
92928Q-AB-4	WEA FINANCE LLC CORPORATE		07/23/2014	CALLED SECURITY at		1,061,586	925,000	917,693	919,254	0	142,332	0	142,332	0	1,061,586	0	0	0	21,391	05/10/2021	1FE	
92978N-AE-4	WBCMT_07-C33 CMBS		09/17/2014	CALLED SECURITY at		2,006	2,006	2,200	2,196	0	(190)	0	(190)	0	2,006	0	0	0	91	02/01/2051	1FM	
92978P-AF-6	WBCMT_03 CMBS		09/17/2014	VARIOUS		1,470	1,470	1,619	1,566	0	(96)	0	(96)	0	1,470	0	0	0	52	11/01/2048	1FE	
8399999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					1,788,604	1,652,018	1,690,238	1,688,634	0	99,971	0	99,971	0	1,788,604	0	0	0	46,451	XXX	XXX	
8399997	Total - Bonds - Part 4					16,287,624	16,171,230	16,988,258	15,531,207	0	(59,037)	0	(59,037)	0	16,222,897	0	64,727	64,727	470,313	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					16,287,624	16,171,230	16,988,258	15,531,207	0	(59,037)	0	(59,037)	0	16,222,897	0	64,727	64,727	470,313	XXX	XXX	
8999997	Total - Preferred Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8999998	Total - Preferred Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999	Total - Preferred Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799997	Total - Common Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799998	Total - Common Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999	Total - Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999	Total - Preferred and Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999	Totals					16,287,624	XXX	16,988,258	15,531,207	0	(59,037)	0	(59,037)	0	16,222,897	0	64,727	64,727	470,313	XXX	XXX	

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

E05.3

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 SEPTEMBER 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	5,588,475	5,972,735	11,416,318	.XXX.
WELLS FARGO Atlanta , GA		0.000	0	0	(19,323,137)	(23,469,599)	(24,180,136)	.XXX.
WELLS FARGO Atlanta , GA		0.000	0	0	(1,669,593)	(2,055,512)	(1,602,887)	.XXX.
JP Morgan Chase New York , NY		0.000	0	0	1,836,584	2,341,905	2,034,823	.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	52	0	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		0.250	0	17	0	0	250,000	.XXX.
COMMONWEALTH BANK & TRUST CERTIFICATE OF DEPOSIT		0.100	0	2	0	0	250,000	.XXX.
INT RECEIVED DURING QUARTER								
ON DISPOSED HOLDINGS		0.000	519	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	622	144	(12,817,671)	(16,210,472)	(11,331,882)	.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	622	144	(12,817,671)	(16,210,472)	(11,331,882)	.XXX.
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX	0	0	0	.XXX.
0599999. Total - Cash	XXX	XXX	622	144	(12,817,671)	(16,210,472)	(11,331,882)	.XXX.

