HEALTH QUARTERLY STATEMENT

AS OF JUNE 30, 2015

OF THE CONDITION AND AFFAIRS OF THE

Humana Regional Health Plan, Inc. f/k/a Arkansas Community Care, Inc.

NAIC Group Code 0119 (Current) 0119 (Prior) NAIC Company Code 12282 Employer's ID Number 20-2036444

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

Country of Domicile United States of America

Licensed as business type: Health Maintenance Organization

Is HMO Federally Qualified? Yes [X] No [ ]

Incorporated/Organized 12/09/2004 Commenced Business 01/01/2006

Statutory Home Office c/oCSC300 Spring Bldg,Ste 900,300 Spring St. (Street and Number), Little Rock , AR, US 72201 (City or Town, State, Country and Zip Code)

Main Administrative Office 500 W. Main Street (Street and Number)
Louisville , KY, US 40202 (City or Town, State, Country and Zip Code), 502-580-1000 (Area Code) (Telephone Number)

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

Primary Location of Books and Records 500 W. Main Street (Street and Number)
Louisville , KY, US 40202 (City or Town, State, Country and Zip Code), 502-580-1000 (Area Code) (Telephone Number)

Internet Website Address www.humana.com

Statutory Statement Contact Bryan Oberholtzer (Name), 502-580-1077 (Area Code) (Telephone Number)
DOIINQUIRIES@Humana.com (E-mail Address), 502-580-2099 (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

Alan James Bailey VP & Treasurer	Elizabeth Diane Bierbower Pres, Group Segment	John Gregory Catron VP & Chief Compliance Officer
Michael Lester Cotton Vice President	Steven James DeRaleau Pres., HumanaOne	Jeffrey Carl Fernandez Segment VP, Medicare: West
Roy Goldman Ph.D VP & Chief Actuary	Charles Frederic Lambert, III Vice President	Brian Phillip LeClaire Sr. VP & Chief Info Officer
Steven Edward McCulley SVP, Medicare Operations	William Mark Preston VP-Investment Management	Richard Donald Remmers VP, Group Segment
Donald Hank Robinson Vice President-Tax	Joseph Christopher Ventura Assistant Corporate Secretary	Timothy Alan Wheatley President-Retail Segment
Ralph Martin Wilson Vice President	Cynthia Hillebrand Zipperle # VP & Chief Accounting Officer	

DIRECTORS OR TRUSTEES

Bruce Dale Broussard	Brian Andrew Kane #	James Elmer Murray

State of Kentucky
County of Jefferson SS:

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 VP & Treasurer

Subscribed and sworn to before me this
10th day of August, 2015

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

Michele Sizemore
Notary Public
January 3, 2019

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	8,182,570	0	8,182,570	8,936,711
2. Stocks:				
2.1 Preferred stocks	0	0	0	0
2.2 Common stocks	0	0	0	0
3. Mortgage loans on real estate:				
3.1 First liens	0	0	0	0
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 ($ 11,320), cash equivalents ($ 6,099,905) and short-term investments ($ 725,578)	6,836,803	0	6,836,803	6,105,901
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	46,000	0	46,000	0
10. Securities lending reinvested collateral assets	0	0	0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	15,065,373	0	15,065,373	15,042,612
13. Title plants less $ 0 charged off (for Title insurers only)	0	0	0	0
14. Investment income due and accrued	104,137	0	104,137	114,807
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	165,172	6,518	158,654	12,916
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	47,599	0	47,599	37,911
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	0	0	0	0
16.2 Funds held by or deposited with reinsured companies	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts	0	0	0	0
17. Amounts receivable relating to uninsured plans	1,032,698	0	1,032,698	498,478
18.1 Current federal and foreign income tax recoverable and interest thereon	118,332	0	118,332	97,038
18.2 Net deferred tax asset	149,226	44,466	104,760	104,760
19. Guaranty funds receivable or on deposit	0	0	0	0
20. Electronic data processing equipment and software	0	0	0	0
21. Furniture and equipment, including health care delivery assets ($ 0)	0	0	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates	0	0	0	0
24. Health care ($ 263,024) and other amounts receivable	271,563	843	270,720	44,270
25. Aggregate write-ins for other than invested assets	413,071	178,884	234,187	68,607
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	17,367,171	230,711	17,136,460	16,021,399
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28. Total (Lines 26 and 27)	17,367,171	230,711	17,136,460	16,021,399
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. Risk Adjustment Premium Receivables	234,187	0	234,187	68,607
2502. Prepaid Commissions	178,884	178,884	0	0
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	413,071	178,884	234,187	68,607

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less $ 0 reinsurance ceded)	1,659,601	246,537	1,906,138	673,969
2.	Accrued medical incentive pool and bonus amounts	0	0	0	0
3.	Unpaid claims adjustment expenses	30,088	0	30,088	8,511
4.	Aggregate health policy reserves, including the liability of $ 0 for medical loss ratio rebate per the Public Health Service Act	55,115	0	55,115	54,616
5.	Aggregate life policy reserves	0	0	0	0
6.	Property/casualty unearned premium reserve	0	0	0	0
7.	Aggregate health claim reserves	0	0	0	0
8.	Premiums received in advance	7,994	0	7,994	67,986
9.	General expenses due or accrued	390,888	0	390,888	56,413
10.1	Current federal and foreign income tax payable and interest thereon (including $ 0 on realized gains (losses))	0	0	0	0
10.2	Net deferred tax liability	0	0	0	0
11.	Ceded reinsurance premiums payable	0	0	0	0
12.	Amounts withheld or retained for the account of others	0	0	0	0
13.	Remittances and items not allocated	1,761	0	1,761	177
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	76,826	0	76,826	74,303
16.	Derivatives	0	0	0	0
17.	Payable for securities	0	0	0	0
18.	Payable for securities lending	0	0	0	0
19.	Funds held under reinsurance treaties (with $ 0 authorized reinsurers, $ 0 unauthorized reinsurers and $ 0 certified reinsurers)	0	0	0	0
20.	Reinsurance in unauthorized and certified ($ 0) companies	0	0	0	0
21.	Net adjustments in assets and liabilities due to foreign exchange rates	0	0	0	0
22.	Liability for amounts held under uninsured plans	498,782	0	498,782	27,890
23.	Aggregate write-ins for other liabilities (including $ 0 current)	0	0	0	0
24.	Total liabilities (Lines 1 to 23)	2,721,055	246,537	2,967,592	963,865
25.	Aggregate write-ins for special surplus funds	XXX	XXX	184,952	103,512
26.	Common capital stock	XXX	XXX	0	0
27.	Preferred capital stock	XXX	XXX	0	0
28.	Gross paid in and contributed surplus	XXX	XXX	14,969,452	14,969,452
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	(985,536)	(15,430)
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	14,168,868	15,057,534
34.	Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	17,136,460	16,021,399
	DETAILS OF WRITE-INS				
2301.					
2302.					
2303.					
2398.	Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399.	Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	0	0	0	0
2501.	Special Surplus - Projected HCRL Assessment for the Upcoming Year	XXX	XXX	184,952	103,512
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	184,952	103,512
3001.		XXX	XXX	0	0
3002.		XXX	XXX	0	0
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	12,946	3,003	6,184
2.	Net premium income (including $ 0 non-health premium income)	XXX	10,662,144	2,583,573	5,673,138
3.	Change in unearned premium reserves and reserve for rate credits	XXX	0	0	0
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	10,662,144	2,583,573	5,673,138
	Hospital and Medical:				
9.	Hospital/medical benefits	1,146,776	8,071,145	1,519,480	3,384,482
10.	Other professional services	0	373,708	59,820	140,665
11.	Outside referrals	0	0	0	0
12.	Emergency room and out-of-area	148,228	359,826	69,459	118,644
13.	Prescription drugs	0	1,207,914	(47,697)	32,725
14.	Aggregate write-ins for other hospital and medical	0	0	0	0
15.	Incentive pool, withhold adjustments and bonus amounts	0	0	0	0
16.	Subtotal (Lines 9 to 15)	1,295,004	10,012,593	1,601,062	3,676,516
	Less:				
17.	Net reinsurance recoveries	0	0	0	0
18.	Total hospital and medical (Lines 16 minus 17)	1,295,004	10,012,593	1,601,062	3,676,516
19.	Non-health claims (net)	0	0	0	0
20.	Claims adjustment expenses, including $ 373,405 cost containment expenses	0	438,528	82,900	177,173
21.	General administrative expenses	0	1,117,043	325,647	537,122
22.	Increase in reserves for life and accident and health contracts (including $ 0 increase in reserves for life only)	0	0	0	0
23.	Total underwriting deductions (Lines 18 through 22)	1,295,004	11,568,164	2,009,609	4,390,811
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(906,020)	573,964	1,282,327
25.	Net investment income earned	0	174,437	217,919	428,315
26.	Net realized capital gains (losses) less capital gains tax of $ 0	0	0	2	2
27.	Net investment gains (losses) (Lines 25 plus 26)	0	174,437	217,921	428,317
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	0	1	4
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	(731,583)	791,886	1,710,648
31.	Federal and foreign income taxes incurred	XXX	45,539	273,101	266,701
32.	Net income (loss) (Lines 30 minus 31)	XXX	(777,122)	518,785	1,443,947
	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	0	1	4
2902.					
2903					
2998.	Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999.	Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	0	1	4

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	15,057,534	15,221,469	15,221,469
34.	Net income or (loss) from Line 32	(777,122)	518,785	1,443,947
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	0	0	0
37.	Change in net unrealized foreign exchange capital gain or (loss)	0	0	0
38.	Change in net deferred income tax	0	0	(90,638)
39.	Change in nonadmitted assets	(111,544)	(5,152)	(17,244)
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	(1,500,000)	(1,500,000)
	45.2 Transferred to capital (Stock Dividend)	0	0	0
	45.3 Transferred from capital	0	0	0
46.	Dividends to stockholders	0	0	0
47.	Aggregate write-ins for gains or (losses) in surplus	0	0	0
48.	Net change in capital & surplus (Lines 34 to 47)	(888,666)	(986,367)	(163,935)
49.	Capital and surplus end of reporting period (Line 33 plus 48)	14,168,868	14,235,102	15,057,534
	DETAILS OF WRITE-INS			
4701.				
4702.				
4703.				
4798.	Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799.	Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	0

CASH FLOW

		1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
	Cash from Operations			
1.	Premiums collected net of reinsurance	10,278,359	2,330,438	8,125,568
2.	Net investment income	205,803	256,527	498,702
3.	Miscellaneous income	0	0	0
4.	Total (Lines 1 to 3)	10,484,162	2,586,965	8,624,270
5.	Benefit and loss related payments	8,999,501	1,159,170	3,084,155
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	1,262,847	608,012	452,406
8.	Dividends paid to policyholders	0	0	0
9.	Federal and foreign income taxes paid (recovered) net of $ 0 tax on capital gains (losses)	66,833	140,535	327,084
10.	Total (Lines 5 through 9)	10,329,181	1,907,717	3,863,645
11.	Net cash from operations (Line 4 minus Line 10)	154,981	679,248	4,760,625
	Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	781,668	1,194,016	1,555,684
	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	(1)	3	2
	12.7 Miscellaneous proceeds	0	0	0
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	781,667	1,194,019	1,555,686
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	48,223	635,933	635,933
	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	46,000	0	0
	13.7 Total investments acquired (Lines 13.1 to 13.6)	94,223	635,933	635,933
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)	687,444	558,086	919,753
	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	(1,500,000)	(1,500,000)
	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)	(111,523)	83,970	7,717
17.	Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(111,523)	(1,416,030)	(1,492,283)
	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)	730,902	(178,696)	4,188,095
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	6,105,901	1,917,806	1,917,806
	19.2 End of period (Line 18 plus Line 19.1)	6,836,803	1,739,110	6,105,901

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	561	0	0	0	0	0	0	561	0	0
2. First Quarter	2,148	0	0	0	0	0	0	2,148	0	0
3. Second Quarter	2,236	0	0	0	0	0	0	2,236	0	0
4. Third Quarter	0	0	0	0	0	0	0	0	0	0
5. Current Year	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months	12,946	0	0	0	0	0	0	12,946	0	0
Total Member Ambulatory Encounters for Period:										
7 Physician	17,926	0	0	0	0	0	0	17,926	0	0
8. Non-Physician	8,833	0	0	0	0	0	0	8,833	0	0
9. Total	26,759	0	0	0	0	0	0	26,759	0	0
10. Hospital Patient Days Incurred	2,309	0	0	0	0	0	0	2,309	0	0
11. Number of Inpatient Admissions	338	0	0	0	0	0	0	338	0	0
12. Health Premiums Written (a)	10,662,144	0	0	0	0	0	0	10,662,144	0	0
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	10,662,144	0	0	0	0	0	0	10,662,144	0	0
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services	8,999,500	0	0	0	0	0	0	8,999,500	0	0
18. Amount Incurred for Provision of Health Care Services	10,012,593	0	0	0	0	0	0	10,012,593	0	0

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $ 10,662,144

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
0299999 Aggregate accounts not individually listed-uncovered	48,645	662	0	0	0	49,307
0399999 Aggregate accounts not individually listed-covered	216,676	2,949	0	0	0	219,625
0499999 Subtotals	265,321	3,611	0	0	0	268,932
0599999 Unreported claims and other claim reserves						1,637,206
0699999 Total amounts withheld						0
0799999 Total claims unpaid						1,906,138
0899999 Accrued medical incentive pool and bonus amounts						0

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	6
	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	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)	0	0	0	0	0	0
2. Medicare Supplement	0	0	0	0	0	0
3. Dental Only	0	0	0	0	0	0
4. Vision Only	0	0	0	0	0	0
5. Federal Employees Health Benefits Plan	0	0	0	0	0	0
6. Title XVIII - Medicare	629,948	8,369,552	76,832	1,829,306	706,780	673,969
7 Title XIX - Medicaid	0	0	0	0	0	0
8. Other health	0	0	0	0	0	0
9. Health subtotal (Lines 1 to 8)	629,948	8,369,552	76,832	1,829,306	706,780	673,969
10. Healthcare receivables (a)	0	263,672	0	0	0	44,595
11. Other non-health	0	0	0	0	0	0
12. Medical incentive pools and bonus amounts	0	0	0	0	0	0
13. Totals (Lines 9-10+11+12)	629,948	8,105,880	76,832	1,829,306	706,780	629,374

(a) Excludes $ 0 loans or advances to providers not yet expensed.

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 Arkansas Insurance Department.

The Arkansas Insurance Department recognizes only statutory accounting practices prescribed or permitted by the State of Arkansas for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Arkansas 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 Arkansas. 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 Arkansas is shown below:

	State of Domicile	2015	2014
Net (Loss)/Income			
1. Humana Regional Health Plan, Inc. Arkansas basis	AR	$ (777,122)	$ 1,443,947
2. State Prescribed Practices that increase/(decrease) NAIC SAP	AR	-	-
3. State Permitted Practices that increase/(decrease) NAIC SAP	AR	-	-
4. NAIC SAP	AR	$ (777,122)	$ 1,443,947
Surplus			
5. Humana Regional Health Plan, Inc. Arkansas basis	AR	$ 14,168,868	$ 15,057,534
6. State Prescribed Practices that increase/(decrease) NAIC SAP	AR	-	-
7. State Permitted Practices that increase/(decrease) NAIC SAP	AR	-	-
8. NAIC SAP	AR	$ 14,168,868	$ 15,057,534

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. Common 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.

NOTES TO THE FINANCIAL STATEMENTS

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

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

(5) Not Applicable.

(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) Not Applicable.

(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 has not modified its capitalization policy from the prior period.

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.

(14) Not Applicable.

(15) Not Applicable.

2. Accounting Changes and Corrections of Errors

Not Applicable.

3. Business Combinations and Goodwill

A. Statutory Purchase Method

Not Applicable.

B. Statutory Merger

Not Applicable.

C. Assumption Reinsurance

Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

D. Impairment Loss

Not Applicable.

4. Discontinued Operations

Not Applicable.

5. Investments

A. Mortgage Loans, Including Mezzanine Real Estate Loans

Not Applicable.

B. Debt Restructuring

Not Applicable.

C. Reverse Mortgages

Not Applicable.

D. Loan-Backed Securities

(1) Not Applicable.

(2) Not Applicable.

(3) Not Applicable.

(4) The Company does not have any investments in an other-than-temporary impairment position at June 30, 2015.

The Company did not have any temporarily impaired securities in a continuous unrealized loss position as of June 30, 2015.

(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.

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 – excluding FHLB capital stock	-	-	-	-	-	-
i. FHLB capital stock	-	-	-	-	-	-
j. On deposit with states	954,651	1,004,267	(49,616)	954,651	5.50%	5.57%
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	$ 954,651	$ 1,004,267	$ (49,616)	$ 954,651	5.50%	5.57%

(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.

J. Offsetting and Netting of Assets and Liabilities

Not Applicable.

K. Structured Notes

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.

NOTES TO THE FINANCIAL STATEMENTS

9. Income Taxes

No material change since year-end December 31, 2014.

10. Information Concerning Parent, Subsidiaries and Affiliates

A.-F. The Company has several management contracts with Humana Inc. 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, 2014 and 2013 were $725,985 and $(177,673), respectively. As a part of this agreement, Humana Inc. 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 Inc. 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 Inc. not be able to fulfill its obligations.

No dividends were paid by the Company as of June 30, 2015.

At June 30, 2015, the Company reported $76,826 due to Humana Inc. Amounts due to or from parent are generally settled within 30 days.

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

H. Not Applicable.

I. Not Applicable.

J. Not Applicable.

K. Not Applicable.

L. Not Applicable.

11. Debt

A. Debt Including Capital Notes

The Company has no debentures outstanding.

The Company has no capital notes outstanding.

The Company does not have any reverse repurchase agreements.

B. Federal Home Loan Bank (FHLB) Agreements

The Company does not have any FHLB agreements.

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

A.-D. Defined Benefit Plans

Not Applicable.

E. Defined Contribution Plans

Not Applicable.

F. Multiemployer Plans

Not Applicable.

G. Consolidated/Holding Company Plans

No material change since year-end December 31, 2014.

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 $0 par value common stock with 10 shares authorized and 5 shares issued and 5 outstanding. All shares are common stock shares.

(2) The Company has no preferred stock outstanding.

NOTES TO THE FINANCIAL STATEMENTS

(3-5) Dividends are noncumulative and are paid as determined by the Board of Directors. Dividends are subject to the approval of the Arkansas Insurance Department 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 by the Company as of June 30, 2015.

(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) Changes in balances of special surplus funds from the prior year is due to the estimated health insurance industry fee that will be payable on September 30, 2016.

(10) The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses is $0.

(11) Not Applicable.

(12) Not Applicable.

(13) Not Applicable.

14. Liabilities, Contingencies and Assessments

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. Joint and Several Liabilities

Not Applicable.

F. All Other Contingencies

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

The Company is not aware of any other material contingent liabilities as of June 30, 2015.

15. Leases

Not Applicable.

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.

NOTES TO THE FINANCIAL STATEMENTS

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

A. ASO Plans

Not Applicable.

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.

(2) As of June 30, 2015, the Company has recorded a receivable from CMS of $1,032,698 related to the cost share and reinsurance components of administered Medicare products. The Company does not have any additional receivables greater than 10% of the Company's accounts receivable from uninsured accident and health plans or $10,000.

(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 Company did not have any financial assets carried at fair value at June 30, 2015.

The Company reports transfers between Level 1 and Level 2 of the fair value hierarchy levels at the end of the reporting period. There were no transfers between Level 1 and Level 2 of the fair value hierarchy between December 31, 2014 and June 30, 2015.

(2) Fair Value Measurements in (Level 3) of the Fair Value Hierarchy

Not Applicable.

(3) The Company reports transfers into or out of Level 3 of the fair value hierarchy levels at the end of the reporting period. There were no transfers into or out of Level 3 of the fair value hierarchy levels between December 31, 2014 and June 30, 2015.

(4) Fair value of actively traded debt securities are based on quoted market prices. Fair value of other debt securities are based on quoted market prices of identical or similar securities or based on observable inputs like interest rates generally using a market valuation approach, or, less frequently, an income valuation approach and are generally classified as Level 2. The Company generally obtains one quoted price for each security from a third party pricing service. These prices are generally derived from recently reported trades for identical or similar securities, including adjustments through the reporting date based upon observable market information. When quoted prices are not available, the third party pricing service may use quoted market prices of comparable securities or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include benchmark yields, reported trades, credit spreads, broker quotes, default rates and prepayment speeds. The Company is responsible for the determination of fair value and as such, the Company performs analysis on the prices received from the third party pricing service to determine whether the prices are reasonable estimates of fair value. The Company's analysis includes a review of monthly price fluctuations as well as a quarterly comparison of the prices received from the pricing service to prices reported by the Company's third party investment advisor. Based on the Company's internal price verification procedures and review of fair value methodology documentation provided by the third party pricing service, there were no material adjustments to the prices obtained from the third party pricing service during the quarter ended June 30, 2015.

(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.

NOTES TO THE FINANCIAL STATEMENTS

21. Other Items

A. Extraordinary Items

Not Applicable.

B. Troubled Debt Restructuring: Debtors

Not Applicable.

C. Other Disclosures and Unusual Items

Not Applicable.

D. Business Interruption Insurance Recoveries

Not Applicable.

E. State Transferable and Non-transferable Tax Credits

Not Applicable.

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.

22. Events Subsequent

On July 2, 2015, Humana entered into an Agreement and Plan of Merger with Aetna Inc. and certain wholly owned subsidiaries of Aetna Inc. which sets forth the terms and conditions under which Humana will merge with, and become a wholly owned subsidiary of Aetna Inc. The merger is expected to close in the second half of 2016.

The Company is not aware of any other events or transactions occurring subsequent to the close of the books for this statement which may have a material effect on its financial condition. Subsequent events have been considered through August 10, 2015 for the Statutory Statement issued on August 10, 2015.

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)

NOTES TO THE FINANCIAL STATEMENTS

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

Yes ( ) No (X)

Section 2 – Ceded Reinsurance Report – Part A

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

Yes ( ) No (X)

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

Yes ( ) No (X)

Section 3 – Ceded Reinsurance Report – Part B

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

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

Yes ( ) No (X)

B. Uncollectible Reinsurance

Not Applicable.

C. Commutation of Ceded Reinsurance

Not Applicable.

D. Certified Reinsurer Rating Downgraded or Status Subject to Revocation

Not Applicable.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

A. The Company estimates accrued retrospective premium adjustments for its Medicare business through a mathematical approach using an algorithm based upon settlement procedures defined by contracts with CMS.

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

C. The amount of net premiums written by the Company at June 30, 2015 that are subject to retrospective rating features was $10,662,144, or 100.00% 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

Not Applicable.

E. Risk Sharing Provisions of the Affordable Care Act

Not Applicable.

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2014 were $680,378. As of June 30, 2015, $635,939 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now $77,563 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a $33,123 unfavorable prior-year development since December 31, 2014. The increase is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims. The Company did not experience any material prior year claim development on retrospectively rated policies.

26. Intercompany Pooling Arrangements

Not Applicable.

27. Structured Settlements

The Company has no structured settlements.

NOTES TO THE FINANCIAL STATEMENTS

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

Quarter	Estimate Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Billed or Otherwise Confirmed	Actual Rebates Received Within 90 Days of Billing	Actual Rebates Received Within 91 to 180 Days of Billing	Actual Rebates Received More than 181 Days after Billing
12/31/2015	$ -	$ -	$ -	$ -	$ -
9/30/2015	-	-	-	-	-
6/30/2015	225,366	225,366	-	-	-
3/31/2015	122,277	122,277	122,014	-	-
12/31/2014	44,270	44,270	44,236	-	-
9/30/2014	37,530	37,530	37,309	-	-
6/30/2014	34,708	34,708	34,288	223	197
3/31/2014	20,876	20,876	20,342	432	102
12/31/2013	-	-	-	-	-
9/30/2013	2,192	2,192	2,192	-	-
6/30/2013	986	986	986	-	-
3/31/2013	-	-	-	-	-

B. Risk Sharing Receivables

Not Applicable.

29. Participating Policies

The Company has no participating policies.

30. Premium Deficiency Reserves

Not Applicable.

31. Anticipated Salvage and Subrogation

Not Applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [ ] No [X]

1.2 If yes, has the report been filed with the domiciliary state? Yes [ ] No [ ]

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [ ] No [X]

2.2 If yes, date of change:

3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No [ ]
If yes, complete Schedule Y, Parts 1 and 1A.

3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [ ] No [X]

3.3 If the response to 3.2 is yes, provide a brief description of those changes.

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [ ] No [X]

4.2 If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [ ] No [X] N/A [ ]
If yes, attach an explanation.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2013

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2013

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). 05/14/2015

6.4 By what department or departments?
Arkansas Insurance Department

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 [ ] No [X] N/A [ ]

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [ ] No [X]

7.2 If yes, give full information:

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [ ] No [X]

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [ ] No [X]

8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

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

GENERAL INTERROGATORIES

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No [ ]
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.
9.11 If the response to 9.1 is No, please explain:

9.2 Has the code of ethics for senior managers been amended? Yes [X] 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 [X]
9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [ ] No [X]
10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $ 0

INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [ ] No [X]
11.2 If yes, give full and complete information relating thereto:

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: $ 0
13. Amount of real estate and mortgages held in short-term investments: $ 0
14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [ ] No [X]
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	$ 0	$ 0
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)	$ 0	$ 0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	$ 0	$ 0

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [ ] No [X]
15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [ ] No [ ]
If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:

16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2. ..... $ 0

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 ..... $ 0

16.3 Total payable for securities lending reported on the liability page. ..... $ 0

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

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

1 Name of Custodian(s)	2 Custodian Address
JP Morgan Chase	4 Metro Tech Center, 16th Floor Mail Code: NY1-C512, Brooklyn, NY 11245, Attn: Barbara J. Walsh

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

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

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

17.4 If yes, give full information relating thereto:

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

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

1 Central Registration Depository	2 Name(s)	3 Address

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:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent ..... 97.4 %

1.2 A&H cost containment percent ..... 3.5 %

1.3 A&H expense percent excluding cost containment expenses ..... 11.2 %

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

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

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

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

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Type of Reinsurer	8 Certified Reinsurer Rating (1 through 6)	9 Effective Date of Certified Reinsurer Rating

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

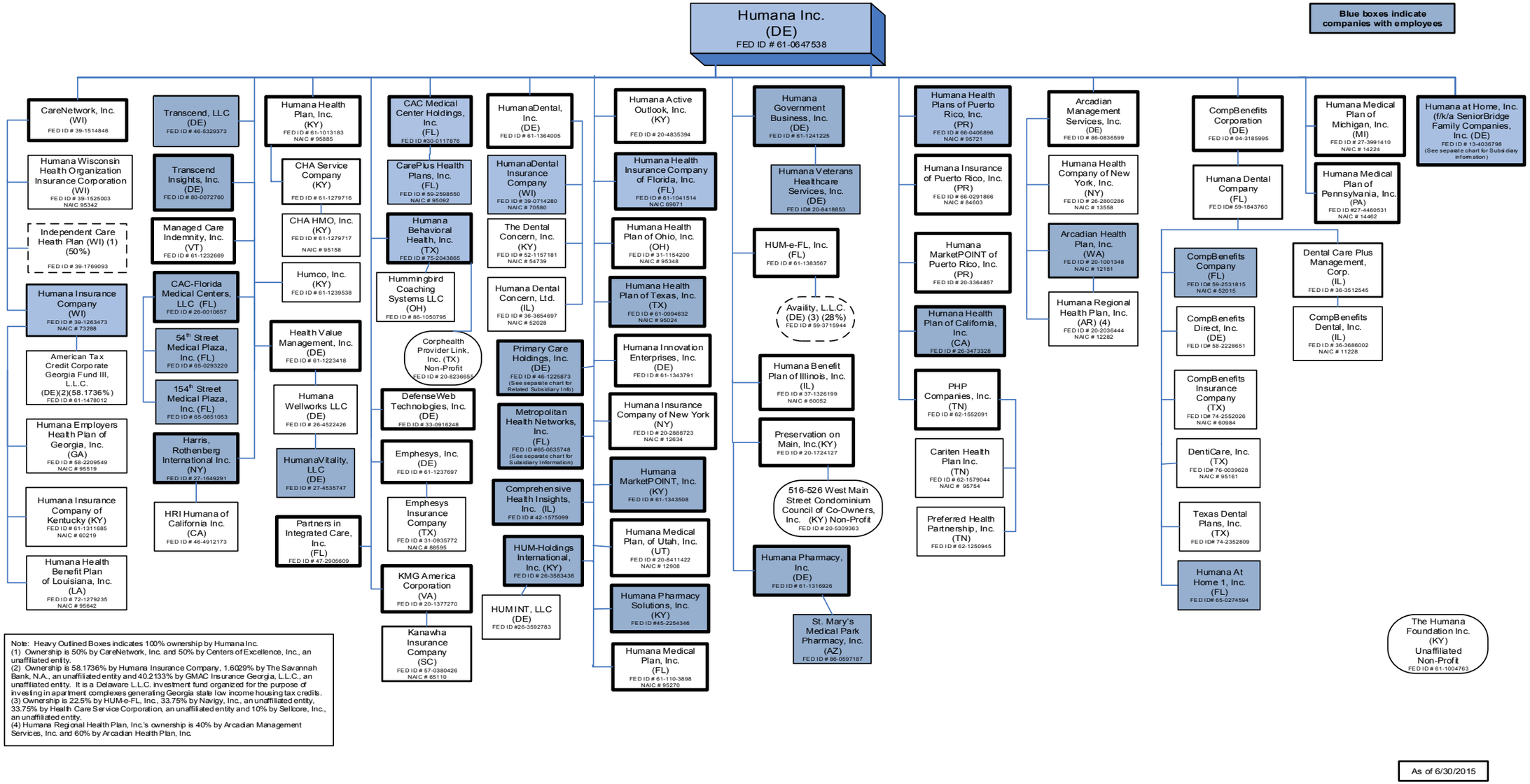
Current Year to Date - Allocated by States and Territories

		1	Direct Business Only							
			2	3	4	5	6	7	8	9
States, etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama	AL	N	0	0	0	0	0	0	0	0
2. Alaska	AK	N	0	0	0	0	0	0	0	0
3. Arizona	AZ	N	0	0	0	0	0	0	0	0
4. Arkansas	AR	L	0	9,084	0	0	0	0	9,084	0
5. California	CA	N	0	0	0	0	0	0	0	0
6. Colorado	CO	N	0	0	0	0	0	0	0	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	N	0	0	0	0	0	0	0	0
14. Illinois	IL	N	0	0	0	0	0	0	0	0
15. Indiana	IN	N	0	0	0	0	0	0	0	0
16. Iowa	IA	N	0	0	0	0	0	0	0	0
17. Kansas	KS	N	0	0	0	0	0	0	0	0
18. Kentucky	KY	N	0	0	0	0	0	0	0	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	N	0	0	0	0	0	0	0	0
27. Montana	MT	N	0	0	0	0	0	0	0	0
28. Nebraska	NE	N	0	0	0	0	0	0	0	0
29. Nevada	NV	N	0	0	0	0	0	0	0	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	N	0	0	0	0	0	0	0	0
33. New York	NY	N	0	0	0	0	0	0	0	0
34. North Carolina	NC	N	0	0	0	0	0	0	0	0
35. North Dakota	ND	N	0	0	0	0	0	0	0	0
36. Ohio	OH	N	0	0	0	0	0	0	0	0
37. Oklahoma	OK	L	0	10,636,691	0	0	0	0	10,636,691	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	N	0	0	0	0	0	0	0	0
42. South Dakota	SD	N	0	0	0	0	0	0	0	0
43. Tennessee	TN	N	0	0	0	0	0	0	0	0
44. Texas	TX	L	0	16,369	0	0	0	0	16,369	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	N	0	0	0	0	0	0	0	0
48. Washington	WA	N	0	0	0	0	0	0	0	0
49. West Virginia	WV	N	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	0	10,662,144	0	0	0	0	10,662,144	0
60. Reporting Entity Contributions for Employee Benefit Plans		XXX	0	0	0	0	0	0	0	0
61. Totals (Direct Business)		(a) 3	0	10,662,144	0	0	0	0	10,662,144	0
DETAILS OF WRITE-INS										
58001.		XXX								
58002.		XXX								
58003.		XXX								
58998. Summary of remaining write-ins for Line 58 from overflow page		XXX	0	0	0	0	0	0	0	0
58999. Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)		XXX	0	0	0	0	0	0	0	0

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

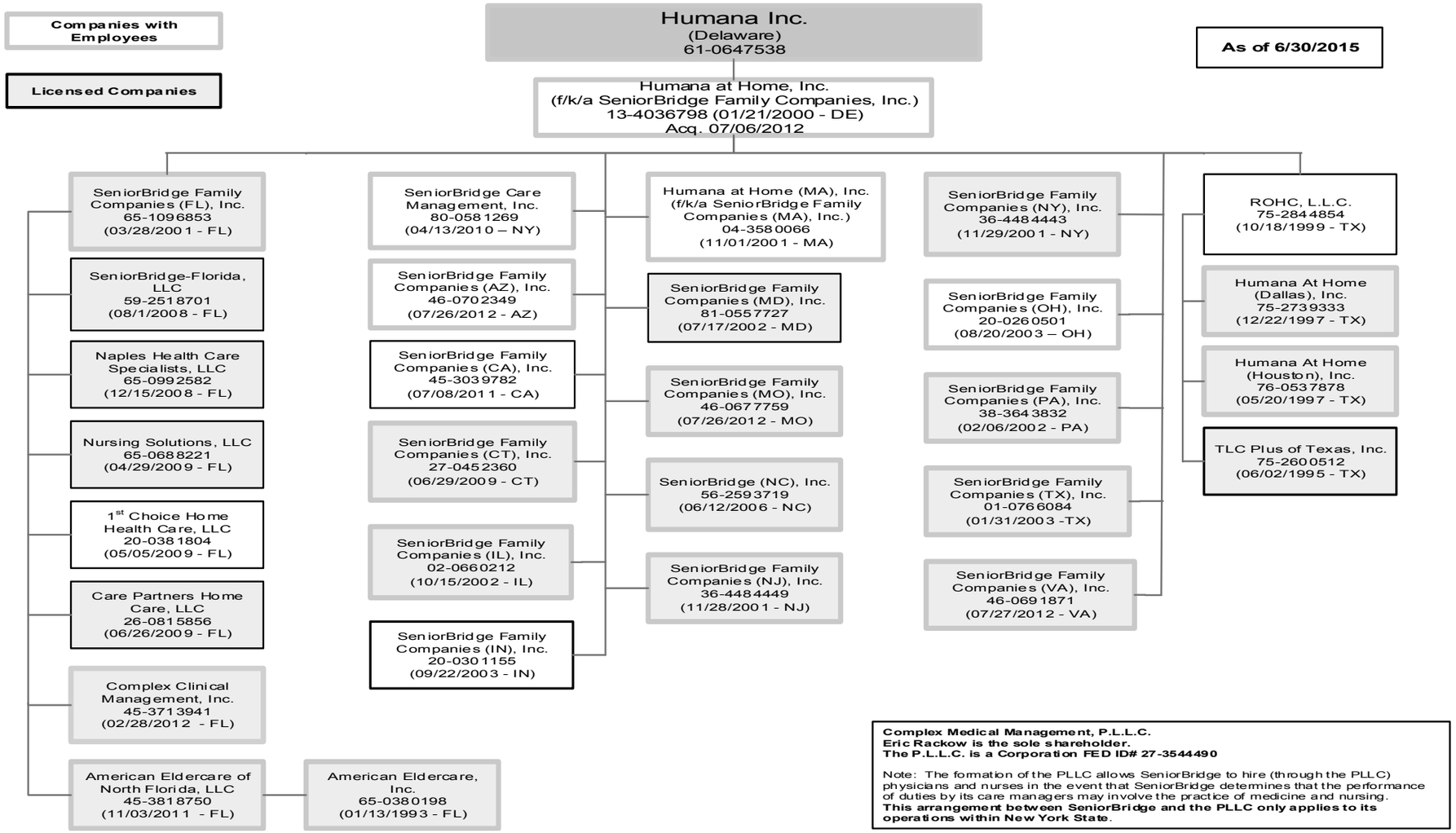
(a) Insert the number of L responses except for Canada and Other Alien.

STATEMENT AS OF JUNE 30, 2015 OF THE Humana Regional Health Plan, Inc. f/k/a Arkansas Community Care, Inc.



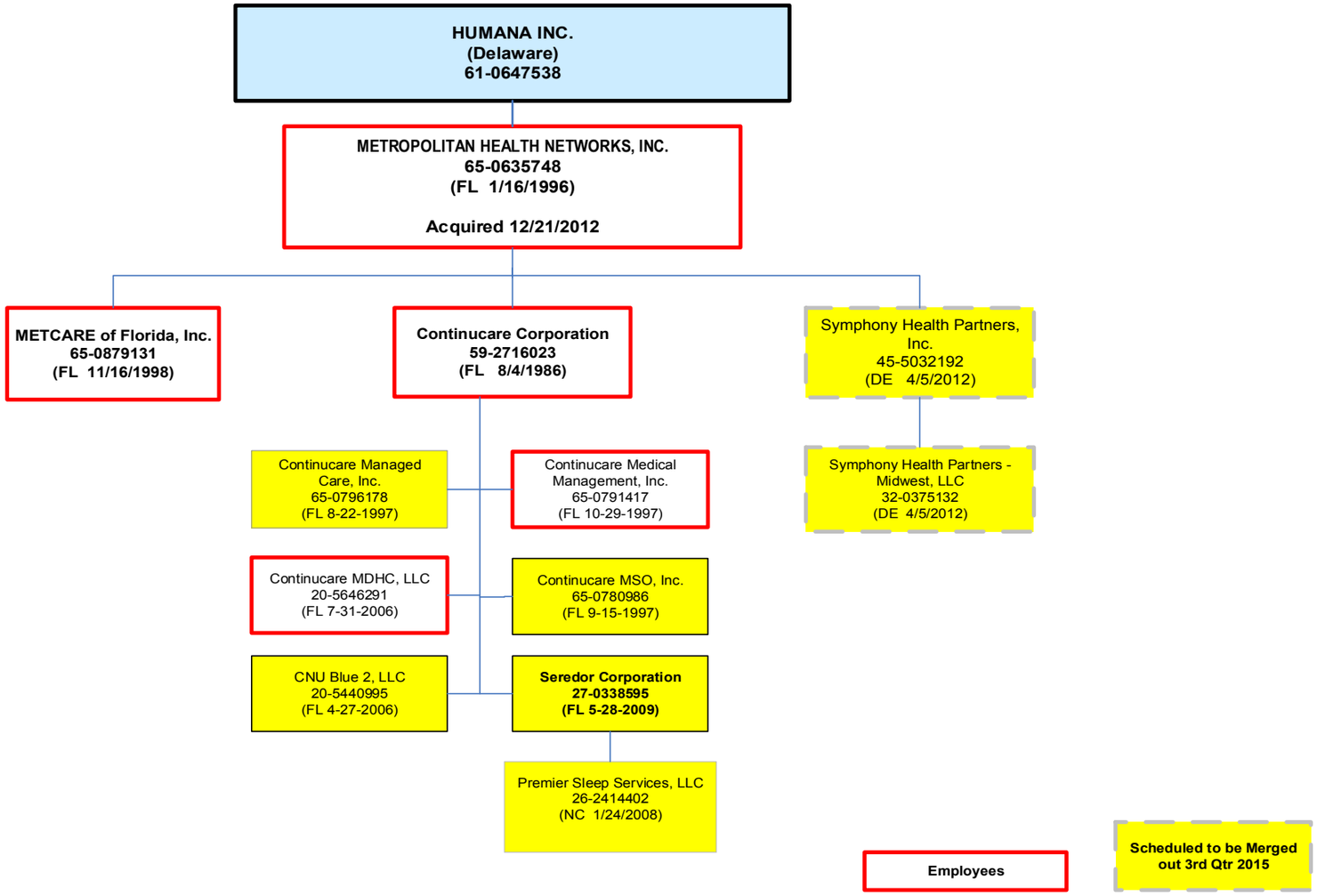
Note: Heavy Outlined Boxes indicates 100% ownership by Humana Inc.
(1) Ownership is 50% by CareNetwork, Inc. and 50% by Centers of Excellence, Inc., an unaffiliated entity.
(2) Ownership is 58.1736% by Humana Insurance Company, 1.6029% by The Savannah Bank, N.A., an unaffiliated entity and 40.2133% by GMAC Insurance Georgia, L.L.C., an unaffiliated entity. It is a Delaware L.L.C. investment fund organized for the purpose of investing in apartment complexes generating Georgia state low income housing tax credits.
(3) Ownership is 22.5% by HUM-e-FL, Inc., 33.75% by Navigy, Inc., an unaffiliated entity, 33.75% by Health Care Service Corporation, an unaffiliated entity and 10% by Sellcore, Inc., an unaffiliated entity.
(4) Humana Regional Health Plan, Inc.'s ownership is 40% by Arcadian Management Services, Inc. and 60% by Arcadian Health Plan, Inc.

As of 6/30/2015


Companies with Employees
Licensed Companies
Humana Inc.
(Delaware)
61-0647538
As of 6/30/2015
Humana at Home, Inc.
(f/k/a SeniorBridge Family Companies, Inc.)
13-4036798 (01/21/2000 - DE)
Acq. 07/06/2012
SeniorBridge Family Companies (FL), Inc.
65-1096853
(03/28/2001 - FL)
SeniorBridge-Florida, LLC
59-2518701
(08/1/2008 - FL)
Naples Health Care Specialists, LLC
65-0992582
(12/15/2008 - FL)
Nursing Solutions, LLC
65-0688221
(04/29/2009 - FL)
1st Choice Home Health Care, LLC
20-0381804
(05/05/2009 - FL)
Care Partners Home Care, LLC
26-0815856
(06/26/2009 - FL)
Complex Clinical Management, Inc.
45-3713941
(02/28/2012 - FL)
American Eldercare of North Florida, LLC
45-3818750
(11/03/2011 - FL)
American Eldercare, Inc.
65-0380198
(01/13/1993 - FL)
SeniorBridge Care Management, Inc.
80-0581269
(04/13/2010 – NY)
SeniorBridge Family Companies (AZ), Inc.
46-0702349
(07/26/2012 - AZ)
SeniorBridge Family Companies (CA), Inc.
45-3039782
(07/08/2011 - CA)
SeniorBridge Family Companies (CT), Inc.
27-0452360
(06/29/2009 - CT)
SeniorBridge Family Companies (IL), Inc.
02-0660212
(10/15/2002 - IL)
SeniorBridge Family Companies (IN), Inc.
20-0301155
(09/22/2003 - IN)
Humana at Home (MA), Inc.
(f/k/a SeniorBridge Family Companies (MA), Inc.)
04-3580066
(11/01/2001 - MA)
SeniorBridge Family Companies (MD), Inc.
81-0557727
(07/17/2002 - MD)
SeniorBridge Family Companies (MO), Inc.
46-0677759
(07/26/2012 - MO)
SeniorBridge (NC), Inc.
56-2593719
(06/12/2006 - NC)
SeniorBridge Family Companies (NJ), Inc.
36-4484449
(11/28/2001 - NJ)
SeniorBridge Family Companies (NY), Inc.
36-4484443
(11/29/2001 - NY)
SeniorBridge Family Companies (OH), Inc.
20-0260501
(08/20/2003 – OH)
SeniorBridge Family Companies (PA), Inc.
38-3643832
(02/06/2002 - PA)
SeniorBridge Family Companies (TX), Inc.
01-0766084
(01/31/2003 -TX)
SeniorBridge Family Companies (VA), Inc.
46-0691871
(07/27/2012 - VA)
ROHC, L.L.C.
75-2844854
(10/18/1999 - TX)
Humana At Home (Dallas), Inc.
75-2739333
(12/22/1997 - TX)
Humana At Home (Houston), Inc.
76-0537878
(05/20/1997 - TX)
TLC Plus of Texas, Inc.
75-2600512
(06/02/1995 - TX)
Complex Medical Management, P.L.L.C.
Eric Rackow is the sole shareholder.
The P.L.L.C. is a Corporation FED ID# 27-3544490
Note: The formation of the PLLC allows SeniorBridge to hire (through the PLLC) physicians and nurses in the event that SeniorBridge determines that the performance of duties by its care managers may involve the practice of medicine and nursing.
This arrangement between SeniorBridge and the PLLC only applies to its operations within New York State.

STATEMENT AS OF JUNE 30, 2015 OF THE Humana Regional Health Plan, Inc. f/k/a Arkansas Community Care, Inc.

As of 6-30-2015



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries Or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
0119	Humana Inc.	00000	65-0851053				154th Street Medical Plaza, Inc.	FL	NIA	CAC-Florida Medical Centers, LLC	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-0381804				1st Choice Home Health Care, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-5309363				515-526W MainSt CondoCouncilofCo-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	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.	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	26-0815856				Care Partners Home Care, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	39-1514846				CareNetwork, Inc.	WI	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95092	59-2598550				CarePlus Health Plans, Inc.	FL	IA	CPHP Holdings, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95754	62-1579044				Cariten Health Plan Inc.	TN	IA	PHP Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95158	61-1279717				CHA HMO, Inc.	KY	IA	CHA Service Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1279716				CHA Service Company	KY	NIA	Humana Health Plan, Inc.	Ownership	100.000	Humana Inc.	0
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.	00000	45-3713941				Complex Clinical Management, Inc.	FL	NIA	SeniorBridge Family Companies (FL), Inc.	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	59-2716023				Continucare Corporation	FL	NIA	Metropolitan Health Networks, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0796178				Continucare Managed Care, Inc.	FL	NIA	Continucare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-5646291				Continucare MDHC, LLC	FL	NIA	Continucare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0791417				Continucare Medical Management, Inc.	FL	NIA	Continucare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0780986				Continucare MSO, Inc.	FL	NIA	Continucare 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				Humana Behavioral Health, Inc.	TX	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	33-0916248				DefenseWeb Technologies, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	36-3512545				Dental Care Plus Management Corp.	IL	NIA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95161	76-0039628				DentiCare, Inc.	TX	IA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	88595	31-0935772				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	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	75-2739333				Humana At Home (Dallas), Inc.	TX	NIA	ROHC, L.L.C.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	76-0537878				Humana At Home (Houston), Inc.	TX	NIA	ROHC, L.L.C.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	04-3580066				Humana at Home (MA), Inc.	MA	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0274594				Humana at Home 1, Inc.	FL	NIA	Humana Dental Company	Ownership	100.000	Humana Inc.	0

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries Or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
0119	Humana Inc.	00000	13-4036798				Humana at Home, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	60052	37-1326199				Humana Benefit Plan of Illinois, Inc.	IL	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	59-1843760				Humana Dental Company	FL	NIA	CompBenefits Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	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	IA	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	UIP		Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1343791				Humana Innovation Enterprises, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	73288	39-1263473				Humana Insurance Company	WI	IA	CareNetwork, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	60219	61-1311685				Humana Insurance Company of Kentucky	KY	IA	Humana Insurance Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	12634	20-2888723				Humana Insurance Company of New York	NY	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	84603	66-0291866				Humana Insurance of Puerto Rico, Inc.	PR	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-3364857				Humana MarketPOINT of Puerto Rico, Inc.	PR	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1343508				Humana MarketPOINT, Inc.	KY	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	14224	27-3991410				Humana Medical Plan of Michigan, Inc.	MI	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	14462	27-4660531				Humana Medical Plan of Pennsylvania, Inc	PA	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	12908	20-8411422				Humana Medical Plan of Utah, Inc.	UT	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95270	61-1103898				Humana Medical Plan, Inc.	FL	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	45-2254346				Humana Pharmacy Solutions, Inc.	KY	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1316926				Humana Pharmacy, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	12282	20-2036444				Humana Regional Health Plan, Inc.	AR	RE	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.	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	NIA	HumanaWellworks LLC	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1239538				Humco, Inc.	KY	NIA	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.	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	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	65-0688221				Nursing Solutions, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc.	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

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries Or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
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	46-1225873				Primary Care Holdings, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	75-2844854				ROHC, L.L.C.	TX	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	56-2593719				SeniorBridge (NC), Inc.	NC	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	80-0581269				SeniorBridge Care Management, Inc.	NY	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	46-0702349				SeniorBridge Family Companies (AZ), Inc.	AZ	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	45-3039782				SeniorBridge Family Companies (CA), Inc.	CA	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	27-0452360				SeniorBridge Family Companies (CT), Inc.	CT	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-1096853				SeniorBridge Family Companies (FL), Inc.	FL	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	02-0660212				SeniorBridge Family Companies (IL), Inc.	IL	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-0301155				SeniorBridge Family Companies (IN), Inc.	IN	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	81-0557727				SeniorBridge Family Companies (MD), Inc.	MD	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	46-0677759				SeniorBridge Family Companies (MO), Inc.	MO	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	36-4484449				SeniorBridge Family Companies (NJ), Inc.	NJ	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	36-4484443				SeniorBridge Family Companies (NY), Inc.	NY	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-0260501				SeniorBridge Family Companies (OH), Inc.	OH	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	38-3643832				SeniorBridge Family Companies (PA), Inc.	PA	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	01-0766084				SeniorBridge Family Companies (TX), Inc.	TX	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	46-0691871				SeniorBridge Family Companies (VA), Inc.	VA	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	59-2518701				SeniorBridge-Florida, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	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	75-2600512				Humana at Home (TLC), Inc.	TX	NIA	ROHC, L.L.C.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	80-0072760				Transcend Insights, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	46-5329373				Transcend, LLC	DE	NIA	Humana 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	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.
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.

Asterisk	Explanation
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.

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]

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OVERFLOW PAGE FOR WRITE-INS

NONE

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		
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 mortgage interest points and commitment fees		
9.	Total foreign exchange change in book value/recorded investment excluding accrued interest		
10.	Deduct current year's other than temporary impairment recognized		
11.	Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12.	Total valuation allowance		
13.	Subtotal (Line 11 plus Line 12)		
14.	Deduct total nonadmitted amounts		
15.	Statement value at end of current period (Line 13 minus Line 14)		

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

		1 Year to Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year		
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	8,936,711	9,914,681
2.	Cost of bonds and stocks acquired	48,223	635,933
3.	Accrual of discount	7,288	14,966
4.	Unrealized valuation increase (decrease)	0	0
5.	Total gain (loss) on disposals	0	0
6.	Deduct consideration for bonds and stocks disposed of	781,668	1,555,684
7.	Deduct amortization of premium	27,984	73,185
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)	8,182,570	8,936,711
11.	Deduct total nonadmitted amounts	0	0
12.	Statement value at end of current period (Line 10 minus Line 11)	8,182,570	8,936,711

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)	14,410,301	57,024,392	57,629,118	93,711	14,410,301	13,899,286	0	13,524,676
2. NAIC 2 (a)	1,509,462	0	300,000	(100,695)	1,509,462	1,108,767	0	1,487,412
3. NAIC 3 (a)	0	0	0	0	0	0	0	0
4. NAIC 4 (a)	0	0	0	0	0	0	0	0
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	15,919,763	57,024,392	57,929,118	(6,984)	15,919,763	15,008,053	0	15,012,088
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	15,919,763	57,024,392	57,929,118	(6,984)	15,919,763	15,008,053	0	15,012,088

(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 $ 6,825,483 ; NAIC 2 $ 0 ; NAIC 3 $ 0 ; NAIC 4 $ 0 ; NAIC 5 $ 0 ; NAIC 6 $ 0

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year-to-Date	5 Paid for Accrued Interest Year-to-Date
9199999 Totals	725,578	XXX	725,578	126	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	275,452	775,368
2. Cost of short-term investments acquired	25,125,126	13,225,087
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	24,675,000	13,725,003
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)	725,578	275,452
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	725,578	275,452

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 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	5,799,927	1,100,000
2.	Cost of cash equivalents acquired	64,998,820	29,099,160
3.	Accrual of discount	1,105	764
4.	Unrealized valuation increase (decrease)	0	0
5.	Total gain (loss) on disposals	(1)	3
6.	Deduct consideration received on disposals	64,699,946	24,400,000
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)	6,099,905	5,799,927
11.	Deduct total nonadmitted amounts	0	0
12.	Statement value at end of current period (Line 10 minus Line 11)	6,099,905	5,799,927

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 and Additions Made

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 and Additions Made

N O N E

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

N O N E

Schedule D - Part 3 - Long-Term Bonds and Stocks Acquired

N O N E

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 Ident-ification	Description	For-eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Current Year's Other Than Temporary Impairment Recog-nized	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 DuringYear	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
36202E-LJ-6	GOVERNMENT NATIONAL MORTGAGE GNMA		06/22/2015	MBS PAYDOWN		1,037	1,037	1,026	1,033	0	4	0	4	0	1,037	0	0	0	21	12/01/2036	1
36241K-KV-9	GOVERNMENT NATIONAL MORTGAGE GNMA		06/01/2015	MBS PAYDOWN		2,891	2,891	2,866	2,888	0	2	0	2	0	2,891	0	0	0	66	08/01/2021	1
36297A-KC-6	GOVERNMENT NATIONAL MORTGAGE GNMA		06/01/2015	MBS PAYDOWN		17,755	17,755	18,099	17,788	0	(33)	0	(33)	0	17,755	0	0	0	316	01/01/2024	1
0599999. Subtotal - Bonds - U.S. Governments						21,683	21,683	21,991	21,709	0	(27)	0	(27)	0	21,683	0	0	0	403	XXX	XXX
17311A-AD-7	CITICORP MORTGAGE SECURITIES, CMO		06/25/2015	CALLED SECURITY at 100.000		1,008	1,008	1,005	1,006	0	2	0	2	0	1,008	0	0	0	41	12/25/2021	1FM
200340-AL-1	COMERICA INC CORPORATE		05/01/2015	MATURITY		100,000	100,000	96,396	99,560	0	440	0	440	0	100,000	0	0	0	2,400	05/01/2015	2FE
216871-AD-5	COOPER US INC CORPORATE		04/01/2015	MATURITY		100,000	100,000	100,514	100,029	0	(29)	0	(29)	0	100,000	0	0	0	2,725	04/01/2015	2FE
532457-AN-8	ELI LILLY & CO CORPORATE		06/11/2015	CALLED SECURITY at 106.480		106,480	100,000	102,962	100,855	0	5,625	0	5,625	0	106,480	0	0	0	3,285	01/01/2016	1FE
744320-AG-0	PRUDENTIAL FINANCIAL INC CORPORATE		06/13/2015	MATURITY		100,000	100,000	97,400	99,600	0	400	0	400	0	100,000	0	0	0	2,375	06/13/2015	2FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						407,488	401,008	398,277	401,050	0	6,438	0	6,438	0	407,488	0	0	0	10,826	XXX	XXX
8399997. Total - Bonds - Part 4						429,171	422,691	420,268	422,759	0	6,411	0	6,411	0	429,171	0	0	0	11,229	XXX	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999. Total - Bonds						429,171	422,691	420,268	422,759	0	6,411	0	6,411	0	429,171	0	0	0	11,229	XXX	XXX
8999997. Total - Preferred Stocks - Part 4						0	XXX	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
8999999. Total - Preferred Stocks						0	XXX	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	XXX	XXX
9799998. Total - Common Stocks - Part 5						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	XXX	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999 - Totals						429,171	XXX	420,268	422,759	0	6,411	0	6,411	0	429,171	0	0	0	11,229	XXX	XXX

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

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

N O N E

Schedule DB - Part B - Section 1 - Futures Contracts Open

N O N E

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

N O N E

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

N O N E

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged By

N O N E

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged To

N O N E

Schedule DL - Part 1 - Reinvested Collateral Assets Owned

N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned

N O N E

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
US BANK Knoxville, TN		0.000	0	0	(108,827)	(91,940)	(69,296)	XXX
JP MORGAN CHASE New York, NY		0.000	0	0	28,666	110,656	80,616	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	0	0	(80,161)	18,716	11,320	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	0	0	(80,161)	18,716	11,320	XXX
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX	0	0	0	XXX
0599999. Total - Cash	XXX	XXX	0	0	(80,161)	18,716	11,320	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due and Accrued	8 Amount Received During Year
FHLB DISCOUNT NT		06/19/2015	0.035	07/17/2015	6,099,905	0	71
0199999. Subtotal - Bonds - U.S. Governments - Issuer Obligations					6,099,905	0	71
0599999. Total - U.S. Government Bonds					6,099,905	0	71
1099999. Total - All Other Government Bonds					0	0	0
1799999. Total - U.S. States, Territories and Possessions Bonds					0	0	0
2499999. Total - U.S. Political Subdivisions Bonds					0	0	0
3199999. Total - U.S. Special Revenues Bonds					0	0	0
3899999. Total - Industrial and Miscellaneous (Unaffiliated) Bonds					0	0	0
4899999. Total - Hybrid Securities					0	0	0
5599999. Total - Parent, Subsidiaries and Affiliates Bonds					0	0	0
7799999. Total - Issuer Obligations					6,099,905	0	71
7899999. Total - Residential Mortgage-Backed Securities					0	0	0
7999999. Total - Commercial Mortgage-Backed Securities					0	0	0
8099999. Total - Other Loan-Backed and Structured Securities					0	0	0
8399999. Total Bonds					6,099,905	0	71
8699999 - Total Cash Equivalents					6,099,905	0	71