



# QUARTERLY STATEMENT

AS OF MARCH 31, 2009  
OF THE CONDITION AND AFFAIRS OF THE

## Humana Health Plan, Inc.

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

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

Country of Domicile United States

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

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

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

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

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

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

Internet Web Site Address www.humana.com

Statutory Statement Contact Cathy Staebler 502-580-2712  
(Name) (Area Code) (Telephone Number) (Extension)  
cstaebler@humana.com 502-580-2099  
(E-Mail Address) (Fax Number)

### OFFICERS

Name	Title	Name	Title
<u>Michael Benedict McCallister</u>	<u>President &amp; CEO</u>	<u>Joan Olliges Lenahan</u>	<u>Vice President &amp; Secretary</u>
<u>James Harry Bloem</u>	<u>Sr. VP, CFO &amp; Treasurer</u>	<u>Frank Murray Amrine</u>	<u>Appointed Actuary</u>

### OTHER OFFICERS

<u>Randa Lynn Anderson-Stice</u>	<u>Reg. Pres. - Sr. Prod/Central Reg.</u>	<u>George Grant Bauernfeind</u>	<u>Vice President</u>
<u>Jeffrey Bergin Bringardner</u>	<u>Market President - Kentucky</u>	<u>John Ellis Brown</u>	<u>VP - Medicare Service Operations</u>
<u>John Gregory Catron</u>	<u>Vice President</u>	<u>Peter James Edwards</u>	<u>VP &amp; Div. Leader - Eastern Div.</u>
<u>Mark Sobhi El-Tawil</u>	<u>Market President - Arizona</u>	<u>Mark Jason Fehring</u>	<u>Regional VP - Finance</u>
<u>Gary Edward Goldstein M.D.</u>	<u>VP &amp; Div. Leader - Central Div.</u>	<u>Deborah Ann Gracey</u>	<u>Reg.Pres.- Sr.Prod/Great Lakes</u>
<u>Robert Todd Hitchcock</u>	<u>VP &amp; Div. Leader - Western Div.</u>	<u>Michael Allen Kasper</u>	<u>Market President - Chicago</u>
<u>Mark Everett Kiffer D.O.</u>	<u>Mkt VP/CMO - Sr Prod/Phoenix</u>	<u>Paul Francis Kraemer</u>	<u>Regional CEO - East</u>
<u>Edward James Leary M.D.</u>	<u>Reg.Pres.Sr.Prod/CO&amp;NM Reg.</u>	<u>Thomas Joseph Liston</u>	<u>Sr. Vice President - Sr. Prod.</u>
<u>Clarence Evans Looney</u>	<u>Market President - Tennessee</u>	<u>Jonathan Thomas Lord M.D.</u>	<u>Sr. Vice President</u>
<u>Kenneth Scott Malcolmson</u>	<u>Reg. CEO - TX/AZ/CO/UT</u>	<u>Heidi Suzanne Margulis</u>	<u>Sr. Vice President</u>
<u>Veronica Lynn Martin</u>	<u>Market President - Indianapolis</u>	<u>Kevin Ross Meriwether</u>	<u>Reg. President - Sr. Prod/East</u>
<u>Paul Phillip Moore</u>	<u>Reg. CEO - West</u>	<u>Daniel Joseph Oftedahl</u>	<u>Market President - Colorado</u>
<u>Kathleen Stephenson Pellegrino</u>	<u>Vice President &amp; Asst. Secretary</u>	<u>George Renaudin</u>	<u>VP &amp; Div. Leader - Southern Div.</u>
<u>Oraida Maria Roman</u>	<u>Reg. Pres. - Sr. Prod./Nevada</u>	<u>Larry Dale Savage</u>	<u>Reg. CEO - IN/KS/KY/MO/OH/TN</u>
<u>Debra Anne Smith</u>	<u>Reg. President - Sr. Prod/West</u>	<u>William Joseph Tait</u>	<u>Vice President</u>
<u>Gary Dean Thompson</u>	<u>Vice President</u>	<u>Timothy Alan Wheatley</u>	<u>VP - Sr. Products/Finance</u>
<u>Ralph Martin Wilson</u>	<u>Vice President</u>		

### DIRECTORS OR TRUSTEES

<u>Jonathan Thomas Lord M.D.</u>	<u>Michael Benedict McCallister</u>	<u>James Elmer Murray</u>
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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.

Michael Benedict McCallister  
 President & CEO

Joan Olliges Lenahan  
 Vice President & Secretary

James Harry Bloem  
 Sr. VP, CFO & Treasurer

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 \_\_\_\_\_

Subscribed and sworn to before me this  
8th day of May, 2009

Myra Carpenter, Notary Public  
 August 9, 2009

STATEMENT AS OF MARCH 31, 2009 OF THE Humana Health Plan, Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds .....	231,500,569		231,500,569	230,876,108
2. Stocks:				
2.1 Preferred stocks .....	657,600		657,600	1,564,160
2.2 Common stocks .....	25,434,217		25,434,217	37,611,933
3. Mortgage loans on real estate:				
3.1 First liens .....	27,600,000		27,600,000	27,600,000
3.2 Other than first liens .....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ ..... encumbrances) .....			0	0
4.2 Properties held for the production of income (less \$ ..... encumbrances) .....	199,543		199,543	190,000
4.3 Properties held for sale (less \$ ..... encumbrances) .....			0	0
5. Cash (\$ ..... (6,416,406) ), cash equivalents (\$ ..... 12,999,681 ) and short-term investments (\$ ..... 3,531,885 ) .....	10,115,160		10,115,160	19,004,337
6. Contract loans (including \$ ..... premium notes)			0	0
7. Other invested assets .....	0		0	0
8. Receivables for securities .....			0	0
9. Aggregate write-ins for invested assets .....	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9) .....	295,507,089	0	295,507,089	316,846,538
11. Title plants less \$ ..... charged off (for Title insurers only)			0	0
12. Investment income due and accrued .....	2,589,339		2,589,339	2,294,340
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection .....	15,706,765	163,415	15,543,350	12,867,949
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ ..... earned but unbilled premiums) .....			0	0
13.3 Accrued retrospective premiums .....	21,284,111		21,284,111	10,741,291
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers .....			0	0
14.2 Funds held by or deposited with reinsured companies .....			0	0
14.3 Other amounts receivable under reinsurance contracts .....			0	0
15. Amounts receivable relating to uninsured plans .....	9,338,665		9,338,665	6,129,947
16.1 Current federal and foreign income tax recoverable and interest thereon .....			0	0
16.2 Net deferred tax asset .....	118,971,050	93,140,915	25,830,135	25,830,135
17. Guaranty funds receivable or on deposit .....			0	0
18. Electronic data processing equipment and software .....	844,913	71,346	773,567	797,197
19. Furniture and equipment, including health care delivery assets (\$ ..... ) .....	3,124,406	3,124,406	0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates .....			0	0
21. Receivables from parent, subsidiaries and affiliates .....			0	27,360
22. Health care (\$ ..... 6,602,391 ) and other amounts receivable .....	10,071,256	1,910,548	8,160,708	7,335,250
23. Aggregate write-ins for other than invested assets .....	188,234,043	186,344,496	1,889,547	0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	665,671,637	284,755,126	380,916,511	382,870,007
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			0	0
26. Total (Lines 24 and 25)	665,671,637	284,755,126	380,916,511	382,870,007
<b>DETAILS OF WRITE-INS</b>				
0901. ....				
0902. ....				
0903. ....				
0998. Summary of remaining write-ins for Line 9 from overflow page .....	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	0	0	0	0
2301. Intangible Assets Related to Acquired Membership .....	185,218,045	185,218,045	0	0
2302. Federal Contingency Reserves .....	1,889,547		1,889,547	0
2303. Prepaid Expenses .....	890,053	890,053	0	0
2398. Summary of remaining write-ins for Line 23 from overflow page .....	236,398	236,398	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	188,234,043	186,344,496	1,889,547	0

STATEMENT AS OF MARCH 31, 2009 OF THE Humana Health Plan, Inc.

**LIABILITIES, CAPITAL AND SURPLUS**

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ 8,779,969 reinsurance ceded)	104,834,827	3,673,537	108,508,364	124,319,649
2. Accrued medical incentive pool and bonus amounts	23,412,259		23,412,259	24,868,869
3. Unpaid claims adjustment expenses	2,892,817		2,892,817	2,901,813
4. Aggregate health policy reserves	31,571,306		31,571,306	29,065,239
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves	163,955	5,745	169,700	185,500
8. Premiums received in advance	19,528,574		19,528,574	13,998,574
9. General expenses due or accrued	10,229,769		10,229,769	8,083,947
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	6,121,023		6,121,023	0
16. Payable for securities	2,267,400		2,267,400	0
17. Funds held under reinsurance treaties with (\$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
18. Reinsurance in unauthorized companies			0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
20. Liability for amounts held under uninsured plans	5,760,239		5,760,239	719,517
21. Aggregate write-ins for other liabilities (including \$ current)	1,461,172	0	1,461,172	1,458,368
22. Total liabilities (Lines 1 to 21)	208,243,341	3,679,282	211,922,623	205,601,476
23. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
24. Common capital stock	XXX	XXX	2,248,000	2,248,000
25. Preferred capital stock	XXX	XXX		0
26. Gross paid in and contributed surplus	XXX	XXX	414,118,594	414,118,594
27. Surplus notes	XXX	XXX		0
28. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
29. Unassigned funds (surplus)	XXX	XXX	(247,372,706)	(239,098,063)
30. Less treasury stock, at cost:				
30.1 shares common (value included in Line 24) \$ )	XXX	XXX	0	0
30.2 shares preferred (value included in Line 25) \$ )	XXX	XXX		0
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	168,993,888	177,268,531
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	380,916,511	382,870,007
<b>DETAILS OF WRITE-INS</b>				
2101. Miscellaneous Liability	1,315,954		1,315,954	1,312,706
2102. Securities Lending Payable	145,218		145,218	145,662
2103.				
2198. Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)	1,461,172	0	1,461,172	1,458,368
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX	0	0
2801.	XXX	XXX		
2802.	XXX	XXX		
2803.	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899. Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above)	XXX	XXX	0	0

STATEMENT AS OF MARCH 31, 2009 OF THE Humana Health Plan, Inc.

**STATEMENT OF REVENUE AND EXPENSES**

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	1,127,848	1,076,622	4,523,947
2. Net premium income (including \$ ..... non-health premium income).....	XXX	445,236,524	364,797,110	1,663,593,692
3. Change in unearned premium reserves and reserve for rate credits .....	XXX	8,560	(14,434)	(42,115)
4. Fee-for-service (net of \$ ..... medical expenses) .....	XXX		0	0
5. Risk revenue .....	XXX		0	0
6. Aggregate write-ins for other health care related revenues .....	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues .....	XXX	0	0	0
8. Total revenues (Lines 2 to 7) .....	XXX	445,245,084	364,782,676	1,663,551,577
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits .....	11,109,669	331,949,221	259,832,362	1,270,841,419
10. Other professional services .....		1,426,787	1,389,727	6,146,993
11. Outside referrals .....			0	0
12. Emergency room and out-of-area .....	976,562	10,257,984	12,499,068	40,730,872
13. Prescription drugs .....		50,738,496	40,833,867	174,582,478
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		12,070,282	3,952,649	45,514,883
16. Subtotal (Lines 9 to 15) .....	12,086,231	406,442,770	318,507,673	1,537,816,645
<b>Less:</b>				
17. Net reinsurance recoveries .....		27,067,201	13,784,811	95,923,641
18. Total hospital and medical (Lines 16 minus 17) .....	12,086,231	379,375,569	304,722,862	1,441,893,004
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 1,316,103 ..... cost containment expenses.....		10,412,205	11,289,829	36,887,095
21. General administrative expenses.....		66,348,918	50,798,017	219,548,685
22. Increase in reserves for life and accident and health contracts including \$ ..... increase in reserves for life only).....		8,800	8,470	(5,196,343)
23. Total underwriting deductions (Lines 18 through 22) .....	12,086,231	456,145,492	366,819,178	1,693,132,441
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	(10,900,408)	(2,036,502)	(29,580,864)
25. Net investment income earned .....		3,224,414	3,271,885	14,169,992
26. Net realized capital gains (losses) less capital gains tax of \$ .....(111,100) .....		(206,328)	597,549	(661,830)
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	3,018,086	3,869,434	13,508,162
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ .....)(amount charged off \$ .....)] .....			0	0
29. Aggregate write-ins for other income or expenses .....	0	73,735	45,300	191,616
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	(7,808,587)	1,878,232	(15,881,086)
31. Federal and foreign income taxes incurred .....	XXX	(1,424,710)	(1,332,461)	(1,804,758)
32. Net income (loss) (Lines 30 minus 31) .....	XXX	(6,383,877)	3,210,693	(14,076,328)
<b>DETAILS OF WRITE-INS</b>				
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.....		73,735	45,300	191,616
2902. Loss on Disposal of Fixed Assets.....			0	0
2903. ....				
2998. Summary of remaining write-ins for Line 29 from overflow page .....	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above) .....	0	73,735	45,300	191,616

**STATEMENT OF REVENUE AND EXPENSES (Continued)**

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year
<b>CAPITAL AND SURPLUS ACCOUNT:</b>			
33. Capital and surplus prior reporting year.....	177,268,531	146,285,563	146,285,563
34. Net income or (loss) from Line 32.....	(6,383,877)	3,210,693	(14,076,328)
35. Change in valuation basis of aggregate policy and claim reserves.....		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....	(3,191,725)	(187,921)	(2,064,879)
37. Change in net unrealized foreign exchange capital gain or (loss).....		0	0
38. Change in net deferred income tax.....		0	99,696,321
39. Change in nonadmitted assets.....	1,300,959	(1,029,270)	(277,572,146)
40. Change in unauthorized reinsurance.....	0	0	0
41. Change in treasury stock.....		0	0
42. Change in surplus notes.....	0	0	0
43. Cumulative effect of changes in accounting principles.....		0	0
44. Capital Changes:			
44.1 Paid in.....		0	0
44.2 Transferred from surplus (Stock Dividend).....		0	0
44.3 Transferred to surplus.....		0	0
45. Surplus adjustments:			
45.1 Paid in.....		0	225,000,000
45.2 Transferred to capital (Stock Dividend).....	0	0	0
45.3 Transferred from capital.....		0	0
46. Dividends to stockholders.....		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).....	(8,274,643)	1,993,502	30,982,968
49. Capital and surplus end of reporting period (Line 33 plus 48)	168,993,888	148,279,065	177,268,531
<b>DETAILS OF WRITE-INS</b>			
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

## STATEMENT AS OF MARCH 31, 2009 OF THE Humana Health Plan, Inc.

## CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
<b>Cash from Operations</b>		
1. Premiums collected net of reinsurance.....	439,999,308	1,646,569,272
2. Net investment income .....	3,264,123	16,103,793
3. Miscellaneous income .....	0	0
4. Total (Lines 1 to 3) .....	443,263,431	1,662,673,065
5. Benefit and loss related payments .....	407,089,264	1,448,125,237
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions .....	62,297,356	218,458,431
8. Dividends paid to policyholders .....	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ .....(111,100) tax on capital gains (losses)	(1,535,809)	(2,161,128)
10. Total (Lines 5 through 9) .....	467,850,811	1,664,422,540
11. Net cash from operations (Line 4 minus Line 10) .....	(24,587,380)	(1,749,475)
<b>Cash from Investments</b>		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds .....	27,775,606	260,158,010
12.2 Stocks .....	12,203,144	547,970,851
12.3 Mortgage loans .....	0	0
12.4 Real estate .....	0	0
12.5 Other invested assets .....	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	0	8,709
12.7 Miscellaneous proceeds .....	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	39,978,750	808,137,570
13. Cost of investments acquired (long-term only):		
13.1 Bonds .....	31,336,740	266,588,001
13.2 Stocks .....	0	561,496,807
13.3 Mortgage loans .....	0	0
13.4 Real estate .....	0	0
13.5 Other invested assets .....	0	0
13.6 Miscellaneous applications .....	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	31,336,740	828,084,808
14. Net increase (or decrease) in contract loans and premium notes .....	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	8,642,010	(19,947,238)
<b>Cash from Financing and Miscellaneous Sources</b>		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes .....	0	0
16.2 Capital and paid in surplus, less treasury stock .....	0	225,000,000
16.3 Borrowed funds .....	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	0	0
16.5 Dividends to stockholders .....	0	0
16.6 Other cash provided (applied).....	7,056,193	(187,190,712)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	7,056,193	37,809,288
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	(8,889,177)	16,112,575
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	19,004,337	2,891,762
19.2 End of period (Line 18 plus Line 19.1) .....	10,115,160	19,004,337

STATEMENT AS OF MARCH 31, 2009 OF THE Humana Health Plan, Inc.

**EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION**

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
<b>Total Members at end of:</b>										
1. Prior Year .....	381,846	14,877	258,831	3	0	0	25,208	82,927	0	0
2. First Quarter .....	374,680	15,670	247,460	3			23,607	87,940		
3. Second Quarter .....	0									
4. Third Quarter .....	0									
5. Current Year .....	0									
6. Current Year Member Months .....	1,127,848	46,058	748,083	9			71,241	262,457		
<b>Total Member Ambulatory Encounters for Period:</b>										
7. Physician .....	387,825	16,228	207,531				32,872	131,194		
8. Non-Physician .....	293,649	11,403	159,910				15,048	107,288		
9. Total .....	681,474	27,631	367,441	0	0	0	47,920	238,482	0	0
10. Hospital Patient Days Incurred .....	37,965	908	15,197				1,045	20,815		
11. Number of Inpatient Admissions .....	8,724	250	4,135				315	4,024		
12. Health Premiums Written .....	476,718,736	6,134,638	208,843,613	2,518			22,850,453	238,887,514		
13. Life Premiums Direct .....	0									
14. Property/Casualty Premiums Written .....	0									
15. Health Premiums Earned .....	476,727,296	6,143,198	208,843,613	2,518			22,850,453	238,887,514		
16. Property/Casualty Premiums Earned .....	0									
17. Amount Paid for Provision of Health Care Services .....	423,465,255	3,952,841	188,562,342	1,742			20,258,696	210,656,831		32,803
18. Amount Incurred for Provision of Health Care Services .....	406,442,770	4,425,261	172,329,784	1,743			17,966,577	211,686,602		32,803

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ .....238,887,514

STATEMENT AS OF MARCH 31, 2009 OF THE Humana Health Plan, Inc.

**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
<b>Claims Unpaid (Reported)</b>						
Baptist Hospital East.....	6,401	286			5,733	12,420
Cardinal Hill Rehabilitation H.....	26,599				83	26,682
Christ Hospital.....	9,399				10,018	19,417
DIALYSIS CLINIC INC.....					10,308	10,308
GENTIVA CARECENTRIX.....	14,748	1,397				16,145
Good Samaritan Hospital.....	15,241	3,750				18,991
Jackson Memorial Hospital.....	71,934					71,934
Jewish Hospital Inc.....	22,072	197			3,296	25,565
Lake Cumberland Regional Hospi.....	48,407					48,407
Norton Hospitals Inc.....	21,461	155			1,866	23,482
Norton Suburban Hospital.....	15,435				17,492	32,927
ROUND ROCK MEDICAL CENTER.....	13,109					13,109
SAINTS MARY AND ELIZABETH HOSP.....	12,252	131			4,636	17,019
St Elizabeth Medical Center.....	24,815	1,363			3,030	29,208
Stanford Medical Center.....					11,304	11,304
Tucson Heart Hospital.....					26,515	26,515
Tulane University Hospital And.....	10,459					10,459
BANNER BAY WOOD MEDICAL.....	18,319			1,476		19,795
CHILDRENS MEMORIAL MEDICA.....	23,867				1,160	25,027
CHRIST HOS PITAL AND MEDICAL CT.....	200,568	388			15,310	216,266
COMMUNITY HOSPITAL.....	57,863	1,598		465		59,926
EHS TRINITY HOSPITAL.....	306,337				69	306,406
GOOD SAMAR ITAN HOSPITAL.....	76,513	41				76,554
GOOD SHEPH ERD HOSPITAL.....	47,745				0	47,745
HOLY CROSS HOSPITAL.....	36,006		0		4,311	40,317
JEWISH HOS PITAL HEALTHCARE.....	19,086	615			373	20,074
JOHN C LIN COLN DEERVALLEY.....	31,977		5,749	5,692		43,418
KANSAS CITY ORTHO INSTIT.....	18,252					18,252
KINDRED HO SP LOUISVILLE.....			23,157			23,157
LAGRANGE M EM HOSP.....	50,495	7,980				58,475
LAKE FORES T HOSPITAL.....	22,365					22,365
LOYOLA UNV MEDICAL CENTER.....	83,516	10,868			99	94,483
LUTHERAN G ENERAL HOSPITAL.....	48,261	1,223				49,484
MACNEAL HO SPITAL.....	294,113	2,525		32		296,670
NORTHWEST COMMUNITY HOSPITAL.....	44,271	110			3,390	47,771
PROVIDENCE MEDICAL CENTER.....	474,687	610		3,518	39,769	518,584
RES MEDICA L CENTR O269.....	151,977	3,363		4,690	1,194	161,224
RESEARCH M EDICAL CENTER.....	991,672	1,901	16,916		30,522	1,041,011
SCTTSDLE H LTH OSB.....	151,838	6,056	4,957			162,851
SCTTSDLE H LTH SHEA.....	21,509			4,928		26,437
SHANDS JAC KSONVILLE.....	20,887	38,535				59,422
SHERMAN HO SPITAL ASSOCIATION.....	17,227			2,060		19,287
SOUTH SUBU RBAN HOSPITAL.....	223,956	3,449		172		227,577
ST FRANCIS HOSPITAL.....	60,618	7,829			2,468	70,915
ST JOSEPH HOSPITAL.....	13,762					13,762
ST LUKES M EDICAL CENTER.....	26,666		758		20,756	48,180
STS MARY A ND ELIZABETH.....	7,802	950			6,946	15,698
UNIV OF CH GO HSP & CLN.....	128,869	2,517			5,648	137,034
UNIVERSITY OF ILLINOIS HOSP.....	160,001	1,117		7,986	219,897	389,001
LASER SPINE INSTITUTE LLC.....			13,230			13,230
TRUMAN MED ICAL CENTER HH.....	16,451			4,834	22,292	43,577
JOHN C LIN COLN HOSP NM.....	65,801			3,695		69,496
UNIVERSITY COMMUNITY HOSP.....	263,445	25,883	5,876			295,204
Dekalb Medical Center Inc.....	11,097					11,097

STATEMENT AS OF MARCH 31, 2009 OF THE Humana Health Plan, Inc.

**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
ELMBROOK H OSPTL.....		18,371				18,371
KINDRED HO SPITAL KANSAS CITY.....	63,134	44,251				107,385
Ten Broeck Hospital KMI/Kentuc.....	11,864					11,864
BETHANY HO SPITAL.....	35,972				0	35,972
BANNER GATEWAY MEDICAL CENTER.....	15,407					15,407
ST JOSEPHS HOSPITAL.....	101,909	5,850	5,645			113,404
SUNRISE HOSPITAL.....	356,389	0	103,364	1,013,411		1,473,164
VALLEY HOS PITAL MED.....	287,154	113,393	233,498	993,346		1,627,391
Cleveland Clinic Foundation Ho.....	22,262				281	22,543
Harlan ARH.....	17,424					17,424
Keifer-Mercy Health Center.....	14,688					14,688
Springhill Memorial Hospital I.....	20,865					20,865
St Elizabeth Medical Center No.....	28,391					28,391
CARONDELET ST JOSEPHS.....	11,796					11,796
Donald Lanza.....	10,356					10,356
0199999 Individually Listed Claims Unpaid	5,497,762	306,702	413,150	2,046,305	468,766	8,732,685
0299999 Aggregate Accounts Not Individually Listed-Uncovered						0
0399999 Aggregate Accounts Not Individually Listed-Covered	15,779,574	2,470,449	2,725,913	12,810,608	29,720,706	63,507,250
0499999 Subtotals	21,277,336	2,777,151	3,139,063	14,856,913	30,189,472	72,239,935
0599999 Unreported Claims and Other Claim Reserves	XXX	XXX	XXX	XXX	XXX	45,048,401
0699999 Total Amounts Withheld	XXX	XXX	XXX	XXX	XXX	
0799999 Total Claims Unpaid	XXX	XXX	XXX	XXX	XXX	117,288,336
0899999 Accrued Medical Incentive Pool and Bonus Amounts	XXX	XXX	XXX	XXX	XXX	23,412,259

STATEMENT AS OF MARCH 31, 2009 OF THE Humana Health Plan, Inc.

**UNDERWRITING AND INVESTMENT EXHIBIT**  
**ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE**

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1	2	3	4		
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec. 31 of Prior Year	On Claims Incurred During the Year		
1. Comprehensive (hospital & medical) .....	55,786,223	103,788,955	12,767,351	42,634,521	68,553,574	69,745,759
2. Medicare Supplement .....					.0	.0
3. Dental Only .....					.0	.0
4. Vision Only .....					.0	.0
5. Federal Employees Health Benefits Plan .....	5,905,395	12,530,420	2,578,170	6,336,383	8,483,565	10,708,268
6. Title XVIII - Medicare .....	35,310,889	169,778,661	9,609,658	34,751,981	44,920,547	44,051,122
7. Title XIX - Medicaid .....					.0	.0
8. Other Health .....		31,829			.0	.0
9. Health Subtotal (Lines 1 to 8).....	97,002,507	286,129,865	24,955,179	83,722,885	121,957,686	124,505,149
10. Healthcare receivables (a) .....					.0	.0
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts .....	13,526,892			23,412,259	13,526,892	24,868,869
13. Totals	110,529,399	286,129,865	24,955,179	107,135,144	135,484,578	149,374,018

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

## NOTES TO FINANCIAL STATEMENTS

### 1. Summary of Significant Accounting Policies

#### A. Accounting Practices

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

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

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

	State of Domicile		2009		2008
1. Net Income, Kentucky basis	KY	\$	(6,383,877)	\$	(14,076,328)
2. State Prescribed Practices (Income):	KY		-		-
3. State Permitted Practices (Income):	KY		-		-
4. Net Income, NAIC SAP	KY	\$	(6,383,877)	\$	(14,076,328)
5. Statutory Surplus, Kentucky basis	KY	\$	143,559,671	\$	151,682,553
6. State Prescribed Practices (Surplus):	KY		-		-
7. State Permitted Practices (Surplus):	KY		-		-
Nonadmitted Investment in Subsidiary			25,434,217		25,585,978
8. Statutory Surplus, NAIC SAP	KY	\$	168,993,888	\$	177,268,531

#### 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

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.

Investments are valued and classified in accordance with methods prescribed by the NAIC. Bonds with an NAIC rating of 1 or 2 are carried at amortized cost, with all other bonds being recorded at the lower of amortized cost or fair value; redeemable preferred stocks are carried at amortized cost; and non-redeemable preferred stocks are carried at fair value.

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

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

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.

The Company estimates the fair value of its investments in mortgage loans on real estate using a discounted cash flow method based on rating, maturity and future income when compared to the expected yield for mortgages having similar characteristics. The rating for mortgages in good standing is based on property type, location, market conditions, occupancy, debt service coverage, loan to value, caliber of tenancy, borrower and payment record. Problem mortgages are priced to reflect their monetary value to the Company, considering such things as the degree of default, whether or not the payments are still being made, interest rate, maturity and operating performance of the underlying collateral.

The Company participates in a securities leading program to maximize investment income. The Company loans certain investment securities for short periods of time in exchange for collateral initially equal to at least 102 percent of the fair value of the investment securities on loan. The fair value of the loaned investment securities is monitored on a daily basis, with additional collateral obtained or refunded as the fair value of the loaned investment securities fluctuates. The collateral, which may be in the form of cash or U.S. Government securities, is deposited by the borrower with an independent lending agent.

Real estate held for production of income is carried at depreciated cost.

The Company accounts for its investments in subsidiaries using the audited statutory equity method of accounting.

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.

## NOTES TO FINANCIAL STATEMENTS

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.

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.

The Company estimates anticipated Pharmacy Rebate Receivables using the analysis of historical recovery patterns.

2. Accounting Changes and Corrections of Errors

Not Applicable.

3. Business Combinations and Goodwill

A. Statutory Purchase Method

Not Applicable.

B. Statutory Merger

Not Applicable.

C. Assumption Reinsurance

Not Applicable.

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

Not Applicable.

E. Repurchase Agreements

Not Applicable.

F. Real Estate

Not Applicable.

G. Low-Income Housing Tax Credits (LIHTC)

Not Applicable.

## NOTES TO FINANCIAL STATEMENTS

6. Joint Ventures, Partnerships and Limited Liability Companies

- A. The Company has no investments in Joint Ventures, Partnerships or Limited Liability Companies that exceed 10.0 percent of its admitted assets.
- B. The Company did not recognize any impairment write down for its investments in Joint Ventures, Partnerships and Limited Liability Companies during the statement periods.

7. Investment Income

- A. Due and accrued income was excluded from surplus on the following basis:  
All investment income due and accrued with amounts that are over 90 days past due with the exception of mortgage loan default.
- B. The total amount excluded was \$0.

8. Derivative Instruments

Not Applicable.

9. Income Taxes

No material change since year-end December 31, 2008.

10. Information Concerning Parent, Subsidiaries and Affiliates

The Company has a management contract with Humana and other related parties whereby the Company is provided with medical and executive management, information systems, claims processing, billing and enrollment, and telemarketing and other services as required by the Company. Management fees charged to operations for the years ended December 31, 2008 and 2007 were approximately \$168.6 million and \$139.3 million respectively.

As a part of this agreement, Humana makes cash disbursements on behalf of the Company which includes, but is not limited to, medical related items, general and administrative expenses, commissions and payroll. Humana is reimbursed by the Company weekly, based upon historical pattern of amounts and timing. Each month, these estimates are adjusted to ultimately settle upon actual disbursements made on behalf of the Company. As a result, any residual inter-company balances are immediately settled in the following month. The Company continues to be primarily liable for any outstanding payments made on behalf of the Company, should Humana not be able to fulfill its obligations.

11. Debt

- A. Capital Notes  
The Company has no capital notes outstanding.
- B. All other Debt  
The Company has no debentures outstanding.  
The Company does not have any reverse repurchase agreements.

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

- A. Defined Benefit Plan  
Not Applicable.
- B. Defined Contribution Plan  
Not Applicable.
- C. Multiemployer Plans  
Not Applicable.
- D. Consolidated/Holding Company Plans  
No material change since year-end December 31, 2008.
- E. Post Employment Benefits and Compensated Absences  
Not Applicable.
- F. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17)  
Not Applicable

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

- 1) The company has \$1 par value common stock with 5,000,000 shares authorized and 2,248,000 shares issued and outstanding.
- 2) The Company has no preferred stock outstanding.
- 3) Dividends are noncumulative and are paid as determined by the Board of Directors. Dividends are subject to the approval of the Department of Insurance if such dividend distribution which, together with other dividends or distributions made within the preceding twelve months, exceeds the lesser of (a) 10 percent of the company's policyholder surplus as of December 31 of the prior year, or (b) the net income, for the twelve month period ending December 31 of the prior year.

## NOTES TO FINANCIAL STATEMENTS

- 4) Within the limitations of (3) above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.
- 5) There were no restrictions placed on the Company's surplus, including for whom the surplus is being held.
- 6) Not Applicable.
- 7) Not Applicable.
- 8) Not Applicable.
- 9) The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses is \$(3,191,725).
- 10) Not Applicable.
- 11) Not Applicable.
- 12) Not Applicable.

### 14. Contingencies

#### A. Contingent Commitments

Not Applicable.

#### B. Assessments

Not Applicable.

#### C. Gain Contingencies

Not Applicable.

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

Not Applicable.

#### E. All Other Contingencies

During the ordinary course of business, the Company is subject to pending and threatened legal actions. Management of the Plan 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 March 31, 2009.

### 15. Leases

No material change since year-end December 31, 2008.

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

- 1) The Company has no investment in Financial Instruments with Off Balance Sheet Risk.
- 2) The Company has no investment in Financial Instruments with Concentration 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

The Company participates in a securities lending program of select invested assets. As of March 31, 2009, securities totaling \$22.0 million were loaned under this program. Due to recent financial market turmoil, certain assets held off balance sheet in conjunction with this program were determined to be impaired at March 31, 2009. As a result of this impairment, the net liability of \$145 thousand related to this security lending program has been accrued. This represents the shortfall of assets held under the program versus the continuing liability to return the full value of cash collateral.

#### C. Wash Sales

Not Applicable.

## NOTES TO FINANCIAL STATEMENTS

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

#### A. ASO Plans

The gain from operations from Administrative Services Only (ASO) uninsured plans and the uninsured portion of partially insured plans was as follows during 2009:

	(1)	(2)	(3)
	ASO Uninsured Plans	Uninsured Portion of Partially Insured Plans	Total ASO
a. Net reimbursement for administrative expenses (including administrative fees) in excess of actual expenses	\$ 1,335,402	\$ -	\$ 1,335,402
b. Total net other income or expenses (including interest paid to or received from plans)	\$ 284,026	\$ -	\$ 284,026
c. Net gain or (loss) from operations	\$ 1,619,428	\$ -	\$ 1,619,428
d. Total claim payment volume	\$ 120,935,854	\$ -	\$ 120,935,854

#### B. ASC Plans

Not Applicable.

#### C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract

- a. The Company records no revenue explicitly attributable to the cost share and reinsurance components of administered Medicare products.
- b. As of March 31, 2009, the Company has recorded a receivable from CMS of \$3.7 million related to the cost share and reinsurance components of administered Medicare products.
- c. As no revenue is recorded in connection with the cost share and reinsurance components of the Company's Medicare contracts, the Company has recorded no allowances and reserves for adjustment of recorded revenues or receivables.
- d. The Company has made no adjustment to revenue resulting from audit of receivables related to revenues recorded in the prior period.

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

Not Applicable.

### 20. Other Items

#### A. Extraordinary Items

Not Applicable.

#### B. Troubled Debt Restructuring

Not Applicable.

#### C. Other Disclosures

Not Applicable.

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

Not Applicable.

#### E. Business Interruption Insurance Recoveries

Not Applicable.

#### F. State Transferable Tax Credits

Not Applicable.

#### G. The company has no deposits admitted under Section 6603 of the Internal Revenue Service Code.

#### H. Hybrid Securities

Not Applicable.

#### I. Subprime Mortgage Related Risk Exposure

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

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

## NOTES TO FINANCIAL STATEMENTS

- (2) Indirect exposure to sub-prime mortgage risk through investments in the following securities:
- Residential mortgage backed securities – No substantial exposure noted.
  - Collateralized debt obligations – No substantial exposure noted.
  - Structured Securities (including principal protected notes) – No substantial exposure noted.
  - Debt Securities of companies with significant sub-prime exposure – No substantial exposure noted
  - Equity securities of companies with significant sub-prime exposure – No substantial exposure noted.
  - Other Assets – No substantial exposure noted.
- (3) 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.
- (4) 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.

### 21. Events Subsequent

The Company is not aware of any events occurring subsequent to the close of the books for this statement which may have a material effect on its financial condition.

### 22. 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 )

If yes, give full details.

- (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 )

If yes, give full details.

##### 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 )

- a. If yes, what is the estimated amount of the aggregate reduction in surplus of a unilateral cancellation by the reinsurer as of the date of this statement, for those agreements in which cancellation results in a net obligation is not presently accrued? Where necessary, the reporting entity may consider the current or anticipated experience of the business reinsured in making this estimate. \$0

- b. What is the total amount of reinsurance credits taken, whether as an asset or as a reduction of liability, for these agreements in this statement? \$0

- (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 )

If yes, give full details.

##### 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 )

If yes, what is the amount of reinsurance credits, whether an asset or a reduction of liability, taken for such new agreements or amendments? \$0

## NOTES TO FINANCIAL STATEMENTS

B. Uncollectible Reinsurance

Not Applicable.

C. Commutation of Ceded Reinsurance

Not Applicable.

23. 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 March 31, 2009 that are subject to retrospective rating features was \$21.3 million. No other net premiums written by the Company are subject to retrospective rating features.

24. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2008 were \$127.9 million. As of March 31, 2009, \$100.4 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$26.4 million as a result of reestimation of unpaid claims and claim adjustment expenses principally on the commercial HMO and PPO books of business. Therefore, there has been a \$1.1 million favorable prior-year development since December 31, 2008. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims. The Company has no retrospectively rated policies.

25. Intercompany Pooling Arrangements

Not Applicable.

26. Structured Settlements

Not Applicable.

27. 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
3/31/2009	\$ 6,602,391	\$ 6,602,391	\$ -	\$ -	\$ -
12/31/2008	\$ 7,261,000	\$ 7,261,000	\$ 7,261,000	\$ -	\$ -
9/30/2008	\$ 6,425,274	\$ 6,425,274	\$ 6,425,274	\$ -	\$ -
6/30/2008	\$ 6,333,928	\$ 6,333,928	\$ 6,333,928	\$ -	\$ -
3/31/2008	\$ 5,089,514	\$ 5,089,514	\$ 5,089,514	\$ -	\$ -
12/31/2007	\$ 3,900,954	\$ 3,900,954	\$ 3,900,954	\$ -	\$ -
9/30/2007	\$ 5,588,626	\$ 5,588,626	\$ 5,588,626	\$ -	\$ -
6/30/2007	\$ 4,931,518	\$ 4,931,518	\$ 4,931,518	\$ -	\$ -
3/31/2007	\$ 4,863,933	\$ 4,863,933	\$ 4,863,933	\$ -	\$ -
12/31/2006	\$ 5,310,097	\$ 5,310,097	\$ 5,310,097	\$ -	\$ -

B. Risk Sharing Receivables

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

28. Participating Policies

Not Applicable.

29. Premium Deficiency Reserves

As of March 31, 2009, the Company had liabilities of \$25.7 million related to premium deficiency reserves. The Company did not consider anticipated investment income when calculating its premium deficiency reserves. The Company did recognize the time value of money by discounting future losses at an annual interest rate of 1.50 percent.

30. Anticipated Salvage and Subrogation

Not Applicable.

## GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted.)

### PART 1 - COMMON INTERROGATORIES GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? ..... Yes [ ] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? ..... Yes [ ] No [ ]
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? ..... Yes [ ] No [X]
- 2.2 If yes, date of change: .....
3. Have there been any substantial changes in the organizational chart since the prior quarter end? ..... Yes [ ] No [X]  
If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? ..... Yes [ ] No [X]
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? ..... Yes [ ] No [X] NA [ ]  
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. .... 12/31/2005
- 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. .... 12/31/2005
- 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). .... 06/27/2007
- 6.4 By what department or departments?  
Kentucky Department of Insurance.....
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? ..... Yes [X] No [ ] NA [ ]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with?..... Yes [X] No [ ] NA [ ]
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?..... Yes [ ] No [X]
- 7.2 If yes, give full information:  
.....
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?..... Yes [ ] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.  
.....
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms?..... Yes [ ] No [X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), 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 OTS	6 FDIC	7 SEC

**GENERAL INTERROGATORIES**

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

**FINANCIAL**

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

**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:  
N/A.....

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: ..... \$ .....0
13. Amount of real estate and mortgages held in short-term investments: ..... \$ .....0

- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? ..... Yes [X] No [ ]
- 14.2 If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds .....	\$ .....0	\$ .....0
14.22 Preferred Stock .....	\$ .....0	\$ .....0
14.23 Common Stock .....	\$ .....25,585,978	\$ .....25,434,217
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).....	\$ .....25,585,978	\$ .....25,434,217
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. 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 3, III Conducting Examinations, F - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?.....

Yes  No

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

1 Name of Custodian(s)	2 Custodian Address
JP Morgan Chase.....	4 New York Plaza, 15th Floor, New York, NY 10004-2413, Attn: Charles Tuzzolino.....

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

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

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? .....

Yes  No

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address
107105.....	Blackrock, Inc.....	40 East 52nd Street, New York, NY 10022.....

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? .....

Yes  No

17.2 If no, list exceptions:

N/A.....



**SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**

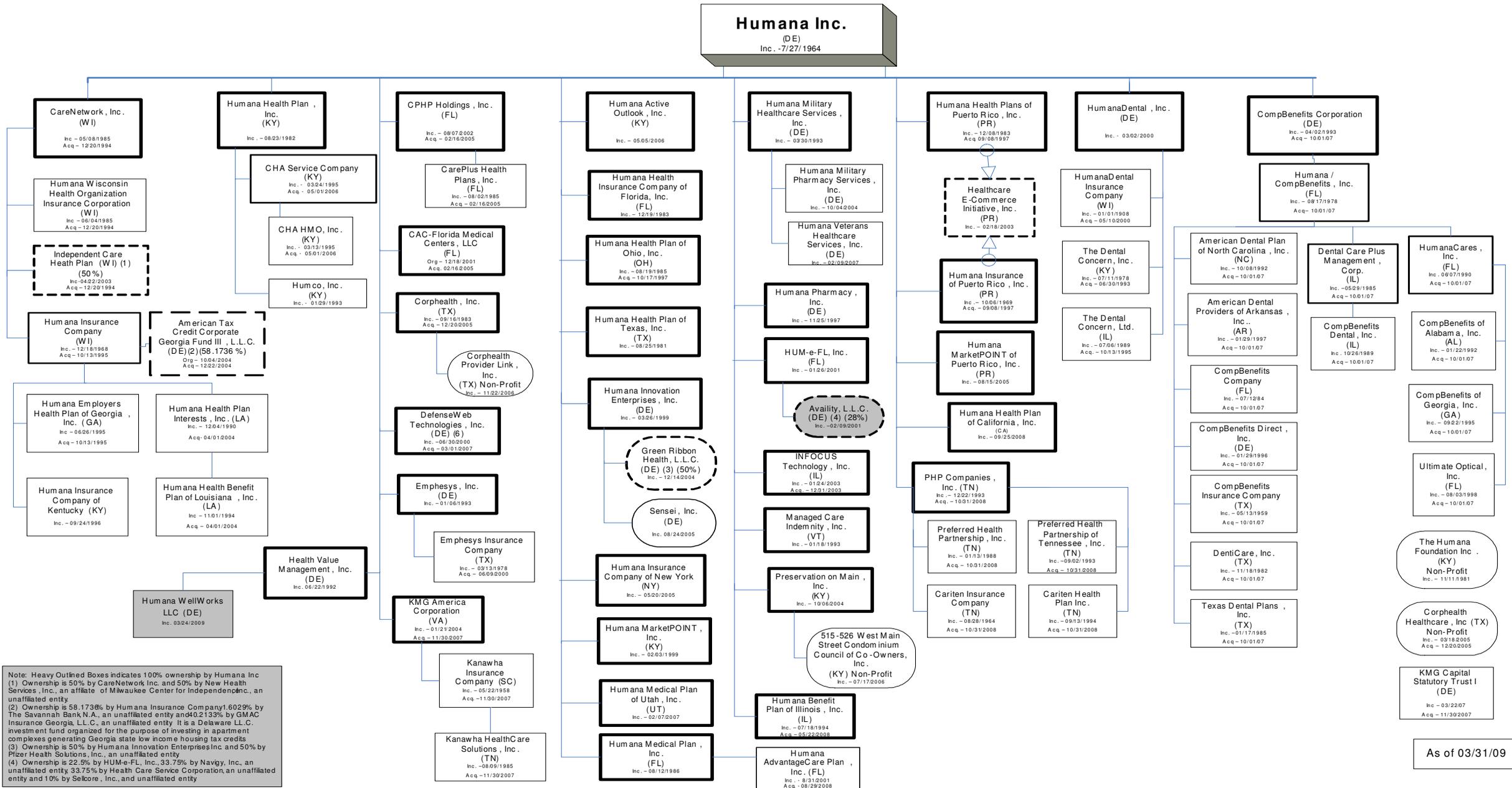
Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefit Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama	AL	N							0	
2. Alaska	AK	N							0	
3. Arizona	AZ	L	17,029,582	28,440,975		315,336			45,785,893	
4. Arkansas	AR	N							0	
5. California	CA	N							0	
6. Colorado	CO	L	15,908,160	2,714,744					18,622,904	
7. Connecticut	CT	N							0	
8. Delaware	DE	N							0	
9. District of Columbia	DC	N							0	
10. Florida	FL	N							0	
11. Georgia	GA	N							0	
12. Hawaii	HI	N							0	
13. Idaho	ID	L							0	
14. Illinois	IL	L	41,775,869	74,303,654		15,843,480			131,923,003	
15. Indiana	IN	L	1,432,745						1,432,745	
16. Iowa	IA	N							0	
17. Kansas	KS	L	5,410,801	20,186,937		292,055			25,889,793	
18. Kentucky	KY	L	129,915,880			112,550			130,028,430	
19. Louisiana	LA	N							0	
20. Maine	ME	N							0	
21. Maryland	MD	N							0	
22. Massachusetts	MA	N							0	
23. Michigan	MI	N							0	
24. Minnesota	MN	N							0	
25. Mississippi	MS	N							0	
26. Missouri	MO	L	3,447,156	33,716,396		6,287,032			43,450,584	
27. Montana	MT	N							0	
28. Nebraska	NE	L							0	
29. Nevada	NV	L		78,427,025					78,427,025	
30. New Hampshire	NH	N							0	
31. New Jersey	NJ	N							0	
32. New Mexico	NM	L		1,097,783					1,097,783	
33. New York	NY	N							0	
34. North Carolina	NC	N							0	
35. North Dakota	ND	N							0	
36. Ohio	OH	N							0	
37. Oklahoma	OK	N							0	
38. Oregon	OR	N							0	
39. Pennsylvania	PA	N							0	
40. Rhode Island	RI	N							0	
41. South Carolina	SC	N							0	
42. South Dakota	SD	N							0	
43. Tennessee	TN	L	60,577						60,577	
44. Texas	TX	N							0	
45. Utah	UT	N							0	
46. Vermont	VT	N							0	
47. Virginia	VA	N							0	
48. Washington	WA	N							0	
49. West Virginia	WV	N							0	
50. Wisconsin	WI	N							0	
51. Wyoming	WY	N							0	
52. American Samoa	AS	N							0	
53. Guam	GU	N							0	
54. Puerto Rico	PR	N							0	
55. U.S. Virgin Islands	VI	N							0	
56. Northern Mariana Islands	MP	N							0	
57. Canada	CN	N							0	
58. Aggregate Other Alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX		214,980,770	238,887,514	0	22,850,453	0	0	476,718,737	0
60. Reporting entity contributions for Employee Benefit Plans	XXX								0	
61. Total (Direct Business)	(a) 12		214,980,770	238,887,514	0	22,850,453	0	0	476,718,737	0
DETAILS OF WRITE-INS										
5801.	XXX									
5802.	XXX									
5803.	XXX									
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX		0	0	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX		0	0	0	0	0	0	0	0

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

STATEMENT AS OF MARCH 31, 2009 OF THE Humana Health Plan, Inc.

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



Note: Heavy Outlined Boxes indicates 100% ownership by Humana Inc.  
 (1) Ownership is 50% by CareNetwork Inc. and 50% by New Health Services, Inc., an affiliate of Milwaukee Center for Independence, 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 a apartment complex generating Georgia state low income housing tax credits.  
 (3) Ownership is 50% by Humana Innovation Enterprises Inc. and 50% by Pfizer Health Solutions, Inc., an unaffiliated entity.  
 (4) Ownership is 22.5% by HUM-e-FL, Inc., 33.75% by Navigy, Inc., an unaffiliated entity, 33.75% by Health Care Service Corporation, an unaffiliated entity and 10% by Selcore, Inc., and unaffiliated entity.

As of 03/31/09

## 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 supplemental 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 Statement be filed with the state of domicile and the NAIC with this statement?

.....NO.....

**Explanation:**

1. Business not written.

**Bar Code:**

1.   
9 5 8 8 5 2 0 0 9 3 6 5 0 0 0 0 1

**OVERFLOW PAGE FOR WRITE-INS**

MQ002 Additional Aggregate Lines for Page 02 Line 23.

\*ASSETS

	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	Prior Year Net Admitted Assets
2304. Prepaid Commissions.....	192,692	192,692	0	0
2305. Deposits.....	43,706	43,706	0	0
2306. ....			0	0
2397. Summary of remaining write-ins for Line 23 from Page 02	236,398	236,398	0	0

## SCHEDULE A - VERIFICATION

### Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	225,596	329,811
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....	0	0
2.2 Additional investment made after acquisition .....	0	0
3. Current year change in encumbrances .....	0	0
4. Total gain (loss) on disposals .....	0	0
5. Deduct amounts received on disposals .....	0	0
6. Total foreign exchange change in book/adjusted carrying value .....	0	0
7. Deduct current year's other than temporary impairment recognized .....	0	0
8. Deduct current year's depreciation .....	26,052	104,215
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8) .....	199,544	225,596
10. Deduct total nonadmitted amounts .....	0	35,596
11. Statement value at end of current period (Line 9 minus Line 10) .....	199,544	190,000

## SCHEDULE B – VERIFICATION

### Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year .....	27,600,000	27,600,000
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....	0	0
2.2 Additional investment made after acquisition .....	0	0
3. Capitalized deferred interest and other .....	0	0
4. Accrual of discount .....	0	0
5. Unrealized valuation increase (decrease) .....	0	0
6. Total gain (loss) on disposals .....	0	0
7. Deduct amounts received on disposals .....	0	0
8. Deduct amortization of premium and mortgage interest points and commitment fees .....	0	0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....	0	0
10. Deduct current year's other than temporary impairment recognized .....	0	0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	27,600,000	27,600,000
12. Total valuation allowance .....	0	0
13. Subtotal (Line 11 plus Line 12) .....	27,600,000	27,600,000
14. Deduct total nonadmitted amounts .....	0	0
15. Statement value at end of current period (Line 13 minus Line 14) .....	27,600,000	27,600,000

## SCHEDULE BA – VERIFICATION

### Other Long-Term Invested Assets

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....	0	0
2.2 Additional investment made after acquisition .....	0	0
3. Capitalized deferred interest and other .....	0	0
4. Accrual of discount .....	0	0
5. Unrealized valuation increase (decrease) .....	0	0
6. Total gain (loss) on disposals .....	0	0
7. Deduct amounts received on disposals .....	0	0
8. Deduct amortization of premium and depreciation .....	0	0
9. Total foreign exchange change in book/adjusted carrying value .....	0	0
10. Deduct current year's other than temporary impairment recognized .....	0	0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	0	0
12. Deduct total nonadmitted amounts .....	0	0
13. Statement value at end of current period (Line 11 minus Line 12) .....	0	0

## 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 .....	270,052,196	254,859,969
2. Cost of bonds and stocks acquired .....	31,336,740	828,084,813
3. Accrual of discount .....	17,894	121,651
4. Unrealized valuation increase (decrease) .....	(3,191,715)	(3,176,743)
5. Total gain (loss) on disposals .....	245,246	3,821,868
6. Deduct consideration for bonds and stocks disposed of .....	39,978,750	808,128,866
7. Deduct amortization of premium .....	326,551	1,263,639
8. Total foreign exchange change in book/adjusted carrying value .....	0	0
9. Deduct current year's other than temporary impairment recognized .....	562,674	4,266,857
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	257,592,386	270,052,196
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11) .....	257,592,386	270,052,196

STATEMENT AS OF MARCH 31, 2009 OF THE Humana Health Plan, Inc.

**SCHEDULE D - PART 1B**

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 (a).....	230,056,198	515,927,967	511,448,786	(6,838,854)	227,696,525	0	0	230,056,198
2. Class 2 (a).....	11,626,767		4,022	558,313	12,181,058	0	0	11,626,767
3. Class 3 (a).....	3,547,873		5,558	(51,169)	3,491,146	0	0	3,547,873
4. Class 4 (a).....	1,634,156			(329,175)	1,304,981	0	0	1,634,156
5. Class 5 (a).....	0			2,810,000	2,810,000	0	0	0
6. Class 6 (a).....	42,200			506,226	548,426	0	0	42,200
7. Total Bonds	246,907,194	515,927,967	511,458,366	(3,344,659)	248,032,136	0	0	246,907,194
<b>PREFERRED STOCK</b>								
8. Class 1.....	1,564,160		349,160	(557,400)	657,600	0	0	1,564,160
9. Class 2.....	0				0	0	0	0
10. Class 3.....	0				0	0	0	0
11. Class 4.....	0				0	0	0	0
12. Class 5.....	0				0	0	0	0
13. Class 6.....	0				0	0	0	0
14. Total Preferred Stock	1,564,160	0	349,160	(557,400)	657,600	0	0	1,564,160
15. Total Bonds & Preferred Stock	248,471,354	515,927,967	511,807,526	(3,902,059)	248,689,736	0	0	248,471,354

(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 \$.....; NAIC 2 \$.....; NAIC 3 \$.....; NAIC 4 \$.....; NAIC 5 \$.....; NAIC 6 \$.....

S102

**SCHEDULE DA - PART 1**

**Short-Term Investments**

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	3,531,885	XXX	3,531,885	48,523	

**SCHEDULE DA - VERIFICATION**

**Short-Term Investments**

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	1,331,102	4,054,577
2. Cost of short-term investments acquired.....	177,900,760	254,005,673
3. Accrual of discount.....		0
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals.....		0
6. Deduct consideration received on disposals.....	175,699,977	256,729,148
7. Deduct amortization of premium.....		0
8. Total foreign exchange change in book/adjusted carrying value.....		0
9. Deduct current year's other than temporary impairment recognized.....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	3,531,885	1,331,102
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	3,531,885	1,331,102

Schedule DB - Part F - Section 1

**NONE**

Schedule DB - Part F - Section 2

**NONE**

**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.....	14,699,979	0
2. Cost of cash equivalents acquired.....	306,690,467	2,145,237,471
3. Accrual of discount.....	9,285	808,570
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals.....		8,709
6. Deduct consideration received on disposals.....	308,400,000	2,131,354,771
7. Deduct amortization of premium.....	50	0
8. Total foreign exchange change in book/adjusted carrying value.....		0
9. Deduct current year's other than temporary impairment recognized.....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	12,999,681	14,699,979
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	12,999,681	14,699,979

Schedule A - Part 2

**NONE**

Schedule A - Part 3

**NONE**

Schedule B - Part 2

**NONE**

Schedule B - Part 3

**NONE**

Schedule BA - Part 2

**NONE**

Schedule BA - Part 3

**NONE**

STATEMENT AS OF MARCH 31, 2009 OF THE Humana Health Plan, Inc.

**SCHEDULE D - PART 3**

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
912828-JW-1	US TREASURY N/B		01/29/2009	BANK OF AMERICA		1,674,506	1,700,000	2,113	1
912828-JZ-4	US TREASURY N/B		02/12/2009	BANK OF AMERICA		1,024,363	1,025,000	644	1
912828-KC-3	UNITED STATES TREASURY GOVERNMENT		02/17/2009	SMITH BARNEY		873,794	870,000	165	1
0399999 - Total	- Bonds - U.S. Government					3,572,663	3,595,000	2,922	XXX
930863-M4-4	WAKE CNTY NC MUNI		03/24/2009	J.P. MORGAN		2,267,400	2,000,000		1FE
2499999 - Total	- Bonds - U.S. Political Subdivisions of States, Territories and Possessions					2,267,400	2,000,000	0	XXX
31404X-VP-6	FED NTL ITG ASSO FNMA		01/26/2009	BANK OF AMERICA		3,557,516	3,457,571	13,446	1
31410K-XV-1	FNMA 30YR TBA FNMA		02/20/2009	BANK OF AMERICA		12,551,384	12,217,317	20,532	1
3199999 - Total	- Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of ...					16,108,900	15,674,888	33,978	XXX
00206R-AR-3	A T & T CORPORATION CORPORATE		01/29/2009	J.P. MORGAN		797,512	800,000		1FE
055451-AG-3	BHP BILLITON FINANCE CORPORATE		03/18/2009	BARCLAYS CAPITAL		1,494,990	1,500,000		1FE
268317-AB-0	EDF SA CORPORATE		01/21/2009	BARCLAYS CAPITAL		2,193,136	2,200,000		1FE
38146F-AA-9	GOLDMAN SACHS & CO CORPORATE		02/20/2009	GOLDMAN SACHS		2,393,160	2,310,000	17,518	1FE
438516-AZ-9	HONEYWELL INTL CORPORATE		02/17/2009	J.P. MORGAN		572,947	575,000		1FE
771196-AS-1	ROCHE HOLDING INC CORPORATE		02/18/2009	J.P. MORGAN		492,140	500,000		1FE
92344S-AL-4	VERIZON COMMUNICATIONS CORPORATE		01/30/2009	CITIGROUP GLOBAL MARKETS INC		943,892	950,000		1FE
PP9G9G-ZT-9	WELLS FARGO BANK NA CORPORATE		02/18/2009	WELLS		500,000	500,000		1
3899999 - Total	- Bonds - Industrial, Misc.					9,387,777	9,335,000	17,518	XXX
8399997 - Total	- Bonds - Part 3					31,336,740	30,604,888	54,418	XXX
8399999 - Total	- Bonds					31,336,740	30,604,888	54,418	XXX
8999999 - Total	- Preferred Stocks					0	XXX	0	XXX
9799999 - Total	- Common Stocks					0	XXX	0	XXX
9899999 - Total	- Preferred and Common Stocks					0	XXX	0	XXX
9999999 - Totals						31,336,740	XXX	54,418	XXX

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

E04

STATEMENT AS OF MARCH 31, 2009 OF THE Humana Health Plan, Inc.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
36202E-0B-8.	GOVERNMENT NATIONAL MORTGAGE GNMA		03/20/2009	MBS PAYDOWN		2,360,043	2,360,043	2,422,732	2,363,117		(3,074)		(3,074)		2,360,043			0	26,600	11/01/2037	1
36202E-VP-1.	GOVERNMENT NATIONAL MORTGAGE GNMA		03/20/2009	MBS PAYDOWN		2,440,200	2,440,200	2,457,358	2,440,807		(607)		(607)		2,440,200			0	26,079	08/01/2038	1
912828-BZ-2.	US TREASURY N/B		02/15/2009	MATURITY		1,025,000	1,025,000	1,024,980	1,025,000		20		20		1,025,000			0	15,375	02/15/2009	1
912828-GE-4.	UNITED STATES TREASURY GOVERNMENT		02/02/2009	VARIOUS		2,220,000	2,220,000	2,221,642	2,219,898		102		102		2,220,000			0	12,675	01/31/2009	1
0399999	- Bonds - U.S. Governments					8,045,243	8,045,243	8,126,541	8,048,802	0	(3,559)	0	(3,559)	0	8,045,243	0	0	0	80,729	XXX	XXX
709141-07-3.	PENNSYLVANIA STATE MUNI		02/06/2009	PRAGER, SEALY, & CO.		2,891,025	2,500,000	2,799,225	2,762,790		(4,687)		(4,687)		2,758,103		132,922	132,922	55,556	09/01/2014	1FE
1799999	- Bonds - U.S. States, Territories and Possessions					2,891,025	2,500,000	2,799,225	2,762,790	0	(4,687)	0	(4,687)	0	2,758,103	0	132,922	132,922	55,556	XXX	XXX
31288D-U8-0.	FREDDIE MAC FHLMC		03/01/2009	MBS PAYDOWN		957	957	989	957		0		0		957			0	10	12/01/2032	1
31286P-TZ-6.	FED NTL MTG ASSO FNMA		03/01/2009	MBS PAYDOWN		12,573	12,573	12,960	12,577		(4)		(4)		12,573			0	115	01/01/2017	1
31286G-JS-8.	FGOLD 30 YR FHLMC		03/01/2009	MBS PAYDOWN		1,075,508	1,075,508	1,089,372	1,075,648		(141)		(141)		1,075,508			0	12,130	06/01/2038	1
31286G-P2-8.	FGOLD 30 YR FNMA		03/01/2009	MBS PAYDOWN		174,997	174,997	176,932	175,031		(34)		(34)		174,997			0	2,011	06/01/2038	1
3128MU-5S-0.	FGOLD 30 YR FNMA		02/17/2009	VARIOUS		8,447,816	8,257,297	8,254,717	8,254,773		(11)		(11)		8,254,762		193,054	193,054	89,550	05/01/2038	1
31371K-NX-5.	FED NTL MTG ASSO FNMA		03/01/2009	MBS PAYDOWN		56,842	56,842	58,827	56,877		(35)		(35)		56,842			0	566	05/01/2017	1
31396A-MX-9.	FEDERAL HOME LOAN MTGE CO FHLMC		03/01/2009	MBS PAYDOWN		66,432	66,432	68,202	66,458		(26)		(26)		66,432			0	610	09/01/2035	1
31402C-P3-0.	FED NTL MTG ASSO FNMA		03/01/2009	MBS PAYDOWN		94,113	94,113	93,532	94,104		8		8		94,113			0	986	01/01/2034	1
31404X-VP-6.	FED NTL MTG ASSO FNMA		03/01/2009	MBS PAYDOWN		136,172	136,172	140,109			(34)		(34)		136,172			0	955	02/01/2021	1
31410D-NC-0.	FED NTL MTG ASSO FNMA		03/01/2009	MBS PAYDOWN		236,033	236,033	245,770	236,197		(164)		(164)		236,033			0	3,213	07/01/2036	1
31410F-Z2-4.	FED NTL MTG ASSO FNMA		03/01/2009	MBS PAYDOWN		186,171	186,171	183,495	186,114		58		58		186,171			0	1,648	07/01/2020	1
658256-VA-7.	NORTH CAROLINA ST MUNI		02/04/2009	MORGAN STANLEY		1,250,606	1,125,000	1,210,455	1,207,672		(2,570)		(2,570)		1,205,102		45,504	45,504	20,000	04/01/2012	1FE
72316W-BD-8.	PINELLAS CNTY FLA, 1998 A-1		03/02/2009	CALLED SECURITY at 100.000		35,000	35,000	35,193	35,064		(64)		(64)		35,000			0	1,041	03/01/2012	1FE
3199999	- Total - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of...					11,773,220	11,457,095	11,570,553	11,401,472	0	(3,017)	0	(3,017)	0	11,534,662	0	238,558	238,558	132,835	XXX	XXX
026870-DG-0.	AMERICAN INTERNATIONAL GROUP CORPORATE		02/04/2009	MORGAN STANLEY		179,688	250,000	132,500	134,026		633		633		134,659		45,029	45,029	8,247	01/16/2018	1FE
05946X-BV-4.	BAFC-03-1 CMO		03/20/2009	CALLED SECURITY at 100.000		2,904	2,904	2,965	2,960		(56)		(56)		2,904			0	46	05/01/2033	1FE
30257F-AA-1.	FPL ENERGY NATIONAL WIND CORPORATE		03/25/2009	CALLED SECURITY at 100.000		5,558	5,558	5,558	4,828	730			730		5,558			0	170	03/25/2019	3FE
31394E-KY-3.	FED NTL MTG ASSO CMO		03/01/2009	MBS PAYDOWN		222,479	222,479	220,854	222,479		0		0		222,479			0	2,285	04/01/2026	1
31396R-R7-4.	FEDERAL HOME LOAN MTGE CO CMO		03/01/2009	MBS PAYDOWN		161,570	161,570	160,838	161,545		26		26		161,570			0	1,478	10/01/2027	1
36297T-AE-2.	GSR CMO		03/01/2009	MBS PAYDOWN		78,921	78,921	78,212	78,914		7		7		78,921			0	853	04/01/2036	1FE
76200R-AV-0.	RESIDENTIAL FUNDING MTG SEC I CMO		03/25/2009	CALLED SECURITY at 100.000		20,671	20,671	20,199	20,207		464		464		20,671			0	232	07/01/2037	1FE
929227-N6-9.	WAMU CMO		01/23/2009	VARIOUS		3,444,467	3,510,681	3,439,370	3,442,632		1,138		1,138		3,443,770		697	697	27,653	05/01/2018	1FE
93970#-AA-5.	WA SQUARE ADVISERS PRIVATE		02/06/2009	CALLED SECURITY at 100.271		4,033	4,022	4,022	4,022		0		0		4,022		11	11	29	09/01/2009	2
949797-AA-2.	WELLS FARGO BANK CMB		03/25/2009	CALLED SECURITY at 100.000		195,828	195,828	194,145	194,169		1,659		1,659		195,828			0	2,110	10/01/2037	1FE
PP967W-SP-4.	WELLS FARGO BANK NA		02/22/2009	MATURITY		500,000	500,000	500,000	500,000		0		0		500,000			0	5,972	02/22/2009	1
PP967N-CU-8.	WELLS FARGO BANK NA		02/15/2009	MATURITY		250,000	250,000	250,000	250,000		0		0		250,000			0	947	02/15/2009	1
3899999	- Bonds - Industrial and Miscellaneous					5,066,119	5,202,634	5,008,663	5,015,782	730	3,871	0	4,601	0	5,020,382	0	45,737	45,737	50,022	XXX	XXX
8399997	- Bonds - Part 4					27,775,607	27,204,972	27,504,982	27,228,846	730	(7,392)	0	(6,662)	0	27,358,390	0	417,217	417,217	319,142	XXX	XXX
8399999	- Total - Bonds					27,775,607	27,204,972	27,504,982	27,228,846	730	(7,392)	0	(6,662)	0	27,358,390	0	417,217	417,217	319,142	XXX	XXX

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STATEMENT AS OF MARCH 31, 2009 OF THE Humana Health Plan, Inc.

**SCHEDULE D - PART 4**

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

1 CUSIP Identification	2 Description	3 Foreign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/Stock Dividends Received During Year	21 Maturity Date	22 NAIC Designation or Market Indicator (a)	
										11 Unrealized Valuation Increase/(Decrease)	12 Current Year's (Amortization)/Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11 + 12 - 13)	15 Total Foreign Exchange Change in B./A.C.V.								
060505-81-5	BANK OF AMERICA PFD FTST		02/11/2009	J.P. MORGAN	29,000.000	177,189		349,160	349,160						349,160		(171,971)	(171,971)	7,411			P1LFE
8499999	- Preferred Stocks - Industrial and Miscellaneous					177,189	XXX	349,160	349,160	0	0	0	0	0	349,160	0	(171,971)	(171,971)	7,411			XXX
8999997	- Preferred Stocks - Part 4					177,189	XXX	349,160	349,160	0	0	0	0	0	349,160	0	(171,971)	(171,971)	7,411			XXX
8999999	- Total - Preferred Stocks					177,189	XXX	349,160	349,160	0	0	0	0	0	349,160	0	(171,971)	(171,971)	7,411			XXX
761056-86-0	RESERVE US GOVERNMENT FUND-8		01/16/2009	RESERVE PRIMARY	12,025,954.830	12,025,955		12,025,955	12,025,955						12,025,955				58,169			L
9399999	- Common Stocks - Money Market Mutual Funds					12,025,955	XXX	12,025,955	12,025,955	0	0	0	0	0	12,025,955	0	0	0	58,169			XXX
9799997	- Common Stocks - Part 4					12,025,955	XXX	12,025,955	12,025,955	0	0	0	0	0	12,025,955	0	0	0	58,169			XXX
9799999	- Total - Common Stocks					12,025,955	XXX	12,025,955	12,025,955	0	0	0	0	0	12,025,955	0	0	0	58,169			XXX
9899999	- Total - Preferred and Common Stocks					12,203,144	XXX	12,375,115	12,375,115	0	0	0	0	0	12,375,115	0	(171,971)	(171,971)	65,580			XXX
<b>9999999 Totals</b>						<b>39,978,751</b>	<b>XXX</b>	<b>39,880,097</b>	<b>39,603,961</b>	<b>730</b>	<b>(7,392)</b>	<b>0</b>	<b>(6,662)</b>	<b>0</b>	<b>39,733,505</b>	<b>0</b>	<b>245,246</b>	<b>245,246</b>	<b>384,722</b>	<b>XXX</b>	<b>XXX</b>	

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

E05.1

Schedule DB - Part A - Section 1

**NONE**

Schedule DB - Part B - Section 1

**NONE**

Schedule DB - Part C - Section 1

**NONE**

Schedule DB - Part D - Section 1

**NONE**



STATEMENT AS OF MARCH 31, 2009 OF THE Humana Health Plan, Inc.

**SCHEDULE E - PART 2 - CASH EQUIVALENTS**

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
UNITED STATES TREASURY TREAS BILL	LS	.03/12/2009	0.111	.04/09/2009	12,999,681		798
0199999 - U.S. Governments - Issuer Obligations					12,999,681	0	798
0399999 - Total - U.S. Government Bonds					12,999,681	0	798
7799999 - Total - Issuer Obligations					12,999,681	0	798
8399999 - Total - Bonds					12,999,681	0	798