



# QUARTERLY STATEMENT

AS OF JUNE 30, 2012  
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 or Town, 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 or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.humana.com

Statutory Statement Contact Sarah Howard 502-580-4076  
(Name) (Area Code) (Telephone Number) (Extension)

DOIINQUIRIES@humana.com 502-580-2099  
(E-mail Address) (FAX Number)

### OFFICERS

Name	Title	Name	Title
<u>Michael Benedict McCallister</u>	<u>CEO</u>	<u>Joan Olliges Lenahan</u>	<u>VP &amp; Corporate Secretary</u>
<u>James Harry Bloem</u>	<u>Sr. VP, CFO &amp; Treasurer</u>	<u>Jonathan Albert Canine</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>Elizabeth Diane Bierbower #</u>	<u>Pres., Employer Group Segment</u>	<u>Jeffrey Bergin Bringardner</u>	<u>Market President - Kentucky</u>
<u>Bruce Dale Broussard #</u>	<u>President</u>	<u>John Ellis Brown</u>	<u>VP - Medicare Service Operations</u>
<u>John Gregory Catron</u>	<u>VP &amp; Chief Compliance Officer</u>	<u>Denise Louise Christy</u>	<u>Market President - MI/IN</u>
<u>Peter James Edwards</u>	<u>VP &amp; Div. Leader - Eastern Div.</u>	<u>Mark Sobhi El-Tawil</u>	<u>Regional CEO - West</u>
<u>Jeffrey Carl Fernandez #</u>	<u>Reg.Pres.-Sr.Prod/Gulf States Reg</u>	<u>Michael Paul Franks</u>	<u>Reg.Pres.-Sr.Prod/West Coast Reg.</u>
<u>Roy Goldman Ph.D</u>	<u>VP &amp; Chief Actuary</u>	<u>Gary Edward Goldstein M.D.</u>	<u>VP &amp; Div. Leader - Central Div.</u>
<u>Deborah Ann Gracey</u>	<u>RegPres-Sr.Prod/Great Lakes Reg</u>	<u>Robert Todd Hitchcock</u>	<u>VP &amp; Div. Leader - Western Div.</u>
<u>Morris Curt Howell</u>	<u>Market President-NV/AZ/UT</u>	<u>Paul Francis Kraemer</u>	<u>Regional CEO - East</u>
<u>Charles Frederic Lambert III</u>	<u>Vice President</u>	<u>Brian Phillip LeClaire #</u>	<u>Sr.VP&amp;Chief Service&amp;Info Officer</u>
<u>Thomas Joseph Liston</u>	<u>President, Retail Segment</u>	<u>Clarence Evans Looney</u>	<u>Market President - Tennessee</u>
<u>Kenneth Scott Malcolmson</u>	<u>Regional CEO - Southwest</u>	<u>Heidi Suzanne Margulis</u>	<u>Sr. Vice President</u>
<u>Kevin Ross Meriwether</u>	<u>Reg. Pres.-Sr. Prod/East Region</u>	<u>Khalid Nazir</u>	<u>Vice President</u>
<u>Daniel Joseph Oftedahl</u>	<u>Market President - Colorado</u>	<u>Bruce Devereau Perkins #</u>	<u>Pres.,Health&amp;Well-Being Serv Seg</u>
<u>Richard Donald Remmers #</u>	<u>Seg. VP, Employer Group Sales</u>	<u>George Renaudin</u>	<u>VP &amp; Div. Leader - Southern Div.</u>
<u>David Thomas Reynolds</u>	<u>Market President - Illinois</u>	<u>Oraida Maria Roman</u>	<u>RegPresSrProd/IntermountainReg</u>
<u>Larry Dale Savage</u>	<u>Regional CEO - Midwest</u>	<u>Debra Anne Smith</u>	<u>VP-Sr.Prod Strategy &amp; Prod Dev</u>
<u>William Joseph Tait</u>	<u>Vice President</u>	<u>Pattie Dale Tye #</u>	<u>President, Large Group</u>
<u>Joseph Christopher Ventura</u>	<u>Assistant Secretary</u>	<u>Timothy Alan Wheatley</u>	<u>VP - Senior Products</u>
<u>Ralph Martin Wilson</u>	<u>Vice President</u>		

### DIRECTORS OR TRUSTEES

<u>James Harry Bloem</u>	<u>Michael Benedict McCallister</u>	<u>James Elmer Murray</u>
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State of Kentucky

ss

County of Jefferson

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

Michael Benedict McCallister  
CEO

Joan Olliges Lenahan  
VP & Corporate 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  
10th day of August, 2012

Myra Carpenter, Notary Public  
August 9, 2013

STATEMENT AS OF JUNE 30, 2012 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 .....	409,509,229		409,509,229	353,870,728
2. Stocks:				
2.1 Preferred stocks .....			0	0
2.2 Common stocks .....	31,433,577		31,433,577	30,779,448
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) .....			0	0
4.3 Properties held for sale (less \$ ..... encumbrances) .....			0	0
5. Cash (\$ ..... (6,374,358) ), cash equivalents (\$ ..... 208,996,331 ) and short-term investments (\$ ..... 25,138,846 ) .....	227,760,819		227,760,819	38,931,986
6. Contract loans (including \$ ..... premium notes) .....			0	0
7. Derivatives .....			0	0
8. Other invested assets .....	0		0	0
9. Receivables for securities .....	2,065,000		2,065,000	0
10. Securities lending reinvested collateral assets .....			0	0
11. Aggregate write-ins for invested assets .....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	698,368,625	0	698,368,625	451,182,162
13. Title plants less \$ ..... charged off (for Title insurers only) .....			0	0
14. Investment income due and accrued .....	3,550,129		3,550,129	3,304,883
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	16,069,153	599,823	15,469,330	16,824,012
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ ..... earned but unbilled premiums) .....			0	0
15.3 Accrued retrospective premiums .....	28,484,030		28,484,030	18,392,573
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....	2		2	0
16.2 Funds held by or deposited with reinsured companies .....			0	0
16.3 Other amounts receivable under reinsurance contracts .....			0	0
17. Amounts receivable relating to uninsured plans .....	19,853,952	3,884	19,850,068	13,640,534
18.1 Current federal and foreign income tax recoverable and interest thereon .....	0		0	5,609,118
18.2 Net deferred tax asset .....	62,423,424	51,297,606	11,125,818	11,125,818
19. Guaranty funds receivable or on deposit .....			0	0
20. Electronic data processing equipment and software .....	149,734	11,561	138,173	189,693
21. Furniture and equipment, including health care delivery assets (\$ ..... 0 ) .....	6,558,303	6,558,303	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates .....			0	0
23. Receivables from parent, subsidiaries and affiliates .....	16,083,616		16,083,616	0
24. Health care (\$ ..... 17,546,329 ) and other amounts receivable .....	21,759,958	8,884,428	12,875,530	8,491,484
25. Aggregate write-ins for other than invested assets .....	116,286,836	115,592,797	694,039	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	989,587,762	182,948,402	806,639,360	528,760,277
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			0	0
28. Total (Lines 26 and 27) .....	989,587,762	182,948,402	806,639,360	528,760,277
<b>DETAILS OF WRITE-INS</b>				
1101. ....			0	0
1102. ....			0	0
1103. ....			0	0
1198. Summary of remaining write-ins for Line 11 from overflow page .....	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above) .....	0	0	0	0
2501. Goodwill .....	108,016,859	108,016,859	0	0
2502. Prepaid Commissions .....	5,802,923	5,802,923	0	0
2503. Deposits .....	1,209,195	1,209,195	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page .....	1,257,859	563,820	694,039	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above) .....	116,286,836	115,592,797	694,039	0

STATEMENT AS OF JUNE 30, 2012 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 \$ .....252 reinsurance ceded).....	248,925,999	10,676,417	259,602,416	185,077,257
2. Accrued medical incentive pool and bonus amounts .....	1,397,141		1,397,141	1,196,921
3. Unpaid claims adjustment expenses .....	4,215,083		4,215,083	2,447,979
4. Aggregate health policy reserves including the liability of \$ .....15,814,758 for medical loss ratio rebate per the Public Health Service Act .....	29,271,876		29,271,876	21,447,529
5. Aggregate life policy reserves .....			0	0
6. Property/casualty unearned premium reserve .....			0	0
7. Aggregate health claim reserves .....	236,842	10,158	247,000	216,001
8. Premiums received in advance .....	189,237,713		189,237,713	15,015,630
9. General expenses due or accrued .....	10,261,060		10,261,060	12,901,338
10.1 Current federal and foreign income tax payable and interest thereon (including \$ .....523,442 on realized gains (losses)) .....	5,541,835		5,541,835	0
10.2 Net deferred tax liability.....	0		0	0
11. Ceded reinsurance premiums payable .....	73,585		73,585	213,567
12. Amounts withheld or retained for the account of others .....			0	0
13. Remittances and items not allocated .....	1,575,964		1,575,964	1,137,920
14. Borrowed money (including \$ ..... current) and interest thereon \$ ..... (including \$ ..... current) .....			0	0
15. Amounts due to parent, subsidiaries and affiliates .....	0		0	8,378,127
16. Derivatives.....	0		0	0
17. Payable for securities .....	106,377		106,377	0
18. Payable for securities lending .....			0	0
19. Funds held under reinsurance treaties (with \$ ..... authorized reinsurers and \$ ..... unauthorized reinsurers).....			0	0
20. Reinsurance in unauthorized companies .....			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates .....			0	0
22. Liability for amounts held under uninsured plans .....	34,483,820		34,483,820	14,276,904
23. Aggregate write-ins for other liabilities (including \$ .....0 current) .....	158,000	0	158,000	974,003
24. Total liabilities (Lines 1 to 23).....	525,485,295	10,686,575	536,171,870	263,283,176
25. Aggregate write-ins for special surplus funds .....	XXX	XXX	0	0
26. Common capital stock .....	XXX	XXX	2,248,000	2,248,000
27. Preferred capital stock .....	XXX	XXX		0
28. Gross paid in and contributed surplus .....	XXX	XXX	416,255,377	416,255,377
29. Surplus notes .....	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds .....	XXX	XXX	0	0
31. Unassigned funds (surplus) .....	XXX	XXX	(148,035,887)	(153,026,276)
32. Less treasury stock, at cost:				
32.1 ..... shares common (value included in Line 26 \$ ..... ) .....	XXX	XXX		0
32.2 ..... shares preferred (value included in Line 27 \$ ..... ) .....	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32) .....	XXX	XXX	270,467,490	265,477,101
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	806,639,360	528,760,277
<b>DETAILS OF WRITE-INS</b>				
2301. Deferred Lease Credits.....	152,225	0	152,225	0
2302. Medicare Risk Adjustment Payable.....	5,775		5,775	5,596
2303. Due to CMS.....			0	968,407
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)	158,000	0	158,000	974,003
2501. ....	XXX	XXX		0
2502. ....	XXX	XXX		0
2503. ....	XXX	XXX		0
2598. Summary of remaining write-ins for Line 25 from overflow page .....	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001. ....	XXX	XXX		0
3002. ....	XXX	XXX		0
3003. ....	XXX	XXX		0
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 AS OF JUNE 30, 2012 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	2,766,776	2,435,172	4,793,106
2. Net premium income (including \$ 0 non-health premium income).....	XXX	1,492,550,728	1,190,282,668	2,353,136,224
3. Change in unearned premium reserves and reserve for rate credits .....	XXX	(4,376,816)	(28,107)	(11,537,202)
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	1,488,173,912	1,190,254,561	2,341,599,022
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits .....	50,027,602	1,088,175,403	833,122,834	1,674,361,170
10. Other professional services .....		4,210,288	7,754,731	16,242,681
11. Outside referrals .....			0	0
12. Emergency room and out-of-area .....	2,340,486	33,075,519	28,114,146	59,396,240
13. Prescription drugs .....		145,018,384	116,231,534	208,030,083
14. Aggregate write-ins for other hospital and medical .....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts .....		292,071	624,875	682,256
16. Subtotal (Lines 9 to 15) .....	52,368,088	1,270,771,665	985,848,120	1,958,712,430
<b>Less:</b>				
17. Net reinsurance recoveries .....		352	326	1,951
18. Total hospital and medical (Lines 16 minus 17) .....	52,368,088	1,270,771,313	985,847,794	1,958,710,479
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 61,340,137 cost containment expenses.....		79,544,587	46,304,037	112,108,245
21. General administrative expenses.....		139,796,102	140,393,533	279,379,780
22. Increase in reserves for life and accident and health contracts (including \$ 0 increase in reserves for life only).....		2,584,868	806,114	(4,023,139)
23. Total underwriting deductions (Lines 18 through 22) .....	52,368,088	1,492,696,870	1,173,351,478	2,346,175,365
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	(4,522,958)	16,903,083	(4,576,343)
25. Net investment income earned .....		7,136,163	6,407,672	12,718,733
26. Net realized capital gains (losses) less capital gains tax of \$ 523,442 .....		972,107	185,958	163,267
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	8,108,270	6,593,630	12,882,000
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	6,279	2,383	11,923
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	3,591,591	23,499,096	8,317,580
31. Federal and foreign income taxes incurred .....	XXX	5,632,347	7,090,208	2,856,655
32. Net income (loss) (Lines 30 minus 31) .....	XXX	(2,040,756)	16,408,888	5,460,925
<b>DETAILS OF WRITE-INS</b>				
0601. ....	XXX		0	0
0602. ....	XXX		0	0
0603. ....	XXX		0	0
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		0	0
0702. ....	XXX		0	0
0703. ....	XXX		0	0
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. ....			0	0
1402. ....			0	0
1403. ....			0	0
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.....		6,279	2,383	11,923
2902. ....			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	6,279	2,383	11,923

## STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
<b>CAPITAL &amp; SURPLUS ACCOUNT</b>			
33. Capital and surplus prior reporting year.....	265,477,101	280,881,844	280,881,844
34. Net income or (loss) from Line 32 .....	(2,040,756)	16,408,888	5,460,925
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 \$ .....	0 826,596	(600,595)	1,805,796
37. Change in net unrealized foreign exchange capital gain or (loss) .....		0	0
38. Change in net deferred income tax .....	0	0	3,853,240
39. Change in nonadmitted assets .....	3,779,450	7,459,960	3,508,050
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	0
45.2 Transferred to capital (Stock Dividend) .....	0	0	0
45.3 Transferred from capital .....		0	0
46. Dividends to stockholders .....		(30,000,000)	(30,000,000)
47. Aggregate write-ins for gains or (losses) in surplus .....	2,425,099	0	(32,754)
48. Net change in capital and surplus (Lines 34 to 47) .....	4,990,389	(6,731,747)	(15,404,743)
49. Capital and surplus end of reporting period (Line 33 plus 48)	270,467,490	274,150,097	265,477,101
<b>DETAILS OF WRITE-INS</b>			
4701. Correction of prior period - Administrative expense allocation.....	2,425,099	0	0
4702. Valuation allowance for securities lending.....		0	(32,754)
4703. ....		0	0
4798. Summary of remaining write-ins for Line 47 from overflow page .....	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	2,425,099	0	(32,754)

STATEMENT AS OF JUNE 30, 2012 OF THE Humana Health Plan, Inc.

**CASH FLOW**

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance.....	1,660,291,409	1,156,257,258	2,369,727,212
2. Net investment income .....	9,016,749	8,335,172	16,383,319
3. Miscellaneous income .....	0	0	0
4. Total (Lines 1 to 3) .....	1,669,308,158	1,164,592,430	2,386,110,531
5. Benefit and loss related payments .....	1,198,599,805	939,732,813	1,928,314,088
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....		0	0
7. Commissions, expenses paid and aggregate write-ins for deductions .....	205,223,930	178,848,543	380,974,931
8. Dividends paid to policyholders .....		0	0
9. Federal and foreign income taxes paid (recovered) net of \$ ..... 523,442 tax on capital gains (losses).....	(4,995,164)	23,133,042	23,535,543
10. Total (Lines 5 through 9) .....	1,398,828,571	1,141,714,398	2,332,824,562
11. Net cash from operations (Line 4 minus Line 10) .....	270,479,587	22,878,032	53,285,969
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	65,129,382	47,916,197	85,153,223
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 .....	(1,662)	(37)	(222)
12.7 Miscellaneous proceeds .....	1	400,455	1,372,961
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	65,127,721	48,316,615	86,525,962
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	121,224,038	54,143,429	98,832,959
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 .....	1,958,623	1,415,741	0
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	123,182,661	55,559,170	98,832,959
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) .....	(58,054,940)	(7,242,555)	(12,306,997)
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes .....	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0	0
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	30,000,000	30,000,000
16.6 Other cash provided (applied).....	(23,595,814)	13,654,666	19,188,643
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	(23,595,814)	(16,345,334)	(10,811,357)
<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) .....	188,828,833	(709,857)	30,167,615
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	38,931,986	8,764,371	8,764,371
19.2 End of period (Line 18 plus Line 19.1) .....	227,760,819	8,054,514	38,931,986

STATEMENT AS OF JUNE 30, 2012 OF THE Humana Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year .....	397,622	22,302	192,132	.0	3,911	11,886	23,847	137,974	.0	5,570
2. First Quarter .....	462,804	25,979	184,230	.0	4,469	18,022	22,582	207,522	.0	.0
3. Second Quarter .....	467,757	28,156	185,911	.0	4,653	15,688	22,451	210,898	.0	.0
4. Third Quarter .....	.0									
5. Current Year	0									
6. Current Year Member Months	2,781,608	156,155	1,115,751		27,202	98,783	135,490	1,248,227		
Total Member Ambulatory Encounters for Period:										
7. Physician .....	1,220,313	28,134	347,799			1	59,286	785,093		.0
8. Non-Physician .....	1,124,011	18,928	267,758			20	27,389	809,916		
9. Total	2,344,324	47,062	615,557	0	0	21	86,675	1,595,009	0	0
10. Hospital Patient Days Incurred	129,321	785	19,381				2,301	106,854		
11. Number of Inpatient Admissions	27,824	188	5,115				959	21,562		
12. Health Premiums Written (a).....	1,493,023,899	23,328,882	354,164,576	1,793	386,999	2,215,614	64,562,956	1,048,363,079		.0
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned .....	1,488,647,081	23,222,232	349,894,408	1,793	386,999	2,215,614	64,562,956	1,048,363,079		.0
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services .....	1,206,624,023	14,493,173	264,577,279	155	214,865	1,368,009	56,781,357	869,189,185		.0
18. Amount Incurred for Provision of Health Care Services	1,270,771,665	14,976,618	261,974,233	106	214,865	1,471,143	57,698,003	934,436,697		0

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 1,048,363,079

STATEMENT AS OF JUNE 30, 2012 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
Claims unpaid (Reported)						
GLEN ELLYN CLINIC.....					94,198	94,198
N W SUBURBAN ANEST.....					6,041	6,041
WOMENS HEALTH CONS.....					237,902	237,902
ABERDEEN VILLAGE INC.....		2,912				2,912
ACCESS MEDIQUIP LLC.....		12,909				12,909
ACMIS.....	20,365					20,365
ADAM STURTZ.....	5,903					5,903
ADDISON RADIOLOGY ASSOC SC.....					254,423	254,423
ADVANCE CARE FT SMITH.....	61,036					61,036
ADVANCED RESPIRATORY INC.....	3,614					3,614
ADVENTIST BOLINGBROOK HOSPITAL.....	5,210	3,460				8,670
ADVENTIST GLEN OAKS HOSPITAL.....	3,064					3,064
ADVENTIST HINSDALE HOSPITAL.....	7,517	14,203				21,720
ADVENTIST LA GRANGE MEMORIAL.....	13,696					13,696
ADVOCATE CHRIST MEDICAL CENTER.....	48,331				2,818	51,149
ADVOCATE CONDELL MEDICAL CTR.....	4,666					4,666
ADVOCATE GOOD SAMARITAN.....	16,900					16,900
ADVOCATE ILLINOIS MASONIC.....	101,444	13,036	5,934		13,289	133,703
ADVOCATE LUTHERAN GENERAL HOSPITAL.....	21,918					21,918
ADVOCATE SOUTH SUBURBAN.....	13,623					13,623
ADVOCATE SOUTH SUBURBAN HOSPITAL.....	24,862	8,685			39,386	72,933
ADVOCATE TRINITY HOSPITAL.....	29,099		4,250		58,019	91,368
AGAPE HEALTH & REHAB OF MOULTRIE.....	2,695					2,695
AKASH AHUJA MD.....	2,594					2,594
ALASKA REGIONAL HOSPITAL.....		6,547				6,547
ALDEN DES PLAINES REHAB.....					2,584	2,584
ALDEN LAKELAND REHABILITATION.....		2,740				2,740
ALDEN NAPERVILLE REHAB.....	2,697	7,830				10,527
ALDEN NORTH SHORE REHAB.....	2,180	4,720				6,900
ALDEN POPLAR CREEK REHAB.....	3,893					3,893
ALDEN VALLEY RIDGE REHAB.....	4,333					4,333
ALDEN WATERFORD REHAB.....	9,344	2,181				11,525
ALEGENT HEALTH BERGAN MERCY.....	16,441					16,441
ALEGENT HEALTH HOME CARE.....	2,022					2,022
ALEGENT HEALTH IMMANUEL MED CT.....	37,139					37,139
ALEGENT HEALTH LAKESIDE HOSPITAL.....	5,164					5,164
ALEGENT HLTH MIDLANDS HOSPITAL.....	8,237					8,237
ALEXIAN BROTHERS MEDICAL CENTER.....					12,972	12,972
ALEXIAN BROTHERS MEDICAL CTR.....	160,557				2,902	163,459
ALL CHILDRENS HOSPITAL.....	18,922					18,922
ALLAN MOEDE.....	2,252					2,252
ALLIANCE HEALTHCARE SERVICES INC.....	2,268					2,268
ALLPORT CLINIC LLC.....					26,400	26,400
ALMA HEALTHCARE & REHAB.....	3,886					3,886
ALPHA HEALTH & REHAB OF GREER.....	2,993	2,854				5,847
ALPINE LIVING CENTER.....	8,207					8,207
A UNABLE TO UPDATE PROVIDER INFORMATION.....	8,482					8,482
ALTON MEMORIAL HOSPITAL.....	2,254					2,254
ALVIN CRAWFORD.....	3,852					3,852
AMANDA KONG.....	3,355					3,355
AMBIENT HEALTHCARE OF WEST FLORIDA INC.....	2,717					2,717
AMEDISYS INC.....	3,283					3,283
AMERICAN MEDICAL RESPONSE.....	5,027					5,027
AMERIMED INC.....	8,835				7,500	16,335
AMISHI SAWLANI MD.....					80,801	80,801

STATEMENT AS OF JUNE 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	Aging Analysis of Unpaid Claims					
	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
AMISUB OF SOUTH CAROLINA.....	25,930					25,930
ANCA NASTASA.....				2,026		2,026
ANCHOR HOSPITAL.....	3,084					3,084
ANCILLARY DIAGNOSTIC SERVICE.....	2,583					2,583
ANDERSON PLACE.....		2,701				2,701
ANDREW SKIGEN.....	2,039					2,039
ANESTHESIA ASSOCIATES OF CINCINNATI INC.....	6,200					6,200
ANESTHESIA ASSOCIATES OF LOUISVILLE PSC.....	2,656					2,656
ANESTHESIOLOGY CONSULTANTS.....					11,704	11,704
ANMED HEALTH.....	57,339	4,375				61,714
ANTHONY RICCI.....	2,688					2,688
APACHE JUNCTION HEALTH CARE.....		3,358				3,358
APRIA HEALTHCARE INC.....	2,905					2,905
ARMC APACHE JUNCTION.....	16,495					16,495
ARROWHEAD HOSPITAL.....	43,238	4,011				47,249
ARTHUR ARAND.....	4,128					4,128
ASHLEY HEALTH AND REHAB.....	6,702					6,702
ASSOC ST JAMES RADIOLOGISTS.....					84,201	84,201
ATHENS LIMESTONE HOSPITAL.....	13,814	3,617				17,431
ATHENS REHABILITATION CENTER.....	5,629					5,629
ATHLETIC AND THERAPEUTIC INSTITUTE.....	2,243					2,243
ATLANTA MEDICAL CENTER.....	6,979					6,979
ATMAN SHAH MD.....	2,344					2,344
ATRIUM MEDICAL CENTER.....	31,149					31,149
AUBURN REGIONAL MEDICAL CENTER.....	8,084					8,084
AUBURN REGIONAL MEDICAL CTR.....	11,308					11,308
AURORA BAYCARE MEDICAL CENTER.....	51,509					51,509
AURORA BEHAVIORAL HEALTH SYSTEM.....		2,243				2,243
AURORA CHICAGO LAKESHORE HOSPITAL.....	4,031					4,031
AURORA HEALTH CARE METRO INC.....	44,376	8,174		2,630		55,180
AURORA MEDICAL CENTER GRAFTON LLC.....	8,416					8,416
AURORA MEDICAL CENTER HARTFORD.....	2,037					2,037
AURORA PSYCHIATRIC HOSPITAL.....	2,807			2,506		5,313
AURORA SHEBOYGAN MEMORIAL MEDICAL CENTER.....	4,091					4,091
AURORA WEST ALLIS MEDICAL CENTER.....	46,868					46,868
AVALON HEALTHCARE SHADOW MOUNT.....	4,591					4,591
AVE MARIA DIALYSIS.....				2,395		2,395
AZURA OF LAKEWOOD LLC.....	3,875					3,875
BANNER BAYWOOD HEART HOSPITAL.....	5,431	19,174				24,605
BANNER BAYWOOD MEDICAL CENTER.....	98,675	10,896				109,571
BANNER BEHAVIORAL HEALTH HOSPITAL.....		7,125				7,125
BANNER BOSWELL MEDICAL CENTER.....	22,352	4,075				26,427
BANNER DEL E WEBB MEDICAL CENTER.....	11,138	15,535				26,673
BANNER DESERT MEDICAL CENTER.....	8,026					8,026
BANNER ESTRELLA MEDICAL CENTER.....	7,513	2,136				9,649
BANNER GATEWAY MEDICAL CENTER.....	146,426					146,426
BANNER GOOD SAMARITAN MEDICAL.....	15,699					15,699
BANNER GOOD SAMARITAN MEDICAL CENTER.....	19,190					19,190
BANNER IRONWOOD MEDICAL CENTER.....	3,115					3,115
BANNER THUNDERBIRD MED CENTER.....	87,291	5,634				92,925
BANNER THUNDERBIRD MEDICAL CENTER.....	3,125					3,125
BAPTIST CONVALESCENT CTR.....	2,393					2,393
BAPTIST EASTPOINT SURGICAL CENTER.....	3,573					3,573
BAPTIST HEALTH MEDICAL CENTER.....		2,619		2,068		4,687
BAPTIST HOSPITAL.....	75,785					75,785
BAPTIST HOSPITAL EAST.....	100,209	36,343				136,552

STATEMENT AS OF JUNE 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	Aging Analysis of Unpaid Claims					
	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
BAPTIST MEMORIAL MED CTR NLR.....	2,198	27,207				29,405
BAPTIST MEMORIAL MEDICAL.....		8,162				8,162
BAPTIST OUTPATIENT SERVICES INC.....	2,310					2,310
BARNES JEWISH HOSPITAL.....		8,210				8,210
BAY AREA MEDICAL CENTER.....	2,000					2,000
B UNABLE TO UPDATE PROVIDER INFORMATION.....		43,642				43,642
BAYFRONT MEDICAL CENTER.....	10,699					10,699
BAYLOR MEDICAL CENTER AT GARLAND.....	2,706					2,706
BAYLOR UNIVERSITY MEDICAL CENTER.....					78,643	78,643
BEACON WEST SURGERY CENTER.....	2,643					2,643
BEAUFONT HEALTH AND REHAB.....	7,661					7,661
BEHAVIORAL HOSPITAL OF BELLAIRE.....	2,150					2,150
BELN MEADOWS HEALTHCARE AND REHAB CTR.....	6,306					6,306
BELLIN MEMORIAL HOSPITAL INC.....	11,356					11,356
BELTON REGIONAL MEDICAL CENTER.....	22,803					22,803
BELTWAY SURGERY CENTER SPRINGM.....	5,219					5,219
BENCHMARK HEALTHCARE OF LEES.....	2,883	3,486				6,369
BENCHMARK HEALTHCARE OF RAYTOW.....	8,216					8,216
BENSON HOSPITAL.....	8,521					8,521
BERKSHIRE HEALTH AND REHAB.....	11,369					11,369
BETH ISRAEL DEACONESS MEDICAL CENTER.....	2,275					2,275
BETHANY AT SILVER LAKE.....	2,158	3,743				5,901
BETHANY MEDICAL ASSOCIATES.....					113,321	113,321
BETHESDA HOSPITAL INC.....	151,666	14,098				165,764
BETHESDA NEONATOLOGIST.....					2,686	2,686
BIG SPRINGS SPECIALTY CARE CENTER.....	4,831					4,831
BILLINGS HEALTH & REHAB.....	2,273	2,688				4,961
BILTMORE SURGERY CENTER.....	11,196					11,196
BINDU BAMRAH.....	2,776					2,776
BIRCHWOOD PLAZA INC.....		4,377				4,377
BIRDMONT HEALTH CARE LLC.....	2,969					2,969
BIRINDER MARWAH MD.....					58,001	58,001
BLOUNT MEMORIAL HOSPITAL.....	14,816					14,816
BLUE RIVER REHABILITATION CTR.....	4,928					4,928
BLUEMOUND DIALYSIS.....			6,989			6,989
BLUFFTON REGIONAL MEDICAL CENTER.....		2,245				2,245
BMA LEES SUMMIT.....	3,144					3,144
BMA OF BLUE SPRINGS.....	3,243					3,243
BMA OF KANSAS CITY.....	2,444					2,444
BMH TIPTON.....	12,497					12,497
BMHC OF LEXINGTON LLC.....		2,155				2,155
BON SECOURS MEMORIAL REGIONAL.....	89,915	11,995				101,910
BON SECOURS ST FRANCIS HEALTH.....	163,529					163,529
BONNER GENERAL HOSPITAL.....	7,683	2,786				10,469
BOONEVILLE COMMUNITY HOSPITAL.....		19,894				19,894
BOULDER COMMUNITY HOSPITAL.....	31,202					31,202
BRADFORD HEALTH SERVICES.....	14,981					14,981
BRADLEY KOCH.....					3,715	3,715
BRANDON REGIONAL HOSPITAL.....	70,373					70,373
BRENT GABRIEL.....			3,103			3,103
BRENTWOOD SUBACUTE HEALTHCARE.....	7,008				2,276	9,284
BRETT YOUNG.....		2,862				2,862
BRIAN C CHO MD.....					30,600	30,600
BRIAN HOH.....	2,342					2,342
BRIAN MANNION.....	3,385					3,385
BRIAN PAN.....		2,682				2,682

STATEMENT AS OF JUNE 30, 2012 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
BRIDGEPORT HOSPITAL.....					62,707	62,707
BRIDGTON HOSPITAL.....	2,421					2,421
BRISTOL POINTE HEALTH AND REHAB.....	6,062					6,062
BRISTOL REG MED CTR.....	24,157	7,060				31,217
BRONIER COSTAS.....	2,045					2,045
BROOKSTONE MEADOWS INC.....	4,482					4,482
BROOKHAVEN RETREAT.....	4,160				4,160	8,320
BRUCE HOLLADAY.....	2,112					2,112
BRYAN LEATHERMAN.....	3,769					3,769
BUFFALO PRAIRIE CARE CENTER.....	8,775					8,775
BYRON H WILLIS MD.....	2,654					2,654
CANNON MEMORIAL HOSPITAL.....	4,203					4,203
CANYON TRANSITIONAL REHABILITATION.....		2,471				2,471
CAPITOL CARE CENTER.....		2,417				2,417
CARDINAL HILL REHABILITATION.....	20,631					20,631
CARLILION ROANOKE MEMORIAL HOSPITAL.....	9,037					9,037
CARL HERRING.....	4,395					4,395
CARMEL HILLS HEALTHCARE.....	7,341	4,189				11,530
CARONDELET HEART AND VASCULAR.....	5,436					5,436
CARONDELET MANOR.....	6,002					6,002
CARONDELET ST JOSEPHS HOSPITAL.....	37,802	14,811			25,255	77,868
CARONDELET ST MARYS HOSPITAL.....	40,934	4,867				45,801
CARROLLWOOD CARE CENTER.....	3,767					3,767
CARTER COOPER.....			2,166			2,166
CARTHAGE HEALTH & REHAB CENTER.....	7,414					7,414
CASCADE PARK CARE CENTER.....	2,213					2,213
CASS REGIONAL MEDICAL CENTER.....	28,027	13,240				41,267
CATALINA HEALTHCARE CENTER.....		6,852				6,852
CATHOLIC HEALTH PARTNERS SVS.....		3,323				3,323
CEDAR LAKE VILLAGE.....	20,599					20,599
CEDAR VILLAGE.....		2,093				2,093
CEDARS SINAI MEDICAL CENTER.....	19,980					19,980
CENTENNIAL HILLS HOSPITAL MEDICAL CENTER.....	4,325				450,293	454,618
CENTER FOR SPINAL SURGERY.....	9,623					9,623
CENTERPOINT AMB SURGERY.....	5,133					5,133
CENTERPOINT MEDICAL CENTER.....	198,210	43,069				241,279
C UNABLE TO UPDATE PROVIDER INFORMATION.....	18,555					18,555
CENTRAL BAPTIST HOSPITAL.....	29,747					29,747
CENTRAL DU PAGE HOSPITAL.....	3,218					3,218
CENTRAL DUPAGE HOSPITAL.....	34,609				17,506	52,115
CENTRAL LOUISIANA SURGICAL HOSPITAL.....	9,907					9,907
CENTRAL NURSING & REHAB CENTER.....		2,325				2,325
CENTRAL TEXAS MEDICAL CENTER.....	4,529					4,529
CENTRAL VERMONT HOSPITAL.....	4,123					4,123
CEP AMERICA ILLINOIS PC.....					144,602	144,602
CHANDLER HEALTH CARE CTR.....		2,261				2,261
CHARLES ALLEN JR.....		3,099				3,099
CHARLES MEANS.....		3,851				3,851
CHATEAU VILLAGE NURSING AND REHAB CTR.....	7,017					7,017
CHERRY RIDGE AT EMMETT CARE.....	3,391					3,391
CHERYL SKINNER.....	3,929					3,929
CHILDRENS HOSP HOME HEALTH.....	11,198					11,198
CHILDRENS HOSPITAL.....	18,060					18,060
CHILDRENS HOSPITAL DME.....	3,666					3,666
CHILDRENS HOSPITAL MEDICAL CENTER.....	641,043	8,297	5,703	2,164	123,426	780,633

STATEMENT AS OF JUNE 30, 2012 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
CHRIST HOSPITAL.....	391,612					391,612
CHRIST HOSPITAL SPINE SURGERY CENTER.....	11,213					11,213
CHRISTIAN HEALTH AND REHAB.....	4,877	5,786				10,663
CHRISTOPHE R VERDI.....	2,902					2,902
CHRISTOPHER CENAC JR.....	10,031					10,031
CHRISTOPHER SILVERI.....	3,135					3,135
CHRISTOPHER TOMARAS.....	6,166					6,166
CHRISTUS SPOHN CC MEMORIAL HOSPITAL.....					2,955	2,955
CITIZENS MEMORIAL HOSPITAL.....	4,186					4,186
CITRONELLE CONVALESCENT CENTER.....		3,603				3,603
CJW MEDICAL CENTER.....	38,357	2,105				40,462
CLARIAN HEALTH NORTH LLC.....	20,604					20,604
CLARIAN HEALTH WEST LLC.....	4,339					4,339
CLARK MEMORIAL HOSPITAL.....	19,738				2,595	22,333
CLARK REGIONAL MEDICAL CENTER.....	6,289					6,289
CLERMONT COUNTY DIALYSIS.....	4,663					4,663
CLEVELAND CLINIC FOUNDATION.....	12,293					12,293
COLISEUM PARK NURSING HOME LLC.....	2,411					2,411
COMFORT SLEEP.....	2,450					2,450
COMMUNITY CARE CTR OF AURORA.....	6,503	6,431				12,934
COMMUNITY HOSPITAL ANDERSON.....	2,235					2,235
COMMUNITY HOSPITALS OF NOBLE CO.....	2,425					2,425
COMMUNITY HOSPITALS OF IN INC.....	4,426	3,045				7,471
COMMUNITY MEMORIAL HOSPITAL.....	7,927		8,095			16,022
CONROE REGIONAL MEDICAL CENTER.....	7,672					7,672
CONTINIUMCARE OF WEBER CITY.....	8,409	2,254				10,663
COOSA VALLEY MEDICAL CENTER.....	2,878					2,878
COPLEY MEMORIAL HOSPITAL.....	39,671	15,418			12,941	68,030
COPPER QUEEN COMMUNITY HOSPITA.....	7,687					7,687
CORAL GABLES SPECIALTY PHYSICIANS.....	3,035					3,035
CORAM ALTERNATE SITE SERVICES.....	18,817					18,817
CORAM HEALTHCARE.....	26,793	3,053				29,846
COUNTRYSIDE CARE CENTRE.....		4,231			2,112	6,343
COVINGTON COURT HEALTH.....	16,887					16,887
CRESTWOOD MEDICAL CENTER LP.....	3,551	8,104				11,655
CRISTA SENIOR COMMUNITY NURSING HOME.....		2,726				2,726
CROWNE HEALTH CARE OF MOBILE.....	2,349	3,349				5,698
CTCA PROF CORP OF AZ.....		2,837				2,837
CUSHING MEMORIAL HOSPITAL.....	3,533					3,533
DALLAS MEDICAL CENTER LLC.....	3,779					3,779
DAN COHEN.....		3,045				3,045
DAN HEFFEZ.....	4,854					4,854
DANIEL FUNK.....		2,238				2,238
DANIEL MORSE.....	2,020					2,020
DANIEL MURILLO MD.....	2,447					2,447
DANIEL WORREL.....	2,461					2,461
DAVID CORAN.....	2,506					2,506
DAVID FRIEDMAN.....		2,236				2,236
DAVID JONES.....	2,783					2,783
DAVID MCCORD.....	13,232					13,232
DAVID MCKALIP.....	3,123	3,123				6,246
DAVID NIEMANN.....	10,206					10,206
DAVID R FIELEKE MD.....	3,379					3,379
DAVITA FORT MILL.....		9,235				9,235
DAY SURGERY FACILITIES.....	5,982				104,411	110,393

STATEMENT AS OF JUNE 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	Aging Analysis of Unpaid Claims						7 Total
	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days		
DCA BERWYN.....	21,444					21,444	
DCA OF ASHLAND LLC.....	5,770					5,770	
DCA OF CINCINNATI LLC.....	14,410					14,410	
DCA SKOKIE.....	12,658					12,658	
DEACONESS HOSPITAL INC.....	24,935	9,292				34,227	
DEACONESS MEDICAL CENTER.....	4,877					4,877	
DEAN S MCGAUGHEY III MD.....	2,243					2,243	
DEARBORN COUNTY HOSPITAL.....	7,947					7,947	
DEEPAK AWASTHI.....			2,194			2,194	
DEHLI DIALYSIS.....	11,993	4,805				16,798	
DEIRDRE MARSHALL.....			2,366			2,366	
DEKALB MEMORIAL HOSPITAL.....	3,342	3,451				6,793	
DELL CHILDRENS MEDICAL CENTER.....	10,188					10,188	
DELMAR GARDENS OF LENEXA.....	7,295					7,295	
DELNOR COMMUNITY HOSPITAL.....	8,298					8,298	
DELRAY RECOVERY CENTER LLC.....	2,040					2,040	
DENISE YARDLEY.....	2,222					2,222	
DEPAUL HEALTH CENTER.....		11,666				11,666	
DES PERES HOSPITAL.....	25,166					25,166	
DESERT BLOSSOM HEALTH AND REHAB.....		13,557				13,557	
DESERT HIGHLANDS CARE CENTER.....	2,551					2,551	
DESERT SPRINGS HOSPITAL MEDICAL.....					749,636	749,636	
DESERT TERRACE NURSING CENTER.....	3,467	2,379				5,846	
DESERT VIEW REGIONAL MEDICAL CENTER.....		97,359			5,171	102,530	
DETAR HOSPITAL.....	4,496					4,496	
DEWAYNE STEFFEY.....					2,031	2,031	
DIAGNOSTIC IMAGING ASSOCIATES.....					68,001	68,001	
DIALYSIS CLINIC INC.....	10,946					10,946	
DIALYSIS CTRS OF AMERICA PRAIRIE.....	20,275					20,275	
DIRECT DIALYSIS.....	9,316					9,316	
DISCOVER VISION CENTERS.....					2,585	2,585	
DOCTORS HOSP OF AUGUSTA LLC.....	7,592					7,592	
DOCTORS HOSPITAL AT RENAISSANCE.....	3,599					3,599	
DOCTORS HOSPITAL OF SARASOTA.....	14,028					14,028	
DOUGLAS CARLON.....	2,245					2,245	
DOUGLAS FEHRMAN.....	3,540					3,540	
DOUGLAS MANGAN.....			2,103			2,103	
DOUGLAS WON.....	4,867	8,457				13,324	
DRAKE HOSPITAL.....	9,263					9,263	
DSI SCOTTSDALE RENAL CENTER.....	18,971					18,971	
DUKE UNIVERSITY HOSPITAL.....		7,022				7,022	
DUPAGE EYE SURGERY CENTER.....	6,371					6,371	
DUPONT HOSPITAL.....	2,087					2,087	
DUPONT SURGICAL CENTER.....	2,694					2,694	
EAGLE HIGHLANDS SURGERY CENTER.....	5,410					5,410	
EAST JEFFERSON GENERAL HOSPITAL.....	15,373					15,373	
EAST MESA HEALTHCARE CENTER.....	6,752					6,752	
EAST TAMPA DIALYSIS.....	5,951					5,951	
EAST TENNESSEE CHILDRENS HOSPITAL.....	33,334					33,334	
EAST TEXAS MEDICAL CENTER CARTHAGE.....			2,195			2,195	
EDGEWOOD MANOR NH.....	7,294	5,933				13,227	
EDWARD HOSPITAL.....	22,293					22,293	
EDWARD HOSPITAL EMERGENCY MDS.....	2,072					2,072	
EDWARD WHITE HOSPITAL INC.....	11,064					11,064	
ELK GROVE LAB PHYSICIANS.....					43,000	43,000	
ELMHURST ANESTHESIOLOGISTS PC.....					14,319	14,319	

STATEMENT AS OF JUNE 30, 2012 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
ELMHURST MEMORIAL HEALTH SYSTEM.....					12,500	12,500
ELMHURST MEMORIAL HOSPITAL.....	40,112				28,918	69,030
EMERGENCY SERVICES PA.....	10,346					10,346
EMESE KALNOKI KIS.....		3,155				3,155
EMORY ADVENTIST HOSPITAL.....	39,258					39,258
EPHRAIM MCDOWELL REG MED CTR.....	4,073					4,073
ERIC OBERLANDER.....	3,230					3,230
ERIC PIFEL.....		2,618				2,618
EUGENE Y CHEN MD.....					3,600	3,600
EUGENIO VARGAS.....		3,180				3,180
EVANGELICAL HOSPITAL CORP.....					186,291	186,291
EVERETT TRANSITIONAL CARE SERVICES.....	17,535					17,535
EVERGREEN AT TACOMA LLC.....	6,901	4,310				11,211
EVERGREEN AT TALBOT RD LLC.....	4,618					4,618
EVERGREEN HEALTHCARE CENTER.....	5,824					5,824
EVERGREEN HOSPITAL MEDICAL CTR.....	34,084					34,084
EXEMPLA SAINT JOSEPH HOSPITAL.....				36,060		36,060
FAIRMONT CARE CENTER.....					4,293	4,293
FATIMA MOHIUDDIN.....					31,000	31,000
FAYETTEVILLE HEALTH & REHAB.....	11,710					11,710
FELICIA BOGAR.....	2,173					2,173
FELLOWSHIP HEALTH & REHAB OF ANDERSON.....	2,756					2,756
FINR III LLC.....				2,380		2,380
FLAGET MEMORIAL HOSPITAL.....	6,119					6,119
FLAGLER HOSPITAL INC.....					13,568	13,568
FLORIDA CANCER SPECIALISTS.....	2,686					2,686
FLORIDA CANCER SPECIALISTS PL.....	12,763					12,763
FLORIDA HOSPITAL CARROLLWOOD.....	12,217					12,217
FLORIDA HOSPITAL CENTRE CARE.....					55,801	55,801
FLORIDA HOSPITAL TAMPA.....	30,205					30,205
FLORIDA ORTHOPAEDIC INST SURG CTR LLC.....	4,062	28,760	2,027			34,849
FLORIDA ORTHOPAEDIC INSTITUTE.....	8,646	10,067				18,713
FLOYD MEDICAL CENTER.....	55,726					55,726
FLOYD MEMORIAL HOSPITAL.....	23,108	5,395				28,503
FMC DIALYSIS SERVICES BURBANK.....	3,522					3,522
FMC DIALYSIS SERVICES RAYTOWN.....	2,698					2,698
FMC NALCO HOME.....	17,033					17,033
FMC OF LAKE BLUFF.....	7,751					7,751
FORT HAMILTON HOSPITAL.....	30,316					30,316
FOUR CIRCLES RECOVERY CENTER.....				10,030		10,030
FRANCISCAN HEALTHCARE CENTER.....	2,387					2,387
FRANCISCAN PHYSICIAN HOSPITAL.....	20,939					20,939
FRANCISCAN ST FRANCIS BEECH.....	13,337					13,337
F UNABLE TO UPDATE PROVIDER INFORMATION.....	14,335					14,335
FRANCISCAN ST JAMES HTLH MICHIGAN.....	20,241					20,241
FRANCISCAN ST MARGARET HEALTH.....	4,382					4,382
FRANCISCAN ST MARGARET HLTH.....	13,915					13,915
FRANKLIN HEALTH AND REHAB.....	2,093					2,093
FRANKLIN WOODS COMMUNITY HOSPITAL.....	28,181					28,181
FRAZIER REHAB INSTITUTE.....	10,475					10,475
FREDERICK STEINBECK.....	2,546					2,546
FREEMAN HOSPITAL.....	5,386					5,386
FREEMAN NEOSHO HOSPITAL.....	10,590					10,590
FRIENDSHIP HEALTH AND REHAB CENTER.....	2,060					2,060
FROEDTERT MEMORIAL LUTHERAN HOSPITAL.....	89,074					89,074
FT SANDERS REGIONAL MEDICAL CENTER.....	78,998	2,237				81,235

STATEMENT AS OF JUNE 30, 2012 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
FULLERTON KIMBALL MEDICAL GRP.....					70,161	70,161
F UNABLE TO UPDATE PROVIDER INFORMATION.....	4,372	3,134				7,506
GAINESVILLE HEALTH CARE CENTER.....		7,695				7,695
GARDEN TERRACE OVERLAND PARK.....	6,040					6,040
GARLAND NURSING & REHAB CENTER.....	2,946					2,946
G UNABLE TO UPDATE PROVIDER INFORMATION.....	10,105					10,105
GATEWAY INTERVENTIONAL SURGERY CENTER.....	2,205					2,205
GENERAL FACILITY SERVICES.....	2,850					2,850
GENERAL PHYSICIAN SERVICES.....	15,705					15,705
GENOPTIX CLINICAL LABORATORY.....	3,470					3,470
GENTIVA HEALTH SERVICES.....	10,451					10,451
GEORGE GIANNAKOPOULOS.....	4,972					4,972
GGNSC INDEPENDENCE II LLC.....	10,943	3,094				14,037
GIBSON GENERAL HOSPITAL.....	3,406					3,406
GLENNON PLACE LLC.....	5,586	6,626				12,212
GLENVIEW TERRACE NURSING CTR.....					3,183	3,183
GLORIFIED HEALTH & REHAB OF GREENVILLE.....	6,644					6,644
GOLDEN LIVINGCENTER-FOLEY.....	3,048					3,048
GOLDEN LIVINGCENTER-LANSING.....	2,013	3,499				5,512
GOLDEN LIVINGCENTER-MCDONALD.....	6,476					6,476
GOLDEN LIVINGCENTER-SMITHVILLE.....	5,248					5,248
GOLDEN LIVINGCENTER-SORENSEN.....		3,018				3,018
GOLDEN VALLEY MEMORIAL.....	3,446					3,446
GOOD SAMARITAN HOSPITAL.....	469,013	15,867			13,763	498,643
GOTTLIEB MEMORIAL HOSPITAL.....	11,185	11,442			3,698	26,325
GRANBY HOUSE.....		2,463				2,463
GRANT SINSON.....	3,567					3,567
GREEN BAY DIALYSIS.....	2,456					2,456
GREENVILLE CV DIAG SERVICES.....		3,976				3,976
GREENVILLE MEMORIAL HOSPITAL.....	60,102	21,621				81,723
GREENVILLE MEMORIAL MEDICAL.....	15,087					15,087
GREER MEMORIAL HOSPITAL.....	10,028					10,028
GREGORY HOWES.....	3,619					3,619
GREGORY LANFORD.....	3,307					3,307
GROVE NORTH LIVING & REHAB CTR.....					3,516	3,516
GSS - BONELL COMMUNITY.....	2,898					2,898
GSS - FT COLLINS VILLAGE.....	5,248					5,248
GSS - LOVELAND VILLAGE.....	7,387					7,387
GSS - PRESCOTT VALLEY.....	2,984					2,984
GSS-OLATHE.....	6,288	2,066				8,354
GULF BREEZE HOSPITAL.....				15,741		15,741
GULF TO BAY ANESTHESIOLOGY ASSOCIATES.....	2,259					2,259
GUY REYES.....	2,840					2,840
GWINNETT MEDICAL CENTER - DULUTH.....		8,639				8,639
H CLARKE.....		3,220				3,220
H LEE MOFFITT CANCER CENTER.....	15,766					15,766
HALLMARK MANOR.....		2,337				2,337
HAMBURG DIALYSIS.....					3,497	3,497
HAMILTON TRACE OF FISHERS LLC.....	5,284					5,284
HARDIN MEMORIAL HOSPITAL.....	5,659					5,659
HARESH B SAWLANI.....					28,000	28,000
HARLAN ARH.....	3,317					3,317
HARRISON COUNTY HOSPITAL.....		3,004	5,187			8,191
HARRISONVILLE RENAL CENTER.....	49,026					49,026
HAVASU NURSING CENTER.....	5,289					5,289
HAVASU REGIONAL MEDICAL CENTER.....	3,518	2,906				6,424

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STATEMENT AS OF JUNE 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	Aging Analysis of Unpaid Claims					
	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
HAWKINS CO MED CTR.....	12,204					12,204
HAZEL CREST RENAL CENTER.....	21,247					21,247
HEALTH DIAGNOSTIC LABORATORY.....	2,592					2,592
HEALTHSOUTH EAST VALLEY REHAB.....	7,958					7,958
HEALTHSOUTH REHABILITATION HOSPITAL.....					7,589	7,589
H UNABLE TO UPDATE PROVIDER INFORMATION.....	4,858					4,858
HEALTHSOUTH SCOTTSDALE REHAB.....	2,862					2,862
HEALTHSOUTH SUNRISE REHAB HOSPITAL.....	11,394					11,394
HEARTLAND HEALTHCARE CENTER OF KENDALL.....	2,311					2,311
HENRICO DOCTORS HOSPITAL.....	69,132	62,290				131,422
HENRICO DOCTORS HOSPITAL FOREST.....	92,466					92,466
HENRICO HEALTH & REHAB.....	4,128					4,128
HERMAN PANG.....	3,681	2,559				6,240
HERMAN PANG MD.....	2,364					2,364
HERME O SYLORA.....					33,160	33,160
HIGHLAND HEALTHCARE AND REHAB.....	3,523	5,976				9,499
HIGHLAND MANOR HEALTH & REHAB.....	5,138					5,138
HIGHLAND TERRACE.....	2,344					2,344
HILLCREST HOSPITAL.....	43,528					43,528
HILLCREST MEDICAL CENTER.....	103,020					103,020
HILLHAVEN.....					35,694	35,694
HINSDALE ANESTHESIA ASSOC LTD.....					2,301	2,301
HLG ANES ASSOCIATES LLC.....					15,094	15,094
HOLSTON VALLEY MED CTR.....	25,269	2,901				28,170
HOLY CROSS HOSPITAL.....	10,387				15,498	25,885
HOLY FAMILY MEDICAL CENTER.....	170,080	82,677				252,757
HOPE HEALTH & REHAB CENTER.....	2,250					2,250
HOSPITAL DEL MAESTRO.....				9,159		9,159
HOSPITAL OF THE UNIVESITY OF PA RSF.....	2,677					2,677
HUGH GLOSTER JR.....	3,244					3,244
HUGH HYATT.....			3,427			3,427
HUNTSVILLE HOSP BEHAVIOR CTR.....	4,897					4,897
HUNTSVILLE HOSPITAL.....	88,147	5,286				93,433
IAIN KALFAS.....		3,385				3,385
IL DEPT OF HEALTHCARE & FAMILY.....	2,547	5,172				7,719
ILLINOIS DEPT OF HEALTHCARE.....	3,930					3,930
ILLINOIS ORTHOPAEDIC AND HAND.....	2,902					2,902
ILLINOIS VALLEY COMMUN HOSPITAL.....	2,796					2,796
IMELDIA SIA MD SC.....					28,600	28,600
IMMANUEL CAMPUS OF CARE.....	2,307					2,307
IMPLANTABLE PROVIDER GROUP INC.....	7,635					7,635
INDIAN CREEK HEALTH CARE CTR.....	12,213	5,696		4,295		22,204
INDIAN MEADOWS HEALTHCARE CENTER.....	12,752					12,752
INDIAN PATH MEDICAL CENTER.....	46,964					46,964
INDIANA ENDOSCOPY CENTERS LLC.....	3,810					3,810
INDIANA HEART HOSPITAL.....	14,657	8,677				23,334
INDIANA UNIVERSITY HEALTH.....	34,366	17,397				51,763
INDIANA UNIVERSITY HEALTH INC.....	38,858					38,858
INGALLS MEMORIAL HOSPITAL.....	19,201					19,201
INNOVATIVE SENIOR CARE.....	2,789					2,789
INNOVATIVE SENIOR CARE HH.....	2,639					2,639
INSIGHT HEALTH CORP.....	4,994					4,994
INTERIM HEALTHCARE OF GREENVILLE.....	5,056					5,056
INTERMOUNTAIN MED CENTER.....	2,186					2,186
I UNABLE TO UPDATE PROVIDER INFORMATION.....	2,722					2,722

STATEMENT AS OF JUNE 30, 2012 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
IU HEALTH LAPORTE HOSPITAL.....	9,808					9,808
JACKSON PARK DIALYSIS CENTER.....	8,700					8,700
JACKSON PURCHASE MEDICAL CTR.....				2,856		2,856
JAMES CASSIDY.....	2,485					2,485
JAMES FARRIS.....		2,026				2,026
JAMES KILLEFFER.....	3,119					3,119
JAMES RIVER CARE AND REHAB CENTER.....	7,352	6,590				13,942
JAMES RIVER CONVALESCENT.....	10,678					10,678
JAMES STOLL.....	5,118					5,118
JAMESTOWN NURSING AND REHAB.....	2,852		3,114			5,966
JAN DEROOS.....		2,473				2,473
JANALYN PROWS.....	3,736					3,736
JAYANTHI SRINIVASIAH.....	2,021					2,021
JEFFERSON MEMORIAL HOSPITAL.....	2,158					2,158
JEFFREY ALFORD.....			3,056			3,056
JEFFREY AMBORD.....	3,639					3,639
JENNIFER HOFER MD.....					46,361	46,361
JERRY M GREENBERG MD.....	3,000					3,000
JEWISH HOSPITAL INC.....	182,754	8,256		4,916		195,926
JEWISH HOSPITAL LLC.....	80,889					80,889
JEWISH HOSPITAL SHELBYVILLE.....	2,280					2,280
JEWISH HOSPITAL/ST MARYS HEALTH.....	4,318	2,135				6,453
JH STROGER HOSPITAL OF COOK.....	12,208					12,208
JIMMIE HARPER JR.....	2,465					2,465
JOHANNA BENDELL.....	4,444					4,444
JOHN C LINCOLN HOSPITAL DEER VALLEY.....	78,817					78,817
JOHN C LINCOLN HOSPITAL DEER VALLEY.....	16,971					16,971
JOHN C LINCOLN HOSPITAL NORTH.....	43,730	2,437				46,167
JOHN C LINCOLN HOSPITAL NORTH MOUNTAIN.....	14,701					14,701
JOHN DIMAR II.....	3,337					3,337
JOHN DOBRASZ.....	3,811					3,811
JOHN HARPRING.....		2,160				2,160
JOHN HEINRICH.....	6,001					6,001
JOHN KNOX VILLAGE.....	7,463					7,463
JOHN L BIBB MD.....	2,103					2,103
JOHN LEE MD.....	2,162					2,162
JOHN LOGIUDICE.....			2,135			2,135
JOHN MAHAN.....	2,060					2,060
JOHN REYNOLDS IV.....			2,639			2,639
JOHN RHEE.....	4,355	3,435				7,790
JOHN ROBINSON.....	2,818					2,818
JOHN SCHWEGMANN.....	2,071					2,071
JOHN THOMETZ.....	5,969	6,678				12,647
JOHNSON CITY MEDICAL CENTER.....	41,292					41,292
JOHNSTON MEMORIAL HOSPITAL.....	47,946	2,902				50,848
JON HYMAN.....	5,003					5,003
JONATHAN BERRY.....		2,239				2,239
JONATHAN BORDEN.....	4,908	5,334				10,242
JONATHAN POND.....		10,416				10,416
JOSEPH G WERNER MD.....	5,585					5,585
JUAN TELLEZ MD.....					58,801	58,801
JULIE ALLISON.....	4,212					4,212
KANSAS CITY PRESBYTERIAN MANOR.....	3,072					3,072
KARIN BROWN.....	5,003					5,003
KATHERINE WALTERS.....	2,286					2,286

STATEMENT AS OF JUNE 30, 2012 OF THE Humana Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	Aging Analysis of Unpaid Claims						7 Total
	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days		
KCI USA INC.	5,890					5,890	
KCI USA INC.	13,299					13,299	
KEITH A NORVILL DO.	2,630					2,630	
KENDALL HANSEN.	4,692					4,692	
KENDALL REGIONAL MEDICAL CENTER.	15,391		58,359			73,750	
KENDALLVILLE MANOR HEALTH.	2,811					2,811	
KENT SAUTER.		3,299				3,299	
KENTUCKIANA MEDICAL CENTER.	18,041					18,041	
KENTUCKY KDMS.					4,516	4,516	
KENTUCKY RIVER MEDICAL CENTER.	8,653					8,653	
KETTERING MEDICAL CENTER.	33,641					33,641	
KEVIN REILLY.	2,318					2,318	
KIDNEY CENTER OF ARVADA.	9,305					9,305	
KIDNEY CENTER OF BEAR CREEK LL.	12,883					12,883	
KIDNEY CENTER OF LAKEWOOD.	117,418					117,418	
KIDNEY CENTER OF WESTMINSTER.	7,093	21,869				28,962	
KIERNAN EXTENDED CARE.					23,647	23,647	
KINDRED HOSP CHICAGO CENTRAL.		8,936				8,936	
KINDRED HOSPITAL DENVER.	164,407	10,602				175,009	
KINDRED HOSPITAL KANSAS CITY.	13,287	13,895		104,187		131,369	
KINDRED HOSPITAL NORTHLAND.	32,161	6,429				38,590	
KINDRED HOSPITALS ARIZONA SCOT.	3,679					3,679	
KINDRED HOSPITALS TUCSON.	9,267				46,632	55,899	
KINDRED TRANS & REHAB-BRIGHTON.	6,687					6,687	
KINDRED TRANS & REHAB-MALLEY.	7,929					7,929	
KINDRED TRANSITIONAL CARE.	24,212	2,710				26,922	
KINGMAN REGIONAL MEDICAL CENTER.	16,727				13,232	29,959	
KINGS DAUGHTERS HOSPITAL.	8,467	4,535				13,002	
KITTITAS VALLEY COMMUNITY HOSP.	2,818					2,818	
KNOX COMMUNITY HOSPITAL.		6,042				6,042	
KNOX COUNTY HOSPITAL.		3,286				3,286	
KNOXVILLE ORTHOPAEDIC SURGERY CENTER LLC.	2,770					2,770	
KOOTENAI MEDICAL CENTER.	89,564	31,506				121,070	
KOSAIR CHILDRENS HOSPITAL.	27,001	2,257				29,258	
KOSCIUSKO COMMUNITY HOSPITAL.	8,591					8,591	
KRISTOPHER WILLIAMS.	2,662					2,662	
KURT SPINDLER.	2,293					2,293	
KY DEPT FOR MEDICAID SERVICE.		3,043				3,043	
L E COX MEDICAL CENTERS.	2,235					2,235	
LA CANADA CARE CENTER.	7,441					7,441	
LABCORP OF AMERICA HOLDINGS.	6,181					6,181	
LAFAYETTE REGIONAL HEALTH CTR.	5,108	5,033				10,141	
LAKELAND REGIONAL MEDICAL-CTR.	4,999					4,999	
LAKEVIEW HOME DIALYSIS LLC.	10,150	10,030				20,180	
LAKEVIEW REGIONAL MEDICAL CENTER.	2,805					2,805	
LAKEVIEW VILLAGE INC.	9,965	5,193				15,158	
LAKEWOOD RANCH ANESTHESIA PL.	3,862					3,862	
LAREDO MEDICAL CENTER.	14,941					14,941	
LAS PALOMAS CARE AND REHABILITATION.	7,247					7,247	
LAS VEGAS HEALTHCARE AND REHAB.					12,905	12,905	
LAUREL BAYE HC OF GREENVILLE.	4,108	4,074				8,182	
LCC OF ELKHORN.	4,489	3,589				8,078	
LCC OF GRANDVIEW.	5,740					5,740	
LCC OF KANSAS CITY.	7,295					7,295	
LECONTE MEDICAL CENTER.		8,502		2,432		15,248	
LEE REG MED CTR.	6,190				4,314	6,190	

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STATEMENT AS OF JUNE 30, 2012 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	3	4	5	6	7
	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
LEES SUMMIT MEDICAL CENTER.....	30,542	17,604				48,146
LEES SUMMIT MEDICAL CENTER SUM.....	39,757					39,757
LEGACY SALMON CREEK HOSPITAL.....	3,770					3,770
LEONARD J CERULLO MD.....					45,870	45,870
LESTER ELLIOTT.....	2,500					2,500
LEWIS GALE MEDICAL CENTER.....	12,434					12,434
LEWIS MEMORIAL CHRISTIAN.....	2,198					2,198
LEWISGALE HOSPITAL MONTGOMERY.....	10,704					10,704
LEXINGTON HC CENTER SCHAUMBERG.....	6,062					6,062
LEXINGTON HC CNTR ELMHURST.....	3,536					3,536
LEXINGTON HC CNTR LAGRANGE.....	9,677					9,677
LEXINGTON VA VAMC.....	2,720					2,720
LIBERTY DIALYSIS LLC.....	9,491					9,491
LIBERTY HOSPITAL.....	37,065					37,065
LIBERTY SURGICAL CENTER.....	2,166					2,166
LIBERTY TERRACE HEALTHCARE.....	12,564					12,564
LIFE CARE CENTER OF GREELEY.....	6,289	3,982				10,271
LIFE CARE CENTER OF NORTH GLEN.....	8,191					8,191
LIFE CARE CENTER OF PUYALLUP.....	4,634					4,634
LIFE CARE CENTER OF S MOUNTAIN.....	2,251					2,251
LIFE CARE CENTER OF TUCSON.....	6,877					6,877
LIFE CARE CENTER OF WESTMINSTE.....	2,649					2,649
LIFECARE CENTER OF CO SPRNGS.....	17,427	9,997				27,424
LIFECARE CNTR PARADISE VALLEY.....	4,885					4,885
LIFEWATCH SERVICES INC.....	3,200					3,200
LINCOLN PARK PHYSICAL THERAPY.....					46,161	46,161
LINDEN GROVE INC.....	2,143					2,143
LINDEN OAKS HOSPITAL AT EDWARD.....	2,497					2,497
LINDNER CENTER OF HOPE.....	8,097					8,097
LITTLE CO OF MARY HOSPITAL.....	24,403					24,403
LITTLE COMPANY OF MARY HOSPITAL.....	3,967					3,967
LITTLE COMPANY OF MARY HOSPITAL.....	8,932					8,932
LITTLETON ADVENTIST HOSPITAL.....	6,025					6,025
LLC OF COEUR D ALENE.....	2,459					2,459
LLC OF KIRKLAND.....	3,887					3,887
LLC OF MARYSVILLE.....	8,703					8,703
LONESOME PINE HOSPITAL.....	25,798	7,928				33,726
LONGMONT UNITED HOSPITAL.....	5,958	17,748				23,706
LOOP RENAL CENTER.....	63,062					63,062
LORETTO HOSPITAL.....	2,087					2,087
LORRENCE HNATUK.....	5,381					5,381
LOUISVILLE VA VAMC.....		2,040				2,040
LOVELACE HOSP DOWNTOWN.....	37,609	20,751				58,360
LOVELACE HOSP WOMENS.....	2,351					2,351
LOVELACE HOSPITAL DOWNTOWN.....	3,425					3,425
LOWELL BARROW MD.....					12,391	12,391
LOYOLA UNIVERSITY MED CTR.....	14,822			2,975	8,011	25,808
LSU HEALTH SCIENCE CENTER SHREVEPORT.....	12,641					12,641
LUMC HOME CARE & HOSPICE.....					18,020	18,020
LUTHERAN HOSPITAL.....	18,442					18,442
LUTZ SURGICAL PARTNERS LLC.....	7,900					7,900
LYNCHBURG HEALTH & REHAB.....	2,797					2,797
LYNN BARTL.....	15,396					15,396
LYNWOOD NURSING HOME.....	4,320					4,320
MACNEAL HOSPITAL.....	223,758	41,676	3,445			268,879
MADAN KANDULA.....	2,849					2,849

STATEMENT AS OF JUNE 30, 2012 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	3	4	5	6	7
	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
MADONNA REHABILITATION HOSPITAL.....	19,374					19,374
MAGDY EL KALLINY.....	3,080					3,080
MAGNOLIA MANOR INMAN.....	4,283					4,283
MAGNOLIA MANOR-COLUMBIA.....	5,765					5,765
MAGNOLIA PLACE GREENVILLE.....	6,654					6,654
MAHMOUD K MAHAFAZH MD.....	4,337					4,337
MAHRUKH SUBHANI.....					2,454	2,454
MAJESTY HEALTH & REHAB OF EASLEY.....	11,231					11,231
MANAGEMENT AND NETWORK SERVICE.....	39,945	20,517				60,462
MANNA HEALTH & REHAB OF PICKEN.....	8,966					8,966
MANOR CARE OF HINSDALE IL LLC.....	6,022					6,022
MANOR CARE OF NORTHBROOK IL.....	2,916					2,916
MANOR CARE OF OAK LAWN EAST.....	5,403					5,403
MANOR CARE OF PALOS HEIGHTS.....	8,503					8,503
MANOR CARE OF TACOMA.....	5,556					5,556
MANOR CARE OF WILMETTE IL LLC.....					3,694	3,694
MANORCARE HEALTH SERVICES.....	11,403	8,321				19,724
MANORCARE HEALTH SERVICES CARROLLWOOD.....	3,297					3,297
MANORCARE HEALTH SERVICES NORTH OLMSTED.....					4,176	4,176
MANORCARE HEALTH SERVICES TUCS.....	13,897	3,061				16,958
MANORCARE OF DENVER CO LLC.....	5,451					5,451
MANORCARE OF LYNWOOD.....	2,820					2,820
MANORCARE OF SOUTH HOLLAND LLC.....	4,637					4,637
MANORCARE OF SPRINGFIELD MO.....	9,826					9,826
MANORCARE STRATFORD HALL.....	3,123	5,141				8,264
MANUEL LOPEZ.....		2,076				2,076
MAPLE CREST CARE CENTER.....	3,887	2,788				6,675
MAPLEWOOD CENTER.....	3,851					3,851
MARC GALLOWAY.....	2,335				3,307	5,642
MARC VALLEY.....	4,078					4,078
MARGARET R NETTLETON MD.....					39,740	39,740
MARIANJOY REHABILITATION HOSPITAL.....	4,145					4,145
MARICOPA HEALTH SYSTEM.....	14,132	11,002				25,134
MARINETTE DIALYSIS.....			6,588			6,588
MARIO GROSS.....	2,044					2,044
MARK DUBIN MD LLC.....					60,801	60,801
MARK GIACOMIN.....					686,807	686,807
MARK HAMMOND.....					2,075	2,075
MARK MYERS.....		3,596				3,596
MARK WICHMAN.....		2,005				2,005
MARQUETTE GENERAL HOSPITAL.....	4,799					4,799
MARTIN MEDICAL CENTER.....	10,559					10,559
MARY FOX.....				3,362		3,362
MARY TESTERMAN.....	2,016					2,016
MARYVIEW MEDICAL CENTER.....	3,826					3,826
MATTHEW A RENDEL MD.....	3,028					3,028
MAURICE JOVE.....	3,200					3,200
MAURICIO VALDES.....				3,294		3,294
MAXIM HEALTHCARE SERVICES INC.....				2,631		2,631
MAYO CLINIC ARIZONA.....		2,575				2,575
MAYO ROCHESTER METHODIST HOSPITAL.....	10,171					10,171
MAZEN DIMACHKIE.....		2,507				2,507
MCCUNE BROOKS REGIONAL HOSPITAL.....	4,133					4,133
MCKEE MEDICAL CENTER.....	14,913					14,913
MD ANDERSON CANCER CENTER.....	62,141					62,141
MEA ELK GROVE LLC.....					477,605	477,605

STATEMENT AS OF JUNE 30, 2012 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
MEADOWBROOK MANOR BOLINGBROOK		3,969				3,969
MEADOWBROOK MANOR OF LAGRANGE	3,120	2,363				5,483
MEADOWVALE HEALTH AND REHABILITATION	2,050					2,050
MEASE COUNTRYSIDE HOSPITAL	2,704					2,704
MECHANICSVILLE DIALYSIS		12,787				12,787
MED TRANS CORPORATION	4,612					4,612
MEDICAL CENTER AT BOWLING GREEN	7,517					7,517
MEDICAL CENTER HOSPITAL	9,997					9,997
MEDICAL CENTER OF AURORA	117,303					117,303
MEDICAL CENTER OF THE ROCKIES	222,680					222,680
MEDICAL CTR OF LA NEW ORLEANS		4,748				4,748
MEMORIAL HEALTH SYSTEM	95,241	66,496				161,737
MEMORIAL HOSPITAL MIRAMAR	4,187					4,187
MEMORIAL HOSPITAL OF TAMPA	4,714					4,714
MEMORIAL HOSPITAL WEST	2,107					2,107
MEMORIAL MEDICAL CENTER	7,181					7,181
MEMORIAL REGIONAL HOSPITAL	3,643					3,643
MENORAH MEDICAL CENTER	55,411	63,596				119,007
MERCY GILBERT MEDICAL CENTER		2,655				2,655
MERCY HOSPITAL & MEDICAL CTR	19,259	8,656				27,915
MERCY HOSPITAL AND MEDICAL CENTER	16,235					16,235
MERCY HOSPITAL ANDERSON	61,954					61,954
MERCY HOSPITAL AURORA	17,035	4,598				21,633
MERCY HOSPITAL BERRYVILLE	10,876	4,835				15,711
MERCY HOSPITAL CASSVILLE	13,247					13,247
MERCY HOSPITAL CLERMONT	4,336					4,336
MERCY HOSPITAL FAIRFIELD	23,513					23,513
MERCY HOSPITAL FORT SMITH	101,728	8,353				110,081
MERCY HOSPITAL LEBANON	5,532					5,532
MERCY HOSPITAL MOUNT AIRY	2,464					2,464
MERCY HOSPITAL ROGERS	4,502					4,502
MERCY HOSPITAL SPRINGFIELD	278,906	21,369				300,275
MERCY HOSPITAL WESTERN HILLS	25,682					25,682
MERCY MEDICAL	2,886					2,886
MERCY MEDICAL CENTER	46,438					46,438
MERCY REHABILITATION HOSPITAL	3,134	10,712				13,846
MERIDIAN CARE & REHABILITATION	10,754					10,754
MERITER HOSPITAL INC	23,648					23,648
METHODIST HOSPITAL	63,700					63,700
METHODIST MCKINNEY HOSPITAL	8,062					8,062
METHODIST MEDICAL CENTER	19,874	8,044			3,238	31,156
METRO SOUTH MEDICAL CENTER	42,961					42,961
METRO SPECIALTY SURGERY CENTER LLC	15,106	5,830				20,936
METROSOUTH HOME HEALTH	2,921					2,921
MIAMI VALLEY HOSPITAL	11,432					11,432
MICHAEL CASEY JR	3,112					3,112
MICHAEL DOYLE		2,020				2,020
MICHAEL FLETCHER	6,869					6,869
MICHAEL J EISENBERG					3,657	3,657
MICHAEL KASPER	9,382					9,382
MICHAEL KLEINMAN	2,161					2,161
MICHAEL MARKS			2,724			2,724
MICHAEL MCNAMARA		2,660				2,660
MICHAEL MISKELLA					3,006	3,006
MICHAEL REESE HOSP & MED CTR					16,404	16,404

STATEMENT AS OF JUNE 30, 2012 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
MICHAEL ROHMILLER	5,253					5,253
MICHAEL WITTELS	2,853					2,853
MICHAEL Y CHANG MD					3,760	3,760
MICHELLE PALAZZO			2,486			2,486
MIDWEST DIALYSIS CENTER INC	3,540					3,540
MIKEL PRIETO	5,252					5,252
MILES GRAIVIER					4,254	4,254
MILLENNIUM LABORATORIES INC	26,644					26,644
MILLERS MERRY MANOR		2,730				2,730
MILWAUKEE VAMC	6,473					6,473
MINIMED DISTRIBUTION CORP	5,975					5,975
MOBILE INFIRMARY MEDICAL CENTER	4,960					4,960
MOBILE INFIRMARY MEDICAL CNTR	8,229					8,229
MOBILE MED CARE	2,938					2,938
MOBILE SURGERY CENTER	7,482					7,482
MOHAB FOAD		3,337				3,337
MORRISTOWN HAMBLEN HOSPITAL	10,533					10,533
MORTON PLANT HOSPITAL	11,861					11,861
MOUNT SINAI HOSPITAL	33,737	17,092				50,829
MOUNT SINAI MEDICAL GROUP					2,403	2,403
MOUNTAIN VIEW HOSPITAL		63,052		84,667	344,635	492,354
MT AUBURN DIALYSIS	4,081					4,081
MUNSTER MEDICAL RESEARCH FOUNDATION	6,205					6,205
MURRAY CALLOWAY COUNTY HOSPITAL	4,321					4,321
MUSTAFA BASKAYA	10,639					10,639
MYRIAD GENETICS LABORATORIES	3,322					3,322
NADER KREIT			2,890			2,890
NANCY BUTLER				2,087		2,087
NAPERVILLE DIALYSIS CENTER	8,477					8,477
NATIONAL PARK MEDICAL CENTER	13,787	10,130				23,917
NEBRASKA METHODIST HOSPITAL	30,296					30,296
NEOMEDICA HAZEL CREST	11,997					11,997
NEOMEDICA EVERGREEN PARK	22,089					22,089
NEURAL WATCH TEXAS PLLC	2,870					2,870
NEVADA ANESTHESIOLOGY PARTNERS			3,325			3,325
NEW JEFFERSON MANOR	2,004					2,004
NEW MARK CARE CENTER	17,926					17,926
NHC HEALTHCARE ANDERSON	8,544					8,544
NHC HEALTHCARE BRISTOL	3,234					3,234
NHC HEALTHCARE GREENVILLE	6,908					6,908
NICHOLAS LEVERETTE		2,330				2,330
NICHOLAS WEBBER	3,210					3,210
NMMC BEHAVIOR HEALTH	2,209					2,209
NORFOLK HEALTH & REHABILITATION	14,224					14,224
NORRIDGE NURSING HOME	3,161					3,161
NORTH ARKANSAS REGIONAL MEDICAL	28,362					28,362
NORTH AUSTIN MEDICAL CENTER		9,253				9,253
NORTH AVENUE DIALYSIS CENTER	12,594					12,594
NORTH CENTRAL BAPTIST HOSPITAL	17,911					17,911
NORTH COLORADO MEDICAL CENTER	30,338	21,448				51,786
NORTH HILLS DIALYSIS CENTER		2,036	3,763			5,799
NORTH HILLS SURGERY CENTER	2,530					2,530
NORTH KANSAS CITY HOSPITAL	119,210	18,271				137,481
NORTH LOGAN MERCY HOSPITAL	7,695					7,695
NORTH MOUNTAIN MEDICAL AND REHABILITATION	5,940					5,940
NORTH SHORE MEDICAL CENTER	15,824					15,824

STATEMENT AS OF JUNE 30, 2012 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
NORTH SUBURBAN MEDICAL CENTER.....	60,947					60,947
NORTH VISTA HOSPITAL.....			14,489		94,392	108,881
NORTHEAST METHODIST HOSPITAL.....	9,124					9,124
NORTHERN COCHISE COMMUNITY HOSPITAL.....	4,392	4,412				8,804
NORTHLAND DIALYSIS.....	2,395					2,395
NORTHSHORE UNIVERSITY HEALTHSYSTEM.....	37,848	2,926				40,774
NORTHSIDE CHEROKEE HOSPITAL INC.....	4,868					4,868
NORTHSIDE FORSYTH.....	18,434					18,434
NORTHSIDE HOSPITAL.....	105,136		17,213			122,349
NORTHWEST COMMUNITY HOSPITAL.....	31,116					31,116
NORTHWEST HOSPITAL AND MEDICAL.....	40,734					40,734
NORTHWEST MEDICAL CENTER.....	41,309					41,309
NORTHWESTERN MEMORIAL HOSPITAL.....	5,388				9,579	14,967
NORTON AUDUBON HOSPITAL.....	73,529	7,395				80,924
NORTON BROWNSBORO HOSPITAL.....	42,647	10,319		6,411		59,377
NORTON HEALTHCARE PAVILION.....	104,118	30,061				134,179
NORTON HOSPITAL.....	3,462					3,462
NORTON HOSPITAL INC.....	18,708	9,895				28,603
NORTON SUBURBAN HOSPITAL.....	150,833	15,580				166,413
NW MEDICAL CENTER BENTONVILLE.....	108,829					108,829
OAK HEALTH CARE INVESTORS INC.....	3,228					3,228
OAK HEALTH CARE INVESTORS.....	3,739					3,739
OAK PARK MEDICAL PRACTICES.....					94,501	94,501
OAKFIELD DRIVE EMERG PHYSICIAN.....	3,576					3,576
OAKLAWN RADIOLOGY IMAGING CONS.....					27,400	27,400
OAKMONT WEST.....	4,221					4,221
OCALA REGIONAL MEDICAL CENTER.....	9,009					9,009
OCHSNER BAPTIST MED CTR.....	20,296					20,296
OCHSNER FOUNDATION HOSPITAL.....	23,099					23,099
OCHSNER MC KENNER.....	23,287					23,287
OLATHE MEDICAL CENTER INC.....	15,990					15,990
OPTIMA SPECIALTY HOSPITAL.....		3,170				3,170
ORLAND PARK SURGICAL CENTER.....	4,246					4,246
ORO VALLEY HOSPITAL.....	3,368					3,368
O UNABLE TO UPDATE PROVIDER INFORMATION.....		2,554				2,554
ORTHOPEDIC ASSOCIATES SC.....					2,419	2,419
OSBORN HEALTH & REHABILITATION.....	4,416					4,416
OSCAR CASTELLANOS.....			2,617			2,617
OSF SAINT FRANCIS MEDICAL CENTER.....	9,287					9,287
OUR LADY OF BELLEFONTE HOSPITAL INC.....	4,266					4,266
OUR LADY OF THE RESURRECTION.....	15,960	2,521				18,481
OVERLAND PARK REGIONAL MEDICAL.....	62,070	35,149			2,926	100,145
OVERLAND PARK REGIONAL MEDICAL CENTER.....	22,989					22,989
OVIDIU BRESCAN MD.....					2,016	2,016
OWENSBORO MEDICAL HEALTH.....	38,391				2,117	40,508
P WHITE III.....				2,348		2,348
PA PETERSON CENTER FOR HEALTH.....	6,283					6,283
PACIFIC SPECIALTY AND REHAB CA.....	5,993					5,993
PALM BEACH NEUROSURGERY LLC.....		4,654				4,654
PALMS OF PASADENA HOSPITAL.....	17,066					17,066
PALMS WEST HOSPITAL.....	3,766					3,766
PALOS COMMUNITY HOSPITAL.....	12,496					12,496
PAPILLION MANOR.....	2,275					2,275
PARADISE VALLEY HOSPITAL.....	16,943					16,943
PARHAM HEALTH CARE AND REHAB.....		4,072				4,072
PARK AVENUE HEALTH & REHABILITATION.....	3,114					3,114

STATEMENT AS OF JUNE 30, 2012 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
PARKER ADVENTIST HOSPITAL.....	6,478					6,478
PARKSIDE COMMUNITY PSYCHIATRIC.....		2,160				2,160
PARKVIEW HOSPITAL INC.....	8,956	4,442				13,398
PARKVIEW MEDICAL CENTER.....	2,412					2,412
PARKWAY HEALTH AND REHAB.....	4,920					4,920
PARKWEST MEDICAL CENTER.....	72,361	2,804	23,684	2,092	20,505	121,446
PASCO REGIONAL MEDICAL CENTER.....	16,248					16,248
PATHOLOGY PARTNER.....					67,001	67,001
PATRICK CHO MD.....					5,660	5,660
PATRICK MCKENZIE.....	2,305	2,305				4,610
PATROKLOS PAPPAS.....	4,485					4,485
PATTIE A CLAY REGIONAL MEDICAL CENTER.....		2,775				2,775
PAUL B HALL REGIONAL MED CTR.....	2,737	35,335				38,072
PAUL BRADY.....	3,873					3,873
PAUL FAVORITO.....		2,000				2,000
PAUL RAHILL.....		2,434				2,434
PEACE RIVER REGIONAL MEDICAL CENTER.....	2,188					2,188
PEACEHEALTH SOUTHWEST MEDICAL.....	9,142	2,373				11,515
PEAK VIEW BEHAVIORAL HEALTH.....	4,260					4,260
PEKIN HOSPITAL.....	6,236					6,236
PENROSE HOSPITAL.....	3,074					3,074
PENROSE ST FRANCIS.....	12,060					12,060
PETA MINEROF DPM.....					2,101	2,101
PETER CHA.....	2,075				2,483	4,558
PETER DAWSON M D.....				3,760	12,104	15,864
PETER LEDOUX.....	2,360					2,360
PETER RUEHLMAN.....	3,704					3,704
PETER STURM.....		3,037				3,037
PHGY LLC DBA GOLDEN YEARS.....	9,524	5,211				14,735
PHI AIR MEDICAL.....	7,019	5,765				12,784
PHILIP LEWING.....	6,941					6,941
PHOENIX BAPTIST HOSPITAL AND MEDICAL.....	27,490					27,490
P UNABLE TO UPDATE PROVIDER INFORMATION.....			5,469			5,469
PHYSICIANS CHOICE LABORATORY.....	6,644					6,644
PHYSICIANS MEDICAL CENTER.....	2,053					2,053
PIEDMONT HENRY HOSPITAL INC.....	5,164					5,164
PINES NURSING.....	4,226					4,226
PINNACLE HEALTH FACILITIES XVI.....	13,460					13,460
PINNACLE RIDGE.....	8,382					8,382
PLANT CITY DIALYSIS.....	10,405					10,405
PLATTE VALLEY MEDICAL CENTER.....	4,947					4,947
PLAZA HEALTHCARE INC DBA.....	2,418					2,418
PLEASANT HILL HEALTH AND REHAB.....	12,116					12,116
PLEASANT VALLEY MANOR CARE.....		6,253				6,253
PORTER ADVENTIST HOSPITAL.....	4,172	3,331				7,503
PRAMERN SRIRATANA.....	2,320					2,320
PREMIER PAIN SPECIALISTS LLC.....					50,601	50,601
PRESBYTERIAN HOSPITAL.....	9,665					9,665
PRESBYTERIAN RUST MED CTR.....	2,427	2,764				5,191
PRESBYTERIAN ST LUKES MED CTR.....	15,755				6,737	22,492
PRESBYTERIAN ST LUKES MEDICAL.....	13,341					13,341
PRESCOTT OUTPATIENT SURGICAL CENTER.....	2,293					2,293
PRINCETON PLACE.....	4,944					4,944
PROCTOR HOSPITAL.....	4,177					4,177
PROMEDICA DEFIANCE REGIONAL HOSPITAL.....					2,563	2,563
PROVENA COR MARIAE CENTER.....		6,119				6,119

STATEMENT AS OF JUNE 30, 2012 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
PROVENA COVENANT MEDICAL CENTER.....	12,284					12,284
PROVENA HOSPITALS.....		2,849				2,849
PROVENA MCAULEY MANOR.....	12,743	5,715				18,458
PROVENA MERCY MEDICAL CENTER.....	4,917				104,976	109,893
PROVENA PINEVIEW CARE CENTER.....		3,784				3,784
PROVENA REGIONAL CANCER CENTER.....		7,808				7,808
PROVENA ST JOSEPH MEDICAL CENTER.....	2,383					2,383
PROVENA ST JOSEPH MEDICAL CTN.....	52,371					52,371
PROVENA ST MARYS HOSPITAL.....	3,844					3,844
PROVENA ST MARYS OF KANK.....					4,780	4,780
PROVENA VILLA FRANCISCAN.....		5,132				5,132
PROVIDENCE HOSPICE AND HOMECARE.....	2,189					2,189
PROVIDENCE HOSPITAL.....	96,462			14,836		111,298
PROVIDENCE MEDICAL CENTER.....	96,028	10,486				106,514
PROVIDENCE PLACE.....	5,040					5,040
PROVIDENCE REGIONAL MEDICAL.....	12,272	52,682				64,954
PUEBLO MEDICAL INVESTORS LLC.....	5,351					5,351
P UNABLE TO UPDATE PROVIDER INFORMATION.....	2,277					2,277
QUEST DIAG NOSTICS.....	4,156					4,156
QUEST DIAGNOSTICS.....	3,378					3,378
Q UNABLE TO UPDATE PROVIDER INFORMATION.....		2,820				2,820
RADIATION ONCOLOGY LTD.....					26,800	26,800
RADIOLOGICAL CONS OF WOODSTOCK.....					174,402	174,402
RADIOLOGICAL PHYSICIANS.....					46,581	46,581
RAI CENTRE WEST SPRINGFIELD.....	10,356					10,356
RALEIGH COURT HEALTH AND REHAB.....	4,723					4,723
RANCHO SPRINGS MEDICAL CENTER.....	8,489	8,854				17,343
RANDOLPH KESSLER.....	5,348					5,348
RCG KDC OF THE OZARKS HOME.....	23,477					23,477
RCG MERRIONETTE PARK.....	30,997					30,997
RCG VILLA PARK.....	10,425					10,425
RED ROCK CARE AND REHAB INC.....	3,295					3,295
REGENCY CARE CENTER AT MONROE.....	6,409	4,960				11,369
REHAB INSTITUTE OF CHICAGO.....	3,428					3,428
REHABILITATION AND HEALTHCARE.....	2,841					2,841
RENAISSANCE AT 87TH STREET.....	2,449					2,449
RESEARCH MEDICAL CENTER.....	160,397	31,655				192,052
RESEARCH PSYCHIATRIC CENTER.....	13,003	7,822				20,825
RESURRECTION HOSPITAL.....			2,487		57,601	60,088
RESURRECTION LIFE CENTER.....	4,041					4,041
RESURRECTION MED CENTER REHAB.....	6,515					6,515
RESURRECTION MEDICAL CENTER.....	39,134	4,982				44,116
RICHARD ASSING.....			2,086			2,086
RICHARD BEATY DO.....					23,000	23,000
RICHARD JACKSON.....		2,006				2,006
RICHARD MARKS.....	4,451					4,451
RICHARD MCCARTHY.....		5,116				5,116
RICHARD WESLEY.....	3,200					3,200
RICHMOND COMMUNITY HOSPITAL.....	5,136					5,136
RIDGE CREST NURSING CENTER.....		10,231				10,231
RIDGEVIEW MEDICAL CENTER.....	4,791					4,791
RIGHTSOURCE.....	4,638					4,638
RIVER RIDGE CARE AND REHABILITATION.....	4,513					4,513
RIVER SOURCE TREATMENT CENTER.....	8,250					8,250
RIVERHILLS HEALTHCARE IMAGING CENTER.....	2,128					2,128
RIVERSIDE MEDICAL CENTER.....			2,413			2,413

STATEMENT AS OF JUNE 30, 2012 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
RIVERSIDE REGIONAL MEDICAL CENTER.....	37,575					37,575
RIVERVIEW HEALTH INSTITUTE.....				33,809		33,809
RIVERWALK SURGERY CENTER INC.....					3,408	3,408
RML HEALTH PROVIDERS LP.....		15,334	7,983			23,317
ROBERT BOHINSKI.....	3,504	2,617				6,121
ROBERT GORSEN.....	2,490					2,490
ROBERT H GELLER MD.....	3,348					3,348
ROBERT JOTTE.....	7,463					7,463
ROBERT M BEATTY MD.....	2,162					2,162
ROBERT SHACK.....					2,328	2,328
ROBIN COTTON.....	2,031					2,031
ROCKFORD MEMORIAL HOSPITAL.....	42,185	21,618				63,803
ROCKTON COMMUNITY HEALTH CTR.....					61,630	61,630
ROCKY MOUNTAIN HOLDINGS LLC SE.....	12,632					12,632
RODERICK LAMOND.....			2,342			2,342
ROGERS MEMORIAL HOSPITAL.....					2,064	2,064
ROKEYA BEGUM AKHTAR M D.....					491,205	491,205
ROLAND M TIO MD.....					10,440	10,440
ROLAND WESLEY MIYADA MD.....					4,092	4,092
RONALD HESS.....	2,225					2,225
RONALD STAUBER.....	19,843					19,843
ROSE DELIMA HOSPITAL.....					580,904	580,904
ROSE MEDICAL CENTER.....	20,704					20,704
ROSELAND COMMUNITY HOSP ASSN.....	3,128					3,128
ROSEWOOD CARE CENTER OF ROCKFORD.....	2,112					2,112
ROSEWOOD HEALTH AND REHAB CENTER.....	3,283					3,283
ROYA FAMILY MEDICAL CENTER.....					175,002	175,002
ROYAL TERRACE NURSING AND REHAB.....	3,090					3,090
RRC HOUMA.....	6,434					6,434
RSVP HOMECARE INC.....	2,119					2,119
RURAL METRO OF CINCINNATI.....	2,743					2,743
RUSH UNIVERSITY MEDICAL CTR.....	11,770					11,770
RUSSELL COUNTY.....		8,239				8,239
S BALDWIN REGIONAL MEDICAL CTR.....	10,610					10,610
SAAD HEALTHCARE SERVICES INC.....	8,807					8,807
SACRED HEART MEDICAL CENTER.....	11,159					11,159
SAINT ALPHONSUS REGIONAL MEDICAL.....	4,947					4,947
SAINT JOSEPH BERIA.....	3,136					3,136
SAINT JOSEPH EAST.....		9,637				9,637
SAINT JOSEPH EAST HOSPITAL.....	34,800					34,800
SAINT JOSEPH HEALTH SYSTEM.....	12,064					12,064
SAINT JOSEPH HOSPITAL.....	49,315	8,658				57,973
SAINTS MARY & ELIZABETH MEDICAL.....	84,867				6,373	91,240
SAINTS MARY AND ELIZABETH HOSPITAL.....	2,247					2,247
SALEM HEALTH & REHABILITATION.....	3,027					3,027
SALLY HEBERT.....			2,879			2,879
SAMER HASAN.....		4,847				4,847
SAMUEL M YUNEZ MD.....					32,400	32,400
SAMUEL OVERHOLT.....	2,230					2,230
SAN DIEGO HOSPITAL ASSOC.....			33,930			33,930
SANDPIPER HEALTHCARE AND REHAB.....	2,131					2,131
SANTA FE CARE CTR.....	3,362					3,362
SARASOTA MEMORIAL HOSPITAL.....	2,337					2,337
SCHWAB REHAB CENTER.....	25,054					25,054
SCOTT SIMMONS.....	2,764					2,764

STATEMENT AS OF JUNE 30, 2012 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
SCOTTSDALE HERITAGE COURT.....	8,048					8,048
SCOTTSDALE MEMORIAL HOSPITAL.....	2,194					2,194
SCTTSDLE HLTH OSB.....	45,736	19,235				64,971
SCTTSDLE HLTH SHEA.....	46,689					46,689
SCTTSDLE HLTH TPK.....	24,065	5,839				29,904
SELECT SPECIALTY HOSP NW INDIA.....	92,382					92,382
SELECT SPECIALTY HOSPITAL MADISON.....	15,717					15,717
SENATE STREET SURGERY CENTER.....	4,886					4,886
SENTARA CAREPLEX HOSPITAL.....	44,004	2,462		24,870		71,336
SENTARA LEIGH HOSPITAL.....	8,768					8,768
SENTARA NORFOLK GENERAL HOSPITAL.....	11,749	5,118				16,867
SENTARA OBICI HOSPITAL.....	2,408					2,408
SEPEHR B SANI MD.....	2,460					2,460
SEQUOIA HEALTH SERVICES.....		6,378				6,378
SETON MEDICAL CENTER AUSTIN.....	2,278		3,681			5,959
SETON MEDICAL CENTER HAYS.....	21,421					21,421
SETON MEDICAL CTR WILLIAMSON.....	27,658					27,658
SHANE A ANDREW DO.....	5,068					5,068
SHANNON MEDICAL CENTER.....	2,537					2,537
SHAWNEE MISSION MEDICAL CTR.....	28,383					28,383
SHELBY BAPTIST MEDICAL CENTER.....	18,554					18,554
SHELTERING ARMS HOSPITAL.....	5,894					5,894
SHEPHERD CENTER.....	29,515					29,515
SHERI LASK.....	3,564					3,564
SHERMAN HOSPITAL.....	9,843					9,843
SIERRA VISTA HEALTH CARE CNTR.....	2,472					2,472
SIERRA VISTA REGIONAL HEALTH CENTER.....	6,874					6,874
SIGNATURE HEALTHCARE.....	3,217					3,217
SILOAM SPRINGS MEMORIAL.....	4,503					4,503
SILVER CROSS HOSPITAL.....	2,715					2,715
SIMHA KUKUNOORU.....			2,062			2,062
SINGING RIVER HOSPITAL.....	7,400					7,400
SIRISHA PERUMANDLA.....	3,658					3,658
SKAGGS REGIONAL MEDICAL CENTER.....	9,059					9,059
SKY RIDGE MEDICAL CENTER.....	93,249	3,804	13,782			110,835
SKYRIDGE MEDICAL CENTER.....		2,347				2,347
SLEEP CARE DIAGNOSTICS INC.....					31,189	31,189
SLIDELL MEMORIAL HOSPITAL.....	3,463					3,463
SMYTH COUNTY COMMUNITY HOSPITAL.....	3,000	3,401				6,401
SOLARI HOSPICE CARE LLC.....					4,027	4,027
SOUTH CAMPUS SURGERY CENTER.....	2,824					2,824
SOUTH FLORIDA BAPTIST HOSPITAL.....	2,812					2,812
SOUTH HOLLAND RENAL CENTER.....	9,038					9,038
SOUTH MIAMI HOSPITAL INC.....		4,161			14,751	18,912
SOUTH SIDE DIALYSIS CENTER.....	10,083					10,083
SOUTH SUBURBAN KIDNEY GROUP.....	23,771					23,771
SOUTHERN HILLS HOSPITAL.....		2,586			270,295	272,881
SOUTHERN HILLS MEDICAL CENTER.....	10,133					10,133
SOUTHWEST KIDNEY DAVITA DIALYSIS.....	10,574					10,574
SOUTHWOOD CARE CENTER LP.....					3,168	3,168
SPARKS REGIONAL MEDICAL CENTER.....	240,105	33,432				273,537
SPARTANBURG REGIONAL MED CTR.....	6,002	7,365				13,367
SPECIALTY HEALTHCARE & REHAB CENTER.....	18,131					18,131
SPINECARE ASSOCIATES LLC.....		4,607				4,607
SPRING VALLEY HOSPITAL MEDICAL.....	14,462				789,747	804,209
SPRING VIEW HOSPITAL.....	2,785					2,785

STATEMENT AS OF JUNE 30, 2012 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
SPRINGBROOK BEHAVIORAL HEALTH.....	2,213					2,213
SPRINGFIELD OB/GYN GROUP LTD.....					2,389	2,389
SPRINGHURST HEALTH CAMPUS.....	3,806					3,806
SPRINGTREE HEALTH AND REHAB.....	3,464					3,464
SSC FORT COLLINS SPRING CREEK.....	3,844					3,844
SSH FT SMITH.....	47,988					47,988
SSM HEALTH CARE OF WISCONSIN.....	2,901					2,901
SSM ST CLARE HEALTH CENTER.....	5,113					5,113
ST JOHN HOSPITAL.....	8,410					8,410
ST ALEXIUS MEDICAL CENTER.....	55,193	28,251	3,829		7,103	94,376
ST ANTHONY EMERGENCY SVCS PHYS.....					117,001	117,001
ST ANTHONY HOSPITAL.....	2,232					2,232
ST ANTHONY MEDICAL CENTER.....	7,142					7,142
ST ANTHONY NORTH HOSPITAL.....	11,297					11,297
ST ANTHONYS HOSPITAL.....	28,114					28,114
ST BENEDICT NURSING & REHAB.....					2,496	2,496
ST CATHERINE REGIONAL HOSPITAL.....	2,138					2,138
ST CLAIRE MEDICAL CENTER.....	2,420					2,420
ST ELIZABETH HEALTHCARE.....	83,582	14,943				98,525
ST ELIZABETH HEALTHCARE IN FLORENCE.....		3,213				3,213
ST ELIZABETH HOSPITAL.....					16,731	16,731
ST FRANCIS EASTSIDE.....		12,415				12,415
ST FRANCIS HOSP OF EVANSTON.....	11,983					11,983
ST FRANCIS HOSPITAL.....	29,163		3,067	3,330		35,560
ST FRANCIS HOSPITAL BARTLETT.....	6,520					6,520
ST FRANCIS MEDICAL CENTER.....	9,862	30,438				40,300
ST JOHN HOSPITAL.....	6,426	13,673				20,099
ST JOHNS REGIONAL HEALTH CENTER.....	5,393					5,393
ST JOSEPH HEALTH CENTER WEST.....	3,941					3,941
ST JOSEPH HOSPITAL.....	58,255	5,441				63,696
ST JOSEPH HOSPITAL OF ORANGE.....					24,946	24,946
ST JOSEPH MEDICAL CENTER.....	13,185					13,185
ST JOSEPH MOUNT STERLING.....	3,258					3,258
ST JOSEPHS HOSP AND MED CTR.....	40,759					40,759
ST JOSEPHS HOSPITAL.....	10,868					10,868
ST JOSEPHS HOSPITAL INC.....	15,109					15,109
ST JOSEPHS HOSPITAL OF ATLANTA INC.....	9,804					9,804
ST JOSEPHS MEDICAL CENTER.....	6,889					6,889
ST JOSEPHS MERCY HEALTH.....	7,047					7,047
ST JOSEPHS MERCY HEALTH CENTER.....	30,655					30,655
ST LUKE HOSPITAL WEST.....	4,757					4,757
ST LUKES BAPTIST HOSPITAL.....	55,052					55,052
ST LUKES BEHAVIORAL HOSPITAL.....	8,822		5,245			14,067
ST LUKES EAST HOSPITAL.....	8,651					8,651
ST LUKES HOSPITAL OF KANSAS.....	35,820				34,076	69,896
ST LUKES MAGIC VALLEY REGIONAL.....	20,621	3,131				23,752
ST LUKES MEDICAL CENTER.....	28,428					28,428
ST LUKES NORTHLAND HOSPITAL.....	6,067					6,067
ST LUKES REGIONAL MEDICAL CENTER.....	28,759	9,728				38,487
ST LUKES SUGAR LAND HOSPITAL.....	6,692					6,692
ST MARKS HOSPITAL.....	12,344					12,344
ST MARYS AMBULATORY SURGERY CENTER LLC.....	2,627					2,627
ST MARYS HOSPITAL.....	61,287					61,287
ST MARYS MANOR.....	4,048					4,048
ST MARYS MEDICAL CENTER.....	40,734	18,710				59,444
ST MARYS WARRICK HOSPITAL.....	9,353					9,353

STATEMENT AS OF JUNE 30, 2012 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
ST MATTHEW LUTHERAN HOME.....					2,260	2,260
ST PETERSBURG GENERAL HOSPITAL.....	12,219					12,219
ST ROSE DOMINICAN HOSPITAL.....					299,579	299,579
ST ROSE DOMINICAN SIENA HOSPITAL.....					811,873	811,873
ST TAMMANY PARISH HOSPITAL.....	2,474					2,474
ST VINCENT EAST.....	15,292					15,292
ST VINCENT HOSPITAL.....	57,623			2,938		60,561
ST VINCENT HOSPITAL AND HEALTH.....	5,376					5,376
S UNABLE TO UPDATE PROVIDER INFORMATION.....	18,833				45,001	63,834
ST VINCENT RENAL DIALYSIS CENTER.....	2,635					2,635
ST VINCENT ST CLAIR.....		3,988				3,988
STEPHEN BAKER.....	2,098					2,098
STEPHEN DELAHUNT.....	14,690					14,690
STEPHEN GOLL.....	2,532					2,532
STEPHEN NORWOOD.....		2,114				2,114
STEVE EDWARDS.....			2,499			2,499
STEVEN B WILKINSON MD.....	3,168					3,168
STEVEN CASEY.....	2,030					2,030
STEVEN KIEFER.....	3,696					3,696
SUHAIL ALAQABAND.....	8,304					8,304
SUMMER LEWIS.....	2,570					2,570
SUMMERLIN HOSPITAL MED CTR LLC.....					913,311	913,311
SUMMERLIN HOSPITAL MEDICAL CENTER.....					165,264	165,264
SUMMIT ANESTHESIA CONSULTANTS.....					3,876	3,876
SUMMIT MEDICAL CENTER.....	44,087					44,087
SUMMIT SURGICAL CENTER.....	10,551					10,551
SUMMITSURG PROCEDURE CENTER.....	2,710					2,710
SUN CITY HEALTH & REHAB CENTER.....	10,483					10,483
SUN RADIOLOGY PC.....		2,522				2,522
SUNCOAST SURGICAL ASSOCIATES.....	10,182					10,182
SUNRISE HOSPITAL AND MEDICAL.....					727,698	727,698
SUNRISE HOSPITAL AND MEDICAL CENTER.....	123,208	9,974			151,641	284,823
SUNRISE HOSPITAL AND MEDICAL CENTER.....	2,926					2,926
S UNABLE TO UPDATE PROVIDER INFORMATION.....	3,877					3,877
SUNSHINE HOME HEALTHCARE INC.....	3,149					3,149
SURABHI AGARWAL.....	2,892					2,892
SUREVISION EYE CENTERS LLC.....					49,600	49,600
SURGI CENTER OF BALTIMORE.....	11,558					11,558
SUTTER COAST HOSPITAL.....					12,742	12,742
SWEDISH AMERICAN HOSPITAL ASSOCIATION.....					2,454	2,454
SWEDISH CHERRY HILL.....	15,263					15,263
SWEDISH COVENANT HOSPITAL.....	16,930	17,069	3,122		82,617	119,738
SWEDISH EMERGENCY ASSOC PC.....					65,001	65,001
SWEDISH MEDICAL CENTER.....	8,905	15,088				23,993
SWEDISH MEDICAL CENTER FIRST HOSPITAL.....	28,960					28,960
SYED KHALID.....	3,905					3,905
SYMPHONY DIALYSIS LLC.....			6,906			6,906
T H C LAS VEGAS.....					77,783	77,783
TACOMA GENERAL ALLENMORE.....	52,790	5,260				58,050
TAJ MEMORIAL HEALTH CENTER.....	8,816			2,634		11,450
TALLADEGA HEALTHCARE CENTER.....	2,179					2,179
TAMPA BAY SURGERY CENTER.....	17,376					17,376
TAMPA GENERAL HOSPITAL.....	200,084					200,084
TAMPA OUTPATIENT SURGICAL FACILITY.....	3,307					3,307
TAMPA SNF LLC.....	3,286					3,286
TEMPLE TERRACE DIALYSIS.....			6,126			6,126

STATEMENT AS OF JUNE 30, 2012 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
TENET SOUTH FULTON INC.....	14,035					14,035
TENET ST MARYS INC.....	16,427					16,427
TENNOVA BEHAVIORAL SERVICES.....	7,302					7,302
TENNOVA HEALTHCARE.....	98,730					98,730
TERREBONNE GENERAL MEDICAL CTR.....	20,559					20,559
T UNABLE TO UPDATE PROVIDER INFORMATION.....	19,991					19,991
TEXAS HEALTH PRESBYTERIAN HOSPITAL ALLEN.....	2,143					2,143
T UNABLE TO UPDATE PROVIDER INFORMATION.....	2,130					2,130
THE CANCER INSTITUTE.....	7,727					7,727
THE CAROLINA CENTER.....	11,700					11,700
THE COTTAGES AT BRUSHY CREEK.....	4,087					4,087
THE EYE PA INC.....					4,350	4,350
THE FORUM AT BROOKSIDE.....	3,112					3,112
THE GARDENS OF WARWICK FOREST.....	5,616					5,616
THE HEALTH CARE AUTHORITY.....	5,836					5,836
THE HEART HOSPITAL AT DEACONESS.....	19,222					19,222
THE LAURELS OF BON AIR LLC.....		4,196				4,196
THE MANOR AT ELFINDALE.....	6,586					6,586
THE MAPLES HEALTH AND REHAB.....	3,682					3,682
THE MEDICAL CENTER AT FRANKLIN.....	3,522					3,522
THE MEDICAL CENTER AT SCOTTSVILLE.....	5,152					5,152
THE NEBRASKA MEDICAL CENTER.....	13,115	20,862				33,977
THE ORTHOPAEDIC HOSPITAL.....	6,804					6,804
THE RANCH.....					4,780	4,780
THE RECTOR AND VISITORS.....		11,675	42,124			53,799
THE REGENTS OF THE UNIV OF CA.....					23,327	23,327
THE REHABILITATION CENTER.....	4,492					4,492
THE SCOOTER STORE RICHMOND.....	2,304					2,304
THE SWEET LIFE AT ROSEHILL.....	13,296					13,296
THE UNIVERSITY OF ARIZONA MEDICAL.....	24,931		2,640			27,571
THE UROLOGY CENTER PC.....	2,555					2,555
THEODORE MCCRARY.....	3,873					3,873
THOMAS FLORACK.....	2,725					2,725
THOMAS HOSPITAL.....	12,431	11,434				23,865
THOMAS JETER.....	2,783					2,783
THOMAS RIGSBY SR.....		2,208				2,208
TIAN XIA DO.....					403,404	403,404
TIMBERLAKE CARE CENTER.....	4,378					4,378
TIMOTHY KREMCHEK.....	2,439					2,439
TODD ABEL.....	2,602					2,602
TODD ABRUZZO.....	3,848					3,848
TODD SURLOFF.....	3,385					3,385
TOM YAO.....	3,906					3,906
TORREY PINES CARE CENTER.....					51,087	51,087
TOTAL RENAL CARE INC.....	12,006				4,469	16,475
TRANSITIONAL HOSP CORP OF NV.....					22,848	22,848
TRC SCOTTSDALE DLYS CNTR.....					7,018	7,018
TRINITY MEDICAL CENTER.....		31,497				31,497
TRINITY MISSION HEALTH & REHAB.....		6,977				6,977
TRINITY NURSING AND REHAB CETN.....	3,815	4,668				8,483
TRUMAN MED CTR HOSP HILL.....	10,261					10,261
TRUMAN MEDICAL CENTER LAKEWOOD.....	2,995	5,896				8,891
TUCSON MEDICAL CENTER.....	15,916					15,916
TULANE UNIVERSITY HOSPITAL AND CLINIC.....	15,972					15,972
TULSA SPINE HOSPITAL.....	2,278					2,278
TURNING POINT OF TAMPA.....	2,200					2,200

STATEMENT AS OF JUNE 30, 2012 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
TWIN FALLS CARE AND REHABILITATION.....	5,659					5,659
TWO RIVERS PSYCHIATRIC HOSPITAL.....	5,101					5,101
U OF L HOSPITAL AND JAMES.....	6,023					6,023
U W MEDICAL CENTER.....	11,948					11,948
UAB HEALTH SYSTEM.....	4,396					4,396
UAMS HOSPITAL.....		4,377				4,377
UCLA MEDICAL CENTER.....					71,201	71,201
UHS OF RIDGE.....	3,795					3,795
UIC MEDICAL.....	13,211					13,211
UK HEALTHCARE HOSPITAL.....	105,556					105,556
UNION HOSPITAL CLINTON.....		10,576				10,576
UNITED HOSPITAL.....	25,955					25,955
UNITED MEDICAL.....	2,152					2,152
UNITED SHOCKWAVE SVCS LTD.....	12,670					12,670
UNITY MEDICAL AND SURGICAL HOSP.....					49,176	49,176
U UNABLE TO UPDATE PROVIDER INFORMATION.....	6,719					6,719
UNIV OF IOWA HOSPITAL AND CLINICS.....	6,864					6,864
UNIV OF TENNESSEE MEDICAL CENTER.....	204,218					204,218
UNIV OF WIS HOSPITAL & CLINIC.....	75,131					75,131
UNIV TEXAS MD ANDERSON CANCER.....	9,136					9,136
UNIVERSITY COMMUNITY HOSPITAL.....	8,532					8,532
UNIVERSITY HOSPITAL.....	215,458					215,458
UNIVERSITY HOSPITALS CLEVELAND.....					51,052	51,052
UNIVERSITY MEDICAL CENTER.....	157,066	460,432	130,212	4,076	1,225,349	1,977,135
UNIVERSITY OF CHICAGO MED CTR.....	176,115					176,115
U UNABLE TO UPDATE PROVIDER INFORMATION.....	2,395					2,395
UNIVERSITY OF ILLINOIS MED CTR.....	31,844	17,291			5,286	54,421
UNIVERSITY OF KANSAS HOSPITAL.....	86,374	25,178				111,552
UNIVERSITY OF KANSAS HOSPITAL AUTHORITY.....	23,095					23,095
UNIVERSITY OF KENTUCKY HOSPITAL.....	29,282					29,282
UNIVERSITY OF LOUISVILLE HOSPITAL.....	47,165	11,274				58,439
UNIVERSITY OF MIAMI HOSPITAL.....	11,417					11,417
UNIVERSITY OF MICHIGAN MEDICAL CENTER.....	2,780					2,780
UNIVERSITY POINTE SURGICAL HOSPITAL.....					4,804	4,804
UNM HEALTH SCIENCES CENTER.....	56,761	244,727				301,488
VALLEY HOSPITAL.....	13,330	8,600	9,460	12,040		43,430
VALLEY HOSPITAL MEDICAL CENTER.....					849,243	849,243
VALLEY VIEW HEALTH AND REHABILITATION.....	11,316					11,316
VAN BUREN HEALTH & REHAB.....	3,446					3,446
VAN MATRE HEALTHSOUTH REHAB.....	13,409					13,409
VANGUARD HEALTH SYSTEM.....	5,590					5,590
VCU HEALTH SYSTEM.....	38,078			2,641		40,719
VEN ABIERA ADUANA MD.....					46,800	46,800
VERDE VALLEY MEDICAL CENTER.....	39,133					39,133
VHS ACQUISITION SUBSIDIARY #3.....		8,465			7,838	16,303
VHS BROWNSVILLE HOSPITAL COMPANY LLC.....	18,799					18,799
VHS HARLINGEN HOSPITAL COMPANY LLC.....	4,084					4,084
VIA CHRISTI ST FRANCIS CAMPUS.....	10,934					10,934
VILLA SAINT JOSEPH.....	2,728					2,728
VILLA SCALABRINI NURSING.....	6,096					6,096
VILLAGES OF JACKSON CREEK.....	14,760	4,454				19,214
VINCENT SAMMARCO.....	2,858					2,858
VINCENT T PENG MD.....					103,801	103,801
VIRGINIA MASON MEDICAL CENTER.....		2,339				2,339
VISITING NURSE ASSOC MIDLANDS.....	2,738					2,738

STATEMENT AS OF JUNE 30, 2012 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
VISTA HEALTH.....	8,504					8,504
VISTA HILLS MEDICAL CENTER.....					12,225	12,225
VISTA MEDICAL CENTER EAST.....	11,614					11,614
VNA NAZARETH HOME CARE.....		2,100				2,100
WADE CEOLA.....	2,902					2,902
WALGREENS INFUSION SERVICES.....	3,468					3,468
WALNUT GROVE MANAGEMENT LLC.....	6,727	2,376				9,103
WASHINGTON REG MED CENTER.....	118,169	72,363				190,532
WASHINGTON REGIONAL MEDICAL CENTER.....		7,186				7,186
WATERSHED TREATMENT CENTER.....					2,506	2,506
WAUKEGAN RENAL CENTER.....	8,526					8,526
WAUKESHA MEMORIAL HOSPITAL.....	43,347				5,775	49,122
WAYNE LEE MD.....	24,200					24,200
WELLSTAR COBB HOSPITAL INC.....	12,181					12,181
WELLSTONE REGIONAL HOSPITAL.....		2,452				2,452
WESLEY CHAPEL DIALYSIS.....	3,530					3,530
WESLEY MEDICAL CENTER.....	16,311					16,311
WESLEY WOODS HOSPITAL.....			6,758			6,758
WEST CHESTER MEDICAL.....	72,654					72,654
WEST JEFFERSON MEDICAL CENTER.....	6,897					6,897
WEST KENDALL SURGICAL CENTER.....		2,500				2,500
WEST SUBURBAN HOSP DIALYSIS.....	12,476					12,476
WEST SUBURBAN MEDICAL CENTER.....	95,041	2,001				97,042
WEST VALLEY HOSPITAL MEDICAL CENTER.....	22,687					22,687
WEST VALLEY MEDICAL CENTER INC.....	2,157	2,583				4,740
WESTERN ARIZONA REGIONAL.....	23,255					23,255
WESTERN MISSOURI MED CENTER.....	32,107					32,107
WESTERN NEUROSURGERY LTD.....	4,065					4,065
WESTLAKE HOSPITAL.....	17,156				2,090	19,246
WESTLAKE MEDICAL PRACTICES.....					131,401	131,401
WESTRIDGE GARDENS NURSING.....	3,811					3,811
WHEATON FRANCISCAN INC.....	7,825					7,825
WHITE OAK DIALYSIS.....		4,599				4,599
WHITE OAK NURSING & REHABILITATION.....	19,227					19,227
WHOLE HEALTH CHIROPRACTIC.....	4,821					4,821
WICKENBURG COMMUNITY HOSPITAL.....	3,537					3,537
WILLIAM A JOHNSON MD.....					407,904	407,904
WILLIAM APPELBAUM MD.....					33,200	33,200
WILLIAM BEAUMONT HOSPITAL.....				15,041		15,041
WILLIAM HIGH.....			2,885			2,885
WILLIAM REID JR.....	4,093					4,093
WILLIAM SMITH.....	6,866					6,866
WILLIAM SNYDER.....		2,392				2,392
WILLIAM TOBLER.....	3,942	6,775				10,717
WISHARD MEMORIAL HOSPITAL.....		3,362				3,362
WOMANS HOSPITAL.....	2,860					2,860
WOODCREST MANOR CARE CENTER.....	2,325					2,325
WYANDOTTE COUNTY DIALYSIS.....		7,837				7,837
ZOLL LIFECOR CORP.....	2,560					2,560
0199999 Individually listed claims unpaid.....	19,728,990	3,673,102	515,020	424,062	16,137,334	40,478,508
0299999 Aggregate accounts not individually listed-uncovered.....	1,016,017	192,733	44,606	21,926	860,001	2,135,283
0399999 Aggregate accounts not individually listed-covered.....	1,181,547	293,519	403,008	27,201	1,562,252	3,467,527
0499999 Subtotals.....	21,926,554	4,159,354	962,634	473,189	18,559,587	46,081,318
0599999 Unreported claims and other claim reserves.....	XXX	XXX	XXX	XXX	XXX	213,521,350
0699999 Total amounts withheld.....	XXX	XXX	XXX	XXX	XXX	

STATEMENT AS OF JUNE 30, 2012 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
0799999 Total claims unpaid	XXX	XXX	XXX	XXX	XXX	259,602,668
0899999 Accrued medical incentive pool and bonus amounts	XXX	XXX	XXX	XXX	XXX	1,397,141

STATEMENT AS OF JUNE 30, 2012 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 and medical) .....	48,977,705	230,824,139	2,646,811	55,675,372	51,624,516	59,331,929
2. Medicare Supplement .....		(243)			.0	.0
3. Dental Only .....	66,322	1,301,686	28,751	176,402	95,073	102,018
4. Vision Only .....		214,865			.0	.0
5. Federal Employees Health Benefits Plan .....	7,665,237	51,042,018	1,929,395	9,977,216	9,594,632	10,288,432
6. Title XVIII - Medicare .....	99,840,132	772,673,489	6,715,489	182,699,583	106,555,621	115,570,879
7. Title XIX - Medicaid .....					.0	.0
8. Other health .....		168,265		397	.0	.0
9. Health subtotal (Lines 1 to 8).....	156,549,396	1,056,224,219	11,320,446	248,528,970	167,869,842	185,293,258
10. Health care receivables (a) .....		16,850,531			.0	.0
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts .....	.0	91,851		1,397,141	.0	1,196,921
13. Totals (Lines 9-10+11+12)	156,549,396	1,039,465,539	11,320,446	249,926,111	167,869,842	186,490,179

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(a) Excludes \$ .....695,798 loans or advances to providers not yet expensed.

**STATEMENT AS OF June 30, 2012 OF THE Humana Health Plan, Inc.**

**NOTES TO THE FINANCIAL STATEMENTS**

1. Summary of Significant Accounting Policies

A. Accounting Practices

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

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

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

	State of Domicile	2012	2011
Net Income			
1. Humana Health Plan, Inc. Kentucky basis	KY	\$ (2,040,756)	\$ 5,460,925
2. State Prescribed Practices that increase/(decrease) NAIC SAP	KY	-	-
3. State Permitted Practices that increase/(decrease) NAIC SAP	KY	-	-
4. NAIC SAP	KY	\$ (2,040,756)	\$ 5,460,925
Surplus			
5. Humana Health Plan, Inc. Kentucky basis	KY	\$ 270,467,490	\$ 265,477,101
6. State Prescribed Practices that increase/(decrease) NAIC SAP	KY	-	-
7. State Permitted Practices that increase/(decrease) NAIC SAP	KY	-	-
8. NAIC SAP	KY	\$ 270,467,490	\$ 265,477,101

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

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

C. Accounting Policy

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

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

In addition, the Company uses the following accounting policies:

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

The Company regularly evaluates investment securities for impairment. 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.

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

STATEMENT AS OF June 30, 2012 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

- (6) For loan backed and structured securities where the securities fair value is less than the amortized cost, the Company considers several factors to determine if the security's impairment is other-than-temporary. If the Company has the intent to sell the security or if the Company does not have the intent and ability to retain the security until recovery of its fair value, the related investment is written down to its estimated fair value through earnings. If, however, the Company has the intent and ability to retain the security until recovery of its fair value, the Company considers factors affecting the investee, factors affecting the industry the investee operates within, and general debt and equity market trends. The Company also considers the length of time an investment's fair value has been below carrying value and the near term prospects for recovery to carrying value. If the determination is made, based on these factors, that the Company does expect to recover the entire amortized cost of the security, then an other-than-temporary impairment has not occurred. If, however, the determination is made that the Company does not expect to recover the entire amortized cost of the security based on the factors noted above, the Company recognizes a realized loss in earnings for the non-interest related decline. No loss is recognized for the interest impairment.
- (7) The Company accounts for its investments in subsidiaries using the audited statutory equity method of accounting.
- (8) The Company accounts for its investments in joint ventures, partnerships and LLC's using the audited statutory equity method of accounting.
- (9) The Company participates in a securities lending 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. This program was discontinued in November 2011.
- (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) Real estate held for production of income is carried at depreciated cost.
- Equipment is stated at cost less accumulated depreciation. Depreciation expense is computed using the straight-line method over estimated useful lives generally ranging from three to five years. Improvements to leased facilities are depreciated over the shorter of the remaining lease term or the anticipated life of the improvement.
- The Company recognizes an asset or liability for the deferred tax consequences of temporary differences between the tax bases of assets or liabilities and their reported amounts in the financial statements. The temporary differences will result in taxable or deductible amounts in future years when the reported amounts of the assets or liabilities are recovered or settled.
- (13) The Company estimates anticipated Pharmacy Rebate Receivables using the analysis of historical recovery patterns.

2. Accounting Changes and Corrections of Errors

Not Applicable.

3. Business Combinations and Goodwill

A. Statutory Purchase Method

Not Applicable.

B. Statutory Merger

Not Applicable.

C. Assumption Reinsurance

Not Applicable.

D. Impairment Loss

Not Applicable.

4. Discontinued Operations

Not Applicable.

STATEMENT AS OF June 30, 2012 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

5. Investments

A. Mortgage Loans, Including Mezzanine Real Estate Loans

- (1) The maximum and minimum lending rates for the mortgage loan in 2012 were 1.9 percent and 1.56 percent.
- (2) During 2012 the Company did not reduce interest rates of the mortgage loan.
- (3) The maximum percentage of the loan to the value of the security at any time of the loan, exclusive of insured or guaranteed or purchase-money mortgages was 100 percent.

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

B. Debt Restructuring

Not Applicable.

C. Reverse Mortgages

Not Applicable.

D. Loan-Backed Securities

(1) Not Applicable.

(2) Not Applicable.

(3) Not Applicable.

(4) The Company does not have any investments in another-than-temporary impairment position at June 30, 2012.

Gross unrealized losses and fair value aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position were as follows at June 30, 2012:

	2012					
	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Governments	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
States, Territories, and Possessions	-	-	-	-	-	-
Special revenue and special assessment obligations and all non-quaranteed obligations of agencies and authorities of governments and their political subdivisions	24,265,400	(10,736)	8,811,400	(151,759)	33,076,800	(162,494)
Industrial and miscellaneous	4,458	(5)			4,458	(5)
Total invested assets	<u>\$ 24,269,858</u>	<u>\$ (10,741)</u>	<u>\$ 8,811,400</u>	<u>\$ (151,759)</u>	<u>\$ 33,081,258</u>	<u>\$ (162,499)</u>

The unrealized losses at June 30, 2012 and December 31, 2011 were primarily due to increases in market interest rates and tighter liquidity conditions in the current markets than when the securities were purchased. All issuers of securities trading at an unrealized loss remain current on all contractual payments and the Company believes it is probable that all amounts due according to the contractual terms of the debt securities are collectible. After taking into account these and other factors, including the severity of the decline and the Company's ability and intent to hold these securities until recovery or maturity, the Company determined the unrealized losses on these investment securities were temporary and, as such, no impairment was required.

E. Repurchase Agreements and/or Securities Lending Transactions

The Company has no repurchase agreements or securities lending transactions.

F. Real Estate

Not Applicable.

STATEMENT AS OF June 30, 2012 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

G. Low-Income Housing Tax Credits (LIHTC)

Not Applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

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

7. Investment Income

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

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

- B. The total amount excluded was \$0.

8. Derivative Instruments

Not Applicable.

9. Income Taxes

No material change since year-end December 31, 2011. The Company is still evaluating the impact of adopting SSAP 101.

10. Information Concerning Parent, Subsidiaries and Affiliates

A.-F. The Company has a management contract with Humana and other related parties whereby the Company is provided with medical and executive management, information systems, claims processing, billing and enrollment, and telemarketing and other services as required by the Company. Management fees charged to operations for the years ended December 31, 2011 and 2010 were approximately \$375.6 million and \$277.3 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. No dividends were paid in 2012. At June 30, 2012, the Company reported \$16.1 million amounts due from Humana Inc. Amounts due to or from parent are generally settled within 30 days.

- G. Not Applicable.
- 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 capital notes outstanding.

The Company has no debentures outstanding.

The Company does not have any reverse repurchase agreements.

- B. Federal Home Loan Bank (FHLB) Agreements

The Company does not have any FHLB agreements.

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

- A. Defined Benefit 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, 2011.

STATEMENT AS OF June 30, 2012 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

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.

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

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

No dividends were paid as of June 30, 2012.

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

7) Not Applicable.

8) Not Applicable.

9) Not Applicable.

10) The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses is \$826,596.

11) Not Applicable.

12) Not Applicable.

13) Not Applicable.

14. Contingencies

A. Contingent Commitments

Not Applicable.

B. Assessments

Not Applicable.

C. Gain Contingencies

Not Applicable.

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

Not Applicable.

E. All Other Contingencies

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

The Company is not aware of any other material contingent liabilities as of June 30, 2012.

15. Leases

No material change since year-end December 31, 2011.

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

Not Applicable.

C. Wash Sales

Not Applicable.

**STATEMENT AS OF June 30, 2012 OF THE Humana Health Plan, Inc.**

**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

The gain from operations from Administrative Services Only (ASO) uninsured plans and the uninsured portion of partially insured plans was as follows during 2012:

	(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	\$ 24,343,654	\$ -	\$ 24,343,654
b. Total net other income or expenses (including interest paid to or received from plans)	\$ 960,093	\$ -	\$ 960,093
c. Net gain or (loss) from operations	\$ 25,303,747	\$ -	\$ 25,303,747
d. Total claim payment volume	\$ 676,363,589	\$ -	\$ 676,363,589

B. ASC Plans

Not Applicable.

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract

- The Company records no revenue explicitly attributable to the cost share and reinsurance components of administered Medicare products.
- As of June 30, 2012, the Company has recorded a receivable from CMS of \$3.6 million related to the cost share and reinsurance components of administered Medicare products. The Company does not have any additional receivables greater than 10% of the Company's accounts receivable from uninsured Accident & Health Plans or \$10,000.
- 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.
- The Company has made no adjustment to revenue resulting from audit of receivables related to revenues recorded in the prior period.

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

Not Applicable.

20. Fair Value Measurements

- A. (1) The fair value of financial assets at June 30, 2012 were as follows:

	2012			
	Fair Value	Quoted Prices for Identical Assets in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
Assets				
Tax-exempt municipal bonds	\$ 800,672	\$ -	\$ 800,672	\$ -
Corporate debt securities	58,871	-	58,871	-
Total invested assets	\$ 859,543	\$ -	\$ 859,543	\$ -

- (2) There were no fair value measurements using significant unobservable inputs. The Company reports transfers between fair value hierarchy levels at the end of the reporting period. There were no transfers between the fair value hierarchy levels between December 31, 2011 and June 30, 2012.

NOTES TO THE FINANCIAL STATEMENTS

(3) 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, 2012.

21. 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. Subprime Mortgage Related Risk Exposure

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.

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

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

(2) Indirect exposure to sub-prime mortgage risk through investments in the following securities:

- a. Residential mortgage backed securities – No exposure noted.
- b. Collateralized debt obligations – No exposure noted.
- c. Structured Securities (including principal protected notes) – No exposure noted.
- d. Debt Securities of companies with significant sub-prime exposure – No exposure noted.
- e. Equity securities of companies with significant sub-prime exposure – No exposure noted.
- f. Other Assets – No 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.

22. Events Subsequent

The Company is not aware of any events occurring subsequent to the close of the books for this statement which may have a material effect on its financial condition. Subsequent events have been considered through August 10, 2012 for the statutory statement issued on August 10, 2012.

STATEMENT AS OF June 30, 2012 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

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)

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

B. Uncollectible Reinsurance

Not Applicable.

C. Commutation of Ceded Reinsurance

Not Applicable.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

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

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

- C. The amount of net premiums written by the Company at June 30, 2012 that are subject to retrospective rating features was \$35.7 million, or 4.86 percent. No other net premiums written by the Company are subject to retrospective rating features.

**STATEMENT AS OF June 30, 2012 OF THE Humana Health Plan, Inc.**

**NOTES TO THE FINANCIAL STATEMENTS**

D. Medical loss ratio rebates required pursuant to the Public Health Service Act.

	Individual	Small Group Employer	Large Group Employer	Other Categories with rebates	Total
<b>Prior Reporting Year:</b>					
Medical loss ratio rebates incurred	\$9,700	\$7,064,966	\$4,403,392	\$ -	\$11,477,058
Medical loss ratio rebates paid	-	-	-	-	-
Medical loss rebates unpaid	9,700	7,064,966	4,403,392	-	11,477,058
Plus reinsurance assumed amounts	-	-	-	-	-
Less reinsurance ceded amounts	-	-	-	-	-
Rebates unpaid net of reinsurance	-	-	-	-	-
<b>Current Reporting Year-to-date:</b>					
Medical loss ratio rebates incurred	\$66,632	\$(203,087)	\$4,473,255	\$ -	\$4,336,800
Medical loss ratio rebates paid	-	-	-	-	-
Medical loss rebates unpaid	76,322	6,861,879	8,876,547	-	15,814,758
Plus reinsurance assumed amounts	-	-	-	-	-
Less reinsurance ceded amounts	-	-	-	-	-
Rebates unpaid net of reinsurance	-	-	-	-	-

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2011 were \$186.7 million. As of June 30, 2012, \$157.7 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 \$11.4 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 \$17.6 million favorable prior-year development since December 31, 2011. 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.

26. Intercompany Pooling Arrangements

A.-F. Not Applicable.

27. Structured Settlements

Not Applicable.

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

Quarter	Estimate Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Billed or Otherwise Confirmed	Actual Rebates Received Within 90 Days of Billing	Actual Rebates Received Within 91 to 180 Days of Billing	Actual Rebates Received More than 181 Days after Billing
6/30/2012	\$ 17,988,759	\$ 17,988,759	\$ -	\$ -	\$ -
3/31/2012	\$ 14,796,155	\$ 14,796,155	\$ 5,911,727	\$ -	\$ -
12/31/2011	\$ 6,238,730	\$ 6,238,730	\$ 6,238,730	\$ -	\$ -
9/30/2011	\$ 6,622,552	\$ 6,622,552	\$ 6,622,552	\$ -	\$ -
6/30/2011	\$ 7,248,706	\$ 7,248,706	\$ 7,248,706	\$ -	\$ -
3/31/2011	\$ 6,319,618	\$ 6,319,618	\$ 6,319,618	\$ -	\$ -
12/31/2010	\$ 6,145,560	\$ 6,145,560	\$ 6,145,560	\$ -	\$ -
9/30/2010	\$ 5,910,198	\$ 5,910,198	\$ 5,910,198	\$ -	\$ -
6/30/2010	\$ 7,414,654	\$ 7,414,654	\$ 7,414,654	\$ -	\$ -
3/31/2010	\$ 4,991,220	\$ 4,991,220	\$ 4,991,220	\$ -	\$ -
12/31/2009	\$ 5,322,832	\$ 5,322,832	\$ 5,322,832	\$ -	\$ -
9/30/2009	\$ 6,375,850	\$ 6,375,850	\$ 6,375,850	\$ -	\$ -
6/30/2009	\$ 6,514,874	\$ 6,514,874	\$ 6,514,874	\$ -	\$ -
3/31/2009	\$ 6,602,391	\$ 6,602,391	\$ 6,602,391	\$ -	\$ -

B. Risk Sharing Receivables

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

29. Participating Policies

Not Applicable.

STATEMENT AS OF June 30, 2012 OF THE Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

30. Premium Deficiency Reserves

- |   |                  |
|---|------------------|
| 1. Liability carried for premium deficiency reserves              | \$730,000        |
| 2. Date of the most recent evaluation of this liability           | June 30, 2012    |
| 3. Was anticipated investment income utilized in the calculation? | Yes ( ) No ( X ) |

The Company did recognize the time value of money by discounting future losses at an annual interest rate of 0.15 percent.

31. Anticipated Salvage and Subrogation

Not Applicable.

# GENERAL INTERROGATORIES

## PART 1 - COMMON INTERROGATORIES GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? ..... Yes [ ] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? ..... Yes [ ] No [ ]
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? ..... Yes [ ] No [X]
- 2.2 If yes, date of change: .....
3. 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. .... 12/31/2008
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. .... 12/31/2008
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). .... 12/20/2010
- 6.4 By what department or departments?  
Kentucky Department of Insurance.....
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? ..... Yes [X] No [ ] 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 Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

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

**GENERAL INTERROGATORIES**

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

9.11 If the response to 9.1 is No, please explain:  
 .....

- 9.2 Has the code of ethics for senior managers been amended? ..... Yes  No

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).  
 .....

- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? ..... Yes  No

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).  
 .....

**FINANCIAL**

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? ..... Yes  No

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: ..... \$ .....16,083,616

**INVESTMENT**

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) ..... Yes  No

11.2 If yes, give full and complete information relating thereto:  
 .....

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: ..... \$ .....0

13. Amount of real estate and mortgages held in short-term investments: ..... \$ .....0

- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? ..... Yes  No

14.2 If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds .....	\$ .....0	\$ .....0
14.22 Preferred Stock .....	\$ .....0	\$ .....0
14.23 Common Stock .....	\$ .....30,779,448	\$ .....31,433,577
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).....	\$ .....30,779,448	\$ .....31,433,577
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....	\$ .....0	\$ .....0

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? ..... Yes  No

- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? ..... Yes  No

If no, attach a description with this statement.

## GENERAL INTERROGATORIES

16. 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  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, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
107105.00.....	Blackrock, Inc.....	40 East 52nd Street, New York, NY 10002.....

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:

.....

**GENERAL INTERROGATORIES**  
**PART 2 - HEALTH**

1 Operating Percentages	
1.1 A&H loss percent.....	89.7 %
1.2 A&H cost containment percent .....	4.1 %
1.3 A&H expense percent excluding cost containment expenses.....	10.6 %
2.1 Do you act as a custodian for health savings accounts?.....	Yes [ ] No [X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.....	\$ 0
2.3 Do you act as an administrator for health savings accounts?.....	Yes [ ] No [X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.....	\$ 0

**SCHEDULE S - CEDED REINSURANCE**

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
<b>NONE</b>						

STATEMENT AS OF JUNE 30, 2012 OF THE Humana Health Plan, Inc.

**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 Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama	AL	L	44,396	42,573,238					42,617,634	
2. Alaska	AK	N							0	
3. Arizona	AZ	L	22,073,309	104,378,274					126,451,583	
4. Arkansas	AR	L	286,512	57,115,822					57,402,334	
5. California	CA	N							0	
6. Colorado	CO	L	33,005,639	36,777,639					69,783,278	
7. Connecticut	CT	N							0	
8. Delaware	DE	N							0	
9. Dist. Columbia	DC	N							0	
10. Florida	FL	N							0	
11. Georgia	GA	N							0	
12. Hawaii	HI	N							0	
13. Idaho	ID	L	161,192	16,867,960					17,029,152	
14. Illinois	IL	L	74,759,795	176,912,709		46,326,432			297,998,936	
15. Indiana	IN	L	7,964,175	24,908,915					32,873,090	
16. Iowa	IA	N							0	
17. Kansas	KS	L	1,785,556	66,414,448		15,373,282			83,573,286	
18. Kentucky	KY	L	204,757,585	25,501,162		2,714,663			232,973,410	
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	2,332,817	113,831,854					116,164,671	
27. Montana	MT	N							0	
28. Nebraska	NE	L	58,446	11,915,720					11,974,166	
29. Nevada	NV	L	1,837,643	230,753,761					232,591,404	
30. New Hampshire	NH	N							0	
31. New Jersey	NJ	N							0	
32. New Mexico	NM	L	37,942	11,166,925					11,204,867	
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	L	12,571	37,465,962					37,478,533	
42. South Dakota	SD	N							0	
43. Tennessee	TN	L	30,657,411			148,579			30,805,990	
44. Texas	TX	N							0	
45. Utah	UT	N							0	
46. Vermont	VT	N							0	
47. Virginia	VA	L	19,240	55,947,578					55,966,818	
48. Washington	WA	L	303,635	35,831,112					36,134,747	
49. West Virginia	WV	L							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		380,097,864	1,048,363,079	0	64,562,956	0	0	1,493,023,899	0
60. Reporting entity contributions for Employee Benefit Plans	XXX								0	
61. Total (Direct Business)	(a) 18		380,097,864	1,048,363,079	0	64,562,956	0	0	1,493,023,899	0
<b>DETAILS OF WRITE-INS</b>										
5801.	XXX								0	
5802.	XXX								0	
5803.	XXX								0	
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

(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.

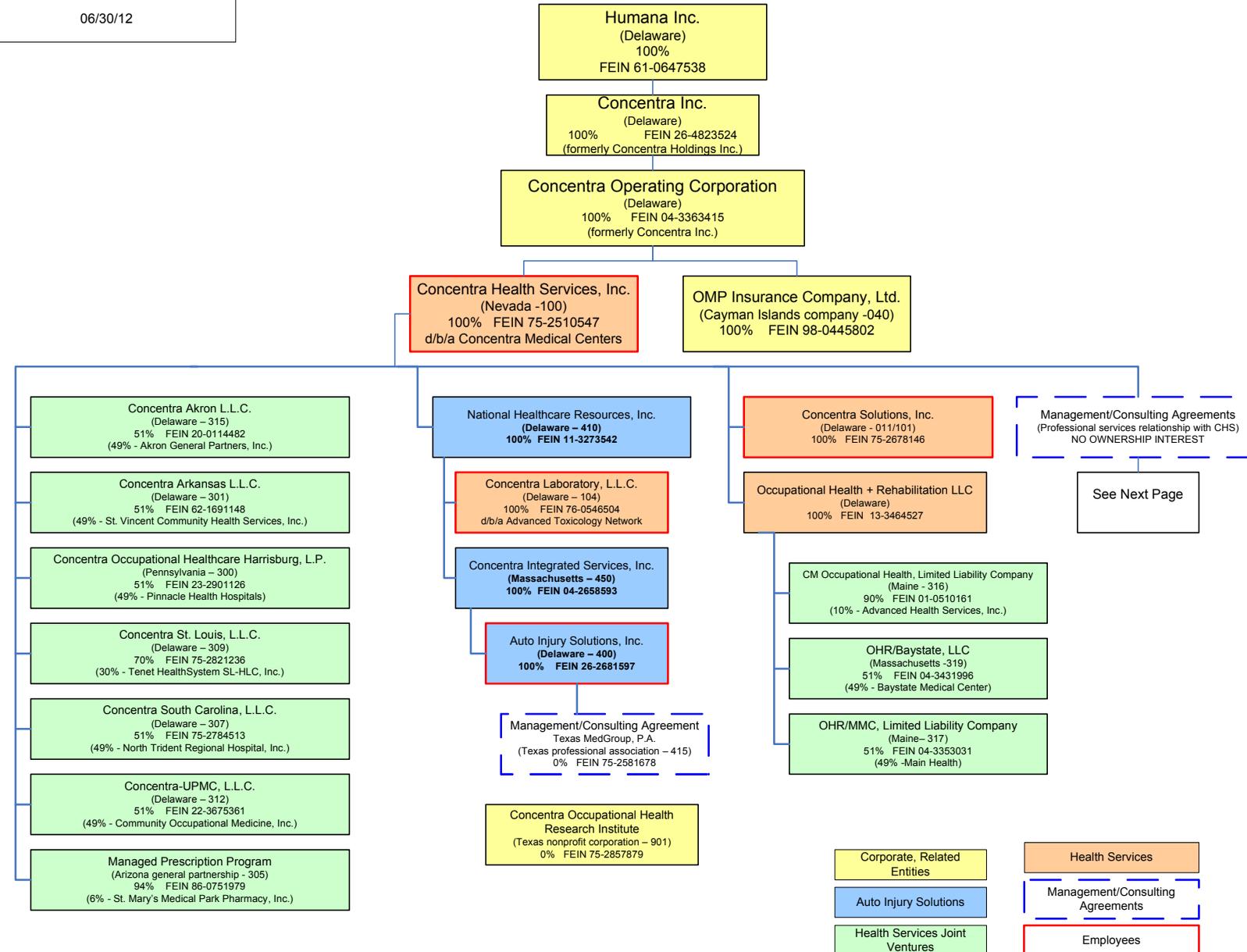
(a) Insert the number of L responses except for Canada and other Alien.



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

06/30/12

15.1



STATEMENT AS OF JUNE 30, 2012 OF THE Humana Health Plan, Inc.

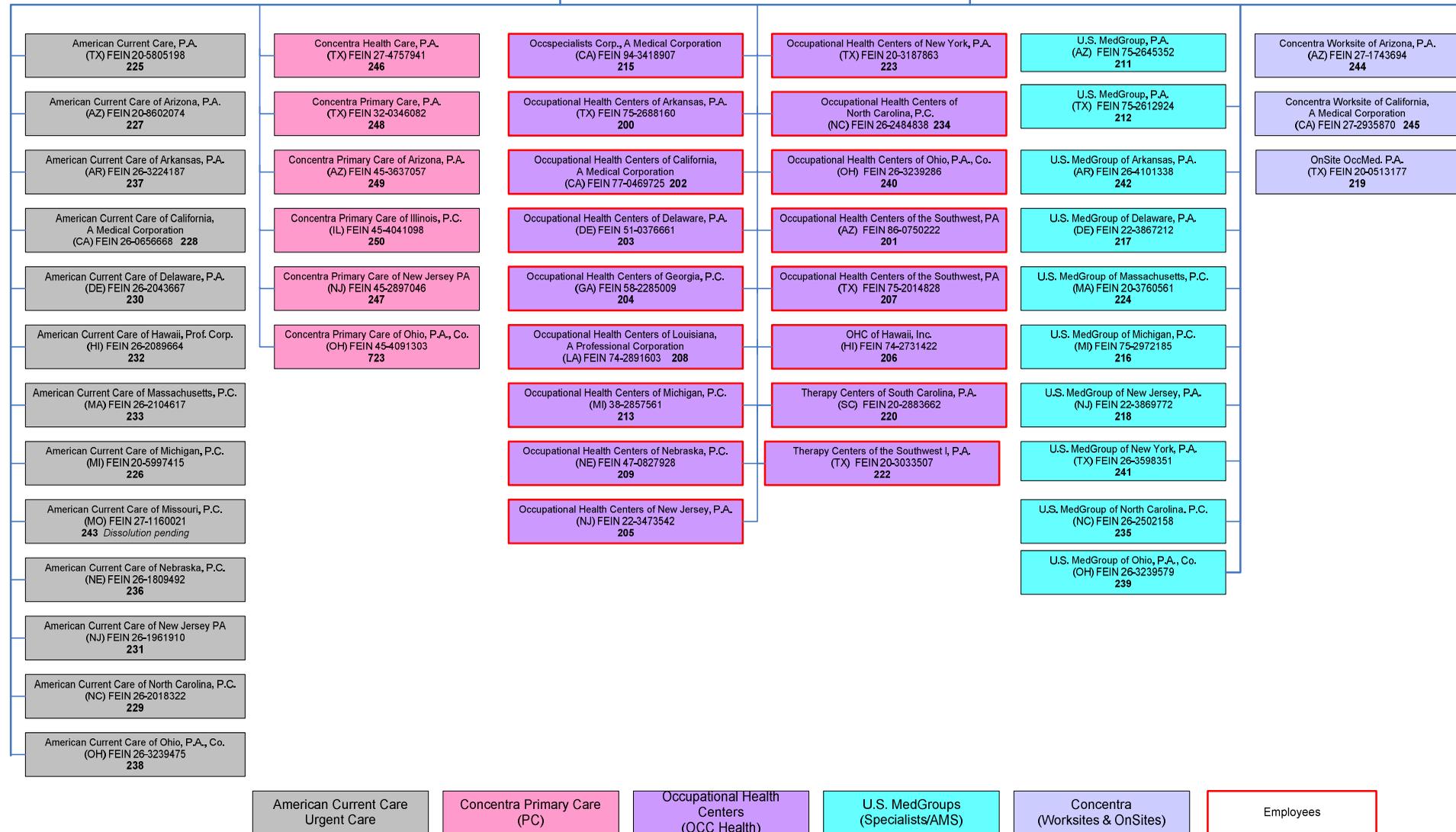
**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP**  
**PART 1 - ORGANIZATIONAL CHART**

06/30/12

Management/Consulting Agreements  
 (Professional services relationship with CHS)

NO OWNERSHIP INTEREST

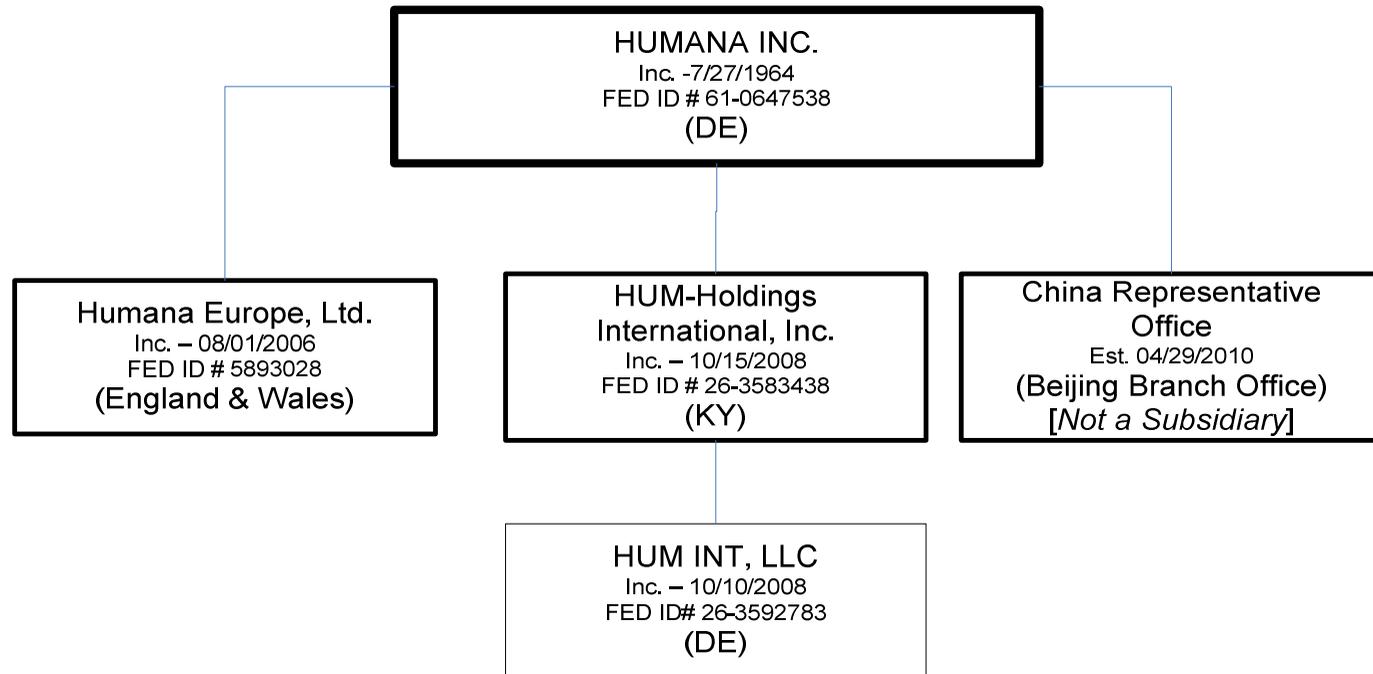
15.2



American Current Care Urgent Care    Concentra Primary Care (PC)    Occupational Health Centers (OCC Health)    U.S. MedGroups (Specialists/AMS)    Concentra (Worksites & OnSites)    Employees

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

**HUMANA INTERNATIONAL SUBSIDIARIES**



STATEMENT AS OF JUNE 30, 2012 OF THE Humana Health Plan, Inc.

**SCHEDULE Y**  
**PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00001	Humana Inc	00000	39-1514846				CareNetwork, Inc.	WI	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00002	Humana Inc	95885	61-1013183				Humana Health Plan, Inc.	KY	OTH	Humana Inc	Ownership	100.0	Humana Inc	19
00003	Humana Inc	73288	39-1263473				Humana Insurance Company	WI	IA	CareNetwork, Inc	Ownership	100.0	Humana Inc	
00004	Humana Inc	95519	58-2209549				Humana Employers Health Plan of GA, Inc.	GA	IA	Humana Insurance Company	Ownership	100.0	Humana inc	
00005	Humana Inc	60219	61-1311685				Humana Insurance Company of Kentucky	KY	IA	Humana Insurance Company	Ownership	100.0	Humana Inc	
00006	Humana Inc	54739	52-1157181				The Dental Concern, Inc.	KY	IA	HumanaDental, Inc	Ownership	100.0	Humana Inc	
00007	Humana Inc	52028	36-3654697				The Dental Concern, Ltd.	IL	IA	HumanaDental, Inc	Ownership	100.0	Humana Inc	
00008	Humana Inc	95342	39-1525003				Humana Wisc. Health Org. Ins. Corp.	WI	IA	CareNetwork, Inc	Ownership	100.0	Humana Inc	
00009	Humana Inc	00000	61-1223418				Health Value Management, Inc.	DE	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00010	Humana Inc	69671	61-1041514				Humana Health Ins. Co. of Florida, Inc.	FL	IA	Humana Inc	Ownership	100.0	Humana Inc	
00011	Humana Inc	00000	31-1154200				Humana Health Plan of Ohio, Inc.	OH	IA	Humana Inc	Ownership	100.0	Humana Inc	
00012	Humana Inc	95024	61-0994632				Humana Health Plan of Texas, Inc.	TX	IA	Humana Inc	Ownership	100.0	Humana Inc	
00013	Humana Inc	95270	61-1103898				Humana Medical Plan, Inc.	FL	IA	Humana Inc	Ownership	100.0	Humana Inc	
00014	Humana Inc	00000	61-1241225				Humana Military Healthcare Services, Inc.	DE	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00015	Humana Inc	00000	61-1232669				Managed Care Indemnity, Inc.	VT	IA	Humana Inc	Ownership	100.0	Humana Inc	
00016	Humana Inc	00000	61-1343508				Humana MarketPOINT, Inc.	KY	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00017	Humana Inc	00000	61-1239538				Humco, Inc.	KY	DS	Humana Health Plan, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	66-0406896				Humana Health Plans of Puerto Rico, Inc.	PR	IA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	84603	66-0291866				Humana Insurance of Puerto Rico, Inc.	PR	IA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	61-1364005				HumanaDental, Inc.	DE	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	70580	39-0714280				HumanaDental Insurance Company	WI	IA	HumanaDental, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	61-1237697				Emphesys, Inc.	DE	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	88595	31-0935772				Emphesys Insurance Company	TX	IA	Emphesys, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	61-0647538		0000049071	NYSE	Humana Inc	DE	UDP	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	61-1316926				Humana Pharmacy, Inc.	DE	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	61-1383567				HUM-e-FL, Inc.	FL	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	42-1575099				Competitive Health Analytics, Inc.	IL	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	71-0732385				Humana Health Plan Interests, Inc.	LA	NIA	Humana Insurance Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	95642	72-1279235				Humana Health Benefit Plan of LA, Inc.	LA	IA	Humana Health Plan Interests, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	61-1343791				Humana Innovation Enterprises, Inc.	DE	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	20-1724127				Preservation on Main, Inc.	KY	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	26-0010657				CAC-Florida Medical Centers, LLC	FL	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	95092	59-2598550				CarePlus Health Plans, Inc.	FL	IA	CPHP Holdings, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	75-2043865				Corphealth, Inc.	TX	NIA	Humana Inc	Ownership	100.0	Humana Inc	

STATEMENT AS OF JUNE 30, 2012 OF THE Humana Health Plan, Inc.

**SCHEDULE Y**  
**PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00119	Humana Inc	00000	30-0117876				CPHP Holdings, Inc	FL	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	61-1478012				American Tax Credit Corp GA Fund III, LLC	DE	OTH	See Footnote 1	Other		Humana Inc	1
00119	Humana Inc	00000	59-3715944				Availity, L.L.C	DE	OTH	See Footnote 2	Board of Directors		Humana Inc	2
00119	Humana Inc	00000	61-1279716				CHA Service Company	KY	DS	Humana Health Plan, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	95158	61-1279717				CHA HMO, Inc	KY	DS	CHA Service Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000					Healthcare E-Commerce Initiative, Inc	PR	OTH	See Footnote 4	Other		Humana Inc	4
00119	Humana Inc	00000	20-4835394				Humana Active Outlook, Inc	KY	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	20-1717441				Humana Govt. Network Services, Inc	DE	NIA	Humana Military Healthcare Services, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	39-1769093				Independent Care Health Plan	WI	OTH	See Footnote 5	Other		Humana Inc	5
00119	Humana Inc	00000	20-3355580				Sensei, Inc	DE	OTH	See Footnote 6	Other		Humana Inc	6
00119	Humana Inc	00000	20-5309363				515-526W MainSt CondoCouncil of Co-Owners	KY	NIA	Preservation on Main, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	20-8236655				Corphealth Provider Link, Inc	TX	NIA	Corphealth, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	33-0916248				DefenseWeb Technologies, Inc	DE	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	12634	20-2888723				Humana Insurance Company of New York	NY	IA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	20-3364857				Humana MarketPOINT of Puerto Rico, Inc	PR	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	12908	20-8411422				Humana Medical Plan of Utah, Inc	UT	IA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	20-8418853				Humana Veterans Healthcare Services, Inc	DE	NIA	Humana Military Healthcare Services, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	95107	56-1796975				American Dental Plan of N. C., Inc	NC	IA	Humana Dental Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	11559	58-2302163				American Dental Providers of Ark., Inc	AR	IA	Humana Dental Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	52015	59-2531815				CompBenefits Company	FL	IA	Humana Dental Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	04-3185995				CompBenefits Corporation	DE	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	59-1843760				Humana Dental Company	FL	NIA	CompBenefits Corporation	Ownership	100.0	Humana Inc	
00119	Humana Inc	11228	36-3686002				Dental Care Plus Management Corporation	IL	IA	Humana Dental Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	58-2228851				CompBenefits Direct, Inc	DE	NIA	Humana Dental Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	60984	74-2552026				CompBenefits Insurance Company	TX	IA	Humana Dental Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	12250	63-1063101				CompBenefits of Alabama, Inc	AL	IA	HumanaCares, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	58-2198538				CompBenefits of Georgia, Inc	GA	IA	HumanaCares, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	36-3512545				Dental Care Plus Management Corp	IL	NIA	Humana Dental Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	95161	76-0039628				DentiCare, Inc	TX	IA	Humana Dental Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	62-1245230				Kanawha HealthCare Solutions, Inc	TN	IA	Kanawha Insurance Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	65110	57-0380426				Kanawha Insurance Company	SC	IA	KMG America Corporation	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	20-1377270				KMG America Corporation	VA	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	65-0274594				HumanaCares, Inc	FL	NIA	Humana Dental Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	74-2352809				Texas Dental Plans, Inc	TX	IA	Humana Dental Company	Ownership	100.0	Humana Inc	
00119	Humana Inc	95754	62-1579044				Cariten Health Plan Inc	TN	IA	PHP Companies, Inc	Ownership	100.0	Humana Inc	

STATEMENT AS OF JUNE 30, 2012 OF THE Humana Health Plan, Inc.

**SCHEDULE Y**  
**PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00119	Humana Inc	82740	62-0729865				Cariten Insurance Company	TN	IA	PHP Companies, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	10126	65-1137990				Humana AdvantageCare Plan, Inc.	FL	IA	Humana Medical Plan, Inc.	Ownership	100.0	Humana Inc	
00119	Humana Inc	60052	37-1326199				Humana Benefit Plan of Illinois, Inc	IL	IA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	26-3473328				Humana Health Plan of California, Inc	CA	IA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	62-1552091				PHP Companies, Inc	TN	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	95749	62-1546662				Preferred Hlth Partnership of Tenn., Inc.	TN	IA	PHP Companies, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	62-1250945				Preferred Health Partnership, Inc	TN	NIA	PHP Companies, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	26-4522426				Humana WellWorks LLC	DE	NIA	Health Value Management, Inc.	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	27-1323221				Humana Military Dental Services, Inc	DE	NIA	Humana Military Healthcare Services, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	26-4823524				Concentra Inc	DE	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	14224	27-3991410				Humana Medical Plan of Michigan, Inc	MI	IA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	27-4660531				Humana Medical Plan of Pennsylvania, Inc	PA	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	86-1050795				Hummingbird Coaching Systems LLC	OH	NIA	Corphealth, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000					The Vitality Group, LLC	DE	OTH	See Footnote 7	Ownership	25.0	Humana Inc	7
00119	Humana Inc	00000	27-4535747				Humana Vitality, LLC	DE	OTH	See Footnote 7	Ownership	75.0	Humana Inc	7
00119	Humana Inc	00000	45-2254346				Humana Pharmacy Solutions, Inc.	DE	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	45-3116348				HomeCare Health Solutions, Inc.	FL	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	20-1981339				M.D. Care, Inc.	CA	IA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	77-0540040				Anvita, Inc	DE	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	45-3777894				HUMphire, Inc	DE	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	27-3387971				Arcadian Choice, Inc	TX	NIA	Arcadian Management Services, Inc.	Ownership	100.0	Humana Inc	
00119	Humana Inc	12628	20-5089611				Arcadian Health Plan of Georgia, Inc	GA	IA	Arcadian Management Services, Inc.	Ownership	100.0	Humana Inc	
00119	Humana Inc	11954	20-8688983				Arcadian Health Plan of Louisiana, Inc	LA	IA	Arcadian Management Services, Inc.	Ownership	100.0	Humana Inc	
00119	Humana Inc	13558	26-2800286				Arcadian Health Plan of New York, Inc	NY	IA	Arcadian Management Services, Inc.	Ownership	100.0	Humana Inc	
00119	Humana Inc	12999	26-0500828				Arcadian Health Plan of North Carolina, Inc	NC	IA	Arcadian Management Services, Inc.	Ownership	100.0	Humana Inc	
00119	Humana Inc	12151	20-1001348				Arcadian Health Plan, Inc	WA	IA	Arcadian Management Services, Inc.	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	86-0836599				Arcadian Management Services, Inc	DE	NIA	Arcadian Management Services, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	12282	20-2036444				Arkansas Community Care, Inc	AR	IA	Arcadian Management Services, Inc./Arcadia Health Plan, Inc.	Ownership		Humana Inc	18
00119	Humana Inc	00000	20-8602074				American Current Care of Arizona, P.A.	AZ	NIA	See Footnote 17	Board of Directors		Humana Inc	17

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STATEMENT AS OF JUNE 30, 2012 OF THE Humana Health Plan, Inc.

**SCHEDULE Y**  
**PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00119	Humana Inc	00000	26-3224187				American Current Care of Arkansas, P.A.	AR	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	26-0656668				Amer Current Care of CA, A Med. Corp.	CA	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	26-2043667				American Current Care of DE, P.A.	DE	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	26-2089664				American Current Care of HI, Prof. Corp.	HI	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	26-2104617				American Current Care of MA, P.C.	MA	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	20-5997415				American Current Care of Michigan, P.C.	MI	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	27-1160021				American Current Care of Missouri, P.C.	MO	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	26-1809492				American Current Care of Nebraska, P.C.	NE	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	26-1961910				American Current Care of New Jersey PA	NJ	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	26-2018322				American Current Care of NC, P.C.	NC	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	26-3239475				American Current Care of Ohio, P.A., Co	OH	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	20-5805198				American Current Care, P.A.	TX	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	26-2681597				Auto Injury Solutions, Inc.	DE	NIA	Concentra Integrated Services, Inc.	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	01-0510161				CM Occupational Health, L.L.C.	ME	NIA	See Footnote 8	Joint Venture		Humana Inc	8
00119	Humana Inc	00000	20-0114482				Concentra Akron, L.L.C.	DE	NIA	See Footnote 9	Joint Venture		Humana Inc	9
00119	Humana Inc	00000	62-1691148				Concentra Arkansas, L.L.C.	DE	NIA	See Footnote 10	Joint Venture		Humana Inc	10
00119	Humana Inc	00000	75-2510547				Concentra Health Services, Inc.	NV	NIA	Concentra Operating Corporation	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	26-4823524				Concentra Inc	DE	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	04-3363415				Concentra Operating Corporation	DE	NIA	Concentra Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	04-2658593				Concentra Integrated Services, Inc.	MA	NIA	National Healthcare Resources, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	76-0546504				Concentra Laboratory, L.L.C.	DE	NIA	National Healthcare Resources, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	75-2857879				Concentra Occ Health Research Institute	TX	NIA	Concentra Health Services, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	23-2901126				Concentra Occ Healthcare Harrisburg, L.P.	PA	NIA	See Footnote 11	Joint Venture		Humana Inc	11
00119	Humana Inc	00000	75-2678146				Concentra Solutions, Inc.	DE	NIA	Concentra Health Services, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	75-2784513				Concentra South Carolina, L.L.C.	DE	NIA	See Footnote 12	Joint Venture		Humana Inc	12
00119	Humana Inc	00000	75-2821236				Concentra St. Louis, L.L.C.	DE	NIA	See Footnote 13	Joint Venture		Humana Inc	13
00119	Humana Inc	00000	27-1743694				Concentra Worksite of Arizona, P.A.	AZ	NIA	See Footnote 17	Board of Directors		Humana Inc	17

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STATEMENT AS OF JUNE 30, 2012 OF THE Humana Health Plan, Inc.

**SCHEDULE Y**  
**PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00119	Humana Inc	00000	27-2935870				Concentra Worksite of CA, A Med. Corp.	CA	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	22-3675361				Concentra-UPMC, L.L.C.	DE	NIA	See Footnote 14	Joint Venture		Humana Inc	14
00119	Humana Inc	00000	86-0751979				Managed Prescription Program, National Healthcare Resources, Inc.	AZ	NIA	See Footnote 17	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	11-3273542				Occspecialists Corp., A Medical Corp.	DE	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	94-3418907				Occupational Health Centers of AR, P.A.	CA	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	75-2688160				Occ Health Centers of CA, A Med. Corp.	TX	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	77-0469725				Occupational Health Centers of DE, P.A.	CA	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	51-0376661				Occupational Health Centers of GA, P.C.	DE	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	58-2285009				Occ Health Centers of LA, A Prof. Corp.	GA	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	74-2891603				Occupational Health Centers of MI, P.C.	LA	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	38-2857561				Occupational Health Centers of NE, P.C.	MI	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	47-0827928				Occupational Health Centers of NJ, P.A.	NE	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	22-3473542				Occupational Health Centers of NY, P.A.	NJ	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	20-3187863				Occupational Health Centers of NC, P.C.	TX	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	26-2484838				Occ Health Centers of OH, P.A., Co.	NC	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	26-3239286				Occ Health Centers of the Southwest, P.A.	OH	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	86-0750222				Occ Health Centers of the Southwest, P.A.	AZ	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	75-2014828				OHC of Hawaii, Inc.	TX	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	74-2731442				OHR/Baystate, LLC	HI	NIA	See Footnote 17	Joint Venture		Humana Inc	17
00119	Humana Inc	00000	04-3353031				OHR/MMC, Limited Liability Company	MA	NIA	See Footnote 15	Joint Venture		Humana Inc	15
00119	Humana Inc	00000	04-3353031				OMP Insurance Company, Ltd.	ME	NIA	See Footnote 16	Joint Venture		Humana Inc	16
00119	Humana Inc	00000	98-0445802				OnSite OccMed, P.A.		NIA	See Footnote 16	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	20-0513177				Therapy Centers of South Carolina, P.A.	TX	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	20-2883662				Therapy Centers of the Southwest I, P.A.	SC	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	20-3033507					TX	NIA	See Footnote 17	Board of Directors		Humana Inc	17

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STATEMENT AS OF JUNE 30, 2012 OF THE Humana Health Plan, Inc.

**SCHEDULE Y**  
**PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00119	Humana Inc	00000	26-4101338				U.S. MedGroup of Arkansas, P.A.	AR	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	22-3867212				U.S. MedGroup of Delaware, P.A.	DE	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	20-3760561				U.S. MedGroup of Massachusetts, P.C.	MA	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	75-2972185				U.S. MedGroup of Michigan, P.C.	MI	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	22-3869772				U.S. MedGroup of New Jersey, P.A.	NJ	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	26-3598351				U.S. MedGroup of New York, P.A.	TX	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	26-2502158				U.S. MedGroup of North Carolina, P.C.	NC	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	26-3239579				U.S. MedGroup of Ohio, P.A., Co.	OH	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	75-2612924				U.S. MedGroup, P.A.	TX	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	75-2645352				U.S. MedGroup, P.A.	AZ	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	13-3464527				Occupational Health + Rehabilitation LLC	DE	NIA	Concentra Health Services, Inc.	Ownership	100.0	Humana Inc	17
00119	Humana Inc	00000	27-4757941				Concentra Health Care, P.A.	TX	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	32-0346082				Concentra Primary Care, P.A.	TX	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	45-2897046				Concentra Primary Care of New Jersey PA	NJ	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	75-2891678				Texas MedGroup, P.A.	TX	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	45-3637057				Concentra Primary Care of Arizona, PA	AZ	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	45-4041098				Concentra Primary Care of Illinois, P.C.	IL	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	45-4091303				Concentra Primary Care of Ohio, P.A., Co.	OH	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119	Humana Inc	00000	00-5893028				Humana Europe, Ltd	GB	NIA	Humana Inc	Ownership	100.0	Humana Inc	17
00119	Humana Inc	00000	26-3583438				HUM-Holdings International, Inc	KY	NIA	Humana Inc	Ownership	100.0	Humana Inc	17
00119	Humana Inc	00000	26-3592783				HUM INT, LLC	DE	NIA	HUM-Holding International, Inc	Ownership	100.0	Humana Inc	17

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STATEMENT AS OF JUNE 30, 2012 OF THE Humana Health Plan, Inc.

**SCHEDULE Y**  
**PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

Asterisk	Explanation
1	American Tax Credit Corporate Georgia Fund III, L.L.C., a Delaware limited liability company, was formed on October 4, 2004 for the purpose of investing in apartment complexes generating Georgia state low income housing tax credits. Humana Insurance Company is a Member with a 58.1736% ownership interest. The Savannah Bank, N.A. is a Member with a 1.6029% ownership interest, GMAC Insurance Georgia, L.L.C. is a Member with a 40.2133% ownership interest and Paramount Properties, Inc. is the Managing Member with 0.01% ownership interest.....
2	Availity, L.L.C., a Delaware limited liability company, was formed by affiliates of Humana Inc. and Blue Cross and Blue Shield of Florida, Inc. to develop and operate an Internet site on the World Wide Web to permit health plans to communicate and engage in electronic transactions with health care service providers initially in the State of Florida. HUM-e-FL, Inc., a subsidiary of Humana Inc., is a Member with a 22.5% ownership interest. Navigy, Inc., a subsidiary of Blue Cross and Blue Shield of Florida, Inc., is a Member with a 33.75% ownership interest, Health Care Service Corporation, a Member, has a 33.75% ownership interest, and Sellcore, Inc., a subsidiary of WellPoint and a Member, has a 10% ownership interest.....
3	Green Ribbon Health, L.L.C., a Delaware limited liability company, was formed on December 14, 2004 to enter into a joint venture with Humana Innovation Enterprises, Inc. and Pfizer Health Solutions, Inc. to implement the Centers for Medicare and Medicaid Disease Management Program. Humana Innovation Enterprises, Inc., a subsidiary of Humana Inc., is a Member with a 50% ownership interest and Pfizer Health Solutions, Inc., a subsidiary of Pfizer, Inc. is a Member with a 50% ownership interest.....
4	Healthcare E-Commerce Initiative, Inc., a Puerto Rico non-profit corporation, formed for the purpose of promoting an electronic bill processing and other e-commerce transactions to the providers of health care services in Puerto Rico. This is a joint venture with 5 members including Cooperativa de Seguros de Vida de Puerto Rico, Inc., La Cruz Azul de Puerto Rico, Inc., Medical Card System, Inc., MMM Healthcare, Inc. and Humana Insurance of Puerto Rico, Inc. jointly with Humana Health Plans of Puerto Rico, Inc. Each of the 5 members has an equal vote.....
5	Independent Care Health Plan, a Wisconsin corporation licensed as an HMO, operates an integrated, coordinated medical and social service managed care program for chronically disabled Medicaid recipients in Milwaukee, Wisconsin. CareNetwork, Inc. owns 50% of the company's stock. New Health Services, Inc. owns the other 50%.....
6	Sensei, Inc., a Delaware corporation, was incorporated on August 24, 2005 to enter into a joint venture with Humana Innovation Enterprises, Inc. and Card Guard AG, a Swiss corporation, dedicated to defining, building, and distributing the next generation of wireless health platforms. On December 12, 2008, Humana Innovation Enterprises, Inc. purchased all of Sensei, Inc.'s shares from Card Guard AG whereby Humana Innovation Enterprises, Inc. owned 100% of Sensei's issued and outstanding stock. On May 17, 2010, Robert Schwarzberg purchased 81% of Sensei's shares from Humana Innovation Enterprises, Inc., leaving the company with a 19% ownership interest.....
7	HumanaVitality, LLC, a Delaware limited liability company, was formed on January 3, 2011, and The Vitality Group, LLC, a Delaware limited liability company, was formed on February 15, 2011 through affiliates of Humana Inc. and Discovery Holdings Limited, a South African company, to offer Discovery's Vitality wellness and loyalty program to Humana members. Humana WellWorks LLC, a subsidiary of Humana Inc., owns 75% of HumanaVitality, LLC and 25% of The Vitality Group, LLC. The Vitality Group, Inc., a subsidiary of Discovery Holdings Limited, owns 25% of HumanaVitality, LLC and 75% of The Vitality Group, LLC.....
8	CM Occupational Health, Limited Liability Company is a Maine limited liability company. Occupational Health + Rehabilitation LLC has a 90% ownership interest and Advanced Health Services, Inc. has a 10% ownership interest.....
9	Concentra Akron, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and Akron General Partners, Inc. has a 49% ownership interest.....
10	Concentra Arkansas, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and St. Vincent Community Health Services, Inc. has a 49% ownership interest.....
11	Concentra Occupational Healthcare Harrisburg, L.P. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and Pinnacle Health Hospitals has a 49% interest.....
12	Concentra South Carolina, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and North Trident Regional Hospital, Inc. has a 49% ownership interest.....
13	Concentra St. Louis, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 70% ownership interest and Tenet HealthSystem SL-HLC, Inc. has a 30% ownership interest.....
14	Concentra-UPMC, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and Community Occupational Medicine, Inc. has a 49% ownership interest.....
15	OHR/Baystate, LLC is a Massachusetts limited liability company. Occupational Health + Rehabilitation LLC has a 51% ownership interest and Bayside Medical Center has a 49% ownership interest.....
16	OHR/MMC, Limited Liability Company is a Maine limited liability company. Occupational Health + Rehabilitation LLC has a 51% ownership interest and Maine Health has a 49% ownership interest.....
17	Professional Services Relationship/Agreement with Concentra health Services, Inc.....
18	Ownership is 60% Arcadian Health Plan, Inc., 40% Arcadian Management Services, Inc.....
19	Reporting company.....

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

**OVERFLOW PAGE FOR WRITE-INS**

MQ002 Additional Aggregate Lines for Page 02 Line 25.

\*ASSETS

	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
2504. Prepaid Expenses.....	563,820	563,820	0	0
2505. Federal Contingency Reserves.....	694,039	694,039	694,039	0
2597. Summary of remaining write-ins for Line 25 from Page 02	1,257,859	563,820	694,039	0

STATEMENT AS OF JUNE 30, 2012 OF THE Humana Health Plan, Inc.

**SCHEDULE A – VERIFICATION**

Real Estate

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	0	17,264
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 .....	0	17,264
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8) .....	0	0
10. Deduct total nonadmitted amounts .....	0	0
11. Statement value at end of current period (Line 9 minus Line 10) .....	0	0

**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

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 .....	384,650,176	372,302,716
2. Cost of bonds and stocks acquired .....	121,224,039	98,832,959
3. Accrual of discount .....	45,806	80,731
4. Unrealized valuation increase (decrease) .....	826,597	2,778,148
5. Total gain (loss) on disposals .....	1,497,212	(237,070)
6. Deduct consideration for bonds and stocks disposed of .....	65,129,386	85,153,223
7. Deduct amortization of premium .....	2,171,638	3,954,085
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) .....	440,942,806	384,650,176
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11) .....	440,942,806	384,650,176

STATEMENT AS OF JUNE 30, 2012 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).....	521,984,766	1,273,152,338	1,244,043,726	(882,122)	521,984,767	550,211,256	.0	325,216,926
2. Class 2 (a).....	85,425,500	7,347,312	10,175,791	(212,844)	85,425,500	82,384,177	.0	63,203,857
3. Class 3 (a).....	8,631,316		103,172	(2,716)	8,631,316	8,525,428	.0	8,875,815
4. Class 4 (a).....	2,653,173		136,000	6,372	2,653,173	2,523,545	.0	2,672,010
5. Class 5 (a).....	.0				.0	.0	.0	.0
6. Class 6 (a).....	0				0	0	0	0
7. Total Bonds	618,694,754	1,280,499,650	1,254,458,689	(1,091,310)	618,694,756	643,644,406	0	399,968,607
<b>PREFERRED STOCK</b>								
8. Class 1.....	.0				.0	.0	.0	.0
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.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	618,694,754	1,280,499,650	1,254,458,689	(1,091,310)	618,694,756	643,644,406	0	399,968,607

(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 \$ .....234,135,177 ; NAIC 2 \$ ..... ;  
NAIC 3 \$ ..... ; NAIC 4 \$ ..... ; NAIC 5 \$ ..... ; NAIC 6 \$ .....

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**SCHEDULE DA - PART 1**

## Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	25,138,846	XXX	25,138,846	5,545	

**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.....	25,697,990	9,584,640
2. Cost of short-term investments acquired .....	893,326,184	1,115,017,328
3. Accrual of discount .....		0
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals .....		0
6. Deduct consideration received on disposals .....	893,885,328	1,098,903,978
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).....	25,138,846	25,697,990
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	25,138,846	25,697,990

Schedule DB - Part A - Verification

**NONE**

Schedule DB - Part B - Verification

**NONE**

Schedule DB - Part C - Section 1

**NONE**

Schedule DB - Part C - Section 2

**NONE**

Schedule DB - Verification

**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.....	20,399,889	14,999,980
2. Cost of cash equivalents acquired .....	1,476,964,414	2,702,361,128
3. Accrual of discount .....	22,794	35,271
4. Unrealized valuation increase (decrease) .....		0
5. Total gain (loss) on disposals.....	(1,663)	(222)
6. Deduct consideration received on disposals .....	1,288,389,103	2,696,996,268
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) .....	208,996,331	20,399,889
11. Deduct total nonadmitted amounts .....		0
12. Statement value at end of current period (Line 10 minus Line 11)	208,996,331	20,399,889

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 JUNE 30, 2012 OF THE Humana Health Plan, Inc.

**SCHEDULE D - PART 3**

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
<b>Bonds - U.S. Governments</b>									
912828-MW-7	UNITED STATES TREASURY NOTE GOVERNMENT		06/20/2012	DEUTSCHE BANK		105,817	100,000	560	1
912828-MZ-0	UNITED STATES TREASURY GOVERNMENT		04/26/2012	DEUTSCHE BANK		345,301	325,000	3,996	1
912828-NP-1	UNITED STATES TREASURY NOTES GOVERNMENT		06/28/2012	DEUTSCHE BANK		2,148,172	2,065,000	14,892	1
<b>0599999 - Bonds - U.S. Governments</b>						2,599,289	2,490,000	19,447	XXX
<b>Bonds - U.S. Special Revenue</b>									
3128M9-ED-0	FGOLD 30 YR FHLMC		06/27/2012	WELLS FARGO		24,275,314	23,710,341	55,324	1
3128PY-WA-8	FGOLD 15YR FNMA		05/03/2012	NOMURA SECURITIES		8,642,225	8,272,546	11,030	1
3128PY-Y3-2	FGOLD 15YR FNMA		05/03/2012	NOMURA SECURITIES		1,677,525	1,604,088	2,139	1
544646-E2-4	LOS ANGELES CALIFORNIA SCHOOL MUNI		05/02/2012	J.P. MORGAN		1,468,152	1,200,000	21,000	1FE
<b>3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Government and Their Political Subdivisions</b>						36,063,217	34,786,975	89,493	XXX
<b>Bonds - Industrial and Miscellaneous (Unaffiliated)</b>									
654730-BA-0	NISOURCE FINANCE CORP CORPORATE		06/11/2012	CITIGROUP GLOBAL MARKETS INC		3,983,720	4,000,000		2FE
92852T-AE-2	VIVENDI SA CORPORATE	F	04/03/2012	MERRILL LYNCH		3,363,593	3,375,000		2FE
<b>3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)</b>						7,347,313	7,375,000	0	XXX
<b>8399997 - Subtotals- Bonds - Part 3</b>						46,009,818	44,651,975	108,940	XXX
<b>8399999 - Subtotals - Bonds</b>						46,009,818	44,651,975	108,940	XXX
<b>9999999 Totals</b>						46,009,818	XXX	108,940	XXX

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

STATEMENT AS OF JUNE 30, 2012 OF THE Humana Health Plan, Inc.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in 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	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
<b>Bonds - U.S. Governments</b>																					
36202E-VP-1...	GOVERNMENT NATIONAL MORTGAGE GNMA		06/20/2012	MBS PAYDOWN		657,201	657,201	661,822	657,681		(480)		(480)		657,201			0	15,728	08/01/2038	1
912828-G0-7...	UNITED STATES TREASURY GOVERNMENT		05/03/2012	VARIOUS		325,000	325,000	321,610	324,711		289		289		325,000			0	7,313	04/30/2012	1
912828-GW-4...	UNITED STATES TREASURY GOVERNMENT		06/30/2012	MATURITY		2,065,000	2,065,000	2,205,321	2,081,723		(16,723)		(16,723)		2,065,000			0	50,334	06/30/2012	1
<b>0599999 - Bonds - U.S. Governments</b>						3,047,201	3,047,201	3,188,753	3,064,115	0	(16,914)	0	(16,914)	0	3,047,201	0	0	0	73,375	XXX	XXX
<b>Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions</b>																					
31288D-U8-0...	FREDDIE MAC FHLMC		06/01/2012	MBS PAYDOWN		30,239	30,239	31,274	30,257		(18)		(18)		30,239			0	607	12/01/2032	1
3128GP-TZ-6...	FED NTL MTG ASSO FNMA		06/01/2012	MBS PAYDOWN		10,425	10,425	10,745	10,445		(21)		(21)		10,425			0	236	01/01/2017	1
3128M1-CR-8...	FHLMC PC GOLD		06/01/2012	MBS PAYDOWN		182,717	182,717	193,851	184,257		(1,540)		(1,540)		182,717			0	3,759	04/01/2021	1
3128M1-LB-3...	COMB 15 FGOLD 15YR		06/01/2012	MBS PAYDOWN		154,785	154,785	164,217	156,085		(1,300)		(1,300)		154,785			0	3,193	12/01/2020	1
3128M1-NZ-8...	FHLMC FGOLD 15YR		06/01/2012	MBS PAYDOWN		189,660	189,660	201,217	191,241		(1,581)		(1,581)		189,660			0	3,922	12/01/2020	1
3128M1-PJ-2...	FHLMC FGOLD 15YR GIANT		06/01/2012	MBS PAYDOWN		94,095	94,095	99,829	94,872		(777)		(777)		94,095			0	1,965	05/01/2021	1
3128M1-R7-6...	FHLMC FGOLD 15YR GIANT		06/01/2012	MBS PAYDOWN		146,389	146,389	155,310	147,600		(1,211)		(1,211)		146,389			0	3,057	05/01/2021	1
3128M1-SY-6...	FHLMC FGOLD 30 YR		06/01/2012	MBS PAYDOWN		88,603	88,603	94,002	89,286		(683)		(683)		88,603			0	1,855	12/01/2021	1
3128M6-P2-8...	FNMA FGOLD 15YR GIANT		06/01/2012	MBS PAYDOWN		114,290	114,290	115,553	114,410		(120)		(120)		114,290			0	2,861	06/01/2038	1
3128MB-N7-8...	FHLMC		06/01/2012	MBS PAYDOWN		46,147	46,147	48,959	46,614		(467)		(467)		46,147			0	944	12/01/2021	1
3128PY-WA-8...	FGOLD 15YR FNMA		06/01/2012	MBS PAYDOWN		44,148	44,148	46,121	44,148		0		0		44,148			0	110	05/01/2027	1
3128PY-Y3-2...	FGOLD 15YR FNMA		06/01/2012	MBS PAYDOWN		16,091	16,091	16,828	16,091		0		0		16,091			0	40	04/01/2027	1
312942-NM-3...	FNMA FGOLD 15YR		06/01/2012	MBS PAYDOWN		217,838	217,838	223,318	218,407		(569)		(569)		217,838			0	4,058	09/01/2040	1
312971-BM-5...	FHLMC FGOLD 15YR		06/01/2012	MBS PAYDOWN		51,973	51,973	55,140	52,324		(351)		(351)		51,973			0	1,216	04/01/2020	1
312971-C0-5...	FHLMC FGOLD 15YR		06/01/2012	MBS PAYDOWN		114,285	114,285	121,249	114,992		(708)		(708)		114,285			0	2,213	04/01/2020	1
312971-F0-2...	FHLMC FGOLD 15YR		06/01/2012	MBS PAYDOWN		308,914	308,914	327,738	311,059		(2,146)		(2,146)		308,914			0	6,414	04/01/2020	1
312971-MS-0...	FHLMC FGOLD 15YR		06/01/2012	MBS PAYDOWN		101,449	101,449	107,631	102,633		(1,184)		(1,184)		101,449			0	2,186	05/01/2020	1
312972-DX-7...	FHLMC FGOLD 15YR		06/01/2012	MBS PAYDOWN		68,300	68,300	72,462	68,696		(396)		(396)		68,300			0	1,324	04/01/2020	1
312972-EK-4...	FHLMC FGOLD 15YR		06/01/2012	MBS PAYDOWN		75,017	75,017	79,589	75,611		(594)		(594)		75,017			0	1,363	04/01/2020	1
312972-GT-3...	FHLMC FGOLD 15YR		06/01/2012	MBS PAYDOWN		129,370	129,370	137,253	130,401		(1,031)		(1,031)		129,370			0	3,068	04/01/2020	1
312972-GZ-9...	FHLMC FGOLD 15YR		06/01/2012	MBS PAYDOWN		178,057	178,057	188,908	180,862		(2,805)		(2,805)		178,057			0	3,046	04/01/2020	1
3132GL-T2-0...	FNMA FGOLD 30 YR		06/01/2012	MBS PAYDOWN		3,871	3,871	3,961	3,873		(1)		(1)		3,871			0	56	01/01/2041	1
31336W-CP-2...	FHLMC FGOLD 15YR		06/01/2012	MBS PAYDOWN		64,222	64,222	68,135	64,735		(514)		(514)		64,222			0	1,317	10/01/2020	1
31371K-NX-5...	FED NTL MTG ASSO FNMA		06/01/2012	MBS PAYDOWN		26,779	26,779	27,714	26,855		(76)		(76)		26,779			0	609	05/01/2017	1
3138AT-WF-3...	FED NTL MTG ASSO FNMA		06/01/2012	MBS PAYDOWN		62,956	62,956	64,377	62,990		(34)		(34)		62,956			0	938	01/01/2042	1
3138E1-HW-0...	FED NTL MTG ASSO FNMA		06/01/2012	VARIOUS		734,689	704,477	724,291	724,179		(796)		(796)		723,383		11,306	11,306	12,236	12/01/2041	1
3138E1-JH-1...	FED NTL MTG ASSO FNMA		06/01/2012	MBS PAYDOWN		47,038	47,038	48,186	47,064		(26)		(26)		47,038			0	714	01/01/2042	1
3138E2-R8-0...	FED NTL MTG ASSO FNMA		06/01/2012	VARIOUS		4,391,695	4,207,803	4,326,148	4,325,978		(3,100)		(3,100)		4,322,877		68,818	68,818	73,412	12/01/2041	1
31392G-UZ-6...	FED NTL MTG ASSO FNMA-02-94: HQ		06/01/2012	MBS PAYDOWN		156,091	156,091	164,871	157,546		(1,455)		(1,455)		156,091			0	2,909	01/01/2018	1

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STATEMENT AS OF JUNE 30, 2012 OF THE Humana Health Plan, Inc.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in 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	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
31396A-MX-9	FEDERAL HOME LOAN MTGE CO FHLMC FH3659D - BA		06/01/2012	MBS PAYDOWN		54,235	54,235	55,679	54,354		(119)		(119)		54,235			0	1,242	09/01/2035	1
31398V-TM-8	CNO FNMA 30YR		06/01/2012	MBS PAYDOWN		633,436	633,436	678,544	637,878		(4,442)		(4,442)		633,436			0	13,187	02/01/2039	1
31406Y-4E-7	FNMA FED NTL MTG ASSO		06/01/2012	MBS PAYDOWN		55,975	55,975	58,686	56,280		(305)		(305)		55,975			0	1,190	05/01/2035	1
31410F-Z2-4	FNMA FED NTL MTG ASSO		06/01/2012	MBS PAYDOWN		108,833	108,833	107,268	108,676		157		157		108,833			0	2,194	07/01/2020	1
31415W-PB-3	FNMA 30YR FED NTL MTG ASSO		06/01/2012	MBS PAYDOWN		814,664	814,664	868,922	820,655		(5,991)		(5,991)		814,664			0	18,982	11/01/2038	1
31416B-4X-3	15YR FED NTL MTG ASSO		06/01/2012	MBS PAYDOWN		922,723	922,723	989,476	933,934		(11,211)		(11,211)		922,723			0	21,933	01/01/2022	1
31416W-LC-4	30YR		06/01/2012	MBS PAYDOWN		2,706,065	2,706,065	2,818,959	2,714,397		(8,332)		(8,332)		2,706,065			0	50,308	07/01/2040	1
31417A-X6-1	FNMA 30 YR FED NTL MTG ASSO		06/01/2012	MBS PAYDOWN		14,291	14,291	14,767			(7)		(7)		14,291			0	138	01/01/2042	1
31418W-OP-8	FNMA		06/01/2012	MBS PAYDOWN		115,962	115,962	121,706	116,527		(565)		(565)		115,962			0	1,898	08/01/2025	1
31419B-CT-0	FNMA 30 YR		05/31/2012	VARIOUS		1,953,962	1,872,997	1,884,411	1,884,715		(827)		(827)		1,883,887		70,075	70,075	32,555	03/01/2041	1
<b>3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions</b>						15,230,277	14,935,209	15,517,295	15,060,686	0	(55,146)	0	(55,146)	0	15,080,078	0	150,199	150,199	283,257	XXX	XXX
<b>Bonds - Industrial and Miscellaneous (Unaffiliated)</b>																					
00206R-AF-9	A T & T CORPORATION CORPORATE		06/29/2012	CALLED SECURITY at 102.462		1,203,925	1,175,000	1,174,013	1,174,774		91		91		1,174,865		29,060	29,060	55,578	01/15/2013	1FE
03523T-AN-8	ANHEUSER BUSCH CORPORATE		06/28/2012	RBC CAPITAL MARKETS		1,594,831	1,331,000	1,447,928	1,439,378		(5,683)		(5,683)		1,433,694		161,137	161,137	68,362	01/15/2020	1FE
03523T-BB-3	ANHEUSER BUSCH INBEV WORLDWIDE		06/27/2012	CITIGROUP GLOBAL MARKETS INC		1,072,122	936,000	933,782	933,934		89		89		934,023		138,100	138,100	35,718	02/15/2021	1FE
05946X-BV-4	BANK OF AMERICA FDG CO 2003-1		06/20/2012	CALLED SECURITY at 100.000		1,158	1,158	1,183	1,179		(21)		(21)		1,158			0	27	05/01/2033	1FM
06052G-AC-2	BANK OF AMERICA ABS FTST		06/15/2012	CALLED SECURITY at 100.000		36,851	36,851	37,008	36,934		(83)		(83)		36,851			0	254	12/15/2013	1FE
09657M-AC-2	BHW ABS FTST		06/25/2012	CALLED SECURITY at 100.000		311,234	311,234	311,228	311,230		4		4		311,234			0	1,785	04/25/2014	1FE
21079U-AB-1	CONTINENTAL AIRLINES CORPORATE		05/10/2012	CALLED SECURITY at 100.000		44,994	44,994	47,244	46,344	452	(1,801)		(1,350)		44,994			0	2,081	05/10/2017	3FE
22025Y-AJ-9	CORRECTIONS CORPORATION OF AMERICA		06/14/2012	CALLED SECURITY at 100.000		38,000	38,000	38,000	38,000				0		38,000			0	2,237	01/31/2014	3FE
247361-ZH-4	DELTA AIR LINES INC CORPORATE		05/23/2012	CALLED SECURITY at 100.000		110,998	110,998	110,998	110,998				0		110,998			0	2,747	11/23/2019	2FE
29265N-AS-7	ENERGEN CORP CORPORATE		06/14/2012	VARIOUS		2,067,120	2,000,000	1,999,760	1,999,682		48		48		1,999,730		67,390	67,390	76,026	09/01/2021	2FE
29379V-AU-7	ENTERPRISE PRODUCTS OPERATING CORPORATION		05/02/2012	CREDIT SUISSE FIRST BOSTON CORP		1,276,914	1,205,000	1,202,470	1,202,488		48		48		1,202,536		74,378	74,378	34,297	02/15/2022	2FE
34529F-AC-1	FORD MOTOR CREDIT ABS FTST		06/15/2012	MBS PAYDOWN		200,544	200,544	205,049	204,651		(4,107)		(4,107)		200,544			0	2,255	11/15/2013	1FE
34529F-AD-9	FORD MOTOR CREDIT ABS FTST		06/15/2012	MBS PAYDOWN		6,829	6,829	7,277	6,896		(67)		(67)		6,829			0	151	11/15/2014	1FE
368280-HV-1	GE CAP CMBS 2004-C3 CALLED SECURITY at 100.000		06/11/2012			43,748	43,748	43,966	43,945		(196)		(196)		43,748			0	878	07/01/2039	1FM
494550-BJ-4	KINDER MORGAN ENERGY PARTNERS LP		05/01/2012	J.P. MORGAN		2,555,200	2,500,000	2,497,850	2,497,807		81		81		2,497,888		57,312	57,312	74,066	03/01/2022	2FE
500769-EX-8	KFW INTERNATIONAL FINANCE CORPORATE		05/01/2012	NOMURA SECURITIES		2,223,899	2,225,000	2,222,664	2,222,664		9		9		2,222,673		1,226	1,226	16,062	01/25/2022	1FE
52108H-RB-2	LB-UBS CMBS 2003-C3 NEXTEL COMMUNICATIONS		06/15/2012	CALLED SECURITY at 100.000		37,656	37,656	37,842	37,794		(138)		(138)		37,656			0	602	05/11/2027	1FM
65332V-BH-5	CORPORATE NISOURCE FINANCE CORP		06/08/2012	J.P. MORGAN		136,000	136,000	131,920	135,320	680			680		136,000			0	5,662	10/31/2013	4FE
65473Q-AY-9	CORPORATE SABMILLER HOLDINGS INC		05/02/2012	J.P. MORGAN		530,910	500,000	498,115	498,110		63		63		498,173		32,737	32,737	10,136	12/01/2021	2FE
78573A-AA-8	CORPORATE SALTON SEA FUNDING CORP		05/01/2012	J.P. MORGAN		1,428,047	1,370,000	1,363,451			103		103		1,363,554		64,493	64,493	15,270	01/15/2022	2FE
795770-AN-6	CORPORATE US AIRWAYS GROUP INC		06/04/2012	VARIOUS		2,915	2,915	3,272	3,128		(213)		(213)		2,915			0	109	11/30/2018	2FE
90345K-AA-8	CORPORATE WRIGLEY III JR CO		04/23/2012	CALLED SECURITY at 100.000		20,175	20,175	20,175	18,561	1,614			1,614		20,175			0	630	10/22/2024	3FE
98252G-AF-2	CORPORATE		06/28/2012	MATURITY		2,500,000	2,500,000	2,499,175	2,499,787		213		213		2,500,000			0	30,625	06/28/2012	2FE
<b>3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)</b>						17,444,070	16,733,101	16,834,367	13,240,939	2,745	(11,563)	0	(8,817)	0	16,818,237	0	625,832	625,832	435,559	XXX	XXX

EO5.1

STATEMENT AS OF JUNE 30, 2012 OF THE Humana Health Plan, Inc.

**SCHEDULE D - PART 4**

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in 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	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
8399997	- Subtotals - Bonds - Part 4					35,721,548	34,715,511	35,540,415	31,365,741	2,745	(83,622)	0	(80,877)	0	34,945,517	0	776,031	776,031	792,190	XXX	XXX
8399999	- Subtotals - Bonds					35,721,548	34,715,511	35,540,415	31,365,741	2,745	(83,622)	0	(80,877)	0	34,945,517	0	776,031	776,031	792,190	XXX	XXX
9999999	Totals					35,721,548	XXX	35,540,415	31,365,741	2,745	(83,622)	0	(80,877)	0	34,945,517	0	776,031	776,031	792,190	XXX	XXX

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

E05.2

Schedule DB - Part A - Section 1

**NONE**

Schedule DB - Part B - Section 1

**NONE**

Schedule DB - Part D

**NONE**

Schedule DL - Part 1

**NONE**

Schedule DL - Part 2

**NONE**



