



QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2011  
OF THE CONDITION AND AFFAIRS OF THE

Humana Health Plan of Ohio, Inc.

NAIC Group Code	0119	0119	NAIC Company Code	95348	Employer's ID Number	31-1154200
	(Current Period)	(Prior Period)				
Organized under the Laws of	Ohio			State of Domicile or Port of Entry	Ohio	
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	08/19/1985		Commenced Business		03/10/1979	
Statutory Home Office	640 Eden Park Drive			Cincinnati, OH 45202-6056		
	(Street and Number)			(City or Town, State and Zip Code)		
Main Administrative Office	640 Eden Park Drive		Cincinnati, OH 45202-6056		513-784-5320	
	(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	640 Eden Park Drive		Cincinnati, OH 45202-6056		513-784-5320	
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number)	
Internet Web Site Address	www.humana.com					
Statutory Statement Contact	Anita Edington			502-580-1327		
	(Name)			(Area Code) (Telephone Number) (Extension)		
	aedington@humana.com			502-580-2099		
	(E-mail Address)			(FAX Number)		

OFFICERS

Name	Title	Name	Title
Michael Benedict McCallister	CEO	Joan Olliges Lenahan	VP & Corporate Secretary
James Harry Bloem	Sr. VP, CFO & Treasurer	Jonathan Albert Canine #	Appointed Actuary

OTHER OFFICERS

George Grant Bauernfeind	Vice President	John Timothy Cappel	Mkt Pres-Ohio
John Gregory Catron	Vice President	James David Eldred	Reg VP-Finance/Cincinnati
Roy Goldman Ph.D	VP & Chief Actuary	Charles Frederic Lambert, III	Vice President
Thomas Joseph Liston	Sr. Vice President-Sr. Products	Heidi Suzanne Margulis	Sr. Vice President
Stephen Lance Ringel	Vice President	Larry Dale Savage	Reg CEO
William Joseph Tait	Vice President	Joseph Christopher Ventura	Assistant Secretary

DIRECTORS OR TRUSTEES

James Harry Bloem #	Michael Benedit McCallister	James Elmer Murray
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State of .....Kentucky.....  
County of .....Jefferson.....  
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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
Subscribed and sworn to before me this 10th day of November, 2011		a. Is this an original filing? Yes [ X ] No [ ]
Julia Basham, Notary Public January 10, 2013		b. If no: 1. State the amendment number 2. Date filed 3. Number of pages attached

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 .....	60,456,006		60,456,006	23,143,341
2. Stocks:				
2.1 Preferred stocks .....			0	0
2.2 Common stocks .....			0	0
3. Mortgage loans on real estate:				
3.1 First liens .....			0	0
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 (\$ .....470,811 ), cash equivalents (\$ .....12,999,716 ) and short-term investments (\$ .....2,801,254 ) .....	16,271,781		16,271,781	55,464,949
6. Contract loans (including \$ .....0 premium notes) .....			0	0
7. Derivatives .....			0	0
8. Other invested assets .....	560,670		560,670	560,670
9. Receivables for securities .....			0	0
10. Securities lending reinvested collateral assets .....	11,536		11,536	554,170
11. Aggregate write-ins for invested assets .....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	77,299,993	0	77,299,993	79,723,130
13. Title plants less \$ .....0 charged off (for Title insurers only) .....			0	0
14. Investment income due and accrued .....	482,267		482,267	277,524
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	109,495	27,759	81,736	116,529
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ .....0 earned but unbilled premiums) .....			0	0
15.3 Accrued retrospective premiums .....	502,602		502,602	64,044
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....			0	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 .....	31,069		31,069	29,028
18.1 Current federal and foreign income tax recoverable and interest thereon .....	626,806		626,806	451,893
18.2 Net deferred tax asset .....	7,437,558	1,916,527	5,521,031	5,521,031
19. Guaranty funds receivable or on deposit .....			0	0
20. Electronic data processing equipment and software .....	650,821	481,648	169,173	532,428
21. Furniture and equipment, including health care delivery assets (\$ .....0 ) .....	4,811,121	4,811,121	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates .....			0	0
23. Receivables from parent, subsidiaries and affiliates .....			0	0
24. Health care (\$ .....1,087,662 ) and other amounts receivable .....	1,087,662		1,087,662	964,519
25. Aggregate write-ins for other than invested assets .....	801,933	801,933	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	93,841,327	8,038,988	85,802,339	87,680,126
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			0	0
28. Total (Lines 26 and 27) .....	93,841,327	8,038,988	85,802,339	87,680,126
<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. Prepaid Expenses .....	645,993	645,993	0	0
2502. Prepaid Commissions .....	100,128	100,128	0	0
2503. Deposits .....	39,655	39,655	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page .....	16,157	16,157	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above) .....	801,933	801,933	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ .....0 reinsurance ceded).....	17,812,023	469,793	18,281,816	18,074,909
2. Accrued medical incentive pool and bonus amounts .....	100,000		100,000	100,000
3. Unpaid claims adjustment expenses .....	221,471		221,471	200,322
4. Aggregate health policy reserves .....	8,403,467		8,403,467	11,609,985
5. Aggregate life policy reserves .....			0	0
6. Property/casualty unearned premium reserve .....			0	0
7. Aggregate health claim reserves .....	28,255	745	29,000	28,000
8. Premiums received in advance .....	9,434,586		9,434,586	2,271,538
9. General expenses due or accrued .....	3,919,055		3,919,055	4,668,342
10.1 Current federal and foreign income tax payable and interest thereon (including \$ ..... on realized gains (losses)) .....			0	4,435,610
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable .....	27,844		27,844	32,681
12. Amounts withheld or retained for the account of others .....			0	0
13. Remittances and items not allocated .....	551,073		551,073	353,940
14. Borrowed money (including \$ ..... current) and interest thereon \$ ..... (including \$ ..... current) .....			0	0
15. Amounts due to parent, subsidiaries and affiliates .....	944,328		944,328	3,517,842
16. Derivatives.....			0	0
17. Payable for securities .....			0	0
18. Payable for securities lending .....	48,832		48,832	591,832
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 .....	751,034		751,034	203,239
23. Aggregate write-ins for other liabilities (including \$ .....0 current) .....	0	0	0	0
24. Total liabilities (Lines 1 to 23).....	42,241,968	470,538	42,712,506	46,088,240
25. Aggregate write-ins for special surplus funds .....	XXX	XXX	0	0
26. Common capital stock .....	XXX	XXX	1,000	1,000
27. Preferred capital stock .....	XXX	XXX		0
28. Gross paid in and contributed surplus .....	XXX	XXX	42,601,893	42,601,893
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	486,940	(1,011,007)
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	43,089,833	41,591,886
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	85,802,339	87,680,126
DETAILS OF WRITE-INS				
2301. ....			0	0
2302. ....			0	0
2303. ....				
2398. Summary of remaining write-ins for Line 23 from overflow page .....	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	0	0	0	0
2501. ....	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 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	477,551	606,915	797,718
2. Net premium income (including \$ 0 non-health premium income).....	XXX	167,945,421	43,096,516	98,325,222
3. Change in unearned premium reserves and reserve for rate credits .....	XXX	0	0	0
4. Fee-for-service (net of \$ ..... 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	167,945,421	43,096,516	98,325,222
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits .....	3,417,724	113,444,173	116,650,974	156,889,573
10. Other professional services .....		1,383,139	3,815,452	2,787,187
11. Outside referrals .....		0	0	0
12. Emergency room and out-of-area .....	63,504	4,719,897	5,182,779	6,337,721
13. Prescription drugs .....		19,523,431	21,603,546	29,153,664
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		0	84,844	184,844
16. Subtotal (Lines 9 to 15) .....	3,481,228	139,070,640	147,337,595	195,352,989
<b>Less:</b>				
17. Net reinsurance recoveries .....			107,378,496	107,378,496
18. Total hospital and medical (Lines 16 minus 17) .....	3,481,228	139,070,640	39,959,099	87,974,493
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 5,685,596 ..... cost containment expenses.....		6,855,420	899,621	5,348,958
21. General administrative expenses.....		27,137,573	9,558,478	19,453,518
22. Increase in reserves for life and accident and health contracts (including \$ .....0 increase in reserves for life only).....		(3,600,000)	(3,030,000)	(10,000)
23. Total underwriting deductions (Lines 18 through 22) .....	3,481,228	169,463,633	47,387,198	112,766,969
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	(1,518,212)	(4,290,682)	(14,441,747)
25. Net investment income earned .....		1,467,444	627,885	967,220
26. Net realized capital gains (losses) less capital gains tax of \$ .....1,527 .....		2,835	(1,261)	(2,195)
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	1,470,279	626,624	965,025
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	0	0	26
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	(47,933)	(3,664,058)	(13,476,696)
31. Federal and foreign income taxes incurred .....	XXX	(588,977)	490,506	5,998,405
32. Net income (loss) (Lines 30 minus 31) .....	XXX	541,044	(4,154,564)	(19,475,101)
<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. ....				
1403. ....				
1498. Summary of remaining write-ins for Line 14 from overflow page .....	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above) .....	0	0	0	0
2901. Miscellaneous Income.....			0	26
2902. ....				
2903. ....				
2998. Summary of remaining write-ins for Line 29 from overflow page .....	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above) .....	0	0	0	26

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.....	41,591,886	16,177,826	16,177,826
34. Net income or (loss) from Line 32 .....	541,044	(4,154,564)	(19,475,101)
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 \$ .....1,527	6,688	27,422	4,007
37. Change in net unrealized foreign exchange capital gain or (loss) .....		0	0
38. Change in net deferred income tax .....		0	10,890,271
39. Change in nonadmitted assets .....	949,849	798,539	(1,006,766)
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 .....		5,000,000	35,000,000
45.2 Transferred to capital (Stock Dividend) .....	0	0	0
45.3 Transferred from capital .....		0	0
46. Dividends to stockholders .....		0	0
47. Aggregate write-ins for gains or (losses) in surplus .....	366	0	1,649
48. Net change in capital and surplus (Lines 34 to 47) .....	1,497,947	1,671,397	25,414,060
49. Capital and surplus end of reporting period (Line 33 plus 48)	43,089,833	17,849,223	41,591,886
<b>DETAILS OF WRITE-INS</b>			
4701. Unrealized Valuation Allowance on Securities Lending.....	366	0	1,649
4702. ....		0	0
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)	366	0	1,649

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.....	171,565,641	42,195,196	98,035,782
2. Net investment income .....	1,497,267	643,021	974,841
3. Miscellaneous income .....	0	0	0
4. Total (Lines 1 to 3) .....	173,062,908	42,838,217	99,010,623
5. Benefit and loss related payments .....	135,262,733	42,207,850	78,842,755
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....		0	0
7. Commissions, expenses paid and aggregate write-ins for deductions .....	35,466,491	9,936,909	19,101,809
8. Dividends paid to policyholders .....		0	0
9. Federal and foreign income taxes paid (recovered) net of \$ .....1,527 tax on capital gains (losses).....	4,024,600	941,720	2,013,506
10. Total (Lines 5 through 9) .....	174,753,824	53,086,479	99,958,070
11. Net cash from operations (Line 4 minus Line 10) .....	(1,690,916)	(10,248,262)	(947,447)
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	5,962,251	2,010,340	2,759,500
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 .....	(82)	0	0
12.7 Miscellaneous proceeds .....	544,575	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	6,506,744	2,010,340	2,759,500
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	43,498,764	5,100,743	8,887,952
13.2 Stocks .....	0	0	0
13.3 Mortgage loans .....	0	0	0
13.4 Real estate .....	0	0	0
13.5 Other invested assets .....	0	0	0
13.6 Miscellaneous applications .....	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	43,498,764	5,100,743	8,887,952
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) .....	(36,992,020)	(3,090,403)	(6,128,452)
<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	5,000,000	35,001,648
16.3 Borrowed funds .....	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....		0	0
16.5 Dividends to stockholders .....	0	0	0
16.6 Other cash provided (applied).....	(510,231)	17,856,853	18,645,159
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	(510,231)	22,856,853	53,646,807
<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) .....	(39,193,167)	9,518,188	46,570,908
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	55,464,948	8,894,040	8,894,040
19.2 End of period (Line 18 plus Line 19.1) .....	16,271,781	18,412,228	55,464,948

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Humana Health Plan of Ohio, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year .....	63,943	79	59,511	.0	.0	.0	.0	4,353	.0	.0
2 First Quarter .....	59,522	76	52,727	.0	.0	.0	.0	6,719	.0	.0
3 Second Quarter .....	53,151	74	46,209	.0	.73	.347	.0	6,448	.0	.0
4. Third Quarter .....	51,938	70	44,823		.74	.371		6,600		
5. Current Year	0									
6 Current Year Member Months	477,551	664	415,736		665	2,906		57,580		
Total Member Ambulatory Encounters for Period:										
7. Physician .....	193,759		152,548					41,211		
8. Non-Physician .....	152,634		104,218					48,416		
9. Total	346,393	0	256,766	0	0	0	0	89,627	0	0
10. Hospital Patient Days Incurred	14,480		7,063					7,417		
11. Number of Inpatient Admissions	3,588		2,075					1,513		
12. Health Premiums Written (a).....	168,074,505	589,250	124,831,383		9,254	57,041		42,587,577		
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned .....	168,074,505	589,250	124,831,383		9,254	57,041		42,587,577		
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services .....	138,862,733	370,348	101,035,118		6,238	48,502	2,599	37,399,928		
18. Amount Incurred for Provision of Health Care Services	139,070,640	451,798	98,555,359		6,238	51,940	1,789	40,003,516		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 42,587,577

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Humana Health Plan of Ohio, Inc.

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

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
Claims unpaid (Reported)						
ALISTAIR PHILLIPS.....	14,373					14,373
ANESTHESIA ASSOCIATES OF CINCI.....	3,621					3,621
ANESTHESIA ASSOCIATES OF CINCINNATI INC.....	7,331					7,331
ANGELA LORTS.....	3,495					3,495
ARBORS AT DAYTON NURSING AND S.....	6,028					6,028
ATRIUM MEDICAL CENTER.....		5,022				5,022
BETHESDA NORTH HOSPITAL.....	106,923	22,832			20,611	150,366
BRIAN MANNION.....	6,617					6,617
BUTLER COUNTY MEDICAL CENTER.....	13,577					13,577
CENTRAL FLORIDA BEHAVIORAL HOSPITAL.....		3,308				3,308
CHESTERWOOD VILLAGE.....	3,802					3,802
CHILDRENS HOSP HOME HEALTH.....	25,591					25,591
CHILDRENS HOSPITAL MEDICAL CENTER.....	19,202	4,390	85,115		10,996	119,703
CHILDRENS HOSPITAL MEDICAL CENTER LAB.....	8,830					8,830
CHRIST HOSPITAL.....	11,633				11,650	23,283
CHRISTY M SAPP MD.....	5,289					5,289
CINCINNATI EYE INSTITUTE.....	3,760					3,760
CLEVELAND CLINIC HOSPITAL.....	21,895					21,895
DOUGLAS FLORA.....		3,773				3,773
DRAKE OUTPATIENT SERVICES.....	19,361					19,361
EASTGATE HEALTH CARE CENTER.....	12,718					12,718
EASTGATE HEALTH CENTER DBA.....	4,686					4,686
EUCLID HOSPITAL.....	4,676					4,676
EVENDALE MEDICAL CENTER.....	9,818					9,818
EVENDALE MEDICAL CENTER LLC.....					143,348	143,348
FAIRVIEW HOSPITAL.....	3,927					3,927
FMC KINGS MILLS.....	7,519					7,519
FORT HAMILTON HOSPITAL.....	24,126					24,126
FORT WALTON BEACH MEDICAL CENTER.....					10,658	10,658
GATEWAY AT FLORENCE REHABILITA.....		6,872				6,872
GOOD SAMARITAN HOSPITAL.....	65,432		44,849			110,281
GRANDVIEW MEDICAL CENTER.....	16,161					16,161
GREENBRIER SENIOR LIVING COMMU.....	6,392					6,392
GREGORY HOWES.....					4,499	4,499
INDIANA UNIVERSITY HEALTH.....	76,485					76,485
INDIANSRING OF OAKLEY.....	4,820					4,820
IU HEALTH BLOOMINGTON.....	9,114					9,114
JAMES AMIS.....	3,198					3,198
JEWISH HOSPITAL INC.....					4,611	4,611
JEWISH HOSPITAL LLC.....	84,175	3,206			6,718	94,099
JOHN URSE.....	3,749					3,749
KENWOOD SURGERY CENTER.....	13,746					13,746
KETTERING MEDICAL CENTER.....	35,342	18,426				53,767
LAKEWOOD HOSPITAL.....	3,938					3,938
LEBANON COUNTRY MANOR.....		5,023				5,023
LIBERTY DIALYSIS KENWOOD.....	7,143					7,143
LINDNER CENTER OF HOPE.....					3,996	3,996
MANAGEMENT AND NETWORK SERVICE.....	19,107	62,273				81,380
MARYMOUNT HOSPITAL.....	9,886					9,886
MERCY HOSPITAL ANDERSON.....	9,834					9,834
MERCY HOSPITAL CLERMONT.....	4,327					4,327
MERCY HOSPITAL FAIRFIELD.....	20,821					20,821
MERCY HOSPITAL MOUNT AIRY.....	3,621					3,621
MERCY HOSPITAL WESTERN HILLS.....	8,843	4,553				13,395
MIAMI VALLEY HOSPITAL.....	13,379					13,379



STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Humana Health Plan of Ohio, Inc.

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

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
NORA BUCHER.....	11,040					11,040
P ROBERT SCHWETSCHENAU.....		6,689				6,689
PARKSIDE VILLA.....		6,516				6,516
PROFESSIONAL RADIOLOGY INC.....	4,111					4,111
ROBERT BOHINSKI.....	5,894					5,894
ROBERT CODY.....	4,916					4,916
SET SHAHBABIAN.....	7,182					7,182
SHEPPARD AND ENOCH PRATT.....					24,227	24,227
SOUTH HILL DIALYSIS.....	36,805					36,805
SOUTHVIEW MEDICAL CENTER.....	9,021					9,021
SOUTHWEST GENERAL HEALTH CENTE.....	18,885					18,885
ST ELIZABETH HEALTHCARE.....	211,192	3,316			31,118	245,627
ST VINCENT HOSPITAL AND HEALTH.....	232,118					232,118
THE CHRIST HOSPITAL.....	199,283	51,518				250,800
TRIPLE CREEK RETIREMENT COMMUN.....	5,909					5,909
UNIVERSITY HOSPITAL.....	196,592	10,969				207,561
VILLASPRING HEALTH CARE CENTER.....		7,497				7,497
WALID S KASSEM MD.....					14,700	14,700
WEST CHESTER MEDICAL.....	18,398	6,032				24,430
WILLIAM DANNEMAN.....		6,371				6,371
WILLIAM TOBLER.....	7,363				7,849	15,212
0199999 Individually listed claims unpaid.....	1,737,018	238,585	129,964	0	294,981	2,400,548
0299999 Aggregate accounts not individually listed-uncovered.....						0
0399999 Aggregate accounts not individually listed-covered.....	335,902	52,693	10,202	3,156	53,213	455,166
0499999 Subtotals.....	2,072,920	291,278	140,166	3,156	348,194	2,855,714
0599999 Unreported claims and other claim reserves.....	XXX	XXX	XXX	XXX	XXX	15,426,102
0699999 Total amounts withheld.....	XXX	XXX	XXX	XXX	XXX	
0799999 Total claims unpaid.....	XXX	XXX	XXX	XXX	XXX	18,281,816
0899999 Accrued medical incentive pool and bonus amounts.....	XXX	XXX	XXX	XXX	XXX	100,000

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  On Claims Incurred Prior to January 1 of Current Year	2  On Claims Incurred During the Year	3  On Claims Unpaid Dec. 31 of Prior Year	4  On Claims Incurred During the Year		
1. Comprehensive (hospital and medical) .....	14,193,730	87,211,736	587,182	11,970,071	14,780,912	14,955,561
2. Medicare Supplement .....					.0	.0
3. Dental Only .....		48,502		3,438	.0	.0
4. Vision Only .....		6,238			.0	.0
5. Federal Employees Health Benefits Plan .....	2,599		1,444		4,043	2,255
6. Title XVIII - Medicare .....	3,501,771	33,898,157	100,710	5,647,971	3,602,481	3,145,093
7. Title XIX - Medicaid .....					.0	.0
8. Other health .....					.0	.0
9. Health subtotal (Lines 1 to 8).....	17,698,100	121,164,633	689,336	17,621,480	18,387,436	18,102,909
10. Health care receivables (a) .....					.0	.0
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts .....				100,000	.0	100,000
13. Totals (Lines 9-10+11+12)	17,698,100	121,164,633	689,336	17,721,480	18,387,436	18,202,909

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

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

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

The Ohio Department of Insurance recognizes only statutory accounting practices prescribed or permitted by the state of Ohio for determining and reporting the financial condition and results of operations of an insurance Company, for determining its solvency under the Ohio 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 Ohio. 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 loss and capital and surplus between NAIC SAP and practices prescribed and permitted by the state of Ohio is shown below:

	State of Domicile		2011		2010
Net Loss					
1. Humana Health Plan of Ohio, Inc. Ohio basis	OH	\$	541,044	\$	(19,475,101)
2. State Prescribed Practices that increase/(decrease) NAIC SAP	OH		-		-
3. State Permitted Practices that increase/(decrease) NAIC SAP	OH		-		-
4. NAIC SAP	OH	\$	541,044	\$	(19,475,101)
Surplus					
5. Humana Health Plan of Ohio, Inc. Ohio basis	OH	\$	43,089,833	\$	41,591,886
6. State Prescribed Practices that increase/(decrease) NAIC SAP	OH		-		-
7. State Permitted Practices that increase/(decrease) NAIC SAP	OH		-		-
8. NAIC SAP	OH	\$	43,089,833	\$	41,591,886

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

NOTES TO FINANCIAL STATEMENTS

made, interest rate, maturity and operating performance of the underlying collateral.

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

5. Investments

A. Mortgage Loans, Including Mezzanine Real Estate Loans

Not Applicable.

NOTES TO FINANCIAL STATEMENTS

B. Debt Restructuring

Not Applicable.

C. Reverse Mortgages

Not Applicable.

D. Loan-Backed Securities

- (1) Not Applicable.
- (2) Not Applicable.
- (3) Not Applicable.
- (4) The Company does not have any investments in an other-than-temporary impairment position at year-end.

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 September 30, 2011:

	2011					
	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Government loan backed securities	\$ -	\$ -	\$ 291,327	\$ (1,793)	\$ 291,327	\$ (1,793)
Other loan backed securities	-	-	-	-	-	-
Total loan backed securities	\$ -	\$ -	\$ 291,327	\$ (1,793)	\$ 291,327	\$ (1,793)

The unrealized losses at September 30, 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.

- (5) Not Applicable.

E. Repurchase Agreements

- (1) The Company has no repurchase agreements.

Collateral from Securities Lending Transactions: 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.

- (2) The Company has not pledged any of its assets as collateral.
- (3) a. The aggregate amount of contractually obligated open collateral positions (aggregate amount of securities at current fair value or cash received for which the borrower may request the return on demand) at September 30, 2011 was \$11,536.

The aggregate amount of contractually obligated collateral positions (cash collateral received) by term length is:

Under 30-days	\$ 11,536
30-60 days	-
60-90 days	-
Greater than 90 days	-
Total securities received	\$ 11,536

- b. The aggregate fair value of all securities acquired from the sale, trade or use of the accepted collateral is not applicable.
- c. The Company receives cash collateral in its securities lending transactions. The cash received is maintained in a money market fund.
- (4) All securities lending transactions are reported using the one-line reporting method since cash collateral received is received through an unaffiliated agent.

- (5) a. The aggregate amount of the reinvested cash collateral by maturity date of the invested asset is as follows:

	Amortized Cost	Fair Value
Under 30-days	\$ 11,536	\$ 11,536
30-60 days	-	-
60-90 days	-	-
90-120 days	-	-
120-180 days	-	-
< 1 year	-	-
1-2 years	-	-
2-3 years	-	-
> 3 years	-	-
Total collateral reinvested	\$ 11,536	\$ 11,536

- b. To the extent the maturity dates of the liability (collateral to be returned) does not match the invested assets, the Company uses cash from operations or other invested assets to manage those mismatches.

## NOTES TO FINANCIAL STATEMENTS

F. Real Estate

Not Applicable.

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, 2010.

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, 2010 and 2009 were approximately \$20.0 million and \$27.6 million respectively. As a part of this agreement, Humana makes cash disbursements on behalf of the Company which includes, but is not limited to, medical related items, general and administrative expenses, commissions and payroll. Humana is reimbursed by the Company weekly, based upon historical pattern of amounts and timing. Each month, these estimates are adjusted to ultimately settle upon actual disbursements made on behalf of the Company. 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 by the Company. At December 31, 2010 the Company reported \$3.5 million due to 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-Back (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, 2010.

## NOTES TO 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 no par value common stock with 1,000 shares authorized and 200 shares issued and outstanding. All shares are common stock.
- 2) The Company has no preferred stock outstanding.
- 3-5) Dividends are non cumulative 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 ten percent of policyholders surplus funds derived from realized net operating profits.  
Within the limitations above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.  
No dividends were paid as of September 30, 2011.
- 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 \$(6,688).
- 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 Plan does not believe that any of these actions will have a material adverse effect on the Company's surplus, results of operations or cash flows. However, the likelihood or outcome of current or future legal proceedings cannot be accurately predicted, and they could adversely affect the Company's surplus, results of operations and cash flows.

The Company is not aware of any other material contingent liabilities as of September 30, 2011.

15. Leases

A. Lessee Operating Lease

No material change since year-end December 31, 2010.

B. Other Leases

Not Applicable.

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

The Company has no investment in Financial Instruments with Off Balance Sheet Risk or Concentration of Credit Risk.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

A. Transfers of Receivables Reported as Sales

Not Applicable.

B. Transfer and Servicing of Financial Assets

The Company participates in a securities lending program of select invested assets. As of September 30, 2011, no securities were loaned under this program.

C. Wash Sales

NOTES TO FINANCIAL STATEMENTS

Not Applicable.

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

A. ASO Plans

Not Applicable.

B. ASC Plans

Not Applicable.

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract

Not Applicable.

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

Not Applicable.

20. Fair Value Measurements

A. (1) The fair value of financial assets at September 30, 2011 were as follows:

	2011			
	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 municipals	173,460	-	173,460	-
Securities Lending Reinvested Collateral	11,536	-	11,536	
Total invested assets	\$ 184,996	\$ -	\$ 184,996	\$ -

(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, 2010 and September 30, 2011.

(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 nine months ended September 30, 2011.

B. No assets or liabilities were measured at fair value on a non-recurring basis.

C. Not Applicable.

D. Not Applicable.

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.



NOTES TO FINANCIAL STATEMENTS

E. Business Interruption Insurance Recoveries

Not Applicable.

F. State Transferable Tax Credits

Not Applicable.

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

H. Hybrid Securities

Not Applicable.

I. Subprime Mortgage Related Risk Exposure

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

(3) Underwriting exposure to sub-prime mortgage risk through Mortgage Guaranty coverage, Financial Guaranty coverage , Directors and Officers liability coverage, or Errors and Omissions liability coverage.

Not Applicable.

(4) Classification of mortgage related securities is primarily based on information from outside data services, including rating agency actions. When considering our exposure, the Company evaluated the percentage of full documentation loans, percent of owner occupied properties, FICO scores, average margin for ARM loans, percent of loans with prepayment penalties, the existence of non-traditional underwriting standards, among other factors.

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 statements. Subsequent events have been considered through 11/15/2011 for the statutory statement issued on 11/15/2011.

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

B. 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

## NOTES TO FINANCIAL STATEMENTS

- 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 September 30, 2011 that are subject to retrospective rating features was \$503,000, that represented 0.30 percent of the total net premiums written for the group health. No other net premiums written by the Company are subject to retrospective rating features.

## 25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2010 were \$18.3 million. As of September 30, 2011, \$17.9 million has been paid in incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$0.7 million as a result of reestimation of unpaid claims and claim adjustment expenses on the commercial HMO book of business. Therefore, there has been \$0.3 million unfavorable prior-year development since December 31, 2010. 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 rates policies.

## 26. Intercompany Pooling Arrangements

Not Applicable.

## 27. Structured Settlements

The Company has no structured settlements.

NOTES TO FINANCIAL STATEMENTS

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

Quarter	Estimate Pharmacy Rebates as Reported on Financial Statements		Pharmacy Rebates as Billed or Otherwise Confirmed		Actual Rebates Received Within 90 Days of Billing		Actual Rebates Received Within 91 to 180 Days of Billing		Actual Rebates Received More than 181 Days after Billing	
9/30/2011	\$	1,011,598	\$	1,011,598	\$	-	\$	-	\$	-
6/30/2011	\$	844,843	\$	844,843	\$	844,843	\$	-	\$	-
3/31/2011	\$	717,974	\$	717,974	\$	717,974	\$	-	\$	-
12/31/2010	\$	884,654	\$	884,654	\$	884,654	\$	-	\$	-
9/30/2010	\$	687,613	\$	687,513	\$	687,513	\$	-	\$	-
6/30/2010	\$	880,566	\$	880,566	\$	880,566	\$	-	\$	-
3/31/2010	\$	725,874	\$	725,874	\$	725,874	\$	-	\$	-
12/31/2009	\$	824,277	\$	824,277	\$	824,277	\$	-	\$	-
9/30/2009	\$	1,049,626	\$	1,049,626	\$	1,049,626	\$	-	\$	-
6/30/2009	\$	993,581	\$	993,581	\$	993,581	\$	-	\$	-
3/31/2009	\$	1,227,141	\$	1,227,141	\$	1,227,141	\$	-	\$	-

B. Risk Sharing Receivables

Not Applicable.

29. Participating Policies

Not Applicable.

30. Premium Deficiency Reserves

1.

Liability carried for premium deficiency reserves

\$7,630,000
2.

Date of the most recent evaluation of this liability

9/30/2011
3.

Was anticipated investment income utilized in the calculation?

Yes ( )    No ( X )

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 ☒
- 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 ☒
- 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 ☒
- 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 ☒
- 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	2	3
Name of Entity	NAIC Company Code	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 ☒ 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.

12/31/2010
- 6.2

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

12/31/2005
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

03/14/2007
- 6.4

By what department or departments?

Ohio 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 ☒ No ☐ NA ☐
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☐ 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 ☒
- 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 ☒
- 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 ☒
- 8.4

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

1	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	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? .....  
(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.

Yes [X] No [ ]

9.11

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

9.2

Has the code of ethics for senior managers been amended? .....

Yes [ ] No [X]

9.21

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

9.3

Have any provisions of the code of ethics been waived for any of the specified officers? .....

Yes [ ] No [X]

9.31

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

FINANCIAL

10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes [ ] No [X]

10.2

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

INVESTMENT

11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) .....

Yes [ ] No [X]

11.2

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

12.

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

13.

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

14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates? .....

Yes [ ] No [X]

14.2

If yes, please complete the following:

	1	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 .....	\$ .....0	\$ .....0
14.24 Short-Term Investments .....	\$ .....0	\$ .....0
14.25 Mortgage Loans on Real Estate .....	\$ .....0	\$ .....0
14.26 All Other .....	\$ .....0	\$ .....0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$ .....0	\$ .....0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....	\$ .....	\$ .....

15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB? .....

Yes [ ] No [X]

15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? .....

Yes [ ] No [ ]

If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, F - Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*? .....

Yes [X] 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 [X]

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 St., New York, NY 10022.....

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

Yes [X] No [ ]

17.2 If no, list exceptions:

.....

GENERAL INTERROGATORIES  
PART 2 - HEALTH

1 Operating Percentages	
1.1 A&H loss percent.....	84.0 %
1.2 A&H cost containment percent .....	3.4 %
1.3 A&H expense percent excluding cost containment expenses.....	16.9 %
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.....	\$
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.....	\$

**STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Humana Health Plan of Ohio, Inc.**

## 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)
			NONE			



SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories									
States, Etc.	1	Direct Business Only							
		2	3	4	5	6	7	8	9
	Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama .....	AL	N						0	
2. Alaska .....	AK	N						0	
3. Arizona .....	AZ	N						0	
4. Arkansas .....	AR	N						0	
5. California .....	CA	N						0	
6. Colorado .....	CO	N						0	
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	N						0	
14. Illinois .....	IL	N						0	
15. Indiana .....	IN	L						0	
16. Iowa .....	IA	N						0	
17. Kansas .....	KS	N						0	
18. Kentucky .....	KY	L	12,675	17,991,370				18,004,045	
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	N						0	
27. Montana .....	MT	N						0	
28. Nebraska .....	NE	N						0	
29. Nevada .....	NV	N						0	
30. New Hampshire .....	NH	N						0	
31. New Jersey .....	NJ	N						0	
32. New Mexico .....	NM	N						0	
33. New York .....	NY	N						0	
34. North Carolina .....	NC	N						0	
35. North Dakota .....	ND	N						0	
36. Ohio .....	OH	L	125,474,253	24,596,207				150,070,460	
37. Oklahoma .....	OK	N						0	
38. Oregon .....	OR	N						0	
39. Pennsylvania .....	PA	N						0	
40. Rhode Island .....	RI	N						0	
41. South Carolina .....	SC	N						0	
42. South Dakota .....	SD	N						0	
43. Tennessee .....	TN	N						0	
44. Texas .....	TX	N						0	
45. Utah .....	UT	N						0	
46. Vermont .....	VT	N						0	
47. Virginia .....	VA	N						0	
48. Washington .....	WA	N						0	
49. West Virginia .....	WV	N						0	
50. Wisconsin .....	WI	N						0	
51. Wyoming .....	WY	N						0	
52. American Samoa .....	AS	N						0	
53. Guam .....	GU	N						0	
54. Puerto Rico .....	PR	N						0	
55. U.S. Virgin Islands .....	VI	N						0	
56. Northern Mariana Islands .....	MP	N						0	
57. Canada .....	CN	N						0	
58. Aggregate other alien .....	OT	XXX	0	0	0	0	0	0	0
59. Subtotal .....	XXX	125,486,928	42,587,577	0	0	0	0	168,074,505	0
60. Reporting entity contributions for Employee Benefit Plans .....	XXX							0	
61. Total (Direct Business) .....	(a) 3	125,486,928	42,587,577	0	0	0	0	168,074,505	0
DETAILS OF WRITE-INS									
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

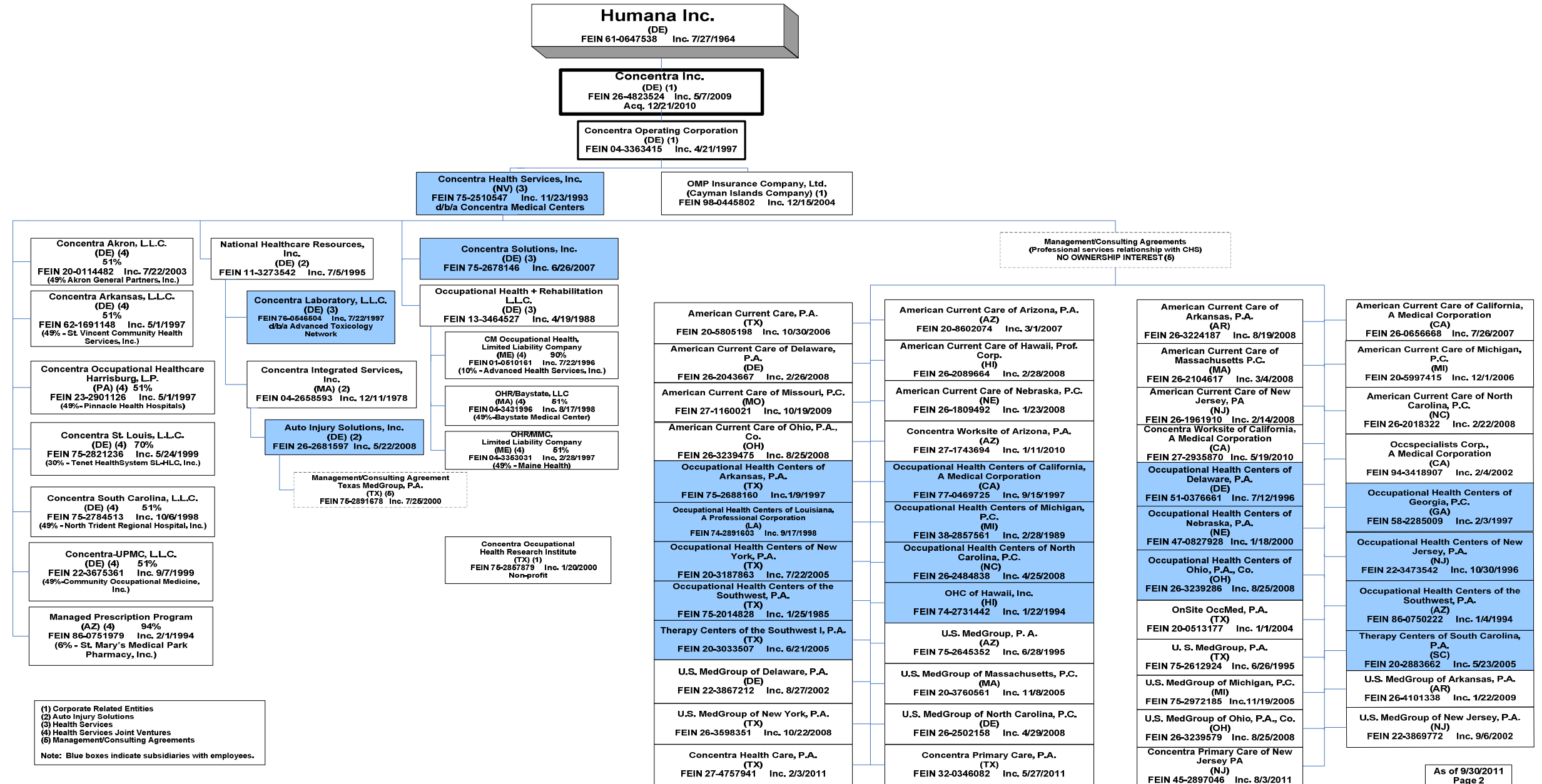
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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



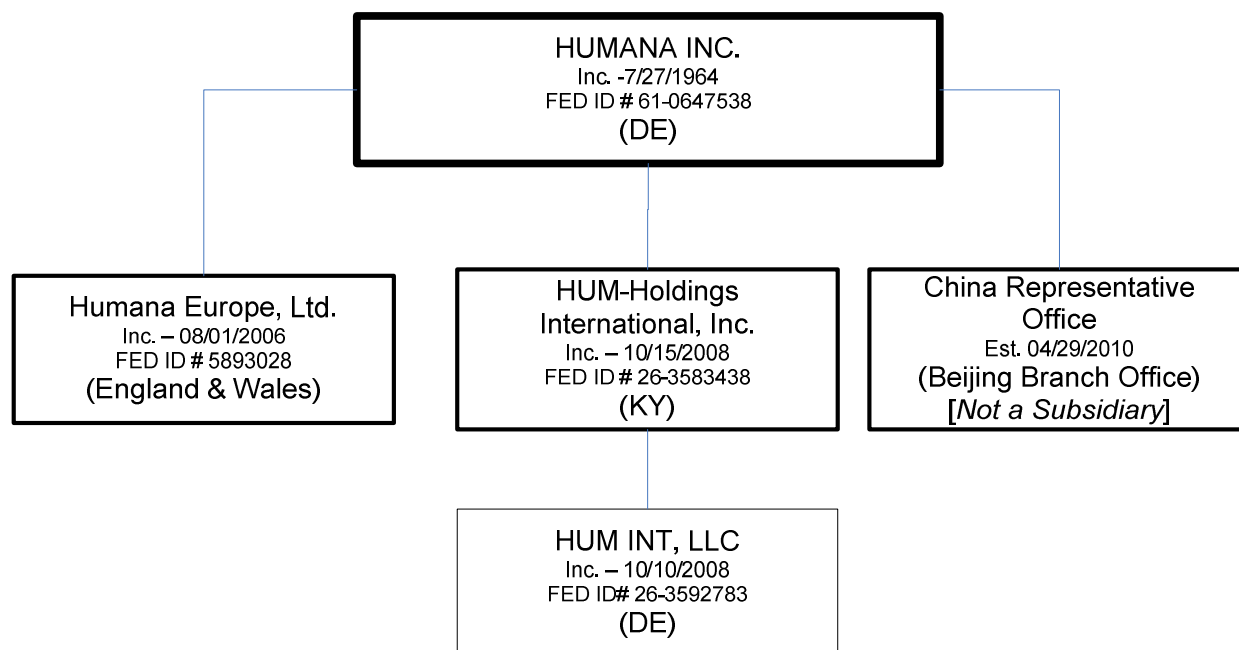
# SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

## PART 1 - ORGANIZATIONAL CHART



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

**HUMANA INTERNATIONAL SUBSIDIARIES**



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 3 4 8 2 0 1 1 3 6 5 0 0 0 0 3

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. Wellness Awards Deposits.....	16,157	16,157	0	0
2505. ....			0	0
2506. ....			0	0
2507. ....			0	0
2597. Summary of remaining write-ins for Line 25 from Page 02	16,157	16,157	0	0

SCHEDULE A – VERIFICATION

Real Estate

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

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	560,670	560,670
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		0
2.2 Additional investment made after acquisition .....		0
3. Capitalized deferred interest and other .....		0
4. Accrual of discount .....		0
5. Unrealized valuation increase (decrease) .....		0
6. Total gain (loss) on disposals .....		0
7. Deduct amounts received on disposals .....		0
8. Deduct amortization of premium and depreciation .....		0
9. Total foreign exchange change in book/adjusted carrying value .....		0
10. Deduct current year's other than temporary impairment recognized .....		0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	560,670	560,670
12. Deduct total nonadmitted amounts .....	0	0
13. Statement value at end of current period (Line 11 minus Line 12) .....	560,670	560,670

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	23,143,341	17,064,794
2. Cost of bonds and stocks acquired .....	43,498,764	8,887,953
3. Accrual of discount .....	3,844	4,921
4. Unrealized valuation increase (decrease) .....	6,688	13,615
5. Total gain (loss) on disposals .....	4,444	(3,391)
6. Deduct consideration for bonds and stocks disposed of .....	5,962,251	2,759,500
7. Deduct amortization of premium .....	238,824	65,051
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) .....	60,456,006	23,143,341
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11) .....	60,456,006	23,143,341

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Humana Health Plan of Ohio, 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).....	64,064,678	68,162,137	68,356,037	(85,149)	62,281,183	64,064,678	63,785,631	67,906,858
2. Class 2 (a).....	10,733,968	1,578,449	7,424	(7,109)	10,219,267	10,733,968	12,297,884	8,700,535
3. Class 3 (a).....	0				0	0	0	0
4. Class 4 (a).....	164,383			9,077	160,823	164,383	173,460	167,668
5. Class 5 (a).....	0				0	0	0	0
6. Class 6 (a).....	0				0	0	0	0
7. Total Bonds	74,963,030	69,740,586	68,363,460	(83,180)	72,661,274	74,963,030	76,256,975	76,775,061
<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	74,963,030	69,740,586	68,363,460	(83,180)	72,661,274	74,963,030	76,256,975	76,775,061

(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 \$ .....15,800,969 ; NAIC 2 \$ .....0 ;  
NAIC 3 \$ .....0 ; NAIC 4 \$ .....0 ; NAIC 5 \$ .....0 ; NAIC 6 \$ .....0



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	2,801,254	XXX	2,801,254	1,358	0

SCHEDULE DA - VERIFICATION
Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	7,632,390	2,738,494
2. Cost of short-term investments acquired .....	237,723,360	318,598,710
3. Accrual of discount .....		0
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals .....		0
6. Deduct consideration received on disposals .....	242,554,496	313,704,814
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).....	2,801,254	7,632,390
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	2,801,254	7,632,390

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.....	45,999,330	5,999,933
2. Cost of cash equivalents acquired .....	604,994,292	206,989,359
3. Accrual of discount .....	3,758	10,038
4. Unrealized valuation increase (decrease) .....		0
5. Total gain (loss) on disposals.....	(82)	0
6. Deduct consideration received on disposals .....	637,997,591	167,000,000
7. Deduct amortization of premium .....	(9)	0
8. Total foreign exchange change in book/adjusted carrying value .....		0
9. Deduct current year's other than temporary impairment recognized .....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	12,999,716	45,999,330
11. Deduct total nonadmitted amounts .....		0
12. Statement value at end of current period (Line 10 minus Line 11)	12,999,716	45,999,330

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

## E04

[illegible]

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

## E05

## E05

E05

E05

E05

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part D

NONE

**SCHEDULE DL - PART 1**  
**SECURITIES LENDING COLLATERAL ASSETS**

General Interrogatory:						
1. Total activity for the year to date .....	Fair Value \$ .....	(542,634)	Book/Adjusted Carrying Value \$ .....	(542,634)		
2. Average balance for the year to date .....	Fair Value \$ .....	1,715,270	Book/Adjusted Carrying Value \$ .....	1,715,270		
3. Reinvested securities lending collateral assets book/adjusted carrying value included in this schedule by NAIC designation:						
NAIC 1 \$ 11,536 .....	NAIC 2 \$ .....	NAIC 3 \$ .....	NAIC 4 \$ .....	NAIC 5 \$ .....	NAIC 6 \$ .....	





**STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Humana Health Plan of Ohio, Inc.**

## SCHEDULE E - PART 1 - CASH

[illegible]

## SCHEDULE E - PART 2 - CASH EQUIVALENTS

E12