HEALTH QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2014
OF THE CONDITION AND AFFAIRS OF THE

Arcadian Health Plan, Inc.

NAIC Group Code 0119 (Current) 0119 (Prior) NAIC Company Code 12151 Employer's ID Number 20-1001348

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

Country of Domicile United States of America

Licensed as business type: Health Maintenance Organization

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

Incorporated/Organized 04/06/2004 Commenced Business 01/01/2005

Statutory Home Office 300 Deschutes Way SW, Suite 304 (Street and Number), Tumwater, WA, US 98501 (City or Town, State, Country and Zip Code)

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

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

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

Internet Website Address www.humana.com

Statutory Statement Contact Brittany Ullrich (Name), 502-580-8223 (Area Code) (Telephone Number)
DOIINQUIRIES@humana.com (E-mail Address), 502-580-2099 (FAX Number)

OFFICERS

President & CEO	Bruce Dale Broussard	Sr. VP & CFO	Brian Andrew Kane #
VP & Corporate Secretary	Joan Olliges Lenahan	VP & Appointed Actuary	Jonathan Albert Canine

OTHER

Elizabeth Diane Bierbower Pres., Employer Group Segment	John Gregory Catron VP & Chief Compliance Officer	Mark Sobhi El-Tawil VP & Div. Leader - Western Div.
Roy Goldman VP & Chief Actuary	Charles Frederic Lambert III Vice President	Brian Phillip LeClaire Sr.VP & Chief Info Officer
Steven Edward McCulley # Sr. VP & Chief Accounting Officer	Richard Donald Remmers VP, Employer Group Segment	Donald Hank Robinson # Vice President - Tax
Debra Anne Smith VP-Sr.Prod.Strategy&Prod.Dev.	Joseph Christopher Ventura Assistant Corporate Secretary	Timothy Alan Wheatley President - Retail Segment
Ralph Martin Wilson Vice President	Vacancy # Treasurer	

DIRECTORS OR TRUSTEES

Roy Ainsworth Beveridge M.D. #	Bruce Dale Broussard	James Elmer Murray

State of Kentucky
County of Jefferson SS:

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

Bruce Dale Broussard President & CEO	Joan Olliges Lenahan VP & Corporate Secretary	Alan James Bailey Assistant Treasurer #

Subscribed and sworn to before me this 7th day of November 2014

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

Michele H. Sizemore
Notary Public
January 3, 2015

Michele H. Sizemore
Notary Public
State at Large
Kentucky
My Commission Expires: 1-3-2015

ASSETS

		Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1.	Bonds	46,542,171	0	46,542,171	79,997,047
2.	Stocks:				
	2.1 Preferred stocks	0	0	0	0
	2.2 Common stocks	8,679,952	0	8,679,952	9,132,881
3.	Mortgage loans on real estate:				
	3.1 First liens	0	0	0	0
	3.2 Other than first liens	0	0	0	0
4.	Real estate:				
	4.1 Properties occupied by the company (less $ 0 encumbrances)	0	0	0	0
	4.2 Properties held for the production of income (less $ 0 encumbrances)	0	0	0	0
	4.3 Properties held for sale (less $ 0 encumbrances)	0	0	0	0
5.	Cash ($ (2,061,757)), cash equivalents ($ 0) and short-term investments ($ 3,869,228)	1,807,471	0	1,807,471	(1,112,549)
6.	Contract loans (including $ 0 premium notes)	0	0	0	0
7.	Derivatives	0	0	0	0
8.	Other invested assets	0	0	0	0
9.	Receivables for securities	1,140,000	0	1,140,000	0
10.	Securities lending reinvested collateral assets	0	0	0	0
11.	Aggregate write-ins for invested assets	0	0	0	0
12.	Subtotals, cash and invested assets (Lines 1 to 11)	58,169,594	0	58,169,594	88,017,379
13.	Title plants less $ 0 charged off (for Title insurers only)	0	0	0	0
14.	Investment income due and accrued	381,754	0	381,754	461,927
15.	Premiums and considerations:				
	15.1 Uncollected premiums and agents' balances in the course of collection	438,273	73,289	364,984	120,081
	15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $ 0 earned but unbilled premiums)	0	0	0	0
	15.3 Accrued retrospective premiums	2,524,436	0	2,524,436	2,702,098
16.	Reinsurance:				
	16.1 Amounts recoverable from reinsurers	0	0	0	0
	16.2 Funds held by or deposited with reinsured companies	0	0	0	0
	16.3 Other amounts receivable under reinsurance contracts	0	0	0	0
17.	Amounts receivable relating to uninsured plans	3,993,964	0	3,993,964	4,150,297
18.1	Current federal and foreign income tax recoverable and interest thereon	0	0	0	4,548,833
18.2	Net deferred tax asset	1,495,092	0	1,495,092	1,495,092
19.	Guaranty funds receivable or on deposit	0	0	0	0
20.	Electronic data processing equipment and software	91,763	24,273	67,490	263,204
21.	Furniture and equipment, including health care delivery assets ($ 0)	2,855	2,855	0	0
22.	Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0	0
23.	Receivables from parent, subsidiaries and affiliates	0	0	0	0
24.	Health care ($ 848,234) and other amounts receivable	876,727	11,959	864,768	1,823,034
25.	Aggregate write-ins for other than invested assets	59,541	59,541	0	0
26.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	68,033,999	171,917	67,862,082	103,581,945
27.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28.	Total (Lines 26 and 27)	68,033,999	171,917	67,862,082	103,581,945
	DETAILS OF WRITE-INS				
1101.					
1102.					
1103.					
1198.	Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199.	Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501.	Deposits	53,017	53,017	0	0
2502.	Prepaid Expenses	6,524	6,524	0	0
2503.					
2598.	Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599.	Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	59,541	59,541	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)	8,474,519	659,686	9,134,205	27,944,170
2.	Accrued medical incentive pool and bonus amounts	0	0	0	0
3.	Unpaid claims adjustment expenses	97,675	0	97,675	236,831
4.	Aggregate health policy reserves, including the liability of $ 0 for medical loss ratio rebate per the Public Health Service Act	768,881	0	768,881	663,168
5.	Aggregate life policy reserves	0	0	0	0
6.	Property/casualty unearned premium reserve	0	0	0	0
7.	Aggregate health claim reserves	0	0	0	0
8.	Premiums received in advance	47,408	0	47,408	69,122
9.	General expenses due or accrued	1,210,209	0	1,210,209	2,617,078
10.1	Current federal and foreign income tax payable and interest thereon (including $ (78,053) on realized gains (losses))	102,034	0	102,034	0
10.2	Net deferred tax liability	0	0	0	0
11.	Ceded reinsurance premiums payable	0	0	0	0
12.	Amounts withheld or retained for the account of others	1,216	0	1,216	3,054
13.	Remittances and items not allocated	162,396	0	162,396	129,101
14.	Borrowed money (including $ 0 current) and interest thereon $ 0 (including $ 0 current)	0	0	0	0
15.	Amounts due to parent, subsidiaries and affiliates	109,058	0	109,058	319,277
16.	Derivatives	0	0	0	0
17.	Payable for securities	121,014	0	121,014	0
18.	Payable for securities lending	0	0	0	0
19.	Funds held under reinsurance treaties (with $ 0 authorized reinsurers, $ 0 unauthorized reinsurers and $ 0 certified reinsurers)	0	0	0	0
20.	Reinsurance in unauthorized and certified ($ 0) companies	0	0	0	0
21.	Net adjustments in assets and liabilities due to foreign exchange rates	0	0	0	0
22.	Liability for amounts held under uninsured plans	427,088	0	427,088	1,129,982
23.	Aggregate write-ins for other liabilities (including $ 15,339 current)	15,339	0	15,339	135,344
24.	Total liabilities (Lines 1 to 23)	11,536,837	659,686	12,196,523	33,247,127
25.	Aggregate write-ins for special surplus funds	XXX	XXX	1,101,235	0
26.	Common capital stock	XXX	XXX	600,000	600,000
27.	Preferred capital stock	XXX	XXX	0	0
28.	Gross paid in and contributed surplus	XXX	XXX	68,700,271	68,696,777
29.	Surplus notes	XXX	XXX	0	0
30.	Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31.	Unassigned funds (surplus)	XXX	XXX	(14,735,947)	1,038,041
32.	Less treasury stock, at cost:				
	32.1 0 shares common (value included in Line 26 $ 0)	XXX	XXX	0	0
	32.2 0 shares preferred (value included in Line 27 $ 0)	XXX	XXX	0	0
33.	Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	55,665,559	70,334,818
34.	Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	67,862,082	103,581,945
	DETAILS OF WRITE-INS				
2301.	Medicare Risk Adjustment Premium Payable	15,339	0	15,339	135,344
2302.					
2303.					
2398.	Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399.	Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	15,339	0	15,339	135,344
2501.	Special Surplus - Projected 2015 ACA Fee Assessment	XXX	XXX	1,101,235	0
2502.		XXX	XXX		
2503.		XXX	XXX		
2598.	Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599.	Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	XXX	XXX	1,101,235	0
3001.		XXX	XXX	0	0
3002.		XXX	XXX		
3003.		XXX	XXX		
3098.	Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099.	Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

		Current Year To Date		Prior Year To Date	Prior Year Ended December 31
		1 Uncovered	2 Total	3 Total	4 Total
1.	Member Months	XXX	63,457	229,446	307,755
2.	Net premium income (including $ 0 non-health premium income)	XXX	52,833,260	169,772,538	227,531,489
3.	Change in unearned premium reserves and reserve for rate credits	XXX	0	0	0
4.	Fee-for-service (net of $ 0 medical expenses)	XXX	0	0	0
5.	Risk revenue	XXX	0	0	0
6.	Aggregate write-ins for other health care related revenues	XXX	0	0	0
7.	Aggregate write-ins for other non-health revenues	XXX	0	0	0
8.	Total revenues (Lines 2 to 7)	XXX	52,833,260	169,772,538	227,531,489
	Hospital and Medical:				
9.	Hospital/medical benefits	2,817,671	32,604,761	133,614,283	182,297,463
10.	Other professional services	0	1,146,666	16,178	(260,271)
11.	Outside referrals	0	0	0	0
12.	Emergency room and out-of-area	26,533	1,407,269	3,005,209	7,945,804
13.	Prescription drugs	0	4,222,966	13,715,472	17,620,625
14.	Aggregate write-ins for other hospital and medical	0	0	0	0
15.	Incentive pool, withhold adjustments and bonus amounts	0	0	0	0
16.	Subtotal (Lines 9 to 15)	2,844,204	39,381,662	150,351,142	207,603,621
	Less:				
17.	Net reinsurance recoveries	0	0	0	0
18.	Total hospital and medical (Lines 16 minus 17)	2,844,204	39,381,662	150,351,142	207,603,621
19.	Non-health claims (net)	0	0	0	0
20.	Claims adjustment expenses, including $ 2,061,389 cost containment expenses	0	2,217,141	7,734,952	11,207,665
21.	General administrative expenses	0	6,518,177	15,578,196	23,157,595
22.	Increase in reserves for life and accident and health contracts (including $ 0 increase in reserves for life only)	0	0	0	0
23.	Total underwriting deductions (Lines 18 through 22)	2,844,204	48,116,980	173,664,290	241,968,881
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	4,716,280	(3,891,752)	(14,437,392)
25.	Net investment income earned	0	2,187,370	1,361,255	1,932,991
26.	Net realized capital gains (losses) less capital gains tax of $ (92,931)	0	(172,586)	(176,186)	(164,732)
27.	Net investment gains (losses) (Lines 25 plus 26)	0	2,014,784	1,185,069	1,768,259
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered $ 0) (amount charged off $ 0)]	0	0	0	0
29.	Aggregate write-ins for other income or expenses	0	17	117,013	117,345
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	6,731,081	(2,589,670)	(12,551,788)
31.	Federal and foreign income taxes incurred	XXX	1,469,951	(3,098,160)	(7,653,161)
32.	Net income (loss) (Lines 30 minus 31)	XXX	5,261,130	508,490	(4,898,627)
	DETAILS OF WRITE-INS				
0601.		XXX			
0602.		XXX			
0603.		XXX			
0698.	Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699.	Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	0	0	0
0701.		XXX			
0702.		XXX			
0703.		XXX			
0798.	Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799.	Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401.					
1402.					
1403					
1498.	Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499.	Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	0	0	0
2901.	Miscellaneous Income	0	17	117,013	117,345
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	17	117,013	117,345

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
	CAPITAL AND SURPLUS ACCOUNT			
33.	Capital and surplus prior reporting year	70,334,818	72,074,638	72,074,638
34.	Net income or (loss) from Line 32	5,261,130	508,490	(4,898,627)
35.	Change in valuation basis of aggregate policy and claim reserves	0	0	0
36.	Change in net unrealized capital gains (losses) less capital gains tax of $ 0	(452,880)	427,055	554,180
37.	Change in net unrealized foreign exchange capital gain or (loss)	0	0	0
38.	Change in net deferred income tax	0	0	(4,093,585)
39.	Change in nonadmitted assets	518,997	3,742,328	6,698,212
40	Change in unauthorized and certified reinsurance	0	0	0
41.	Change in treasury stock	0	0	0
42.	Change in surplus notes	0	0	0
43.	Cumulative effect of changes in accounting principles	0	0	0
44.	Capital Changes:			
	44.1 Paid in	0	0	0
	44.2 Transferred from surplus (Stock Dividend)	0	0	0
	44.3 Transferred to surplus	0	0	0
45.	Surplus adjustments:			
	45.1 Paid in	3,494	0	0
	45.2 Transferred to capital (Stock Dividend)	0	0	0
	45.3 Transferred from capital	0	0	0
46.	Dividends to stockholders	(20,000,000)	0	0
47.	Aggregate write-ins for gains or (losses) in surplus	0	0	0
48.	Net change in capital & surplus (Lines 34 to 47)	(14,669,259)	4,677,873	(1,739,820)
49.	Capital and surplus end of reporting period (Line 33 plus 48)	55,665,559	76,752,511	70,334,818
	DETAILS OF WRITE-INS			
4701.				
4702.				
4703.				
4798.	Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799.	Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	0

CASH FLOW

		1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
	Cash from Operations			
1.	Premiums collected net of reinsurance	52,722,540	178,583,149	234,211,469
2.	Net investment income	2,601,014	1,947,979	2,714,611
3.	Miscellaneous income	0	0	0
4.	Total (Lines 1 to 3)	55,323,554	180,531,128	236,926,080
5.	Benefit and loss related payments	57,549,145	168,552,533	219,902,085
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
7.	Commissions, expenses paid and aggregate write-ins for deductions	10,590,717	38,016,719	46,850,948
8.	Dividends paid to policyholders	0	0	0
9.	Federal and foreign income taxes paid (recovered) net of $ (8,711) tax on capital gains (losses)	(3,273,848)	4,061,425	1,680,587
10.	Total (Lines 5 through 9)	64,866,014	210,630,677	268,433,620
11.	Net cash from operations (Line 4 minus Line 10)	(9,542,460)	(30,099,549)	(31,507,540)
	Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	37,169,474	19,460,446	24,380,952
	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	0	0	0
	12.7 Miscellaneous proceeds	121,014	0	0
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	37,290,488	19,460,446	24,380,952
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	4,313,537	25,920,914	28,128,427
	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	1,140,000	312,546	0
	13.7 Total investments acquired (Lines 13.1 to 13.6)	5,453,537	26,233,460	28,128,427
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)	31,836,951	(6,773,014)	(3,747,475)
	Cash from Financing and Miscellaneous Sources			
16.	Cash provided (applied):			
	16.1 Surplus notes, capital notes	0	0	0
	16.2 Capital and paid in surplus, less treasury stock	3,494	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	20,000,000	0	0
	16.6 Other cash provided (applied)	622,035	7,853,919	197,467
17.	Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(19,374,471)	7,853,919	197,467
	RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	2,920,020	(29,018,644)	(35,057,548)
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	(1,112,549)	33,944,999	33,944,999
	19.2 End of period (Line 18 plus Line 19.1)	1,807,471	4,926,355	(1,112,549)

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	26,260	0	0	0	0	0	0	26,260	0	0
2. First Quarter	7,031	0	0	0	0	123	0	6,908	0	0
3. Second Quarter	7,083	0	0	0	0	159	0	6,924	0	0
4. Third Quarter	7,040	0	0	0	0	202	0	6,838	0	0
5. Current Year	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months	63,457	0	0	0	0	1,328	0	62,129	0	0
Total Member Ambulatory Encounters for Period:										
7 Physician	132,943	0	0	0	0	0	0	132,943	0	0
8. Non-Physician	95,681	0	0	0	0	0	0	95,681	0	0
9. Total	228,624	0	0	0	0	0	0	228,624	0	0
10. Hospital Patient Days Incurred	25,510	0	0	0	0	0	0	25,510	0	0
11. Number of Inpatient Admissions	2,200	0	0	0	0	0	0	2,200	0	0
12. Health Premiums Written (a)	52,833,260	0	0	0	0	37,040	0	52,796,755	0	(535)
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned	52,833,260	0	0	0	0	37,040	0	52,796,755	0	(535)
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services	57,566,140	0	0	0	0	25,275	0	57,540,865	0	0
18. Amount Incurred for Provision of Health Care Services	39,381,662	0	0	0	0	27,531	0	39,354,131	0	0

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $ 52,796,755

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE Arcadian 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)						
0299999 Aggregate accounts not individually listed-uncovered	119,208	10,902	1,115	357	355	131,937
0399999 Aggregate accounts not individually listed-covered	754,031	68,959	7,053	2,258	2,247	834,548
0499999 Subtotals	873,239	79,861	8,168	2,615	2,602	966,485
0599999 Unreported claims and other claim reserves						8,167,720
0699999 Total amounts withheld						0
0799999 Total claims unpaid						9,134,205
0899999 Accrued medical incentive pool and bonus amounts						0

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)	0	0	0	0	0	0
2. Medicare Supplement	0	0	0	0	0	0
3. Dental Only	0	25,275	0	2,256	0	0
4. Vision Only	0	0	0	0	0	0
5. Federal Employees Health Benefits Plan	0	0	0	0	0	0
6. Title XVIII - Medicare	20,004,527	37,536,338	431,095	8,700,854	20,435,622	27,944,170
7 Title XIX - Medicaid	0	0	0	0	0	0
8. Other health	0	0	0	0	0	0
9. Health subtotal (Lines 1 to 8)	20,004,527	37,561,613	431,095	8,703,110	20,435,622	27,944,170
10. Healthcare receivables (a)	0	860,193	0	0	0	1,485,680
11. Other non-health	0	0	0	0	0	0
12. Medical incentive pools and bonus amounts	0	0	0	0	0	0
13. Totals (Lines 9-10+11+12)	20,004,527	36,701,420	431,095	8,703,110	20,435,622	26,458,490

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

NOTES TO THE FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

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

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

	State of Domicile	2014	2013
Net Income (Loss)			
1. Arcadian Health Plan, Inc. Washington basis	WA	$ 5,261,130	$ (4,898,627)
2. State Prescribed Practices that increase/(decrease) NAIC SAP	WA	-	-
3. State Permitted Practices that increase/(decrease) NAIC SAP	WA	-	-
4. NAIC SAP	WA	$ 5,261,130	$ (4,898,627)
Surplus			
5. Arcadian Health Plan, Inc. Washington basis	WA	$ 55,665,559	$ 70,334,818
6. State Prescribed Practices that increase/(decrease) NAIC SAP	WA	-	-
7. State Permitted Practices that increase/(decrease) NAIC SAP	WA	-	-
8. NAIC SAP	WA	$ 55,665,559	$ 70,334,818

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

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

C. Accounting Policy

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

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

In addition, the Company uses the following accounting policies:

(1) Short-term investments include investments mainly in U.S. Government obligations with a maturity of twelve months or less from the date of purchase. Short-term investments are recorded at amortized cost. The carrying value of short-term investments approximates fair value due to the short-term maturities of the investments.

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

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

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

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.

NOTES TO THE FINANCIAL STATEMENTS

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

(6) For loan backed and structured securities where the securities fair value is less than the amortized cost, the Company considers several factors to determine if the security's impairment is other-than-temporary. If the Company has the intent to sell the security or if the Company does not have the intent and ability to retain the security until recovery of its fair value, the related investment is written down to its estimated fair value through earnings. If, however, the Company has the intent and ability to retain the security until recovery of its fair value, the Company considers factors affecting the investee, factors affecting the industry the investee operates within, and general debt and equity market trends. The Company also considers the length of time an investment's fair value has been below carrying value and the near term prospects for recovery to carrying value. If the determination is made, based on these factors, that the Company does expect to recover the entire amortized cost of the security, then an other-than-temporary impairment has not occurred. If, however, the determination is made that the Company does not expect to recover the entire amortized cost of the security based on the factors noted above, the Company recognizes a realized loss in earnings for the non-interest related decline. No loss is recognized for the interest impairment.

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

(8) The Company accounts for its investments in joint ventures, partnerships, and LLC's using the audited statutory equity method of accounting.

(9) Not Applicable.

(10)-(11) The estimates of future medical benefit payments are developed using actuarial methods and assumptions based upon claim payment patterns, medical cost inflation, historical development such as claim inventory levels and claim receipt patterns, and other relevant factors. Corresponding administrative costs to process outstanding claims are estimated and accrued. Estimates of future payments relating to services incurred in the current and prior periods are continually reviewed by management and adjusted as necessary.

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

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

(12) Real estate held for the 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.

NOTES TO THE FINANCIAL STATEMENTS

4. Discontinued Operations

Not Applicable.

5. Investments

A. Mortgage Loans, Including Mezzanine Real Estate Loans

Not Applicable.

B. Debt Restructuring

Not Applicable.

C. Reverse Mortgages

Not Applicable.

D. Loan-Backed Securities

(1) Not Applicable.

(2) Not Applicable.

(3) Not Applicable.

(4) The Company does not have any investments in an other-than-temporary impairment position at September 30, 2014.

Gross unrealized losses and related fair value of temporarily impaired securities that have been in a continuous unrealized loss position were as follows at September 30, 2014:

(a) The aggregate amount of unrealized losses:

1. Less than 12 Months	$	(34,639)
2. 12 Months or Longer	$	(401,080)

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

1. Less than 12 Months	$	903,874
2. 12 Months or Longer	$	7,776,716

The unrealized losses at September 30, 2014 were primarily due to increases in market interest rates and tighter liquidity conditions in the current markets than when the securities were purchased. All issuers of securities trading at an unrealized loss remain current on all contractual payments and the Company believes it is probable that all amounts due according to the contractual terms of the debt securities are collectible. After taking into account these and other factors, including the severity of the decline and the Company's ability and intent to hold these securities until recovery or maturity, the Company determined the unrealized losses on these investment securities were temporary and, as such, no impairment was required.

(5) Not Applicable.

E. Repurchase Agreements and/or Securities Lending Transactions

(1) The Company has no repurchase agreements or securities lending transactions.

(2) The Company has not pledged any of its assets as collateral.

(3-7) Not Applicable.

F. Real Estate

Not Applicable.

G. Low-Income Housing Tax Credits (LIHTC)

Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

H. Restricted Assets

(1) Restricted Assets (Including Pledged)

Restricted Asset Category	Total Gross Restricted from Current Year	Total Gross Restricted from Prior Year	Increase/ (Decrease)	Total Current Year Admitted Restricted	Percentage Gross Restricted to Total Assets	Percentage Admitted Restricted to Total Admitted Assets
a. Subject to contractual obligation for which liability is not shown	$ -	$ -	$ -	$ -	- %	- %
b. Collateral held under security lending agreements	-	-	-	-	-	-
c. Subject to repurchase agreements	-	-	-	-	-	-
d. Subject to reverse repurchase agreements	-	-	-	-	-	-
e. Subject to dollar repurchase agreements	-	-	-	-	-	-
f. Subject to dollar reverse repurchase agreements	-	-	-	-	-	-
g. Placed under option contracts	-	-	-	-	-	-
h. Letter stock or securities restricted to sale	-	-	-	-	-	-
i. FHLB capital stock	-	-	-	-	-	-
j. On deposit with states	11,158,932	11,103,399	55,533	11,158,932	16.40%	16.44%
k. On deposit with other regulatory bodies	-	-	-	-	-	-
l. Pledged collateral to FHLB (including assets backing funding agreements)	-	-	-	-	-	-
m. Pledged as collateral not captured in other categories	-	-	-	-	-	-
n. Other restricted assets	-	-	-	-	-	-
o. Total Restricted Assets	$ 11,158,932	$11,103,399	$ 55,533	$11,158,932	16.40%	16.44%

(2) Detail of Assets Pledged as Collateral Not Captured in Other Categories (Contracts that Share Similar Characteristics, Such as Reinsurance and Derivatives, Are Reported in the Aggregate)

Not Applicable.

(3) Detail of Other Restricted Assets Categories (Contracts that Share Similar Characteristics, Such as Reinsurance and Derivatives, Are Reported in the Aggregate)

Not Applicable.

I. Working Capital Finance Investments

Not Applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

A. The Company has no investments in Joint Ventures, Partnerships or Limited Liability Companies that exceed 10.0 percent of its admitted assets.

B. The Company did not recognize any impairment write down for its investments in Joint Ventures, Partnerships and Limited Liability Companies during the statement periods.

7. Investment Income

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

All investment income due and accrued with amounts that are over 90 days past due with the exception of mortgage 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, 2013.

NOTES TO THE FINANCIAL STATEMENTS

10. Information Concerning Parent, Subsidiaries and Affiliates

A.-F. The Company has a management contract with Humana and other related parties whereby the Company is provided with medical and executive management, information systems, claims processing, billing and enrollment, and telemarketing and other services as required by the Company. Management fees charged to/ recovered from operations for the years ended December 31, 2013 and 2012 were approximately $8.2 million and $(2.5) million respectively. As a part of this agreement, Humana makes cash disbursements on behalf of the Company which includes, but is not limited to, medical related items, general and administrative expenses, commissions and payroll. Humana is reimbursed by the Company weekly, based upon historical pattern of amounts and timing. Each month, these estimates are adjusted to ultimately settle upon actual disbursements made on behalf of the Company. The Company continues to be primarily liable for any outstanding payments made on behalf of the Company, should Humana not be able to fulfill its obligations. Dividends of $20.0 million were paid to Humana Inc. on May 29, 2014. The Department of Insurance was notified prior to the payment of this dividend. At September 30, 2014, the Company reported approximately $0.1 million due to Humana Inc. Amounts due to or from parent are generally settled within 30 days.

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

H. Not Applicable.

I. The Company owns a 60% interest in Humana Regional Health Plan, Inc. (HRHP), whose carrying value is equal to or exceeds 10% of the admitted assets of The Company. The Company accounts for HRHP using the audited statutory equity method of accounting. There is no difference between the amount at which the investment is carried and the amount of underlying equity in net assets of HRHP. The statement value of HRHP's assets, liabilities and surplus as of September 30, 2014 was approximately $15.6 million, $1.1 million, and $14.5 million respectively. HRHP had net income of approximately $0.7 million for the period ended September 30, 2014.

J. Not Applicable.

K. Not Applicable.

L. Not Applicable.

11. Debt

A. Debt Including Capital Notes

The Company has no debentures outstanding.

The Company has no capital notes outstanding.

The Company does not have any reverse repurchase agreements.

B. Federal Home Loan Bank (FHLB) Agreements

The Company does not have any FHLB agreements.

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

A-D. Defined Benefit Plans

Not Applicable.

E. Defined Contribution Plans

Not Applicable.

F. Multiemployer Plans

Not Applicable.

G. Consolidated/Holding Company Plans

No material change since year-end December 31, 2013.

H. Postemployment Benefits and Compensated Absences

Not Applicable.

I. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17)

Not Applicable

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

(1) The Company has $10 par value common stock with 60,000 shares authorized and 60,000 shares issued and outstanding. All shares are common stock shares.

(2) The Company has no preferred stock outstanding.

(3-5) Dividends are noncumulative and are paid as determined by the Board of Directors. Dividends are subject to the approval of the Department of Insurance if such dividend distribution exceeds the lesser of the Company's prior year net operating profits or 10.0 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. Dividends of $20.0 million were paid to Humana Inc. on May 29, 2014. This dividend was classified as extraordinary. The Department of Insurance was notified prior to the payment of this dividend.

(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.

NOTES TO THE FINANCIAL STATEMENTS

(9) Not Applicable.
(10) The portion of unassigned surplus represented or reduced by cumulative unrealized gains and losses is $(0.5) million.
(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 September 30, 2014.

15. Leases

No material change since year-end December 31, 2013.

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

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

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

A. Transfers of Receivables Reported as Sales

Not Applicable.

B. Transfer and Servicing of Financial Assets

Not Applicable.

C. Wash Sales

Not Applicable.

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

A. ASO Plans

Not Applicable.

B. ASC Plans

Not Applicable.

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract

(1) The Company records no revenue explicitly attributable to the cost share and reinsurance components of administered Medicare products.

(2) As of September 30, 2014, the Company has recorded a receivable from CMS of $4.0 million related to the cost share and reinsurance components of administered Medicare products. The Company does not have any additional receivables greater than 10.0 percent of the Company's accounts receivable from uninsured Accident & Health Plans or $10,000.

(3) As no revenue is recorded in connection with the cost share and reinsurance components of the Company's Medicare contracts, the Company has recorded no allowances and reserves for adjustment of recorded revenues and receivables.

(4) The Company has made no adjustment to revenue resulting from audit of receivables related to revenues recorded in the prior period.

NOTES TO THE FINANCIAL STATEMENTS

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

Not Applicable.

20. Fair Value Measurements

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

	Level 1	Level 2	Level 3	Total
Assets				
Residential Mortgage-Backed Securities	$ -	$ 8,642	$ -	$ 8,642
Total invested assets	$ -	$ 8,642	$ -	$ 8,642

(2) Rollforward of Level 3 Items

Not Applicable.

(3) There were no fair value measurements using significant unobservable inputs. The Company reports transfers between fair value hierarchy levels at the end of the reporting period. There were no transfers between the fair value hierarchy levels between December 31, 2013 and September 30, 2014.

(4) Fair value of actively traded debt securities are based on quoted market prices. Fair value of other debt securities are based on quoted market prices of identical or similar securities or based on observable inputs like interest rates generally using a market valuation approach, or, less frequently, an income valuation approach and are generally classified as Level 2. The Company generally obtains one quoted price for each security from a third party pricing service. These prices are generally derived from recently reported trades for identical or similar securities, including adjustments through the reporting date based upon observable market information. When quoted prices are not available, the third party pricing service may use quoted market prices of comparable securities or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include benchmark yields, reported trades, credit spreads, broker quotes, default rates and prepayment speeds. The Company is responsible for the determination of fair value and as such, the Company performs analysis on the prices received from the third party pricing service to determine whether the prices are reasonable estimates of fair value. The Company's analysis includes a review of monthly price fluctuations as well as a quarterly comparison of the prices received from the pricing service to prices reported by the Company's third party investment advisor. Based on the Company's internal price verification procedures and review of fair value methodology documentation provided by the third party pricing service, there were no material adjustments to the prices obtained from the third party pricing service during the quarter ended September 30, 2014.

(5) Derivative Fair Values

Not Applicable.

B. Other Fair Value Disclosures

Not Applicable.

C. Fair Values for All Financial Instruments by Levels 1, 2 and 3

Not Applicable.

D. Financial Instruments for which Not Practicable to Estimate Fair Values

Not Applicable.

21. Other Items

A. Extraordinary Items

Not Applicable.

B. Troubled Debt Restructuring: Debtors

Not Applicable.

C. Other Disclosures and Unusual Items

Not Applicable.

D. Business Interruption Insurance Recoveries

Not Applicable.

E. State Transferable and Non-transferable Tax Credits

Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

F. Subprime Mortgage Related Risk Exposure

(1) The Company consults with its external investment managers to assess its subprime mortgage related risk exposure. Certain characteristics are utilized to determine if a mortgage-backed security has subprime exposure. The main characteristics reviewed when determining this are the collateral and structure of the security, the loan purpose, loan documentation, occupancy, geographical location, loan size and type. Subprime mortgage borrowers typically have lower credit scores, lower loan balances and higher loan-to-values than other conforming loans. Management's practices include reviewing quantitative and qualitative credit models that analyze loan-level collateral composition, historical underwriter performance trends, the impact of macroeconomic factors, and issuer risks; as well as reviewing the estimation of security cash flows and monthly model calibrations.

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

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

(3) Direct exposure through other investments:

a. Residential mortgage-backed securities – No substantial exposure noted.
b. Commercial mortgage-backed securities – No substantial exposure noted.
c. Collateralized debt obligations – No substantial exposure noted.
d. Structured securities – No substantial exposure noted.
e. Equity investment in SCAs – No substantial exposure noted.
f. Other assets – No substantial exposure noted.
g. Total – No substantial exposure noted.

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

Not Applicable.

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

G. Retained Assets

Not Applicable.

H. Offsetting and Netting of Assets and Liabilities

Not Applicable.

I. Joint and Several Liabilities

Not Applicable.

J. Risk Sharing Provisions of the Affordable Care Act

Not Applicable.

22. Events Subsequent

The Company is not aware of any events occurring subsequent to the close of the books for this statement which may have a material effect on its financial condition. Subsequent events have been considered through November 7, 2014 for the statutory statement issued on November 7, 2014.

23. Reinsurance

A. Ceded Reinsurance Report

Section 1 – General Interrogatories

(1) Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10.0 percent or controlled, either directly or indirectly, by the company or by any representative, officer, trustee, or director of the company?

Yes ( ) No (X)

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.

NOTES TO THE FINANCIAL STATEMENTS

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.

D. Certified Reinsurer Rating Downgraded or Status Subject to Revocation

Not Applicable.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

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

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

C. The amount of net premiums written by the Company at September 30, 2014 that are subject to retrospective rating features was $52.8 million, or 99.9 percent of the total net premiums written. No other net premiums written by the Company are subject to retrospective rating features.

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

Not Applicable.

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2013 were $28.2 million. As of September 30, 2014, $20.2 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 $0.4 million as a result of reestimation of unpaid claims and claim adjustment expenses. Therefore, there has been a $7.6 million favorable prior-year development since December 31, 2013. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims. The Company did not experience any material prior year claim development on retrospectively rated policies.

26. Intercompany Pooling Arrangements

A-F. Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

27. Structured Settlements

The Company has no structured settlements.

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

Quarter	Estimate Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Billed or Otherwise Confirmed	Actual Rebates Received Within 90 Days of Billing	Actual Rebates Received Within 91 to 180 Days of Billing	Actual Rebates Received More than 181 Days after Billing
9/30/2014	$ 843,869	$ 843,869	$ -	$ -	$ -
6/30/2014	$ 956,656	$ 956,656	$ 947,034	$ -	$ -
3/31/2014	$ 991,513	$ 991,513	$ 976,623	$ 12,552	$ -
12/31/2013	$ 1,442,886	$ 1,442,886	$ 1,435,977	$ 6,909	$ -
9/30/2013	$ 1,084,646	$ 1,084,646	$ 1,081,627	$ 1,781	$ 1,238
6/30/2013	$ 1,050,086	$ 1,050,086	$ 1,050,086	$ -	$ -
3/31/2013	$ 1,372,973	$ 1,372,973	$ 1,372,843	$ -	$ 130
12/31/2012	$ 2,692,912	$ 2,692,912	$ 95,601	$ 2,596,864	$ 447
9/30/2012	$ 2,769,610	$ 2,769,610	$ 98,057	$ 2,671,553	$ -
6/30/2012	$ 2,478,298	$ 2,478,298	$ 36,101	$ 2,442,195	$ 2
3/31/2012	$ 2,662,467	$ 2,662,467	$ -	$ 2,662,466	$ 1

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

The Company has no participating policies.

30. Premium Deficiency Reserves

1. Liability carried for premium deficiency reserves $ 0

2. Date of the most recent evaluation of this liability September 30, 2014

3. Was anticipated investment income utilized in the calculation? Yes ( ) No (X)

The Company did recognize the time value of money by discounting future losses at an annual interest rate of 0.10 percent.

31. Anticipated Salvage and Subrogation

Not Applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

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

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

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

2.2 If yes, date of change:

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

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

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

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

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

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

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

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2012

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. 12/31/2012

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). 02/17/2014

6.4 By what department or departments?
Washington Department of Insurance

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [X] No [ ] N/A [ ]

6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [ ] N/A [ ]

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

7.2 If yes, give full information:

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

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

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

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

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

GENERAL INTERROGATORIES

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

9.2 Has the code of ethics for senior managers been amended? Yes [X] No [ ]
9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
Revised based on general policy and regulatory changes
9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [ ] No [X]
9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

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

INVESTMENT

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

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: $ 0
13. Amount of real estate and mortgages held in short-term investments: $ 0
14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [X] No [ ]
14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	$ 0	$ 0
14.22 Preferred Stock	$ 0	$ 0
14.23 Common Stock	$ 9,132,881	$ 8,679,952
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)	$ 9,132,881	$ 8,679,952
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	$ 0	$ 0

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

GENERAL INTERROGATORIES

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

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

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

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

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

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

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

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

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

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

17.4 If yes, give full information relating thereto:

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

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

1 Central Registration Depository	2 Name(s)	3 Address
107105.00	Blackrock, Inc.	55 East 52nd Street, New York, NY 10055

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [X] No [ ]

18.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent ..... 78.4 %

1.2 A&H cost containment percent ..... 3.9 %

1.3 A&H expense percent excluding cost containment expenses ..... 12.6 %

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

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

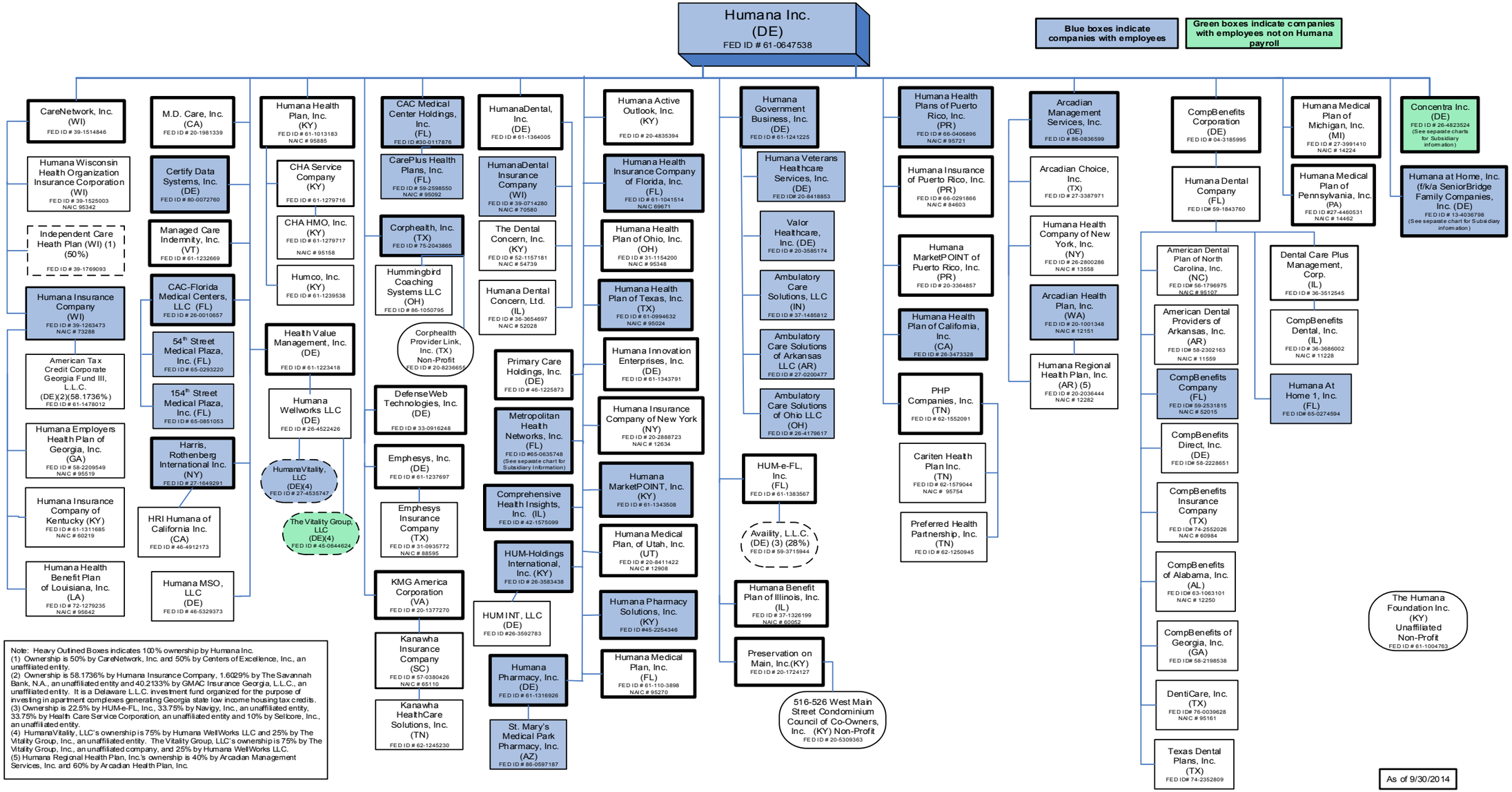
Current Year to Date - Allocated by States and Territories

	1	Direct Business Only							
		2	3	4	5	6	7	8	9
States, etc.	Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama AL	N	0	0	0	0	0	0	0	0
2. Alaska AK	N	0	0	0	0	0	0	0	0
3. Arizona AZ	L	0	(44,334)	0	0	0	0	(44,334)	0
4. Arkansas AR	N	0	0	0	0	0	0	0	0
5. California CA	L	0	151,069	0	0	0	0	151,069	0
6. Colorado CO	N	0	0	0	0	0	0	0	0
7. Connecticut CT	N	0	0	0	0	0	0	0	0
8. Delaware DE	N	0	0	0	0	0	0	0	0
9. District of Columbia DC	N	0	0	0	0	0	0	0	0
10. Florida FL	N	0	0	0	0	0	0	0	0
11. Georgia GA	N	0	0	0	0	0	0	0	0
12. Hawaii HI	N	0	0	0	0	0	0	0	0
13. Idaho ID	N	0	0	0	0	0	0	0	0
14. Illinois IL	N	0	0	0	0	0	0	0	0
15. Indiana IN	L	0	0	0	0	0	0	0	0
16. Iowa IA	N	0	0	0	0	0	0	0	0
17. Kansas KS	N	0	0	0	0	0	0	0	0
18. Kentucky KY	L	0	0	0	0	0	0	0	0
19. Louisiana LA	N	0	0	0	0	0	0	0	0
20. Maine ME	L	10,702	35,401,838	0	0	0	0	35,412,540	0
21. Maryland MD	N	0	0	0	0	0	0	0	0
22. Massachusetts MA	N	0	0	0	0	0	0	0	0
23. Michigan MI	N	0	0	0	0	0	0	0	0
24. Minnesota MN	N	0	0	0	0	0	0	0	0
25. Mississippi MS	N	0	0	0	0	0	0	0	0
26. Missouri MO	L	(64)	4,670	0	0	0	0	4,606	0
27. Montana MT	N	0	0	0	0	0	0	0	0
28. Nebraska NE	N	0	0	0	0	0	0	0	0
29. Nevada NV	N	0	0	0	0	0	0	0	0
30. New Hampshire NH	L	26,338	16,123,583	0	0	0	0	16,149,921	0
31. New Jersey NJ	N	0	0	0	0	0	0	0	0
32. New Mexico NM	N	0	0	0	0	0	0	0	0
33. New York NY	N	0	0	0	0	0	0	0	0
34. North Carolina NC	N	0	0	0	0	0	0	0	0
35. North Dakota ND	N	0	0	0	0	0	0	0	0
36. Ohio OH	N	0	0	0	0	0	0	0	0
37. Oklahoma OK	N	0	0	0	0	0	0	0	0
38. Oregon OR	N	0	0	0	0	0	0	0	0
39. Pennsylvania PA	N	0	0	0	0	0	0	0	0
40. Rhode Island RI	N	0	0	0	0	0	0	0	0
41. South Carolina SC	L	0	103,856	0	0	0	0	103,856	0
42. South Dakota SD	N	0	0	0	0	0	0	0	0
43. Tennessee TN	N	0	0	0	0	0	0	0	0
44. Texas TX	L	(471)	115,458	0	0	0	0	114,987	0
45. Utah UT	N	0	0	0	0	0	0	0	0
46. Vermont VT	N	0	0	0	0	0	0	0	0
47. Virginia VA	L	0	(12,373)	0	0	0	0	(12,373)	0
48. Washington WA	L	0	952,988	0	0	0	0	952,988	0
49. West Virginia WV	L	0	0	0	0	0	0	0	0
50. Wisconsin WI	N	0	0	0	0	0	0	0	0
51. Wyoming WY	N	0	0	0	0	0	0	0	0
52. American Samoa AS	N	0	0	0	0	0	0	0	0
53. Guam GU	N	0	0	0	0	0	0	0	0
54. Puerto Rico PR	N	0	0	0	0	0	0	0	0
55. U.S. Virgin Islands VI	N	0	0	0	0	0	0	0	0
56. Northern Mariana Islands MP	N	0	0	0	0	0	0	0	0
57. Canada CAN	N	0	0	0	0	0	0	0	0
58. Aggregate Other Aliens OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	36,505	52,796,755	0	0	0	0	52,833,260	0
60. Reporting Entity Contributions for Employee Benefit Plans	XXX	0	0	0	0	0	0	0	0
61. Totals (Direct Business)	(a) 12	36,505	52,796,755	0	0	0	0	52,833,260	0
DETAILS OF WRITE-INS									
58001.	XXX								
58002.	XXX								
58003.	XXX								
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
58999. Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX	0	0	0	0	0	0	0	0

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

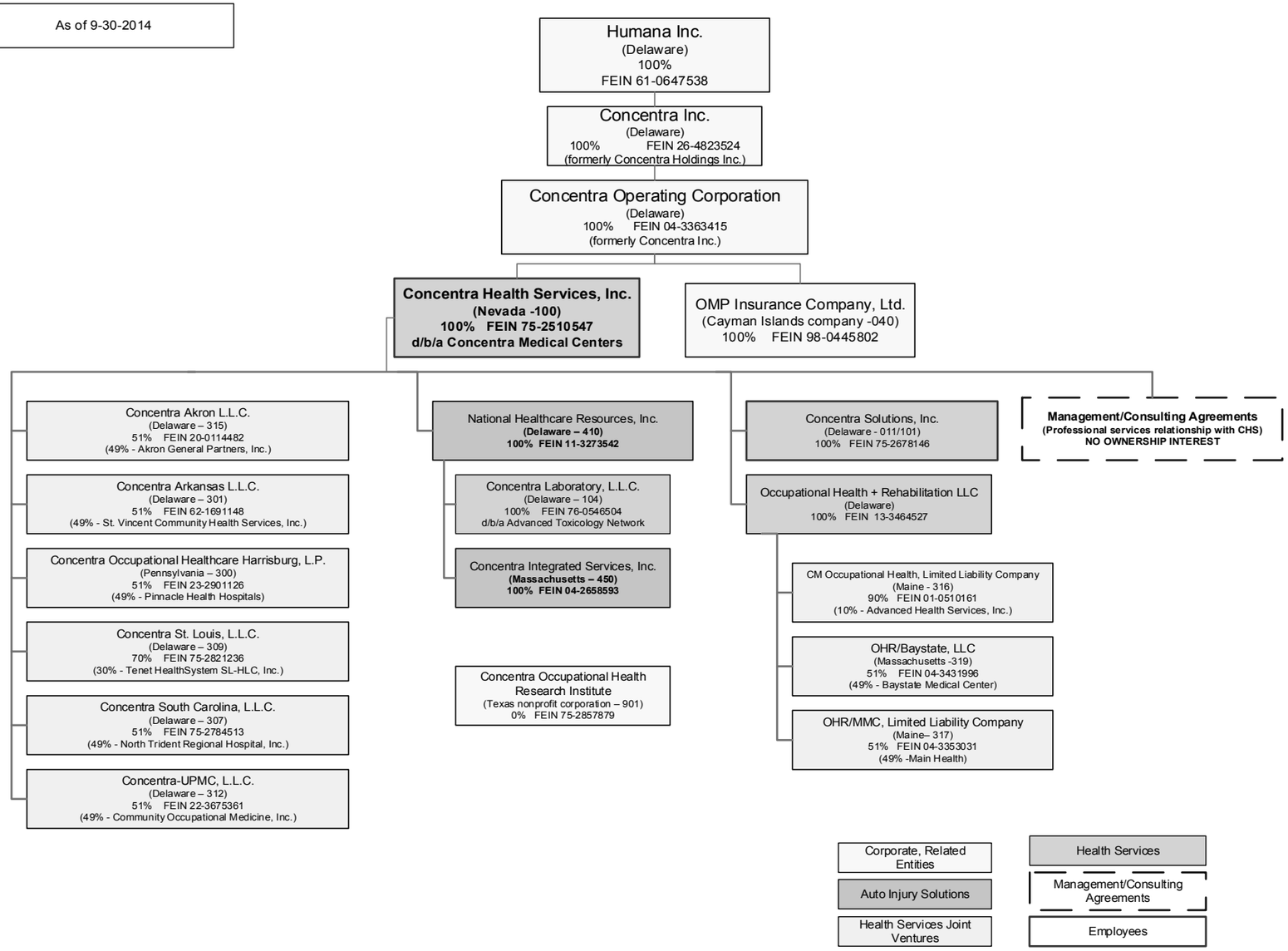
(a) Insert the number of L responses except for Canada and Other Alien.

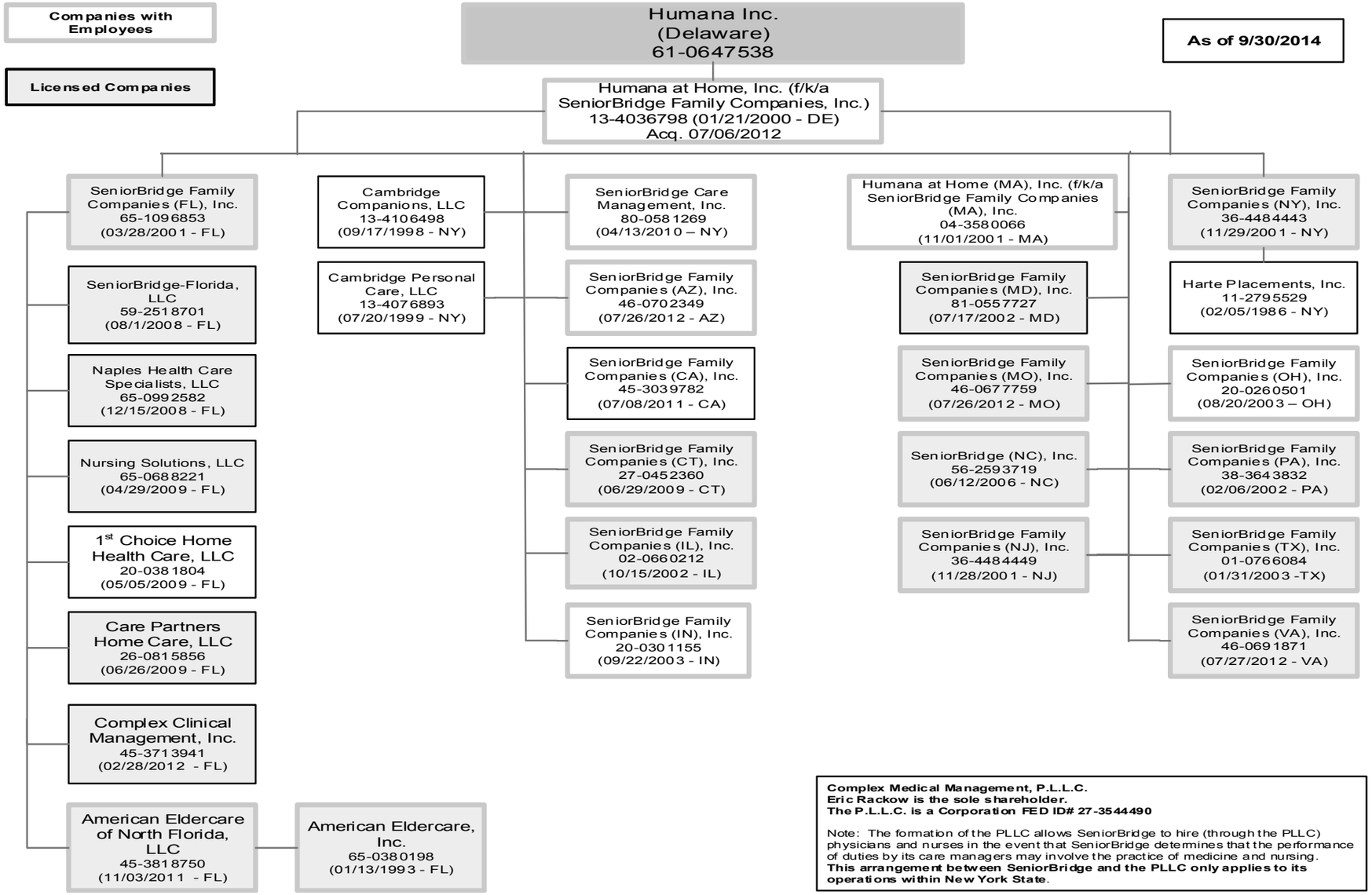
STATEMENT AS OF SEPTEMBER 30, 2014 OF THE Arcadian Health Plan, Inc.



Note: Heavy Outlined Boxes indicates 100% ownership by Humana Inc.
(1) Ownership is 50% by CareNetwork, Inc. and 50% by Centers of Excellence, Inc., an unaffiliated entity.
(2) Ownership is 58.1736% by Humana Insurance Company, 1.6029% by The Savannah Bank, N.A., an unaffiliated entity and 40.2133% by GMAC Insurance Georgia, L.L.C., an unaffiliated entity. It is a Delaware L.L.C. investment fund organized for the purpose of investing in apartment complexes generating Georgia state low income housing tax credits.
(3) Ownership is 22.5% by HUM-e-FL, Inc., 33.75% by Navigy, Inc., an unaffiliated entity, 33.75% by Health Care Service Corporation, an unaffiliated entity and 10% by Sellcore, Inc., an unaffiliated entity.
(4) HumanaVitality, LLC's ownership is 75% by Humana WellWorks LLC and 25% by The Vitality Group, Inc., an unaffiliated entity. The Vitality Group, LLC's ownership is 75% by The Vitality Group, Inc., an unaffiliated company, and 25% by Humana WellWorks LLC.
(5) Humana Regional Health Plan, Inc.'s ownership is 40% by Arcadian Management Services, Inc. and 60% by Arcadian Health Plan, Inc.

As of 9-30-2014

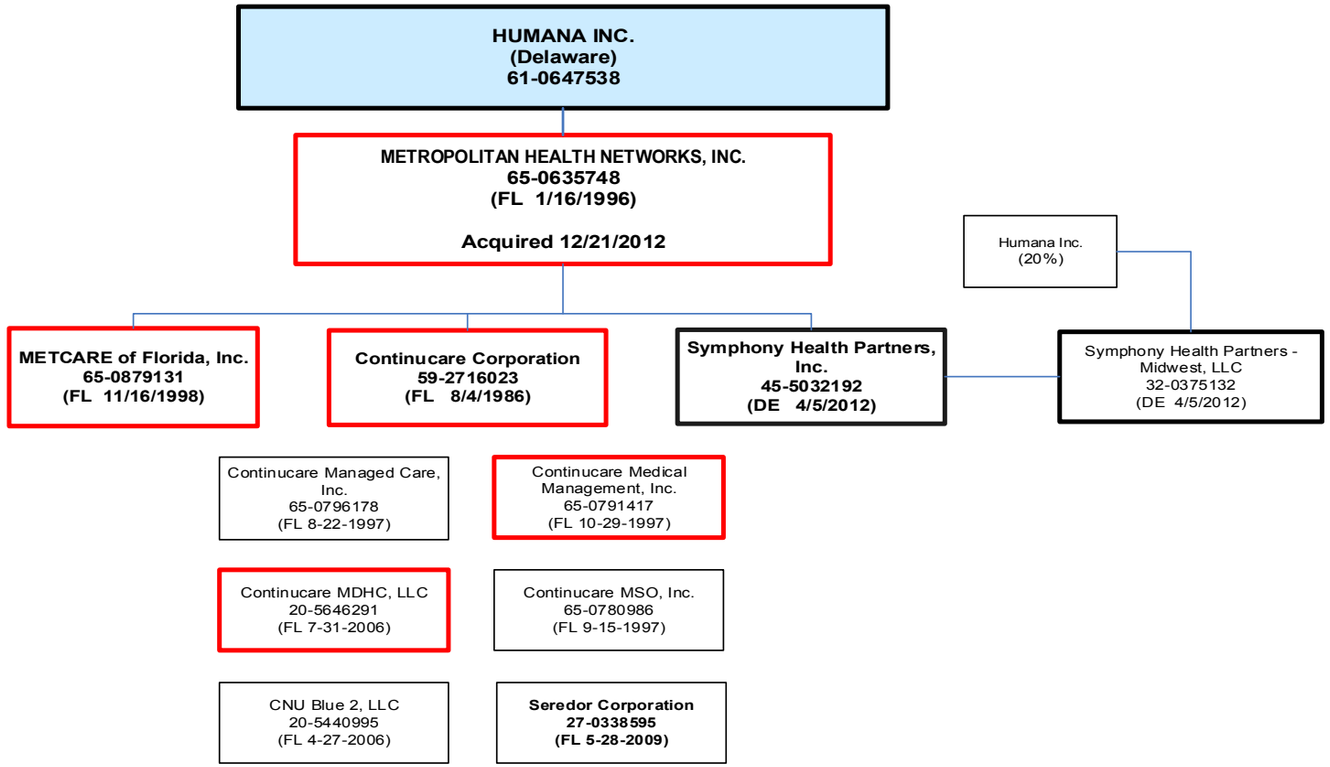




Complex Medical Management, P.L.L.C.
Eric Rackow is the sole shareholder.
The P.L.L.C. is a Corporation FED ID# 27-3544490

Note: The formation of the PLLC allows SeniorBridge to hire (through the PLLC) physicians and nurses in the event that SeniorBridge determines that the performance of duties by its care managers may involve the practice of medicine and nursing. **This arrangement between SeniorBridge and the PLLC only applies to its operations within New York State.**

As of 9-30-2014



Employees

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries Or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
0119	Humana Inc.	00000	65-0851053				154th Street Medical Plaza, Inc.	FL	NIA	CAC-Florida Medical Centers, LLC	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-0381804				1st Choice Home Health Care, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-5309363				515-526W MainSt CondoCouncilofCo-Owners	KY	NIA	Preservation on Main, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0293220				54th Street Medical Plaza, Inc.	FL	NIA	CAC-Florida Medical Centers, LLC	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	27-0200477				Ambulatory Care Solutions of Arkansas LLC	AR	NIA	Humana Government Business, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-4179617				Ambulatory Care Solutions of Ohio LLC	OH	NIA	Humana Government Business, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	37-1485812				Ambulatory Care Solutions, LLC	IN	NIA	Humana Government Business, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95107	56-1796975				American Dental Plan of N. C., Inc.	NC	IA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	11559	58-2302163				American Dental Providers of Ark., Inc.	AR	IA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	45-3818750				American Eldercare of North Florida, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0380198				American Eldercare, Inc.	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	27-3387971				Arcadian Choice, Inc.	TX	NIA	Arcadian Management Services, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	12151	20-1001348				Arcadian Health Plan, Inc.	WA	RE	Arcadian Management Services, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	86-0836599				Arcadian Management Services, Inc.	DE	UDP	Arcadian Management Services, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	59-3715944				Availity, L.L.C.	DE	OTH	See Footnote 1	Board of Directors	0.000	Humana Inc.	1
0119	Humana Inc.	00000	30-0117876				CAC Medical Center Holdings, Inc.	FL	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-0010657				CAC-Florida Medical Centers, LLC	FL	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	13-4106498				Cambridge Companions, LLC	NY	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	13-4076893				Cambridge Personal Care, LLC	NY	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-0815856				Care Partners Home Care, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	39-1514846				CareNetwork, Inc.	WI	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95092	59-2598550				CarePlus Health Plans, Inc.	FL	IA	CPHP Holdings, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95754	62-1579044				Cariten Health Plan Inc.	TN	IA	PHP Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	80-0072760				Certify Data Systems, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95158	61-1279717				CHA HMO, Inc.	KY	IA	CHA Service Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1279716				CHA Service Company	KY	NIA	Humana Health Plan, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	01-0510161				CM Occupational Health, L.L.C.	ME	NIA	See Footnote 2	Joint Venture	0.000	Humana Inc.	2
0119	Humana Inc.	00000	20-5440995				CNU Blue 2, LLC	FL	NIA	Continucare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	52015	59-2531815				CompBenefits Company	FL	IA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	04-3185995				CompBenefits Corporation	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	11228	36-3686002				CompBenefits Dental, Inc.	IL	IA	Dental Care Plus Management Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	58-2228851				CompBenefits Direct, Inc.	DE	NIA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	60984	74-2552026				CompBenefits Insurance Company	TX	IA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	12250	63-1063101				CompBenefits of Alabama, Inc.	AL	IA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	58-2198538				CompBenefits of Georgia, Inc.	GA	IA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	45-3713941				Complex Clinical Management, Inc.	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	42-1575099				Comprehensive Health Insights, Inc.	IL	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-0114482				Concentra Akron, L.L.C.	DE	NIA	See Footnote 3	Joint Venture	100.000	Humana Inc.	3
0119	Humana Inc.	00000	62-1691148				Concentra Arkansas, L.L.C.	DE	NIA	See Footnote 8	Joint Venture	0.000	Humana Inc.	8
0119	Humana Inc.	00000	75-2510547				Concentra Health Services, Inc.	NV	NIA	Concentra Operating Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-4823524				Concentra Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	04-2658593				Concentra Integrated Services, Inc.	MA	NIA	National Healthcare Resources, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	76-0546504				Concentra Laboratory, L.L.C.	DE	NIA	National Healthcare Resources, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	75-2857879				Concentra Occ Health Research Institute	TX	NIA	Concentra Health Services, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	23-2901126				Concentra Occ Healthcare Harrisburg, L.P	PA	NIA	See Footnote 9	Joint Venture	0.000	Humana Inc.	9
0119	Humana Inc.	00000	04-3363415				Concentra Operating Corporation	DE	NIA	Concentra Inc.	Ownership	100.000	Humana Inc.	0

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries Or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
0119	Humana Inc.	00000	75-2678146				Concentra Solutions, Inc.	DE	NIA	Concentra Health Services, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	75-2784513				Concentra South Carolina, L.L.C.	DE	NIA	See Footnote 10	Joint Venture	0.000	Humana Inc.	10
0119	Humana Inc.	00000	75-2821236				Concentra St. Louis, L.L.C.	DE	NIA	See Footnote 11	Joint Venture	0.000	Humana Inc.	11
0119	Humana Inc.	00000	22-3675361				Concentra-UPMC, L.L.C.	DE	NIA	See Footnote 12	Joint Venture	0.000	Humana Inc.	12
0119	Humana Inc.	00000	59-2716023				Continucare Corporation	FL	NIA	Metropolitan Health Networks, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0796178				Continucare Managed Care, Inc.	FL	NIA	Continucare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-5646291				Continucare MDHC, LLC	FL	NIA	Continucare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0791417				Continucare Medical Management, Inc.	FL	NIA	Continucare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0780986				Continucare MSO, Inc.	FL	NIA	Continucare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-8236655				Corphealth Provider Link, Inc.	TX	NIA	Corphealth, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	75-2043865				Corphealth, Inc.	TX	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	33-0916248				DefenseWeb Technologies, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	36-3512545				Dental Care Plus Management Corp.	IL	NIA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95161	76-0039628				DentiCare, Inc.	TX	IA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	88595	31-0935772				Emphesys Insurance Company	TX	IA	Emphesys, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1237697				Emphesys, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	27-1649291				Harris, Rothenberg International Inc.	NY	NIA	Humana Inc. SeniorBridge Family Companies (NY), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	11-2795529				Harte Placements, Inc.	NY	NIA		Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1223418				Health Value Management, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	46-4912173				HRI Humana of California Inc.	CA	NIA	Harris, Rothenberg International Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-3592783				HUM INT, LLC	DE	NIA	HUM-Holdings International, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-4835394				Humana Active Outlook, Inc.	KY	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	04-3580066				Humana at Home (MA), Inc.	MA	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	60052	37-1326199				Humana Benefit Plan of Illinois, Inc.	IL	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	59-1843760				Humana Dental Company	FL	NIA	CompBenefits Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	52028	36-3654697				Humana Dental Concern, Ltd.	IL	IA	HumanaDental, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95519	58-2209549				Humana Employers Health Plan of GA. Inc.	GA	IA	Humana Insurance Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1241225				Humana Government Business, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95642	72-1279235				Humana Health Benefit Plan of LA, Inc.	LA	IA	Humana Insurance Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	13558	26-2800286				Humana Health Company of New York, Inc.	NY	IA	Arcadian Management Services, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	69671	61-1041514				Humana Health Ins. Co. of Florida, Inc.	FL	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-3473328				Humana Health Plan of California, Inc.	CA	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95348	31-1154200				Humana Health Plan of Ohio, Inc.	OH	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95024	61-0994632				Humana Health Plan of Texas, Inc.	TX	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95885	61-1013183				Humana Health Plan, Inc.	KY	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95721	66-0406896				Humana Health Plans of Puerto Rico, Inc.	PR	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-0647538			NYSE	Humana Inc.	DE	UIP		Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1343791				Humana Innovation Enterprises, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	73288	39-1263473				Humana Insurance Company	WI	IA	CareNetwork, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	60219	61-1311685				Humana Insurance Company of Kentucky	KY	IA	Humana Insurance Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	12634	20-2888723				Humana Insurance Company of New York	NY	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	84603	66-0291866				Humana Insurance of Puerto Rico, Inc.	PR	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-3364857				Humana MarketPOINT of Puerto Rico, Inc.	PR	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1343508				Humana MarketPOINT, Inc.	KY	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	14224	27-3991410				Humana Medical Plan of Michigan, Inc.	MI	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	14462	27-4660531				Humana Medical Plan of Pennsylvania, Inc	PA	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	12908	20-8411422				Humana Medical Plan of Utah, Inc.	UT	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95270	61-1103898				Humana Medical Plan, Inc.	FL	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	46-5329373				Humana MSO, LLC	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	45-2254346				Humana Pharmacy Solutions, Inc.	KY	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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0119	Humana Inc.	00000	61-1316926				Humana Pharmacy, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	12282	20-2036444				Humana Regional Health Plan, Inc.	AR	OTH	Arcadian Management Services, Inc./Arcadian Health Plan, Inc.	Ownership	100.000	Humana Inc.	6
0119	Humana Inc.	00000	20-8418853				Humana Veterans Healthcare Services, Inc	DE	NIA	Humana Government Business, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-4522426				Humana WellWorks LLC	DE	NIA	Health Value Management, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95342	39-1525003				Humana Wisc. Health Org. Ins. Corp.	WI	IA	CareNetwork, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0274594				HumanaCares, Inc.	FL	NIA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	70580	39-0714280				HumanaDental Insurance Company	WI	IA	HumanaDental, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1364005				HumanaDental, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	27-4535747				HumanaVitality, LLC	DE	OTH	See Footnote 5	Ownership	75.000	Humana Inc.	5
0119	Humana Inc.	00000	61-1239538				Humco, Inc.	KY	NIA	Humana Health Plan, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1383567				HUM-e-FL, Inc.	FL	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-3583438				HUM-Holdings International, Inc.	KY	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	86-1050795				Hummingbird Coaching Systems LLC	OH	NIA	Corphealth, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	39-1769093				Independent Care Health Plan	WI	OTH	See Footnote 4	Other	100.000	Humana Inc.	4
0119	Humana Inc.	00000	62-1245230				Kanawha HealthCare Solutions, Inc.	TN	NIA	Kanawha Insurance Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	65110	57-0380426				Kanawha Insurance Company	SC	IA	KMG America Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-1377270				KMG America Corporation	VA	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-1981339				M.D. Care, Inc.	CA	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1232669				Managed Care Indemnity, Inc.	VT	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0879131				METCARE of Florida, Inc.	FL	NIA	Metropolitan Health Networks, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0635728				Metropolitan Health Networks, Inc.	FL	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0992582				Naples Health Care Specialists, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	11-3273542				National Healthcare Resources, Inc.	DE	NIA	Concentra Health Services, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0688221				Nursing Solutions, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	04-3353031				OHR/Baystate, LLC	MA	NIA	See Footnote 13	Joint Venture	0.000	Humana Inc.	13
0119	Humana Inc.	00000	04-3353031				OHR/MMC, Limited Liability Company	ME	NIA	See Footnote 14	Joint Venture	100.000	Humana Inc.	14
0119	Humana Inc.	00000	98-0445802				OMP Insurance Company, Ltd.	TX	NIA	Concentra Operating Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	62-1552091				PHP Companies, Inc.	TN	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	62-1250945				Preferred Health Partnership, Inc.	TN	NIA	PHP Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-1724127				Preservation on Main, Inc.	KY	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	56-2593719				SeniorBridge (NC), Inc.	NC	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	80-0581269				SeniorBridge Care Management, Inc.	NY	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	46-0702349				SeniorBridge Family Companies (AZ), Inc.	AZ	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	45-3039782				SeniorBridge Family Companies (CA), Inc.	CA	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	27-0452360				SeniorBridge Family Companies (CT), Inc.	CT	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-1096853				SeniorBridge Family Companies (FL), Inc.	FL	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	02-0660212				SeniorBridge Family Companies (IL), Inc.	IL	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-0301155				SeniorBridge Family Companies (IN), Inc.	IN	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	81-0557727				SeniorBridge Family Companies (MD), Inc.	MD	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	46-0677759				SeniorBridge Family Companies (MO), Inc.	MO	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	36-4484449				SeniorBridge Family Companies (NJ), Inc.	NJ	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	36-4484443				SeniorBridge Family Companies (NY), Inc.	NY	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-0260501				SeniorBridge Family Companies (OH), Inc.	OH	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	38-3643832				SeniorBridge Family Companies (PA), Inc.	PA	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	01-0766084				SeniorBridge Family Companies (TX), Inc.	TX	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	46-0691871				SeniorBridge Family Companies (VA), Inc.	VA	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	13-4036798				SeniorBridge Family Companies, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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										SeniorBridge Family Companies (FL), Inc.				
0119	Humana Inc.	00000	59-2518701				SeniorBridge-Florida, LLC	FL	NIA		Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	27-0338595				Seredor Corporation	FL	NIA	Continucare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	86-0597187				St. Mary's Medical Park Pharmacy, Inc.	AZ	NIA	Humana Pharmacy, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	32-0375132				Symphony Health Partners - Midwest, LLC	DE	NIA	See Footnote 7	Ownership	0.000	Humana Inc.	7
0119	Humana Inc.	00000	45-5032192				Symphony Health Partners, Inc.	DE	NIA	Metropolitan Health Networks, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	74-2352809				Texas Dental Plans, Inc.	TX	NIA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	54739	52-1157181				The Dental Concern, Inc.	KY	IA	HumanaDental, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	86-1050795				The Vitality Group, LLC	DE	OTH	See Footnote 5	Ownership	25.000	Humana Inc.	5
0119	Humana Inc.	00000	20-3585174				Valor Healthcare, Inc.	DE	NIA	Humana Government Business, Inc.	Ownership	100.000	Humana Inc.	0

Asterisk	Explanation
1	Availity, L.L.C., a Delaware limited liability company, was formed by affiliates of Humana Inc. and Blue Cross and Blue Shield of Florida, Inc. to develop and operate an Internet site on the World Wide Web to permit health plans to communicate and engage in electronic transactions with health care service providers initially in the State of Florida. HUM-e-FL, Inc., a subsidiary of Humana Inc., is a Member with a 22.5% ownership interest. Navigy, Inc., a subsidiary of Blue Cross and Blue Shield of Florida, Inc., is a Member with a 33.75% ownership interest, Health Care Service Corporation, a Member, has a 33.75% ownership interest, and Sellcore, Inc., a subsidiary of WellPoint and a Member, has a 10% ownership interest.
2	CM Occupational Health, Limited Liability Company is a Maine limited liability company. Occupational Health + Rehabilitation LLC has a 90% ownership interest and Advanced Health Services, Inc. has a 10% ownership interest.
3	Concentra Akron, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and Akron General Partners, Inc. has a 49% ownership interest.
4	Independent Care Health Plan, a Wisconsin corporation licensed as an HMO, operates an integrated, coordinated medical and social service managed care program for chronically disabled Medicaid recipients in Milwaukee, Wisconsin. CareNetwork, Inc. owns 50% of the company's stock. Centers of Excellence, Inc. owns the other 50%.
5	HumanaVitality, LLC, a Delaware limited liability company, was formed on January 3, 2011, and The Vitality Group, LLC, a Delaware limited liability company, was formed on February 15, 2011 through affiliates of Humana Inc. and Discovery Holdings Limited, a South African company, to offer Discovery's Vitality wellness and loyalty program to Humana members. Humana WellWorks LLC, a subsidiary of Humana Inc., owns 75% of HumanaVitality, LLC and 25% of The Vitality Group, LLC. The Vitality Group, Inc., a subsidiary of Discovery Holdings Limited, owns 25% of HumanaVitality, LLC and 75% of The Vitality Group, LLC.
6	Ownership is 60% Arcadian Health Plan, Inc., 40% Arcadian Management Services, Inc.
7	Ownership is 80% Symphony Health Partners, Inc. and 20% Humana Inc. of Symphony Health Partners Midwest, LLC.
8	Concentra Arkansas, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and St. Vincent Community Health Services, Inc. has a 49% ownership interest.
9	Concentra Occupational Healthcare Harrisburg, L.P. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and Pinnacle Health Hospitals has a 49% interest.
10	Concentra South Carolina, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and North Trident Regional Hospital, Inc. has a 49% ownership interest.
11	Concentra St. Louis, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 70% ownership interest and Tenet HealthSystem SL-HLC, Inc. has a 30% ownership interest.
12	Concentra-UPMC, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and Community Occupational Medicine, Inc. has a 49% ownership interest.
13	OHR/Baystate, LLC is a Massachusetts limited liability company. Occupational Health + Rehabilitation LLC has a 51% ownership interest and Bayside Medical Center has a 49% ownership interest.
14	OHR/MMC, Limited Liability Company is a Main limited liability company. Occupational Health + Rehabilitation LLC has a 51% ownership interest and Maine Health has a 49% ownership interest.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

		Response
1.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO

Explanation:

1. This type of business is not written.

Bar Code:

1. Medicare Part D Coverage Supplement [Document Identifier 365]

OVERFLOW PAGE FOR WRITE-INS

NONE

SCHEDULE A - VERIFICATION

Real Estate

NONE

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

SCHEDULE B - VERIFICATION

Mortgage Loans

NONE

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

NONE

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

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	89,129,928	86,213,337
2.	Cost of bonds and stocks acquired	4,313,537	28,128,427
3.	Accrual of discount	34,464	43,782
4.	Unrealized valuation increase (decrease)	(452,880)	227,055
5.	Total gain (loss) on disposals	(265,517)	(253,457)
6.	Deduct consideration for bonds and stocks disposed of	37,169,474	24,380,952
7.	Deduct amortization of premium	367,935	848,264
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)	55,222,123	89,129,928
11.	Deduct total nonadmitted amounts	0	0
12.	Statement value at end of current period (Line 10 minus Line 11)	55,222,123	89,129,928

SCHEDULE D - PART 1B

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

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a)	44,872,635	29,878,983	27,522,775	(281,559)	68,474,179	44,872,635	46,947,284	79,920,687
2. NAIC 2 (a)	3,005,401	148,539	0	301,532	3,299,828	3,005,401	3,455,472	3,300,509
3. NAIC 3 (a)	100,000	0	0	(100,000)	100,000	100,000	0	100,000
4. NAIC 4 (a)	0	0	0	0	0	0	0	0
5. NAIC 5 (a)	0	0	0	0	0	0	0	0
6. NAIC 6 (a)	8,471	0	0	172	8,309	8,471	8,643	8,107
7. Total Bonds	47,986,507	30,027,522	27,522,775	(79,855)	71,882,316	47,986,507	50,411,399	83,329,303
PREFERRED STOCK								
8. NAIC 1	0	0	0	0	0	0	0	0
9. NAIC 2	0	0	0	0	0	0	0	0
10. NAIC 3	0	0	0	0	0	0	0	0
11. NAIC 4	0	0	0	0	0	0	0	0
12. NAIC 5	0	0	0	0	0	0	0	0
13. NAIC 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	47,986,507	30,027,522	27,522,775	(79,855)	71,882,316	47,986,507	50,411,399	83,329,303

(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 $ 3,869,228 ; NAIC 2 $ 0 ; NAIC 3 $ 0 ; NAIC 4 $ 0 ; NAIC 5 $ 0 ; NAIC 6 $ 0

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year-to-Date	5 Paid for Accrued Interest Year-to-Date
9199999 Totals	3,869,228	XXX	3,869,228	373	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	1,832,275	4,018,247
2.	Cost of short-term investments acquired	63,965,568	273,613,866
3.	Accrual of discount	0	0
4.	Unrealized valuation increase (decrease)	0	0
5.	Total gain (loss) on disposals	0	0
6.	Deduct consideration received on disposals	61,928,615	275,799,838
7.	Deduct amortization of premium	0	0
8.	Total foreign exchange change in book/adjusted carrying value	0	0
9.	Deduct current year's other than temporary impairment recognized	0	0
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	3,869,228	1,832,275
11.	Deduct total nonadmitted amounts	0	0
12.	Statement value at end of current period (Line 10 minus Line 11)	3,869,228	1,832,275

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards

N O N E

Schedule DB - Part B - Verification - Futures Contracts

N O N E

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open

N O N E

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open

N O N E

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of Derivatives

N O N E

SCHEDULE E - VERIFICATION

(Cash Equivalents)

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	1,499,981	34,999,694
2.	Cost of cash equivalents acquired	999,974	55,898,281
3.	Accrual of discount	45	1,697
4.	Unrealized valuation increase (decrease)	0	0
5.	Total gain (loss) on disposals	0	22
6.	Deduct consideration received on disposals	2,500,000	89,399,713
7.	Deduct amortization of premium	0	0
8.	Total foreign exchange change in book/adjusted carrying value	0	0
9.	Deduct current year's other than temporary impairment recognized	0	0
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	0	1,499,981
11.	Deduct total nonadmitted amounts	0	0
12.	Statement value at end of current period (Line 10 minus Line 11)	0	1,499,981

Schedule A - Part 2 - Real Estate Acquired and Additions Made

N O N E

Schedule A - Part 3 - Real Estate Disposed

N O N E

Schedule B - Part 2 - Mortgage Loans Acquired

N O N E

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid

N O N E

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired

N O N E

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

N O N E

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
912828-LU-2	US TREASURY N/B		08/21/2014	BANK OF AMERICA		337,576	320,000	3,098	1
912828-MK-3	UNITED STATES TREASURY GOVERNMENT		09/04/2014	BANK OF AMERICA		338,139	320,000	978	1
0599999. Subtotal - Bonds - U.S. Governments						675,715	640,000	4,076	XXX
57582P-7C-8	MASSACHUSETTS ST MUNI		09/19/2014	MORGAN STANLEY		246,618	200,000	0	1FE
57585K-3F-3	MA ST HLTH & ED - MIT MUNI		09/18/2014	LOOP CAPITAL MARKETS		202,406	165,000	1,879	1FE
604129-4F-0	MINNESOTA ST MUNI		09/18/2014	JEFFERIES		365,118	300,000	1,333	1FE
741751-P6-2	PRINCE WILLIAM CNTY VA REV MUNI		09/18/2014	WELLS FARGO		86,750	75,000	542	1FE
794665-GE-3	SALES TAX ASSET RECEIVABLE MUNI		09/29/2014	CITIGROUP GLOBAL MARKETS INC		121,014	100,000	0	1FE
92817L-PF-4	VIRGINIA ST RES AUTH CLEAN WTR		09/18/2014	CITIGROUP GLOBAL MARKETS INC		182,877	150,000	0	1FE
1799999. Subtotal - Bonds - U.S. States, Territories and Possessions						1,204,783	990,000	3,754	XXX
741701-W5-1	PRINC GEORGES CNTY, MD MUNI		09/17/2014	MERRILL LYNCH		119,878	100,000	0	1FE
2499999. Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions						119,878	100,000	0	XXX
54811G-WS-5	LOWER COLO RIV AUTH TEX TRANSMISSION		08/25/2014	WELLS FARGO		5,692	5,000	69	1FE
54811G-XQ-8	LOWER COLO RIV AUTH TEX TRANSMISSION		08/25/2014	WELLS FARGO		774,055	680,000	9,444	1FE
3199999. Subtotal - Bonds - U.S. Special Revenues						779,747	685,000	9,513	XXX
17322A-AG-7	CGCMT_14-GC19 CMBS		08/21/2014	CITIGROUP GLOBAL MARKETS INC		266,680	250,000	834	1FE
304071-AA-1	FAIRFAX (US) INC CORPORATE		08/06/2014	MERRILL LYNCH		148,539	150,000	0	2FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						415,219	400,000	834	XXX
8399997. Total - Bonds - Part 3						3,195,342	2,815,000	18,177	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						3,195,342	2,815,000	18,177	XXX
8999997. Total - Preferred Stocks - Part 3						0	XXX	0	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	XXX
9799997. Total - Common Stocks - Part 3						0	XXX	0	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	XXX
9999999 - Totals						3,195,342	XXX	18,177	XXX

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

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	For-eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Current Year's Other Than Temporary Impairment Recog-nized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received DuringYear	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
3133XL-JP-9	FEDERAL HOME LOAN BANK AGCY FTSE		08/13/2014	MATURITY		200,000	200,000	219,124	205,046	0	(5,046)	0	(5,046)	0	200,000	0	0	0	11,000	08/13/2014	1FE
36202E-LJ-6	GOVERNMENT NATIONAL MORTGAGE GNMA		09/22/2014	MBS PAYDOWN		5,153	5,153	5,097	5,129	0	23	0	23	0	5,153	0	0	0	163	12/01/2036	1
36225B-5M-6	GOVERNMENT NATIONAL MORTGAGE GNMA		09/01/2014	MBS PAYDOWN		1,690	1,690	1,694	1,691	0	(1)	0	(1)	0	1,690	0	0	0	56	06/01/2019	1
36241K-KV-9	GOVERNMENT NATIONAL MORTGAGE GNMA		09/01/2014	MBS PAYDOWN		3,063	3,063	3,037	3,059	0	4	0	4	0	3,063	0	0	0	111	08/01/2021	1
36290R-QT-3	GOVERNMENT NATIONAL MORTGAGE GNMA		09/01/2014	MBS PAYDOWN		2,866	2,866	2,830	2,863	0	2	0	2	0	2,866	0	0	0	89	06/01/2033	1
36291N-DU-2	GOVERNMENT NATIONAL MORTGAGE GNMA		09/01/2014	MBS PAYDOWN		5,477	5,477	5,494	5,479	0	(2)	0	(2)	0	5,477	0	0	0	183	01/01/2021	1
36291U-AS-4	GOVERNMENT NATIONAL MORTGAGE GNMA		09/01/2014	MBS PAYDOWN		2,251	2,251	2,215	2,242	0	10	0	10	0	2,251	0	0	0	75	12/01/2019	1
36297A-KC-6	GOVERNMENT NATIONAL MORTGAGE GNMA		09/01/2014	MBS PAYDOWN		9,703	9,703	9,891	9,789	0	(86)	0	(86)	0	9,703	0	0	0	291	01/01/2024	1
912828-CJ-7	TREASURY NOTE		08/13/2014	PRIOR YEAR INCOME		0	0	0	0	0	0	0	0	0	0	0	0	0	7,125	05/15/2014	1
912828-CT-5	UNITED STATES TREASURY GOVERNMENT		08/15/2014	MATURITY		320,000	320,000	348,351	327,850	0	(7,850)	0	(7,850)	0	320,000	0	0	0	6,800	08/15/2014	1
912828-JM-3	UNITED STATES TREASURY GOVERNMENT		07/09/2014	PRIOR YEAR INCOME		0	0	0	0	0	0	0	0	0	0	0	0	0	2,500	09/30/2013	1
912828-KY-5	UNITED STATES TREASURY GOVERNMENT		08/13/2014	PRIOR YEAR INCOME		0	0	0	0	0	0	0	0	0	0	0	0	0	6,563	06/30/2014	1
912828-LQ-1	US TREASURY N/B GOVERNMENT		09/30/2014	MATURITY		320,000	320,000	320,416	320,121	0	(121)	0	(121)	0	320,000	0	0	0	7,600	09/30/2014	1
0599999. Subtotal - Bonds - U.S. Governments						870,203	870,203	918,149	883,269	0	(13,067)	0	(13,067)	0	870,203	0	0	0	42,556	XXX	XXX
040507-HN-8	ARIZONA HEALTH FACS AUTH REV MUNI		09/16/2014	MORGAN STANLEY		222,500	250,000	196,875	198,880	0	1,187	0	1,187	0	200,067	0	22,433	22,433	2,349	01/01/2037	1FE
57582P-JQ-4	MASSACHUSETTS ST MUNI		09/19/2014	MORGAN STANLEY		58,200	60,000	55,200	55,391	0	117	0	117	0	55,508	0	2,692	2,692	391	05/01/2037	1FE
1799999. Subtotal - Bonds - U.S. States, Territories and Possessions						280,700	310,000	252,075	254,271	0	1,304	0	1,304	0	255,575	0	25,125	25,125	2,740	XXX	XXX
3128MB-DN-4	FREDDIE MAC FHLMC		09/01/2014	VARIOUS		3,521	3,521	3,573	3,531	0	(10)	0	(10)	0	3,521	0	0	0	141	04/01/2022	1
3138W1-4Q-7	FED NTL MTG ASSO 30YR		09/01/2014	MBS PAYDOWN		34,596	34,596	35,815	34,657	0	(62)	0	(62)	0	34,596	0	0	0	694	03/01/2043	1
3138W7-GF-5	FNMA 30YR TBA FNMA		09/01/2014	MBS PAYDOWN		20,699	20,699	20,008	20,643	0	55	0	55	0	20,699	0	0	0	415	03/01/2043	1
3138WA-FC-6	FANNIE MAE 15 YR MBS/POOL FNMA		09/01/2014	MBS PAYDOWN		16,707	16,707	17,221	16,749	0	(43)	0	(43)	0	16,707	0	0	0	339	11/01/2028	1
3138WP-JE-5	FNMA 15YR		09/01/2014	MBS PAYDOWN		20,987	20,987	21,927	21,082	0	(95)	0	(95)	0	20,987	0	0	0	348	04/01/2028	1
3138X8-2D-2	FANNIE MAE 15 YR MBS/POOL FNMA		09/01/2014	MBS PAYDOWN		6,698	6,698	6,904	6,714	0	(15)	0	(15)	0	6,698	0	0	0	130	12/01/2028	1
3138XB-KL-7	FANNIE MAE 15 YR MBS/POOL FNMA		09/01/2014	MBS PAYDOWN		6,517	6,517	6,724	6,536	0	(19)	0	(19)	0	6,517	0	0	0	134	11/01/2028	1
3138XB-KP-8	FANNIE MAE 15 YR MBS/POOL FNMA		09/01/2014	MBS PAYDOWN		6,450	6,450	6,649	6,472	0	(22)	0	(22)	0	6,450	0	0	0	136	11/01/2028	1
3138XC-4L-3	FANNIE MAE 15 YR MBS/POOL FNMA		09/01/2014	MBS PAYDOWN		2,991	2,991	3,083	3,002	0	(11)	0	(11)	0	2,991	0	0	0	60	11/01/2028	1
3138XC-4M-1	FANNIE MAE 15 YR MBS/POOL FNMA		09/01/2014	MBS PAYDOWN		3,384	3,384	3,488	3,391	0	(8)	0	(8)	0	3,384	0	0	0	68	11/01/2028	1
31397U-ES-4	FED NTL MTG ASSO FNMA_11-48:MG		09/01/2014	MBS PAYDOWN		134,835	134,835	142,082	135,884	0	(1,049)	0	(1,049)	0	134,835	0	0	0	3,678	06/01/2026	1
31417G-L7-9	FED NTL MTG ASSO FNMA		09/01/2014	MBS PAYDOWN		21,982	21,982	21,247	21,954	0	27	0	27	0	21,982	0	0	0	440	05/01/2043	1
54811A-6G-3	LOWER COLO RIV AUTH TEX TRANSMISSION		08/25/2014	WELLS FARGO		779,745	685,000	818,986	793,948	0	(15,828)	0	(15,828)	0	778,120	0	1,629	1,629	26,639	05/15/2018	1FE
3199999. Subtotal - Bonds - U.S. Special Revenues						1,059,112	964,367	1,107,707	1,074,563	0	(17,080)	0	(17,080)	0	1,057,487	0	1,629	1,629	33,222	XXX	XXX
07388R-AF-4	BEAR STEARNS CO. CMBS		09/12/2014	CALLED SECURITY at 100.000		287	287	317	317	0	(30)	0	(30)	0	287	0	0	0	10	02/01/2044	1FE
12543P-AK-9	COUNTRYWIDE HOME LOANS CMO		09/25/2014	VARIOUS		1,052	1,052	891	943	0	109	0	109	0	1,052	0	0	0	36	02/25/2037	1FM
17311A-AD-7	CITICORP MORTGAGE SECURITIES, CMO		09/25/2014	VARIOUS		223	223	222	222	0	1	0	1	0	223	0	0	0	8	12/25/2021	1FM
20173W-AF-5	CMLTI CMBS		09/10/2014	CALLED SECURITY at 100.000		737	737	836	836	0	(99)	0	(99)	0	737	0	0	0	30	12/01/2049	1FE
46629P-AC-2	JPMCC_06-LDP9 CMBS		09/15/2014	CALLED SECURITY at 100.000		14,343	14,343	16,419	16,390	0	(2,047)	0	(2,047)	0	14,343	0	0	0	515	05/01/2047	1FM
46630J-AC-3	JP MORGAN CHASE CMBS		09/16/2014	CALLED SECURITY at 100.000		5,750	5,750	6,609	6,597	0	(847)	0	(847)	0	5,750	0	0	0	210	01/01/2049	1FM
46632H-AG-6	JPMCC_07-LD12 CMBS		09/15/2014	CALLED SECURITY at 100.000		206	206	234	234	0	(28)	0	(28)	0	206	0	0	0	10	02/01/2051	1FE
60687V-AF-2	MLCFC_06-3 CMBS		09/12/2014	VARIOUS		704	704	776	753	0	(49)	0	(49)	0	704	0	0	0	25	07/01/2046	1FE
61750W-AS-2	MSC-99 CMBS		09/15/2014	CALLED SECURITY at 100.000		15,931	15,931	17,540	17,529	0	(1,599)	0	(1,599)	0	15,931	0	0	0	603	12/01/2043	1FE
61751N-AB-8	MSC_07-HQ11		09/12/2014	CALLED SECURITY at 100.000		444	444	486	486	0	(42)	0	(42)	0	444	0	0	0	16	02/01/2044	1FE
92978P-AF-6	WBCMT 03 CMBS		09/17/2014	VARIOUS		184	184	202	196	0	(12)	0	(12)	0	184	0	0	0	6	11/01/2048	1FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						39,861	39,861	44,532	44,503	0	(4,643)	0	(4,643)	0	39,861	0	0	0	1,469	XXX	XXX
8399997. Total - Bonds - Part 4						2,249,876	2,184,431	2,322,463	2,256,606	0	(33,486)	0	(33,486)	0	2,223,126	0	26,754	26,754	79,987	XXX	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999. Total - Bonds						2,249,876	2,184,431	2,322,463	2,256,606	0	(33,486)	0	(33,486)	0	2,223,126	0	26,754	26,754	79,987	XXX	XXX
8999997. Total - Preferred Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	For-eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Current Year's Other Than Temporary Impairment Recog-nized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received DuringYear	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
8999999. Total - Preferred Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799997. Total - Common Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999 - Totals						2,249,876	XXX	2,322,463	2,256,606	0	(33,486)	0	(33,486)	0	2,223,126	0	26,754	26,754	79,987	XXX	XXX

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

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

N O N E

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

N O N E

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

N O N E

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

N O N E

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

N O N E

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

N O N E

Schedule DL - Part 1 - Reinvested Collateral Assets Owned

N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned

N O N E

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
US BANK Knoxville, TN		0.000	0	0	(872,493)	(1,367,142)	(1,337,362)	XXX
JP MORGAN CHASE New York, NY		0.000	0	0	(213,338)	127,028	(724,395)	XXX
0199998. Deposits in ... 0 depositories that do not exceed the allowable limit in any one depository (See instructions) - Open Depositories	XXX	XXX	0	0	0	0	0	XXX
0199999. Totals - Open Depositories	XXX	XXX	0	0	(1,085,831)	(1,240,114)	(2,061,757)	XXX
0299998. Deposits in ... 0 depositories that do not exceed the allowable limit in any one depository (See instructions) - Suspended Depositories	XXX	XXX	0	0	0	0	0	XXX
0299999. Totals - Suspended Depositories	XXX	XXX	0	0	0	0	0	XXX
0399999. Total Cash on Deposit	XXX	XXX	0	0	(1,085,831)	(1,240,114)	(2,061,757)	XXX
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX	0	0	0	XXX
0599999. Total - Cash	XXX	XXX	0	0	(1,085,831)	(1,240,114)	(2,061,757)	XXX

Schedule E - Part 2 - Cash Equivalents - Investments Owned End of Current Quarter

N O N E