

The amended filing of the Annual Report of Humana Health Plans of Puerto Rico, Inc. is due to income tax calculations determined after the date on the original filing on March 31, 2013.

The non-admitted assets also changed as a result of the changes in Deferred Tax Assets accounts.

In addition other changes were done to agree the 2012 Annual filing with the 2012 Audited Financial Statements.



**HEALTH ANNUAL STATEMENT
FOR THE YEAR ENDING DECEMBER 31, 2012
OF THE CONDITION AND AFFAIRS OF THE**

HUMANA HEALTH PLANS OF PUERTO RICO, INC.

NAIC Group Code 0119 , 0119 NAIC Company Code 95721 Employer's ID Number 66-0406896
(Current Period) (Prior Period)

Organized under the Laws of Puerto Rico , State of Domicile or Port of Entry Puerto Rico
 Country of Domicile United States

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

Incorporated/Organized 12/08/1983 Commenced Business 05/01/1986

Statutory Home Office 383 FD Roosevelt Avenue , San Juan, PR, 00918-2131
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 383 FD Roosevelt Avenue
(Street and Number)
San Juan, PR, 00918-2131 787-282-7900
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 383 FD Roosevelt Avenue , San Juan, PR, 00918-2131
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 383 FD Roosevelt Avenue
(Street and Number)
San Juan, PR, 00918-2131 787-622-5553
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Website Address _____

Statutory Statement Contact Wilma Rodriguez 787-622-5553
(Name) (Area Code) (Telephone Number) (Extension)
wrodriguez@humana.com 866-423-7146
(E-mail Address) (FAX Number)

OFFICERS

Name	Title	Name	Title
<u>Earl M. Harper</u>	<u>President</u>	<u>James H. Bloem</u>	<u>Treasurer</u>
<u>María del Carmen Rosario</u>	<u>Secretary</u>	<u>Joan O. Lenahan</u>	<u>Assistant Secretary</u>

OTHER OFFICERS

<u>Thomas J. Liston</u>	<u>President Retail Segment</u>	_____	_____
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DIRECTORS OR TRUSTEES

<u>Earl M. Harper</u>	<u>James E. Murray (Chairman)</u>	<u>Luis M.D. Montaner</u>	<u>Tim S. McClain</u>
<u>Arlene Marrero</u>	_____	_____	_____

State of _____

ss

County of _____

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.

Earl M. Harper
President

James H. Bloem
Treasurer

María del Carmen Rosario
Secretary

Subscribed and sworn to before me this _____ day of _____, _____

- 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 _____

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE HUMANA HEALTH PLANS OF PUERTO RICO, INC.

ASSETS

	Current Year			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Net Admitted Assets
1. Bonds (Schedule D).....	111,120,361		111,120,361	96,558,406
2. Stocks (Schedule D):				
2.1 Preferred stocks	0		0	0
2.2 Common stocks	0		0	0
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$ encumbrances).....			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$3,380,868 , Schedule E - Part 1), cash equivalents (\$65,971,845 , Schedule E - Part 2) and short-term investments (\$27,629,467 , Schedule DA).....	96,982,180		96,982,180	48,981,839
6. Contract loans (including \$ premium notes).....			0	0
7. Derivatives (Schedule DB).....			0	0
8. Other invested assets (Schedule BA)	0		0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets (Schedule DL).....			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	208,102,541	0	208,102,541	145,540,245
13. Title plants less \$ charged off (for Title insurers only).....			0	0
14. Investment income due and accrued	1,279,993		1,279,993	775,656
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	43,110,927		43,110,927	71,688,517
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums).....			0	0
15.3 Accrued retrospective premiums.....	1,608,436		1,608,436	417,919
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	3,567,811		3,567,811	717,080
18.1 Current federal and foreign income tax recoverable and interest thereon			0	3,638,992
18.2 Net deferred tax asset.....	5,816,866	4,187,391	1,629,475	0
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software.....	3,739,385	2,675,327	1,064,058	1,659,444
21. Furniture and equipment, including health care delivery assets (\$)	2,437,749	2,437,749	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates			0	1,765,290
24. Health care (\$458,021) and other amounts receivable.....	475,405	17,384	458,021	84,486
25. Aggregate write-ins for other than invested assets	1,889,497	1,889,497	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25).....	272,028,610	11,207,348	260,821,262	226,287,628
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	0
28. Total (Lines 26 and 27)	272,028,610	11,207,348	260,821,262	226,287,628
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. Prepaid Other.....	1,081,233	1,081,233	0	0
2502. Commissions.....	686,944	686,944	0	0
2503. Deposits.....	121,320	121,320	0	0
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)	1,889,497	1,889,497	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Year			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	108,867,597	10,359,379	119,226,976	113,996,781
2. Accrued medical incentive pool and bonus amounts			0	7,308,807
3. Unpaid claims adjustment expenses	788,111		788,111	805,975
4. Aggregate health policy reserves, including the liability of \$353,422 for medical loss ratio rebate per the Public Health Service Act	5,812,048		5,812,048	6,546,446
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserves			0	0
7. Aggregate health claim reserves	2,190,753	208,463	2,399,216	2,019,186
8. Premiums received in advance	102,519		102,519	152,921
9. General expenses due or accrued	9,810,956		9,810,956	9,820,072
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized capital gains (losses))	5,847,817		5,847,817	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others	1,909,961		1,909,961	1,478,351
13. Remittances and items not allocated	154,948		154,948	48,979
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	4,280,261		4,280,261	0
16. Derivatives			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers)			0	0
20. Reinsurance in unauthorized and certified (\$) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans	67,611		67,611	0
23. Aggregate write-ins for other liabilities (including \$5,792,604 current)	7,924,826	0	7,924,826	1,697,163
24. Total liabilities (Lines 1 to 23)	147,757,408	10,567,842	158,325,250	143,874,680
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	142,525	142,525
27. Preferred capital stock	XXX	XXX	0	0
28. Gross paid in and contributed surplus	XXX	XXX	27,613,902	27,107,930
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	74,739,585	55,162,493
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX	0	0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX	0	0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	102,496,012	82,412,948
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	260,821,262	226,287,628
DETAILS OF WRITE-INS				
2301. Medicare Risk Adj Premium Payable	5,605,980		5,605,980	1,227,817
2302. Outstanding Drafts	2,132,222		2,132,222	468,182
2303. Accrued Other	186,624		186,624	1,164
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)	7,924,826	0	7,924,826	1,697,163
2501.	XXX	XXX		
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	0	0
3001.	XXX	XXX		
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		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member Months.....	XXX	6,809,448	6,635,363
2. Net premium income (including \$0 non-health premium income).....	XXX	1,024,202,042	919,026,523
3. Change in unearned premium reserves and reserve for rate credits	XXX	948,124	(1,301,546)
4. Fee-for-service (net of \$ medical expenses)	XXX		0
5. Risk revenue	XXX		0
6. Aggregate write-ins for other health care related revenues	XXX	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0
8. Total revenues (Lines 2 to 7)	XXX	1,025,150,166	917,724,977
Hospital and Medical:			
9. Hospital/medical benefits	80,632,423	736,035,185	644,217,629
10. Other professional services		1,979,106	2,304,355
11. Outside referrals			36,532,594
12. Emergency room and out-of-area	421,700	40,662,014	0
13. Prescription drugs		161,491,322	143,905,872
14. Aggregate write-ins for other hospital and medical.....	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		(7,308,807)	4,687,929
16. Subtotal (Lines 9 to 15)	81,054,123	932,858,820	831,648,379
Less:			
17. Net reinsurance recoveries			0
18. Total hospital and medical (Lines 16 minus 17)	81,054,123	932,858,820	831,648,379
19. Non-health claims (net).....			0
20. Claims adjustment expenses, including \$16,156,932 cost containment expenses.....		16,832,138	20,155,456
21. General administrative expenses.....		50,567,314	47,876,429
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....		0	0
23. Total underwriting deductions (Lines 18 through 22)	81,054,123	1,000,258,272	899,680,264
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	24,891,894	18,044,713
25. Net investment income earned (Exhibit of Net Investment Income, Line 17).....		3,762,491	3,286,858
26. Net realized capital gains (losses) less capital gains tax of \$		505,920	(20,505)
27. Net investment gains (losses) (Lines 25 plus 26)	0	4,268,411	3,266,354
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]		0	0
29. Aggregate write-ins for other income or expenses	0	2,532	2,072
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	29,162,837	21,313,139
31. Federal and foreign income taxes incurred	XXX	9,517,009	6,680,829
32. Net income (loss) (Lines 30 minus 31)	XXX	19,645,828	14,632,310
DETAILS OF WRITE-INS			
0601.	XXX		0
0602.	XXX		0
0603.	XXX		0
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0
0701.	XXX		
0702.	XXX		
0703.	XXX		
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0
1401.			0
1402.			0
1403.			0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0
2901. Miscellaneous Income.....		2,532	2,072
2902.			0
2903.			0
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	2,532	2,072

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year	2 Prior Year
CAPITAL AND SURPLUS ACCOUNT:		
33. Capital and surplus prior reporting year	82,412,948	67,873,698
34. Net income or (loss) from Line 32	19,645,828	14,632,310
35. Change in valuation basis of aggregate policy and claim reserves		0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$	24,331	(24,107)
37. Change in net unrealized foreign exchange capital gain or (loss)		0
38. Change in net deferred income tax	3,281,255	0
39. Change in nonadmitted assets	(3,374,323)	(551,312)
40. Change in unauthorized and certified reinsurance		0
41. Change in treasury stock		0
42. Change in surplus notes		0
43. Cumulative effect of changes in accounting principles		0
44. Capital Changes:		
44.1 Paid in	0	0
44.2 Transferred from surplus (Stock Dividend)		0
44.3 Transferred to surplus		0
45. Surplus adjustments:		
45.1 Paid in	505,972	482,360
45.2 Transferred to capital (Stock Dividend)	0	0
45.3 Transferred from capital		0
46. Dividends to stockholders		0
47. Aggregate write-ins for gains or (losses) in surplus	0	0
48. Net change in capital and surplus (Lines 34 to 47)	20,083,063	14,539,251
49. Capital and surplus end of reporting year (Line 33 plus 48)	102,496,012	82,412,948
DETAILS OF WRITE-INS		
4701.		0
4702.		
4703.		
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0

CASH FLOW

	1 Current Year	2 Prior Year
Cash from Operations		
1. Premiums collected net of reinsurance.....	1,051,753,227	961,006,500
2. Net investment income.....	4,031,598	3,987,463
3. Miscellaneous income.....	0	0
4. Total (Lines 1 through 3).....	1,055,784,825	964,993,963
5. Benefit and loss related payments.....	934,948,323	818,754,702
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions.....	70,207,018	61,194,617
8. Dividends paid to policyholders.....	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	30,200	0
10. Total (Lines 5 through 9).....	1,005,185,541	879,949,319
11. Net cash from operations (Line 4 minus Line 10).....	50,599,284	85,044,644
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds.....	35,013,596	46,901,069
12.2 Stocks.....	0	0
12.3 Mortgage loans.....	0	0
12.4 Real estate.....	0	0
12.5 Other invested assets.....	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....	713	0
12.7 Miscellaneous proceeds.....	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	35,014,309	46,901,069
13. Cost of investments acquired (long-term only):		
13.1 Bonds.....	49,819,457	51,535,956
13.2 Stocks.....	0	0
13.3 Mortgage loans.....	0	0
13.4 Real estate.....	0	0
13.5 Other invested assets.....	0	0
13.6 Miscellaneous applications.....	0	99,550
13.7 Total investments acquired (Lines 13.1 to 13.6).....	49,819,457	51,635,506
14. Net increase (decrease) in contract loans and premium notes.....	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14).....	(14,805,148)	(4,734,437)
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes.....	0	0
16.2 Capital and paid in surplus, less treasury stock.....	505,972	482,360
16.3 Borrowed funds.....	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....	0	0
16.5 Dividends to stockholders.....	0	0
16.6 Other cash provided (applied).....	11,700,233	(40,861,868)
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6).....	12,206,205	(40,379,508)
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).....	48,000,341	39,930,699
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	48,981,839	9,051,139
19.2 End of year (Line 18 plus Line 19.1).....	96,982,180	48,981,839

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE HUMANA HEALTH PLANS OF PUERTO RICO, INC.

ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Net premium income	1,024,202,042	13,279,531	0	0	0	14,370,716	180,575,052	815,976,743	0	0
2. Change in unearned premium reserves and reserve for rate credit	948,124	948,124								
3. Fee-for-service (net of \$ medical expenses)	0									XXX
4. Risk revenue	0									XXX
5. Aggregate write-ins for other health care related revenues	0	0	0	0	0	0	0	0	0	XXX
6. Aggregate write-ins for other non-health care related revenues	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
7. Total revenues (Lines 1 to 6)	1,025,150,166	14,227,655	0	0	0	14,370,716	180,575,052	815,976,743	0	0
8. Hospital/medical benefits	736,035,185	8,096,004				6,990,095	110,461,164	610,487,922		XXX
9. Other professional services	1,979,106	232,258				200,532	2,441,195	(894,879)		XXX
10. Outside referrals	0									XXX
11. Emergency room and out-of-area	40,662,014	447,261				386,165	6,102,390	33,726,198		XXX
12. Prescription drugs	161,491,322	4,501,816				3,886,869	29,934,927	123,167,710		XXX
13. Aggregate write-ins for other hospital and medical	0	0	0	0	0	0	0	0	0	XXX
14. Incentive pool, withhold adjustments and bonus amounts	(7,308,807)							(7,308,807)		XXX
15. Subtotal (Lines 8 to 14)	932,858,820	13,277,339	0	0	0	11,463,661	148,939,676	759,178,144	0	XXX
16. Net reinsurance recoveries	0									XXX
17. Total hospital and medical (Lines 15 minus 16)	932,858,820	13,277,339	0	0	0	11,463,661	148,939,676	759,178,144	0	XXX
18. Non-health claims (net)	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
19. Claims adjustment expenses including \$ 16,156,932 cost containment expenses	16,832,138	265,765				245,322	3,076,909	13,244,142		
20. General administrative expenses	50,567,314	1,210,124				1,117,037	14,446,004	33,794,149		
21. Increase in reserves for accident and health contracts	0									XXX
22. Increase in reserves for life contracts	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
23. Total underwriting deductions (Lines 17 to 22)	1,000,258,272	14,753,228	0	0	0	12,826,020	166,462,589	806,216,435	0	0
24. Net underwriting gain or (loss) (Line 7 minus Line 23)	24,891,894	(525,573)	0	0	0	1,544,696	14,112,463	9,760,308	0	0
DETAILS OF WRITE-INS										
0501.										XXX
0502.										XXX
0503.										XXX
0598. Summary of remaining write-ins for Line 5 from overflow page	0	0	0	0	0	0	0	0	0	XXX
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 5 above)	0	0	0	0	0	0	0	0	0	XXX
0601.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0602.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0603.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0698. Summary of remaining write-ins for Line 6 from overflow page	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
1301.										XXX
1302.										XXX
1303.										XXX
1398. Summary of remaining write-ins for Line 13 from overflow page	0	0	0	0	0	0	0	0	0	XXX
1399. Totals (Lines 1301 through 1303 plus 1398) (Line 13 above)	0	0	0	0	0	0	0	0	0	XXX

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STATEMENT AS OF ANNUAL STATEMENT FOR THE YEAR 2012 OF THE HUMANA HEALTH PLANS OF PUERTO RICO, INC.

UNDERWRITING AND INVESTMENT EXHIBIT
PART 1 - PREMIUMS

Line of Business	1 Direct Business	2 Reinsurance Assumed	3 Reinsurance Ceded	4 Net Premium Income (Cols. 1+2-3)
1. Comprehensive (hospital and medical)	13,279,531			13,279,531
2. Medicare Supplement .....				.0
3. Dental only.....				.0
4. Vision only.....				.0
5. Federal Employees Health Benefits Plan	14,370,716			14,370,716
6. Title XVIII - Medicare	180,575,052			180,575,052
7. Title XIX - Medicaid.....	815,976,743			815,976,743
8. Other health.....				.0
9. Health subtotal (Lines 1 through 8)	1,024,202,042	.0	.0	1,024,202,042
10. Life .....				.0
11. Property/casualty.....				.0
12. Totals (Lines 9 to 11)	1,024,202,042	0	0	1,024,202,042

STATEMENT AS OF ANNUAL STATEMENT FOR THE YEAR 2012 OF THE HUMANA HEALTH PLANS OF PUERTO RICO, INC.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2 - CLAIMS INCURRED DURING THE YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Payments during the year:										
1.1 Direct	934,557,402	11,525,747				11,039,150	144,759,254	767,233,251		
1.2 Reinsurance assumed	0									
1.3 Reinsurance ceded	0									
1.4 Net	934,557,402	11,525,747	0	0	0	11,039,150	144,759,254	767,233,251	0	0
2. Paid medical incentive pools and bonuses	0									
3. Claim liability December 31, current year from Part 2A:										
3.1 Direct	119,226,976	2,894,418	0	0	0	2,051,891	19,956,477	94,324,190	0	0
3.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
3.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
3.4 Net	119,226,976	2,894,418	0	0	0	2,051,891	19,956,477	94,324,190	0	0
4. Claim reserve December 31, current year from Part 2D:										
4.1 Direct	2,399,216	457,913				5,303		1,936,000		
4.2 Reinsurance assumed	0									
4.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
4.4 Net	2,399,216	457,913	0	0	0	5,303	0	1,936,000	0	0
5. Accrued medical incentive pools and bonuses, current year	0									
6. Net healthcare receivables (a)	0									
7. Amounts recoverable from reinsurers December 31, current year	0									
8. Claim liability December 31, prior year from Part 2A:										
8.1 Direct	113,996,781	1,591,554	0	0	0	1,632,682	15,776,056	94,996,489	0	0
8.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
8.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
8.4 Net	113,996,781	1,591,554	0	0	0	1,632,682	15,776,056	94,996,489	0	0
9. Claim reserve December 31, prior year from Part 2D:										
9.1 Direct	2,019,186	9,186	0	0	0	0	0	2,010,000	0	0
9.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
9.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
9.4 Net	2,019,186	9,186	0	0	0	0	0	2,010,000	0	0
10. Accrued medical incentive pools and bonuses, prior year	7,308,807	0	0	0	0	0	0	7,308,807	0	0
11. Amounts recoverable from reinsurers December 31, prior year	0	0	0	0	0	0	0	0	0	0
12. Incurred benefits:										
12.1 Direct	940,167,627	13,277,338	0	0	0	11,463,662	148,939,675	766,486,952	0	0
12.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
12.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
12.4 Net	940,167,627	13,277,338	0	0	0	11,463,662	148,939,675	766,486,952	0	0
13. Incurred medical incentive pools and bonuses	(7,308,807)	0	0	0	0	0	0	(7,308,807)	0	0

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

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STATEMENT AS OF ANNUAL STATEMENT FOR THE YEAR 2012 OF THE HUMANA HEALTH PLANS OF PUERTO RICO, INC.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan Premium	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Reported in Process of Adjustment:										
1.1 Direct	0									
1.2 Reinsurance assumed	0									
1.3 Reinsurance ceded	0									
1.4 Net	0	0	0	0	0	0	0	0	0	0
2. Incurred but Unreported:										
2.1 Direct	119,226,976	2,894,418				2,051,891	19,956,477	94,324,190		
2.2 Reinsurance assumed	0									
2.3 Reinsurance ceded	0									
2.4 Net	119,226,976	2,894,418	0	0	0	2,051,891	19,956,477	94,324,190	0	0
3. Amounts Withheld from Paid Claims and Capitations:										
3.1 Direct	0									
3.2 Reinsurance assumed	0									
3.3 Reinsurance ceded	0									
3.4 Net	0	0	0	0	0	0	0	0	0	0
4. TOTALS:										
4.1 Direct	119,226,976	2,894,418	0	0	0	2,051,891	19,956,477	94,324,190	0	0
4.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
4.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
4.4 Net	119,226,976	2,894,418	0	0	0	2,051,891	19,956,477	94,324,190	0	0

STATEMENT AS OF ANNUAL STATEMENT FOR THE YEAR 2012 OF THE HUMANA HEALTH PLANS OF PUERTO RICO, INC.

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2B - ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid During the Year		Claim Reserve and Claim Liability Dec. 31 of Current Year		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	1,076,480	10,449,267	1,019,042	2,333,289	2,095,522	1,600,740
2. Medicare Supplement					0	0
3. Dental Only.....					0	0
4. Vision Only.....					0	0
5. Federal Employees Health Benefits Plan	1,007,753	10,031,397	621,108	1,436,086	1,628,861	1,632,682
6. Title XVIII - Medicare	12,260,878	132,498,376	365,454	19,591,024	12,626,332	15,776,055
7. Title XIX - Medicaid.....	92,596,836	674,636,415	6,994,630	89,265,559	99,591,466	97,006,490
8. Other health					0	0
9. Health subtotal (Lines 1 to 8).....	106,941,947	827,615,455	9,000,234	112,625,958	115,942,181	116,015,967
10. Healthcare receivables (a).....					0	0
11. Other non-health.....					0	0
12. Medical incentive pools and bonus amounts					0	7,308,807
13. Totals (Lines 9 - 10 + 11 + 12)	106,941,947	827,615,455	9,000,234	112,625,958	115,942,181	123,324,774

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

STATEMENT AS OF ANNUAL STATEMENT FOR THE YEAR 2012 OF THE HUMANA HEALTH PLANS OF PUERTO RICO, INC.

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS
 (000 Omitted)

Section A – Paid Health Claims - Hospital and Medical

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior .....	.91,815	.91,969	.72,919	.72,918	.72,918
2. 2008	23,020	24,764	24,881	24,881	24,881
3. 2009	XXX	23,974	25,998	26,023	26,001
4. 2010	XXX	XXX	22,959	25,041	25,134
5. 2011	XXX	XXX	XXX	20,510	22,524
6. 2012	XXX	XXX	XXX	XXX	20,481

Section B – Incurred Health Claims - Hospital and Medical

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior	26,229	26,286	26,274	26,274	26,274
2. 2008	26,383	24,879	24,881	24,881	24,881
3. 2009	XXX	26,770	26,021	26,030	26,001
4. 2010	XXX	XXX	26,290	25,088	25,134
5. 2011	XXX	XXX	XXX	23,690	22,545
6. 2012	XXX	XXX	XXX	XXX	25,869

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Hospital and Medical

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 Col. (3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2+3)	6 Col. (5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 Col. (9/1) Percent
1. 2008	32,381	24,881		0.0	24,881	76.8			24,881	76.8
2. 2009	31,991	26,001		0.0	26,001	81.3			26,001	81.3
3. 2010	30,025	25,134		0.0	25,134	83.7			25,134	83.7
4. 2011	29,880	22,524		0.0	22,524	75.4	22		22,546	75.5
5. 2012	28,492	20,481		0.0	20,481	71.9	5,388	16	25,885	90.9

STATEMENT AS OF ANNUAL STATEMENT FOR THE YEAR 2012 OF THE HUMANA HEALTH PLANS OF PUERTO RICO, INC.

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS
(000 Omitted)

Section A - Paid Health Claims - Medicare

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior	244,095	245,898	245,898	245,898	245,898
2. 2008	62,746	72,861	73,290	73,293	73,293
3. 2009	XXX	66,308	75,741	75,753	75,704
4. 2010	XXX	XXX	76,522	87,359	87,357
5. 2011	XXX	XXX	XXX	104,553	114,415
6. 2012	XXX	XXX	XXX	XXX	134,947

Section B - Incurred Health Claims - Medicare

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior	146,651	146,892	146,676	146,676	146,676
2. 2008	78,605	73,922	73,292	73,293	73,293
3. 2009	XXX	81,837	73,020	75,763	75,705
4. 2010	XXX	XXX	90,967	87,527	87,413
5. 2011	XXX	XXX	XXX	120,152	114,725
6. 2012	XXX	XXX	XXX	XXX	154,538

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Medicare

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 Col. (3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2+3)	6 Col. (5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 Col. (9/1) Percent
1. 2008	103,560	73,293		0.0	73,293	70.8			73,293	70.8
2. 2009	85,576	75,704		0.0	75,704	88.5			75,704	88.5
3. 2010	117,437	87,357	0	0.0	87,357	74.4	55		87,412	74.4
4. 2011	146,364	114,415		0.0	114,415	78.2	310		114,725	78.4
5. 2012	180,575	134,947		0.0	134,947	74.7	19,591	212	154,750	85.7

STATEMENT AS OF ANNUAL STATEMENT FOR THE YEAR 2012 OF THE HUMANA HEALTH PLANS OF PUERTO RICO, INC.

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS
 (000 Omitted)

Section A - Paid Health Claims - Title XIX Medicaid

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior	1,496,668	1,502,048	1,160,202	1,160,202	1,160,202
2. 2008	314,086	363,283	367,144	367,144	367,144
3. 2009	XXX	400,224	445,096	445,998	445,758
4. 2010	XXX	XXX	445,628	502,968	503,068
5. 2011	XXX	XXX	XXX	622,921	682,784
6. 2012	XXX	XXX	XXX	XXX	707,510

Section B – Incurred Health Claims - Title XIX Medicaid

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior	424,889	424,506	423,447	423,447	423,447
2. 2008	400,972	371,016	367,452	367,144	367,144
3. 2009	XXX	462,754	457,939	446,469	445,758
4. 2010	XXX	XXX	525,259	512,269	503,278
5. 2011	XXX	XXX	XXX	717,764	685,963
6. 2012	XXX	XXX	XXX	XXX	800,380

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Title XIX Medicaid

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 Col. (3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2+3)	6 Col. (5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 Col. (9/1) Percent
1. 2008	454,108	367,144		0.0	367,144	80.8			367,144	80.8
2. 2009	474,554	445,758		0.0	445,758	93.9			445,758	93.9
3. 2010	541,901	503,068		0.0	503,068	92.8	211		503,279	92.9
4. 2011	742,783	682,784		0.0	682,784	91.9	3,179		685,963	92.4
5. 2012	815,976	707,510		0.0	707,510	86.7	92,870	559	800,939	98.2

STATEMENT AS OF ANNUAL STATEMENT FOR THE YEAR 2012 OF THE HUMANA HEALTH PLANS OF PUERTO RICO, INC.

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS
 (000 Omitted)

Section A - Paid Health Claims - Grand Total

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior	1,832,578	1,839,915	1,479,019	1,479,018	1,479,018
2. 2008	399,852	460,908	465,315	465,318	465,318
3. 2009	XXX	490,506	546,835	547,774	547,463
4. 2010	XXX	XXX	545,109	615,368	615,559
5. 2011	XXX	XXX	XXX	747,984	819,723
6. 2012	XXX	XXX	XXX	XXX	862,938

Section B - Incurred Health Claims - Grand Total

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior	597,769	597,684	596,397	596,397	596,397
2. 2008	505,960	469,817	465,625	465,318	465,318
3. 2009	XXX	571,361	556,980	548,262	547,464
4. 2010	XXX	XXX	642,516	624,884	615,825
5. 2011	XXX	XXX	XXX	861,606	823,233
6. 2012	XXX	XXX	XXX	XXX	980,787

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio - Grand Total

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 Col. (3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2+3)	6 Col. (5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 Col. (9/1) Percent
1. 2008	590,049	465,318	0	0.0	465,318	78.9	0	0	465,318	78.9
2. 2009	592,121	547,463	0	0.0	547,463	92.5	0	0	547,463	92.5
3. 2010	689,363	615,559	0	0.0	615,559	89.3	266	0	615,825	89.3
4. 2011	919,027	819,723	0	0.0	819,723	89.2	3,511	0	823,234	89.6
5. 2012	1,025,043	862,938	0	0.0	862,938	84.2	117,849	787	981,574	95.8

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ANNUAL STATEMENT FOR THE YEAR 2012 OF THE HUMANA HEALTH PLANS OF PUERTO RICO, INC.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2D - AGGREGATE RESERVE FOR ACCIDENT AND HEALTH CONTRACTS ONLY

	1	2	3	4	5	6	7	8	9
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
1. Unearned premium reserves .....	.0								
2. Additional policy reserves (a) .....	.0								
3. Reserve for future contingent benefits .....	.0								
4. Reserve for rate credits or experience rating refunds (including \$ for investment income)	5,812,048	353,422					5,458,626		
5. Aggregate write-ins for other policy reserves .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
6. Totals (gross)	5,812,048	353,422	.0	.0	.0	.0	5,458,626	.0	.0
7. Reinsurance ceded .....	.0								
8. Totals (Net) (Page 3, Line 4)	5,812,048	353,422	.0	.0	.0	.0	5,458,626	.0	.0
9. Present value of amounts not yet due on claims .....	.0								
10. Reserve for future contingent benefits	2,399,216	457,913				5,303		1,936,000	
11. Aggregate write-ins for other claim reserves .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
12. Totals (gross)	2,399,216	457,913	.0	.0	.0	5,303	.0	1,936,000	.0
13. Reinsurance ceded .....	.0								
14. Totals (Net) (Page 3, Line 7)	2,399,216	457,913	0	0	0	5,303	0	1,936,000	0
DETAILS OF WRITE-INS									
0501.									
0502.									
0503.									
0598. Summary of remaining write-ins for Line 5 from overflow page .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 5 above)	0	0	0	0	0	0	0	0	0
1101. ....	.0								
1102.									
1103.									
1198. Summary of remaining write-ins for Line 11 from overflow page .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above) .....	.0	.0	.0	.0	.0	.0	.0	.0	.0

(a) Includes \$ premium deficiency reserve.

STATEMENT AS OF ANNUAL STATEMENT FOR THE YEAR 2012 OF THE HUMANA HEALTH PLANS OF PUERTO RICO, INC.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 3 - ANALYSIS OF EXPENSES

	Claim Adjustment Expenses		3 General Administrative Expenses	4 Investment Expenses	5 Total
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses			
1. Rent (\$ for occupancy of own building).....	10,577	12,366	3,235,184		3,258,127
2. Salaries, wages and other benefits.....	11,847,514	348,800	25,978,288		38,174,602
3. Commissions (less \$ ceded plus \$ assumed).....			29,800		29,800
4. Legal fees and expenses.....	21	1	1,137,700		1,137,722
5. Certifications and accreditation fees.....			21,601		21,601
6. Auditing, actuarial and other consulting services.....	20		504,030		504,050
7. Traveling expenses.....	186,264	3,705	501,885		691,854
8. Marketing and advertising.....	19,111	72	2,719,867		2,739,050
9. Postage, express and telephone.....	136,288	2,520	2,273,679		2,412,487
10. Printing and office supplies.....	109,484	3,435	1,112,998		1,225,917
11. Occupancy, depreciation and amortization.....	1,359	1,600	329,701		332,660
12. Equipment.....	1,521	1,643	237,235		240,399
13. Cost or depreciation of EDP equipment and software.....	7,482	4,715	2,211,533		2,223,730
14. Outsourced services including EDP, claims, and other services.....	2,285,421	225,407	4,761,769		7,272,597
15. Boards, bureaus and association fees.....	3,951	204	45,296		49,451
16. Insurance, except on real estate.....	90,183	4,995	196,018		291,196
17. Collection and bank service charges.....	3		1,264,768		1,264,771
18. Group service and administration fees.....					0
19. Reimbursements by uninsured plans.....					0
20. Reimbursements from fiscal intermediaries.....					0
21. Real estate expenses.....	16,548	6,107	1,148,803		1,171,458
22. Real estate taxes.....	361	409	(881)		(111)
23. Taxes, licenses and fees:					
23.1 State and local insurance taxes.....	2,476		24,535		27,011
23.2 State premium taxes.....					0
23.3 Regulatory authority licenses and fees.....	622,024	30,816	172,484		825,324
23.4 Payroll taxes.....	775,988	26,387	1,736,942		2,539,317
23.5 Other (excluding federal income and real estate taxes).....			492		492
24. Investment expenses not included elsewhere.....	4	11	38,861		38,876
25. Aggregate write-ins for expenses.....	40,332	2,013	884,726	0	927,071
26. Total expenses incurred (Lines 1 to 25).....	16,156,932	675,206	50,567,314	0	(a) 67,399,452
27. Less expenses unpaid December 31, current year.....	74,083	714,029	9,810,956		10,599,068
28. Add expenses unpaid December 31, prior year.....	0	805,975	9,820,072	0	10,626,047
29. Amounts receivable relating to uninsured plans, prior year.....	0	0	717,080	0	717,080
30. Amounts receivable relating to uninsured plans, current year.....			16,768,662		16,768,662
31. Total expenses paid (Lines 26 minus 27 plus 28 minus 29 plus 30)	16,082,849	767,152	66,628,012	0	83,478,013
DETAILS OF WRITE-INS					
2501. Miscellaneous Administrative Expense.....	40,332	2,013	884,726		927,071
2502.					
2503.					
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0	0	0	0
2599. Totals (Line 2501 through 2503 + 2598)(Line 25 above)	40,332	2,013	884,726	0	927,071

(a) Includes management fees of \$(15,191,693) to affiliates and \$to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

	1 Collected During Year	2 Earned During Year
1. U.S. Government bonds	(a) 110,884	122,906
1.1 Bonds exempt from U.S. tax	(a) 395,175	347,313
1.2 Other bonds (unaffiliated)	(a) 2,719,409	2,830,420
1.3 Bonds of affiliates	(a) 0	
2.1 Preferred stocks (unaffiliated)	(b) 0	
2.11 Preferred stocks of affiliates	(b) 0	
2.2 Common stocks (unaffiliated)	(b) 0	
2.21 Common stocks of affiliates	(b) 0	
3. Mortgage loans	(c) 0	
4. Real estate	(d) 0	
5. Contract loans	(d) 0	
6. Cash, cash equivalents and short-term investments	(e) 30,918	460,084
7. Derivative instruments	(f) 0	
8. Other invested assets	(f) 0	
9. Aggregate write-ins for investment income	0	1,768
10. Total gross investment income	3,256,386	3,762,491
11. Investment expenses		(g) 0
12. Investment taxes, licenses and fees, excluding federal income taxes		(g) 0
13. Interest expense		(h) 0
14. Depreciation on real estate and other invested assets		(i) 0
15. Aggregate write-ins for deductions from investment income		0
16. Total deductions (Lines 11 through 15)		0
17. Net investment income (Line 10 minus Line 16)		3,762,491
DETAILS OF WRITE-INS		
0901. OTHER INVESTMENT INCOME		1,768
0902.		
0903.		
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0
0999. Totals (Lines 0901 through 0903) plus 0998 (Line 9 above)	0	1,768
1501.		
1502.		
1503.		
1598. Summary of remaining write-ins for Line 15 from overflow page		0
1599. Totals (Lines 1501 through 1503) plus 1598 (Line 15 above)		0

- (a) Includes \$ 13,576 accrual of discount less \$ 787,020 amortization of premium and less \$ 195,097 paid for accrued interest on purchases.
- (b) Includes \$ accrual of discount less \$ amortization of premium and less \$ 0 paid for accrued dividends on purchases.
- (c) Includes \$ 0 accrual of discount less \$ 0 amortization of premium and less \$ paid for accrued interest on purchases.
- (d) Includes \$ for company's occupancy of its own buildings; and excludes \$ interest on encumbrances.
- (e) Includes \$ 3,353 accrual of discount less \$ amortization of premium and less \$ paid for accrued interest on purchases.
- (f) Includes \$ accrual of discount less \$ amortization of premium.
- (g) Includes \$ investment expenses and \$ investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.
- (h) Includes \$ interest on surplus notes and \$ interest on capital notes.
- (i) Includes \$ depreciation on real estate and \$ depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

	1 Realized Gain (Loss) On Sales or Maturity	2 Other Realized Adjustments	3 Total Realized Capital Gain (Loss) (Columns 1 + 2)	4 Change in Unrealized Capital Gain (Loss)	5. Change in Unrealized Foreign Exchange Capital Gain (Loss)
1. U.S. Government bonds			0		
1.1 Bonds exempt from U.S. tax	(8,326)		(8,326)	2,380	
1.2 Other bonds (unaffiliated)	513,533		513,533	21,950	
1.3 Bonds of affiliates	0	0	0	0	0
2.1 Preferred stocks (unaffiliated)	0	0	0	0	0
2.11 Preferred stocks of affiliates	0	0	0	0	0
2.2 Common stocks (unaffiliated)	0	0	0	0	0
2.21 Common stocks of affiliates	0	0	0	0	0
3. Mortgage loans	0	0	0	0	0
4. Real estate	0	0	0	0	0
5. Contract loans	714		714		
6. Cash, cash equivalents and short-term investments	0		0	0	0
7. Derivative instruments	0		0		
8. Other invested assets	0	0	0	0	0
9. Aggregate write-ins for capital gains (losses)	0	0	0	0	0
10. Total capital gains (losses)	505,921	0	505,921	24,330	0
DETAILS OF WRITE-INS					
0901.					
0902.					
0903.					
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0	0
0999. Totals (Lines 0901 through 0903) plus 0998 (Line 9 above)	0	0	0	0	0

EXHIBIT OF NONADMITTED ASSETS

	1	2	3
	Current Year Total Nonadmitted Assets	Prior Year Nonadmitted Assets	Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D).....	0	0	0
2. Stocks (Schedule D):			
2.1 Preferred stocks	0	0	0
2.2 Common stocks	0	0	0
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens	0	0	0
3.2 Other than first liens	0	0	0
4. Real estate (Schedule A):			
4.1 Properties occupied by the company	0	0	0
4.2 Properties held for the production of income.....	0	0	0
4.3 Properties held for sale	0	0	0
5. Cash (Schedule E - Part 1), cash equivalents (Schedule E - Part 2) and short-term investments (Schedule DA).....	0	0	0
6. Contract loans	0	0	0
7. Derivatives (Schedule DB).....	0	0	0
8. Other invested assets (Schedule BA)	0	0	0
9. Receivables for securities	0	0	0
10. Securities lending reinvested collateral assets (Schedule DL).....	0	0	0
11. Aggregate write-ins for invested assets	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	0	0	0
13. Title plants (for Title insurers only).....	0	0	0
14. Investment income due and accrued	0	0	0
15. Premiums and considerations:			
15.1 Uncollected premiums and agents' balances in the course of collection	0	789	789
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due.....	0	0	0
15.3 Accrued retrospective premiums.....	0	0	0
16. Reinsurance:			
16.1 Amounts recoverable from reinsurers	0	0	0
16.2 Funds held by or deposited with reinsured companies	0	0	0
16.3 Other amounts receivable under reinsurance contracts	0	0	0
17. Amounts receivable relating to uninsured plans	0	0	0
18.1 Current federal and foreign income tax recoverable and interest thereon	0	0	0
18.2 Net deferred tax asset.....	4,187,391	2,535,611	(1,651,780)
19. Guaranty funds receivable or on deposit	0	0	0
20. Electronic data processing equipment and software.....	2,675,327	2,182,933	(492,394)
21. Furniture and equipment, including health care delivery assets.....	2,437,749	1,968,090	(469,659)
22. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0
23. Receivables from parent, subsidiaries and affiliates	0	0	0
24. Health care and other amounts receivable.....	17,384	0	(17,384)
25. Aggregate write-ins for other than invested assets	1,889,497	1,145,603	(743,894)
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25).....	11,207,348	7,833,025	(3,374,323)
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0
28. Total (Lines 26 and 27)	11,207,348	7,833,025	(3,374,323)
DETAILS OF WRITE-INS			
1101.			
1102.			
1103.			
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0
2501. Prepaid Other.....	1,081,233	625,650	(455,583)
2502. Commissions.....	686,944	392,133	(294,811)
2503. Deposits.....	121,320	127,820	6,500
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	1,889,497	1,145,603	(743,894)

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE HUMANA HEALTH PLANS OF PUERTO RICO, INC.

EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY

Source of Enrollment	Total Members at End of					6 Current Year Member Months
	1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	
1. Health Maintenance Organizations.....	560,709	562,610	567,300	564,789	568,004	6,809,448
2. Provider Service Organizations.....	.0					
3. Preferred Provider Organizations.....	.0					
4. Point of Service.....	.0					
5. Indemnity Only.....	.0					
6. Aggregate write-ins for other lines of business	0	0	0	0	0	0
7. Total	560,709	562,610	567,300	564,789	568,004	6,809,448
DETAILS OF WRITE-INS						
0601.						
0602.						
0603.						
0698. Summary of remaining write-ins for Line 6 from overflow page.....	.0	.0	.0	.0	.0	.0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	0	0	0	0	0	0

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

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

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

	State of Domicile	2012	2011
Net Income			
1. Humana Health Plan of PR, Inc. PR basis	PR	\$ 19,270,324	\$ 14,632,310
2. Commonwealth Prescribed Practices that increase/(decrease) NAIC SAP	PR	-	-
3. Commonwealth Permitted Practices that increase/(decrease) NAIC SAP	PR	-	-
4. NAIC SAP	PR	\$ 19,270,324	\$ 14,632,310
Surplus			
5. Humana Health Plan of PR, Inc. PR basis	PR	\$ 100,491,033	\$ 82,412,948
6. Commonwealth Prescribed Practices that increase/(decrease) NAIC SAP	PR	-	-
7. Commonwealth Permitted Practices that increase/(decrease) NAIC SAP	PR	-	-
8. NAIC SAP	PR	\$ 100,491,033	\$ 82,412,948

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

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

C. Accounting Policy

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

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

In addition, the Company uses the following accounting policies:

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

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

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

NOTES TO FINANCIAL STATEMENTS

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

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

NOTES TO FINANCIAL STATEMENTS

3. Business Combinations and Goodwill

A. Statutory Purchase Method

Not Applicable.

B. Statutory Merger

Not Applicable.

C. Assumption Reinsurance

Not Applicable.

D. Impairment Loss

Not Applicable.

4. Discontinued Operations

Not Applicable.

5. Investments

A. 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 December 31, 2012.

E. Repurchase Agreements and/or Securities Lending Transactions

The Company has no repurchase agreements or securities lending transactions.

F. Real Estate

Not Applicable.

G. Low-Income Housing Tax Credits (LIHTC)

Not Applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

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

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

7. Investment Income

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

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

B. The total amount excluded was \$0.

8. Derivative Instruments

Not Applicable.

9. Income Taxes

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

NOTES TO FINANCIAL STATEMENTS

10. Information Concerning Parent, Subsidiaries and Affiliates

A.-F. The Company has a management contract with Humana Insurance of Puerto Rico (HIPR) whereby the Company provide with management, information systems, claims processing, billing and enrollment, and telemarketing and other services as required by HIPR. Management fees charged to HIPR for the years ended December 31, 2012 and 2011 were approximately \$ 15,269,738 and \$ 8,801,000 respectively. As a part of this agreement, makes cash disbursements on behalf of HIPR which includes, but is not limited to, medical related items, general and administrative expenses, commissions and payroll. The Company is reimbursed by HIPR monthly. The Company continues to be primarily liable for any outstanding payments made on behalf of HIPR, should the Company not be able to fulfill its obligations.

At December 31, 2012, the Company reported \$4,003,091 due from Humana Inc. Amounts due to or from parent are generally settled within 30 days.

- G. Not Applicable.
- H. Not Applicable.
- I. Not Applicable.
- J. Not Applicable.
- K. Not Applicable.
- L. Not applicable.

11. Debt

A. Debt Including Capital Notes

The Company has no capital notes outstanding.

The Company has no debentures outstanding.

The Company does not have any reverse repurchase agreements.

B. Federal Home Loan Bank (FHLB) Agreements

The Company does not have any FHLB agreements.

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

A. Defined Benefit Plan

Not Applicable.

B. Defined Contribution Plan

Not Applicable.

C. Multiemployer Plans

Not Applicable.

D. Consolidated/Holding Company Plans

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

E. Post Employment Benefits and Compensated Absences

Not Applicable.

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

Not Applicable

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

- 1) The company has \$5 par value common stock with 1,000,000 shares authorized and 28,505 shares issued and outstanding.
- 2) The Company has no preferred stock outstanding.
- 3-5) Dividends are noncumulative and are paid as determined by the Board of Directors. Dividends are subject to the approval of the Department of Insurance if such dividend distribution exceeds the lesser of the Company's prior year net operating profits or 10 percent of policyholders surplus funds derived from realized net operating profits. Within the limitations above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders. No dividends were paid as of December 31, 2012.
- 6) There were no restrictions placed on the Company's surplus, including for whom the surplus is being held.
- 7) Not Applicable.
- 8) Not Applicable.
- 9) Not Applicable.
- 10) The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses is \$0.
- 11) Not Applicable.
- 12) Not Applicable.
- 13) Not Applicable.

NOTES TO FINANCIAL STATEMENTS

14. Contingencies

A. Contingent Commitments

Not Applicable.

B. Assessments

Not Applicable.

C. Gain Contingencies

Not Applicable.

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

Not Applicable.

E. All Other Contingencies

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

The Company is not aware of any other material contingent liabilities as of December 31, 2012.

15. Leases

Not applicable.

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

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

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

A. Transfers of Receivables Reported as Sales

Not Applicable.

B. Transfer and Servicing of Financial Assets

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

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

b. As of December 31, 2012, the Company has recorded a receivable from CMS of \$16,768,662 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.

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

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

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

Not Applicable.

NOTES TO FINANCIAL STATEMENTS

20. Fair Value Measurements

The Company did not have any financial assets carried at fair value at December 31, 2012.

21. Other Items

A. Extraordinary Items

Not Applicable.

B. Troubled Debt Restructuring

Not Applicable.

C. Other Disclosures

Not Applicable.

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

Not Applicable.

E. Business Interruption Insurance Recoveries

Not Applicable.

F. State Transferable Tax Credits

Not Applicable.

G. Subprime Mortgage Related Risk Exposure

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

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

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

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

- a. Direct exposure through investments – No substantial exposure noted.
- b. Residential mortgage backed securities – No substantial exposure noted.
- c. Commercial mortgage-backed securities – No substantial exposure noted.
- d. Structured Securities (including principal protected notes) – No substantial exposure noted.
- e. Collateralized debt obligations – No substantial exposure noted.
- f. Equity securities in SCAs – No substantial exposure noted.
- g. Other Assets – No substantial exposure noted.

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

Not Applicable.

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

22. Events Subsequent

The Company is not aware of any events occurring subsequent to the close of the books for this statement which may have a material effect on its financial condition. Subsequent events have been considered through March 28, 2013 for the statutory statement issued on March 31, 2013.

NOTES TO FINANCIAL STATEMENTS

23. Reinsurance

A. Ceded Reinsurance Report

Section 1 – General Interrogatories

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

Yes () No (X)

If yes, give full details.

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

Yes () No (X)

If yes, give full details.

Section 2 – Ceded Reinsurance Report – Part A

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

Yes () No (X)

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

- 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? N/A

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

Yes () No (X)

If yes, give full details.

Section 3 – Ceded Reinsurance Report – Part B

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

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

Yes () No (X)

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

B. Uncollectible Reinsurance

Not Applicable.

C. Commutation of Ceded Reinsurance

Not Applicable.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

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

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

- C. The amount of net premiums written by the Company at December 31, 2012 that are subject to retrospective rating features was \$ 1,626,818 or .17%. 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.

NOTES TO FINANCIAL STATEMENTS

	Individual	Small Group Employer	Large Group Employer	Other Categories with rebates	Total
Medical loss ratio rebates incurred	\$ -	\$ -	\$ 1,301,546.	1301546.	\$1,301,546.
Medical loss ratio rebates paid	-	-	-	-	841,803.
Medical loss rebates unpaid	-	-	-	-	-
Plus reinsurance assumed amounts	-	-	-	-	-
Less reinsurance ceded amounts	-	-	-	-	-
Rebates unpaid net of reinsurance	-	-	-	-	-

Medical loss ratio rebates incurred	\$ -	\$ 391.	\$(106,712.)	106,320	\$(212,641.)
Medical loss ratio rebates paid	-	391	841,412	841,803	1683606.
Medical loss rebates unpaid	-	-	353,422.	353,422	706844.
Plus reinsurance assumed amounts	-	-	-	-	-
Less reinsurance ceded amounts	-	-	-	-	-
Rebates unpaid net of reinsurance	-	-	-	-	-

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2011 were \$123,324,774. As of December 31, 2012, \$106,941,947 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$9,000,235 as a result of reestimation of unpaid claims and claim adjustment expenses principally on the Medicaid and commercial HMO books of business. Therefore, there has been a \$7,382,593 favorable prior-year development since December 31, 2011. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims. The Company has no retrospectively rated policies.

26. Intercompany Pooling Arrangements

A.-F. Not Applicable.

27. Structured Settlements

Not Applicable.

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

Quarter	Estimate Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Billed or Otherwise Confirmed	Actual Rebates Received Within 90 Days of Billing	Actual Rebates Received Within 91 to 180 Days of Billing	Actual Rebates Received More than 181 Days after Billing
12/31/2012	\$ 162,215	\$ 162,215			
9/30/2012	\$ 715,687	\$ 715,687	\$ -	\$ -	\$ -
6/30/2012	\$ 779,226	\$ 779,226	\$ 631,513	\$ 147,713-	\$ -
3/31/2012	\$ 9,186.19	\$ 9,186	\$ 318,713	\$ 384,586	\$ -

B. Risk Sharing Receivables

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

29. Participating Policies

Not Applicable.

30. Premium Deficiency Reserves

1. Liability carried for premium deficiency reserves \$ 0
2. Date of the most recent evaluation of this liability December 31, 2012
3. Was anticipated investment income utilized in the calculation? Yes () No (X)

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

31. Anticipated Salvage and Subrogation

Not Applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 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 [] No [X]
- 1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? Yes [] No [] NA [X]
- 1.3 State Regulating?
- 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 State as of what date the latest financial examination of the reporting entity was made or is being made.12/31/1999
- 3.2 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.12/31/1999
- 3.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).12/31/1999
- 3.4 By what department or departments? Insurance Commissioner of Puerto Rico - DOI.....
- 3.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [X] No [] NA []
- 3.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] NA []
- 4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
- 4.11 sales of new business? Yes [] No [X]
- 4.12 renewals? Yes [] No [X]
- 4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
- 4.21 sales of new business? Yes [] No [X]
- 4.22 renewals? Yes [] No [X]
- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 5.2 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
.....
.....
.....
.....

- 6.1 Has the 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]
- 6.2 If yes, give full information
- 7.1 Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity? Yes [] No [X]
- 7.2 If yes,
- 7.21 State the percentage of foreign control
- 7.22 State the nationality(s) of the foreign person(s) or entity(s); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney - in - fact and identify the type of entity(s) (e.g., individual, corporation, government, manager or attorney - in - fact).

1 Nationality	2 Type of Entity
.....
.....
.....
.....

GENERAL INTERROGATORIES

- 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 the names and locations (city and state of the main office) of any affiliates regulated by a federal financial 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	2	3	4	5	6
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	SEC

- 9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?
PricewaterHouse Coopers PO Box 363566 San Juan PR 00939-3566.....
- 10.1 Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation? Yes [] No [X]
- 10.2 If the response to 10.1 is yes, provide information related to this exemption:
.....
- 10.3 Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 17A of the Model Regulation, or substantially similar state law or regulation? Yes [] No [X]
- 10.4 If the response to 10.3 is yes, provide information related to this exemption:
.....
- 10.5 Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws? Yes [X] No [] NA []
- 10.6 If the response to 10.5 is no or n/a, please explain
.....
- 11. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?
P. Anthony Hammond Officer 383 FD Roosevelt Ave San Juan PR 00918-2131.....
- 12.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes [] No [X]
 - 12.11 Name of real estate holding company
 - 12.12 Number of parcels involved.....
 - 12.13 Total book/adjusted carrying value..... \$.....
- 12.2 If yes, provide explanation
.....
- 13. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:
- 13.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?
.....
- 13.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? Yes [] No [X]
- 13.3 Have there been any changes made to any of the trust indentures during the year? Yes [] No [X]
- 13.4 If answer to (13.3) is yes, has the domiciliary or entry state approved the changes? Yes [] No [X] NA []
- 14.1 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.
- 14.11 If the response to 14.1 is no, please explain:
.....
- 14.2 Has the code of ethics for senior managers been amended? Yes [] No [X]
- 14.21 If the response to 14.2 is yes, provide information related to amendment(s)
.....
- 14.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]
- 14.31 If the response to 14.3 is yes, provide the nature of any waiver(s).
.....

GENERAL INTERROGATORIES

- 15.1 Is the reporting entity the beneficiary of a Letter of Credit that is unrelated to reinsurance where the issuing or confirming bank is not on the SVO Bank List? Yes [] No [X]
- 15.2 If the response to 15.1 is yes, indicate the American Bankers Association (ABA) Routing Number and the name of the issuing or confirming bank of the Letter of Credit and describe the circumstances in which the Letter of Credit is triggered.

1 American Bankers Association (ABA) Routing Number	2 Issuing or Confirming Bank Name	3 Circumstances That Can Trigger the Letter of Credit	4 Amount

BOARD OF DIRECTORS

16. Is the purchase or sale of all investments of the reporting entity passed upon either by the board of directors or a subordinate committee thereof? Yes [X] No []
17. Does the reporting entity keep a complete permanent record of the proceedings of its board of directors and all subordinate committees thereof? Yes [X] No []
18. Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or is likely to conflict with the official duties of such person? Yes [X] No []

FINANCIAL

19. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)? Yes [] No [X]
- 20.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):
- 20.11 To directors or other officers .. \$
 - 20.12 To stockholders not officers ... \$
 - 20.13 Trustees, supreme or grand (Fraternal only) \$
- 20.2 Total amount of loans outstanding at the end of year (inclusive of Separate Accounts, exclusive of policy loans):
- 20.21 To directors or other officers ... \$
 - 20.22 To stockholders not officers ... \$
 - 20.23 Trustees, supreme or grand (Fraternal only) \$
- 21.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement? Yes [] No [X]
- 21.2 If yes, state the amount thereof at December 31 of the current year:
- 21.21 Rented from others \$
 - 21.22 Borrowed from others \$
 - 21.23 Leased from others \$
 - 21.24 Other \$
- 22.1 Does this statement include payments for assessments as described in the *Annual Statement Instructions* other than guaranty fund or guaranty association assessments? Yes [] No [X]
- 22.2 If answer is yes:
- 22.21 Amount paid as losses or risk adjustment \$
 - 22.22 Amount paid as expenses \$
 - 22.23 Other amounts paid \$
- 23.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [] No []
- 23.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$

INVESTMENT

- 24.01 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date? (other than securities lending programs addressed in 24.03) Yes [X] No []
- 24.02 If no, give full and complete information, relating thereto
.....
- 24.03 For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet. (an alternative is to reference Note 17 where this information is also provided)
Humana voluntarily participated in securities lending until it was discontinued in November 2011. It is a low risk, low maintenance source of additional income and increases our surplus. It is recognized and allowed by the NAIC in SSAP 91 and the NAIC Investments of Insurers Model Act 280.
- 24.04 Does the company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions? Yes [] No [] NA [X]
- 24.05 If answer to 24.04 is yes, report amount of collateral for conforming programs. \$
- 24.06 If answer to 24.04 is no, report amount of collateral for other programs. \$
- 24.07 Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract? Yes [] No [] NA [X]
- 24.08 Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%? Yes [] No [] NA [X]
- 24.09 Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities Lending Agreement (MSLA) to conduct securities lending? Yes [] No [] NA [X]
- 24.10 For the reporting entity's security lending program, state the amount of the following as of December 31 of the current year:
- 24.101 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 \$
 - 24.102 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 \$
 - 24.103 Total payable for securities lending reported on the liability page \$

GENERAL INTERROGATORIES

- 25.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 21.1 and 24.03). Yes [] No []
- 25.2 If yes, state the amount thereof at December 31 of the current year:
- 25.21 Subject to repurchase agreements..... \$.....
 - 25.22 Subject to reverse repurchase agreements..... \$.....
 - 25.23 Subject to dollar repurchase agreements..... \$.....
 - 25.24 Subject to reverse dollar repurchase agreements..... \$.....
 - 25.25 Pledged as collateral..... \$.....
 - 25.26 Placed under option agreements..... \$.....
 - 25.27 Letter stock or securities restricted as to sale..... \$.....
 - 25.28 On deposit with state or other regulatory body..... \$..... 600,244
 - 25.29 Other..... \$.....

25.3 For category (25.27) provide the following:

1 Nature of Restriction	2 Description	3 Amount

- 26.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes [] No []
- 26.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No [] NA []
If no, attach a description with this statement.
- 27.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity? Yes [] No []
- 27.2 If yes, state the amount thereof at December 31 of the current year. \$.....

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

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

1 Name of Custodian(s)	2 Custodian's Address
Citibank N.A.....	PO Box 70301 San Juan PR 00936-70301.....

28.02 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)

- 28.03 Have there been any changes, including name changes, in the custodian(s) identified in 28.01 during the current year? Yes [] No []
- 28.04 If yes, give full and complete information relating thereto:

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

28.05 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 Number(s)	2 Name	3 Address
117105.....	BlackRock.....	40 East 52nd St New York, NY 10022.....

GENERAL INTERROGATORIES

29.1 Does the reporting entity have any diversified mutual funds reported in Schedule D - Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b) (1)])?..... Yes [] No [X]

29.2 If yes, complete the following schedule:

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
.....
.....
29.2999 TOTAL		0

29.3 For each mutual fund listed in the table above, complete the following schedule:

1 Name of Mutual Fund (from above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	4 Date of Valuation
.....
.....

30. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-) or Fair Value over Statement (+)
30.1 Bonds.....	204,721,673	209,876,588	5,154,915
30.2 Preferred Stocks.....	0		0
30.3 Totals	204,721,673	209,876,588	5,154,915

30.4 Describe the sources or methods utilized in determining the fair values:

Fair value of actively traded debt and equity securities are based on quoted market prices. Fair value of inactively traded debt securities are based on quoted market prices of identical or similar securities or based on observable inputs like interest rates using either a market or income valuation.....

31.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D?..... Yes [] No [X]

31.2 If the answer to 31.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source?..... Yes [] No []

31.3 If the answer to 31.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D:

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

32.2 If no, list exceptions:

.....

GENERAL INTERROGATORIES

OTHER

33.1 Amount of payments to Trade associations, service organizations and statistical or rating bureaus, if any?.....\$

33.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to trade associations, service organizations and statistical or rating bureaus during the period covered by this statement.

1 Name	2 Amount Paid
.....

34.1 Amount of payments for legal expenses, if any?.....\$767,587

34.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
Pietrantoní Méndez & Alvarez.....	311,982
Schuster Agui lo LLP.....	260,871

35.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any?.....\$

35.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1 Name	2 Amount Paid
.....
.....

GENERAL INTERROGATORIES

PART 2 - HEALTH INTERROGATORIES

- 1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force? Yes [] No [X]
 1.2 If yes, indicate premium earned on U. S. business only. \$0
 1.3 What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit? \$0
 1.31 Reason for excluding

- 1.4 Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above \$
 1.5 Indicate total incurred claims on all Medicare Supplement insurance. \$0
 1.6 Individual policies:

- Most current three years:
 1.61 Total premium earned \$0
 1.62 Total incurred claims \$0
 1.63 Number of covered lives0
 All years prior to most current three years:
 1.64 Total premium earned \$0
 1.65 Total incurred claims \$0
 1.66 Number of covered lives0

- 1.7 Group policies:

- Most current three years:
 1.71 Total premium earned \$0
 1.72 Total incurred claims \$0
 1.73 Number of covered lives0
 All years prior to most current three years:
 1.74 Total premium earned \$0
 1.75 Total incurred claims \$0
 1.76 Number of covered lives0

2. Health Test:

		1		2
		Current Year		Prior Year
2.1	Premium Numerator	\$1,024,202,042	\$	.....919,026,523
2.2	Premium Denominator	\$1,024,202,042	\$	.....919,026,523
2.3	Premium Ratio (2.1/2.2)	.....1.000		.....1.000
2.4	Reserve Numerator	\$127,438,240	\$	.....0
2.5	Reserve Denominator	\$127,438,240	\$	.....129,871,220
2.6	Reserve Ratio (2.4/2.5)	.....1.000		.....0.000

- 3.1 Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, as and if the earnings of the reporting entity permits? Yes [] No [X]
 3.2 If yes, give particulars:

- 4.1 Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency? Yes [X] No []
 4.2 If not previously filed, furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered? Yes [] No []
 5.1 Does the reporting entity have stop-loss reinsurance? Yes [] No [X]
 5.2 If no, explain:

- 5.3 Maximum retained risk (see instructions)
- | | |
|---------------------------------|----------|
| 5.31 Comprehensive Medical | \$ |
| 5.32 Medical Only | \$ |
| 5.33 Medicare Supplement | \$ |
| 5.34 Dental and Vision | \$ |
| 5.35 Other Limited Benefit Plan | \$ |
| 5.36 Other | \$ |

6. Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:
 Provider contracts include hold harmless and continuation of benefits provisions. HMO has an indemnity agreement with the parent company.

- 7.1 Does the reporting entity set up its claim liability for provider services on a service date basis? Yes [X] No []
 7.2 If no, give details

8. Provide the following information regarding participating providers:
 8.1 Number of providers at start of reporting year11,756
 8.2 Number of providers at end of reporting year12,119

- 9.1 Does the reporting entity have business subject to premium rate guarantees? Yes [] No [X]
 9.2 If yes, direct premium earned:

- 9.21 Business with rate guarantees between 15-36 months
 9.22 Business with rate guarantees over 36 months

GENERAL INTERROGATORIES

PART 2 - HEALTH INTERROGATORIES

- 10.1 Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contracts?..... Yes [] No [X]
- 10.2 If yes:
- 10.21 Maximum amount payable bonuses \$.....
- 10.22 Amount actually paid for year bonuses \$.....
- 10.23 Maximum amount payable withholds \$.....
- 10.24 Amount actually paid for year withholds \$.....
- 11.1 Is the reporting entity organized as:
- 11.12 A Medical Group/Staff Model, Yes [] No [X]
- 11.13 An Individual Practice Association (IPA), or, Yes [] No [X]
- 11.14 A Mixed Model (combination of above) ?..... Yes [] No [X]
- 11.2 Is the reporting entity subject to Minimum Net Worth Requirements? Yes [X] No []
- 11.3 If yes, show the name of the state requiring such net worth.
PR - DOI
- 11.4 If yes, show the amount required. \$..... 600,000
- 11.5 Is this amount included as part of a contingency reserve in stockholder's equity? Yes [] No [X]
- 11.6 If the amount is calculated, show the calculation
N/A
12. List service areas in which reporting entity is licensed to operate:

1
Name of Service Area

- 13.1 Do you act as a custodian for health savings accounts?..... Yes [] No [X]
- 13.2 If yes, please provide the amount of custodial funds held as of the reporting date..... \$.....
- 13.3 Do you act as an administrator for health savings accounts?..... Yes [] No [X]
- 13.4 If yes, please provide the balance of the funds administered as of the reporting date..... \$.....

FIVE-YEAR HISTORICAL DATA

	1 2012	2 2011	3 2010	4 2009	5 2008
Balance Sheet (Pages 2 and 3)					
1. Total admitted assets (Page 2, Line 28)	260,821,262	226,287,628	228,275,952	192,651,036	207,351,460
2. Total liabilities (Page 3, Line 24)	158,325,250	143,874,680	160,402,254	131,644,628	157,522,744
3. Statutory surplus	600,000	600,000	600,000	600,000	0
4. Total capital and surplus (Page 3, Line 33)	102,496,012	82,412,948	67,873,698	61,006,408	49,828,715
Income Statement (Page 4)					
5. Total revenues (Line 8)	1,025,150,166	917,724,977	689,364,167	592,123,327	588,524,308
6. Total medical and hospital expenses (Line 18)	932,858,820	831,648,379	625,639,166	534,918,722	495,761,894
7. Claims adjustment expenses (Line 20)	16,832,138	20,155,456	0	0	0
8. Total administrative expenses (Line 21)	50,567,314	47,876,429	57,584,705	50,418,960	45,179,082
9. Net underwriting gain (loss) (Line 24)	24,891,894	18,044,713	6,140,296	6,785,645	47,583,332
10. Net investment gain (loss) (Line 27)	4,268,411	3,266,354	3,060,219	3,258,663	4,621,325
11. Total other income (Lines 28 plus 29)	2,532	2,072	0	0	0
12. Net income or (loss) (Line 32)	19,645,828	14,632,310	5,606,543	6,353,546	38,551,055
Cash Flow (Page 6)					
13. Net cash from operations (Line 11)	50,599,284	85,044,644	(27,580,603)	(40,426,516)	21,662,993
Risk - Based Capital Analysis					
14. Total adjusted capital	102,496,012	82,412,948	67,873,698	61,006,408	49,828,715
15. Authorized control level risk-based capital	37,807,234	34,488,482	26,845,959	23,380,124	21,759,993
Enrollment (Exhibit 1)					
16. Total members at end of period (Column 5, Line 7)	568,004	560,709	547,600	378,730	370,448
17. Total members months (Column 6, Line 7)	6,809,448	6,635,363	5,044,143	4,436,951	4,499,687
Operating Percentage (Page 4)					
(Item divided by Page 4, sum of Lines 2, 3, and 5) x 100.0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5)	100.0	100.0	100.0	100.0	100.0
19. Total hospital and medical plus other non-health (Lines 18 plus Line 19)	91.0	90.6	90.8	90.3	84.2
20. Cost containment expenses	1.6	1.6	0.0	0.0	XXX
21. Other claims adjustment expenses	0.1	0.6	0.0	0.0	0.0
22. Total underwriting deductions (Line 23)	97.6	98.0	99.1	98.9	91.9
23. Total underwriting gain (loss) (Line 24)	2.4	2.0	0.9	1.1	8.1
Unpaid Claims Analysis					
(U&I Exhibit, Part 2B)					
24. Total claims incurred for prior years (Line 13, Col. 5)	115,942,181	80,904,604	74,294,593	78,707,852	94,999,430
25. Estimated liability of unpaid claims—[prior year (Line 13, Col. 6)]	123,324,774	110,861,985	91,171,406	115,150,843	105,197,444
Investments In Parent, Subsidiaries and Affiliates					
26. Affiliated bonds (Sch. D Summary, Line 12, Col. 1)	0	0	0	0	0
27. Affiliated preferred stocks (Sch. D Summary, Line 18, Col. 1)	0	0	0	0	0
28. Affiliated common stocks (Sch. D Summary, Line 24, Col. 1)	0	0	0	0	0
29. Affiliated short-term investments (subtotal included in Sch. DA Verification, Col. 5, Line 10)	0	0	0	0	0
30. Affiliated mortgage loans on real estate	0	0	0	0	0
31. All other affiliated	0	0	0	0	0
32. Total of above Lines 26 to 31	0	0	0	0	0
33. Total investment in parent included in Lines 26 to 31 above		XXX	XXX	XXX	XXX

NOTE: If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of SSAP No. 3, Accounting Changes and Correction of Errors?

Yes [] No []

If no, please explain

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories

States, Etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefit Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama	AL	N							0	0
2. Alaska	AK	N							0	0
3. Arizona	AZ	N							0	0
4. Arkansas	AR	N							0	0
5. California	CA	N							0	0
6. Colorado	CO	N							0	0
7. Connecticut	CT	N							0	0
8. Delaware	DE	N							0	0
9. Dist. of Columbia	DC	N							0	0
10. Florida	FL	N							0	0
11. Georgia	GA	N							0	0
12. Hawaii	HI	N							0	0
13. Idaho	ID	N							0	0
14. Illinois	IL	N							0	0
15. Indiana	IN	N							0	0
16. Iowa	IA	N							0	0
17. Kansas	KS	N							0	0
18. Kentucky	KY	N							0	0
19. Louisiana	LA	N							0	0
20. Maine	ME	N							0	0
21. Maryland	MD	N							0	0
22. Massachusetts	MA	N							0	0
23. Michigan	MI	N							0	0
24. Minnesota	MN	N							0	0
25. Mississippi	MS	N							0	0
26. Missouri	MO	N							0	0
27. Montana	MT	N							0	0
28. Nebraska	NE	N							0	0
29. Nevada	NV	N							0	0
30. New Hampshire	NH	N							0	0
31. New Jersey	NJ	N							0	0
32. New Mexico	NM	N							0	0
33. New York	NY	N							0	0
34. North Carolina	NC	N							0	0
35. North Dakota	ND	N							0	0
36. Ohio	OH	N							0	0
37. Oklahoma	OK	N							0	0
38. Oregon	OR	N							0	0
39. Pennsylvania	PA	N							0	0
40. Rhode Island	RI	N							0	0
41. South Carolina	SC	N							0	0
42. South Dakota	SD	N							0	0
43. Tennessee	TN	N							0	0
44. Texas	TX	N							0	0
45. Utah	UT	N							0	0
46. Vermont	VT	N							0	0
47. Virginia	VA	N							0	0
48. Washington	WA	N							0	0
49. West Virginia	WV	N							0	0
50. Wisconsin	WI	N							0	0
51. Wyoming	WY	N							0	0
52. American Samoa	AS	N							0	0
53. Guam	GU	N							0	0
54. Puerto Rico	PR	L	13,279,531	180,575,052	815,976,743	14,370,716			1,024,202,042	0
55. U.S. Virgin Islands	VI	N							0	0
56. Northern Mariana Islands	MP	N							0	0
57. Canada	CAN	N							0	0
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX		13,279,531	180,575,052	815,976,743	14,370,716	0	0	1,024,202,042	0
60. Reporting entity contributions for Employee Benefit Plans	XXX								0	0
61. Total (Direct Business)	(a) 1		13,279,531	180,575,052	815,976,743	14,370,716	0	0	1,024,202,042	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.

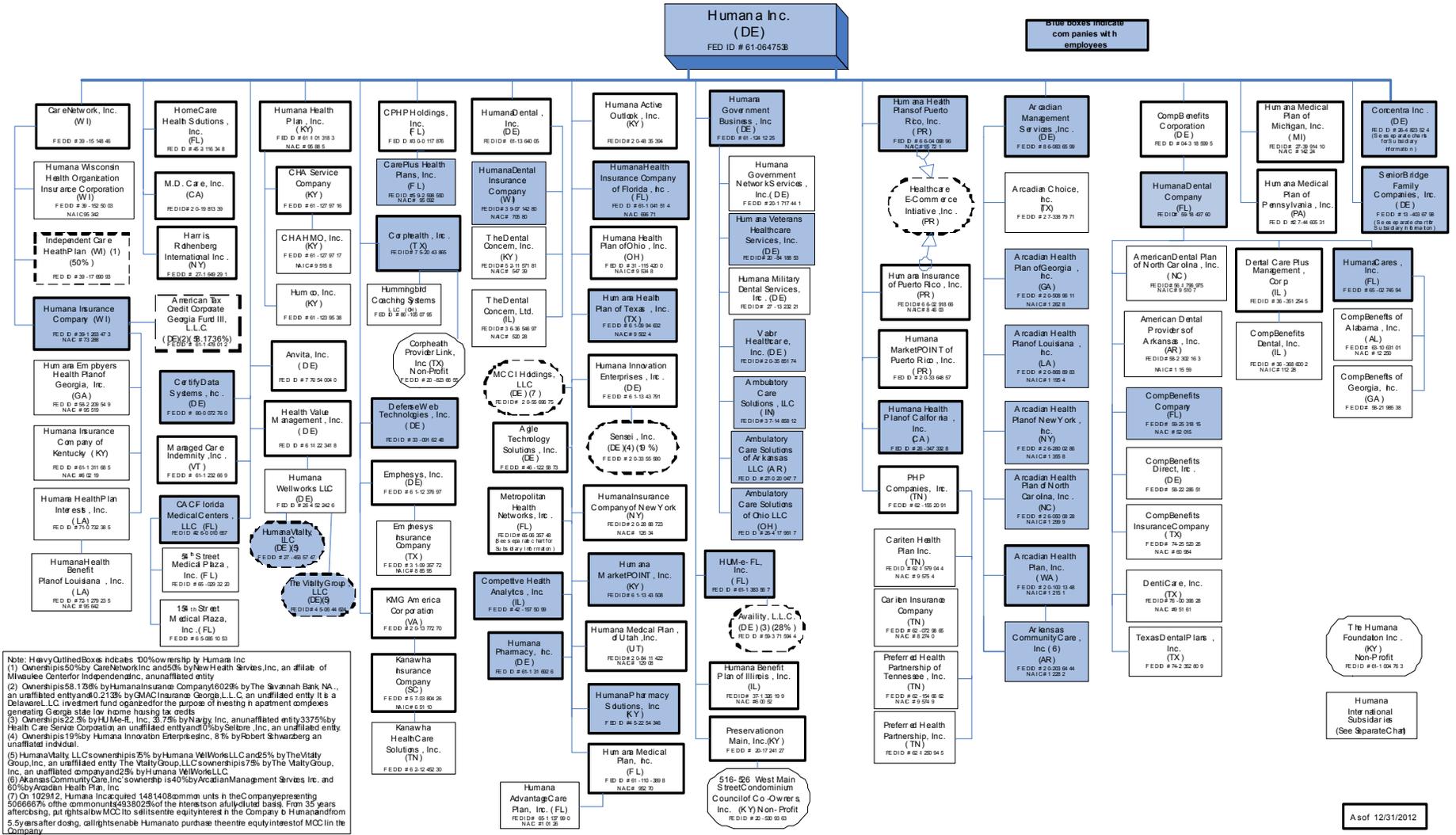
Explanation of basis of allocation by states, premiums by state, etc.

The Company allocates premiums based upon the situs of the contract and individual premiums based on residence.

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

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

PART 1 - ORGANIZATIONAL CHART

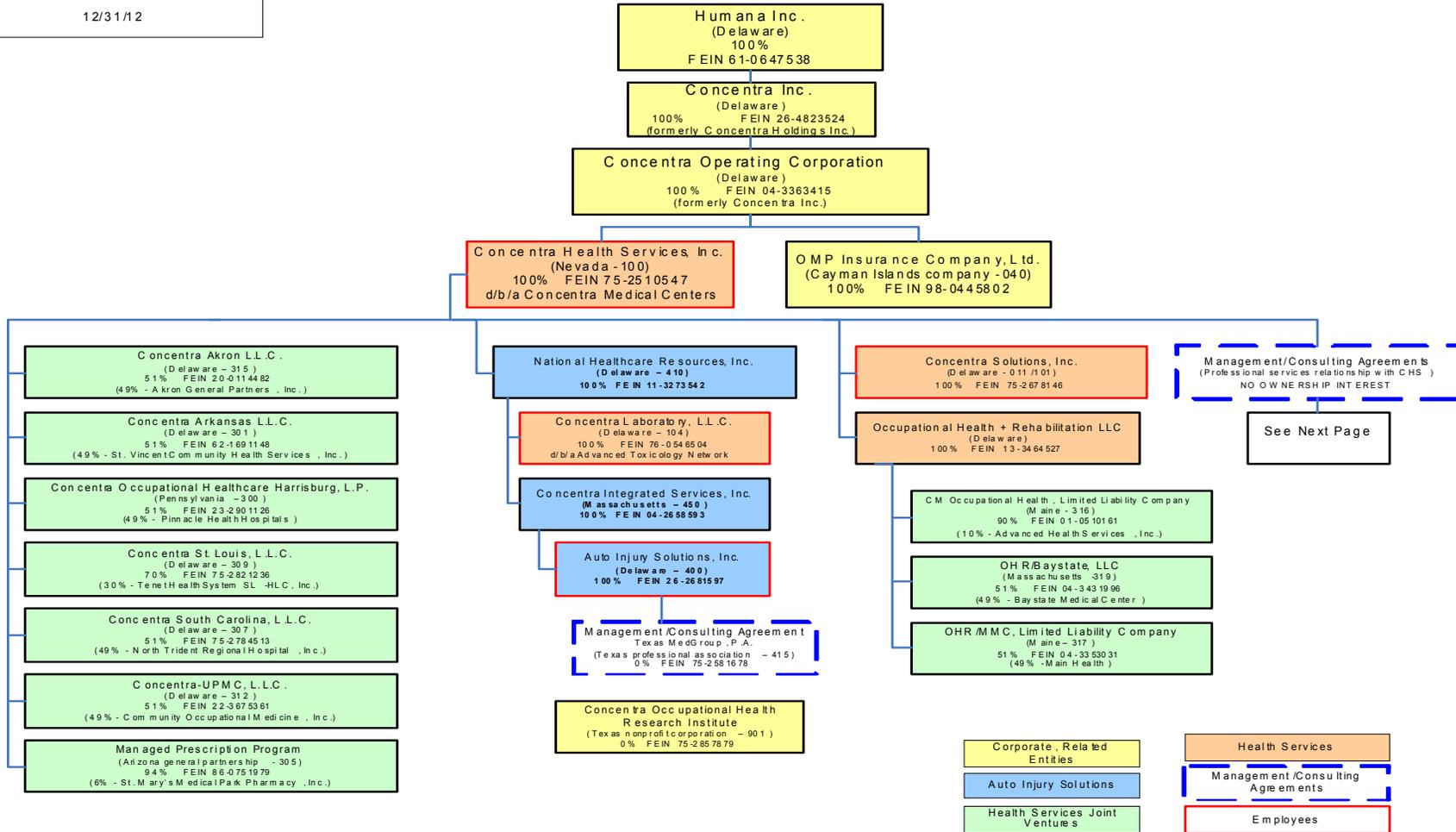


40

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

PART 1 - ORGANIZATIONAL CHART

12/31/12



40.1

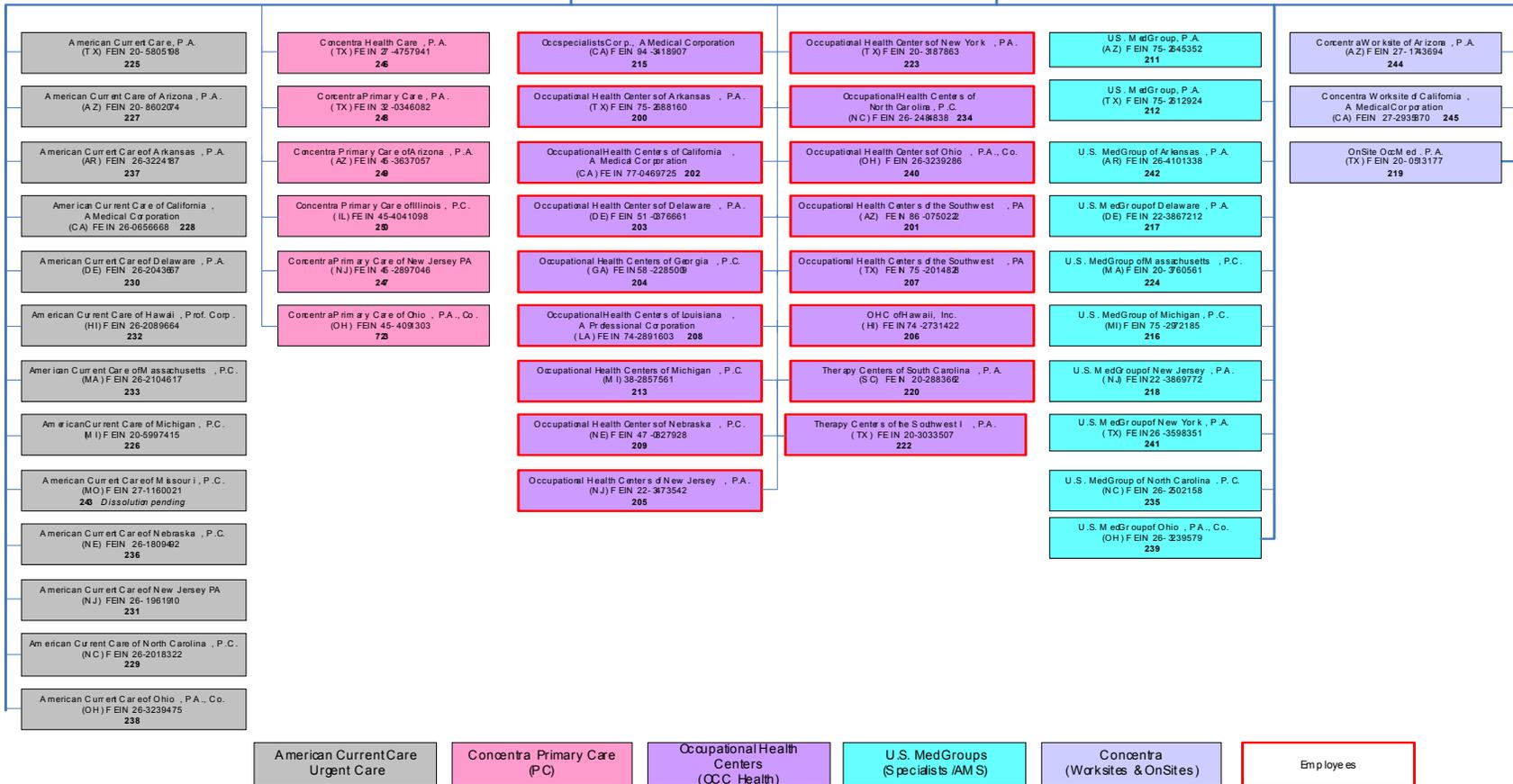
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

12/31/12

Management/Consulting Agreements
(Professional services relationship with CHS)

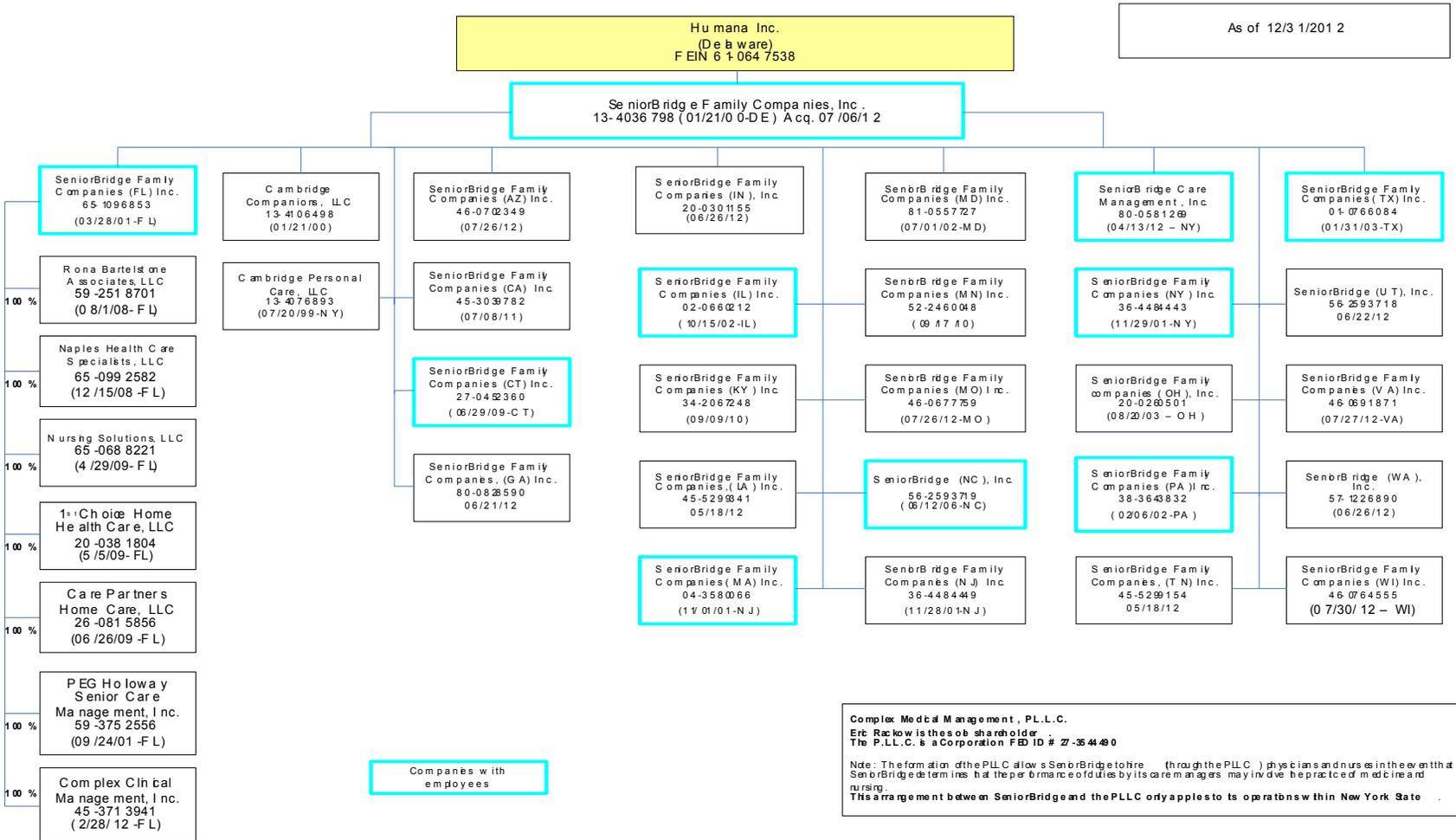
NO OWNERSHIP INTEREST



40.2

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

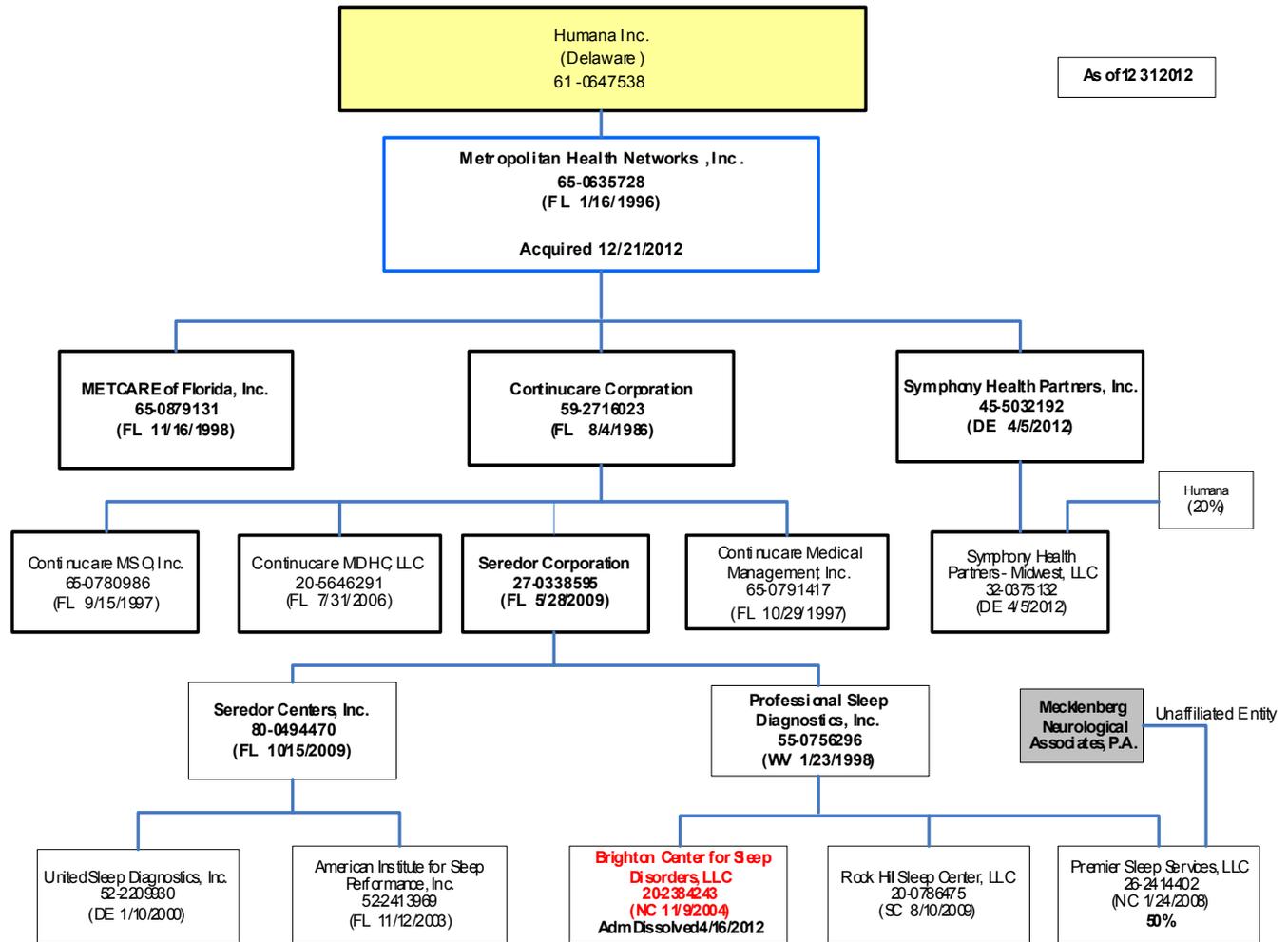
PART 1 - ORGANIZATIONAL CHART



40.3

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

PART 1 - ORGANIZATIONAL CHART

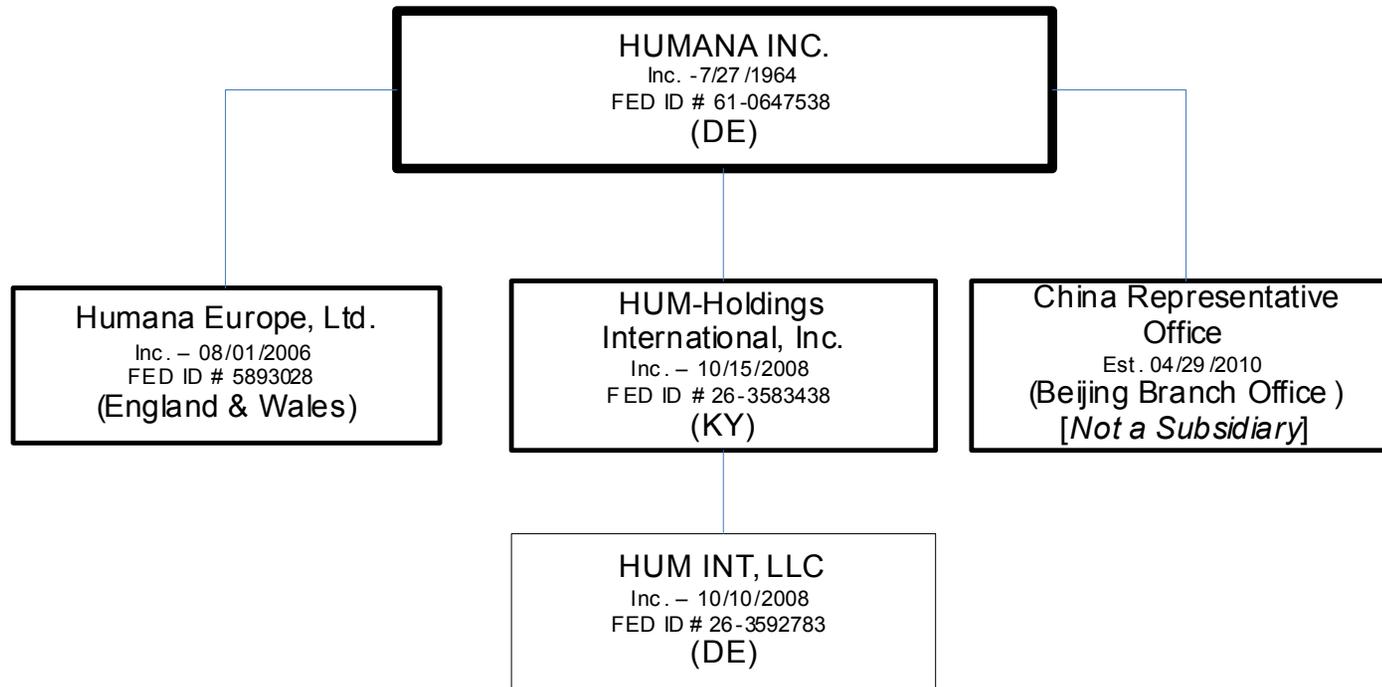


40.4

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

PART 1 - ORGANIZATIONAL CHART

HUMANA INTERNATIONAL SUBSIDIARIES



40.5

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