



HEALTH QUARTERLY STATEMENT

AS OF JUNE 30, 2015

OF THE CONDITION AND AFFAIRS OF THE

Humana Benefit Plan of Illinois, Inc.

NAIC Group Code 0119 0119 NAIC Company Code 60052 Employer's ID Number 37-1326199
(Current) (Prior)

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

Country of Domicile United States of America

Licensed as business type: Life, Accident & Health

Is HMO Federally Qualified? Yes [] No []

Incorporated/Organized 06/20/1994 Commenced Business 02/01/1995

Statutory Home Office 7915 N. Hale Ave., Ste. D, Peoria, IL, US 61615
(Street and Number) (City or Town, State, Country and Zip Code)

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

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

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

Internet Website Address www.humana.com

Statutory Statement Contact Elizabeth Young, 502-580-3025
(Name) (Area Code) (Telephone Number)
DOIINQUIRIES@humana.com, 502-580-2099
(E-mail Address) (FAX Number)

OFFICERS

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

OTHER

Alan James Bailey VP & Treasurer Elizabeth Diane Bierbower Pres, Group Segment Renee Jacqueline Buckingham # VP & Division Leader - Eastern Division
John Gregory Catron VP & Chief Compliance Officer Michael Lester Cotton Vice President Charles Wilbur Dow Jr. # Reg. Pres-Sr Products/Great Lakes Reg.
Mark Sobhi El-Tawil VP & Div. Leader - Western Div. Jeffrey Carl Fernandez Seg. VP, Medicare: West Gerald Lawrence Ganoni President & VP, Small Business & Large Group
Roy Goldman Ph.D VP & Chief Actuary Charles Frederic Lambert III Vice President Brian Phillip LeClaire Sr. VP & Chief Info Officer
Heidi Suzanne Margulis Sr. Vice President Mark Matthew Matzke # VP, Group Segment Leadership Steven Edward McCulley SVP, Medicare Operations
Kevin Ross Meriwether VP & Div. Leader - Southeastern Div. Bruno Roger Piquin VP & Div. Leader - Northern Div. William Mark Preston VP-Investment Management
Tamara Lynn Quiram COO, Small Business and Large Group Richard Donald Remmers VP, Group Segment George Renaudin Seg. VP, Medicare: East
Joseph Christopher Ventura Assistant Corporate Secretary Timothy Alan Wheatley President, Retail Segment
Donald Hank Robinson Vice President - Tax Cynthia Hillebrand Zipperle # VP & Chief Accounting Officer
Ralph Martin Wilson Vice President

DIRECTORS OR TRUSTEES

Bruce Dale Broussard Neal Curtis Fischer M.D. Brian Andrew Kane #
James Elmer Murray William Reed Snyder Ross Alan Westreich

State of Kentucky SS:
County of Jefferson

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

Bruce Dale Broussard
President & CEO

Joan Olliges Lenahan
VP & Corporate Secretary

Alan James Bailey
VP & Treasurer

Subscribed and sworn to before me this
10th day of August, 2015

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

Michele Sizemore
Notary Public
January 3, 2019

STATEMENT AS OF JUNE 30, 2015 OF THE Humana Benefit Plan of Illinois, Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	67,299,501	0	67,299,501	52,778,680
2. Stocks:				
2.1 Preferred stocks	0	0	0	0
2.2 Common stocks	0	0	0	0
3. Mortgage loans on real estate:				
3.1 First liens	0	0	0	0
3.2 Other than first liens.....	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$0 encumbrances)	0	0	0	0
4.2 Properties held for the production of income (less \$0 encumbrances)	0	0	0	0
4.3 Properties held for sale (less \$0 encumbrances)	0	0	0	0
5. Cash (\$881,160), cash equivalents (\$0) and short-term investments (\$20,123,110)	21,004,270	0	21,004,270	7,615,230
6. Contract loans (including \$0 premium notes)	0	0	0	0
7. Derivatives	0	0	0	0
8. Other invested assets	0	0	0	0
9. Receivables for securities	0	0	0	0
10. Securities lending reinvested collateral assets	0	0	0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	88,303,771	0	88,303,771	60,393,910
13. Title plants less \$0 charged off (for Title insurers only)	0	0	0	0
14. Investment income due and accrued	550,546	0	550,546	527,708
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	13,789,985	232,866	13,557,119	4,161,280
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$0 earned but unbilled premiums)	0	0	0	0
15.3 Accrued retrospective premiums	558,589	0	558,589	1,055
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	31,189	0	31,189	0
16.2 Funds held by or deposited with reinsured companies	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts	2,317	0	2,317	0
17. Amounts receivable relating to uninsured plans	8,604,754	0	8,604,754	5,277,541
18.1 Current federal and foreign income tax recoverable and interest thereon	1,406,353	0	1,406,353	0
18.2 Net deferred tax asset	5,000,700	49,247	4,951,453	4,951,453
19. Guaranty funds receivable or on deposit	0	0	0	0
20. Electronic data processing equipment and software	4,372	0	4,372	6,870
21. Furniture and equipment, including health care delivery assets (\$0)	125,167	125,167	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates	6,494,039	0	6,494,039	4,951,195
24. Health care (\$6,103,040) and other amounts receivable	7,953,697	1,781,634	6,172,063	1,671,552
25. Aggregate write-ins for other than invested assets	20,404,953	2,332,389	18,072,564	6,579,361
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	153,230,432	4,521,303	148,709,129	88,521,925
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28. Total (Lines 26 and 27)	153,230,432	4,521,303	148,709,129	88,521,925
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. Risk Adjustment Premium Receivables	17,780,774	0	17,780,774	6,554,392
2502. Prepaid Commissions	2,106,605	2,106,605	0	0
2503. Federal Contingency Reserves	291,790	0	291,790	24,969
2598. Summary of remaining write-ins for Line 25 from overflow page	225,784	225,784	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	20,404,953	2,332,389	18,072,564	6,579,361

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$0 reinsurance ceded)	48,173,327	4,587,661	52,760,988	24,241,030
2. Accrued medical incentive pool and bonus amounts	0	0	0	0
3. Unpaid claims adjustment expenses	942,761	0	942,761	363,869
4. Aggregate health policy reserves, including the liability of \$0 for medical loss ratio rebate per the Public Health Service Act	304,628	0	304,628	169,897
5. Aggregate life policy reserves	0	0	0	0
6. Property/casualty unearned premium reserve	0	0	0	0
7. Aggregate health claim reserves	0	0	0	0
8. Premiums received in advance	1,006,303	0	1,006,303	1,016,051
9. General expenses due or accrued	11,673,013	0	11,673,013	105,317
10.1 Current federal and foreign income tax payable and interest thereon (including \$0 on realized gains (losses))	0	0	0	322,600
10.2 Net deferred tax liability	0	0	0	0
11. Ceded reinsurance premiums payable	100,973	0	100,973	1,957
12. Amounts withheld or retained for the account of others	69	0	69	0
13. Remittances and items not allocated	1,563,221	0	1,563,221	228,719
14. Borrowed money (including \$0 current) and interest thereon \$0 (including \$0 current)	0	0	0	0
15. Amounts due to parent, subsidiaries and affiliates	0	0	0	0
16. Derivatives	0	0	0	0
17. Payable for securities	1,004,081	0	1,004,081	0
18. Payable for securities lending	0	0	0	0
19. Funds held under reinsurance treaties (with \$0 authorized reinsurers, \$0 unauthorized reinsurers and \$0 certified reinsurers)	0	0	0	0
20. Reinsurance in unauthorized and certified (\$0) companies	0	0	0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates	0	0	0	0
22. Liability for amounts held under uninsured plans	1,464,569	0	1,464,569	182,217
23. Aggregate write-ins for other liabilities (including \$108,844 current)	108,844	0	108,844	37,044
24. Total liabilities (Lines 1 to 23)	66,341,789	4,587,661	70,929,450	26,668,701
25. Aggregate write-ins for special surplus funds	XXX	XXX	6,048,070	4,957,377
26. Common capital stock	XXX	XXX	2,500,000	2,500,000
27. Preferred capital stock	XXX	XXX	0	0
28. Gross paid in and contributed surplus	XXX	XXX	75,300,000	55,300,000
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	(6,068,391)	(904,153)
32. Less treasury stock, at cost:				
32.10 shares common (value included in Line 26 \$0)	XXX	XXX	0	0
32.20 shares preferred (value included in Line 27 \$0)	XXX	XXX	0	0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	77,779,679	61,853,224
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	148,709,129	88,521,925
DETAILS OF WRITE-INS				
2301. Risk Adjustment Premium Payables	108,844	0	108,844	37,044
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	108,844	0	108,844	37,044
2501. Special Surplus - Projected HCRL Assessment for the Upcoming Year	XXX	XXX	6,048,070	4,957,377
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	6,048,070	4,957,377
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 To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	394,396	172,820	354,286
2. Net premium income (including \$0 non-health premium income)	XXX	346,607,510	142,499,602	280,194,697
3. Change in unearned premium reserves and reserve for rate credits	XXX	0	0	0
4. Fee-for-service (net of \$0 medical expenses)	XXX	0	0	0
5. Risk revenue	XXX	0	0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	346,607,510	142,499,602	280,194,697
Hospital and Medical:				
9. Hospital/medical benefits	25,156,564	240,396,910	97,551,148	193,759,654
10. Other professional services	0	9,941,573	2,897,614	5,941,726
11. Outside referrals	0	0	0	0
12. Emergency room and out-of-area	937,647	9,716,084	1,688,458	3,882,646
13. Prescription drugs	0	39,963,703	12,733,193	21,759,625
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts	0	190,432	0	0
16. Subtotal (Lines 9 to 15)	26,094,211	300,208,702	114,870,413	225,343,651
Less:				
17. Net reinsurance recoveries	0	105,642	0	0
18. Total hospital and medical (Lines 16 minus 17)	26,094,211	300,103,060	114,870,413	225,343,651
19. Non-health claims (net)	0	0	0	0
20. Claims adjustment expenses, including \$11,311,298 cost containment expenses	0	13,120,494	4,976,399	9,975,110
21. General administrative expenses	0	30,306,130	11,227,064	22,297,750
22. Increase in reserves for life and accident and health contracts (including \$0 increase in reserves for life only)	0	0	0	(1,981,000)
23. Total underwriting deductions (Lines 18 through 22)	26,094,211	343,529,684	131,073,876	255,635,511
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	3,077,826	11,425,726	24,559,186
25. Net investment income earned	0	973,726	933,456	2,199,248
26. Net realized capital gains (losses) less capital gains tax of \$147,571	0	274,061	1,758	82,515
27. Net investment gains (losses) (Lines 25 plus 26)	0	1,247,787	935,214	2,281,763
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$0) (amount charged off \$0)]	0	0	0	0
29. Aggregate write-ins for other income or expenses	0	2	216	(923)
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	4,325,615	12,361,156	26,840,026
31. Federal and foreign income taxes incurred	XXX	5,537,899	4,622,237	7,304,748
32. Net income (loss) (Lines 30 minus 31)	XXX	(1,212,284)	7,738,919	19,535,278
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	0	0	0
2901. Miscellaneous Income	0	2	216	152
2902. Loss on Disposal	0	0	0	(1,075)
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	2	216	(923)

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	61,853,224	45,928,579	45,928,579
34. Net income or (loss) from Line 32.....	(1,212,284)	7,738,919	19,535,278
35. Change in valuation basis of aggregate policy and claim reserves.....	0	0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ 0	0	964	627
37. Change in net unrealized foreign exchange capital gain or (loss).....	0	0	0
38. Change in net deferred income tax.....	0	0	(2,902,581)
39. Change in nonadmitted assets.....	(2,861,261)	90,220	1,291,321
40. Change in unauthorized and certified reinsurance.....	0	0	0
41. Change in treasury stock.....	0	0	0
42. Change in surplus notes.....	0	0	0
43. Cumulative effect of changes in accounting principles.....	0	0	0
44. Capital Changes:			
44.1 Paid in.....	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....	0	0	0
45. Surplus adjustments:			
45.1 Paid in.....	20,000,000	(2,000,000)	(2,000,000)
45.2 Transferred to capital (Stock Dividend).....	0	0	0
45.3 Transferred from capital.....	0	0	0
46. Dividends to stockholders.....	0	0	0
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	0
48. Net change in capital & surplus (Lines 34 to 47).....	15,926,455	5,830,103	15,924,645
49. Capital and surplus end of reporting period (Line 33 plus 48)	77,779,679	51,758,682	61,853,224
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	0

STATEMENT AS OF JUNE 30, 2015 OF THE Humana Benefit Plan of Illinois, Inc.

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	325,623,186	129,347,249	276,009,023
2. Net investment income	1,150,678	1,072,333	2,293,632
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	326,773,864	130,419,582	278,302,655
5. Benefit and loss related payments	277,619,304	106,257,362	216,486,064
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	33,324,893	12,784,325	37,599,744
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$152,325 tax on capital gains (losses)	7,414,423	1,699,679	7,010,341
10. Total (Lines 5 through 9)	318,358,620	120,741,366	261,096,149
11. Net cash from operations (Line 4 minus Line 10)	8,415,244	9,678,216	17,206,506
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	13,699,379	10,314,665	27,669,418
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	325	(56)	(15)
12.7 Miscellaneous proceeds	1,005,289	0	637
12.8 Total investment proceeds (Lines 12.1 to 12.7)	14,704,993	10,314,609	27,670,040
13. Cost of investments acquired (long-term only):			
13.1 Bonds	27,999,891	14,738,678	29,962,700
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	27,999,891	14,738,678	29,962,700
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(13,294,898)	(4,424,069)	(2,292,660)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	20,000,000	(2,000,000)	(2,000,000)
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied)	(1,731,305)	9,880,241	(5,506,138)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	18,268,695	7,880,241	(7,506,138)
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)	13,389,041	13,134,388	7,407,709
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	7,615,230	207,521	207,521
19.2 End of period (Line 18 plus Line 19.1)	21,004,270	13,341,909	7,615,230

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

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STATEMENT AS OF JUNE 30, 2015 OF THE Humana Benefit Plan of Illinois, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	29,745	0	0	1	2,536	844	1,066	25,298	0	0
2. First Quarter	65,596	0	0	8	1,369	1,938	1,010	61,271	0	0
3. Second Quarter	66,561	0	0	9	1,408	2,202	1,001	61,941	0	0
4. Third Quarter	0	0	0	0	0	0	0	0	0	0
5. Current Year	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months	394,396	0	0	47	8,249	11,852	6,076	368,172	0	0
Total Member Ambulatory Encounters for Period:										
7. Physician	588,152	0	0	72	0	0	5,911	582,169	0	0
8. Non-Physician	317,097	0	0	63	0	0	2,120	314,914	0	0
9. Total	905,249	0	0	135	0	0	8,031	897,083	0	0
10. Hospital Patient Days Incurred	75,447	0	0	0	0	0	134	75,313	0	0
11. Number of Inpatient Admissions	9,009	0	0	0	0	0	37	8,972	0	0
12. Health Premiums Written (a)	346,732,111	0	0	7,136	122,632	288,627	3,370,323	342,943,393	0	0
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned	346,732,111	0	0	7,136	122,632	288,627	3,370,323	342,943,393	0	0
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services.....	276,019,647	0	0	8,450	63,155	148,127	3,844,444	271,955,471	0	0
18. Amount Incurred for Provision of Health Care Services	300,208,702	0	0	10,011	92,502	160,264	4,342,997	295,602,928	0	0

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$342,943,393

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability 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 Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	0	0	0	0	0	0
2. Medicare Supplement	0	8,450	56	1,504	56	0
3. Dental Only	5,722	142,406	437	16,700	6,159	5,001
4. Vision Only	(29,348)	92,502	42,946	0	13,598	13,599
5. Federal Employees Health Benefits Plan	598,419	3,246,025	101,606	1,059,632	700,025	655,755
6. Title XVIII - Medicare	21,000,966	250,762,463	1,057,754	50,480,353	22,058,720	23,566,675
7. Title XIX - Medicaid	0	0	0	0	0	0
8. Other health	0	(6)	0	0	0	0
9. Health subtotal (Lines 1 to 8)	21,575,759	254,251,840	1,202,799	51,558,189	22,778,558	24,241,030
10. Healthcare receivables (a)	0	6,125,575	0	0	0	1,690,645
11. Other non-health	0	0	0	0	0	0
12. Medical incentive pools and bonus amounts	0	190,432	0	0	0	0
13. Totals (Lines 9-10+11+12)	21,575,759	248,316,697	1,202,799	51,558,189	22,778,558	22,550,385

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

STATEMENT AS OF June 30, 2015 OF Humana Benefit Plan of Illinois, Inc.

NOTES TO THE FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

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

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

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

	State of Domicile	2015	2014
Net (Loss)/Income			
1. Humana Benefit Plan of Illinois, Inc. Illinois basis	IL	\$ (1,212,284)	\$ 19,535,278
2. State Prescribed Practices that increase/(decrease) NAIC SAP	IL	-	-
3. State Permitted Practices that increase/(decrease) NAIC SAP	IL	-	-
4. NAIC SAP	IL	\$ <u>(1,212,284)</u>	\$ <u>19,535,278</u>
Surplus			
5. Humana Benefit Plan of Illinois, Inc. Illinois basis	IL	\$ 77,779,679	\$ 61,853,224
6. State Prescribed Practices that increase/(decrease) NAIC SAP	IL	-	-
7. State Permitted Practices that increase/(decrease) NAIC SAP	IL	-	-
8. NAIC SAP	IL	\$ <u>77,779,679</u>	\$ <u>61,853,224</u>

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. Common stocks are carried at fair value.

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

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

STATEMENT AS OF June 30, 2015 OF Humana Benefit Plan of Illinois, Inc.

NOTES TO THE 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) Not Applicable.
- (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) Not Applicable.
- (8) Not Applicable.
- (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) The Company has not modified its capitalization policy from the prior period.

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.
- (14) Not Applicable.
- (15) Not Applicable.

2. Accounting Changes and Corrections of Errors

Not Applicable.

3. Business Combinations and Goodwill

A. Statutory Purchase Method

Not Applicable.

B. Statutory Merger

Not Applicable.

C. Assumption Reinsurance

Not Applicable.

D. Impairment Loss

Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

4. Discontinued Operations

Not Applicable.

5. Investments

A. Mortgage Loans, Including Mezzanine Real Estate Loans

Not Applicable.

B. Debt Restructuring

Not Applicable.

C. Reverse Mortgages

Not Applicable.

D. Loan-Backed Securities

(1) Not Applicable.

(2) Not Applicable.

(3) Not Applicable.

(4) The Company does not have any investments in an other-than-temporary impairment position at June 30, 2015.

Gross unrealized losses and related fair value of temporarily impaired securities that have been in a continuous unrealized loss position were as follows at June 30, 2015:

(a) The aggregate amount of unrealized losses:		
1. Less than Twelve Months	\$	(282,493)
2. Twelve Months or Longer	\$	(241,753)
(b) The aggregate related fair value of securities with unrealized losses:		
1. Less than Twelve Months	\$	16,302,926
2. Twelve Months or Longer	\$	2,882,691

The unrealized losses at June 30, 2015 were primarily due to increases in market interest rates and tighter liquidity conditions in the current markets than when the securities were purchased. All issuers of securities trading at an unrealized loss remain current on all contractual payments and the Company believes it is probable that all amounts due according to the contractual terms of the debt securities are collectible. After taking into account these and other factors, including the severity of the decline and the Company's ability and intent to hold these securities until recovery or maturity, the Company determined the unrealized losses on these investment securities were temporary and, as such, no impairment was required.

(5) Not Applicable.

E. Repurchase Agreements and/or Securities Lending Transactions

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

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

(3-7) Not Applicable.

F. Real Estate

Not Applicable.

G. Low-Income Housing Tax Credits (LIHTC)

Not Applicable.

STATEMENT AS OF June 30, 2015 OF Humana Benefit Plan of Illinois, Inc.

NOTES TO THE FINANCIAL STATEMENTS

H. Restricted Assets

(1) Restricted Assets (Including Pledged)

Restricted Asset Category	Total Gross Restricted from Current Year	Total Gross Restricted from Prior Year	Increase/ (Decrease)	Total Current Year Admitted Restricted	Percentage Gross Restricted to Total Assets	Percentage Admitted Restricted to Total Admitted Assets
a. Subject to contractual obligation for which liability is not shown	\$ -	\$ -	\$ -	\$ -	-%	-%
b. Collateral held under security lending agreements	-	-	-	-	-	-
c. Subject to repurchase agreements	-	-	-	-	-	-
d. Subject to reverse repurchase agreements	-	-	-	-	-	-
e. Subject to dollar repurchase agreements	-	-	-	-	-	-
f. Subject to dollar reverse repurchase agreements	-	-	-	-	-	-
g. Placed under option contracts	-	-	-	-	-	-
h. Letter stock or securities restricted to sale – excluding FHLB capital stock	-	-	-	-	-	-
i. FHLB capital stock	-	-	-	-	-	-
j. On deposit with states	3,222,494	3,250,689	(28,194)	3,222,494	2.10%	2.17%
k. On deposit with other regulatory bodies	-	-	-	-	-	-
l. Pledged collateral to FHLB (including assets backing funding agreements)	-	-	-	-	-	-
m. Pledged as collateral not captured in other categories	-	-	-	-	-	-
n. Other restricted assets	-	-	-	-	-	-
o. Total Restricted Assets	\$ 3,222,494	\$ 3,250,688	\$ (28,194)	\$ 3,222,494	2.10%	2.17%

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

Not Applicable.

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

Not Applicable.

I. Working Capital Finance Investments

Not Applicable.

J. Offsetting and Netting of Assets and Liabilities

Not Applicable.

K. Structured Notes

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 loans in default.

B. The total amount excluded was \$0.

8. Derivative Instruments

Not Applicable.

STATEMENT AS OF June 30, 2015 OF Humana Benefit Plan of Illinois, Inc.

NOTES TO THE FINANCIAL STATEMENTS

9. Income Taxes

No material change since year-end December 31, 2014.

10. Information Concerning Parent, Subsidiaries and Affiliates

A.-F. The Company has several management contracts with Humana Inc. and other related parties whereby the Company is provided with medical and executive management, information systems, claims processing, billing and enrollment, and telemarketing and other services as required by the Company. Management fees charged to operations for the years ended December 31, 2014 and 2013 were \$32,494,964 and \$17,603,761, respectively. As a part of this agreement, Humana Inc. makes cash disbursements on behalf of the Company which includes, but is not limited to, medical related items, general and administrative expenses, commissions and payroll. Humana Inc. is reimbursed by the Company weekly, based upon historical pattern of amounts and timing. Each month, these estimates are adjusted to ultimately settle upon actual disbursements made on behalf of the Company. The Company continues to be primarily liable for any outstanding payments made on behalf of the Company, should Humana Inc. not be able to fulfill its obligations.

No dividends were paid by the Company as of June 30, 2015.

The Company received a \$20,000,000 capital contribution from Humana, Inc. on June 25, 2015.

At June 30, 2015, the Company reported \$6,494,039 due from Humana Inc.. Amounts due to or from parent are generally settled within 30 days.

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

H. Not Applicable.

I. Not Applicable.

J. Not Applicable.

K. Not Applicable.

L. Not Applicable.

11. Debt

A. Debt Including Capital Notes

The Company has no debentures outstanding.

The Company has no capital notes outstanding.

The Company does not have any reverse repurchase agreements.

B. Federal Home Loan Bank (FHLB) Agreements

The Company does not have any FHLB agreements.

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

A.-D. Defined Benefit Plans

Not Applicable.

E. Defined Contribution Plans

Not Applicable.

F. Multiemployer Plans

Not Applicable.

G. Consolidated/Holding Company Plans

No material change since year-end December 31, 2014.

H. Postemployment Benefits and Compensated Absences

Not Applicable.

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

Not Applicable.

STATEMENT AS OF June 30, 2015 OF Humana Benefit Plan of Illinois, Inc.

NOTES TO THE FINANCIAL STATEMENTS

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

- (1) The Company has \$25 par value common stock with 100,000 shares authorized and 100,000 shares issued and 100,000 outstanding. All shares are common stock shares.
- (2) The Company has no preferred stock outstanding.
- (3-5) Dividends are noncumulative and are paid as determined by the Board of Directors. Dividends are subject to the approval of the Illinois 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 by the Company as of June 30, 2015.

- (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) Changes in balances of special surplus funds from the prior year is due to the estimated health insurance industry fee that will be payable on September 30, 2016.
- (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.

14. Liabilities, Contingencies and Assessments

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. Joint and Several Liabilities

Not Applicable.

F. All Other Contingencies

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

The Company is not aware of any other material contingent liabilities as of June 30, 2015.

15. Leases

No material change since year-end December 31, 2014.

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

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

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

A. Transfers of Receivables Reported as Sales

Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

B. Transfer and Servicing of Financial Assets

Not Applicable.

C. Wash Sales

Not Applicable.

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

A. ASO Plans

Not Applicable.

B. ASC Plans

Not Applicable.

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract

- (1) The Company records no revenue explicitly attributable to the cost share and reinsurance components of administered Medicare products.
- (2) As of June 30, 2015, the Company has recorded a receivable from CMS of \$8,604,755 related to the cost share and reinsurance components of administered Medicare products. The Company does not have any additional receivables greater than 10% of the Company's accounts receivable from uninsured accident and health plans or \$10,000.
- (3) As no revenue is recorded in connection with the cost share and reinsurance components of the Company's Medicare contracts, the Company has recorded no allowances and reserves for adjustment of recorded revenues and receivables.
- (4) The Company has made no adjustment to revenue resulting from audit of receivables related to revenues recorded in the prior period.

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

Not Applicable.

20. Fair Value Measurements

A. (1) The Company did not have any financial assets carried at fair value at June 30, 2015.

The Company reports transfers between Level 1 and Level 2 of the fair value hierarchy levels at the end of the reporting period. There were no transfers between Level 1 and Level 2 of the fair value hierarchy between December 31, 2014 and June 30, 2015.

(2) Fair Value Measurements in (Level 3) of the Fair Value Hierarchy

Not Applicable.

(3) The Company reports transfers into or out of Level 3 of the fair value hierarchy levels at the end of the reporting period. There were no transfers into or out of Level 3 of the fair value hierarchy levels between December 31, 2014 and June 30, 2015.

(4) Fair value of actively traded debt securities are based on quoted market prices. Fair value of other debt securities are based on quoted market prices of identical or similar securities or based on observable inputs like interest rates generally using a market valuation approach, or, less frequently, an income valuation approach and are generally classified as Level 2. The Company generally obtains one quoted price for each security from a third party pricing service. These prices are generally derived from recently reported trades for identical or similar securities, including adjustments through the reporting date based upon observable market information. When quoted prices are not available, the third party pricing service may use quoted market prices of comparable securities or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include benchmark yields, reported trades, credit spreads, broker quotes, default rates and prepayment speeds. The Company is responsible for the determination of fair value and as such, the Company performs analysis on the prices received from the third party pricing service to determine whether the prices are reasonable estimates of fair value. The Company's analysis includes a review of monthly price fluctuations as well as a quarterly comparison of the prices received from the pricing service to prices reported by the Company's third party investment advisor. Based on the Company's internal price verification procedures and review of fair value methodology documentation provided by the third party pricing service, there were no material adjustments to the prices obtained from the third party pricing service during the quarter ended June 30, 2015.

(5) Derivative Fair Values

Not Applicable.

B. Other Fair Value Disclosures

Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

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

Not Applicable.

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

Not Applicable.

21. Other Items

- A. Extraordinary Items

Not Applicable.

- B. Troubled Debt Restructuring: Debtors

Not Applicable.

- C. Other Disclosures and Unusual Items

Not Applicable.

- D. Business Interruption Insurance Recoveries

Not Applicable.

- E. State Transferable and Non-transferable Tax Credits

Not Applicable.

- F. Subprime Mortgage Related Risk Exposure

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

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

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

- (3) Direct exposure through other investments:

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

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

Not Applicable.

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

- G. Retained Assets

Not Applicable.

22. Events Subsequent

On July 2, 2015, Humana entered into an Agreement and Plan of Merger with Aetna Inc. and certain wholly owned subsidiaries of Aetna Inc. which sets forth the terms and conditions under which Humana will merge with, and become a wholly owned subsidiary of Aetna Inc. The merger is expected to close in the second half of 2016.

The Company is not aware of any other events or transactions occurring subsequent to the close of the books for this statement which may have a material effect on its financial condition. Subsequent events have been considered through August 10, 2015 for the Statutory Statement issued on August 10, 2015.

NOTES TO THE FINANCIAL STATEMENTS

23. Reinsurance

A. Ceded Reinsurance Report

Section 1 – General Interrogatories

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

Yes () No (X)

- (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)

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)

- (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)

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)

B. Uncollectible Reinsurance

Not Applicable.

C. Commutation of Ceded Reinsurance

Not Applicable.

D. Certified Reinsurer Rating Downgraded or Status Subject to Revocation

Not Applicable.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

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

The Company estimates accrued retrospective premium adjustments for its Commercial business based on experience to date, knowledge of the marketplace, and the terms of the risk corridors program with HHS.

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

- C. The amount of net premiums written by the Company at June 30, 2015 that are subject to retrospective rating features was \$346,189,115, or 99.88% of the total net premiums written. No other net premiums written by the Company are subject to retrospective rating features.

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

Not Applicable.

- E. Risk Sharing Provisions of the Affordable Care Act

Not Applicable.

STATEMENT AS OF June 30, 2015 OF Humana Benefit Plan of Illinois, Inc.

NOTES TO THE FINANCIAL STATEMENTS

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2014 were \$24,471,562. As of June 30, 2015, \$21,780,944 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$1,214,238 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$1,476,380 favorable prior-year development since December 31, 2014. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims. The Company did not experience any material prior year claim development on retrospectively rated policies.

26. Intercompany Pooling Arrangements

Not Applicable.

27. Structured Settlements

The Company has no structured settlements.

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

Quarter	Estimate Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Billed or Otherwise Confirmed	Actual Rebates Received Within 90 Days of Billing	Actual Rebates Received Within 91 to 180 Days of Billing	Actual Rebates Received More than 181 Days after Billing
12/31/2015	\$ -	\$ -	\$ -	\$ -	\$ -
9/30/2015	-	-	-	-	-
6/30/2015	6,123,535	6,123,535	-	-	-
3/31/2015	3,884,247	3,884,247	3,880,383	-	-
12/31/2014	1,672,304	1,672,304	1,661,273	-	-
9/30/2014	1,628,436	1,628,436	1,620,657	-	-
6/30/2014	1,961,195	1,961,195	1,943,024	11,986	6,073
3/31/2014	1,637,771	1,637,771	1,603,872	26,553	7,345
12/31/2013	742,858	742,858	734,352	7,959	547
9/30/2013	759,184	759,184	757,792	-	1,392
6/30/2013	705,947	705,947	705,947	-	-
3/31/2013	1,023,922	1,023,922	1,022,786	-	1,136

B. Risk Sharing Receivables

Not Applicable.

29. Participating Policies

The Company has no participating policies.

30. Premium Deficiency Reserves

Not Applicable.

31. Anticipated Salvage and Subrogation

Not Applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
- 3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No []
If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] N/A []
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2010
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2010
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 07/21/2012
- 6.4 By what department or departments?
Illinois Department of Insurance
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [X] No [] N/A []
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] N/A []
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]
- 7.2 If yes, give full information:
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

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

GENERAL INTERROGATORIES

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

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes No
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$ 6,494,039

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes No
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$ 0
13. Amount of real estate and mortgages held in short-term investments: \$ 0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes No
- 14.2 If yes, please complete the following:
- | | 1
Prior Year-End
Book/Adjusted
Carrying Value | 2
Current Quarter
Book/Adjusted
Carrying Value |
|---|--|---|
| 14.21 Bonds | \$ 0 | \$ 0 |
| 14.22 Preferred Stock | \$ 0 | \$ 0 |
| 14.23 Common Stock | \$ 0 | \$ 0 |
| 14.24 Short-Term Investments | \$ 0 | \$ 0 |
| 14.25 Mortgage Loans on Real Estate | \$ 0 | \$ 0 |
| 14.26 All Other | \$ 0 | \$ 0 |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) | \$ 0 | \$ 0 |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above | \$ 0 | \$ 0 |
- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes No
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes No
- If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2\$0
 - 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2\$0
 - 16.3 Total payable for securities lending reported on the liability page\$0

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

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

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

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

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

- 17.4 If yes, give full information relating thereto:

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

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

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

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

- 18.2 If no, list exceptions:

N/A

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:
- 1.1 A&H loss percent89.8 %
 - 1.2 A&H cost containment percent3.2 %
 - 1.3 A&H expense percent excluding cost containment expenses9.3 %
- 2.1 Do you act as a custodian for health savings accounts? Yes [] No [X]
- 2.2 If yes, please provide the amount of custodial funds held as of the reporting date\$.....0
- 2.3 Do you act as an administrator for health savings accounts? Yes [] No [X]
- 2.4 If yes, please provide the balance of the funds administered as of the reporting date\$.....0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Type of Reinsurer	8 Certified Reinsurer Rating (1 through 6)	9 Effective Date of Certified Reinsurer Rating
NONE								

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

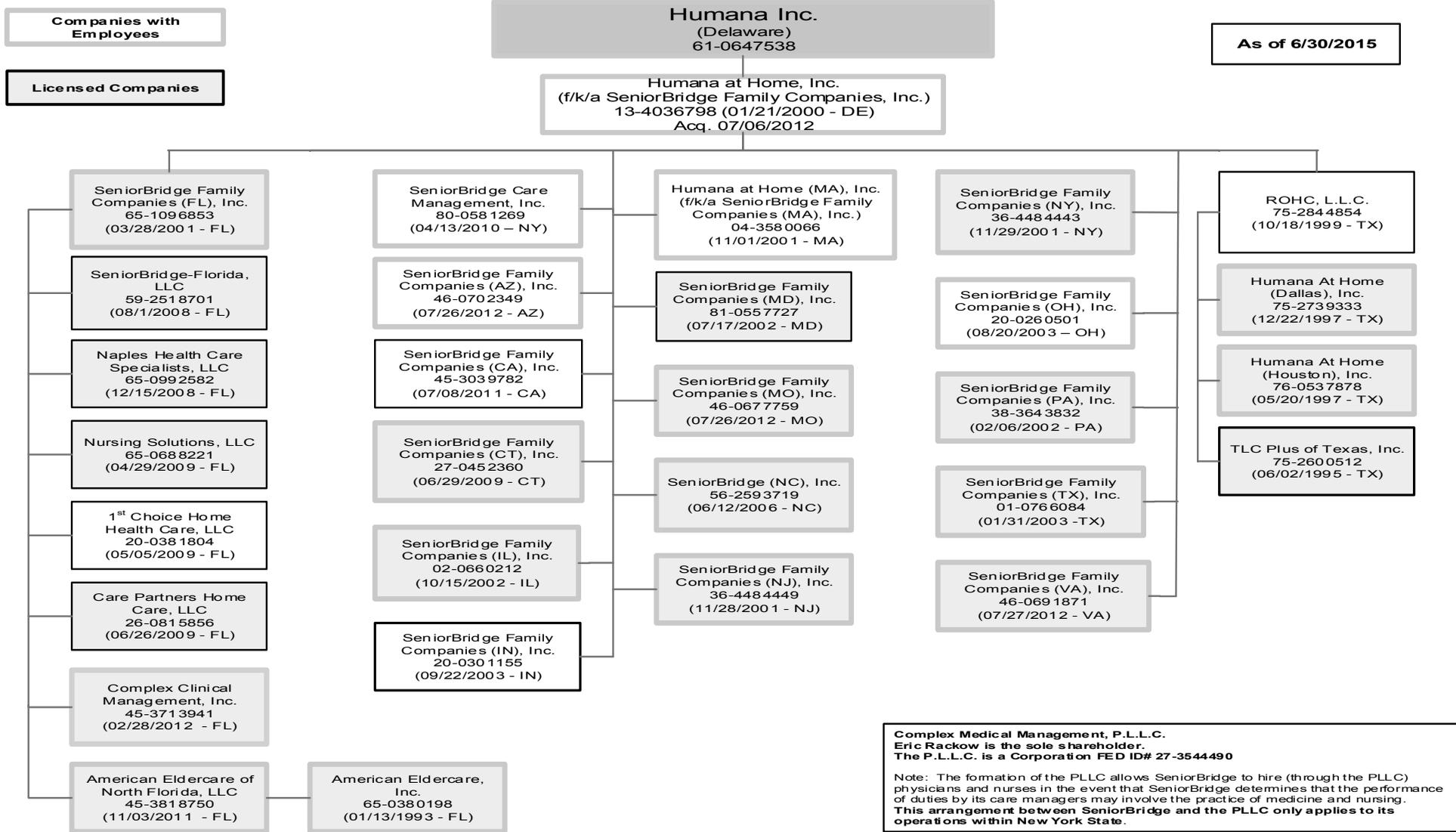
Current Year to Date - Allocated by States and Territories

States, etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7	
1. Alabama AL	L	8,964	2,728,053	0	0	0	0	2,737,017	0
2. Alaska AK	L	0	0	0	0	0	0	0	0
3. Arizona AZ	L	0	0	0	0	0	0	0	0
4. Arkansas AR	L	0	0	0	0	0	0	0	0
5. California CA	N	0	0	0	0	0	0	0	0
6. Colorado CO	L	0	0	0	0	0	0	0	0
7. Connecticut CT	L	0	0	0	0	0	0	0	0
8. Delaware DE	L	0	0	0	0	0	0	0	0
9. District of Columbia DC	L	0	0	0	0	0	0	0	0
10. Florida FL	N	0	0	0	0	0	0	0	0
11. Georgia GA	L	12,831	4,609,726	0	0	0	0	4,622,557	0
12. Hawaii HI	L	0	0	0	0	0	0	0	0
13. Idaho ID	L	0	0	0	0	0	0	0	0
14. Illinois IL	L	81,508	82,572,818	0	3,512,553	0	0	86,166,879	0
15. Indiana IN	L	36,338	18,551,254	0	0	0	0	18,587,592	0
16. Iowa IA	L	0	0	0	0	0	0	0	0
17. Kansas KS	L	0	0	0	0	0	0	0	0
18. Kentucky KY	L	31,646	88,371,657	0	0	0	0	88,403,303	0
19. Louisiana LA	L	0	3,114,505	0	0	0	0	3,114,505	0
20. Maine ME	L	0	56,443	0	0	0	0	56,443	0
21. Maryland MD	L	0	0	0	0	0	0	0	0
22. Massachusetts MA	L	0	0	0	0	0	0	0	0
23. Michigan MI	L	0	0	0	0	0	0	0	0
24. Minnesota MN	L	0	0	0	0	0	0	0	0
25. Mississippi MS	L	0	0	0	0	0	0	0	0
26. Missouri MO	L	0	0	0	0	0	0	0	0
27. Montana MT	L	7,020	1,356,074	0	0	0	0	1,363,094	0
28. Nebraska NE	L	0	0	0	0	0	0	0	0
29. Nevada NV	L	0	0	0	0	0	0	0	0
30. New Hampshire NH	L	0	0	0	0	0	0	0	0
31. New Jersey NJ	L	0	6,801,271	0	0	0	0	6,801,271	0
32. New Mexico NM	L	0	0	0	0	0	0	0	0
33. New York NY	N	0	0	0	0	0	0	0	0
34. North Carolina NC	L	9,404	10,704,239	0	0	0	0	10,713,643	0
35. North Dakota ND	L	7,136	0	0	0	0	0	7,136	0
36. Ohio OH	N	0	0	0	0	0	0	0	0
37. Oklahoma OK	L	0	0	0	0	0	0	0	0
38. Oregon OR	L	0	0	0	0	0	0	0	0
39. Pennsylvania PA	L	67,212	86,434,318	0	0	0	0	86,501,530	0
40. Rhode Island RI	L	0	0	0	0	0	0	0	0
41. South Carolina SC	L	8,448	4,769,229	0	0	0	0	4,777,677	0
42. South Dakota SD	L	0	0	0	0	0	0	0	0
43. Tennessee TN	L	0	0	0	0	0	0	0	0
44. Texas TX	L	0	0	0	0	0	0	0	0
45. Utah UT	N	0	0	0	0	0	0	0	0
46. Vermont VT	L	0	0	0	0	0	0	0	0
47. Virginia VA	L	0	0	0	0	0	0	0	0
48. Washington WA	L	0	0	0	0	0	0	0	0
49. West Virginia WV	L	5,658	32,873,806	0	0	0	0	32,879,464	0
50. Wisconsin WI	L	0	0	0	0	0	0	0	0
51. Wyoming WY	L	0	0	0	0	0	0	0	0
52. American Samoa AS	N	0	0	0	0	0	0	0	0
53. Guam GU	N	0	0	0	0	0	0	0	0
54. Puerto Rico PR	N	0	0	0	0	0	0	0	0
55. U.S. Virgin Islands VI	N	0	0	0	0	0	0	0	0
56. Northern Mariana Islands MP	N	0	0	0	0	0	0	0	0
57. Canada CAN	N	0	0	0	0	0	0	0	0
58. Aggregate Other Aliens OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	276,165	342,943,393	0	3,512,553	0	0	346,732,111	0
60. Reporting Entity Contributions for Employee Benefit Plans	XXX	0	0	0	0	0	0	0	0
61. Totals (Direct Business)	(a) 46	276,165	342,943,393	0	3,512,553	0	0	346,732,111	0
DETAILS OF WRITE-INS									
58001.	XXX								
58002.	XXX								
58003.	XXX								
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
58999. Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX	0	0	0	0	0	0	0	0

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

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

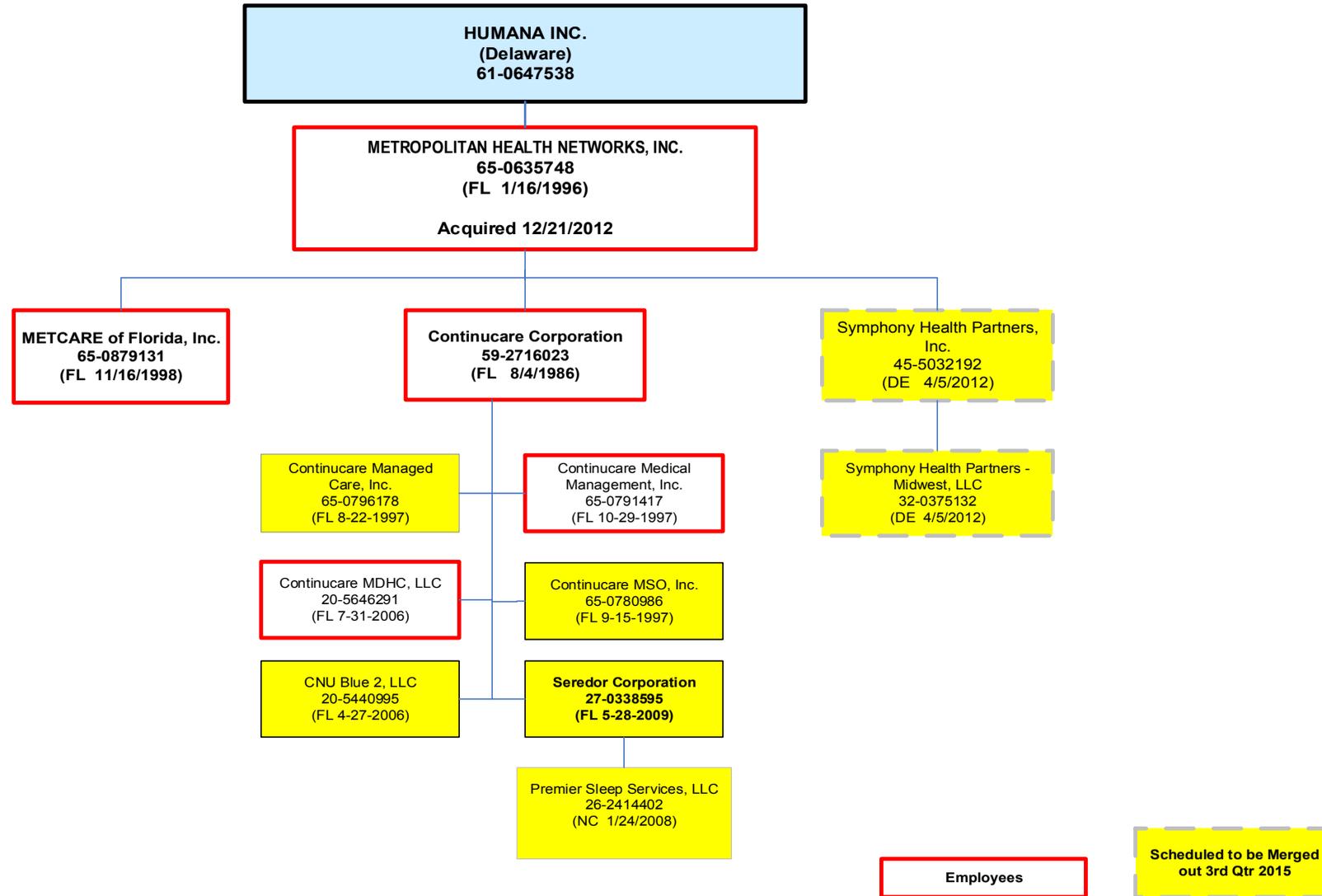
STATEMENT AS OF JUNE 30, 2015 OF THE Humana Benefit Plan of Illinois, Inc.



15.1

STATEMENT AS OF JUNE 30, 2015 OF THE Humana Benefit Plan of Illinois, Inc.

As of 6-30-2015



15.2

STATEMENT AS OF JUNE 30, 2015 OF THE Humana Benefit Plan of Illinois, Inc.

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0119	Humana Inc.	00000	65-0851053	00000			154th Street Medical Plaza, Inc.	FL	NIA	CAC-Florida Medical Centers, LLC SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-0381804	00000			1st Choice Home Health Care, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-5309363	00000			515-526W MainSt CondoCouncil of Co-Owners	KY	NIA	Preservation on Main, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0293220	00000			54th Street Medical Plaza, Inc.	FL	NIA	CAC-Florida Medical Centers, LLC SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	45-3818750	00000			American Eldercare of North Florida, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0380198	00000			American Eldercare, Inc.	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	12151	20-1001348	12151			Arcadian Health Plan, Inc.	WA	IA	Arcadian Management Services, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	86-0836599	00000			Arcadian Management Services, Inc.	DE	NIA	Arcadian Management Services, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	59-3715944	00000			Availity, L.L.C.	DE	OTH	See Footnote 1	Board of Directors	0.000	Humana Inc.	1
0119	Humana Inc.	00000	30-0117876	00000			CAC Medical Center Holdings, Inc.	FL	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-0010657	00000			CAC-Florida Medical Centers, LLC	FL	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-0815856	00000			Care Partners Home Care, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	39-1514846	00000			CareNetwork, Inc.	WI	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95092	59-2598550	95092			CarePlus Health Plans, Inc.	FL	NIA	CPHP Holdings, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95754	62-1579044	95754			Cariten Health Plan Inc.	TN	IA	PHP Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95158	61-1279717	95158			CHA HMO, Inc.	KY	IA	CHA Service Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1279716	00000			CHA Service Company	KY	NIA	Humana Health Plan, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-5440995	00000			CNU Blue 2, LLC	FL	NIA	Continuicare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	52015	59-2531815	52015			CompBenefits Company	FL	IA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	04-3185995	00000			CompBenefits Corporation	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	11228	36-3686002	11228			CompBenefits Dental, Inc.	IL	IA	Dental Care Plus Management Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	58-2228851	00000			CompBenefits Direct, Inc.	DE	NIA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	60984	74-2552026	60984			CompBenefits Insurance Company	TX	IA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	45-3713941	00000			Complex Clinical Management, Inc.	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	42-1575099	00000			Comprehensive Health Insights, Inc.	IL	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	59-2716023	00000			Continuicare Corporation	FL	NIA	Metropolitan Health Networks, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0796178	00000			Continuicare Managed Care, Inc.	FL	NIA	Continuicare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-5646291	00000			Continuicare MDHC, LLC	FL	NIA	Continuicare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0791417	00000			Continuicare Medical Management, Inc.	FL	NIA	Continuicare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0780986	00000			Continuicare MSO, Inc.	FL	NIA	Continuicare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-8236655	00000			Corphealth Provider Link, Inc.	TX	NIA	Corphealth, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	75-2043865	00000			Humana Behavioral Health, Inc.	TX	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	33-0916248	00000			DefenseWeb Technologies, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	36-3512545	00000			Dental Care Plus Management Corp.	IL	NIA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95161	76-0039628	95161			DentCare, Inc.	TX	IA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	88595	31-0935772	88595			EmpheSys Insurance Company	TX	IA	EmpheSys, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1237697	00000			EmpheSys, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	27-1649291	00000			Harris, Rothenberg International Inc.	NY	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1223418	00000			Health Value Management, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	46-4912173	00000			HRI Humana of California Inc.	CA	NIA	Harris, Rothenberg International Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-3592783	00000			HUM INT, LLC	DE	NIA	HUM-Holdings International, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-4835394	00000			Humana Active Outlook, Inc.	KY	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	75-2739333	00000			Humana At Home (Dallas), Inc.	TX	NIA	ROHC, L.L.C.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	76-0537878	00000			Humana At Home (Houston), Inc.	TX	NIA	ROHC, L.L.C.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	04-3580066	00000			Humana at Home (MA), Inc.	MA	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0274594	00000			Humana at Home 1, Inc.	FL	NIA	Humana Dental Company	Ownership	100.000	Humana Inc.	0

STATEMENT AS OF JUNE 30, 2015 OF THE Humana Benefit Plan of Illinois, Inc.

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0119	Humana Inc.	00000	13-4036798	00000			Humana at Home, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	60052	37-1326199	60052			Humana Benefit Plan of Illinois, Inc.	IL	RE	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	59-1843760	00000			Humana Dental Company	FL	NIA	CompBenefits Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	52028	36-3654697	52028			Humana Dental Concern, Ltd.	IL	IA	HumanaDental, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95519	58-2209549	95519			Humana Employers Health Plan of GA, Inc.	GA	IA	Humana Insurance Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1241225	00000			Humana Government Business, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95642	72-1279235	95642			Humana Health Benefit Plan of LA, Inc.	LA	IA	Humana Insurance Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	13558	26-2800286	13558			Humana Health Company of New York, Inc.	NY	IA	Arcadian Management Services, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	69671	61-1041514	69671			Humana Health Ins. Co. of Florida, Inc.	FL	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-3473328	00000			Humana Health Plan of California, Inc.	CA	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95348	31-1154200	95348			Humana Health Plan of Ohio, Inc.	OH	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95024	61-0994632	95024			Humana Health Plan of Texas, Inc.	TX	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95885	61-1013183	95885			Humana Health Plan, Inc.	KY	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95721	66-0406896	95721			Humana Health Plans of Puerto Rico, Inc.	PR	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-0647538	00000		NYSE	Humana Inc.	DE	UDP	Delaware	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1343791	00000			Humana Innovation Enterprises, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	73288	39-1263473	73288			Humana Insurance Company	WI	IA	CareNetwork, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	60219	61-1311685	60219			Humana Insurance Company of Kentucky	KY	IA	Humana Insurance Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	12634	20-2888723	12634			Humana Insurance Company of New York	NY	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	84603	66-0291866	84603			Humana Insurance of Puerto Rico, Inc.	PR	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-3364857	00000			Humana MarketPOINT of Puerto Rico, Inc.	PR	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1343508	00000			Humana MarketPOINT, Inc.	KY	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	14224	27-3991410	14224			Humana Medical Plan of Michigan, Inc.	MI	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	14462	27-4660531	14462			Humana Medical Plan of Pennsylvania, Inc.	PA	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	12908	20-8411422	12908			Humana Medical Plan of Utah, Inc.	UT	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95270	61-1103898	95270			Humana Medical Plan, Inc.	FL	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	45-2254346	00000			Humana Pharmacy Business, Inc.	KY	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1316926	00000			Humana Pharmacy, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	12282	20-2036444	12282			Humana Regional Health Plan, Inc.	AR	IA	Arcadian Management Services, Inc./Arcadian Health Plan, Inc.	Ownership	100.000	Humana Inc.	6
0119	Humana Inc.	00000	20-8418853	00000			Humana Veterans Healthcare Services, Inc.	DE	NIA	Humana Government Business, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-4522426	00000			Humana WellWorks LLC	DE	NIA	Health Value Management, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95342	39-1525003	95342			Humana Wisc. Health Org. Ins. Corp.	WI	IA	CareNetwork, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	70580	39-0714280	70580			HumanaDental Insurance Company	WI	IA	HumanaDental, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1364005	00000			HumanaDental, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	27-4535747	00000			HumanaVitality, LLC	DE	NIA	HumanaWellworks LLC	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1239538	00000			Humco, Inc.	KY	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1383567	00000			HUM-e-FL, Inc.	FL	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-3583438	00000			HUM-Holdings International, Inc.	KY	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	86-1050795	00000			Hummingbird Coaching Systems LLC	OH	NIA	Corphealth, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	39-1769093	00000			Independent Care Health Plan	WI	OTH	See Footnote 4	Other	100.000	Humana Inc.	4
0119	Humana Inc.	65110	57-0380426	65110			Kanawha Insurance Company	SC	IA	KMG America Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-1377270	00000			KMG America Corporation	VA	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1232669	00000			Managed Care Indemnity, Inc.	VT	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0879131	00000			METCARE of Florida, Inc.	FL	NIA	Metropolitan Health Networks, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0635728	00000			Metropolitan Health Networks, Inc.	FL	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0992582	00000			Naples Health Care Specialists, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0688221	00000			Nursing Solutions, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	62-1552091	00000			PHP Companies, Inc.	TN	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0

STATEMENT AS OF JUNE 30, 2015 OF THE Humana Benefit Plan of Illinois, Inc.

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0119	Humana Inc.	00000	62-1250945	00000			Preferred Health Partnership, Inc.	TN	NIA	PHP Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-1724127	00000			Preservation on Main, Inc.	KY	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	46-1225873	00000			Primary Care Holdings, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	75-2844854	00000			ROHC, L.L.C.	TX	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	56-2593719	00000			SeniorBridge (NC), Inc.	NC	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	80-0581269	00000			SeniorBridge Care Management, Inc.	NY	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	46-0702349	00000			SeniorBridge Family Companies (AZ), Inc.	AZ	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	45-3039782	00000			SeniorBridge Family Companies (CA), Inc.	CA	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	27-0452360	00000			SeniorBridge Family Companies (CT), Inc.	CT	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-1096853	00000			SeniorBridge Family Companies (FL), Inc.	FL	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	02-0660212	00000			SeniorBridge Family Companies (IL), Inc.	IL	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-0301155	00000			SeniorBridge Family Companies (IN), Inc.	IN	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	81-0557727	00000			SeniorBridge Family Companies (MD), Inc.	MD	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	46-0677759	00000			SeniorBridge Family Companies (MO), Inc.	MO	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	36-4484449	00000			SeniorBridge Family Companies (NJ), Inc.	NJ	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	36-4484443	00000			SeniorBridge Family Companies (NY), Inc.	NY	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-0260501	00000			SeniorBridge Family Companies (OH), Inc.	OH	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	38-3643832	00000			SeniorBridge Family Companies (PA), Inc.	PA	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	01-0766084	00000			SeniorBridge Family Companies (TX), Inc.	TX	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	46-0691871	00000			SeniorBridge Family Companies (VA), Inc.	VA	NIA	Humana at Home, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	59-2518701	00000			SeniorBridge-Florida, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	27-0338595	00000			Seredor Corporation	FL	NIA	Continucare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	86-0597187	00000			St. Mary's Medical Park Pharmacy, Inc.	AZ	NIA	Humana Pharmacy, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	32-0375132	00000			Symphony Health Partners - Midwest, LLC	DE	NIA	See Footnote 7	Ownership	0.000	Humana Inc.	7
0119	Humana Inc.	00000	45-5032192	00000			Symphony Health Partners, Inc.	DE	NIA	Metropolitan Health Networks, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	74-2352809	00000			Texas Dental Plans, Inc.	TX	NIA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	54739	52-1157181	54739			The Dental Concern, Inc.	KY	IA	HumanaDental, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	75-2600512	00000			Humana at Home (TLC), Inc.	TX	NIA	ROHC, L.L.C.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	80-0072760	00000			Transcend Insights, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	46-5329373	00000			Transcend, LLC	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0

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

STATEMENT AS OF JUNE 30, 2015 OF THE Humana Benefit Plan of Illinois, Inc.

Asterisk	Explanation
13	OHR/Baystate, LLC is a Massachusetts limited liability company. Occupational Health + Rehabilitation LLC has a 51% ownership interest and Bayside Medical Center has a 49% ownership interest.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanation:

- 1. This type of business is not written.

Bar Code:

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



OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Assets Line 25

	Current Statement Date			4 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
2504. Deposits	201,004	201,004	0	0
2505. Prepaid Expenses	24,780	24,780	0	0
2597. Summary of remaining write-ins for Line 25 from overflow page	225,784	225,784	0	0

STATEMENT AS OF JUNE 30, 2015 OF THE Humana Benefit Plan of Illinois, Inc.

SCHEDULE A - VERIFICATION

Real Estate

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

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

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

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

NONE

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	52,778,680	50,475,922
2. Cost of bonds and stocks acquired	27,999,891	29,962,700
3. Accrual of discount	5,779	222,103
4. Unrealized valuation increase (decrease)	0	965
5. Total gain (loss) on disposals	420,099	126,325
6. Deduct consideration for bonds and stocks disposed of	13,699,379	27,669,418
7. Deduct amortization of premium	205,569	339,917
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	67,299,501	52,778,680
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	67,299,501	52,778,680

STATEMENT AS OF JUNE 30, 2015 OF THE Humana Benefit Plan of Illinois, Inc.

SCHEDULE D - PART 1B

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

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a)	82,250,086	346,457,356	348,454,915	(99,798)	82,250,086	80,152,729	0	46,829,921
2. NAIC 2 (a)	7,338,493	79,860	690,073	(9,778)	7,338,493	6,718,502	0	8,632,511
3. NAIC 3 (a)	326,562	0	0	(184)	326,562	326,378	0	627,742
4. NAIC 4 (a)	225,000	0	0	0	225,000	225,000	0	0
5. NAIC 5 (a)	0	0	0	0	0	0	0	0
6. NAIC 6 (a)	0	0	0	0	0	0	0	0
7. Total Bonds	90,140,141	346,537,216	349,144,988	(109,760)	90,140,141	87,422,609	0	56,090,174
PREFERRED STOCK								
8. NAIC 1	0	0	0	0	0	0	0	0
9. NAIC 2	0	0	0	0	0	0	0	0
10. NAIC 3	0	0	0	0	0	0	0	0
11. NAIC 4	0	0	0	0	0	0	0	0
12. NAIC 5	0	0	0	0	0	0	0	0
13. NAIC 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	90,140,141	346,537,216	349,144,988	(109,760)	90,140,141	87,422,609	0	56,090,174

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$20,123,110 ; NAIC 2 \$0 ; NAIC 3 \$0 ; NAIC 4 \$0 ; NAIC 5 \$0 ; NAIC 6 \$0

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	20,123,110	xxx	20,123,110	5,476	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	3,311,494	400,504
2. Cost of short-term investments acquired	339,940,536	270,055,784
3. Accrual of discount	0	0
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	0
6. Deduct consideration received on disposals	323,128,920	267,144,794
7. Deduct amortization of premium	0	0
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	20,123,110	3,311,494
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	20,123,110	3,311,494

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

N O N E

Schedule DB - Part B - Verification - Futures Contracts

N O N E

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

N O N E

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

N O N E

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

N O N E

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of cash equivalents acquired	240,992,258	233,496,489
3. Accrual of discount	5,263	3,426
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	325	(15)
6. Deduct consideration received on disposals	240,997,846	233,499,900
7. Deduct amortization of premium	0	0
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	0	0
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

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

N O N E

Schedule A - Part 3 - Real Estate Disposed

N O N E

Schedule B - Part 2 - Mortgage Loans Acquired and Additions Made

N O N E

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

N O N E

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired and Additions Made

N O N E

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

N O N E

STATEMENT AS OF JUNE 30, 2015 OF THE Humana Benefit Plan of Illinois, Inc.

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
419794-YA-4	HAWAII ST MUNI		.06/08/2015	BARCLAYS CAPITAL		113,456	105,000	2,333	1FE
915217-WH-2	UNIVERSITY OF VIRGINIA MUNI		.06/10/2015	MORGAN STANLEY		165,789	140,000	1,303	1FE
97705M-AH-8	WISC ST FOR ISSUES DTD PR MUNI		.06/15/2015	J.P. MORGAN		429,059	370,000	0	1FE
97705M-AJ-4	WISC ST FOR ISSUES DTD PR MUNI		.06/15/2015	J.P. MORGAN		241,183	205,000	0	1FE
1799999. Subtotal - Bonds - U.S. States, Territories and Possessions						949,487	820,000	3,636	XXX
930863-5D-3	WAKE CNTY NC MUNI		.06/10/2015	MORGAN STANLEY		165,488	140,000	2,022	1FE
2499999. Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions						165,488	140,000	2,022	XXX
3138WD-6X-4	FED NTL MTG ASSO FNMA		.04/06/2015	J.P. MORGAN		29,400	28,488	38	1
3138WE-HA-4	FED NTL MTG ASSO FNMA		.04/06/2015	J.P. MORGAN		484,885	469,836	620	1
373384-Y3-4	GA ST MUNI		.06/11/2015	CITIGROUP GLOBAL MARKETS INC		411,019	360,000	0	1FE
373384-Y6-7	GEORGIA ST MUNI		.06/10/2015	GOLDMAN SACHS		593,062	555,000	0	1FE
409558-3X-9	HAMPTON VA MUNI		.06/08/2015	J.P. MORGAN		159,881	135,000	900	1FE
48542K-U2-3	KANSAS DEVELOPMENT FINANCE AU MUNI		.06/10/2015	GOLDMAN SACHS		172,853	160,000	311	1FE
49151F-HD-5	KY ST PPTY & BLDGS -KY MUNI		.06/08/2015	MORGAN STANLEY		149,743	130,000	2,167	1FE
494890-A2-2	KING COUNTY WA MUNI		.06/08/2015	BARCLAYS CAPITAL		163,325	140,000	933	1FE
57582P-05-2	MASSACHUSETTS ST MUNI		.06/08/2015	J.P. MORGAN		123,507	105,000	1,896	1FE
59447P-MN-8	MICHIGAN FIN AUTH REV MUNI		.06/08/2015	MORGAN STANLEY		114,085	105,000	2,333	1FE
649902-YL-1	NEW YORK ST DORM AUTH REVS MUNI		.06/08/2015	J.P. MORGAN		233,085	205,000	5,011	1FE
68607V-P3-3	OREGON ST DEPT ADMINISTRATIVE MUNI		.06/08/2015	J.P. MORGAN		121,552	105,000	1,021	1FE
70914P-YH-9	PENNSYLVANIA ST MUNI		.06/11/2015	MERRILL LYNCH, PIERCE, FENNER & SM		286,857	265,000	0	1FE
763682-08-8	RICHLAND CNTY SD #1-A-SC MUNI		.06/10/2015	LOOP CAPITAL MARKERS, LLC		535,239	450,000	5,500	1FE
786107-JR-4	SACRAMENTO CNTY CALIF ARPT SYS REV		.06/16/2015	MERRILL LYNCH, PIERCE, FENNER & SM		278,398	260,000	6,370	1FE
794665-FT-1	SALES TAX ASSET RECEIVABLE COR		.06/10/2015	VARIOUS		324,252	280,000	2,308	1FE
842477-TK-7	SOUTHERN CALIFORNIA PUB PWIR AUTH REV		.06/08/2015	MORGAN STANLEY		157,594	140,000	1,509	1FE
88283L-HY-5	TX TRANSN COMMN ST HWY FD R MUNI		.06/08/2015	MORGAN STANLEY		121,605	105,000	1,021	1FE
927781-03-1	VIRGINIA COLLEGE BLDG AUTH MUNI		.06/09/2015	JEFFERIES		321,677	285,000	5,185	1FE
93974D-AS-7	WASHINGTON ST FOR ISSUED DTD MUNI		.06/09/2015	J.P. MORGAN		175,671	150,000	2,729	1FE
3199999. Subtotal - Bonds - U.S. Special Revenues						4,957,690	4,433,324	39,852	XXX
00287Y-AQ-2	ABBVIE INC CORPORATE		.05/05/2015	MERRILL LYNCH		79,860	80,000	0	2FE
023135-AM-8	AMAZON.COM INC CORPORATE		.06/03/2015	MORGAN STANLEY		483,987	475,000	131	1FE
0258MO-DT-3	AMERICAN EXPRESS CO CORPORATE		.05/20/2015	DEUTSCHE BANK		209,794	210,000	0	1FE
12593A-BA-2	COMM CMB		.05/06/2015	DEUTSCHE BANK		7,544,148	7,325,000	9,962	1FE
12634N-AT-5	CSATL CMB		.05/06/2015	CREDIT SUISSE FIRST BOSTON CORP		1,364,747	1,325,000	2,450	1FE
172967-JP-7	CIT GROUP INC CORPORATE		.04/22/2015	CITIGROUP GLOBAL MARKETS INC		124,768	125,000	0	1FE
437076-BG-6	HOME DEPOT INC CORPORATE		.05/28/2015	J.P. MORGAN		134,503	135,000	0	1FE
46625H-KA-7	JP MORGAN CHASE & CO CORPORATE		.06/08/2015	J.P. MORGAN		395,144	400,000	3,450	1FE
585055-BF-2	MEDTRONIC INC CORPORATE		.06/03/2015	MORGAN STANLEY		286,839	285,000	1,528	1FE
61761J-B3-2	MORGAN STANLEY GROUP CORPORATE		.06/11/2015	MORGAN STANLEY		903,914	905,000	0	1FE
69353R-EP-9	PNC BANK NA CORPORATE		.05/27/2015	CITIGROUP GLOBAL MARKETS INC		324,253	325,000	0	1FE
94974B-GK-0	WELLS FARGO CO CORPORATE		.04/23/2015	WELLS FARGO		1,295,658	1,300,000	0	1FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						13,127,615	12,870,000	17,521	XXX
8399997. Total - Bonds - Part 3						19,200,280	18,263,324	63,031	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						19,200,280	18,263,324	63,031	XXX
8999997. Total - Preferred Stocks - Part 3						0	XXX	0	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	XXX
9799997. Total - Common Stocks - Part 3						0	XXX	0	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	XXX
9999999 - Totals						19,200,280	18,263,324	63,031	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0

E04

STATEMENT AS OF JUNE 30, 2015 OF THE Humana Benefit Plan of Illinois, Inc.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)	
36183W-5Y-4	FED NTL MTG ASSO	FNMA	06/01/2015	MBS PAYDOWN		5,926	5,926	6,282	.0	.0	(2)	.0	(2)	.0	5,926	.0	.0	.0	.34	01/01/2045	1	
36202X-XN-2	GOVERNMENT NATIONAL MORTGAGE	GNMA	06/01/2015	MBS PAYDOWN		4,517	4,517	4,527	4,517	.0	.0	.0	.0	.0	4,517	.0	.0	.0	.94	07/01/2033	1	
36225B-Y9-3	GOVERNMENT NATIONAL MORTGAGE	GNMA	06/01/2015	MBS PAYDOWN		12,508	12,508	12,579	12,513	.0	(5)	.0	(5)	.0	12,508	.0	.0	.0	.292	07/01/2033	1	
0599999. Subtotal - Bonds - U.S. Governments						22,951	22,951	23,388	17,030	0	(7)	0	(7)	0	22,951	0	0	0	420	XXX	XXX	
246380-3R-8	DELAWARE STATE	MUNI	06/01/2015	TD SECURITIES		107,235	95,000	112,441	103,732	.0	(951)	.0	(951)	.0	102,782	.0	4,453	4,453	3,206	10/01/2018	1FE	
373384-PJ-9	GEORGIA ST	MUNI	06/01/2015	WELLS FARGO		279,575	250,000	295,400	269,860	.0	(2,322)	.0	(2,322)	.0	267,538	.0	12,037	12,037	11,563	07/01/2018	1FE	
70914P-LA-8	PENNSYLVANIA STATE	MUNI	06/05/2015	GOLDMAN SACHS		110,400	100,000	117,683	107,561	.0	(917)	.0	(917)	.0	106,644	.0	3,756	3,756	4,708	07/01/2018	1FE	
1799999. Subtotal - Bonds - U.S. States, Territories and Possessions						497,210	445,000	525,524	481,153	0	(4,190)	0	(4,190)	0	476,964	0	20,246	20,246	19,477	XXX	XXX	
31323L-JV-7	FGLD 30 YR	FHLMC	06/30/2015	VARIOUS		1,308,041	1,265,686	1,295,351	1,295,285	.0	(1,471)	.0	(1,471)	.0	1,293,814	.0	14,227	14,227	24,986	12/01/2041	1	
3132J8-K2-5	FEDERAL HOME LOAN MTGE CO	FHLMC	06/22/2015	VARIOUS		1,051,598	1,018,049	1,040,796	1,041,134	.0	(1,800)	.0	(1,800)	.0	1,039,334	.0	12,264	12,264	20,019	04/01/2043	1	
3132M3-T6-4	FEDERAL HOME LOAN MTGE CO	FHLMC	06/01/2015	MBS PAYDOWN		11,469	11,469	11,737	11,476	.0	(7)	.0	(7)	.0	11,469	.0	.0	.0	152	12/01/2043	1	
31381D-6X-4	FED NTL MTG ASSO	FNMA	06/01/2015	MBS PAYDOWN		332	332	343	.0	.0	.0	.0	.0	332	.0	.0	.0	.1	02/01/2030	1		
31381E-AC-3	FED NTL MTG ASSO	FNMA	06/01/2015	MBS PAYDOWN		65,810	65,810	69,090	.0	.0	(44)	.0	(44)	.0	65,810	.0	.0	.0	324	03/01/2030	1	
31381E-AJ-8	FED NTL MTG ASSO	FNMA	06/01/2015	MBS PAYDOWN		6,369	6,369	6,681	.0	.0	(5)	.0	(5)	.0	6,369	.0	.0	.0	39	02/01/2030	1	
31381E-AM-1	FED NTL MTG ASSO	FNMA	06/01/2015	MBS PAYDOWN		10,810	10,810	11,349	.0	.0	(8)	.0	(8)	.0	10,810	.0	.0	.0	65	02/01/2030	1	
31381E-H4-4	FED NTL MTG ASSO	FNMA	06/01/2015	MBS PAYDOWN		5,443	5,443	5,617	.0	.0	(1)	.0	(1)	.0	5,443	.0	.0	.0	18	04/01/2030	1	
3138X8-2D-2	FANNIE MAE 15 YR MBS/POOL	FNMA	06/03/2015	VARIOUS		323,978	312,007	321,611	321,249	.0	(733)	.0	(733)	.0	320,516	.0	3,462	3,462	5,040	12/01/2028	1	
3138XC-4L-3	FANNIE MAE 15 YR MBS/POOL	FNMA	06/02/2015	VARIOUS		179,809	172,664	177,978	177,724	.0	(402)	.0	(402)	.0	177,322	.0	2,487	2,487	2,785	11/01/2028	1	
3138XQ-BE-0	FED NTL MTG ASSO	FNMA	06/01/2015	MBS PAYDOWN		25,271	25,271	26,531	.0	.0	(23)	.0	(23)	.0	25,271	.0	.0	.0	127	04/01/2029	1	
3138YF-E3-4	FED NTL MTG ASSO	FNMA	06/01/2015	MBS PAYDOWN		2,380	2,380	2,498	.0	.0	(1)	.0	(1)	.0	2,380	.0	.0	.0	11	02/01/2030	1	
31411D-QK-8	FED NTL MTG ASSO	FNMA	06/01/2015	MBS PAYDOWN		1,282	1,282	1,294	.0	.0	(1)	.0	(1)	.0	1,282	.0	.0	.0	32	11/01/2030	1	
31411L-XD-8	FED NTL MTG ASSO	FNMA	06/01/2015	MBS PAYDOWN		45,290	45,290	44,306	45,227	.0	63	.0	63	.0	45,290	.0	.0	.0	994	04/01/2037	1	
31412V-2F-2	FED NTL MTG ASSO	FNMA 30YR	06/01/2015	MBS PAYDOWN		1,210	1,210	1,291	1,211	.0	(1)	.0	(1)	.0	1,210	.0	.0	.0	27	02/01/2039	1	
31412V-RB-7	FED NTL MTG ASSO	FNMA 30YR	06/01/2015	MBS PAYDOWN		116,763	116,763	124,539	117,006	.0	(244)	.0	(244)	.0	116,763	.0	.0	.0	3,184	10/01/2039	1	
31416S-4Y-4	FED NTL MTG ASSO	FNMA 30YR	06/01/2015	MBS PAYDOWN		3,312	3,312	3,532	3,315	.0	(3)	.0	(3)	.0	3,312	.0	.0	.0	76	06/01/2039	1	
31417F-Y4-4	FED NTL MTG ASSO	FNMA	06/01/2015	MBS PAYDOWN		7,524	7,524	7,486	7,522	.0	2	.0	2	.0	7,524	.0	.0	.0	100	03/01/2043	1	
54464E-E2-4	LOS ANGELES CALIFORNIA SCHOOL	MUNI	06/23/2015	INC		147,639	125,000	152,933	145,432	.0	(1,427)	.0	(1,427)	.0	144,006	.0	3,633	3,633	6,163	07/01/2021	1FE	
58614S-ZE-7	MEMPHIS TENN	MUNI	06/01/2015	J.P. MORGAN		176,609	150,000	184,113	174,395	.0	(1,555)	.0	(1,555)	.0	172,839	.0	3,769	3,769	5,063	04/01/2021	1FE	
3199999. Subtotal - Bonds - U.S. Special Revenues						3,490,939	3,346,671	3,489,076	3,342,260	0	(7,661)	0	(7,661)	0	3,451,096	0	39,842	39,842	69,206	XXX	XXX	
023135-AN-6	AMAZON.COM INC	CORPORATE	06/03/2015	MORGAN STANLEY CALLED SECURITY at		478,924	475,000	473,281	473,280	.0	72	.0	72	.0	473,352	.0	5,572	5,572	9,175	12/05/2024	1FE	
07388R-AF-4	BEAR STEARNS CO.	CMSB	06/11/2015	100.000		4,876	4,876	5,395	5,384	.0	(508)	.0	(508)	.0	4,876	.0	.0	.0	173	02/01/2044	1FM	
125896-BG-4	CMS ENERGY CORPORATION	CORPORATE	06/22/2015	J.P. MORGAN		373,839	345,000	378,763	364,830	.0	(2,957)	.0	(2,957)	.0	361,873	.0	11,965	11,965	15,003	02/15/2018	2FE	
138616-AB-3	CANTOR FITZGERALD LP	CORPORATE	06/26/2015	MATURITY CALLED SECURITY at		175,000	175,000	174,409	174,929	.0	71	.0	71	.0	175,000	.0	.0	.0	5,578	06/26/2015	2FE	
20173W-AF-5	CMLTI	CMSB	06/10/2015	100.000		566	566	643	669	.0	(103)	.0	(103)	.0	566	.0	.0	.0	14	12/01/2049	1FM	
337738-AH-1	FISERV INC	CORPORATE	06/23/2015	WELLS FARGO		150,890	150,000	149,660	149,941	.0	30	.0	30	.0	149,972	.0	918	918	3,451	10/01/2015	2FE	
38141E-A2-5	GOLDMAN SACHS & CO	CORPORATE	06/05/2015	GOLDMAN SACHS		234,690	200,000	251,666	235,400	.0	(3,598)	.0	(3,598)	.0	231,802	.0	2,888	2,888	12,292	02/15/2019	1FE	
46630J-AC-3	JP MORGAN CHASE	CMSB	06/15/2015	VARIOUS		8,173	8,173	9,395	9,113	.0	(939)	.0	(939)	.0	8,173	.0	.0	.0	167	01/01/2049	1FM	
46632H-AG-6	JPMCC 07-LD12	CMSB	06/15/2015	VARIOUS		144	144	164	156	.0	(13)	.0	(13)	.0	144	.0	.0	.0	4	02/01/2051	1FM	
50180J-AD-7	LBUBS 07-C2	CMSB	06/17/2015	VARIOUS		145	145	158	154	.0	(8)	.0	(8)	.0	145	.0	.0	.0	3	02/15/2040	1FM	
58505S-BM-7	MEDTRONIC INC	CORPORATE	06/03/2015	MERRILL LYNCH		266,540	265,000	262,461	262,469	.0	74	.0	74	.0	262,543	.0	3,996	3,996	4,586	03/15/2025	1FE	
60687V-AF-2	MLCFC 06-3	CMSB	06/12/2015	VARIOUS		1,405	1,405	1,549	1,422	.0	(17)	.0	(17)	.0	1,405	.0	.0	.0	28	07/01/2046	1FM	
61750W-AS-2	MSC-99	CMSB	06/15/2015	CALLED SECURITY at		982	982	1,081	1,079	.0	(97)	.0	(97)	.0	982	.0	.0	.0	22	12/01/2043	1FM	
61751N-AB-8	MSC_07-HQ11	CMSB	06/12/2015	VARIOUS		243	246	269	262	.0	(15)	.0	(15)	.0	248	.0	.0	.0	6	02/01/2044	1FM	
90345K-AA-8	US AIRWAYS GROUP INC	CORPORATE	04/22/2015	100.000		3,228	3,228	3,228	3,228	.0	.0	.0	.0	.0	3,226	.0	.0	.0	101	10/22/2024	2FE	
92890K-BF-1	WFRBS 14-C22	CMSB	06/22/2015	WELLS FARGO		183,463	175,000	180,244	180,233	.0	(22)	.0	(22)	.0	180,211	.0	3,252	3,252	4,335	09/01/2057	1FM	
92978P-AF-6	WBCMT 03	CMSB	06/17/2015	VARIOUS		127	127	140	131	.0	(4)	.0	(4)	.0	127	.0	.0	.0	3	11/01/2048	1FM	
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						1,883,235	1,804,892	1,892,506	1,862,680	0	(8,034)	0	(8,034)	0	1,854,645	0	28,591	28,591	54,941	XXX	XXX	
8399997. Total - Bonds - Part 4						5,894,335	5,619,514	5,930,494	5,703,123	0	(19,892)	0	(19,892)	0	5,805,656	0	88,679	88,679	144,044	XXX	XXX	
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999. Total - Bonds						5,894,335	5,619,514	5,930,494	5,703,123	0	(19,892)	0	(19,892)	0	5,805,656	0	88,679	88,679	144,044	XXX	XXX	

E05

STATEMENT AS OF JUNE 30, 2015 OF THE Humana Benefit Plan of Illinois, Inc.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Ident-ification	Description	For-foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Other Than Temporary Impairment Recog-nized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con-tractual Maturity Date	NAIC Design-ation or Market In-dicator (a)	
8999997. Total - Preferred Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799997. Total - Common Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999 - Totals						5,894,335	XXX	5,930,494	5,703,123	0	(19,892)	0	(19,892)	0	5,805,656	0	88,679	88,679	144,044	XXX	XXX	

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

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

Schedule DB - Part B - Section 1 - Futures Contracts Open
N O N E

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

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

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

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

Schedule DL - Part 1 - Reinvested Collateral Assets Owned
N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned
N O N E

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

N O N E