

TEXAS HMO SUPPLEMENT

STATEMENT FOR THE PERIOD ENDING **SEPTEMBER 30, 2004**

OF THE **Humana Health Plan of Texas, Inc.**

(Name of Company)

REPORT FOR :1. CORPORATION / 2. DIVISION **CONSOLIDATED**

(Location)

**EXHIBIT II (Filed Annually and Quarterly)**

**ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES**

Indicate Reporting Period: Current Quarter **X**

	1. Total	2. COMMERCIAL RISK (Omit Provider HMO Business)	3. MEDICARE (Omit Provider HMO Business)		4. MEDICAID (Omit Provider HMO Business)		5. POINT OF SERVICE RIDER COVERAGE	6. ASSUMED RISK (as Provider HMO)	7. CHILDREN'S HEALTH INSURANCE PLAN	8. PUBLICLY SUPPORTED HEALTH CARE	9. NON-RISK
			RISK	COST	RISK	COST					
1. ENROLLEES AT THE END OF REPT PERIOD.....	139,471	118,311	21,160	0	0	0	0	0	0	0	0
2. MEMBER MONTHS.....	532,262	468,968	63,294	0	0	0	0	0	0	0	0
3. Direct Premium.....	168,203,922	116,089,709	52,114,214	0	0	0	0	XXXXXXXX	0	0	XXXXXXXX
4. Premiums.....	168,203,922	116,089,709	52,114,214	0	0	0	0	XXXXXXXX	0	0	XXXXXXXX
5. Chg in unearned prem. reserve & reserve for rate credits...	0	0	0	0	0	0	0	0	0	0	0
6. Fee-for-Service (gross revenues).....	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	0	0
7. Risk Revenue.....	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	0	XXXXXXXX	XXXXXXXX	XXXXXXXX
8. Other Health Related Revenues.....	0	0	0	0	0	0	0	0	0	0	0
9. TOTAL HEALTHCARE RELATED REVENUES(L4 to L8)	168,203,922	116,089,709	52,114,214	0	0	0	0	0	0	0	0
10. Other Revenues (excluding investment income).....	0	0	0	0	0	0	0	0	0	0	0
11. TOTAL REVENUE (L9 to L10).....	168,203,922	116,089,709	52,114,214	0	0	0	0	0	0	0	0
<b>MEDICAL AND HOSPITAL:</b>											
12. Hospital/Medical Benefits.....	123,124,530	88,903,435	34,221,094	0	0	0	0	0	0	0	0
13. Other Professional Services.....	2,562,065	882,705	1,679,360	0	0	0	0	0	0	0	0
14. Outside Referrals.....	0	0	0	0	0	0	0	0	0	0	0
15. Emergency Room and Out-of-Area.....	4,276,208	3,139,014	1,137,194	0	0	0	XXXXXXXX	0	0	0	0
16. Other Medical & Hospital.....	16,380,156	13,737,586	2,642,570	0	0	0	0	0	0	0	0
17. Incentive Pool & Withhold Adjustments.....	257,000	12,000	245,000	0	0	0	0	0	0	0	0
18. SUBTOTAL MED & HOSP (L12 to L17).....	146,599,959	106,674,740	39,925,219	0	0	0	0	0	0	0	0
19. Net Reins Recoveries Incurred.....	0	0	0	0	0	0	0	0	0	0	0
20. TOTAL MEDICAL & HOSP (L18 less L19).....	146,599,959	106,674,740	39,925,219	0	0	0	0	0	0	0	0
21. Claims Adjustment Expenses.....	4,661,324	3,419,649	1,241,674	0	0	0	0	0	0	0	0
22. General Administrative Expenses.....	14,468,565	11,224,900	3,243,665	0	0	0	0	0	0	0	0
23. Increase in Reserves for A&H contracts.....	53,800	194,390	(140,590)	0	0	0	0	0	0	0	0
24. TOTAL UNDERWRITING DEDUCTIONS(L20 to L23)....	165,783,647	121,513,679	44,269,968	0	0	0	0	0	0	0	0
25. NET UNDERWRITING GAIN/(LOSS) (L9 less L24).....	2,420,275	(5,423,970)	7,844,245	0	0	0	0	0	0	0	0
26. Net Investment Income Earned.....	1,253,818	751,872	501,946	0	0	0	0	0	0	0	0
27. Net Realized Capital Gains/(Losses).....	797,393	574,289	223,104	0	0	0	0	0	0	0	0
28. NET INVESTMENT GAINS/(LOSSES) (L26 to L27).....	2,051,211	1,326,162	725,049	0	0	0	0	0	0	0	0
29. Other Expenses.....	(25)	(16)	(10)	0	0	0	0	0	0	0	0
30. <b>INCOME (LOSS) BEFORE FIT &amp; EXP ITEMS(L10+L25+L</b>	<b>4,471,511</b>	<b>(4,097,793)</b>	<b>8,569,304</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
31. Extraordinary Items & Federal income taxes.....	880,742	700,732	180,010	0	0	0	0	0	0	0	0
32. <b>NET INCOME (LOSS) (L30 less L31).....</b>	<b>3,590,769</b>	<b>(4,798,525)</b>	<b>8,389,294</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
33a. NON-TAXABLE COMMERCIAL RISK ENROLLEES.....		24,590	(Examples of non-taxable enrollees are State								
33b. NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS.....		164,008	of Texas enrollees and Federal employees.)								

TEXAS HMO SUPPLEMENT

STATEMENT FOR THE PERIOD ENDING **SEPTEMBER 30, 2004**

OF THE **Humana Health Plan of Texas, Inc.**

(Name of Company)

REPORT FOR :1. CORPORATION / 2. DIVISION **CONSOLIDATED**

(Location)

**EXHIBIT II (Filed Annually and Quarterly)  
ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES**

Indicate Reporting Period: Year-to-Date **X**

	1. Total	2. COMMERCIAL RISK (Omit Provider HMO Business)	3. MEDICARE (Omit Provider HMO Business)		4. MEDICAID (Omit Provider HMO Business)		5. POINT OF SERVICE RIDER	6. ASSUMED RISK (as Provider HMO)	7. CHILDREN'S HEALTH INSURANCE PLAN	8. PUBLICLY SUPPORTED HEALTH CARE	9. NON-RISK
			RISK	COST	RISK	COST					
1. ENROLLEES AT THE END OF REPT PERIOD.....	139,471	118,311	21,160	0	0	0	0	0	0	0	0
2. MEMBER MONTHS.....	1,781,576	1,592,679	188,897	0	0	0	0	0	0	0	0
3. Direct Premium.....	529,106,499	386,644,269	142,462,230	0	0	0	0	XXXXXXXX	0	0	XXXXXXXX
4. Premiums.....	529,106,499	386,644,269	142,462,230	0	0	0	0	XXXXXXXX	0	0	XXXXXXXX
5. Chg in unearned prem. reserve & reserve for rate credits...	0	0	0	0	0	0	0	0	0	0	0
6. Fee-for-Service (gross revenues).....	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	0	0
7. Risk Revenue.....	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	0	XXXXXXXX	XXXXXXXX	XXXXXXXX
8. Other Health Related Revenues.....	0	0	0	0	0	0	0	0	0	0	0
9. TOTAL HEALTHCARE RELATED REVENUES(L4 to L8)	529,106,499	386,644,269	142,462,230	0	0	0	0	0	0	0	0
10. Other Revenues (excluding investment income).....	0	0	0	0	0	0	0	0	0	0	0
11. TOTAL REVENUE (L9 to L10).....	529,106,499	386,644,269	142,462,230	0	0	0	0	0	0	0	0
<b>MEDICAL AND HOSPITAL:</b>											
12. Hospital/Medical Benefits.....	397,765,828	301,249,751	96,516,076	0	0	0	0	0	0	0	0
13. Other Professional Services.....	6,913,053	2,331,339	4,581,714	0	0	0	0	0	0	0	0
14. Outside Referrals.....	0	0	0	0	0	0	0	0	0	0	0
15. Emergency Room and Out-of-Area.....	13,214,844	8,660,316	4,554,527	0	0	0	XXXXXXXX	0	0	0	0
16. Other Medical & Hospital.....	52,070,895	45,520,374	6,550,520	0	0	0	0	0	0	0	0
17. Incentive Pool & Withhold Adjustments.....	503,279	26,000	477,279	0	0	0	0	0	0	0	0
18. SUBTOTAL MED & HOSP (L12 to L17).....	470,467,898	357,787,781	112,680,117	0	0	0	0	0	0	0	0
19. Net Reins Recoveries Incurred.....	0	0	0	0	0	0	0	0	0	0	0
20. TOTAL MEDICAL & HOSP (L18 less L19).....	470,467,898	357,787,781	112,680,117	0	0	0	0	0	0	0	0
21. Claims Adjustment Expenses.....	14,725,957	11,221,606	3,504,352	0	0	0	0	0	0	0	0
22. General Administrative Expenses.....	42,947,264	34,188,476	8,758,788	0	0	0	0	0	0	0	0
23. Increase in Reserves for A&H contracts.....	(8,481,200)	(6,401,887)	(2,079,313)	0	0	0	0	0	0	0	0
24. TOTAL UNDERWRITING DEDUCTIONS(L20 to L23)....	519,659,919	396,795,976	122,863,943	0	0	0	0	0	0	0	0
25. NET UNDERWRITING GAIN/(LOSS) (L9 less L24).....	9,446,580	(10,151,707)	19,598,287	0	0	0	0	0	0	0	0
26. Net Investment Income Earned.....	3,353,531	2,278,405	1,075,126	0	0	0	0	0	0	0	0
27. Net Realized Capital Gains/(Losses).....	981,475	702,778	278,696	0	0	0	0	0	0	0	0
28. NET INVESTMENT GAINS/(LOSSES) (L26 to L27).....	4,335,006	2,981,184	1,353,823	0	0	0	0	0	0	0	0
29. Other Expenses.....	501	547	(46)	0	0	0	0	0	0	0	0
30. <b>INCOME (LOSS) BEFORE FIT &amp; EXP ITEMS(L10+L25+L</b>	<b>13,781,085</b>	<b>(7,171,070)</b>	<b>20,952,155</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
31. Extraordinary Items & Federal income taxes.....	(2,006,944)	(1,467,140)	(539,804)	0	0	0	0	0	0	0	0
32. <b>NET INCOME (LOSS) (L30 less L31).....</b>	<b>15,788,029</b>	<b>(5,703,931)</b>	<b>21,491,959</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
33a. <b>NON-TAXABLE COMMERCIAL RISK ENROLLEES.....</b>		24,590	(Examples of non-taxable enrollees are State								
33b. <b>NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS.....</b>		583,192	of Texas enrollees and Federal employees.)								

STATEMENT AS OF **SEPTEMBER 30, 2004**

OF THE **Humana Health Plan of Texas, Inc.**

REPORT FOR DIVISION: **Corpus Christi**

(Location)

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Medicare	9 Medicaid	10 Stop Loss	11 Disability Income	12 Long-Term Care	13 Other
		2 Individual	3 Group										
Total Members at end of:													
1. Prior Year	13,914	6	6,343	0	0	0	0	7,565	0	0	0	0	0
2. First Quarter	0												
3. Second Quarter	0												
4. Third Quarter	10,822	28	2,873	0	0	0	0	7,921	0	0	0	0	0
5. Current Year	0												
6. Current Year Member Months	100,163	279	30,570	0	0	0	0	69,314	0	0	0	0	0
Total Member Ambulatory Encounters for Year:													
7. Physician	79,828	119	12,896	0	0	0	0	66,813	0	0	0	0	0
8. Non-Physician	14,334	25	2,756	0	0	0	0	11,553	0	0	0	0	0
9. Total	94,162	144	15,652	0	0	0	0	78,366	0	0	0	0	0
10. Hospital Patient Days Incurred	10,343	6	615	0	0	0	0	9,722	0	0	0	0	0
11. Number of Inpatient Admissions	1,736	2	177	0	0	0	0	1,557	0	0	0	0	0
12. Health Premiums Written	59,118,846	79,739	6,609,321	0	0	0	0	52,429,786	0	0	0	0	0
13. Life Premiums Direct	0	0	0	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	0	0	0
15. Health Premiums Earned	59,118,846	79,739	6,609,321	0	0	0	0	52,429,786	0	0	0	0	0
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services	43,907,421	23,599	4,532,042	0	0	0	763,382	38,588,398	0	0	0	0	0
18. Amount Incurred for Provision of Health Care Services	43,165,335	24,587	3,523,620	0	0	0	646,185	38,970,943	0	0	0	0	0

TEXAS HMO SUPPLEMENT

STATEMENT FOR THE PERIOD ENDING **SEPTEMBER 30, 2004**

OF THE **Humana Health Plan of Texas, Inc.**

(Name of Company)

REPORT FOR :1. CORPORATION / 2. DIVISION **Corpus Christi**

(Location)

**EXHIBIT II (Filed Annually and Quarterly)**

**ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES**

Indicate Reporting Period: Current Quarter  X

	1. Total	2. COMMERCIAL RISK (Omit Provider HMO Business)	3. MEDICARE (Omit Provider HMO Business)		4. MEDICAID (Omit Provider HMO Business)		5. POINT OF SERVICE RIDER COVERAGE	6. ASSUMED RISK (as Provider HMO)	7. CHILDREN'S HEALTH INSURANCE PLAN	8. PUBLICLY SUPPORTED HEALTH CARE	9. NON-RISK
			RISK	COST	RISK	COST					
1. ENROLLEES AT THE END OF REPT PERIOD.....	10,822	2,901	7,921	0	0	0	0	0	0	0	0
2. MEMBER MONTHS.....	32,813	9,194	23,619	0	0	0	0	0	0	0	0
3. Direct Premium.....	21,460,682	2,021,740	19,438,942	0	0	0	0	XXXXXXXX	0	0	XXXXXXXX
4. Premiums.....	21,460,682	2,021,740	19,438,942	0	0	0	0	XXXXXXXX	0	0	XXXXXXXX
5. Change in unearned premium reserve and reserve for rate credits.....	0	0	0	0	0	0	0	0	0	0	0
6. Fee-for-Service (gross revenues).....	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	0	0
7. Risk Revenue.....	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	0	XXXXXXXX	XXXXXXXX	XXXXXXXX
8. Other Health Related Revenues.....	0	0	0	0	0	0	0	0	0	0	0
9. TOTAL HEALTHCARE RELATED REVENUES (L4 to L7).....	21,460,682	2,021,740	19,438,942	0	0	0	0	0	0	0	0
1. Other Revenues (excluding investment income).....	0	0	0	0	0	0	0	0	0	0	0
11. TOTAL REVENUE (L9 to L10).....	21,460,682	2,021,740	19,438,942	0	0	0	0	0	0	0	0
<b>MEDICAL AND HOSPITAL:</b>											
12. Hospital/Medical Benefits.....	12,972,230	800,787	12,171,443	0	0	0	0	0	0	0	0
13. Other Professional Services.....	820,409	35,057	785,352	0	0	0	0	0	0	0	0
14. Outside Referrals.....	0	0	0	0	0	0	0	0	0	0	0
15. Emergency Room and Out-of-Area.....	480,205	42,673	437,532	0	0	0	XXXXXXXX	0	0	0	0
16. Other Medical & Hospital.....	817,160	155,735	661,424	0	0	0	0	0	0	0	0
17. Incentive Pool & Withhold Adjustments.....	102,000	12,000	90,000	0	0	0	0	0	0	0	0
18. SUBTOTAL MED & HOSP (L12 to L17).....	15,192,004	1,046,252	14,145,752	0	0	0	0	0	0	0	0
19. Net Reins Recoveries Incurred.....	0	0	0	0	0	0	0	0	0	0	0
20. TOTAL MEDICAL & HOSP (L18 less L20).....	15,192,004	1,046,252	14,145,752	0	0	0	0	0	0	0	0
21. Claims Adjustment Expenses.....	479,345	39,412	439,933	0	0	0	0	0	0	0	0
22. General Administrative Expenses.....	1,216,726	14,069	1,202,658	0	0	0	0	0	0	0	0
23. Increase in Reserves for A&H contracts.....	(40,958)	2,867	(43,824)	0	0	0	0	0	0	0	0
24. TOTAL UNDERWRITING DEDUCTIONS(L20 to L23).....	16,847,118	1,102,600	15,744,518	0	0	0	0	0	0	0	0
25. NET UNDERWRITING GAIN/(LOSS) (L9 less L24).....	4,613,564	919,140	3,694,424	0	0	0	0	0	0	0	0
26. Net Investment Income Earned.....	55,614	4,296	51,318	0	0	0	0	0	0	0	0
27. Net Realized Capital Gains/(Losses).....	86,087	9,349	76,737	0	0	0	0	0	0	0	0
28. NET INVESTMENT GAINS/(LOSSES) (L26 to L27).....	141,701	13,646	128,055	0	0	0	0	0	0	0	0
29. Other Expenses.....	(3)	(0)	(3)	0	0	0	0	0	0	0	0
30. INCOME (LOSS) BEFORE FIT & EXP ITEMS (Lines 9 + 24 + 27 -28).....	4,755,268	932,786	3,822,482	0	0	0	0	0	0	0	0
31. Extraordinary Items & Federal income taxes.....	77,071	11,491	65,580	0	0	0	0	0	0	0	0
32. NET INCOME (LOSS) (Lines 29 minus 30).....	4,678,197	921,295	3,756,901	0	0	0	0	0	0	0	0
33a. NON-TAXABLE COMMERCIAL RISK ENROLLEES.....		844	(Examples of non-taxable enrollees are State								
33b. NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS.....		2,872	of Texas enrollees and Federal employees.)								

TEXAS HMO SUPPLEMENT

STATEMENT FOR THE PERIOD ENDING **SEPTEMBER 30, 2004**

OF THE **Humana Health Plan of Texas, Inc.**

(Name of Company)

REPORT FOR :1. CORPORATION / 2. DIVISION **Corpus Christi**

(Location)

**EXHIBIT II (Filed Annually and Quarterly)**

**ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES**

Indicate Reporting Period: Year-to-Date **X**

	1. Total	2. COMMERCIAL RISK (Omit Provider HMO Business)	3. MEDICARE (Omit Provider HMO Business)		4. MEDICAID (Omit Provider HMO Business)		5. POINT OF SERVICE RIDER COVERAGE	6. ASSUMED RISK (as Provider HMO)	7. CHILDREN'S HEALTH INSURANCE PLAN	8. PUBLICLY SUPPORTED HEALTH CARE	9. NON-RISK
			RISK	COST	RISK	COST					
1. ENROLLEES AT THE END OF REPT PERIOD.....	10,822	2,901	7,921	0	0	0	0	0	0	0	0
2. MEMBER MONTHS.....	100,163	30,849	69,314	0	0	0	0	0	0	0	0
3. Direct Premium.....	59,118,846	6,689,060	52,429,786	0	0	0	0	XXXXXXXX	0	0	XXXXXXXX
4. Premiums.....	59,118,846	6,689,060	52,429,786	0	0	0	0	XXXXXXXX	0	0	XXXXXXXX
5. Change in unearned premium reserve and reserve for rate credits.....	0	0	0	0	0	0	0	0	0	0	0
6. Fee-for-Service (gross revenues).....	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	0	0
7. Risk Revenue.....	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	0	XXXXXXXX	XXXXXXXX	XXXXXXXX
8. Other Health Related Revenues.....	0	0	0	0	0	0	0	0	0	0	0
9. TOTAL HEALTHCARE RELATED REVENUES (L4 to L7).....	59,118,846	6,689,060	52,429,786	0	0	0	0	0	0	0	0
1. Other Revenues (excluding investment income).....	0	0	0	0	0	0	0	0	0	0	0
11. TOTAL REVENUE (L9 to L10).....	59,118,846	6,689,060	52,429,786	0	0	0	0	0	0	0	0
<b>MEDICAL AND HOSPITAL:</b>											
12. Hospital/Medical Benefits.....	36,762,101	3,426,651	33,335,450	0	0	0	0	0	0	0	0
13. Other Professional Services.....	2,452,240	124,036	2,328,203	0	0	0	0	0	0	0	0
14. Outside Referrals.....	0	0	0	0	0	0	0	0	0	0	0
15. Emergency Room and Out-of-Area.....	1,401,123	84,944	1,316,179	0	0	0	XXXXXXXX	0	0	0	0
16. Other Medical & Hospital.....	2,283,370	532,761	1,750,610	0	0	0	0	0	0	0	0
17. Incentive Pool & Withhold Adjustments.....	266,500	26,000	240,500	0	0	0	0	0	0	0	0
18. SUBTOTAL MED & HOSP (L12 to L17).....	43,165,334	4,194,392	38,970,943	0	0	0	0	0	0	0	0
19. Net Reins Recoveries Incurred.....	0	0	0	0	0	0	0	0	0	0	0
20. TOTAL MEDICAL & HOSP (L18 less L20).....	43,165,334	4,194,392	38,970,943	0	0	0	0	0	0	0	0
21. Claims Adjustment Expenses.....	1,344,200	132,204	1,211,996	0	0	0	0	0	0	0	0
22. General Administrative Expenses.....	3,629,122	410,802	3,218,321	0	0	0	0	0	0	0	0
23. Increase in Reserves for A&H contracts.....	(778,148)	(85,596)	(692,552)	0	0	0	0	0	0	0	0
24. TOTAL UNDERWRITING DEDUCTIONS(L20 to L23).....	47,360,508	4,651,801	42,708,707	0	0	0	0	0	0	0	0
25. NET UNDERWRITING GAIN/(LOSS) (L9 less L24).....	11,758,338	2,037,259	9,721,078	0	0	0	0	0	0	0	0
26. Net Investment Income Earned.....	237,744	26,152	211,592	0	0	0	0	0	0	0	0
27. Net Realized Capital Gains/(Losses).....	98,094	10,790	87,304	0	0	0	0	0	0	0	0
28. NET INVESTMENT GAINS/(LOSSES) (L26 to L27).....	335,838	36,942	298,896	0	0	0	0	0	0	0	0
29. Other Expenses.....	(24)	(3)	(22)	0	0	0	0	0	0	0	0
30. <b>INCOME (LOSS) BEFORE FIT &amp; EXP ITEMS (Lines 9 + 24 + 27 -28).</b>	<b>12,094,200</b>	<b>2,074,204</b>	<b>10,019,996</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
31. Extraordinary Items & Federal income taxes.....	(224,243)	(24,667)	(199,576)	0	0	0	0	0	0	0	0
32. <b>NET INCOME (LOSS) (Lines 29 minus 30).....</b>	<b>12,318,442</b>	<b>2,098,871</b>	<b>10,219,572</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
33a. <b>NON-TAXABLE COMMERCIAL RISK ENROLLEES.....</b>		844	(Examples of non-taxable enrollees are State								
33b. <b>NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS.....</b>		9,089	of Texas enrollees and Federal employees.)								

STATEMENT AS OF **SEPTEMBER 30, 2004**

OF THE **Humana Health Plan of Texas, Inc.**

REPORT FOR DIVISION: **Houston**

(Location)

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Medicare	9 Medicaid	10 Stop Loss	11 Disability Income	12 Long-Term Care	13 Other
		2 Individual	3 Group										
Total Members at end of:													
1. Prior Year	95,429	2	95,427	0	0	0	0	0	0	0	0	0	0
2. First Quarter	0												
3. Second Quarter	0												
4. Third Quarter	50,608	1	50,607	0	0	0	0	0	0	0	0	0	0
5. Current Year	0												
6. Current Year Member Months	783,650	10	783,640	0	0	0	0	0	0	0	0	0	0
Total Member Ambulatory Encounters for Year:													
7. Physician	302,706	4	302,702	0	0	0	0	0	0	0	0	0	0
8. Non-Physician	104,913	1	104,912	0	0	0	0	0	0	0	0	0	0
9. Total	407,619	5	407,614	0	0	0	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	22,131	0	22,131	0	0	0	0	0	0	0	0	0	0
11. Number of Inpatient Admissions	5,704	0	5,704	0	0	0	0	0	0	0	0	0	0
12. Health Premiums Written	182,713,074	7,589	182,705,485	0	0	0	0	0	0	0	0	0	0
13. Life Premiums Direct	0	0	0	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	0	0	0
15. Health Premiums Earned	182,713,074	7,589	182,705,485	0	0	0	0	0	0	0	0	0	0
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services	181,637,420	3,038	154,534,396	0	0	0	27,099,986	0	0	0	0	0	0
18. Amount Incurred for Provision of Health Care Services	178,450,427	128	150,958,367	0	0	0	27,491,932	0	0	0	0	0	0

TEXAS HMO SUPPLEMENT

STATEMENT FOR THE PERIOD ENDING **SEPTEMBER 30, 2004**

OF THE **Humana Health Plan of Texas, Inc.**

(Name of Company)

REPORT FOR :1. CORPORATION / 2. DIVISION **Houston**

(Location)

**EXHIBIT II (Filed Annually and Quarterly)  
ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES**

Indicate Reporting Period: Current Quarter **X**

	1. Total	2. COMMERCIAL RISK (Omit Provider HMO Business)	3. MEDICARE (Omit Provider HMO Business)		4. MEDICAID (Omit Provider HMO Business)		5. POINT OF SERVICE RIDER COVERAGE	6. ASSUMED RISK (as Provider HMO)	7. CHILDREN'S HEALTH INSURANCE PLAN	8. PUBLICLY SUPPORTED HEALTH CARE	9. NON-RISK
			RISK	COST	RISK	COST					
1. ENROLLEES AT THE END OF REPT PERIOD.....	50,608	50,608	0	0	0	0	0	0	0	0	0
2. MEMBER MONTHS.....	223,985	223,985	0	0	0	0	0	0	0	0	0
3. Direct Premium.....	53,694,960	53,694,960	0	0	0	0	0	XXXXXXXX	0	0	XXXXXXXX
4. Premiums.....	53,694,960	53,694,960	0	0	0	0	0	XXXXXXXX	0	0	XXXXXXXX
5. Change in unearned premium reserve and reserve for rate credits.....	0	0	0	0	0	0	0	0	0	0	0
6. Fee-for-Service (gross revenues).....	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	0	0
7. Risk Revenue.....	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	0	XXXXXXXX	XXXXXXXX	XXXXXXXX
8. Other Health Related Revenues.....	0	0	0	0	0	0	0	0	0	0	0
9. TOTAL HEALTHCARE RELATED REVENUES (L4 to L7).....	53,694,960	53,694,960	0	0	0	0	0	0	0	0	0
1. Other Revenues (excluding investment income).....	0	0	0	0	0	0	0	0	0	0	0
11. TOTAL REVENUE (L9 to L10).....	53,694,960	53,694,960	0	0	0	0	0	0	0	0	0
<b>MEDICAL AND HOSPITAL:</b>											
12. Hospital/Medical Benefits.....	44,287,555	44,287,555	0	0	0	0	0	0	0	0	0
13. Other Professional Services.....	358,619	358,619	0	0	0	0	0	0	0	0	0
14. Outside Referrals.....	0	0	0	0	0	0	0	0	0	0	0
15. Emergency Room and Out-of-Area.....	1,816,178	1,816,178	0	0	0	0	XXXXXXXX	0	0	0	0
16. Other Medical & Hospital.....	5,153,026	5,153,026	0	0	0	0	0	0	0	0	0
17. Incentive Pool & Withhold Adjustments.....	0	0	0	0	0	0	0	0	0	0	0
18. SUBTOTAL MED & HOSP (L12 to L17).....	51,615,378	51,615,378	0	0	0	0	0	0	0	0	0
19. Net Reins Recoveries Incurred.....	0	0	0	0	0	0	0	0	0	0	0
20. TOTAL MEDICAL & HOSP (L18 less L20).....	51,615,378	51,615,378	0	0	0	0	0	0	0	0	0
21. Claims Adjustment Expenses.....	1,647,028	1,647,028	0	0	0	0	0	0	0	0	0
22. General Administrative Expenses.....	6,119,957	6,119,957	0	0	0	0	0	0	0	0	0
23. Increase in Reserves for A&H contracts.....	125,572	125,572	0	0	0	0	0	0	0	0	0
24. TOTAL UNDERWRITING DEDUCTIONS(L20 to L23).....	59,507,934	59,507,934	0	0	0	0	0	0	0	0	0
25. NET UNDERWRITING GAIN/(LOSS) (L9 less L24).....	(5,812,974)	(5,812,974)	0	0	0	0	0	0	0	0	0
26. Net Investment Income Earned.....	110,199	110,199	0	0	0	0	0	0	0	0	0
27. Net Realized Capital Gains/(Losses).....	261,803	261,803	0	0	0	0	0	0	0	0	0
28. NET INVESTMENT GAINS/(LOSSES) (L26 to L27).....	372,002	372,002	0	0	0	0	0	0	0	0	0
29. Other Expenses.....	(5)	(5)	0	0	0	0	0	0	0	0	0
30. INCOME (LOSS) BEFORE FIT & EXP ITEMS (Lines 9 + 24 + 27 -28).....	(5,440,967)	(5,440,967)	0	0	0	0	0	0	0	0	0
31. Extraordinary Items & Federal income taxes.....	339,266	339,266	0	0	0	0	0	0	0	0	0
32. NET INCOME (LOSS) (Lines 29 minus 30).....	(5,780,233)	(5,780,233)	0	0	0	0	0	0	0	0	0
33a. NON-TAXABLE COMMERCIAL RISK ENROLLEES.....		357	(Examples of non-taxable enrollees are State								
33b. NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS.....		53,795	of Texas enrollees and Federal employees.)								

**EXHIBIT II (Filed Annually and Quarterly)  
ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES**

Indicate Reporting Period: Year-to-Date

	1. Total	2. COMMERCIAL RISK (Omit Provider HMO Business)	3. MEDICARE (Omit Provider HMO Business)		4. MEDICAID (Omit Provider HMO Business)		5. POINT OF SERVICE RIDER COVERAGE	6. ASSUMED RISK (as Provider HMO)	7. CHILDREN'S HEALTH INSURANCE PLAN	8. PUBLICLY SUPPORTED HEALTH CARE	9. NON-RISK
			RISK	COST	RISK	COST					
1. ENROLLEES AT THE END OF REPT PERIOD.....	50,608	50,608	0	0	0	0	0	0	0	0	0
2. MEMBER MONTHS.....	783,650	783,650	0	0	0	0	0	0	0	0	0
3. Direct Premium.....	182,713,074	182,713,074	0	0	0	0	0	XXXXXXXX	0	0	XXXXXXXX
4. Premiums.....	182,713,074	182,713,074	0	0	0	0	0	XXXXXXXX	0	0	XXXXXXXX
5. Change in unearned premium reserve and reserve for rate credits.....	0	0	0	0	0	0	0	0	0	0	0
6. Fee-for-Service (gross revenues).....	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	0	0
7. Risk Revenue.....	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	0	XXXXXXXX	XXXXXXXX	XXXXXXXX
8. Other Health Related Revenues.....	0	0	0	0	0	0	0	0	0	0	0
9. TOTAL HEALTHCARE RELATED REVENUES (L4 to L7).....	182,713,074	182,713,074	0	0	0	0	0	0	0	0	0
1. Other Revenues (excluding investment income).....	0	0	0	0	0	0	0	0	0	0	0
11. TOTAL REVENUE (L9 to L10).....	182,713,074	182,713,074	0	0	0	0	0	0	0	0	0
<b>MEDICAL AND HOSPITAL:</b>											
12. Hospital/Medical Benefits.....	155,492,733	155,492,733	0	0	0	0	0	0	0	0	0
13. Other Professional Services.....	887,152	887,152	0	0	0	0	0	0	0	0	0
14. Outside Referrals.....	0	0	0	0	0	0	0	0	0	0	0
15. Emergency Room and Out-of-Area.....	4,184,979	4,184,979	0	0	0	0	XXXXXXXX	0	0	0	0
16. Other Medical & Hospital.....	17,885,562	17,885,562	0	0	0	0	0	0	0	0	0
17. Incentive Pool & Withhold Adjustments.....	0	0	0	0	0	0	0	0	0	0	0
18. SUBTOTAL MED & HOSP (L12 to L17).....	178,450,427	178,450,427	0	0	0	0	0	0	0	0	0
19. Net Reins Recoveries Incurred.....	0	0	0	0	0	0	0	0	0	0	0
20. TOTAL MEDICAL & HOSP (L18 less L20).....	178,450,427	178,450,427	0	0	0	0	0	0	0	0	0
21. Claims Adjustment Expenses.....	5,591,598	5,591,598	0	0	0	0	0	0	0	0	0
22. General Administrative Expenses.....	18,688,347	18,688,347	0	0	0	0	0	0	0	0	0
23. Increase in Reserves for A&H contracts.....	(3,216,954)	(3,216,954)	0	0	0	0	0	0	0	0	0
24. TOTAL UNDERWRITING DEDUCTIONS(L20 to L23).....	199,513,418	199,513,418	0	0	0	0	0	0	0	0	0
25. NET UNDERWRITING GAIN/(LOSS) (L9 less L24).....	(16,800,344)	(16,800,344)	0	0	0	0	0	0	0	0	0
26. Net Investment Income Earned.....	734,220	734,220	0	0	0	0	0	0	0	0	0
27. Net Realized Capital Gains/(Losses).....	302,943	302,943	0	0	0	0	0	0	0	0	0
28. NET INVESTMENT GAINS/(LOSSES) (L26 to L27).....	1,037,163	1,037,163	0	0	0	0	0	0	0	0	0
29. Other Expenses.....	602	602	0	0	0	0	0	0	0	0	0
30. <b>INCOME (LOSS) BEFORE FIT &amp; EXP ITEMS (Lines 9 + 24 + 27 -28).</b>	<b>(15,763,783)</b>	<b>(15,763,783)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
31. Extraordinary Items & Federal income taxes.....	(693,046)	(693,046)	0	0	0	0	0	0	0	0	0
32. <b>NET INCOME (LOSS) (Lines 29 minus 30).</b>	<b>(15,070,737)</b>	<b>(15,070,737)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
33a. <b>NON-TAXABLE COMMERCIAL RISK ENROLLEES</b> .....		357	(Examples of non-taxable enrollees are State								
33b. <b>NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS</b> .....		212,936	of Texas enrollees and Federal employees.)								



STATEMENT AS OF **SEPTEMBER 30, 2004**

OF THE **Humana Health Plan of Texas, Inc.**

REPORT FOR DIVISION: **San Antonio**

(Location)

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Medicare	9 Medicaid	10 Stop Loss	11 Disability Income	12 Long-Term Care	13 Other
		2 Individual	3 Group										
Total Members at end of:													
1. Prior Year	81,815	12	46,378	0	0	0	21,646	13,779	0	0	0	0	0
2. First Quarter	0												
3. Second Quarter	0												
4. Third Quarter	60,199	8	25,409	0	0	0	21,543	13,239	0	0	0	0	0
5. Current Year	0												
6. Current Year Member Months	613,345	77	297,018	0	0	0	196,667	119,583	0	0	0	0	0
Total Member Ambulatory Encounters for Year:													
7. Physician	402,373	44	170,615	0	0	0	105,211	126,503	0	0	0	0	0
8. Non-Physician	208,286	24	87,134	0	0	0	51,941	69,187	0	0	0	0	0
9. Total	610,659	68	257,749	0	0	0	157,152	195,690	0	0	0	0	0
10. Hospital Patient Days Incurred	34,823	3	9,459	0	0	0	4,362	20,999	0	0	0	0	0
11. Number of Inpatient Admissions	7,036	1	2,814	0	0	0	578	3,643	0	0	0	0	0
12. Health Premiums Written	218,773,284	76,698	69,098,030	0	0	0	59,566,112	90,032,444	0	0	0	0	0
13. Life Premiums Direct	0	0	0	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	0	0	0
15. Health Premiums Earned	218,773,284	76,698	69,098,030	0	0	0	59,566,112	90,032,444	0	0	0	0	0
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services	189,738,271	94,661	99,731,210	0	0	0	17,487,142	72,425,258	0	0	0	0	0
18. Amount Incurred for Provision of Health Care Services	187,624,888	111,426	96,254,523	0	0	0	17,549,765	73,709,174	0	0	0	0	0

TEXAS HMO SUPPLEMENT

STATEMENT FOR THE PERIOD ENDING **SEPTEMBER 30, 2004**

OF THE **Humana Health Plan of Texas, Inc.**

(Name of Company)

REPORT FOR :1. CORPORATION / 2. DIVISION **San Antonio**

(Location)

**EXHIBIT II (Filed Annually and Quarterly)  
ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES**

Indicate Reporting Period: Current Quarter **X**

	1. Total	2. COMMERCIAL RISK (Omit Provider HMO Business)	3. MEDICARE (Omit Provider HMO Business)		4. MEDICAID (Omit Provider HMO Business)		5. POINT OF SERVICE RIDER COVERAGE	6. ASSUMED RISK (as Provider HMO)	7. CHILDREN'S HEALTH INSURANCE PLAN	8. PUBLICLY SUPPORTED HEALTH CARE	9. NON-RISK
			RISK	COST	RISK	COST					
1. ENROLLEES AT THE END OF REPT PERIOD.....	60,199	46,960	13,239	0	0	0	0	0	0	0	0
2. MEMBER MONTHS.....	193,748	154,073	39,675	0	0	0	0	0	0	0	0
3. Direct Premium.....	73,073,043	40,397,771	32,675,272	0	0	0	0	XXXXXXXX	0	0	XXXXXXXX
4. Premiums.....	73,073,043	40,397,771	32,675,272	0	0	0	0	XXXXXXXX	0	0	XXXXXXXX
5. Change in unearned premium reserve and reserve for rate credits.....	0	0	0	0	0	0	0	0	0	0	0
6. Fee-for-Service (gross revenues).....	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	0	0
7. Risk Revenue.....	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	0	XXXXXXXX	XXXXXXXX	XXXXXXXX
8. Other Health Related Revenues.....	0	0	0	0	0	0	0	0	0	0	0
9. TOTAL HEALTHCARE RELATED REVENUES (L4 to L7).....	73,073,043	40,397,771	32,675,272	0	0	0	0	0	0	0	0
1. Other Revenues (excluding investment income).....	0	0	0	0	0	0	0	0	0	0	0
11. TOTAL REVENUE (L9 to L10).....	73,073,043	40,397,771	32,675,272	0	0	0	0	0	0	0	0
<b>MEDICAL AND HOSPITAL:</b>											
12. Hospital/Medical Benefits.....	51,538,341	29,488,690	22,049,651	0	0	0	0	0	0	0	0
13. Other Professional Services.....	1,241,985	347,976	894,008	0	0	0	0	0	0	0	0
14. Outside Referrals.....	0	0	0	0	0	0	0	0	0	0	0
15. Emergency Room and Out-of-Area.....	1,683,086	983,423	699,662	0	0	0	XXXXXXXX	0	0	0	0
16. Other Medical & Hospital.....	7,493,653	5,512,507	1,981,146	0	0	0	0	0	0	0	0
17. Incentive Pool & Withhold Adjustments.....	155,000	0	155,000	0	0	0	0	0	0	0	0
18. SUBTOTAL MED & HOSP (L12 to L17).....	62,112,064	36,332,597	25,779,467	0	0	0	0	0	0	0	0
19. Net Reins Recoveries Incurred.....	0	0	0	0	0	0	0	0	0	0	0
20. TOTAL MEDICAL & HOSP (L18 less L20).....	62,112,064	36,332,597	25,779,467	0	0	0	0	0	0	0	0
21. Claims Adjustment Expenses.....	1,970,748	1,169,006	801,741	0	0	0	0	0	0	0	0
22. General Administrative Expenses.....	5,109,430	3,068,423	2,041,007	0	0	0	0	0	0	0	0
23. Increase in Reserves for A&H contracts.....	(74,662)	22,103	(96,765)	0	0	0	0	0	0	0	0
24. TOTAL UNDERWRITING DEDUCTIONS(L20 to L23).....	69,117,579	40,592,129	28,525,450	0	0	0	0	0	0	0	0
25. NET UNDERWRITING GAIN/(LOSS) (L9 less L24).....	3,955,464	(194,358)	4,149,821	0	0	0	0	0	0	0	0
26. Net Investment Income Earned.....	1,047,447	596,819	450,628	0	0	0	0	0	0	0	0
27. Net Realized Capital Gains/(Losses).....	351,359	204,993	146,366	0	0	0	0	0	0	0	0
28. NET INVESTMENT GAINS/(LOSSES) (L26 to L27).....	1,398,806	801,812	596,994	0	0	0	0	0	0	0	0
29. Other Expenses.....	(16)	(8)	(7)	0	0	0	0	0	0	0	0
30. INCOME (LOSS) BEFORE FIT & EXP ITEMS (Lines 9 + 24 + 27 -28).....	5,354,285	607,463	4,746,823	0	0	0	0	0	0	0	0
31. Extraordinary Items & Federal income taxes.....	335,965	221,535	114,430	0	0	0	0	0	0	0	0
32. NET INCOME (LOSS) (Lines 29 minus 30).....	5,018,320	385,928	4,632,393	0	0	0	0	0	0	0	0
33a. NON-TAXABLE COMMERCIAL RISK ENROLLEES.....		22,981	(Examples of non-taxable enrollees are State								
33b. NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS.....		79,951	of Texas enrollees and Federal employees.)								

TEXAS HMO SUPPLEMENT

STATEMENT FOR THE PERIOD ENDING **SEPTEMBER 30, 2004**

OF THE **Humana Health Plan of Texas, Inc.**

(Name of Company)

REPORT FOR :1. CORPORATION / 2. DIVISION **San Antonio**

(Location)

**EXHIBIT II (Filed Annually and Quarterly)**

**ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES**

Indicate Reporting Period: Year-to-Date **X**

	1. Total	2. COMMERCIAL RISK (Omit Provider HMO Business)	3. MEDICARE (Omit Provider HMO Business)		4. MEDICAID (Omit Provider HMO Business)		5. POINT OF SERVICE RIDER COVERAGE	6. ASSUMED RISK (as Provider HMO)	7. CHILDREN'S HEALTH INSURANCE PLAN	8. PUBLICLY SUPPORTED HEALTH CARE	9. NON-RISK
			RISK	COST	RISK	COST					
1. ENROLLEES AT THE END OF REPT PERIOD.....	60,199	46,960	13,239	0	0	0	0	0	0	0	0
2. MEMBER MONTHS.....	613,345	493,762	119,583	0	0	0	0	0	0	0	0
3. Direct Premium.....	218,773,285	128,740,841	90,032,444	0	0	0	0	XXXXXXXX	0	0	XXXXXXXX
4. Premiums.....	218,773,285	128,740,841	90,032,444	0	0	0	0	XXXXXXXX	0	0	XXXXXXXX
5. Change in unearned premium reserve and reserve for rate credits.....	0	0	0	0	0	0	0	0	0	0	0
6. Fee-for-Service (gross revenues).....	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	0	0
7. Risk Revenue.....	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	0	XXXXXXXX	XXXXXXXX	XXXXXXXX
8. Other Health Related Revenues.....	0	0	0	0	0	0	0	0	0	0	0
9. TOTAL HEALTHCARE RELATED REVENUES (L4 to L7).....	218,773,285	128,740,841	90,032,444	0	0	0	0	0	0	0	0
1. Other Revenues (excluding investment income).....	0	0	0	0	0	0	0	0	0	0	0
11. TOTAL REVENUE (L9 to L10).....	218,773,285	128,740,841	90,032,444	0	0	0	0	0	0	0	0
<b>MEDICAL AND HOSPITAL:</b>											
12. Hospital/Medical Benefits.....	155,894,405	92,713,779	63,180,626	0	0	0	0	0	0	0	0
13. Other Professional Services.....	3,188,709	935,198	2,253,511	0	0	0	0	0	0	0	0
14. Outside Referrals.....	0	0	0	0	0	0	0	0	0	0	0
15. Emergency Room and Out-of-Area.....	6,447,946	3,209,598	3,238,348	0	0	0	XXXXXXXX	0	0	0	0
16. Other Medical & Hospital.....	21,857,050	17,057,140	4,799,911	0	0	0	0	0	0	0	0
17. Incentive Pool & Withhold Adjustments.....	236,779	0	236,779	0	0	0	0	0	0	0	0
18. SUBTOTAL MED & HOSP (L12 to L17).....	187,624,889	113,915,715	73,709,174	0	0	0	0	0	0	0	0
19. Net Reins Recoveries Incurred.....	0	0	0	0	0	0	0	0	0	0	0
20. TOTAL MEDICAL & HOSP (L18 less L20).....	187,624,889	113,915,715	73,709,174	0	0	0	0	0	0	0	0
21. Claims Adjustment Expenses.....	5,871,653	3,579,298	2,292,355	0	0	0	0	0	0	0	0
22. General Administrative Expenses.....	14,484,394	8,943,927	5,540,467	0	0	0	0	0	0	0	0
23. Increase in Reserves for A&H contracts.....	(3,382,344)	(1,995,583)	(1,386,761)	0	0	0	0	0	0	0	0
24. TOTAL UNDERWRITING DEDUCTIONS(L20 to L23).....	204,598,592	124,443,357	80,155,236	0	0	0	0	0	0	0	0
25. NET UNDERWRITING GAIN/(LOSS) (L9 less L24).....	14,174,692	4,297,484	9,877,208	0	0	0	0	0	0	0	0
26. Net Investment Income Earned.....	2,106,181	1,242,647	863,534	0	0	0	0	0	0	0	0
27. Net Realized Capital Gains/(Losses).....	466,811	275,419	191,393	0	0	0	0	0	0	0	0
28. NET INVESTMENT GAINS/(LOSSES) (L26 to L27).....	2,572,992	1,518,065	1,054,927	0	0	0	0	0	0	0	0
29. Other Expenses.....	(59)	(35)	(24)	0	0	0	0	0	0	0	0
30. <b>INCOME (LOSS) BEFORE FIT &amp; EXP ITEMS (Lines 9 + 24 + 27 -28).</b>	<b>16,747,743</b>	<b>5,815,584</b>	<b>10,932,159</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
31. Extraordinary Items & Federal income taxes.....	(829,825)	(489,597)	(340,228)	0	0	0	0	0	0	0	0
32. <b>NET INCOME (LOSS) (Lines 29 minus 30).....</b>	<b>17,577,568</b>	<b>6,305,181</b>	<b>11,272,388</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
33a. <b>NON-TAXABLE COMMERCIAL RISK ENROLLEES.....</b>		22,981	(Examples of non-taxable enrollees are State								
33b. <b>NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS.....</b>		252,228	of Texas enrollees and Federal employees.)								

STATEMENT AS OF **SEPTEMBER 30, 2004**

OF THE **Humana Health Plan of Texas, Inc.**

REPORT FOR DIVISION: **Austin**

(Location)

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Medicare	9 Medicaid	10 Stop Loss	11 Disability Income	12 Long-Term Care	13 Other
		2 Individual	3 Group										
Total Members at end of:													
1. Prior Year	35,856	13	35,843	0	0	0	0	0	0	0	0	0	0
2. First Quarter	0												
3. Second Quarter	0												
4. Third Quarter	17,842	6	17,836	0	0	0	0	0	0	0	0	0	0
5. Current Year	0												
6. Current Year Member Months	284,418	79	284,339	0	0	0	0	0	0	0	0	0	0
Total Member Ambulatory Encounters for Year:													
7. Physician	183,431	51	183,380	0	0	0	0	0	0	0	0	0	0
8. Non-Physician	55,720	15	55,705	0	0	0	0	0	0	0	0	0	0
9. Total	239,151	66	239,085	0	0	0	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	5,347	1	5,346	0	0	0	0	0	0	0	0	0	0
11. Number of Inpatient Admissions	1,370	0	1,370	0	0	0	0	0	0	0	0	0	0
12. Health Premiums Written	68,501,295	53,886	68,447,409	0	0	0	0	0	0	0	0	0	0
13. Life Premiums Direct	0	0	0	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	0	0	0
15. Health Premiums Earned	68,501,295	53,886	68,447,409	0	0	0	0	0	0	0	0	0	0
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services	63,109,023	15,644	53,720,764	0	0	0	9,372,615	0	0	0	0	0	0
18. Amount Incurred for Provision of Health Care Services	61,227,248	8,901	51,785,725	0	0	0	9,432,622	0	0	0	0	0	0

TEXAS HMO SUPPLEMENT

STATEMENT FOR THE PERIOD ENDING **SEPTEMBER 30, 2004**

OF THE **Humana Health Plan of Texas, Inc.**

(Name of Company)

REPORT FOR :1. CORPORATION / 2. DIVISION **Austin**

(Location)

**EXHIBIT II (Filed Annually and Quarterly)  
ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES**

Indicate Reporting Period: Current Quarter  X

	1. Total	2. COMMERCIAL RISK (Omit Provider HMO Business)	3. MEDICARE (Omit Provider HMO Business)		4. MEDICAID (Omit Provider HMO Business)		5. POINT OF SERVICE RIDER COVERAGE	6. ASSUMED RISK (as Provider HMO)	7. CHILDREN'S HEALTH INSURANCE PLAN	8. PUBLICLY SUPPORTED HEALTH CARE	9. NON-RISK
			RISK	COST	RISK	COST					
1. ENROLLEES AT THE END OF REPT PERIOD.....	17,842	17,842	0	0	0	0	0	0	0	0	0
2. MEMBER MONTHS.....	81,716	81,716	0	0	0	0	0	0	0	0	0
3. Direct Premium.....	19,975,237	19,975,237	0	0	0	0	0	XXXXXXXX	0	0	XXXXXXXX
4. Premiums.....	19,975,237	19,975,237	0	0	0	0	0	XXXXXXXX	0	0	XXXXXXXX
5. Change in unearned premium reserve and reserve for rate credits.....	0	0	0	0	0	0	0	0	0	0	0
6. Fee-for-Service (gross revenues).....	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	0	0
7. Risk Revenue.....	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	0	XXXXXXXX	XXXXXXXX	XXXXXXXX
8. Other Health Related Revenues.....	0	0	0	0	0	0	0	0	0	0	0
9. TOTAL HEALTHCARE RELATED REVENUES (L4 to L7).....	19,975,237	19,975,237	0	0	0	0	0	0	0	0	0
1. Other Revenues (excluding investment income).....	0	0	0	0	0	0	0	0	0	0	0
11. TOTAL REVENUE (L9 to L10).....	19,975,237	19,975,237	0	0	0	0	0	0	0	0	0
<b>MEDICAL AND HOSPITAL:</b>											
12. Hospital/Medical Benefits.....	14,326,404	14,326,404	0	0	0	0	0	0	0	0	0
13. Other Professional Services.....	141,053	141,053	0	0	0	0	0	0	0	0	0
14. Outside Referrals.....	0	0	0	0	0	0	0	0	0	0	0
15. Emergency Room and Out-of-Area.....	296,739	296,739	0	0	0	0	XXXXXXXX	0	0	0	0
16. Other Medical & Hospital.....	2,916,318	2,916,318	0	0	0	0	0	0	0	0	0
17. Incentive Pool & Withhold Adjustments.....	0	0	0	0	0	0	0	0	0	0	0
18. SUBTOTAL MED & HOSP (L12 to L17).....	17,680,514	17,680,514	0	0	0	0	0	0	0	0	0
19. Net Reins Recoveries Incurred.....	0	0	0	0	0	0	0	0	0	0	0
20. TOTAL MEDICAL & HOSP (L18 less L20).....	17,680,514	17,680,514	0	0	0	0	0	0	0	0	0
21. Claims Adjustment Expenses.....	564,202	564,202	0	0	0	0	0	0	0	0	0
22. General Administrative Expenses.....	2,022,452	2,022,452	0	0	0	0	0	0	0	0	0
23. Increase in Reserves for A&H contracts.....	43,848	43,848	0	0	0	0	0	0	0	0	0
24. TOTAL UNDERWRITING DEDUCTIONS(L20 to L23).....	20,311,016	20,311,016	0	0	0	0	0	0	0	0	0
25. NET UNDERWRITING GAIN/(LOSS) (L9 less L24).....	(335,779)	(335,779)	0	0	0	0	0	0	0	0	0
26. Net Investment Income Earned.....	40,557	40,557	0	0	0	0	0	0	0	0	0
27. Net Realized Capital Gains/(Losses).....	98,144	98,144	0	0	0	0	0	0	0	0	0
28. NET INVESTMENT GAINS/(LOSSES) (L26 to L27).....	138,702	138,702	0	0	0	0	0	0	0	0	0
29. Other Expenses.....	(2)	(2)	0	0	0	0	0	0	0	0	0
30. INCOME (LOSS) BEFORE FIT & EXP ITEMS (Lines 9 + 24 + 27 -28).....	(197,075)	(197,075)	0	0	0	0	0	0	0	0	0
31. Extraordinary Items & Federal income taxes.....	128,440	128,440	0	0	0	0	0	0	0	0	0
32. NET INCOME (LOSS) (Lines 29 minus 30).....	(325,515)	(325,515)	0	0	0	0	0	0	0	0	0
33a. NON-TAXABLE COMMERCIAL RISK ENROLLEES.....		408	(Examples of non-taxable enrollees are State								
33b. NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS.....		27,390	of Texas enrollees and Federal employees.)								

TEXAS HMO SUPPLEMENT

STATEMENT FOR THE PERIOD ENDING SEPTEMBER 30, 2004

OF THE Humana Health Plan of Texas, Inc.

(Name of Company)

REPORT FOR :1. CORPORATION / 2. DIVISION Austin

(Location)

EXHIBIT II (Filed Annually and Quarterly)

ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES

Indicate Reporting Period: Year-to-Date X

	1. Total	2. COMMERCIAL RISK (Omit Provider HMO Business)	3. MEDICARE (Omit Provider HMO Business)		4. MEDICAID (Omit Provider HMO Business)		5. POINT OF SERVICE RIDER COVERAGE	6. ASSUMED RISK (as Provider HMO)	7. CHILDREN'S HEALTH INSURANCE PLAN	8. PUBLICLY SUPPORTED HEALTH CARE	9. NON-RISK
			RISK	COST	RISK	COST					
1. ENROLLEES AT THE END OF REPT PERIOD.....	17,842	17,842	0	0	0	0	0	0	0	0	0
2. MEMBER MONTHS.....	284,418	284,418	0	0	0	0	0	0	0	0	0
3. Direct Premium.....	68,501,295	68,501,295	0	0	0	0	0	XXXXXXXX	0	0	XXXXXXXX
4. Premiums.....	68,501,295	68,501,295	0	0	0	0	0	XXXXXXXX	0	0	XXXXXXXX
5. Change in unearned premium reserve and reserve for rate credits.....	0	0	0	0	0	0	0	0	0	0	0
6. Fee-for-Service (gross revenues).....	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	0	0
7. Risk Revenue.....	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	0	XXXXXXXX	XXXXXXXX	XXXXXXXX
8. Other Health Related Revenues.....	0	0	0	0	0	0	0	0	0	0	0
9. TOTAL HEALTHCARE RELATED REVENUES (L4 to L7).....	68,501,295	68,501,295	0	0	0	0	0	0	0	0	0
1. Other Revenues (excluding investment income).....	0	0	0	0	0	0	0	0	0	0	0
11. TOTAL REVENUE (L9 to L10).....	68,501,295	68,501,295	0	0	0	0	0	0	0	0	0
<b>MEDICAL AND HOSPITAL:</b>											
12. Hospital/Medical Benefits.....	49,616,588	49,616,588	0	0	0	0	0	0	0	0	0
13. Other Professional Services.....	384,952	384,952	0	0	0	0	0	0	0	0	0
14. Outside Referrals.....	0	0	0	0	0	0	0	0	0	0	0
15. Emergency Room and Out-of-Area.....	1,180,796	1,180,796	0	0	0	0	XXXXXXXX	0	0	0	0
16. Other Medical & Hospital.....	10,044,912	10,044,912	0	0	0	0	0	0	0	0	0
17. Incentive Pool & Withhold Adjustments.....	0	0	0	0	0	0	0	0	0	0	0
18. SUBTOTAL MED & HOSP (L12 to L17).....	61,227,248	61,227,248	0	0	0	0	0	0	0	0	0
19. Net Reins Recoveries Incurred.....	0	0	0	0	0	0	0	0	0	0	0
20. TOTAL MEDICAL & HOSP (L18 less L20).....	61,227,248	61,227,248	0	0	0	0	0	0	0	0	0
21. Claims Adjustment Expenses.....	1,918,506	1,918,506	0	0	0	0	0	0	0	0	0
22. General Administrative Expenses.....	6,145,401	6,145,401	0	0	0	0	0	0	0	0	0
23. Increase in Reserves for A&H contracts.....	(1,103,753)	(1,103,753)	0	0	0	0	0	0	0	0	0
24. TOTAL UNDERWRITING DEDUCTIONS(L20 to L23).....	68,187,401	68,187,401	0	0	0	0	0	0	0	0	0
25. NET UNDERWRITING GAIN/(LOSS) (L9 less L24).....	313,894	313,894	0	0	0	0	0	0	0	0	0
26. Net Investment Income Earned.....	275,387	275,387	0	0	0	0	0	0	0	0	0
27. Net Realized Capital Gains/(Losses).....	113,626	113,626	0	0	0	0	0	0	0	0	0
28. NET INVESTMENT GAINS/(LOSSES) (L26 to L27).....	389,013	389,013	0	0	0	0	0	0	0	0	0
29. Other Expenses.....	(17)	(17)	0	0	0	0	0	0	0	0	0
30. INCOME (LOSS) BEFORE FIT & EXP ITEMS (Lines 9 + 24 + 27 -28).....	702,924	702,924	0	0	0	0	0	0	0	0	0
31. Extraordinary Items & Federal income taxes.....	(259,831)	(259,831)	0	0	0	0	0	0	0	0	0
32. NET INCOME (LOSS) (Lines 29 minus 30).....	962,755	962,755	0	0	0	0	0	0	0	0	0
33a. NON-TAXABLE COMMERCIAL RISK ENROLLEES.....		408	(Examples of non-taxable enrollees are State								
33b. NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS.....		108,939	of Texas enrollees and Federal employees.)								