

HUMANA INC  
Form 10-Q  
October 29, 2007  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

\_\_\_\_\_  
**FORM 10-Q**  
\_\_\_\_\_

**x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2007

OR

**.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-5975

\_\_\_\_\_  
**HUMANA INC.**

(Exact name of registrant as specified in its charter)

\_\_\_\_\_  
Delaware  
(State or other jurisdiction of  
incorporation or organization)

500 West Main Street  
Louisville, Kentucky 40202

61-0647538  
(I.R.S. Employer  
Identification Number)

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(Address of principal executive offices, including zip code)

(502) 580-1000

(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act: (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

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**Class of Common Stock**  
\$0.16 2/3 par value

**Outstanding at September 30, 2007**  
169,432,329 shares

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September 30, 2007

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**Table of Contents****Humana Inc.****CONDENSED CONSOLIDATED BALANCE SHEETS****(Unaudited)**

|   | <b>September 30,<br/>2007</b>               | <b>December 31,<br/>2006</b> |
|---|---|------------------------------|
|   | <b>(in thousands, except share amounts)</b> |                              |
| <b>Assets</b>   |   |                              |
| Current assets:   |   |                              |
| Cash and cash equivalents   | \$ 2,585,670                                | \$ 1,740,304                 |
| Investment securities   | 3,475,300                                   | 3,192,273                    |
| Receivables, less allowance for doubtful accounts of \$69,087 in 2007 and \$45,589 in 2006:   |   |                              |
| Premiums  | 685,242                                     | 667,657                      |
| Administrative services fees  | 12,556                                      | 13,284                       |
| Securities lending collateral   | 830,589                                     | 627,990                      |
| Other current assets  | 1,612,467                                   | 1,091,465                    |
| <b>Total current assets</b>   | <b>9,201,824</b>                            | <b>7,332,973</b>             |
| Property and equipment, net   | 570,798                                     | 545,004                      |
| Other assets:   |   |                              |
| Long-term investment securities   | 420,769                                     | 414,877                      |
| Goodwill  | 1,330,585                                   | 1,310,631                    |
| Other long-term assets  | 548,530                                     | 524,011                      |
| <b>Total other assets</b>   | <b>2,299,884</b>                            | <b>2,249,519</b>             |
| <b>Total assets</b>   | <b>\$ 12,072,506</b>                        | <b>\$ 10,127,496</b>         |
| <b>Liabilities and Stockholders Equity</b>  |   |                              |
| Current liabilities:  |   |                              |
| Medical and other expenses payable  | \$ 2,881,329                                | \$ 2,488,261                 |
| Trade accounts payable and accrued expenses   | 2,253,504                                   | 1,626,658                    |
| Book overdraft  | 253,356                                     | 293,605                      |
| Securities lending payable  | 830,589                                     | 627,990                      |
| Unearned revenues   | 177,080                                     | 155,298                      |
| <b>Total current liabilities</b>  | <b>6,395,858</b>                            | <b>5,191,812</b>             |
| Long-term debt  | 1,292,858                                   | 1,269,100                    |
| Other long-term liabilities   | 644,913                                     | 612,698                      |
| <b>Total liabilities</b>  | <b>8,333,629</b>                            | <b>7,073,610</b>             |
| Commitments and contingencies   |   |                              |
| Stockholders equity:  |   |                              |
| Preferred stock, \$1 par; 10,000,000 shares authorized; none issued   |   |                              |
| Common stock, \$0.16 2/3 par; 300,000,000 shares authorized; 185,973,713 shares issued at September 30, 2007 and 182,947,691 shares issued at December 31, 2006 | 30,995                                      | 30,491                       |
| Capital in excess of par value  | 1,462,953                                   | 1,357,077                    |
| Retained earnings   | 2,499,563                                   | 1,909,098                    |
| Accumulated other comprehensive loss  | (11,042)                                    | (13,205)                     |
|   | (243,592)                                   | (229,575)                    |

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Treasury stock, at cost, 16,541,384 shares at September 30, 2007 and 16,314,151 shares at December 31, 2006

|  |               |               |
|--|---------------|---------------|
| Total stockholders' equity                 | 3,738,877     | 3,053,886     |
| Total liabilities and stockholders' equity | \$ 12,072,506 | \$ 10,127,496 |

See accompanying notes to condensed consolidated financial statements.

**Table of Contents****Humana Inc.****CONDENSED CONSOLIDATED STATEMENTS OF INCOME****(Unaudited)**

|  | Three months ended                       |                   | Nine months ended |                   |
|--|--|-------------------|-------------------|-------------------|
|  | September 30,                            |                   | September 30,     |                   |
|  | 2007                                     | 2006              | 2007              | 2006              |
|  | (in thousands, except per share results) |                   |                   |                   |
| <b>Revenues:</b>                         |  |                   |                   |                   |
| Premiums                                 | \$ 6,092,841                             | \$ 5,486,368      | \$ 18,320,654     | \$ 15,272,329     |
| Administrative services fees             | 101,531                                  | 86,332            | 294,488           | 248,721           |
| Investment income                        | 82,362                                   | 62,474            | 227,941           | 211,943           |
| Other revenue                            | 42,850                                   | 14,610            | 108,111           | 28,325            |
| <b>Total revenues</b>                    | <b>6,319,584</b>                         | <b>5,649,784</b>  | <b>18,951,194</b> | <b>15,761,318</b> |
| <b>Operating expenses:</b>               |  |                   |                   |                   |
| Medical                                  | 4,953,862                                | 4,616,002         | 15,358,280        | 12,879,429        |
| Selling, general and administrative      | 829,023                                  | 729,722           | 2,476,092         | 2,204,471         |
| Depreciation and amortization            | 42,250                                   | 37,677            | 136,578           | 109,179           |
| <b>Total operating expenses</b>          | <b>5,825,135</b>                         | <b>5,383,401</b>  | <b>17,970,950</b> | <b>15,193,079</b> |
| Income from operations                   | 494,449                                  | 266,383           | 980,244           | 568,239           |
| Interest expense                         | 15,947                                   | 17,009            | 49,931            | 47,335            |
| Income before income taxes               | 478,502                                  | 249,374           | 930,313           | 520,904           |
| Provision for income taxes               | 176,124                                  | 90,176            | 339,848           | 188,502           |
| <b>Net income</b>                        | <b>\$ 302,378</b>                        | <b>\$ 159,198</b> | <b>\$ 590,465</b> | <b>\$ 332,402</b> |
| <b>Basic earnings per common share</b>   | <b>\$ 1.81</b>                           | <b>\$ 0.97</b>    | <b>\$ 3.55</b>    | <b>\$ 2.03</b>    |
| <b>Diluted earnings per common share</b> | <b>\$ 1.78</b>                           | <b>\$ 0.95</b>    | <b>\$ 3.48</b>    | <b>\$ 1.98</b>    |

**Table of Contents****Humana Inc.****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(Unaudited)**

|  | For the nine months ended |                    |
|--|---------------------------|--------------------|
|  | September 30,<br>2007     | 2006               |
|  | (in thousands)            |                    |
| <b>Cash flows from operating activities</b>  |                           |                    |
| Net income   | \$ 590,465                | \$ 332,402         |
| Adjustments to reconcile net income to net cash provided by operating activities:  |                           |                    |
| Depreciation and amortization  | 136,578                   | 109,179            |
| Gain on sale of investment securities, net   | (2,472)                   | (60,435)           |
| Stock-based compensation   | 30,868                    | 24,401             |
| (Benefit) provision for deferred income taxes                                      | (33,179)                  | 22,269             |
| Changes in operating assets and liabilities, net of effect of businesses acquired: |                           |                    |
| Receivables  | (16,857)                  | (5,509)            |
| Other assets   | (57,072)                  | (389,013)          |
| Medical and other expenses payable   | 393,068                   | 632,063            |
| Other liabilities  | 335,155                   | 465,993            |
| Unearned revenues  | 21,782                    | 20,892             |
| Other, net   | 15,758                    | (431)              |
| <b>Net cash provided by operating activities</b>                                   | <b>1,414,094</b>          | <b>1,151,811</b>   |
| <b>Cash flows from investing activities</b>  |                           |                    |
| Acquisitions, net of cash acquired   | (27,506)                  | (26,362)           |
| Purchases of property and equipment  | (156,056)                 | (136,602)          |
| Proceeds from sales of property and equipment                                      | 15,934                    | 9,452              |
| Purchases of investment securities   | (2,631,990)               | (3,505,391)        |
| Maturities of investment securities  | 1,091,260                 | 1,478,017          |
| Proceeds from sales of investment securities                                       | 1,254,878                 | 1,219,555          |
| Change in securities lending collateral  | (202,599)                 | (869,715)          |
| <b>Net cash used in investing activities</b>                                       | <b>(656,079)</b>          | <b>(1,831,046)</b> |
| <b>Cash flows from financing activities</b>  |                           |                    |
| Receipts from CMS contract deposits  | 1,948,062                 | 1,427,849          |
| Withdrawals from CMS contract deposits   | (2,109,523)               | (1,370,862)        |
| Borrowings under credit agreement  | 1,185,000                 | 250,000            |
| Repayments under credit agreement  | (1,160,000)               | (300,000)          |
| Proceeds from issuance of senior notes   |                           | 498,545            |
| Repayments of senior notes   |                           | (300,000)          |
| Debt issue costs   |                           | (5,796)            |
| Change in securities lending payable   | 202,599                   | 869,715            |
| Common stock repurchases   | (14,017)                  | (15,570)           |
| Change in book overdraft   | (40,249)                  | 1,239              |
| Tax benefit from stock-based compensation  | 26,826                    | 30,791             |
| Proceeds from stock option exercises and other                                     | 48,653                    | 42,542             |
| <b>Net cash provided by financing activities</b>                                   | <b>87,351</b>             | <b>1,128,453</b>   |



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|  |              |              |
|--|--------------|--------------|
| Increase in cash and cash equivalents            | 845,366      | 449,218      |
| Cash and cash equivalents at beginning of period | 1,740,304    | 732,016      |
| Cash and cash equivalents at end of period       | \$ 2,585,670 | \$ 1,181,234 |

**Supplemental cash flow disclosures:**

|                          |            |           |
|--------------------------|------------|-----------|
| Interest payments        | \$ 49,596  | \$ 51,403 |
| Income tax payments, net | \$ 245,466 | \$ 98,557 |

See accompanying notes to condensed consolidated financial statements.

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**Humana Inc.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**Unaudited**

**(1) Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements are presented in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the disclosures normally required by accounting principles generally accepted in the United States of America, or those normally made in an Annual Report on Form 10-K. For further information, the reader of this Form 10-Q should refer to our Form 10-K for the year ended December 31, 2006, that was filed with the Securities and Exchange Commission, or the SEC, on February 23, 2007. References throughout this document to we, us, our, Company, and Humana, mean Humana Inc. and its subsidiaries.

The preparation of our condensed consolidated financial statements in accordance with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. The areas involving the most significant use of estimates are the estimation of medical expenses payable, the impact of risk sharing provisions related to our Medicare and TRICARE contracts, the valuation and related impairment recognition of investment securities, and the valuation and related impairment recognition of long-lived assets, including goodwill. These estimates are based on knowledge of current events and anticipated future events, and accordingly, actual results may ultimately differ materially from those estimates. Refer to Significant Accounting Policies in Humana's 2006 Annual Report on Form 10-K for information on accounting policies that the Company considers in preparing its consolidated financial statements.

The financial information has been prepared in accordance with our customary accounting practices and has not been audited. In our opinion, the information presented reflects all adjustments necessary for a fair statement of interim results. All such adjustments are of a normal and recurring nature.

**(2) Recently Issued Accounting Pronouncements**

In February 2007, the Financial Accounting Standards Board, or FASB, issued Statement of Financial Accounting Standards No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*, or SFAS 159. SFAS 159 allows us an option to report selected financial assets and liabilities at fair value and establishes related presentation and disclosure requirements. We are required to adopt SFAS 159 in the first quarter of 2008. We currently are evaluating the provisions of SFAS 159. We do not expect the adoption of SFAS 159 to have a material impact on our financial position or results of operations.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, *Fair Value Measurements*, or SFAS 157. SFAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. SFAS 157 does not require new fair value measurements. We are required to adopt SFAS 157 in the first quarter of 2008. We currently are evaluating the provisions of SFAS 157. We do not expect the adoption of SFAS 157 to have a material impact on our financial position or results of operations.

**(3) Acquisitions**

In September 2007, our Commercial segment signed a definitive agreement to acquire KMG America Corporation, or KMG, a group and voluntary insurance benefits and third-party administration company, for cash consideration of approximately \$155 million, including estimated transaction costs, plus the assumption of approximately \$35 million of debt. This transaction, which is subject to KMG shareholder and regulatory approval, will be financed through a combination of cash and debt and is expected to be completed during the fourth quarter of 2007.

On October 1, 2007, our Commercial segment acquired CompBenefits Corporation, or CompBenefits, a provider of dental and vision benefit plans, for cash consideration of \$368.7 million including estimated transaction costs. This transaction was financed through a combination of cash and debt. We currently are in the process of allocating the purchase price to the net tangible and intangible assets.

**Table of Contents****Humana Inc.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Unaudited**

On March 1, 2007, our Government segment acquired DefenseWeb Technologies, Inc., or DefenseWeb, a company responsible for delivering customized software solutions for the Department of Defense, for cash consideration of approximately \$26.9 million.

On May 1, 2006, our Commercial segment acquired CHA Service Company, or CHA Health, a health plan serving employer groups in Kentucky, for cash consideration of approximately \$67.5 million.

**(4) Medicare Part D**

The condensed consolidated balance sheets include the following amounts associated with Medicare Part D as of September 30, 2007 and December 31, 2006. Net balances associated with the risk corridor payable of \$725.5 million and CMS subsidies receivable of \$264.7 million for the 2006 contract year are expected to be settled in the fourth quarter of 2007.

|   | September 30, 2007 |            | December 31, 2006 |            |
|---|--------------------|------------|-------------------|------------|
|   | Risk               |            | Risk              |            |
|   | Corridor           | CMS        | Corridor          | CMS        |
|   | Settlement         | Subsidies  | Settlement        | Subsidies  |
|   | (in thousands)     |            |                   |            |
| Other current assets                        | \$ 83,486          | \$ 932,618 | \$ 18,365         | \$ 449,984 |
| Trade accounts payable and accrued expenses | (805,318)          | (648,891)  | (757,084)         | (327,718)  |
| Net current (liability) asset               | \$ (721,832)       | \$ 283,727 | \$ (738,719)      | \$ 122,266 |

During the three and nine months ended September 30, 2007, we reduced medical expense by approximately \$70 million for changes in estimates primarily associated with our 2006 Medicare Part D reconciliation with CMS.

**(5) Goodwill and Other Intangible Assets**

Changes in the carrying amount of goodwill, by operating segment, for the nine months ended September 30, 2007 were as follows:

|                               | Commercial     | Government | Total        |
|-------------------------------|----------------|------------|--------------|
|                               | (in thousands) |            |              |
| Balance at December 31, 2006  | \$ 782,501     | \$ 528,130 | \$ 1,310,631 |
| DefenseWeb acquisition        |                | 19,954     | 19,954       |
| Balance at September 30, 2007 | \$ 782,501     | \$ 548,084 | \$ 1,330,585 |

**Table of Contents****Humana Inc.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Unaudited**

The following table presents details of our other intangible assets included in other long-term assets in the accompanying condensed consolidated balance sheets at September 30, 2007 and December 31, 2006:

|                                      | Weighted        | September 30, 2007 |                             |                  | December 31, 2006 |                             |                  |
|--------------------------------------|-----------------|--------------------|-----------------------------|------------------|-------------------|-----------------------------|------------------|
|                                      | Average Life    | Cost               | Accumulated<br>Amortization | Net              | Cost              | Accumulated<br>Amortization | Net              |
|                                      | at 9/30/07      |                    |                             |                  |                   |                             |                  |
| Other intangible assets:             |                 |                    |                             |                  |                   |                             |                  |
| Subscriber contracts                 | 10.0 yrs        | \$ 119,144         | \$ 48,462                   | \$ 70,682        | \$ 114,944        | \$ 36,449                   | \$ 78,495        |
| Provider contracts                   | 14.5 yrs        | 11,500             | 2,617                       | 8,883            | 11,500            | 2,012                       | 9,488            |
| Licenses and other                   | 10.5 yrs        | 11,881             | 3,518                       | 8,363            | 11,602            | 3,929                       | 7,673            |
| <b>Total other intangible assets</b> | <b>10.4 yrs</b> | <b>\$ 142,525</b>  | <b>\$ 54,597</b>            | <b>\$ 87,928</b> | <b>\$ 138,046</b> | <b>\$ 42,390</b>            | <b>\$ 95,656</b> |

Amortization expense for other intangible assets was approximately \$14.5 million for the nine months ended September 30, 2007 and \$15.2 million for the nine months ended September 30, 2006. The following table presents our estimate of amortization expense for the remaining three months of 2007 and for each of the five next succeeding fiscal years:

|   | (in thousands) |
|---|----------------|
| For the three month period ending December 31, 2007 | \$ 4,315       |
| For the years ending December 31,                   |                |
| 2008  | \$ 15,500      |
| 2009  | \$ 11,500      |
| 2010  | \$ 10,500      |
| 2011  | \$ 10,300      |
| 2012  | \$ 10,100      |

**(6) Comprehensive Income**

The following table presents details supporting the computation of comprehensive income for the three and nine months ended September 30, 2007 and 2006:

|  | Three months ended |            | Nine months ended |            |
|--|--------------------|------------|-------------------|------------|
|  | September 30,      |            | September 30,     |            |
|  | 2007               | 2006       | 2007              | 2006       |
|  | (in thousands)     |            |                   |            |
| Net income   | \$ 302,378         | \$ 159,198 | \$ 590,465        | \$ 332,402 |
| Net unrealized investment gains (losses), net of tax | 27,070             | 36,778     | 2,163             | (31,406)   |

|                                  |            |            |            |            |
|----------------------------------|------------|------------|------------|------------|
| Comprehensive income, net of tax | \$ 329,448 | \$ 195,976 | \$ 592,628 | \$ 300,996 |
|----------------------------------|------------|------------|------------|------------|

**Table of Contents****Humana Inc.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Unaudited****(7) Earnings Per Common Share**

The following table provides details supporting the computation of basic and diluted earnings per common share for the three and nine months ended September 30, 2007 and 2006:

|   | Three months ended                       |            | Nine months ended     |            |
|---|--|------------|-----------------------|------------|
|   | September 30,<br>2007                    | 2006       | September 30,<br>2007 | 2006       |
|   | (in thousands, except per share results) |            |                       |            |
| Net income available for common stockholders  | \$ 302,378                               | \$ 159,198 | \$ 590,465            | \$ 332,402 |
| Weighted average outstanding shares of common stock used to compute basic earnings per common share | 167,188                                  | 164,387    | 166,538               | 163,736    |
| Dilutive effect of:   |  |            |                       |            |
| Employee stock options  | 2,109                                    | 3,606      | 2,365                 | 3,732      |
| Restricted stock  | 754                                      | 383        | 632                   | 278        |
| Shares used to compute diluted earnings per common share  | 170,051                                  | 168,376    | 169,535               | 167,746    |
| Basic earnings per common share   | \$ 1.81                                  | \$ 0.97    | \$ 3.55               | \$ 2.03    |
| Diluted earnings per common share   | \$ 1.78                                  | \$ 0.95    | \$ 3.48               | \$ 1.98    |
| Number of antidilutive stock options and restricted stock excluded from computation                 | 976                                      | 911        | 1,165                 | 817        |

**(8) Income Taxes**

The effective income tax rate was 36.8% for the three months ended September 30, 2007 and 36.5% for the nine months ended September 30, 2007 compared to 36.2% for the three and nine months ended September 30, 2006.

The Company and certain subsidiaries file income tax returns in the United States and certain foreign jurisdictions. During the first quarter of 2007, the Internal Revenue Service (IRS) completed its examination of our U.S. income tax returns for 2003 and 2004 resulting in immaterial adjustments. With few exceptions, which are immaterial in the aggregate, the Company is no longer subject to state, local and foreign tax examinations by tax authorities for years before 2003.

We adopted the provisions of FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*, or FIN 48, on January 1, 2007. The liability for unrecognized tax benefits, including interest and penalties, at December 31, 2006 was \$15.6 million, all of which would affect the effective tax rate if recognized. There were no changes in the liability for unrecognized tax benefits as a result of the implementation of FIN 48. There are no positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will significantly increase or decrease within the next twelve months. We recognize penalties and interest accrued related to unrecognized tax benefits in tax expense. There were no material changes to the liability for unrecognized tax benefits or penalties and interest during the nine months ended September 30, 2007.

**(9) Guarantees and Contingencies**

*Government Contracts*

Our Medicare business, which accounted for approximately 60% of our total premiums and ASO fees for the nine months ended September 30, 2007, primarily consisted of products covered under the Medicare Advantage and stand-alone PDP contracts with the federal government. These contracts are renewed generally for a one-year term each December 31 unless CMS notifies Humana of its decision not to renew by May 1 of the year in which the contract would end, or Humana notifies CMS of its decision not to renew by the first Monday in June of the year in which the contract would end. All material contracts between Humana and CMS relating to our Medicare business have been renewed for 2008.

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**Humana Inc.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Unaudited**

Our TRICARE business, which accounted for approximately 12% of our total premiums and ASO fees for the nine months ended September 30, 2007, primarily consisted of the South Region contract. The 5-year South Region contract, which expires March 31, 2009, is subject to annual renewals on April 1 of each year at the government's option. Effective April 1, 2007, the South Region contract was extended into the fourth option period, which runs from April 1, 2007 to March 31, 2008. As required under the contract, the target underwritten health care cost and underwriting fee amounts for the fourth option period were negotiated. Any variance from the target health care cost is shared with the federal government. Accordingly, events and circumstances not contemplated in the negotiated target health care cost amount could have a material adverse effect on our business. These changes may include, for example, an increase or reduction in the number of persons enrolled or eligible to enroll due to the federal government's decision to increase or decrease U.S. military deployments. In the event government reimbursements were to decline from projected amounts, our failure to reduce the health care costs associated with these programs could have a material adverse effect on our business. A draft solicitation related to the new TRICARE contracts currently scheduled to begin April 1, 2009 was issued for industry comments. We expect to participate in the bid for these new contracts. In October 2007, we were awarded the Department of Veterans Affairs first specialty network demonstration project, known as Project HERO (Healthcare Effectiveness through Resource Optimization), to support healthcare delivery to veterans. The contract is comprised of one base period and four one-year option periods with services beginning January 1, 2008.

Our Medicaid business, which accounted for approximately 2% of our total premiums and ASO fees for the nine months ended September 30, 2007, consisted of contracts in Puerto Rico and Florida, with the vast majority in Puerto Rico. We currently are operating under contract extensions in Puerto Rico expiring on October 31, 2007 while we finalize rate negotiations for our contracts covering the period July 1, 2007 through June 30, 2008. The government of Puerto Rico has decided to delay the bid process for new contracts until as late as 2009. We currently are working with the Puerto Rico Health Insurance Administration and expect these efforts to result in a satisfactory relationship going forward. We are unable to predict the ultimate impact that any government policy or fiscal decisions might have on the continuation of our Medicaid contracts in Puerto Rico.

The loss of any of the contracts above or significant changes in these programs as a result of legislative action, including reductions in premium payments to us, or increases in member benefits without corresponding increases in premium payments to us, may have a material adverse effect on our financial position, results of operations, and cash flows.

*Legal Proceedings*

Our current and past business practices are subject to review by various state insurance and health care regulatory authorities and other state and federal regulatory authorities. These authorities regularly scrutinize the business practices of health insurance and benefits companies. These reviews focus on numerous facets of our business, including claims payment practices, competitive practices, commission payments, privacy issues, utilization management practices, and sales practices. Some of these reviews have historically resulted in fines imposed on us and some have required changes to some of our practices. We continue to be subject to these reviews, which could result in additional fines or other sanctions being imposed on us or additional changes in some of our practices.

We also are involved in various lawsuits that arise, for the most part, in the ordinary course of our business operations, including employment litigation, claims of medical malpractice, bad faith, nonacceptance or termination of providers, anticompetitive practices, improper rate setting, failure to disclose network discounts and various other provider arrangements, intellectual property matters, and challenges to subrogation practices. We also are subject to claims relating to performance of contractual obligations to providers, members, and others, including failure to properly pay claims, challenges to our implementation of the new Medicare prescription drug program and other litigation.

Personal injury claims and claims for extracontractual damages arising from medical benefit denials are covered by insurance from our wholly owned captive insurance subsidiary and excess carriers, except to the extent that claimants seek punitive damages, which may not be covered by insurance in certain states in which insurance coverage for punitive damages is not permitted. In addition, insurance coverage for all or certain forms of liability has become increasingly costly and may become unavailable or prohibitively expensive in the future.





**Table of Contents****Humana Inc.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Unaudited**

The outcome of current suits or likelihood or outcome of future suits or governmental investigations cannot be accurately predicted with certainty, and therefore, such legal actions and government audits and investigations could have a material adverse effect on our financial position, results of operations, and cash flows.

**(10) Segment Information**

We manage our business with two segments: Government and Commercial. The Government segment consists of members enrolled in government-sponsored programs, and includes three lines of business: Medicare, TRICARE, and Medicaid. The Commercial segment consists of members enrolled in products marketed to employer groups and individuals, and includes two lines of business: medical (fully and self insured) and specialty. We identified our segments in accordance with the aggregation provisions of SFAS No. 131, *Disclosures About Segments of an Enterprise and Related Information*, or SFAS 131, which is consistent with information used by our Chief Executive Officer in managing our business. The segment information aggregates products with similar economic characteristics. These characteristics include the nature of customer groups and pricing, benefits and underwriting requirements.

The accounting policies of each segment are the same and are described in Note 2 to the consolidated financial statements included in our Form 10-K for the year ended December 31, 2006. The results of each segment are measured by income before income taxes. We allocate all selling, general and administrative expenses, investment and other revenue, interest expense, and goodwill, but no other assets or liabilities, to our segments. Members served by our two segments often utilize the same medical provider networks, enabling us to obtain more favorable contract terms with providers. Our segments also share indirect overhead costs and assets. As a result, the profitability of each segment is interdependent.

Our segment results were as follows for the three and nine months ended September 30, 2007 and 2006:

|                              | <b>Government Segment</b>     |                               |                               |                               |
|------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
|                              | <b>Three months ended</b>     |                               | <b>Nine months ended</b>      |                               |
|                              | <b>September 30,<br/>2007</b> | <b>September 30,<br/>2006</b> | <b>September 30,<br/>2007</b> | <b>September 30,<br/>2006</b> |
|                              | (in thousands)                |                               |                               |                               |
| Revenues:                    |                               |                               |                               |                               |
| Premiums:                    |                               |                               |                               |                               |
| Medicare Advantage           | \$ 2,825,587                  | \$ 2,366,206                  | \$ 8,372,736                  | \$ 6,196,455                  |
| Medicare stand-alone PDP     | 890,420                       | 851,398                       | 2,848,105                     | 2,168,310                     |
| Total Medicare               | 3,716,007                     | 3,217,604                     | 11,220,841                    | 8,364,765                     |
| TRICARE                      | 714,173                       | 639,657                       | 2,166,428                     | 1,898,038                     |
| Medicaid                     | 135,609                       | 128,018                       | 397,420                       | 386,643                       |
| Total premiums               | 4,565,789                     | 3,985,279                     | 13,784,689                    | 10,649,446                    |
| Administrative services fees | 19,840                        | 11,136                        | 53,901                        | 33,471                        |
| Investment income            | 49,786                        | 33,155                        | 135,378                       | 68,893                        |
| Other revenue                | 441                           | 390                           | 1,208                         | 1,374                         |
| Total revenues               | 4,635,856                     | 4,029,960                     | 13,975,176                    | 10,753,184                    |
| Operating expenses:          |                               |                               |                               |                               |

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|                                     |                  |                  |                   |                   |
|-------------------------------------|------------------|------------------|-------------------|-------------------|
| Medical                             | 3,717,624        | 3,389,150        | 11,713,142        | 9,107,593         |
| Selling, general and administrative | 468,431          | 403,951          | 1,430,675         | 1,239,085         |
| Depreciation and amortization       | 23,873           | 20,857           | 78,803            | 61,374            |
| <b>Total operating expenses</b>     | <b>4,209,928</b> | <b>3,813,958</b> | <b>13,222,620</b> | <b>10,408,052</b> |
| Income from operations              | 425,928          | 216,002          | 752,556           | 345,132           |
| Interest expense                    | 9,629            | 8,998            | 29,602            | 18,575            |
| Income before income taxes          | \$ 416,299       | \$ 207,004       | \$ 722,954        | \$ 326,557        |

**Table of Contents****Humana Inc.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Unaudited**

|                                     | Commercial Segment    |            |                       |              |
|-------------------------------------|-----------------------|------------|-----------------------|--------------|
|                                     | Three months ended    |            | Nine months ended     |              |
|                                     | September 30,<br>2007 | 2006       | September 30,<br>2007 | 2006         |
|                                     | (in thousands)        |            |                       |              |
| Revenues:                           |                       |            |                       |              |
| Premiums:                           |                       |            |                       |              |
| Fully-insured                       |                       |            |                       |              |
| PPO                                 | \$ 910,754            | \$ 935,873 | \$ 2,756,483          | \$ 2,760,992 |
| HMO                                 | 508,130               | 462,072    | 1,455,288             | 1,555,531    |
| Total fully-insured                 | 1,418,884             | 1,397,945  | 4,211,771             | 4,316,523    |
| Specialty                           | 108,168               | 103,144    | 324,194               | 306,360      |
| Total premiums                      | 1,527,052             | 1,501,089  | 4,535,965             | 4,622,883    |
| Administrative services fees        | 81,691                | 75,196     | 240,587               | 215,250      |
| Investment income                   | 32,576                | 29,319     | 92,563                | 143,050      |
| Other revenue                       | 42,409                | 14,220     | 106,903               | 26,951       |
| Total revenues                      | 1,683,728             | 1,619,824  | 4,976,018             | 5,008,134    |
| Operating expenses:                 |                       |            |                       |              |
| Medical                             | 1,236,238             | 1,226,852  | 3,645,138             | 3,771,836    |
| Selling, general and administrative | 360,592               | 325,771    | 1,045,417             | 965,386      |
| Depreciation and amortization       | 18,377                | 16,820     | 57,775                | 47,805       |
| Total operating expenses            | 1,615,207             | 1,569,443  | 4,748,330             | 4,785,027    |
| Income from operations              | 68,521                | 50,381     | 227,688               | 223,107      |
| Interest expense                    | 6,318                 | 8,011      | 20,329                | 28,760       |
| Income before income taxes          | \$ 62,203             | \$ 42,370  | \$ 207,359            | \$ 194,347   |

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**Humana Inc.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF**

**FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*The condensed consolidated financial statements of Humana Inc. in this document present the Company's financial position, results of operations and cash flows, and should be read in conjunction with the following discussion and analysis. References to we, us, our, Company, and Humana mean Humana Inc. and its subsidiaries. This discussion includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. When used in filings with the SEC, in our press releases, investor presentations, and in oral statements made by or with the approval of one of our executive officers, the words or phrases like expects, anticipates, intends, likely will result, estimates, projects or variations of such words and similar expressions are intended to identify such forward looking statements. These forward looking statements are not guarantees of future performance and are subject to risks, uncertainties and assumptions, including, among other things, information set forth in Item 1A. Risk Factors in our Form 10-K for the year ended December 31, 2006 that was filed with the SEC on February 23, 2007. In making these statements, we are not undertaking to address or update these factors in future filings or communications regarding our business or results. In light of these risks, uncertainties and assumptions, the forward looking events discussed in this document might not occur. There may also be other risks that we are unable to predict at this time. Any of these risks and uncertainties may cause actual results to differ materially from the results discussed in the forward looking statements.*

**Overview**

Headquartered in Louisville, Kentucky, Humana Inc. is one of the nation's largest publicly traded health benefits companies, based on our 2006 revenues of \$21.4 billion. We offer a diversified portfolio of health insurance products and related services through traditional and consumer-choice plans for government-sponsored programs, employer groups, and individuals. As of September 30, 2007, we had approximately 11.3 million members in our medical benefit programs, as well as approximately 1.9 million members in our specialty products programs.

We manage our business with two segments: Government and Commercial. The Government segment consists of members enrolled in government-sponsored programs, and includes three lines of business: Medicare, TRICARE, and Medicaid. The Commercial segment consists of members enrolled in products marketed to employer groups and individuals, and includes two lines of business: medical (fully and self insured) and specialty. We identified our segments in accordance with the aggregation provisions of SFAS 131, which is consistent with information used by our Chief Executive Officer in managing our business. The segment information aggregates products with similar economic characteristics. These characteristics include the nature of customer groups and pricing, benefits and underwriting requirements.

The results of each segment are measured by income before income taxes. We allocate all selling, general and administrative expenses, investment and other revenue, interest expense, and goodwill, but no other assets or liabilities, to our segments. Members served by our two segments often utilize the same medical provider networks, enabling us to obtain more favorable contract terms with providers. Our segments also share overhead costs and assets. As a result, the profitability of each segment is interdependent.

Our results are impacted by many factors, but most notably are influenced by our ability to establish and maintain a competitive and efficient cost structure and to accurately and consistently establish competitive premium, ASO fee, and plan benefit levels that are commensurate with our medical and administrative costs. Medical costs are subject to a high rate of inflation due to many forces, including new higher priced technologies and medical procedures, new prescription drugs and therapies, an aging population, lifestyle challenges including obesity and smoking, the tort liability system, and government regulation.

Our industry relies on two key statistics to measure performance. The medical expense ratio, or MER, which is computed by taking total medical expenses as a percentage of premium revenues, represents a statistic used to measure underwriting profitability. The selling, general, and administrative expense ratio, or SG&A expense ratio, which is computed by taking total selling, general and administrative expenses as a percentage of premium revenues, administrative services fees and other revenue, represents a statistic used to measure administrative spending efficiency.

**Government Segment**

Our strategy and commitment to the expanded Medicare programs, including new product choices and pharmacy benefits for seniors, has led to significant growth. Medicare Advantage membership increased to



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1,138,000 members at September 30, 2007, up 14.6% from 993,000 at September 30, 2006 and up 104.0% from 557,800 at December 31, 2005, primarily due to sales of Private Fee-For-Service, or PFFS, products. Average Medicare Advantage membership was 15.3% higher in the third quarter of 2007 compared to the third quarter of 2006, and average stand-alone PDP membership was 0.3% lower. Likewise, Medicare premium revenues have increased 15.5% to \$3.7 billion for the third quarter of 2007 from \$3.2 billion in the third quarter of 2006.

Our quarterly Government segment earnings are particularly impacted by seasonality associated with the Medicare Part D benefit structure. The Medicare Part D benefit design results in coverage that varies as a member's cumulative out-of-pocket costs pass through successive stages of a member's plan period which begins January 1 for renewals. These plan designs generally result in us sharing a greater portion of the responsibility for total pharmacy costs in the early stages and less in the latter stages. As a result the Government segment's MER for the third quarter of 2007 is lower than the MER for the first half of 2007.

### **Commercial Segment**

We continue to increase the diversification of our Commercial segment membership base and continue to exercise pricing discipline relative to our fully-insured accounts. Commercial segment medical membership increased by 7,200 members from September 30, 2006 to 3,299,100 at September 30, 2007 as a result of enrollment gains in the consumer-choice, individual, and ASO products offset by a decline in the fully-insured group product membership. Fully-insured consumer-choice membership increased 42.1% and individual membership increased 27.5% since September 30, 2006. ASO membership at September 30, 2007 was up 1.4% from September 30, 2006. These three areas, together with our small group business, now represent approximately 83% of our Commercial medical membership. As a result of this membership shift, MER declined to 81.0% during the third quarter of 2007 compared to 81.7% in the third quarter of 2006.

In addition, we are diversifying our Commercial segment revenues through expanded and new specialty product offerings including dental, vision, and voluntary insurance as a result of the acquisition of CompBenefits Corporation in the fourth quarter of 2007 and the pending KMG America Corporation acquisition announced in September 2007, each discussed further below. Along with our 2005 acquisition of Corphealth, Inc., a behavioral health care management company, these specialty acquisitions are anticipated to enhance our Commercial segment margins and our ability to appeal to more customers.

### **Other Highlights**

Year over year comparisons were impacted by changes in estimates associated with our 2006 Medicare Part D reconciliation with CMS and the settlement of some TRICARE contractual provisions related to prior years which increased our Government segment results by \$68.9 million pretax, or \$0.25 per diluted common share, for the three and nine months ended September 30, 2007. In addition, a gain in the prior year first quarter of \$51.7 million pretax, or \$0.19 per diluted common share, from the sale of a venture capital investment also impacted year over year comparisons.

Cash flows from operations increased \$262.3 million to \$1,414.1 million for the nine months ended September 30, 2007 compared to \$1,151.8 million for the nine months ended September 30, 2006.

In September 2007, we received approval from CMS to resume marketing of individual Medicare PFFS plans. This announcement ended the June 15, 2007 voluntary suspension agreed to in conjunction with other industry participants.

In October 2007, we were awarded the Department of Veterans Affairs first specialty network demonstration project, known as Project HERO (Healthcare Effectiveness through Resource Optimization), to support healthcare delivery to veterans.

We intend for the discussion of our financial condition and results of operations that follows to assist in the understanding of our financial statements and related changes in certain key items in those financial statements from year to year, and the primary factors that accounted for those changes, as well as how certain critical accounting principles and estimates impact our financial statements.

### *Recent Acquisitions*

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In September 2007, our Commercial segment signed a definitive agreement to acquire KMG America Corporation, or KMG, a group and voluntary insurance benefits and third-party administration company, for cash consideration of approximately \$155 million, including estimated transaction costs, plus the assumption of approximately \$35 million of debt. This transaction, which is subject to KMG shareholder and regulatory approval, will be financed through a combination of cash and debt and is expected to be completed during the fourth quarter of 2007.



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On October 1, 2007, our Commercial segment acquired CompBenefits Corporation, or CompBenefits, a provider of dental and vision benefit plans, for cash consideration of \$368.7 million including estimated transaction costs. This transaction was financed through a combination of cash and debt.

On March 1, 2007, our Government segment acquired DefenseWeb Technologies, Inc., or DefenseWeb, a company responsible for delivering customized software solutions for the Department of Defense, for cash consideration of approximately \$26.9 million.

On May 1, 2006, our Commercial segment acquired CHA Service Company, or CHA Health, a health plan serving employer groups in Kentucky, for cash consideration of approximately \$67.5 million.

*Recently Issued Accounting Pronouncements*

In February 2007, the Financial Accounting Standards Board, or FASB, issued Statement of Financial Accounting Standards No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*, or SFAS 159. SFAS 159 allows us an option to report selected financial assets and liabilities at fair value and establishes related presentation and disclosure requirements. We are required to adopt SFAS 159 in the first quarter of 2008. We currently are evaluating the provisions of SFAS 159. We do not expect the adoption of SFAS 159 to have a material impact on our financial position or results of operations.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, *Fair Value Measurements*, or SFAS 157. SFAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. SFAS 157 does not require new fair value measurements. We are required to adopt SFAS 157 in the first quarter of 2008. We currently are evaluating the provisions of SFAS 157. We do not expect the adoption of SFAS 157 to have a material impact on our financial position or results of operations.

**Table of Contents****Comparison of Results of Operations for 2007 and 2006**

The following discussion primarily deals with our results of operations for the three months ended September 30, 2007, or the 2007 quarter, the three months ended September 30, 2006, or the 2006 quarter, the nine months ended September 30, 2007, or the 2007 period, and the nine months ended September 30, 2006, or the 2006 period.

The following table presents certain financial data for our two segments:

|  | For the three months ended |                       | Change                                   |            |
|--|----------------------------|-----------------------|--|------------|
|  | September 30,<br>2007      | September 30,<br>2006 | Dollars<br>(in thousands, except ratios) | Percentage |
| <b>Premium revenues:</b>                       |                            |                       |  |            |
| Medicare Advantage                             | \$ 2,825,587               | \$ 2,366,206          | \$ 459,381                               | 19.4%      |
| Medicare stand-alone PDP                       | 890,420                    | 851,398               | 39,022                                   | 4.6%       |
| Total Medicare                                 | 3,716,007                  | 3,217,604             | 498,403                                  | 15.5%      |
| TRICARE  | 714,173                    | 639,657               | 74,516                                   | 11.6%      |
| Medicaid                                       | 135,609                    | 128,018               | 7,591                                    | 5.9%       |
| Total Government                               | 4,565,789                  | 3,985,279             | 580,510                                  | 14.6%      |
| Fully-insured                                  | 1,418,884                  | 1,397,945             | 20,939                                   | 1.5%       |
| Specialty                                      | 108,168                    | 103,144               | 5,024                                    | 4.9%       |
| Total Commercial                               | 1,527,052                  | 1,501,089             | 25,963                                   | 1.7%       |
| Total  | \$ 6,092,841               | \$ 5,486,368          | \$ 606,473                               | 11.1%      |
| <b>Administrative services fees:</b>           |                            |                       |  |            |
| Government                                     | \$ 19,840                  | \$ 11,136             | \$ 8,704                                 | 78.2%      |
| Commercial                                     | 81,691                     | 75,196                | 6,495                                    | 8.6%       |
| Total  | \$ 101,531                 | \$ 86,332             | \$ 15,199                                | 17.6%      |
| <b>Income before income taxes:</b>             |                            |                       |  |            |
| Government                                     | \$ 416,299                 | \$ 207,004            | \$ 209,295                               | 101.1%     |
| Commercial                                     | 62,203                     | 42,370                | 19,833                                   | 46.8%      |
| Total  | \$ 478,502                 | \$ 249,374            | \$ 229,128                               | 91.9%      |
| <b>Medical expense ratios <sup>(a)</sup>:</b>  |                            |                       |  |            |
| Government                                     | 81.4%                      | 85.0%                 |  | (3.6)%     |
| Commercial                                     | 81.0%                      | 81.7%                 |  | (0.7)%     |
| Total  | 81.3%                      | 84.1%                 |  | (2.8)%     |
| <b>SG&amp;A expense ratios <sup>(b)</sup>:</b> |                            |                       |  |            |
| Government                                     | 10.2%                      | 10.1%                 |  | 0.1%       |
| Commercial                                     | 21.8%                      | 20.5%                 |  | 1.3%       |

|       |       |       |      |
|-------|-------|-------|------|
| Total | 13.3% | 13.1% | 0.2% |
|-------|-------|-------|------|

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|  | For the nine months ended |  |                   |                      |
|--|---------------------------|--|-------------------|----------------------|
|  | September 30,<br>2007     | September 30,<br>2006<br>(in thousands, except ratios) | Change<br>Dollars | Change<br>Percentage |
| <b>Premium revenues:</b>                       |                           |  |                   |                      |
| Medicare Advantage                             | \$ 8,372,736              | \$ 6,196,455   | \$ 2,176,281      | 35.1%                |
| Medicare stand-alone PDP                       | 2,848,105                 | 2,168,310  | 679,795           | 31.4%                |
| Total Medicare                                 | 11,220,841                | 8,364,765  | 2,856,076         | 34.1%                |
| TRICARE  | 2,166,428                 | 1,898,038  | 268,390           | 14.1%                |
| Medicaid                                       | 397,420                   | 386,643  | 10,777            | 2.8%                 |
| Total Government                               | 13,784,689                | 10,649,446   | 3,135,243         | 29.4%                |
| Fully-insured                                  | 4,211,771                 | 4,316,523  | (104,752)         | (2.4)%               |
| Specialty                                      | 324,194                   | 306,360  | 17,834            | 5.8%                 |
| Total Commercial                               | 4,535,965                 | 4,622,883  | (86,918)          | (1.9)%               |
| Total  | \$ 18,320,654             | \$ 15,272,329  | \$ 3,048,325      | 20.0%                |
| <b>Administrative services fees:</b>           |                           |  |                   |                      |
| Government                                     | \$ 53,901                 | \$ 33,471  | \$ 20,430         | 61.0%                |
| Commercial                                     | 240,587                   | 215,250  | 25,337            | 11.8%                |
| Total  | \$ 294,488                | \$ 248,721   | \$ 45,767         | 18.4%                |
| <b>Income before income taxes:</b>             |                           |  |                   |                      |
| Government                                     | \$ 722,954                | \$ 326,557   | \$ 396,397        | 121.4%               |
| Commercial                                     | 207,359                   | 194,347  | 13,012            | 6.7%                 |
| Total  | \$ 930,313                | \$ 520,904   | \$ 409,409        | 78.6%                |
| <b>Medical expense ratios <sup>(a)</sup>:</b>  |                           |  |                   |                      |
| Government                                     | 85.0%                     | 85.5%  |                   | (0.5)%               |
| Commercial                                     | 80.4%                     | 81.6%  |                   | (1.2)%               |
| Total  | 83.8%                     | 84.3%  |                   | (0.5)%               |
| <b>SG&amp;A expense ratios <sup>(b)</sup>:</b> |                           |  |                   |                      |
| Government                                     | 10.3%                     | 11.6%  |                   | (1.3)%               |
| Commercial                                     | 21.4%                     | 19.8%  |                   | 1.6%                 |
| Total  | 13.2%                     | 14.2%  |                   | (1.0)%               |

(a) Represents total medical expenses as a percentage of premium revenue. Also known as the MER.

(b) Represents total selling, general, and administrative expenses as a percentage of premium revenues, administrative services fees, and other revenue. Also known as the SG&A expense ratio.

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Ending medical membership was as follows at September 30, 2007 and 2006:

|  | September 30,<br>2007 | September 30,<br>2006 | Change<br>Members | Change<br>Percentage |
|--|-----------------------|-----------------------|-------------------|----------------------|
| <b>Government segment medical members:</b> |                       |                       |                   |                      |
| Medicare Advantage                         | 1,138,000             | 993,000               | 145,000           | 14.6%                |
| Medicare stand-alone PDP                   | 3,459,700             | 3,521,000             | (61,300)          | (1.7)%               |
| <b>Total Medicare</b>                      | <b>4,597,700</b>      | <b>4,514,000</b>      | <b>83,700</b>     | <b>1.9%</b>          |
| <b>TRICARE</b>                             | <b>1,720,400</b>      | <b>1,721,300</b>      | <b>(900)</b>      | <b>(0.1)%</b>        |
| TRICARE ASO                                | 1,137,000             | 1,141,400             | (4,400)           | (0.4)%               |
| <b>Total TRICARE</b>                       | <b>2,857,400</b>      | <b>2,862,700</b>      | <b>(5,300)</b>    | <b>(0.2)%</b>        |
| Medicaid                                   | 383,800               | 412,600               | (28,800)          | (7.0)%               |
| Medicaid ASO                               | 182,800               |                       | 182,800           | 100.0%               |
| <b>Total Medicaid</b>                      | <b>566,600</b>        | <b>412,600</b>        | <b>154,000</b>    | <b>37.3%</b>         |
| <b>Total Government</b>                    | <b>8,021,700</b>      | <b>7,789,300</b>      | <b>232,400</b>    | <b>3.0%</b>          |
| <b>Commercial segment medical members:</b> |                       |                       |                   |                      |
| Fully-insured                              | 1,765,200             | 1,779,900             | (14,700)          | (0.8)%               |
| ASO  | 1,533,900             | 1,512,000             | 21,900            | 1.4%                 |
| <b>Total Commercial</b>                    | <b>3,299,100</b>      | <b>3,291,900</b>      | <b>7,200</b>      | <b>0.2%</b>          |
| <b>Total medical membership</b>            | <b>11,320,800</b>     | <b>11,081,200</b>     | <b>239,600</b>    | <b>2.2%</b>          |

These tables of financial data should be reviewed in connection with the discussion that follows.

**Summary**

Net income was \$302.4 million, or \$1.78 per diluted common share, in the 2007 quarter compared to \$159.2 million, or \$0.95 per diluted common share, in the 2006 quarter. Net income was \$590.5 million, or \$3.48 per diluted common share, in the 2007 period compared to \$332.4 million, or \$1.98 per diluted common share, in the 2006 period. The 2007 quarter and period's net income included \$43.0 million, or \$0.25 per diluted common share, from changes in estimates associated with our 2006 Medicare Part D reconciliation with CMS and the settlement of some TRICARE contractual provisions related to prior years. The 2006 period's net income included \$32.2 million, or \$0.19 per diluted common share, from the sale of a venture capital investment in the first quarter. Excluding these items, the year-over-year increase in earnings primarily resulted from higher operating earnings in our Government segment largely due to increased premium revenue from higher average Medicare membership.

**Premium Revenues and Medical Membership**

Premium revenues increased \$0.6 billion, or 11.1%, to \$6.1 billion for the 2007 quarter, compared to \$5.5 billion for the 2006 quarter primarily due to higher premium revenues in the Government segment. For the 2007 period, premium revenues were \$18.3 billion, an increase of \$3.0 billion, or 20.0%, compared to \$15.3 billion for the 2006 period. Higher Government segment premium revenues were partially offset by a decrease in Commercial segment premium revenues. Premium revenues reflect changes in membership and increases in average per member premiums. Items impacting average per member premiums include changes in premium rates as well as changes in the geographic mix of membership, the mix of product offerings, the mix of benefit plans selected by our membership, the impact of the risk corridor provisions, and changes in health status factors or risk adjustment provisions.

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Government segment premium revenues increased \$580.5 million, or 14.6%, to \$4.6 billion for the 2007 quarter, compared to \$4.0 billion for the 2006 quarter. For the 2007 period, Government segment premium revenues were \$13.8 billion, an increase of \$3.2 billion, or 29.4%, compared to \$10.6 billion for the 2006 period. These increases primarily were attributable to higher average Medicare membership from the expanded participation in various Medicare products. Average membership is calculated by summing the ending membership for each month in a period and dividing the result by the number of months in a period. Average Medicare Advantage membership increased 15.3% for the 2007 quarter compared to the 2006 quarter and 31.3% for the 2007 period compared to the 2006 period. Sales of our PFFS products drove the majority of the 145,000 increase in Medicare Advantage members since September 30, 2006. Average Medicare stand-alone PDP membership increased 29.1% for the 2007 period compared to the 2006 period. Medicaid membership increased by 154,000 members from September 30,

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2006 to September 30, 2007 primarily due to the award of a new Puerto Rico ASO contract during the fourth quarter of 2006. The increase has been partially offset by eligible Puerto Rico Medicaid members choosing to move into the Medicare Advantage program.

Commercial segment premium revenues increased \$26.0 million, or 1.7%, to \$1.5 billion for the 2007 quarter primarily due to increases in average per member premiums offset by a decrease in average fully-insured membership. For the 2007 period, Commercial segment premium revenues decreased \$86.9 million, or 1.9%, to \$4.5 billion compared to \$4.6 billion for the 2006 period. Lower premium revenues primarily resulted from a reduction of average fully-insured group membership partially offset by increases in average per member premiums. Average fully-insured group membership decreased 8.6% for the 2007 period compared to the 2006 period primarily as a result of a large group account moving from fully-insured to ASO on July 1, 2006, partially offset by membership gains in the individual, consumer-choice, and small group product lines. Average per member premiums for our fully-insured group medical members increased approximately 5.5% and 5.3% for the 2007 quarter and 2007 period, respectively.

***Administrative Services Fees***

Our administrative services fees for the 2007 quarter were \$101.5 million, an increase of \$15.2 million, or 17.6%, from \$86.3 million for the 2006 quarter. For the 2007 period, administrative services fees were \$294.5 million, an increase of \$45.8 million, or 18.4%, from \$248.7 million for the 2006 period. The increase was due to increases in both our Government and Commercial segments.

For the Government segment, administrative services fees increased \$8.7 million, or 78.2%, to \$19.8 million for the 2007 quarter. For the 2007 period, Government segment administrative services fees increased \$20.4 million, or 61.0%, from \$33.5 million for the 2006 period to \$53.9 million for the 2007 period. This increase resulted from the DefenseWeb acquisition and the award of a new Puerto Rico ASO contract during the fourth quarter of 2006.

For the Commercial segment, administrative services fees increased \$6.5 million, or 8.6%, from \$75.2 million for the 2006 quarter to \$81.7 million for the 2007 quarter. For the 2007 period, Commercial segment administrative services fees increased \$25.3 million, or 11.8%, from \$215.3 million for the 2006 period to \$240.6 million for the 2007 period. This increase resulted from higher average ASO membership and higher average per member fees. Average ASO medical membership increased 2.4% for the 2007 quarter compared to the 2006 quarter and 6.6% for the 2007 period compared to the 2006 period. Average per member fees increased approximately 6.3% in the 2007 quarter and period.

***Investment Income***

Investment income totaled \$82.4 million for the 2007 quarter, an increase of \$19.9 million from \$62.5 million for the 2006 quarter primarily due to higher average invested balances. Investment income totaled \$227.9 million for the 2007 period, an increase of \$16.0 million from \$211.9 million for the 2006 period. The 2006 period included a \$51.7 million realized gain related to the sale of a venture capital investment in the first quarter. Excluding the venture capital gain, investment income increased primarily due to higher average invested balances.

***Other Revenue***

Other revenue totaled \$42.9 million for the 2007 quarter, an increase of \$28.3 million from \$14.6 million for the 2006 quarter. Other revenue totaled \$108.1 million for the 2007 period, an increase of \$79.8 million from \$28.3 million for the 2006 period. The increase primarily was attributable to increased revenue from growth related to *RightSource*<sup>SM</sup>, our mail order pharmacy.

***Medical Expense***

Consolidated medical expenses increased \$337.9 million, or 7.3%, during the 2007 quarter compared to the 2006 quarter. For the 2007 period, consolidated medical expense was \$15.4 billion, an increase of \$2.5 billion, or 19.2%, from the 2006 period. The increase primarily was driven by the increase in the average number of Medicare members and an increase in average per member claims costs primarily from the effects of health care inflation.

The consolidated MER for the 2007 quarter was 81.3%, a 280 basis point decrease from 84.1% for the 2006 quarter. The consolidated MER for the 2007 period was 83.8%, a decrease of 50 basis points from 84.3% for the 2006 period. The decrease primarily was attributable to improvements in MER for both the Commercial and Government segments.

The Government segment's medical expenses increased \$328.5 million, or 9.7%, during the 2007 quarter compared to the 2006 quarter primarily due to higher average Medicare membership. For the 2007 period, the





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Government segment's medical expenses increased \$2.6 billion, or 28.6%, from the 2006 period. The increase primarily was due to an increase in the average number of Medicare members, including those enrolled in our PDPs, and to a lesser extent, an increase in average per member claims costs.

The Government segment's MER for the 2007 quarter was 81.4%, a 360 basis point decrease from the 2006 quarter rate of 85.0%. For the 2007 period, the Government segment's MER was 85.0%, a decrease of 50 basis points from the 2006 period rate of 85.5%. The decrease in MER resulted from a combination of a more normal MER pattern for the Part D benefit and changes in estimates associated with our 2006 Medicare Part D reconciliation with CMS and the settlement of some TRICARE contractual provisions related to prior years. Part D benefit designs result in us sharing a greater portion of the responsibilities for total pharmacy costs in the early stages of a member's plan period and less in the later stages, resulting in a declining MER as the year progresses. The extended enrollment period in 2006, which ended June 30, 2006, skewed the standard pattern associated with the progression of members through the stages of Part D benefits. Changes in estimates associated with our 2006 Medicare Part D reconciliation with CMS and the settlement of some TRICARE contractual provisions related to the prior years decreased the MER 150 basis points for the 2007 quarter and 50 basis points for the 2007 period. These changes in estimates resulted from 1) the resolution of first year Medicare Part D implementation matters including enrollment discrepancies; and 2) the adjustment of certain TRICARE reserves as a result of the settlement of claims payment accuracy provisions for prior option periods.

The Commercial segment's medical expenses increased \$9.4 million, or 0.8%, from the 2006 quarter to the 2007 quarter. For the 2007 period, the Commercial segment's medical expenses decreased \$126.7 million, or 3.4%, from the 2006 period. This decrease primarily results from the decrease in fully-insured group membership partially offset by the increase in average per member claims costs. The increase in average per member claims costs for fully-insured group members was consistent with the increase in average per member premiums for the 2007 quarter and 2007 period, and is expected to rise in the range of 4.5% to 5.0% for the full year 2007.

The MER for the Commercial segment of 81.0% in the 2007 quarter decreased 70 basis points from the 2006 quarter MER of 81.7%. For the 2007 period, the Commercial segment's MER of 80.4% decreased 120 basis points from the 2006 period MER of 81.6%. The decrease in MER primarily reflects an increase in the percentage of individual and small group members comprising our total fully-insured block and improving medical cost utilization trends. Individual and smaller group accounts generally carry a lower MER and a higher SG&A expense ratio compared to larger group accounts due to higher distribution costs. See SG&A expense ratio discussion in the following section.

### ***SG&A Expense***

Consolidated SG&A expenses increased \$99.3 million, or 13.6%, during the 2007 quarter compared to the 2006 quarter. For the 2007 period, consolidated SG&A expenses increased \$271.6 million, or 12.3%, from the 2006 period. The increase primarily resulted from an increase in the number of employees due to the Medicare expansion and expenses associated with *RightSource*<sup>SM</sup>, our mail order pharmacy.

The consolidated SG&A expense ratio for the 2007 quarter was 13.3%, increasing 20 basis points from 13.1% for the 2006 quarter as a result of higher SG&A expense ratios in both the Government and Commercial segments. For the 2007 period, the consolidated SG&A expense ratio was 13.2%, decreasing 100 basis points from 14.2% for the 2006 period. The SG&A expense ratio decrease resulted from improving administrative cost efficiency and productivity gains associated with servicing our members. The consolidated SG&A expense ratio is expected to be in the range of 13.5% to 14.0% for the full year 2007.

Our Government and Commercial segments bear direct and indirect overhead SG&A expenses. We allocate indirect overhead expenses shared by the two segments primarily as a function of revenues. As a result, the profitability of each segment is interdependent.

SG&A expenses in the Government segment increased \$64.5 million, or 16.0%, during the 2007 quarter compared to the 2006 quarter. For the 2007 period, SG&A expenses of \$1,430.7 million increased \$191.6 million, or 15.5%, from the 2006 period. The Government segment SG&A expense ratio increased 10 basis points from 10.1% for the 2006 quarter to 10.2% for the 2007 quarter. For the 2007 period, the Government segment SG&A expense ratio of 10.3% decreased 130 basis points from 11.6% for the 2006 period. The 2007 period change primarily resulted from efficiency and productivity gains associated with servicing higher average Medicare membership.

The Commercial segment SG&A expenses increased \$34.8 million, or 10.7%, during the 2007 quarter compared to the 2006 quarter. The Commercial segment SG&A expense ratio increased 130 basis points from 20.5% for the 2006 quarter to 21.8% for the 2007 quarter. This increase was primarily due to an increase in the percentage of ASO, individual, and small group members comprising our Commercial medical membership and administrative costs associated with increased business for our mail order pharmacy. The Commercial segment SG&A expenses increased \$80.0 million, or 8.3%, during the 2007 period compared to the 2006 period. For the



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2007 period, the Commercial segment SG&A expense ratio of 21.4% increased 160 basis points from 19.8% for the 2006 period. This increase primarily resulted from the continued shift in the mix of membership towards ASO, an increase in the percentage of individual and small group members comprising our fully-insured membership, and administrative costs associated with increased business for our mail order pharmacy. For the 2007 period, 46.9% of our Commercial segment average medical membership was related to ASO business compared to 43.8% for the 2006 period. Likewise, 29.8% of our Commercial segment medical membership was related to individual and small group accounts compared to 28.0% at September 30, 2006. Fee based ASO business carries a higher SG&A expense ratio than fully-insured business since there is no medical expense or offsetting premium revenue. Additionally, individual and smaller group accounts carry a higher SG&A expense ratio due to higher distribution costs compared to larger group accounts.

**Depreciation and Amortization**

Depreciation and amortization for the 2007 quarter totaled \$42.3 million compared to \$37.7 million for the 2006 quarter, an increase of \$4.6 million, or 12.2%. This increase primarily resulted from capital expenditures related to the Medicare expansion. Depreciation and amortization for the 2007 period totaled \$136.6 million compared to \$109.2 million for the 2006 period, an increase of \$27.4 million, or 25.1%. The increase primarily resulted from shortening the useful life associated with abandoning equipment and software and from capital expenditures related to the Medicare expansion.

**Interest Expense**

Interest expense was \$15.9 million for the 2007 quarter, compared to \$17.0 million for the 2006 quarter, a decrease of \$1.1 million primarily due to lower interest rates. Interest expense was \$49.9 million for the 2007 period, compared to \$47.3 million for the 2006 period, an increase of \$2.6 million. This increase primarily resulted from higher average outstanding debt partially offset by lower interest rates.

**Income Taxes**

Our effective tax rate of 36.5% during the 2007 period compared to the effective tax rate of 36.2% in the 2006 period.

**Membership**

The following table presents our medical and specialty membership at September 30, 2007, June 30, 2007, March 31, 2007, and at the end of each quarter in 2006:

|                            | Sept. 30         | 2007<br>June 30  | March 31         | Dec. 31          | 2006<br>Sept. 30 | June 30          | March 31         |
|----------------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|
| <b>Medical Membership:</b> |                  |                  |                  |                  |                  |                  |                  |
| Government segment:        |                  |                  |                  |                  |                  |                  |                  |
| Medicare Advantage         | 1,138,000        | 1,133,700        | 1,113,400        | 1,002,600        | 993,000          | 959,800          | 741,200          |
| Medicare stand-alone PDP   | 3,459,700        | 3,440,100        | 3,473,700        | 3,536,600        | 3,521,000        | 3,458,800        | 1,959,000        |
| <b>Total Medicare</b>      | <b>4,597,700</b> | <b>4,573,800</b> | <b>4,587,100</b> | <b>4,539,200</b> | <b>4,514,000</b> | <b>4,418,600</b> | <b>2,700,200</b> |
| TRICARE                    | 1,720,400        | 1,717,600        | 1,712,900        | 1,716,400        | 1,721,300        | 1,732,600        | 1,724,700        |
| TRICARE ASO                | 1,137,000        | 1,150,600        | 1,165,500        | 1,163,600        | 1,141,400        | 1,141,900        | 1,149,300        |
| <b>Total TRICARE</b>       | <b>2,857,400</b> | <b>2,868,200</b> | <b>2,878,400</b> | <b>2,880,000</b> | <b>2,862,700</b> | <b>2,874,500</b> | <b>2,874,000</b> |
| Medicaid                   | 383,800          | 384,900          | 384,000          | 390,700          | 412,600          | 418,500          | 427,000          |
| Medicaid ASO               | 182,800          | 182,700          | 175,400          | 178,400          |                  |                  |                  |
| <b>Total Medicaid</b>      | <b>566,600</b>   | <b>567,600</b>   | <b>559,400</b>   | <b>569,100</b>   | <b>412,600</b>   | <b>418,500</b>   | <b>427,000</b>   |
| <b>Total Government</b>    | <b>8,021,700</b> | <b>8,009,600</b> | <b>8,024,900</b> | <b>7,988,300</b> | <b>7,789,300</b> | <b>7,711,600</b> | <b>6,001,200</b> |

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|                              |            |            |            |            |            |            |           |
|------------------------------|------------|------------|------------|------------|------------|------------|-----------|
| <b>Commercial segment:</b>   |            |            |            |            |            |            |           |
| Fully-insured                | 1,765,200  | 1,746,300  | 1,728,100  | 1,754,200  | 1,779,900  | 1,893,100  | 1,864,200 |
| ASO                          | 1,533,900  | 1,532,400  | 1,529,400  | 1,529,600  | 1,512,000  | 1,420,800  | 1,395,200 |
| Total Commercial             | 3,299,100  | 3,278,700  | 3,257,500  | 3,283,800  | 3,291,900  | 3,313,900  | 3,259,400 |
| Total medical members        | 11,320,800 | 11,288,300 | 11,282,400 | 11,272,100 | 11,081,200 | 11,025,500 | 9,260,600 |
| <b>Specialty Membership:</b> |            |            |            |            |            |            |           |
| Commercial segment           | 1,930,100  | 1,930,000  | 1,935,200  | 1,902,800  | 1,899,700  | 1,894,900  | 1,882,300 |

**Table of Contents****Liquidity**

Our primary sources of cash include receipts of premiums, ASO fees, CMS settlements, investment income, as well as proceeds from the sale or maturity of our investment securities and from borrowings. Our primary uses of cash include disbursements for claims payments, SG&A expenses, CMS settlements, interest expense, taxes, purchases of investment securities, capital expenditures, acquisitions, and payments on borrowings. Because premiums generally are collected in advance of claim payments by a period of up to several months in many instances, our business should normally produce positive cash flows during a period of increasing enrollment. Conversely, cash flows would be negatively impacted during a period of shrinking enrollment. We have recently been experiencing improving operating cash flows associated with growth in Medicare enrollment. The use of operating cash flows may be limited by regulatory requirements which require, among other items, that our regulated subsidiaries maintain minimum levels of capital.

Cash and cash equivalents increased to \$2,585.7 million at September 30, 2007 from \$1,740.3 million at December 31, 2006. The change in cash and cash equivalents for the nine months ended September 30, 2007 and 2006 is summarized as follows:

|   | 2007           | 2006           |
|---|----------------|----------------|
|   | (in thousands) |                |
| Net cash provided by operating activities | \$ 1,414,094   | \$ 1,151,811   |
| Net cash used in investing activities     | (656,079)      | (1,831,046)    |
| Net cash provided by financing activities | 87,351         | 1,128,453      |
| <br>Increase in cash and cash equivalents | <br>\$ 845,366 | <br>\$ 449,218 |

*Cash Flow from Operating Activities*

Operating cash flows improved due to Medicare enrollment growth and improved earnings. Our Medicare Part D results related to both stand-alone PDP and Medicare Advantage offerings reflect provisions for net amounts payable to CMS of \$725.5 million for the 2006 contract year and net amounts receivable from CMS of \$3.7 million for the 2007 contract year under the risk corridor terms of our contracts with CMS. The risk corridor amounts generally are expected to be settled with CMS in the subsequent year during the third or fourth quarter. For example, the \$725.5 million risk corridor payable amount associated with the 2006 contract year is expected to be settled during the fourth quarter of 2007.

Comparisons of our operating cash flows also are impacted by changes in our working capital. The most significant drivers of changes in our working capital are typically the timing of receipts for premiums and administrative services fees and payments of medical expenses. We illustrate these changes with the following summary of receivables and medical and other expenses payable.

The detail of total net receivables was as follows at September 30, 2007 and December 31, 2006:

|                                 | September 30,  | December 31,   |               |
|---------------------------------|----------------|----------------|---------------|
|                                 | 2007           | 2006           | Change        |
|                                 |                | (in thousands) |               |
| <b>TRICARE:</b>                 |                |                |               |
| Base receivable                 | \$ 509,969     | \$ 452,509     | \$ 57,460     |
| Change orders                   | 5,339          | 4,247          | 1,092         |
| <br>TRICARE subtotal            | <br>515,308    | <br>456,756    | <br>58,552    |
| Medicare                        | 111,249        | 143,875        | (32,626)      |
| Commercial and other            | 140,328        | 125,899        | 14,429        |
| Allowance for doubtful accounts | (69,087)       | (45,589)       | (23,498)      |
| <br>Total net receivables       | <br>\$ 697,798 | <br>\$ 680,941 | <br>\$ 16,857 |

TRICARE base receivables consist of estimated amounts owed from the federal government for claims incurred including claims incurred but not reported, or IBNR, and underwriting fees. The claim reimbursement component of TRICARE base receivables is generally collected over a three to four month period. The \$57.5 million increase in base receivables primarily resulted from an increase in the risk share receivable associated with the third option period, a substantial portion of which was collected in October 2007.

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The \$32.6 million decrease in Medicare receivables as of September 30, 2007 as compared to December 31, 2006 primarily resulted from the net collection of receivables associated with CMS's risk adjustment model.

The \$23.5 million increase in the allowance for doubtful accounts resulted from the growth of the Medicare business.

The detail of medical and other expenses payable was as follows at September 30, 2007 and December 31, 2006:

|   | September 30, December 31, |                        | Change            |
|---|----------------------------|------------------------|-------------------|
|   | 2007                       | 2006<br>(in thousands) |                   |
| IBNR (1)  | \$ 1,907,964               | \$ 1,678,052           | \$ 229,912        |
| TRICARE claims payable (2)                      | 413,114                    | 430,674                | (17,560)          |
| Reported claims in process (3)                  | 108,593                    | 98,033                 | 10,560            |
| Other medical expenses payable (4)              | 451,658                    | 281,502                | 170,156           |
| <b>Total medical and other expenses payable</b> | <b>\$ 2,881,329</b>        | <b>\$ 2,488,261</b>    | <b>\$ 393,068</b> |

- (1) IBNR represents an estimate of medical expenses payable for claims incurred but not reported (IBNR) at the balance sheet date. The level of IBNR is primarily impacted by membership levels, medical claim trends and the receipt cycle time, which represents the length of time between when a claim is initially incurred and when the claim form is received (i.e. a shorter time span results in a lower IBNR).
- (2) TRICARE claims payable includes all claim activity associated with TRICARE, including IBNR and payables for sharing risk with the federal government for cost overruns.
- (3) Reported claims in process represents the estimated valuation of processed claims that are in the post claim adjudication process, which consists of administrative functions such as audit and check batching and handling.
- (4) Other medical expenses payable includes capitation and pharmacy payables. The balance due to our pharmacy benefit administrator fluctuates due to bi-weekly payments and the month-end cutoff.

Medical and other expenses payable increased during 2007 primarily due to growth in Medicare membership, an increase in capitation payable, the timing of pharmacy payables, and to a lesser extent medical claims inflation.

*Cash Flow from Investing Activities*

We reinvested a portion of our operating cash flows in investment securities, primarily short-duration fixed income securities, totaling \$285.9 million in the 2007 period. Our ongoing capital expenditures primarily relate to our information technology initiatives and administrative facilities necessary for activities such as claims processing, billing and collections, medical utilization review, and customer service. Total capital expenditures, excluding acquisitions, were \$156.1 million in the 2007 period compared to \$136.6 million in the 2006 period. The increased spending in the 2007 period primarily resulted from the purchase of three medical centers in South Florida in the first quarter of 2007 for approximately \$20.4 million that were previously leased. During the 2007 period, we paid \$25.3 million to acquire DefenseWeb, net of \$1.6 million of cash acquired, \$0.5 million for transaction costs associated with the CompBenefits acquisition, and \$1.7 million to settle the purchase price contingencies associated with prior year acquisitions. During the 2006 period, we paid \$26.4 million, net of \$43.6 million of cash acquired, related to acquisitions, primarily the May 1, 2006 acquisition of CHA Health. Excluding acquisitions, we expect our total capital expenditures in 2007 to approximate \$220 million.

*Cash Flow from Financing Activities*

Net borrowings under our credit agreement increased \$25.0 million in the 2007 period and decreased \$50.0 million in the 2006 period. During the 2006 period, we issued \$500 million of 6.45% senior notes due June 1, 2016. Our net proceeds, reduced for the cost of the offering were \$494.4 million. We used a portion of these net proceeds from the offering for the repayment of the outstanding balance under our credit agreement and the repayment of our \$300 million of 7.25% senior notes which matured on August 1, 2006.

Receipts from CMS associated with Medicare Part D subsidized claims for which we do not assume risk were \$161.5 million less than claim payments during the 2007 period and \$57.0 million more than claims paid during the 2006 period.

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The remainder of the cash provided by financing activities in the 2007 and 2006 periods primarily resulted from the change in the securities lending payable, proceeds from stock option exercises, the tax benefit from stock compensation, and the change in book overdraft.



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### *Senior Notes*

We previously issued in the public debt capital markets, \$300 million aggregate principal amount of 6.30% senior unsecured notes that mature on August 1, 2018 and \$500 million aggregate principal amount of 6.45% senior unsecured notes that mature on June 1, 2016. We have entered into interest rate swap agreements to exchange the fixed interest rate under these senior notes for a variable interest rate based on LIBOR.

### *Credit Agreement*

Our 5-year \$1.0 billion unsecured revolving credit agreement expires in July 2011. Under the credit agreement, at our option, we can borrow on either a competitive advance basis or a revolving credit basis. The revolving credit portion bears interest at either a fixed rate or floating rate based on LIBOR plus a spread. The spread, which varies depending on our credit ratings, ranges from 27 to 80 basis points. We also pay an annual facility fee regardless of utilization. This facility fee, currently 10 basis points, may fluctuate between 8 and 20 basis points, depending upon our credit ratings. In addition, a utilization fee of 10 basis points is payable for any day in which borrowings under the facility exceed 50% of the total \$1 billion commitment. The competitive advance portion of any borrowings will bear interest at market rates prevailing at the time of borrowing on either a fixed rate or a floating rate basis, at our option.

The credit agreement contains customary restrictive and financial covenants as well as customary events of default, including financial covenants regarding the maintenance of a minimum level of net worth and a maximum leverage ratio. The terms of the credit agreement also include standard provisions related to conditions of borrowing, including a customary material adverse effect clause which could limit our ability to borrow additional funds. We have not experienced a material adverse effect and we know of no circumstances or events which would be reasonably likely to result in a material adverse effect. At this time, we do not believe the material adverse effect clause poses a material funding risk to us.

At September 30, 2007, we had \$475 million of borrowings under the credit agreement outstanding at an interest rate of 5.6%. In addition, we have outstanding letters of credit of \$1.8 million secured under the credit agreement. No amounts have ever been drawn on these letters of credit. As of September 30, 2007, we had \$523.2 million of remaining borrowing capacity under the credit agreement. We have other customary, arm's-length relationships, including financial advisory and banking, with some parties to the credit agreement.

### *Other Long-Term Borrowings*

Other long-term borrowings of \$2.7 million at September 30, 2007 represent financing for the renovation of a building, bear interest at 2% per annum, are collateralized by the building, and are payable in various installments through 2014.

### *Shelf Registration*

We have a universal shelf registration statement filed with the SEC which allows us to sell our debt or equity securities, from time to time, with the amount, price and terms to be determined at the time of the sale. The net proceeds from any future sales of our securities under the universal shelf registration may be used for our operations and for other general corporate purposes, including repayment or refinancing of borrowings, working capital, capital expenditures, investments, acquisitions, or the repurchase of our outstanding securities.

### *Liquidity Requirements*

We believe our cash balances, investment securities, operating cash flows, access to debt and equity markets and borrowing capacity, taken together, provide adequate resources to fund ongoing operating and regulatory requirements, to fund future expansion opportunities and capital expenditures in the foreseeable future, and to refinance debt as it matures.

### *Regulatory Requirements*

Certain of our subsidiaries operate in states that regulate the payment of dividends, loans, or other cash transfers to Humana Inc., our parent company, and require minimum levels of equity as well as limit investments to approved securities. The amount of dividends that may be paid to Humana Inc. by these subsidiaries, without prior approval by state regulatory authorities, is limited based on the entity's level of statutory income and statutory capital and surplus. In most states, prior notification is provided before paying a dividend even if approval is not required.

Based on the most recently filed statutory financial statements as of June 30, 2007, we maintained aggregate statutory capital and surplus of \$2,400.3 million in our state regulated subsidiaries. Each of these subsidiaries was in



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compliance with applicable statutory requirements which aggregated to \$1,736.1 million. Although the minimum required levels of equity are largely based on premium volume, product mix, and the quality of assets held, minimum requirements can vary significantly at the state level. Given our anticipated continued premium growth in 2007, capital requirements will increase. We expect to fund these increased requirements with capital contributions from Humana Inc., our parent company, in the range of \$275 million to \$300 million for the full year 2007.

Most states rely on risk-based capital requirements, or RBC, to define their required levels of equity discussed above. RBC is a model developed by the National Association of Insurance Commissioners to monitor an entity's solvency. This calculation indicates recommended minimum levels of required capital and surplus and signals regulatory measures should actual surplus fall below these recommended levels. If RBC were adopted by the remaining states and Puerto Rico, each of our subsidiaries would be in substantial compliance and we would have \$583.4 million of aggregate capital and surplus above any of the levels that require corrective action under RBC, or individual state requirements based on the most recently filed statutory financial statements as of June 30, 2007.

**Item 3. Quantitative and Qualitative Disclosure about Market Risk**

No material changes have occurred in our exposures to market risk since the date of our Annual Report on Form 10-K for the fiscal year ended December 31, 2006.

**Item 4. Controls and Procedures**

Under the supervision and with the participation of our Chief Executive Officer, or CEO, our Chief Financial Officer, or CFO, and our principal accounting officer, we carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures for the quarter ended September 30, 2007.

Based on our evaluation, our CEO, CFO and principal accounting officer concluded that our disclosure controls and procedures are effective, at a reasonable assurance level, in timely alerting them to material information required to be included in our periodic SEC reports.

There have been no significant changes in the Company's internal control over financial reporting that occurred during the Company's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

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**Part II. Other Information**

Item 1: Legal Proceedings

For a description of the litigation and legal proceedings pending against us, see Legal Proceedings in Note 9 to the condensed consolidated financial statements beginning on page 10 of this Form 10-Q.

Item 1A. Risk Factors

The Risk Factors included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006 as filed with the SEC on February 23, 2007 have not materially changed. Some of the risks which may be relevant to us could include:

if the premiums we charge are insufficient to cover the cost of health care services delivered to our members, or if our medical expense trends are higher than the level contemplated in our premiums, our profitability could decline;

if we do not design and price our products properly and competitively, our membership and profitability could decline;

if we fail to effectively implement our operational and strategic initiatives, including our Medicare initiatives, our business could be materially adversely affected;

if we fail to properly maintain the integrity of our data, to strategically implement new information systems, or to protect our proprietary rights to our systems, our business could be materially adversely affected;

we are involved in various legal actions, which, if resolved unfavorably to us, could result in substantial monetary damages;

as a government contractor, we are exposed to additional risks that could adversely affect our business or our willingness to participate in government health care programs;

our industry is currently subject to substantial government regulation, which, along with possible increased governmental regulation or legislative reform, increases our costs of doing business and could adversely affect our profitability;

future changes by Congress to government programs, particularly Medicare, which may affect our ability or willingness to participate in these programs;

any failure to manage administrative costs could hamper profitability;

any failure by us to manage acquisitions, and other significant transactions successfully could harm our financial results, business and prospects;

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if we fail to develop and maintain satisfactory relationships with the providers of care to our members, our business could be adversely affected;

our recently implemented mail order pharmacy business subjects us to additional regulations in addition to those we face with our core health benefits businesses;

our ability to obtain funds from our subsidiaries is restricted;

downgrades in our debt ratings, should they occur, may adversely affect our business, financial condition and results of operations; and

increased litigation and negative publicity could increase our cost of doing business.

This list of important factors is not intended to be exhaustive. A further list and description of some of these risks and uncertainties can be found in our reports filed with the SEC from time to time, including our annual reports on Form 10-K and quarterly reports on Form 10-Q. Any or all forward-looking statements we make may turn out to be wrong. You should not place undue reliance on forward-looking statements, which speak only as of the date they are made. Except to the extent otherwise required by federal securities laws, we do not undertake to publicly update or revise any forward-looking statements.

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Item 2: Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3: Defaults Upon Senior Securities

None.

Item 4: Submission of Matters to a Vote of Security Holders

None.

Item 5: Other Information

None.

Item 6: Exhibits

- 10 The Humana Inc. Deferred Compensation Plan for Non-Employee Directors (As amended through August 23, 2007).
- 12 Computation of ratio of earnings to fixed charges.
- 31.1 CEO certification pursuant to Section 302 of Sarbanes Oxley Act of 2002.
- 31.2 CFO certification pursuant to Section 302 of Sarbanes Oxley Act of 2002.
- 32 CEO and CFO certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HUMANA INC.  
(Registrant)

Date: October 29, 2007

By:

/s/ STEVEN E. McCULLEY  
Steven E. McCulley  
Vice President and Controller  
(Principal Accounting Officer)

Date: October 29, 2007

By:

/s/ KATHLEEN PELLEGRINO  
Kathleen Pellegrino  
Acting General Counsel