



Humana Completes Acquisition of Cariten Healthcare

October 31, 2008

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- Humana's commercial and Medicare Advantage medical membership increased by approximately 120,000, Tennessee membership now approximates 338,000
- Humana's East Tennessee provider network expanded for commercial and Medicare membership

LOUISVILLE, Ky.--(BUSINESS WIRE)--Oct. 31, 2008--Humana Inc. (NYSE: HUM) today announced it has completed the purchase of PHP Companies, Inc. (d/b/a Cariten Healthcare) ("Cariten"), from Knoxville, Tenn.-based Covenant Health. The transaction has received regulatory approvals from the Tennessee Department of Commerce and Insurance, the Centers for Medicare and Medicaid, the United States Department of Justice and Federal Trade Commission.

The acquisition is not expected to materially affect Humana's diluted earnings per common share (EPS) for the year ending December 31, 2008 and is included in the company's estimate of EPS estimate for the year ending December 31, 2009 of \$5.90 to \$6.10.

Cariten is a health-benefits company serving commercial, Medicare and Medicaid members in multiple counties throughout the East Tennessee region. As of September 30, 2008, Cariten's medical membership included:

- 46,900 Medicare Advantage members
- 51,400 commercial fully insured members
- 22,100 commercial administrative-services-only (ASO) members
- 93,300 Medicaid ASO members.

The Medicaid business relates to a TennCare program contract which expires on December 31, 2008 and will not be renewed.

Banc of America Securities LLC acted as exclusive financial advisor to Humana in its acquisition of Cariten from Covenant Health. Citigroup Global Markets Inc. acted as exclusive advisor to Covenant Health in the sale of Cariten to Humana.

Cautionary Statement

This news release contains statements that are forward-looking. The forward-looking items herein are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking items may be significantly impacted by certain risks and uncertainties described in the company's Form 10-K for the year ended December 31, 2007, its Form 10-Qs for the periods ended March 31, 2008 and June 30, 2008 and Form 8-Ks filed during 2008, as filed with the Securities and Exchange Commission.

About Humana

Humana Inc., headquartered in Louisville, Kentucky, is one of the nation's largest publicly traded health and supplemental benefits companies, with approximately 11.5 million medical members. Humana is a full-service benefits solutions company, offering a wide array of health and supplemental benefit plans for employer groups, government programs and individuals.

Over its 47-year history, Humana has consistently seized opportunities to meet changing customer needs. Today, the company is a leader in consumer engagement, providing guidance that leads to lower costs and a better health plan experience throughout its diversified customer portfolio.

More information regarding Humana is available to investors via the Investor Relations page of the company's web site at www.humana.com, including copies of:

- Annual reports to stockholders;
- Securities and Exchange Commission filings;
- Most recent investor conference presentations;
- Quarterly earnings news releases;
- Replays of most recent earnings release conference calls;
- Calendar of events (including upcoming earnings conference call dates and times, as well as planned interaction with research analysts and institutional investors);
- Corporate Governance information.

About Covenant Health

Covenant Health is the largest and most comprehensive health system in East Tennessee. With \$1.6 billion in assets, it is a community-owned organization committed to improving the health of the people it serves. The health system has received national recognition and multiple awards for outstanding quality and patient satisfaction, and innovative technology. Covenant Health is governed by a voluntary board of directors composed of community leaders and medical professionals.

About Cariten Healthcare

Cariten was created in 1985 and today offers area employers a choice of plans and services. These include PPO, HMO-POS, HMO and third party administration services, as well as Cariten Senior Health HMO and PPO Medicare Advantage plans. The company also offers Business Health Solutions, a comprehensive approach to business behavioral and workplace services. Supporting Cariten's members is a provider network of more than 6,000 primary care and specialty physicians and 67 hospitals.

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