

**QUARTERLY STATEMENT  
OF THE  
AMERIGROUP Tennessee, Inc.**

**of  
Nashville  
in the state of  
Tennessee**

**TO THE  
Insurance Department  
OF THE STATE OF  
Tennessee**

**FOR THE QUARTER ENDED  
March 31, 2009**

**2009**



**QUARTERLY STATEMENT**  
**AS OF March 31, 2009**  
**OF THE CONDITION AND AFFAIRS OF THE**  
**AMERIGROUP Tennessee, Inc.**

NAIC Group Code 1156 , 1156 NAIC Company Code 12941 Employer's ID Number 20-4776597  
(Current Period) (Prior Period)

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

Country of Domicile United States of America

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

Incorporated/Organized 04/26/2006 Commenced Business 04/01/2007

Statutory Home Office 22 Century Boulevard, Ste 310 , Nashville, TN 37214  
(Street and Number) (City, or Town, State and Zip Code)

Main Administrative Office 4425 Corporation Lane  
(Street and Number)

Virginia Beach, VA (757)473-2721  
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 4425 Corporation Lane , Virginia Beach, VA 23462  
(Street and Number or P.O. Box) (City, or Town, State and Zip Code)

Primary Location of Books and Records 4425 Corporation Lane  
(Street and Number)

Virginia Beach, VA 23462 (757)473-2721  
(City, or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.amerigroupcorp.com

Statutory Statement Contact Margaret Mary Roomsburg (757)473-2721  
(Name) (Area Code)(Telephone Number)(Extension)  
mroomsb@amerigroupcorp.com (757)557-6742  
(E-Mail Address) (Fax Number)

**OFFICERS**

Name	Title
Alvin Brock King	President/CEO
William George Runyon	Vice President/CMO
Michael Anthony Scarbrough	Vice President/COO
Stanley Forrest Baldwin	Vice President/Secretary
Nicholas Joseph Pace, II	Vice President/Asst Secretary
Richard Charles Zoretic	Vice President/Asst Secretary
Scott Wayne Anglin	Vice President/Treasurer
James Ward Truess	Vice President/Asst Treasurer
Karen Lint Shields	Vice President/Asst Treasurer

**OTHERS**

William Gardner Wood, M.D., Vice President  
 Linda Kaye Whitley-Taylor, Vice President

Margaret Mary Roomsburg, Vice President

**DIRECTORS OR TRUSTEES**

Charles Brian Shipp  
 Nicholas Joseph Pace, II

Alvin Brock King

State of Virginia  
 County of Virginia Beach ss

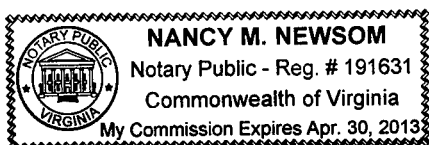
The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from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

<small>(Signature)</small>	<small>(Signature)</small>	<small>(Signature)</small>
Alvin Brock King	Stanley Forrest Baldwin	Margaret Mary Roomsburg
<small>(Printed Name)</small>	<small>(Printed Name)</small>	<small>(Printed Name)</small>
1.	2.	3.
President/CEO	Vice President/Secretary	Vice President
<small>(Title)</small>	<small>(Title)</small>	<small>(Title)</small>

Subscribed and sworn to before me this 13<sup>th</sup> day of May, 2009

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

(Notary Public Signature)



**ASSETS**

	Current Statement Date			4 December 31, Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds .....	58,799,873		58,799,873	46,213,753
2. Stocks:				
2.1 Preferred stocks .....				
2.2 Common stocks .....				
3. Mortgage loans on real estate:				
3.1 First liens .....				
3.2 Other than first liens .....				
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances) .....				
4.2 Properties held for the production of income (less \$.....0 encumbrances) .....				
4.3 Properties held for sale (less \$.....0 encumbrances) .....				
5. Cash (\$.....21,911,931), cash equivalents (\$.....0) and short-term investments (\$.....44,451,186) .....	66,363,117		66,363,117	75,349,688
6. Contract loans (including \$.....0 premium notes) .....				
7. Other invested assets .....				
8. Receivables for securities .....				
9. Aggregate write-ins for invested assets .....				
10. Subtotals, cash and invested assets (Lines 1 to 9) .....	125,162,990		125,162,990	121,563,441
11. Title plants less \$.....0 charged off (for Title insurers only) .....				
12. Investment income due and accrued .....	416,987		416,987	362,026
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection .....	24,116,137		24,116,137	9,816,800
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums) .....				
13.3 Accrued retrospective premiums .....				
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers .....	960		960	254
14.2 Funds held by or deposited with reinsured companies .....				
14.3 Other amounts receivable under reinsurance contracts .....				
15. Amounts receivable relating to uninsured plans .....	1,433,517		1,433,517	1,151,466
16.1 Current federal and foreign income tax recoverable and interest thereon ..				
16.2 Net deferred tax asset .....				
17. Guaranty funds receivable or on deposit .....				
18. Electronic data processing equipment and software .....	1,238,136	750,990	487,146	638,618
19. Furniture and equipment, including health care delivery assets (\$.....0) .....	1,753,119	1,753,119		
20. Net adjustments in assets and liabilities due to foreign exchange rates ..				
21. Receivables from parent, subsidiaries and affiliates .....				
22. Health care (\$.....0) and other amounts receivable .....	1,969,072	1,969,072		
23. Aggregate write-ins for other than invested assets .....	12,235	12,235		
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23) .....	156,103,153	4,485,416	151,617,737	133,532,605
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....				
26. Total (Lines 24 and 25) .....	156,103,153	4,485,416	151,617,737	133,532,605
<b>DETAILS OF WRITE-INS</b>				
0901. ....				
0902. ....				
0903. ....				
0998. Summary of remaining write-ins for Line 9 from overflow page .....				
0999. TOTALS (Lines 0901 through 0903 plus 0998) (Line 9 above) .....				
2301. Prepaid Expenses - Short-term .....	12,235	12,235		
2302. ....				
2303. ....				
2398. Summary of remaining write-ins for Line 23 from overflow page .....				
2399. TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above) .....	12,235	12,235		

**LIABILITIES, CAPITAL AND SURPLUS**

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded) .....	80,221,343		80,221,343	75,084,654
2. Accrued medical incentive pool and bonus amounts .....				
3. Unpaid claims adjustment expenses .....	2,135,633		2,135,633	1,899,953
4. Aggregate health policy reserves .....				
5. Aggregate life policy reserves .....				
6. Property/casualty unearned premium reserve .....				
7. Aggregate health claim reserves .....				
8. Premiums received in advance .....				
9. General expenses due or accrued .....	570,491		570,491	645,090
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)) .....				
10.2 Net deferred tax liability .....				
11. Ceded reinsurance premiums payable .....				
12. Amounts withheld or retained for the account of others .....				
13. Remittances and items not allocated .....				
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current) .....				
15. Amounts due to parent, subsidiaries and affiliates .....	3,091,182		3,091,182	
16. Payable for securities .....				
17. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers and \$.....0 unauthorized reinsurers) .....				
18. Reinsurance in unauthorized companies .....				
19. Net adjustments in assets and liabilities due to foreign exchange rates .....				
20. Liability for amounts held under uninsured plans .....				
21. Aggregate write-ins for other liabilities (including \$.....0 current) .....	1,998,042		1,998,042	1,314,610
22. Total liabilities (Lines 1 to 21) .....	88,016,691		88,016,691	78,944,307
23. Aggregate write-ins for special surplus funds .....	X X X	X X X		
24. Common capital stock .....	X X X	X X X	1,000	1,000
25. Preferred capital stock .....	X X X	X X X		
26. Gross paid in and contributed surplus .....	X X X	X X X	94,011,619	93,939,311
27. Surplus notes .....	X X X	X X X		
28. Aggregate write-ins for other than special surplus funds .....	X X X	X X X		
29. Unassigned funds (surplus) .....	X X X	X X X	(30,411,573)	(39,352,013)
30. Less treasury stock, at cost:				
30.1 .. 0 shares common (value included in Line 24 \$.....0) .....	X X X	X X X		
30.2 .. 0 shares preferred (value included in Line 25 \$.....0) .....	X X X	X X X		
31. Total capital and surplus (Lines 23 to 29 minus Line 30) .....	X X X	X X X	63,601,046	54,588,298
32. Total Liabilities, capital and surplus (Lines 22 and 31) .....	X X X	X X X	151,617,737	133,532,605
<b>DETAILS OF WRITE-INS</b>				
2101. Due to MMCC .....	153,532		153,532	153,532
2102. Accrued Premium Tax .....	1,844,510		1,844,510	1,161,078
2103. ....				
2198. Summary of remaining write-ins for Line 21 from overflow page .....				
2199. TOTALS (Lines 2101 through 2103 plus 2198) (Line 21 above) .....	1,998,042		1,998,042	1,314,610
2301. ....	X X X	X X X		
2302. ....	X X X	X X X		
2303. ....	X X X	X X X		
2398. Summary of remaining write-ins for Line 23 from overflow page .....	X X X	X X X		
2399. TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above) .....	X X X	X X X		
2801. ....	X X X	X X X		
2802. ....	X X X	X X X		
2803. ....	X X X	X X X		
2898. Summary of remaining write-ins for Line 28 from overflow page .....	X X X	X X X		
2899. TOTALS (Lines 2801 through 2803 plus 2898) (Line 28 above) .....	X X X	X X X		

## STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months .....	XXX	561,131	554,298	2,224,177
2. Net premium income (including \$.....0 non-health premium income) .....	XXX	145,772,937	127,616,939	607,095,174
3. Change in unearned premium reserves and reserves for rate credits .....	XXX			
4. Fee-for-service (net of \$.....0 medical expenses) .....	XXX			
5. Risk revenue .....	XXX			
6. Aggregate write-ins for other health care related revenues .....	XXX			
7. Aggregate write-ins for other non-health revenues .....	XXX			
8. Total revenues (Lines 2 to 7) .....	XXX	145,772,937	127,616,939	607,095,174
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits .....		83,312,701	95,534,582	344,344,799
10. Other professional services .....		4,295,522	2,891,561	28,092,729
11. Outside referrals .....				
12. Emergency room and out-of-area .....		12,299,131	13,158,536	50,030,095
13. Prescription drugs .....		364,891	124,501	903,872
14. Aggregate write-ins for other hospital and medical .....		20,480,660	26,483,824	111,891,744
15. Incentive pool, withhold adjustments and bonus amounts .....				
16. Subtotal (Lines 9 to 15) .....		120,752,905	138,193,004	535,263,239
<b>Less:</b>				
17. Net reinsurance recoveries .....		(153,063)	(120,767)	(588,473)
18. Total hospital and medical (Lines 16 minus 17) .....		120,905,968	138,313,771	535,851,712
19. Non-health claims (net) .....				
20. Claims adjustment expenses, including \$.....2,217,492 cost containment expenses .....		2,985,984	4,607,667	15,665,584
21. General administrative expenses .....		15,785,755	12,260,169	56,115,828
22. Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only) .....				
23. Total underwriting deductions (Lines 18 through 22) .....		139,677,707	155,181,607	607,633,124
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	6,095,230	(27,564,668)	(537,950)
25. Net investment income earned .....		492,335	1,036,334	3,355,672
26. Net realized capital gains (losses) less capital gains tax of \$.....0 .....		31,656		7,278
27. Net investment gains or (losses) (Lines 25 plus 26) .....		523,991	1,036,334	3,362,950
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)] .....				
29. Aggregate write-ins for other income or expenses .....				
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29) .....	XXX	6,619,221	(26,528,334)	2,825,000
31. Federal and foreign income taxes incurred .....	XXX			
32. Net income (loss) (Lines 30 minus 31) .....	XXX	6,619,221	(26,528,334)	2,825,000
<b>DETAILS OF WRITE-INS</b>				
0601. ....	XXX			
0602. ....	XXX			
0603. ....	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page .....	XXX			
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	XXX			
0701. ....	XXX			
0702. ....	XXX			
0703. ....	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page .....	XXX			
0799. TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above) .....	XXX			
1401. Home Health Care, DME, Transportation, Etc. ....		20,480,660	26,483,824	111,891,744
1402. ....				
1403. ....				
1498. Summary of remaining write-ins for Line 14 from overflow page .....				
1499. TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above) .....		20,480,660	26,483,824	111,891,744
2901. ....				
2902. ....				
2903. ....				
2998. Summary of remaining write-ins for Line 29 from overflow page .....				
2999. TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above) .....				

## STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
<b>CAPITAL &amp; SURPLUS ACCOUNT</b>			
33. Capital and surplus prior reporting year .....	54,588,298	24,061,114	24,061,114
34. Net income or (loss) from Line 32 .....	6,619,221	(26,528,334)	2,825,000
35. Change in valuation basis of aggregate policy and claim reserves .....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....0 .....			
37. Change in net unrealized foreign exchange capital gain or (loss) .....			
38. Change in net deferred income tax .....			
39. Change in nonadmitted assets .....	2,321,219	111,831	8,843,644
40. Change in unauthorized reinsurance .....			
41. Change in treasury stock .....			
42. Change in surplus notes .....			
43. Cumulative effect of changes in accounting principles .....			
44. Capital Changes:			
44.1 Paid in .....			
44.2 Transferred from surplus (Stock Dividend) .....			
44.3 Transferred to surplus .....			
45. Surplus adjustments:			
45.1 Paid in .....	72,308	22,269,321	27,325,953
45.2 Transferred to capital (Stock Dividend) .....			
45.3 Transferred from capital .....			
46. Dividends to stockholders .....			
47. Aggregate write-ins for gains or (losses) in surplus .....			(8,467,413)
48. Net change in capital and surplus (Lines 34 to 47) .....	9,012,748	(4,147,182)	30,527,184
49. Capital and surplus end of reporting period (Line 33 plus 48) .....	63,601,046	19,913,932	54,588,298
<b>DETAILS OF WRITE-INS</b>			
4701. Goodwill .....			(6,544,413)
4702. Intangible Asset .....			(1,923,000)
4703. ....			
4798. Summary of remaining write-ins for Line 47 from overflow page .....			
4799. TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above) .....			(8,467,413)

**CASH FLOW**

		1 Current Year To Date	2 Prior Year Ended December 31
<b>Cash from Operations</b>			
1.	Premiums collected net of reinsurance .....	131,473,600	605,857,140
2.	Net investment income .....	469,030	3,648,857
3.	Miscellaneous income .....		
4.	Total (Lines 1 to 3) .....	131,942,630	609,505,997
5.	Benefit and loss related payments .....	115,877,390	532,793,915
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....		
7.	Commissions, expenses paid and aggregate write-ins for deductions .....	18,421,182	70,390,129
8.	Dividends paid to policyholders .....		
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses) .....		
10.	Total (Lines 5 through 9) .....	134,298,572	603,184,044
11.	Net cash from operations (Line 4 minus Line 10) .....	(2,355,942)	6,321,953
<b>Cash from Investments</b>			
12.	Proceeds from investments sold, matured or repaid:		
12.1	Bonds .....	14,125,000	30,975,000
12.2	Stocks .....		
12.3	Mortgage loans .....		
12.4	Real estate .....		
12.5	Other invested assets .....		
12.6	Net gains or (losses) on cash, cash equivalents and short-term investments .....		
12.7	Miscellaneous proceeds .....		
12.8	Total investment proceeds (Lines 12.1 to 12.7) .....	14,125,000	30,975,000
13.	Cost of investments acquired (long-term only):		
13.1	Bonds .....	26,679,464	53,086,351
13.2	Stocks .....		
13.3	Mortgage loans .....		
13.4	Real estate .....		
13.5	Other invested assets .....		
13.6	Miscellaneous applications .....	31,656	7,278
13.7	Total investments acquired (Lines 13.1 to 13.6) .....	26,711,120	53,093,629
14.	Net increase (or decrease) in contract loans and premium notes .....		
15.	Net cash from investments (Line 12.8 minus Lines 13.7 and 14) .....	(12,586,120)	(22,118,629)
<b>Cash from Financing and Miscellaneous Sources</b>			
16.	Cash provided (applied):		
16.1	Surplus notes, capital notes .....		
16.2	Capital and paid in surplus, less treasury stock .....		26,933,701
16.3	Borrowed funds .....		
16.4	Net deposits on deposit-type contracts and other insurance liabilities .....		
16.5	Dividends to stockholders .....		
16.6	Other cash provided (applied) .....	5,955,491	(6,601,263)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6) .....	5,955,491	20,332,438
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	(8,986,571)	4,535,762
19.	Cash, cash equivalents and short-term investments:		
19.1	Beginning of year .....	75,349,688	70,813,926
19.2	End of period (Line 18 plus Line 19.1) .....	66,363,117	75,349,688

**Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:**

Description		Amount 1	Amount 2
20.0001	Depreciation .....	399,219	1,688,220
20.0002	Non-cash Capital Contributions .....	72,308	392,252

## EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year .....	186,887							694	186,193	
2. First Quarter .....	188,802							788	188,014	
3. Second Quarter .....										
4. Third Quarter .....										
5. Current Year .....										
6. Current Year Member Months .....	561,131							2,260	558,871	
Total Member Ambulatory Encounters for Period:										
7. Physician .....	239,694							1,679	238,015	
8. Non-Physician .....	122,014							1,087	120,927	
9. Total .....	361,708							2,766	358,942	
10. Hospital Patient Days Incurred .....	29,892							602	29,290	
11. Number of Inpatient Admissions .....	5,168							62	5,106	
12. Health Premiums Written (a) .....	145,772,937							2,779,569	142,993,368	
13. Life Premiums Direct .....										
14. Property/Casualty Premiums Written .....										
15. Health Premiums Earned .....	145,772,937							2,779,569	142,993,368	
16. Property/Casualty Premiums Earned .....										
17. Amount Paid for Provision of Health Care Services ...	115,152,924							1,993,916	113,159,008	
18. Amount Incurred for Provision of Health Care Services .....	120,752,905							2,244,372	118,508,533	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....2,779,569.



**CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)**

**Aging Analysis of Unpaid Claims**

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 days	6 Over 120 Days	7 Total
0199999 Individually Listed Claims Unpaid .....						
0299999 Aggregate Accounts Not Individually Listed - Uncovered ....						
0399999 Aggregate Accounts Not Individually Listed - Covered .....	10,202,617	6,905,712	639,909	137,045	(480,552)	17,404,731
0499999 Subtotals .....	10,202,617	6,905,712	639,909	137,045	(480,552)	17,404,731
0599999 Unreported claims and other claim reserves .....						62,816,612
0699999 Total Amounts Withheld .....						
0799999 Total Claims Unpaid .....						80,221,343
0899999 Accrued Medical Incentive Pool And Bonus Amounts .....						

**UNDERWRITING AND INVESTMENT EXHIBIT****ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE**

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1	2	3	4	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec.31 of Prior Year
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec.31 of Prior Year	On Claims Incurred During the Year		
1. Comprehensive (hospital & medical) .....						
2. Medicare Supplement .....						
3. Dental only .....						
4. Vision only .....						
5. Federal Employees Health Benefits Plan .....						
6. Title XVIII - Medicare .....	1,076,304	917,926	599,724	1,677,816	1,676,028	2,027,057
7. Title XIX - Medicaid .....	42,743,730	70,568,027	23,393,889	54,549,914	66,137,619	73,057,597
8. Other health .....						
9. Health subtotal (Lines 1 to 8) .....	43,820,034	71,485,953	23,993,613	56,227,730	67,813,647	75,084,654
10. Healthcare receivables (a) .....		170,072				633,364
11. Other non-health .....						
12. Medical incentive pools and bonus amounts .....						
13. Totals .....	43,820,034	71,315,881	23,993,613	56,227,730	67,813,647	74,451,290

(a) Excludes \$.....1,799,000 loans or advances to providers not yet expensed.

## Notes to Financial Statement

### 1. Summary of Significant Accounting Policies

#### A. Accounting Practices

The Financial Statements of AMERIGROUP Tennessee, Inc. (the Company) is presented on the basis of accounting practices prescribed or permitted by the Tennessee Department of Commerce and Insurance.

The Tennessee Department of Commerce and Insurance recognizes only statutory accounting practices prescribed or permitted by the state of Tennessee for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Tennessee Insurance Law. The National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures manual, version effective March 1, 2009 (NAIC SSAP) has been adopted as a component of prescribed or permitted practices by the state of Tennessee. There are no state permitted practices that differ from the NAIC Accounting Practices and Procedures Manual that impact the financial statements or statutory new worth for AMERIGROUP Tennessee, Inc.

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

No Change

#### C. Accounting Policy

No Change

### 2. Accounting Changes and Corrections of Errors

#### A. Disclosure for Insurers Upon Initial Implementation of Codification:

None

### 3. Business Combinations and Goodwill

None

### 4. Discontinued Operations

None

### 5. Investments

No Change

### 6. Joint Ventures, Partnerships and Limited Liability Companies

No Change

### 7. Investment Income

No Change

### 8. Derivative Instruments

No Change

### 9. Income Taxes

No Change

### 10. Information Concerning Parent, Subsidiaries and Affiliates

AMERIGROUP Corporation owns 100% of the outstanding shares of the Company and provides administrative and financial support services to the Company. Inter-company management fees are charged to the Company during 2009 and 2008 for these services were \$8,552,490 and \$33,795,917, respectively, and in accordance with a Management Services Agreement based on generally accepted accounting principles. As of March 31, 2009 the company owed \$3,091,182 to AMERIGROUP Corporation.

### 11. Debt

No Change

**Notes to Financial Statement****12. Retirement Plans, Deferred Compensation, Post-employment Benefits and Compensated Absences and Other Postretirement Benefits Plans**

No Change

**13. Capital and Surplus, Shareholder's Dividend Restrictions and Quasi-Reorganizations.**

No Change

**14. Contingencies**

None

**15. Leases**

No Change

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

None

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

None

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

A. The Company has Administrative Services Only (ASO) operations in the West Tennessee Grand Region and in the Middle Tennessee Grand Region. In 2009, the ASOs operations were as followed:

	ASO Uninsured Plan	Uninsured Portion of Partially Insured Plan	Total ASO
a. Net reimbursement for Administrative Expenses (including Administrative Fees) in excess of Actual Expenses	(\$1,477,166)	\$ 0	(\$1,477,166)
b. Total Net Other Income or Expenses (Including Interest paid or received from plan	\$	\$ 0	\$
c. Net Gain or Loss from Operations	(\$1,477,166)	\$ 0	(\$1,477,166)
d. Total Claim Payment Volume	\$ 13,840,168	\$ 0	\$ 13,840,168

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

None

**20. Other Items**

None

**21. Events Subsequent**

None

**22. Reinsurance**

No Change

**23. Retrospectively Rated Contracts and Contracts Subject to Redetermination**

None

**24. Change in Incurred Claims and Claim Adjustment Expenses**

No Change

## **Notes to Financial Statement**

**25. Intercompany Pooling Arrangements**

None

**26. Structured Settlements**

None

**27. Health Care Receivables**

Health Care Receivables consist of provider advances and provider overpayments on paid claims.

**28. Participating Policies**

None

**29. Premium Deficiency Reserves.**

None

**30. Salvage and Subrogation**

None

# GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted)

## PART 1 - COMMON INTERROGATORIES

### GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes  No
- 1.2 If yes, has the report been filed with the domiciliary state? Yes  No  N/A
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes  No
- 2.2 If yes, date of change: .....
- 3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes  No   
If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes  No
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

- 5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? If yes, attach an explanation. Yes  No  N/A
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. ..... 03/31/2008.....
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. ..... 03/31/2008.....
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). .....
- 6.4 By what department or departments?  
Department of Commerce and Insurance, TennCare Division
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes  No  N/A
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes  No  N/A
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes  No
- 7.2 If yes, give full information
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes  No
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes  No
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
.....	.....	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

### FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes  No
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$..... 0

### INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes  No
- 11.2 If yes, give full and complete information relating thereto:
- 12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$..... 0
- 13. Amount of real estate and mortgages held in short-term investments: \$..... 0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes  No

## GENERAL INTERROGATORIES (Continued)

### INVESTMENT

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds .....		
14.22 Preferred Stock .....		
14.23 Common Stock .....		
14.24 Short-Term Investments .....		
14.25 Mortgages Loans on Real Estate .....		
14.26 All Other .....		
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) .....		
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....		

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes  No   
Yes  No  N/A

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?  
If no, attach a description with this statement.

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, F - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes  No

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

1 Name of Custodian(s)	2 Custodian Address
U.S. Bank .....	EX DC-WNWW, 1025 Connecticut Avenue, Suite 517, Washington, DC 20036 .....

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

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

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?

Yes  No

16.4 If yes, give full and complete information relating thereto:

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

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

1 Central Registration Depository	2 Name(s)	3 Address

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

Yes  No

17.2 If no, list exceptions:

**SCHEDULE S - CEDED REINSURANCE**  
**Showing All New Reinsurance Treaties - Current Year to Date**

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Location	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			<b>NONE</b>			



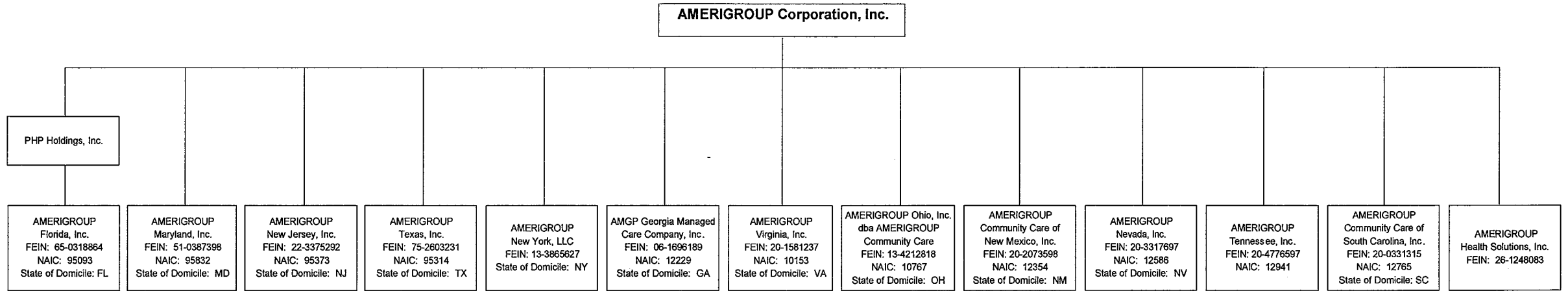
# SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

## Current Year to Date - Allocated by States and Territories

		Direct Business Only							
		1	2	3	4	5	6	7	8
State, Etc.	Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama (AL)	N								
2. Alaska (AK)	N								
3. Arizona (AZ)	N								
4. Arkansas (AR)	N								
5. California (CA)	N								
6. Colorado (CO)	N								
7. Connecticut (CT)	N								
8. Delaware (DE)	N								
9. District of Columbia (DC)	N								
10. Florida (FL)	N								
11. Georgia (GA)	N								
12. Hawaii (HI)	N								
13. Idaho (ID)	N								
14. Illinois (IL)	N								
15. Indiana (IN)	N								
16. Iowa (IA)	N								
17. Kansas (KS)	N								
18. Kentucky (KY)	N								
19. Louisiana (LA)	N								
20. Maine (ME)	N								
21. Maryland (MD)	N								
22. Massachusetts (MA)	N								
23. Michigan (MI)	N								
24. Minnesota (MN)	N								
25. Mississippi (MS)	N								
26. Missouri (MO)	N								
27. Montana (MT)	N								
28. Nebraska (NE)	N								
29. Nevada (NV)	N								
30. New Hampshire (NH)	N								
31. New Jersey (NJ)	N								
32. New Mexico (NM)	N								
33. New York (NY)	N								
34. North Carolina (NC)	N								
35. North Dakota (ND)	N								
36. Ohio (OH)	N								
37. Oklahoma (OK)	N								
38. Oregon (OR)	N								
39. Pennsylvania (PA)	N								
40. Rhode Island (RI)	N								
41. South Carolina (SC)	N								
42. South Dakota (SD)	N								
43. Tennessee (TN)	L		2,779,569	142,993,368				145,772,937	
44. Texas (TX)	N								
45. Utah (UT)	N								
46. Vermont (VT)	N								
47. Virginia (VA)	N								
48. Washington (WA)	N								
49. West Virginia (WV)	N								
50. Wisconsin (WI)	N								
51. Wyoming (WY)	N								
52. American Samoa (AS)	N								
53. Guam (GU)	N								
54. Puerto Rico (PR)	N								
55. U.S. Virgin Islands (VI)	N								
56. Northern Mariana Islands (MP)	N								
57. Canada (CN)	N								
58. Aggregate other alien (OT)	XXX								
59. Subtotal	XXX		2,779,569	142,993,368				145,772,937	
60. Reporting entity contributions for Employee Benefit Plans	XXX								
61. Total (Direct Business)	(a) 1		2,779,569	142,993,368				145,772,937	
<b>DETAILS OF WRITE-INS</b>									
5801.	XXX								
5802.	XXX								
5803.	XXX								
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX								
5899. TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX								

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

## SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP PART 1 - ORGANIZATIONAL CHART



Q14

## SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

No

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement



**NONE**

**SCHEDULE A - VERIFICATION****Real Estate**

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

**NONE****SCHEDULE B - VERIFICATION****Mortgage Loans**

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

**NONE****SCHEDULE BA - VERIFICATION****Other Long-Term Invested Assets**

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

**NONE****SCHEDULE D - VERIFICATION****Bonds and Stocks**

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	46,213,753	24,095,124
2.	Cost of bonds and stocks acquired .....	26,699,550	53,108,523
3.	Accrual of discount .....	1,891	7,998
4.	Unrealized valuation increase (decrease) .....		
5.	Total gain (loss) on disposals .....	31,656	7,278
6.	Deduct consideration for bonds and stocks disposed of .....	14,125,000	30,975,000
7.	Deduct amortization of premium .....	21,977	30,170
8.	Total foreign exchange change in book/adjusted carrying value .....		
9.	Deduct current year's other than temporary impairment recognized .....		
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9) .....	58,799,873	46,213,753
11.	Deduct total nonadmitted amounts .....		
12.	Statement value at end of current period (Line 10 minus Line 11) .....	58,799,873	46,213,753

## SCHEDULE D - PART 1B

### Showing the Acquisitions, Dispositions and Non-Trading Activity During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 (a) .....	104,783,128	334,282,437	335,794,420	(20,086)	103,251,059			104,783,128
2. Class 2 (a) .....								
3. Class 3 (a) .....								
4. Class 4 (a) .....								
5. Class 5 (a) .....								
6. Class 6 (a) .....								
7. Total Bonds .....	104,783,128	334,282,437	335,794,420	(20,086)	103,251,059			104,783,128
<b>PREFERRED STOCK</b>								
8. Class 1 .....								
9. Class 2 .....								
10. Class 3 .....								
11. Class 4 .....								
12. Class 5 .....								
13. Class 6 .....								
14. Total Preferred Stock .....								
15. Total Bonds & Preferred Stock .....	104,783,128	334,282,437	335,794,420	(20,086)	103,251,059			104,783,128

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

QSI02

**SCHEDULE DA - PART 1****Short - Term Investments Owned End of Current Quarter**

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals .....	44,451,186	X X X	44,451,186	246,040	

**SCHEDULE DA - Verification****Short-Term Investments**

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	58,569,375	65,869,993
2. Cost of short-term investments acquired .....	307,582,887	906,134,067
3. Accrual of discount .....		45,003
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....		
6. Deduct consideration received on disposals .....	321,701,076	913,479,688
7. Deduct amortization of premium .....		
8. Total foreign exchange change in book/adjusted carrying value .....		
9. Deduct current year's other than temporary impairment recognized .....		
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9) .....	44,451,186	58,569,375
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11) .....	44,451,186	58,569,375

**SI04**    **Schedule DB Part F Section 1** ..... **NONE**

**SI05**    **Schedule DB Part F Section 2** ..... **NONE**



**SCHEDULE E - Verification**  
(Cash Equivalents)

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year .....	.....	.....
2.	Cost of cash equivalents acquired .....	.....	1,000,000
3.	Accrual of discount .....	.....	.....
4.	Unrealized valuation increase (decrease) .....	.....	.....
5.	Total gain (loss) on disposals .....	.....	.....
6.	Deduct consideration received on disposals .....	.....	1,000,000
7.	Deduct amortization of premium .....	.....	.....
8.	Total foreign exchange change in book/adjusted carrying value .....	.....	.....
9.	Deduct current year's other than temporary impairment recognized ...	.....	.....
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9) .....	.....	.....
11.	Deduct total nonadmitted amounts .....	.....	.....
12.	Statement value at end of current period (Line 10 minus Line 11) .....	.....	.....

**E01 Schedule A Part 2 ..... NONE**

**E01 Schedule A Part 3 ..... NONE**

**E02 Schedule B Part 2 ..... NONE**

**E02 Schedule B Part 3 ..... NONE**

**E03 Schedule BA Part 2 ..... NONE**

**E03 Schedule BA Part 3 ..... NONE**

### SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
<b>Bonds - U.S. Governments</b>									
31331GNC9	Federal Farm Credit Bank		02/18/2009	Suntrust	X X X	3,000,000	3,000,000.00		1
3133XSX37	Federal Home Loan Bank		02/12/2009	Suntrust	X X X	3,000,000	3,000,000.00	219	1
3133XTB62	Federal Home Loan Bank		03/11/2009	UBS	X X X	2,000,000	2,000,000.00		1
3128X8KP6	Federal Home Loan Mortgage Corp.		02/20/2009	UBS	X X X	5,999,550	6,000,000.00	208	1
3128X8NT5	Federal Home Loan Mortgage Corp.		03/19/2009	UBS	X X X	2,000,000	2,000,000.00		1
3128X8QX3	Federal Home Loan Mortgage Corp.		03/18/2009	UBS	X X X	3,500,000	3,500,000.00		1
3128X8QY1	Federal Home Loan Mortgage Corp.		03/10/2009	UBS	X X X	1,000,000	1,000,000.00		1
3136FHDR3	Federal National Mortgage Assoc.		03/23/2009	UBS	X X X	3,200,000	3,200,000.00		1
3136FHFT7	Federal National Mortgage Assoc.		03/24/2009	Suntrust	X X X	3,000,000	3,000,000.00		1
0399999	Subtotal - Bonds - U.S. Governments				X X X	26,699,550	26,700,000.00	427	X X X
8399997	Subtotal - Bonds - Part 3				X X X	26,699,550	26,700,000.00	427	X X X
8399998	Summary Item from Part 5 for Bonds (N/A to Quarterly)				X X X	X X X	X X X	X X X	X X X
8399999	Subtotal - Bonds				X X X	26,699,550	26,700,000.00	427	X X X
8999998	Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)				X X X	X X X	X X X	X X X	X X X
9799998	Summary Item from Part 5 for Common Stocks (N/A to Quarterly)				X X X	X X X	X X X	X X X	X X X
9899999	Subtotal - Preferred and Common Stocks				X X X		X X X		X X X
9999999	Total - Bonds, Preferred and Common Stocks				X X X	26,699,550	X X X	427	X X X

QE04

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

## SCHEDULE D - PART 4

**Show All Long-Term Bonds and Stocks Sold, Redeemed, or Otherwise Disposed of  
by the Company During the Current Quarter**

1 CUSIP Identification	2 Description	3 F o r e i g n Disposal Date	4 Name of Purchaser	5 Number of Shares of Stock	6 Consideration	7 Par Value	8 Actual Cost	9 Prior Year Book/ Adjusted Carrying Value	10 Change in Book/Adjusted Carrying Value					11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11 + 12 - 13)	15 Total Foreign Exchange Change in B./A.C.V.	16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Maturity Date	22 NAIC Designation or Market Indicator (a)
									11	12	13	14	15												
<b>Bonds - U.S. Governments</b>																									
3133XQJRA	Federal Home Loan Bank	01/28/2009	CALLED @ 100.0000000	XXX	2,625,000	2,625,000.00	2,616,338	2,618,116						221		221		2,618,337		6,663	6,663	28,409	04/01/2011	1	
3128X7QR8	Federal Home Loan Mortgage Corp.	02/23/2009	CALLED @ 100.0000000	XXX	2,500,000	2,500,000.00	2,500,000	2,500,000										2,500,000				18,750	02/22/2010	1	
3135F9Z48	Federal National Mortgage Assoc.	03/30/2009	CALLED @ 100.0000000	XXX	3,000,000	3,000,000.00	3,000,000	3,000,000										3,000,000				15,938	06/30/2010	1	
31398AMX7	Federal National Mortgage Assoc.	02/19/2009	CALLED @ 100.0000000	XXX	2,500,000	2,500,000.00	2,497,500	2,498,560						168		168		2,498,728		1,272	1,272	37,500	02/19/2010	1	
31398APL0	Federal National Mortgage Assoc.	03/19/2009	CALLED @ 100.0000000	XXX	3,500,000	3,500,000.00	3,474,275	3,475,096						1,183		1,183		3,476,279		23,721	23,721	70,000	03/19/2013	1	
0399999 Subtotal - Bonds - U.S. Governments				XXX	14,125,000	14,125,000.00	14,088,113	14,091,772						1,572		1,572		14,093,344		31,656	31,656	170,597	XXX	XXX	
8399997 Subtotal - Bonds - Part 4				XXX	14,125,000	14,125,000.00	14,088,113	14,091,772						1,572		1,572		14,093,344		31,656	31,656	170,597	XXX	XXX	
8399998 Summary Item from Part 5 for Bonds (N/A to Quarterly)				XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999 Subtotal - Bonds				XXX	14,125,000	14,125,000.00	14,088,113	14,091,772						1,572		1,572		14,093,344		31,656	31,656	170,597	XXX	XXX	
8999998 Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)				XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799998 Summary Item from Part 5 for Common Stocks (N/A to Quarterly)				XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9899999 Subtotal - Preferred and Common Stocks				XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9999999 Total - Bonds, Preferred and Common Stocks				XXX	14,125,000	14,125,000.00	14,088,113	14,091,772						1,572		1,572		14,093,344		31,656	31,656	170,597	XXX	XXX	

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

**E06 Schedule DB Part A Section 1 ..... NONE**

**E06 Schedule DB Part B Section 1 ..... NONE**

**E07 Schedule DB Part C Section 1 ..... NONE**

**E07 Schedule DB Part D Section 1 ..... NONE**

**SCHEDULE E - PART 1 - CASH****Month End Depository Balances**

1		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
						6	7	8	
Depository		Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
<b>open depositories</b>									
Wachovia .....	Cash .....					16,131,304	12,932,588	21,869,234	X X X
0199998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - open depositories		X X X	.. X X X ..			19,962	5,703	42,697	X X X
0199999 Totals - Open Depositories .....		X X X	.. X X X ..			16,151,266	12,938,291	21,911,931	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories .....		X X X	.. X X X ..						X X X
0299999 Totals - Suspended Depositories .....		X X X	.. X X X ..						X X X
0399999 Total Cash On Deposit .....		X X X	.. X X X ..			16,151,266	12,938,291	21,911,931	X X X
0499999 Cash in Company's Office .....		X X X	.. X X X ..	X X X	X X X				X X X
0599999 Total Cash .....		X X X	.. X X X ..			16,151,266	12,938,291	21,911,931	X X X

**E09 Schedule E Part 2 Cash Equivalents ..... NONE**

**Supp1 Medicare Part D Coverage Supplement ..... NONE**

**SAO Statement of Actuarial Opinion ..... NONE**

**AEP Amended Explanation ..... NONE**

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**QUARTERLY DISKETTE TRANSMITTAL FORM AND CERTIFICATION  
(HEALTH)**

Name of Insurer AMERIGROUP Tennessee, Inc.

Date 06/01/2009 FEIN 20-4776597  
 NAIC Group # 1156 NAIC Company # 12941

THIS FORM IS REQUIRED FOR ALL DISKETTE TRANSMITTALS. PLEASE PROVIDE ANY ADDITIONAL COMMENTS THAT MAY HELP TO IDENTIFY DISKETTE CONTENT.

	QTR. 1	QTR. 2	QTR. 3
A01. Is this the first time you've submitted this filing? (Y/N) .....	Yes	N/A	N/A
A02. Is this being re-filed at the request of the NAIC or a state insurance department? (Y/N) .....	N/A	N/A	N/A
A03. Is this being re-filed due to changes to the data originally filed? (Y/N) .....	N/A	N/A	N/A
A04. Other? (Y/N) .....	N/A	N/A	N/A
(If "yes" attach an explanation.)			

B. Additional comments if necessary for clarification:

C. Diskette Contact Person: Margaret Mary Roomsburg

Phone: (757)473-2721-

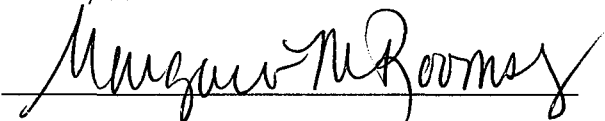
Address: 4425 Corporation Lane, Virginia Beach, VA 23462

D. Software Vendor: SunGard iWORKS, LLC  
 Version: 2009.Q.0

E. Have material validation failures been addressed in the explanation file? Yes[X] No[]

F. The undersigned hereby certifies, according to the best of his/her knowledge and belief: that the diskettes submitted with this form were prepared in compliance with the NAIC specifications, that the diskettes have been tested against the validations included with these specifications, and that quarterly statement information required to be contained on diskette is identical to the information in the 2009 Quarterly Statement blank filed with the insurer's domiciliary state insurance department. In addition, the diskettes have been scanned through a virus detection software package, and no viruses are present on the diskettes. The virus detection software used was (name): McAfee VirusScan Enterprise

(version number): 8.5.0.781

(Signed) 

Type Name and Title: Margaret Mary Roomsburg, Vice President

**AMERIGROUP Tennessee, Inc.**  
**Report 2A - TennCare Income Statement-1Q09**  
Middle Tennessee CRA 2.30.14.3.3 and 2.30.14.3.4

	Current Period	Year-To-Date Total	Previous Year Total
<b>Member Months</b>	<b>558,871</b>	<b>558,871</b>	<b>2,217,753</b>
<b>Revenues:</b>			
TennCare Capitation	142,993,368	142,993,368	598,983,073
Investment	523,991	523,991	3,363,170
Other Revenues	-	-	-
<b>Total Estimated Revenues</b>	<b>143,517,359</b>	<b>143,517,359</b>	<b>602,346,243</b>
<b>Expenses:</b>			
<b>Hospital and Medical (w/o Mental Health)</b>			
Capitated Physician Services	809,961	809,961	24,311
Fee-for Service Physician Services	41,366,191	41,366,191	205,691,649
Inpatient Hospital Services	30,414,560	30,414,560	128,704,477
Outpatient Hospital Services	9,303,420	9,303,420	39,210,052
Emergency Room Services	7,606,734	7,606,734	29,230,160
Dental Services	-	-	-
Vision Services	515,237	515,237	1,817,505
Pharmacy Services	-	-	-
Home Health Services	-	-	-
Chiropractic Services	-	-	-
Radiology Services	2,473,344	2,473,344	10,266,020
Laboratory Services	2,254,024	2,254,024	7,971,404
Durable Medical Equipment Services	1,226,320	1,226,320	4,333,471
Transportation Services	4,010,206	4,010,206	17,589,187
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Medical and Hospital Services - Write-Ins	-	-	-
<b>Subtotal Medical and Hospital</b>	<b>99,979,996</b>	<b>99,979,996</b>	<b>444,838,236</b>
<b>Mental Health and Substance Abuse Services</b>			
Inpatient Psychiatric Facility Services	2,063,751	2,063,751	13,217,971
Inpatient Substance Abuse Treatment and Detox	649,888	649,888	2,323,017
Outpatient Mental Health Services	2,191,287	2,191,287	10,771,003
Outpatient Substance Abuse Treatment and Detox	1,068,050	1,068,050	8,481,373
Housing/Residential Treatment	1,629,133	1,629,133	7,296,859
Specialized Crisis Services	392,802	392,802	215,511
Psychiatric Rehab and Support Services	9,605,818	9,605,818	41,312,336
Case Management	913,156	913,156	87,116
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	14,652	14,652	149,374
Medical Incentive Pool and Withhold Adjustments	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Mental Health and Substance Abuse Services	-	-	-
PCP and Specialist Services	-	-	-
Other Mental Health Services - Write-Ins	-	-	-
<b>Subtotal MH&amp;SAS</b>	<b>18,528,538</b>	<b>18,528,538</b>	<b>83,854,559</b>
<b>Subtotal Hospital, Medical, MH&amp;SAS</b>	<b>118,508,533</b>	<b>118,508,533</b>	<b>528,692,795</b>
<b>LESS:</b>			
Net Reinsurance Recoveries Incurred	(152,749)	(152,749)	(587,544)
Copayments	-	-	-
Subrogation and Corrdination of Benefits	-	-	-
<b>Subtotal Reinsurance, Copay, Subrogation</b>	<b>(152,749)</b>	<b>(152,749)</b>	<b>(587,544)</b>
<b>Total Hospital, Medical, MHS&amp;S</b>	<b>118,661,282</b>	<b>118,661,282</b>	<b>529,280,339</b>
<b>Administration:</b>			
Compensation	4,184,653	4,184,653	19,147,149
Marketing	37,265	37,265	192,471
Interest Expense	0	-	-
Premium Tax Expense	2,860,512	2,860,512	12,009,017
Occupancy, Depreciation, and Amortization	359,403	359,403	1,408,130
Other Administration - Write-Ins	9,563,013	9,563,013	40,738,890
<b>Total Administration Expenses</b>	<b>17,004,846</b>	<b>17,004,846</b>	<b>73,495,657</b>
<b>Total Expenses</b>	<b>135,666,129</b>	<b>135,666,129</b>	<b>602,775,996</b>
Extraordinary Item	-	-	-
Provision for Income Tax	-	-	-
<b>Net Income (Loss)</b>	<b>7,851,230</b>	<b>7,851,230</b>	<b>(429,753)</b>
<b>Write-Ins for Other Expense</b>			
Detail of Other Medical and Hospital:			
	-	-	-
	-	-	-
	-	-	-
<b>Total Other Medical and Hospital</b>	<b>-</b>	<b>-</b>	<b>-</b>
Detail of Other MH and SAS:			
	-	-	-
	-	-	-
	-	-	-
<b>Total Other MH and SAS</b>	<b>-</b>	<b>-</b>	<b>-</b>
Detail of Other Administration:			
Purch Svc Accts	434,555	434,555	3,014,467
Telephone Expenses	90,090	90,090	484,195
Miscellaneous Expenses	172,166	172,166	846,623
Postage and Delivery	163,442	163,442	848,571
Printing and Reproduction	112,500	112,500	914,991
Management Fee-Ind	8,374,116	8,374,116	33,340,844
Other Administration < \$90,000 YTD	216,145	216,145	1,289,200
<b>Total Other Administration</b>	<b>9,563,013</b>	<b>9,563,013</b>	<b>40,738,890</b>

**AMERIGROUP Tennessee, Inc.**  
**Report 2A - TennCare Income Statement-1Q09**  
Grand Region West Tennessee CRA 2.30.14.3.3 and 2.30.14.3.4

	Current Period	Year-To-Date Total	Previous Year Total
<b>Member Months</b>	-	-	<b>337,816</b>
<b>Revenues:</b>			
TennCare Capitation	18,677,341	18,677,341	87,277,680
Investment	0	-	220
Other Revenues	0	-	-
<b>Total Estimated Revenues</b>	<b>18,677,341</b>	<b>18,677,341</b>	<b>87,277,900</b>
<b>Expenses:</b>			
<b>Hospital and Medical (w/o Mental Health)</b>			
Capitated Physician Services	-	-	1,153,653
Fee for Service Physician Services	1,319,726	1,319,726	7,178,058
Inpatient Hospital Services	2,538,385	2,538,385	8,997,282
Outpatient Services	15,510	15,510	2,319,275
Emergency Room Services	166,821	166,821	4,650,891
Mental Health Services	3,312	3,312	3,785
Dental Services	1,082	1,082	43,838
Vision Services	25,460	25,460	447,965
Pharmacy Services	-	-	-
Home Health Services	444,495	444,495	1,529,629
Chiropractic Services	-	-	-
Radiology Services	287,455	287,455	2,993,082
Laboratory Services	232,627	232,627	1,677,050
Durable Medical Equipment Services	28,774	28,774	75,209
Transportation Services	3,953	3,953	243,067
Outside Referrals	-	-	-
Medical incentive Pool and Withhold Adjustments	-	-	-
Occupancy Depreciation and Amortization	-	-	-
Other Medical and Hospital Services	8,772,567	8,772,567	16,572,049
<b>IBNR</b>	<b>2,897,621</b>	<b>2,897,621</b>	<b>34,485,394</b>
<b>Subtotal Medical and Hospital</b>	<b>16,737,789</b>	<b>16,737,789</b>	<b>82,370,225</b>
<b>LESS:</b>			
Net Reinsurance Recoveries Incurred	-	-	-
Copayments	-	-	-
Subrogation and Corrdination of Benefits	-	-	-
<b>Subtotal Reinsurance, Copay, Subrogation</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Hospital, Medical, MHS&amp;S</b>	<b>16,737,789</b>	<b>16,737,789</b>	<b>82,370,225</b>
<b>Administration:</b>			
Compensation	805,824	805,824	1,732,402
Marketing	919	919	10,975
Interest Expense	-	-	-
Premium Tax Expense	1,939,552	1,939,552	1,039,462
Occupancy, Depreciation, and Amortization	205,132	205,132	216,500
Other Administration - Write-Ins	465,291	465,291	974,996
<b>Total Administration Expenses</b>	<b>3,416,718</b>	<b>3,416,718</b>	<b>3,974,335</b>
<b>Total Expenses</b>	<b>20,154,507</b>	<b>20,154,507</b>	<b>86,344,560</b>
Extraordinary Item	-	-	-
Provision for Income Tax	-	-	-
<b>Net Income (Loss)</b>	<b>(1,477,166)</b>	<b>(1,477,166)</b>	<b>933,340</b>

AMERIGROUP Tennessee, Inc.-Grand Region Middle  
 Cash Reconciliation-Middle Region-Medicaid only  
 March 31, 2009

Month Received	Cash	Recorded	rate cell before accrual	Ten percent	90% collected	10% collected	Liquidated	Damages	Premium Taxes	ASO Claims	Refund Checks	ASO fees	Other AIR	Cash difference	Premium receivable
	Cash P2, C3, L5 IA	Premium P4, C2, L2					Admin Exp P4, C2, L21	Not Reported	Not Reported	Not Reported	Not Reported	Premium P4, C2, L2	Not Reported		Prem Rec P2, C3, L13.1
Beginning Balance (Prem. Rec)															\$ 9,816,800.26
January	42,607,778.03	47,267,080.53	47,234,836.14	4,723,483.61	42,511,352.53		(1,000.00)	3,286.12		93,709.39		430.00		\$ (0.01)	4,723,483.62
February	42,893,043.96	47,815,461.62	47,815,461.62	4,781,546.16	43,033,915.46		(140,871.50)							\$ 0.00	4,781,546.16
March	43,120,238.83	47,943,069.81	47,943,069.81	4,794,306.98	43,148,762.83		(28,524.00)							\$ 0.00	4,794,306.98
Retroactivity		(32,244.40)		-	-									\$ -	-
March accrual				-	-									\$ -	-
Total	\$ 128,621,060.82	\$ 142,993,367.56	\$ 142,993,367.57	\$ 14,299,336.76	\$ 128,694,030.81	\$ -	\$ (170,395.50)	\$ 3,286.12	\$ 93,709.39	\$ -	\$ -	\$ 430.00	\$ -	\$ (0.00)	\$ 24,116,137.02

**Reconciliation**

4,997,906.92 November 10% withhold  
 4,818,893.35 December 10% withhold  
 4,723,483.61 January 10% withhold  
 4,781,546.16 February 10% withhold  
 4,794,306.98 March 10% withhold

\$ (0.01) Difference

Cash that should be included on premium tax return	
Medicaid Premiums	142,993,367.56
Change in Premium Receivable	(14,299,336.76)
Premium Taxes	3,286.12
ASO Claims	93,709.39
Refund Checks	-
ASO fees	430.00
	<u>128,791,456.31</u>
cash collected	128,621,060.82
add back liquidated damages	\$ 170,395.50
	<u>128,791,456.32</u>
	(0.01)

2,575,829.13

AMERIGROUP Tennessee, Inc.-Grand Region West  
Cash Reconciliation  
March 31, 2009

Date Received	Cash	Recorded	Liquidated Damages	Due to Health Solutions	Weekly Claims Run	Manual Checks	Capitation Payment	Refund Checks	Case Management	Premium Taxes	Voided Checks	Voided Invoice	Other A/R	Accrued Expenses	Interest to state	Cash difference	Premium receivable
	Cash P2, C3, L5, IA	Premium P4, C2, L2	Admin Exp P4, C2, L21	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Prem Rec, P2, C3, L13, 1
January 7, 2009	3,704,386.58				432,992.46	3,271,394.12											
January 14, 2009	1,588,468.60				1,748,543.19	29,316.78											
January 22, 2009	4,166,865.52				2,192,860.48	34,453.20		(209,391.37)		1,939,551.84							
January 28, 2009	1,179,495.51				1,086,571.27	92,924.24											
February 4, 2009	641,778.51				641,778.51												
February 11, 2009	1,187,455.50				1,187,455.50												
February 19, 2009	1,241,790.54				1,241,790.54			(329,987.88)			(21,055.59)						
February 25, 2009	184,592.87				535,636.34												
March 4, 2009	650,906.49				650,906.49												
March 11, 2009	676,309.09				676,309.09			(243,280.25)									
March 19, 2009	77,722.55				252,570.67	108,023.35											
March 25, 2009	499,687.88				391,664.53												
Total	\$ 15,779,459.64	\$ -	\$ -	\$ -	\$ 11,039,079.07	\$ 3,604,666.67	\$ -	\$ (782,659.50)	\$ -	\$ 1,939,551.84	\$ (21,055.59)	\$ -	\$ -	\$ (21,855.59)	\$ -	\$ -	\$ -

Cash that should be included on premium tax return

Cash collected	\$ 15,779,459.64
add LD's	-
Interest remitted	\$ 315,589.19
	\$ 15,779,459.64

**EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID**

	1	2	3	4	5	6	7
	Name of Debtor	1 - 30 Days	31 - 60 Days	61 -90 Days	Over 90 Days	Nonadmitted	Admitted
0199999	Total individuals						
0299998	Premium due and unpaid not individually listed						
0299999	Total group						
0399999	Premium due and unpaid from Medicare entities						
0499999	Premium due and unpaid from Medicaid entities	4,794,307	4,781,546	4,723,484	9,816,800		24,116,137
0599999	Accident and health premiums due and unpaid (Page 2, Line 13)	4,794,307	4,781,546	4,723,484	9,816,800		24,116,137

## EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed						
0199999 Subtotal - Pharmaceutical Rebate Receivables						
0299998 Claim Overpayment Receivables - Not Individually Listed	63,616	106,457			170,072	
0299999 Subtotal - Claim Overpayment Receivables	63,616	106,457			170,072	
<b>Loans and Advances to Providers</b>						
Lifecare Family Services, Inc. Park Center, Inc. Collaborative Care Corporation		150,000	200,000	225,000	350,000 225,000 200,000	
0399998 Loans and Advances to Providers - Not Individually Listed	61,000	288,000	119,000	556,000	1,024,000	-
0399999 Subtotal - Loans and Advances to Providers	61,000	638,000	319,000	781,000	1,799,000	-
0499998 Capitation Arrangements Receivables - Not Individually Listed						
0499999 Subtotal - Capitation Arrangements Receivables						
0599998 Risk Sharing Receivables - Not Individually Listed						
0599999 Subtotal - Risk Sharing Receivables						
0699998 Other Receivables - Not Individually Listed						
0699999 Subtotal - Other Receivables						
0799999 Gross health care receivables	124,616	744,457	319,000	781,000	1,969,072	



**EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES**

1	2	3	4	5	6	Admitted	
	1 - 30 Days	NONE	NONE	Over 90 Days	Nonadmitted	7 Current	8 Non-Current
0299999 Receivables not individually listed							
0399999 Total gross amounts receivable							