

**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
June 30, 2012**

2012

HEALTH

2012



QUARTERLY STATEMENT
AS OF June 30, 2012
OF THE CONDITION AND AFFAIRS OF THE
AMERIGROUP Tennessee, Inc.

NAIC Group Code	<u>1156</u> <small>(Current Period)</small>	<u>1156</u> <small>(Prior Period)</small>	NAIC Company Code	<u>12941</u>	Employer's ID Number	<u>20-4776597</u>
Organized under the Laws of	<u>Tennessee</u>		State of Domicile or Port of Entry	<u>Tennessee</u>		
Country of Domicile	<u>United States of America</u>					
Licensed as business type:	Life, Accident & Health[] Dental Service Corporation[] Other[]		Property/Casualty[] Vision Service Corporation[] Is HMO Federally Qualified? Yes[] No[X] N/A[]		Hospital, Medical & Dental Service or Indemnity[] Health Maintenance Organization[X]	
Incorporated/Organized	<u>04/26/2006</u>		Commenced Business	<u>04/01/2007</u>		
Statutory Home Office	<u>22 Century Boulevard, Suite 310</u> <small>(Street and Number)</small>			<u>Nashville, TN 37214</u> <small>(City, or Town, State and Zip Code)</small>		
Main Administrative Office	<u>4425 Corporation Lane</u> <small>(Street and Number)</small>			<u>Virginia Beach, VA 23462</u> <small>(City or Town, State and Zip Code)</small>		
Mail Address	<u>4425 Corporation Lane</u> <small>(Street and Number or P.O. Box)</small>			<u>(757)490-6900</u> <small>(Area Code) (Telephone Number)</small>		
Primary Location of Books and Records	<u>4425 Corporation Lane</u> <small>(Street and Number)</small>			<u>Virginia Beach, VA 23462</u> <small>(City, or Town, State and Zip Code)</small>		
Internet Web Site Address	<u>www.amerigroup.com</u>			<u>(757)490-6900</u> <small>(Area Code) (Telephone Number)</small>		
Statutory Statement Contact	<u>Margaret Mary Roomsburg</u> <small>(Name)</small>			<u>(757)473-2721</u> <small>(Area Code)(Telephone Number)(Extension)</small>		
	<u>Margaret.Roomsburg@amerigroup.com</u> <small>(E-Mail Address)</small>			<u>(757)557-6742</u> <small>(Fax Number)</small>		

OFFICERS

Name	Title
Alvin Brock King	President/CEO
Edna Laverne Willingham	Vice President/COO
Nicholas Joseph Pace	Vice President/Secretary
Margaret Mary Roomsburg	Vice President/Asst Secretary
Richard Charles Zoretic	Vice President/Asst Secretary
Scott Wayne Anglin	Vice President/Treasurer
Karen Lint Shields	Vice President/Asst Treasurer
James Ward Truess	Vice President/Asst Treasurer

OTHERS

Kendall Benjamin Edwards, Vice President, Finance #

Linda Kaye Whitley-Taylor, Vice President

DIRECTORS OR TRUSTEES

Charles Brian Shipp
Alvin Brock King

Kendall Benjamin Edwards #
Nicholas Joseph Pace

State of Virginia
County of Virginia Beach ss

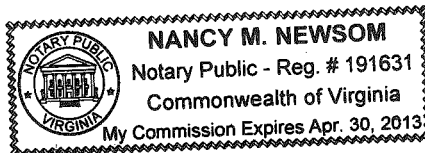
The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from 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	Nicholas Joseph Pace	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/Asst Secretary
<small>(Title)</small>	<small>(Title)</small>	<small>(Title)</small>

Subscribed and sworn to before me this 27th day of July, 2012

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

Yes[X] No[]





Representation Concerning Matters Pertaining to Examination of Statutory Actuarial Items

To: OptumInsight

FROM: AMERIGROUP Tennessee, Inc.

In connection with your examination of the unpaid claim liability to be included in the statutory quarterly statement of AMERIGROUP Tennessee, Inc. (Company) as of June 30, 2012, I represent that to the best of my knowledge and belief:

1. All information which would affect the actuarial items examined has been given to you;
2. Basic records, listings, summaries and other information furnished to you, and underlying the calculation of the actuarial items identified below, are accurate and complete;
3. No methods or procedures employed by the Company, now or in the past, would preclude the accurate determination of the actuarial items examined; and
4. At-risk providers are in a financial position to meet all liabilities under any incentive contracts with payers.

I understand that you have relied on these items to perform your analysis and have not audited the accuracy or completeness of these items.

With respect to assets and liabilities of AMERIGROUP Tennessee, Inc. as of June 30, 2012, I represent that to the best of my knowledge and belief, the statutory statement, together with related exhibits, schedules and explanation therein contained, annexed or referred to, is a complete and fair statement of all the assets and liabilities and the condition of affairs of the Company as of June 30, 2012.

Signed Kathleen A Tottle

Name Kathleen Tottle

Title SVP, Corporate Actuarial

Date 8/13/12

Address 4425 Corporation Lane, VA 23462

Phone Number 757-321-3557

Signed Margaret Roomsburg

Name Margaret Roomsburg

Title SVP and Chief Accounting Officer

Date 8/13/12

Address 4425 Corporation Lane, VA 23462

Phone Number 757-473-2721

4425 Corporation Lane
Virginia Beach, Virginia 23462
757.490.6900

www.amerigroupcorp.com

Statement of Actuarial Opinion
AMERIGROUP Tennessee, Inc
June 30, 2012

This Opinion is:	<input checked="" type="checkbox"/> Unqualified	<input type="checkbox"/> Qualified	<input type="checkbox"/> Adverse	<input type="checkbox"/> Inconclusive
Identification Section	<input checked="" type="checkbox"/> Prescribed Wording Only	<input type="checkbox"/> Prescribed Wording with Additional Wording	<input type="checkbox"/> Revised Wording	
Scope Section	<input checked="" type="checkbox"/> Prescribed Wording Only	<input type="checkbox"/> Prescribed Wording with Additional Wording	<input type="checkbox"/> Revised Wording	
Reliance Section	<input checked="" type="checkbox"/> Prescribed Wording Only	<input type="checkbox"/> Prescribed Wording with Additional Wording	<input type="checkbox"/> Revised Wording	
Opinion Section	<input type="checkbox"/> Prescribed Wording Only	<input type="checkbox"/> Prescribed Wording with Additional Wording	<input checked="" type="checkbox"/> Revised Wording	
Relevant Comments	Filing meets requirements of the state of domicile, which is the only state for which a statement is filed		<input checked="" type="checkbox"/> Revised Wording	
<input type="checkbox"/> The Actuarial Memorandum includes "Deviation from Standard" wording regarding conformity with an Actuarial Standard of Practice				

I, John C. Lloyd, am associated with the firm of OptumInsight. I am a member of the American Academy of Actuaries and have been retained by AMERIGROUP Tennessee, Inc. to render an opinion with regard to loss reserves, actuarial liabilities and related items. I was appointed on December 3, 2009 in accordance with the requirements of the annual statement instructions. I meet the Academy qualification standards for rendering the opinion.

I have examined the assumptions and methods used in determining loss reserves, actuarial liabilities and related items listed below, as shown in the annual statement of the organization as prepared for filing with state regulatory officials, as of June 30, 2012

A. Claims unpaid (Page 3, Line 1)	\$70,851,030
B. Accrued medical incentive pool and bonus payments (Page 3, Line 2)	\$47,246
C. Unpaid claims adjustment expenses (Page 3, Line 3)	\$1,302,549
D. Aggregate health policy reserves (Page 3, Line 4) including unearned premium reserves and additional policy reserves from the Underwriting and Investment Exhibit – Part 2D	\$52,721
E. Aggregate life policy reserves (Page 3, Line 5)	\$0
F. Property/casualty unearned premium reserves (Page 3, Line 6)	\$0
G. Aggregate health claim reserves (Page 3, Line 7)	\$0
H. Any other loss reserves, actuarial liabilities or related items presented as liabilities in the annual statement	None.
I. Specified actuarial items presented as assets in the annual statement	None.

Statement of Actuarial Opinion
AMERIGROUP Tennessee, Inc
June 30, 2012


In forming my opinion on items A through I above I relied upon data prepared by Margaret Roomsburg, SVP - Chief Accounting Officer and Kathleen Tottle, SVP - Corporate Actuarial as certified in the attached statements. I evaluated that data for reasonableness and consistency. I also reconciled that data to the Underwriting and Investment Exhibit - Part 2B of the company's current annual statement. In other respects, my examination included review of the actuarial assumptions and actuarial methods used and tests of the calculations I considered necessary.

In my opinion, the amounts carried in the balance sheet on account of the items identified above:

- A. Are in accordance with accepted actuarial standards consistently applied and are fairly stated in accordance with sound actuarial principles,
- B. Are based on actuarial assumptions relevant to contract provisions and appropriate to the purpose for which the statement was prepared,
- C. Meet the requirements of the Insurance Laws and regulations of the state of Tennessee and are at least as great as the minimum aggregate amounts required by any state in which the statement is filed,
- D. Make good and sufficient provision for all unpaid claims and other actuarial liabilities of the organization under the terms of its contracts and agreements,
- E. Are computed on the basis of assumptions and methods consistent with those used in computing the corresponding items in the annual statement of the preceding year-end,
- F. Include appropriate provision for all actuarial items that ought to be established.

The Underwriting and Investment Exhibit – Part 2B was reviewed for reasonableness and consistency with the applicable Actuarial Standards of Practice.

Actuarial methods, considerations, and analyses used in forming my opinion conform to the relevant Standards of Practice as promulgated from time to time by the Actuarial Standards Board, which standards form the basis of this statement of opinion.



John C. Lloyd FSA, MAAA
2170 Satellite Blvd., Suite 150
Duluth GA 30097
678-417-4906

August 13, 2012

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	143,122,120		143,122,120	154,050,420
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks	14,904,659		14,904,659	8,379,130
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 (\$.....3,289,672), cash equivalents (\$.....0) and short-term investments (\$.....17,944,575)	21,234,247		21,234,247	81,359,272
6. Contract loans (including \$.....0 premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities				
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	179,261,026		179,261,026	243,788,822
13. Title plants less \$.....0 charged off (for Title insurers only)				
14. Investment income due and accrued	1,362,428		1,362,428	1,337,600
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	11,047,488		11,047,488	8,942,398
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums)				
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers				
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts				
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon				2,305,561
18.2 Net deferred tax asset	1,718,009	185,438	1,532,571	1,223,535
19. Guaranty funds receivable or on deposit				
20. Electronic data processing equipment and software	11,909	10,510	1,399	5,284
21. Furniture and equipment, including health care delivery assets (\$.....0)	1,052,468	1,052,468		
22. Net adjustments in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates	961,576		961,576	
24. Health care (\$.....0) and other amounts receivable	2,752,164	1,531,943	1,220,221	13,418
25. Aggregate write-ins for other than invested assets	22		22	
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	198,167,090	2,780,359	195,386,731	257,616,618
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	198,167,090	2,780,359	195,386,731	257,616,618
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)				
2501. Stop-Loss Policy	22		22	
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	22		22	

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded)	70,851,030		70,851,030	79,216,780
2. Accrued medical incentive pool and bonus amounts	47,246		47,246	195,562
3. Unpaid claims adjustment expenses	1,302,549		1,302,549	1,448,787
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act	52,721		52,721	114,883
5. Aggregate life policy reserves				
6. Property/casualty unearned premium reserve				
7. Aggregate health claim reserves				
8. Premiums received in advance	3,468,152		3,468,152	
9. General expenses due or accrued	201,933		201,933	200,769
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses))	2,424,532		2,424,532	
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	8,174,739		8,174,739	17,389,305
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current)				
15. Amounts due to parent, subsidiaries and affiliates				860,708
16. Derivatives				
17. Payable for securities				
18. Payable for securities lending				
19. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers and \$.....0 unauthorized reinsurers)				
20. Reinsurance in unauthorized companies				
21. Net adjustments in assets and liabilities due to foreign exchange rates				
22. Liability for amounts held under uninsured plans	2,318,802		2,318,802	1,369,731
23. Aggregate write-ins for other liabilities (including \$.....0 current)	11,974,086		11,974,086	12,626,601
24. Total liabilities (Lines 1 to 23)	100,815,790		100,815,790	113,423,126
25. Aggregate write-ins for special surplus funds	X X X	X X X		
26. Common capital stock	X X X	X X X	1,000	1,000
27. Preferred capital stock	X X X	X X X		
28. Gross paid in and contributed surplus	X X X	X X X	95,577,867	95,337,989
29. Surplus notes	X X X	X X X		
30. Aggregate write-ins for other than special surplus funds	X X X	X X X		
31. Unassigned funds (surplus)	X X X	X X X	(1,007,926)	48,854,503
32. Less treasury stock, at cost:				
32.1 .....0 shares common (value included in Line 26 \$.....0)	X X X	X X X		
32.2 .....0 shares preferred (value included in Line 27 \$.....0)	X X X	X X X		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	X X X	X X X	94,570,941	144,193,492
34. Total Liabilities, capital and surplus (Lines 24 and 33)	X X X	X X X	195,386,731	257,616,618
DETAILS OF WRITE-INS				
2301. Accrued Premium Tax	11,974,086		11,974,086	12,626,601
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)	11,974,086		11,974,086	12,626,601
2501.	X X X	X X X		
2502.	X X X	X X X		
2503.	X X X	X X X		
2598. Summary of remaining write-ins for Line 25 from overflow page	X X X	X X X		
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	X X X	X X X		
3001.	X X X	X X X		
3002.	X X X	X X X		
3003.	X X X	X X X		
3098. Summary of remaining write-ins for Line 30 from overflow page	X X X	X X X		
3099. TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 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	X X X	1,228,379	1,232,194	2,465,218
2. Net premium income (including \$.....0 non-health premium income)	X X X	450,213,407	471,068,791	920,132,503
3. Change in unearned premium reserves and reserves for rate credits	X X X			
4. Fee-for-service (net of \$.....0 medical expenses)	X X X			
5. Risk revenue	X X X			
6. Aggregate write-ins for other health care related revenues	X X X			
7. Aggregate write-ins for other non-health revenues	X X X			
8. Total revenues (Lines 2 to 7)	X X X	450,213,407	471,068,791	920,132,503
Hospital and Medical:				
9. Hospital/medical benefits		286,585,637	287,619,530	550,188,706
10. Other professional services		11,418,429	5,631,273	26,344,422
11. Outside referrals				
12. Emergency room and out-of-area		29,524,102	16,953,466	52,328,662
13. Prescription drugs		2,502,513	1,422,943	3,126,513
14. Aggregate write-ins for other hospital and medical		34,511,542	25,892,476	63,294,720
15. Incentive pool, withhold adjustments and bonus amounts		29,441	515,708	635,663
16. Subtotal (Lines 9 to 15)		364,571,664	338,035,396	695,918,686
Less:				
17. Net reinsurance recoveries		(131,879)	102,164	(30,116)
18. Total hospital and medical (Lines 16 minus 17)		364,703,543	337,933,232	695,948,802
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$.....10,429,145 cost containment expenses		12,950,242	10,264,138	22,124,382
21. General administrative expenses		50,417,471	55,068,100	107,852,442
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)		428,071,256	403,265,470	825,925,626
24. Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	22,142,151	67,803,321	94,206,877
25. Net investment income earned		1,557,638	1,195,438	2,524,259
26. Net realized capital gains (losses) less capital gains tax of \$.....11,605		21,553	11,381	27,890
27. Net investment gains or (losses) (Lines 25 plus 26)		1,579,191	1,206,819	2,552,149
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)	X X X	23,721,342	69,010,140	96,759,026
31. Federal and foreign income taxes incurred	X X X	8,187,811	24,328,303	29,133,714
32. Net income (loss) (Lines 30 minus 31)	X X X	15,533,531	44,681,837	67,625,312
DETAILS OF WRITE-INS				
0601.	X X X			
0602.	X X X			
0603.	X X X			
0698. Summary of remaining write-ins for Line 6 from overflow page	X X X			
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	X X X			
0701.	X X X			
0702.	X X X			
0703.	X X X			
0798. Summary of remaining write-ins for Line 7 from overflow page	X X X			
0799. TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	X X X			
1401. DME, Home Health Care, Ambulance, Transportation		34,511,542	25,892,476	63,294,720
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)		34,511,542	25,892,476	63,294,720
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
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year	144,193,492	150,602,541	150,602,541
34. Net income or (loss) from Line 32	15,533,531	44,681,837	67,625,312
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	348,871	63,443	(44,910)
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	171,213	(72,310)	(5,197,022)
39. Change in nonadmitted assets	(916,044)	488,945	878,014
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	239,878	369,732	329,557
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			
46. Dividends to stockholders	(65,000,000)	(25,000,000)	(70,000,000)
47. Aggregate write-ins for gains or (losses) in surplus			
48. Net change in capital and surplus (Lines 34 to 47)	(49,622,551)	20,531,647	(6,409,049)
49. Capital and surplus end of reporting period (Line 33 plus 48)	94,570,941	171,134,188	144,193,492
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page			
4799. TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)			

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	451,514,307	462,735,144	855,449,257
2. Net investment income	2,593,293	1,555,302	3,756,000
3. Miscellaneous income			
4. Total (Lines 1 to 3)	454,107,600	464,290,446	859,205,257
5. Benefit and loss related payments	375,312,179	354,615,946	706,570,850
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	62,048,110	64,257,194	127,571,894
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)	3,469,323	31,094,295	40,531,849
10. Total (Lines 5 through 9)	440,829,612	449,967,435	874,674,593
11. Net cash from operations (Line 4 minus Line 10)	13,277,988	14,323,011	(15,469,336)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	34,336,002	59,306,000	111,189,691
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	(225)	1,518	1,518
12.7 Miscellaneous proceeds			
12.8 Total investment proceeds (Lines 12.1 to 12.7)	34,335,777	59,307,518	111,191,209
13. Cost of investments acquired (long-term only):			
13.1 Bonds	24,434,802	99,602,298	155,599,375
13.2 Stocks	6,176,658	2,798,557	8,424,040
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications			
13.7 Total investments acquired (Lines 13.1 to 13.6)	30,611,460	102,400,855	164,023,415
14. Net increase (or decrease) in contract loans and premium notes			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	3,724,317	(43,093,337)	(52,832,206)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes			
16.2 Capital and paid in surplus, less treasury stock			
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities			
16.5 Dividends to stockholders	65,000,000	25,000,000	70,000,000
16.6 Other cash provided (applied)	(12,127,330)	3,217,923	7,413,458
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(77,127,330)	(21,782,077)	(62,586,542)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(60,125,025)	(50,552,403)	(130,888,084)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	81,359,272	212,247,356	212,247,356
19.2 End of period (Line 18 plus Line 19.1)	21,234,247	161,694,953	81,359,272
Note: Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:			
20.0001 Depreciation	275,728	290,041	572,788
20.0002 Non-cash Capital Contributions	239,878	369,732	329,557

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	204,186							1,979	202,207	
2. First Quarter	205,595							3,023	202,572	
3. Second Quarter	204,832							3,250	201,582	
4. Third Quarter										
5. Current Year										
6. Current Year Member Months	1,228,379							18,288	1,210,091	
Total Member Ambulatory Encounters for Period:										
7. Physician	652,407							22,473	629,934	
8. Non-Physician	745,364							14,392	730,972	
9. Total	1,397,771							36,865	1,360,906	
10. Hospital Patient Days Incurred	65,773							4,652	61,121	
11. Number of Inpatient Admissions	10,679							574	10,105	
12. Health Premiums Written (a)	450,213,407							18,982,960	431,230,447	
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	450,213,407							18,982,960	431,230,447	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	375,180,300							15,810,658	359,369,642	
18. Amount Incurred for Provision of Health Care Services	364,571,664							16,601,820	347,969,844	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....18,982,960.

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	4,511,307	1,224,638	210	(99,217)	(552,062)	5,084,876
0499999 Subtotals	4,511,307	1,224,638	210	(99,217)	(552,062)	5,084,876
0599999 Unreported claims and other claim reserves						65,766,154
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						70,851,030
0899999 Accrued Medical Incentive Pool And Bonus Amounts						47,246

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	970,320	14,842,063	61,781	3,362,057	1,032,101	2,369,291
7. Title XIX - Medicaid	58,898,150	300,423,889	4,326,147	63,101,045	63,224,297	76,847,489
8. Other health						
9. Health subtotal (Lines 1 to 8)	59,868,470	315,265,952	4,387,928	66,463,102	64,256,398	79,216,780
10. Healthcare receivables (a)	2,073,732	544,432			2,073,732	523,594
11. Other non-health						
12. Medical incentive pools and bonus amounts	177,757			47,246	177,757	195,562
13. Totals (Lines 9 - 10 + 11 + 12)	57,972,495	314,721,520	4,387,928	66,510,348	62,360,423	78,888,748

(a) Excludes \$.....134,000 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) are presented on the basis of accounting practices prescribed or permitted by the Tennessee Department of Commerce and Insurance (TDCI).

TDCI 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, 2012 (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the State of Tennessee.

In accordance with the statutory hierarchy provided by the NAIC Codification, state legislative and regulatory authority is not preempted by the NAIC Codification. TDCI requires the premium tax liability to be included as an aggregate write-in on the NAIC statutory filing. The NAIC instructions require the change in this line item to be included in the financing and other miscellaneous sources section on the NAIC annual cash flow statement. Additionally, TDCI requires reinsurance recoveries to be netted with reinsurance expense as a component of medical expense on the NAIC statutory filing. The NAIC instructions require reinsurance expense to be netted with premium. These differences have no impact on statutory net income or net worth.

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

No significant change.

C. Accounting Policy

The Company records premium revenues based on its membership records and premium rates for each membership category within each county. Premiums are due monthly and are recognized as revenue during the period in which the company is obligated to provide service to members.

In addition, the company uses the following accounting policies:

- (1) Short-term investments are stated at amortized cost.
- (2) Bonds are stated at amortized cost using the scientific method.
- (3) Common stock – Accounted for at fair market value.
- (4) Preferred Stock – None
- (5) Mortgage loans – None
- (6) Loan backed securities – None
- (7) Investment in Subsidiaries, Controlled and affiliated companies – None
- (8) Joint Ventures, Partnerships and Limited Liability Companies – None
- (9) Derivatives – None
- (10) Premium deficiency calculation – The Company does not utilize anticipated investment income as factor in the premium deficiency calculation.
- (11) Unpaid Claims and loss adjustment expenses include an amount determined from individual case estimates and claim reports and an amount, based on past experience, for claims incurred but not reported. Such liabilities are necessarily based on assumptions and estimates and while management believes the amount is adequate, the ultimate liability may be in excess of or less than the amount provided. The methods for making such estimates and for establishing the resulting liabilities are continually reviewed and any adjustments are reflected in the period determined.
- (12) Capitalization policy – No change from prior year
- (13) Pharmaceutical rebates receivable – All pharmaceutical rebate receivables are considered nonadmitted due to their collectability beyond 90 days.

2. Accounting Changes and Corrections of Errors

No significant change.

3. Business Combinations and Goodwill

None

4. Discontinued Operations

None

5. Investments

- A. Mortgage loans including Mezzanine Real Estate Loans – None
- B. Debt Restructuring – None

Notes to Financial Statement

- C. Reverse Mortgages – None
- D. Loan-Backed Securities – None
- E. Repurchase Agreements – None
- F. Real Estate – None
- G. Investments in low-income housing tax credits – None

6. Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

7. Investment Income

No significant change.

8. Derivative Instruments

No significant change.

9. Income Taxes

No significant change.

10. Information Concerning Parent, Subsidiaries and Affiliates

- A. AMERIGROUP Corporation owns 100% of the outstanding shares of the Company and provides administrative and financial support services to the Company. Intercompany management fees are charged to the Company in accordance with an approved Administrative and Support Services Agreement.
- B. On March 30, 2012, the Company paid \$65,000,000 extraordinary dividends to AMERIGROUP. No dividends were paid during the second quarter of 2012. AMERIGROUP Corporation allocates compensation expense related to share-based payments made to employees of the Company. The amount of compensation expense for the six months ended June 30, 2012 was \$239,878. The Company reflects these allocated expenses as capital contributions since AMERIGROUP Corporation does not bill the Company for these amounts, which are included in selling, general and administrative expenses in the accompanying statements of operations.
- C. AMERIGROUP Corporation provides administrative and financial support services to the Company. Total year to date expenses charged to the Company for these services were \$23,495,561 and were included in general administrative expenses in the accompanying statutory statements of revenue and expenses.
- D. AMERIGROUP Corporation owes the Company \$961,576 as of June 30, 2012. The amount is the difference between the estimated charges and the actual expenses incurred in the month of June and were paid in July 2012.
- E. Guarantees or undertakings, written or otherwise – None
- F. Material management or service contracts and cost sharing arrangements – The Company has an approved agreement for Administrative and Support Services, and Tax Allocations.
- G. The Company is a wholly owned subsidiary of AMERIGROUP Corporation. AMERIGROUP is a multi-state organization that provides for the delivery of health care services to Medicaid, Medicare and other government-sponsored health care programs for low-income families and individuals.
- H. Amount deducted from the value of an upstream intermediate entity or ultimate parent owned – None
- I. Investment in an SCA entity that exceeds 10% of the admitted assets of the insurer – None
- J. Investments in impaired SCA entities – None
- K. Investment in foreign insurance subsidiary – None
- L. Investment in downstream noninsurance holding company – None

11. Debt

None

12. Retirement Plans, Deferred Compensation, Post-employment Benefits and Compensated Absences and Other Postretirement Benefits Plans

No significant change.

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

- (1) No significant change.
- (2) No significant change.
- (3) No significant change.
- (4) On March 5, 2012, the Company was granted approval from the Tennessee Department of Commerce and Insurance to pay \$65,000,000 extraordinary dividends to AMERIGROUP Corporation. This dividend was disbursed on March 30, 2012. No dividends were paid during the second quarter of 2012.

Notes to Financial Statement

14. Contingencies

- A. Contingent commitments – None
- B. Assessments – None
- C. Gain contingencies – None
- D. Claims related Extra Contractual Obligations and Bad Faith Losses Stemming from Lawsuits – None
- E. All Other – None

15. Leases

No significant 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

- A. Transfers of Receivables Reported as Sales – None
- B. Transfer and Servicing of Financial Assets – None
- C. Wash Sales – 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. The West Region contract expired in October 2008 and only includes claims run out.
- B. ASC plans – None
- C. Medicare or similarly structured cost based reimbursement contract – None

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

None

20. Fair Value

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. When considering market participant assumptions in fair value measurements, the following fair value hierarchy distinguishes between observable and unobservable inputs, which are categorized in one of the following levels:

- Level 1 Inputs: Unadjusted quoted prices in active markets for identical assets or liabilities accessible to the reporting entity at the measurement date.
- Level 2 Inputs: Other than quoted prices included in Level 1 inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.
- Level 3 Inputs: Unobservable inputs for the asset or liability used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at measurement date.

Cash (other than certificates of deposit, municipal bonds and commercial paper), investment income due and accrued, uncollected premiums in the course of collection, amounts due from parent, subsidiaries and affiliates, health care and other amounts receivable, aggregate write-ins for other than invested assets, claims unpaid, accrued medical incentive pool and bonus amounts, unpaid claims adjustment expense, aggregate health policy reserves, premiums received in advance, general expenses due or accrued, federal income taxes payable, remittances and items not allocated, liability for amounts held under uninsured plans, and premium tax payable – the carrying amounts approximate fair value because of the short maturity of these items. These financial instruments were not assigned a level category since they are not carried at fair value.

Certificates of deposit – fair value is determined using a discounted cash flow model comparing the stated rates of the certificates of deposit to current market interest rates for similar instruments. These financial instruments were not assigned a level category since they are not carried at fair value.

Short-term investments and bonds – debt securities of government sponsored entities, money market funds, and U.S. Treasury included in these financial statement captions' fair values were determined using quoted market prices on one or more securities exchanges. The fair value of corporate bonds and municipal bonds was determined using a market approach based on quoted prices for similar securities in active markets or quoted prices for identical securities in inactive markets. The Company held one auction rate security as of June 30, 2012. The estimated fair value of the auction rate security was determined using utilizing an income

Notes to Financial Statement

approach, specifically discounted cash flow analyses. These analyses considered among other items, the creditworthiness of the issuer, the timing of the expected future cash flows, including the final maturity associated with the securities, and an assumption of when the next time the security is expected to have a successful auction. These securities were also compared, when possible, to other observable and relevant market data. These debt securities are not assigned a level category as they are not carried at fair value. A portion of the short-term investments are comprised of money market funds that are carried at fair value and, accordingly, are assigned a level category.

Common stock – the fair value of exchange traded equity mutual funds was determined using quoted market prices on one or more securities exchanges. As this investment is carried at fair value, it is assigned a level category.

The fair value measurements of the assets carried at fair value for the quarter ended June 30, 2012 are as follows:

<u>Asset category</u>	<u>Fair value measurement at reporting date using</u>			
	<u>Total Fair Value</u>	<u>Quoted prices in active markets for identical assets (Level 1)</u>	<u>Significant other observable inputs (Level 2)</u>	<u>Significant unobservable inputs (Level 3)</u>
Money market funds	\$ 15,265,869	15,265,869	—	—
Equity securities	14,904,659	14,904,659	—	—
Total assets measure at fair value	<u>\$ 30,170,528</u>	<u>30,170,528</u>	<u>—</u>	<u>—</u>

21. Other Items

No significant change.

22. Events Subsequent

On July 9, 2012, the Company's parent, Amerigroup Corporation ("AGP Corp"), announced the execution of an Agreement and Plan of Merger (the "Merger Agreement") by and among AGP Corp, WellPoint, Inc. ("WellPoint") and WellPoint Merger Sub, Inc. ("Merger Sub"), an indirect wholly-owned subsidiary of WellPoint, pursuant to which, subject to the satisfaction or waiver of certain conditions, Merger Sub will be merged with and into AGP Corp, with AGP Corp surviving the merger as an indirect wholly-owned subsidiary of WellPoint (the "Merger"). If the Merger is completed, AGP Corp's stockholders (other than holders of unvested restricted shares of APG Corp common stock and persons who properly demand statutory appraisal of their shares) will be entitled to receive \$92.00 per share in cash (without interest) for each share of AGP Corp's common stock that they hold, for an expected total purchase amount of \$4.9 billion. Under the Merger Agreement, each option to purchase shares of AGP Corp common stock that is outstanding and becomes or is vested by its terms at the time of the Merger will be canceled and converted into the right to receive an amount payable in cash equal to the total number of shares subject to the option multiplied by the excess, if any, of \$92.00 over the per share exercise price of such vested option. Options which are outstanding but unvested at the time of the Merger will be converted into options to purchase shares of WellPoint common stock according to a formula defined in the Merger Agreement.

Prior to adoption of the Merger Agreement by AGP Corp's stockholders, AGP Corp's Board of Directors may, in certain circumstances, change its recommendation that AGP Corp's stockholders adopt the Merger Agreement, subject to complying with certain notice and other specified conditions set forth in the Merger Agreement, including giving WellPoint the opportunity to propose changes to the Merger Agreement.

The consummation of the Merger is subject to customary closing conditions, including, among others, the adoption of the Merger Agreement by AGP Corp's stockholders, the absence of certain legal impediments to the consummation of the Merger, the receipt of specified governmental consents and approvals, the early termination or expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvement Act of 1976, and, subject to materiality exceptions, the accuracy of representations and warranties made by AGP Corp and WellPoint, respectively, and compliance by AGP Corp and WellPoint with their respective obligations under the Merger Agreement. The Merger is expected to close in the first quarter of 2013.

23. Reinsurance

No significant change.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

No significant change.

Notes to Financial Statement

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2011 were \$79,412,342. As of June 30, 2012, \$60,045,884 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for the prior years are now \$4,387,928 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$14,978,530 favorable prior-year development since December 31, 2011. The decrease is generally the result of ongoing analysis of recent loss development trends and is included in current year operations.

26. Intercompany Pooling Arrangements

None

27. Structured Settlements

None

28. Health Care Receivables

No significant change.

29. Participating Policies

None

30. Premium Deficiency Reserves

None

31. Anticipated Salvage and Subrogation

None

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes[] No[X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes[] No[] N/A[X]

- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes[] No[X]
- 2.2 If yes, date of change:

- 3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes[X] 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[X]
- 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? Yes[X] No[] N/A[]
If yes, attach an explanation.

- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2010
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2010
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 11/09/2011
- 6.4 By what department or departments?
- 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[X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes[X] No[] N/A[]

- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes[] No[X]
- 7.2 If yes, give full information

- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes[] No[X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes[] No[X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
.....	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes[X] No[]
 - (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 - (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
 - (c) Compliance with applicable governmental laws, rules and regulations;
 - (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
 - (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended? Yes[] No[X]
- 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[X]
- 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[X] No[]
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$..... 961,576

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[X]
- 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[X]
- 14.2 If yes, please complete the following:

GENERAL INTERROGATORIES (Continued)

	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[X]
Yes[] No[] N/A[X]

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 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes[X] 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, N.A.	1025 Connecticut Avenue, Suite 517, Washington, DC 20036
U.S. Bank Corporate Trust	2204 Lakeshore Drive, Suite 302, Homewood, AL 35209

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[X]

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
77784	Deutsche Investment Management Americas, Inc.	345 Park Ave, New York, New York 10154

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

Yes[X] No[]

17.2 If no, list exceptions:

General Interrogatories Part 1 Attachments

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?

The Company has entered into an Administrative Services Agreement with AMERIGROUP Corporation to provide administrative services. The Administrative Services Agreement with AMERIGROUP Corporation was amended in 2012 to reflect a revision to the pricing included in Exhibits A and B of the agreement.

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:	
1.1 A&H loss percent	83.323%
1.2 A&H cost containment percent	2.316%
1.3 A&H expense percent excluding cost containment expenses	11.759%
2.1 Do you act as a custodian for health savings accounts?	Yes[] No[X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.	\$..... 0
2.3 Do you act as an administrator for health savings accounts?	Yes[] No[X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.	\$..... 0

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

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

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

State, Etc.	1 Active Status	Direct Business Only							
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7	9 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		18,982,960	431,230,447			450,213,407		
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		18,982,960	431,230,447			450,213,407		
60. Reporting entity contributions for Employee Benefit Plans	XXX								
61. Total (Direct Business)	(a) 1		18,982,960	431,230,447			450,213,407		

DETAILS OF WRITE-INS

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								

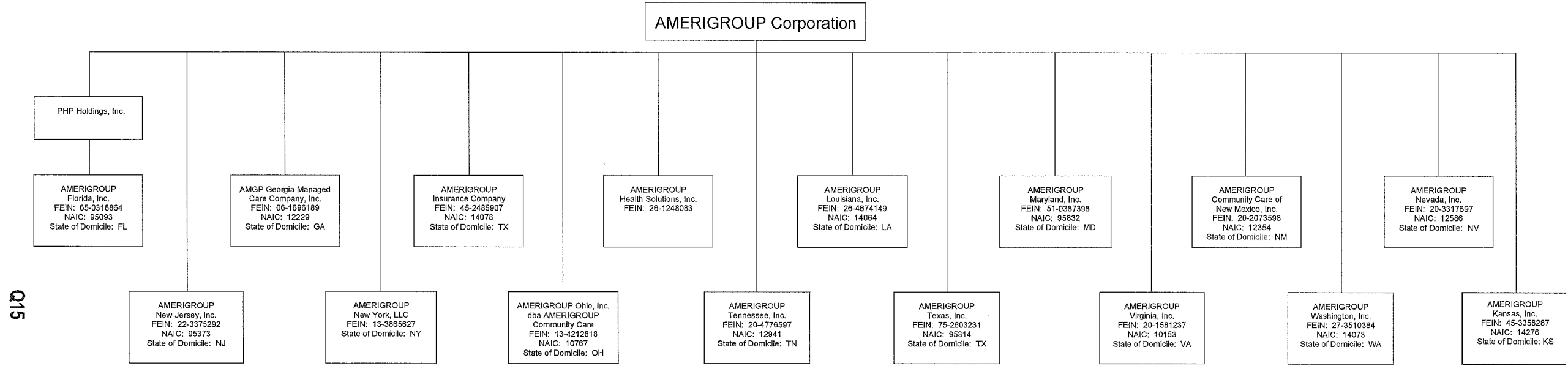
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

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

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



Q15

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
1156 ..	AMERIGROUP Corporation	00000	54-1739323	.....	0001064863	NYSE	AMERIGROUP Corporation	DE	UDP .....	.....	.....	100.0	.....	.....
1156 ..	AMERIGROUP Corporation	95373	22-3375292	.....	.....	.....	AMERIGROUP New Jersey, Inc.	NJ	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation .....	.....
1156 ..	AMERIGROUP Corporation	95314	75-2603231	.....	.....	.....	AMERIGROUP Texas, Inc.	TX	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation .....	.....
1156 ..	AMERIGROUP Corporation	95832	51-0387398	.....	.....	.....	AMERIGROUP Maryland, Inc.	MD	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation .....	.....
1156 ..	AMERIGROUP Corporation	95093	65-0318864	.....	.....	.....	AMERIGROUP Florida, Inc.	FL	IA	PHP Holding, Inc.	Ownership	100.0	AMERIGROUP Corporation .....	.....
1156 ..	AMERIGROUP Corporation	10767	13-4212818	.....	.....	.....	AMERIGROUP Ohio, Inc. dba AMERIGROUP Comm Care	OH	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation .....	.....
1156 ..	AMERIGROUP Corporation	10153	20-1581237	.....	.....	.....	AMERIGROUP Virginia, Inc.	VA	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation .....	.....
1156 ..	AMERIGROUP Corporation	12354	20-2073598	.....	.....	.....	AMERIGROUP Community Care of New Mexico, Inc.	NM	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation .....	.....
1156 ..	AMERIGROUP Corporation	12586	20-3317697	.....	.....	.....	AMERIGROUP Nevada, Inc.	NV	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation .....	.....
1156 ..	AMERIGROUP Corporation	12229	06-1696189	.....	.....	.....	AMGP Georgia Managed Care Company, Inc.	GA	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation .....	.....
1156 ..	AMERIGROUP Corporation	00000	13-3865627	.....	.....	.....	AMERIGROUP New York, LLC	NY	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation .....	.....
1156 ..	AMERIGROUP Corporation	12941	20-4776597	.....	.....	.....	AMERIGROUP Tennessee, Inc.	TN	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation .....	.....
1156 ..	AMERIGROUP Corporation	14064	26-4674149	.....	.....	.....	AMERIGROUP Louisiana, Inc.	LA	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation .....	.....
1156 ..	AMERIGROUP Corporation	14073	27-3510384	.....	.....	.....	AMERIGROUP Washington, Inc.	WA	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation .....	.....
1156 ..	AMERIGROUP Corporation	14078	45-2485907	.....	.....	.....	AMERIGROUP Insurance Company	TX	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation .....	.....
1156 ..	AMERIGROUP Corporation	00000	26-1248083	.....	.....	.....	AMERIGROUP Health Solutions, Inc.	DE	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation .....	.....
1156 ..	AMERIGROUP Corporation	14276	45-3358287	.....	.....	.....	AMERIGROUP Kansas, Inc.	KS	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation .....	.....

916

Asterisk	Explanation
000001	.....

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.

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

RESPONSE

No

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement



1294120123650002

2012

Document Code: 365

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)		

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 points		
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)		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

		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)		

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	162,429,550	111,270,121
2.	Cost of bonds and stocks acquired	30,611,460	164,023,415
3.	Accrual of discount	24,549	21,511
4.	Unrealized valuation increase (decrease)	348,871	(44,910)
5.	Total gain (loss) on disposals	33,383	41,389
6.	Deduct consideration for bonds and stocks disposed of	34,336,002	111,189,691
7.	Deduct amortization of premium	1,085,032	1,692,285
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)	158,026,779	162,429,550
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	158,026,779	162,429,550

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
BONDS								
1. Class 1 (a)	169,274,862	232,678,661	248,921,714	(2,786,950)	169,274,862	150,244,859		222,208,639
2. Class 2 (a)	9,503,178	349,970	1,264,060	2,232,748	9,503,178	10,821,836		10,251,987
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	178,778,040	233,028,631	250,185,774	(554,202)	178,778,040	161,066,695		232,460,626
PREFERRED STOCK								
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	178,778,040	233,028,631	250,185,774	(554,202)	178,778,040	161,066,695		232,460,626

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$.....2,678,706; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0

QS102

SCHEDULE DA - PART 1**Short - Term Investments**

	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	17,944,575	X X X	18,004,936	98,928	

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	77,816,583	192,580,941
2. Cost of short-term investments acquired	484,359,204	1,186,191,860
3. Accrual of discount	2,733	54,654
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	(225)	1,518
6. Deduct consideration received on disposals	544,128,707	1,300,671,616
7. Deduct amortization of premium	105,013	340,774
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)	17,944,575	77,816,583
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	17,944,575	77,816,583

SI04 **Schedule DB - Part A Verification** **NONE**

SI04 **Schedule DB - Part B Verification** **NONE**

SI05 **Schedule DB Part C Section 1** **NONE**

SI06 **Schedule DB Part C Section 2** **NONE**

SI07 **Schedule DB - Verification** **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	600,000	3,699,764
2. Cost of cash equivalents acquired	3,239,794	32,369,953
3. Accrual of discount	206	3,563
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	3,840,000	35,458,000
7. Deduct amortization of premium		15,280
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)		600,000
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)		600,000

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 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)
Bonds - Industrial and Miscellaneous (Unaffiliated)									
09247XAK7	BLACKROCK INC 1.375% 6/01/		05/29/2012	Deutsche Bank	X X X	100,142	100,000.00	12	1FE
263534BY4	DUPONT EI NEMOUR 3.250% 1/15/		05/04/2012	Deutsche Bank	X X X	535,285	500,000.00	4,920	1FE
487836BG2	KELLOGG CO 1.125% 5/15/		05/18/2012	Deutsche Bank	X X X	199,982	200,000.00	3	2FE
50076QAH9	KRAFT FOODS INC 1.625% 6/04/		06/04/2012	Deutsche Bank	X X X	149,988	150,000.00		2FE
74005PAV6	Praxair Inc Sr Unsec		04/09/2012	Deutsche Bank	X X X	80,966	75,000.00	163	1FE
377373AB1	GLAXOSMITHKLINE CAP 0.750% 5/08/	R	05/09/2012	Deutsche Bank	X X X	1,247,997	1,250,000.00		1FE
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)				X X X	2,314,360	2,275,000.00	5,098	X X X
8399997	Subtotal - Bonds - Part 3				X X X	2,314,360	2,275,000.00	5,098	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	2,314,360	2,275,000.00	5,098	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
Common Stock - Industrial and Miscellaneous (Unaffiliated)									
922042775	VANGUARD FTSE ALL WORLD EX U		05/14/2012	VARIOUS	50,000.000	2,109,000	X X X		L
9099999	Subtotal - Common Stock - Industrial and Miscellaneous (Unaffiliated)				X X X	2,109,000	X X X		X X X
Common Stock - Mutual Funds									
464287408	ISHARES S&P 500 VALUE INDEX E T F		04/19/2012	Goldman, Sachs & Co	10,000.000	633,413	X X X		L
921943858	VANGUARD MSCI EAFE ETF		05/14/2012	VARIOUS	20,000.000	635,263	X X X		L
9299999	Subtotal - Common Stock - Mutual Funds				X X X	1,268,676	X X X		X X X
9799997	Subtotal - Common Stock - Part 3				X X X	3,377,676	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
9799999	Subtotal - Common Stocks				X X X	3,377,676	X X X		X X X
9899999	Subtotal - Preferred and Common Stocks				X X X	3,377,676	X X X		X X X
9999999	Total - Bonds, Preferred and Common Stocks				X X X	5,692,036	X X X	5,098	X X X

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

QE04

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					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 Stated Contractual Maturity Date	22 NAIC Designation or Market Indicator (a)	
										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.	15 Total Foreign Exchange Change in B./A.C.V.								
Bonds - U.S. Governments																						
31331K2J8	F F C B DEB 0.250% 5/24/		05/30/2012	Morgan Keegan	XXX	1,999,726	2,000,000.00	2,000,000	2,000,000						2,000,000		(274)	(274)	2,417	05/24/2013	1	
3137EADA4	F H L M C M T N 0.625% 12/29/		05/30/2012	Morgan Keegan	XXX	1,502,490	1,500,000.00	1,500,000	1,500,000						1,500,000		2,490	2,490	4,271	12/29/2014	1	
3134G27L0	F H L M C M T N 0.700% 5/28/		05/30/2012	Suntrust	XXX	2,500,000	2,500,000.00	2,498,750	2,498,858		520		520		2,499,377		623	623	8,847	05/28/2015	1	
3134G23L4	F H L M C M T N 0.950% 11/10/		05/10/2012	CALLED @ 100.00000000	XXX	1,500,000	1,500,000.00	1,500,000	1,500,000						1,500,000				7,125	11/10/2014	1	
3136FTNG0	F N M A M T N 0.375% 11/25/		05/25/2012	CALLED @ 100.00000000	XXX	1,000,000	1,000,000.00	1,000,000	1,000,000						1,000,000				1,875	11/25/2013	1	
3135G0GU1	F N M A M T N 0.500% 12/27/		05/30/2012	Wells Fargo Sec.	XXX	2,000,000	2,000,000.00	2,001,250	2,001,247		(259)		(259)		2,000,988		(988)	(988)	4,250	12/27/2013	1	
3135G0GP2	F N M A M T N 0.750% 12/19/		05/30/2012	Wells Fargo Sec.	XXX	1,000,000	1,000,000.00	1,000,625	1,000,624		(86)		(86)		1,000,538		(538)	(538)	3,354	12/19/2014	1	
3134G2G71	Federal Home Loan Mortgage Corp		06/28/2012	VARIOUS	XXX	2,000,000	2,000,000.00	2,000,000	2,000,000						2,000,000				18,750	09/28/2016	1	
3134G1LD4	F H L M C		05/30/2012	Wells Fargo Sec.	XXX	3,015,090	3,000,000.00	3,015,361	3,008,252		(3,445)		(3,445)		3,004,807		10,283	10,283	14,025	12/27/2012	1	
0599999 Subtotal - Bonds - U.S. Governments					XXX	16,517,306	16,500,000.00	16,515,986	16,508,981				(3,270)		16,505,710		11,596	11,596	64,914	XXX	XXX	
Bonds - U.S. Special Revenue, Special Assessment																						
679110CY0	OK Student Loan		05/21/2012	Suntrust	XXX	570,000	600,000.00	568,044	562,514				3,635		566,149		3,851	3,851	1,249	12/01/2033	1FE	
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					XXX	570,000	600,000.00	568,044	562,514				3,635		566,149		3,851	3,851	1,249	XXX	XXX	
Bonds - Industrial and Miscellaneous (Unaffiliated)																						
079860AJ1	BELLSOUTH CORP 4.750% 11/15/		06/29/2012	CALLED @ 101.6849800	XXX	1,169,377	1,150,000.00	1,210,295	1,188,338		(21,691)		(21,691)		1,166,647		2,730	2,730	33,989	11/15/2012	1FE	
88732JAG3	TIME WARNER CABLE 5.400% 7/02/		04/05/2012	Deutsche Bank	XXX	1,011,560	1,000,000.00	1,056,100	1,021,873		(11,332)		(11,332)		1,010,542		1,018	1,018	40,950	07/02/2012	2FE	
22303QAF7	COVDIEN INTL 5.450% 10/15/	R	06/21/2012	CALLED @ 101.6200000	XXX	254,050	250,000.00	267,438	258,740		(5,222)		(5,222)		253,518		532	532	9,310	10/15/2012	2FE	
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					XXX	2,434,987	2,400,000.00	2,533,833	2,468,951				(38,245)		2,430,707		4,280	4,280	84,249	XXX	XXX	
8399997 Subtotal - Bonds - Part 4					XXX	19,522,293	19,500,000.00	19,617,863	19,540,446				(37,880)		19,502,566		19,727	19,727	150,412	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
8399999 Subtotal - Bonds					XXX	19,522,293	19,500,000.00	19,617,863	19,540,446				(37,880)		19,502,566		19,727	19,727	150,412	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
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
9899999 Subtotal - Preferred and Common Stocks					XXX	XXX	XXX	XXX	XXX			XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9999999 Total - Bonds, Preferred and Common Stocks					XXX	19,522,293	19,500,000.00	19,617,863	19,540,446				(37,880)		19,502,566		19,727	19,727	150,412	XXX	XXX	

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

QE05

E06 Schedule DB Part A Section 1 NONE

E07 Schedule DB Part B Section 1 NONE

E08 Schedule DB Part D NONE

E09 Schedule DL - Part 1 - Securities Lending Collateral Assets NONE

E10 Schedule DL - Part 2 - Securities Lending Collateral Assets NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository		2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
						6 First Month	7 Second Month	8 Third Month	
open depositories									
Wachovia	Cash					(4,408,383)	(4,275,514)	(3,749,121)	X X X
JP Morgan	Cash					273,884	112,666	35,450	X X X
0199998 Deposits in .....31 depositories that do not exceed the allowable limit in any one depository - open depositories		X X X	X X X	843	632	2,500	5,002,500	7,003,343	X X X
0199999 Totals - Open Depositories		X X X	X X X	843	632	(4,131,999)	839,652	3,289,672	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository - 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	843	632	(4,131,999)	839,652	3,289,672	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	843	632	(4,131,999)	839,652	3,289,672	X X X

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
NONE							
8699999 Total - Cash Equivalents							



MEDICARE PART D COVERAGE SUPPLEMENT

Net of Reinsurance

NAIC Group Code: 1156

NAIC Company Code: 12941

	Individual Coverage		Group Coverage		5 Total Cash
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	
1. Premiums Collected		XXX		XXX	
2. Earned Premiums		XXX		XXX	XXX
3. Claims Paid		XXX		XXX	
4. Claims Incurred		XXX		XXX	XXX
5. Reinsurance Coverage and Low Income Cost Sharing - Claims Paid Net of Reimbursements Applied (a)	NONE		XXX		
6. Aggregate Policy Reserves - change				XXX	XXX
7. Expenses Paid				XXX	
8. Expenses Incurred		XXX		XXX	XXX
9. Underwriting Gain or Loss		XXX		XXX	XXX
10. Cash Flow Results	XXX	XXX	XXX	XXX	

(a) Uninsured Receivable/Payable with CMS at End of Quarter: \$.....0 due from CMS or \$.....0 due to CMS

Amended Statement Cover

NONE

INDEX TO HEALTH QUARTERLY STATEMENT

Accounting Changes and Corrections of Errors; Q10, Note 2; Q11
Accounting Practices and Policies; Q5; Q10, Note 1
Admitted Assets; Q2
Bonds; Q2; Q6; Q11.1; Q11.2; QE04; QE05
Bonuses; Q3; Q4; Q8; Q9
Borrowed Funds; Q3; Q6
Business Combinations and Goodwill; Q10, Note 3
Capital Gains (Losses)
 Realized; Q4
 Unrealized; Q4; Q5
Capital Stock; Q3; Q10, Note 13
Capital Notes; Q6; Q10, Note 11
Caps; QE06; QSI04
Cash; Q2; Q6; QE11
Cash Equivalents; Q2; Q6; QE12
Claims; Q3; Q4; Q8; Q9
Collars; QE06; QSI04
Commissions; Q6
Common Stock; Q2; Q3; Q6; Q11.1; Q11.2
Cost Containment Expenses; Q4
Contingencies; Q10, Note 14
Counterparty Exposure; Q10, Note 8; QE06; QE08
Debt; Q10, Note 11
Deferred Compensation; Q10, Note 12
Derivative Instruments; Q10, Note 8; QSI04; QSI05; QSI06; QSI07; QE06; QE07; QE08
Discontinued Operations; Q10, Note 4
Electronic Data Processing Equipment; Q2
Encumbrances; Q2; QSI01; QE01
Emergency Room; Q4
Expenses; Q3; Q4; Q6
Extinguishment of Liabilities; Q10, Note 17
Extraordinary Item; Q10, Note 21
Fair Value; Q7, Note 20
Fee for Service; Q4
Foreign Exchange; Q2; Q3; Q5; QSI01; QSI03; QE01; QE02; QE03; QE05
Forwards; QE06; QSI04
Furniture, Equipment and Supplies; Q2
Guaranty Fund; Q2
Health Care Receivables; Q2; Q9; Q10, Note 28
Holding Company; Q16
Hospital/Medical Benefits; Q4
Incentive Pools; Q3; Q4; Q8; Q9
Income; Q4; Q5; Q6
Income Taxes; Q2; Q3; Q4; Q5; Q10, Note 9
Incurred Claims and Claim Adjustment Expenses; Q10, Note 25
Intercompany Pooling; Q10, Note 26
Investment Income; Q10, Note 7
 Accrued; Q2
 Earned; Q2; QSI03
 Received; Q6
Investments; Q10, Note 5; Q11.1; Q11.2; QE08
Joint Venture; Q10, Note 6
Leases; Q10, Note 15
Limited Liability Company (LLC); Q10, Note 6
Limited Partnership; Q10, Note 6
Long-Term Invested Assets; Q2; QE03
Managing General Agents; Q10, Note 19
Medicare Part D Coverage; QSupp1
Member Months; Q4; Q7
Mortgage Loans; Q2; Q6; Q11.1; QSI01; QE02
Nonadmitted Assets; Q2; Q5; QSI01; QSI03
Off-Balance Sheet Risk; Q10, Note 16
Options; QE06; QSI04
Organizational Chart; Q11; Q14
Out-of-Area; Q4
Outside Referrals; Q4
Parent, Subsidiaries and Affiliates; Q2; Q3; Q10, Note 10; Q11.1
Participating Policies; Q10, Note 29
Pharmaceutical Rebates; Q10, Note 28
Policyholder Dividends; Q5; Q6
Postemployment Benefits; Q10, Note 12
Postretirement Benefits; Q10, Note 12
Preferred Stock; Q2; Q3; Q6; Q11.1; Q11.2

INDEX TO HEALTH QUARTERLY STATEMENT

Premium Deficiency Reserves; Q10, Note 30
Premiums and Considerations
 Advance; Q3
 Collected; Q6
 Deferred; Q2
 Direct; Q7; Q13
 Earned; Q7
 Retrospective; Q2
 Uncollected; Q2
 Unearned; Q4
 Written; Q4; Q7
Prescription Drugs; Q4
Quasi Reorganizations; Q10, Note 13
Real Estate; Q2; Q6; QE01; QSI01
Redetermination, Contracts Subject to; Q10, Note 24
Reinsurance; Q9; Q10, Note 23
 Ceded; Q3; Q12
 Funds Held; Q2
 Payable; Q3
 Premiums; Q3
 Receivable; Q2; Q4
 Unauthorized; Q3; Q5
Reserves
 Accident and Health; Q3; Q4
 Claim; Q3; Q5; Q8
 Life; Q3
Retirement Plans; Q10, Note 12
Retrospectively Rated Policies; Q10, Note 24
Risk Revenue; Q4
Salvage and Subrogation; Q10, Note 31
Securities Lending; Q2; Q3; QE09; QE10
Servicing of Financial Assets; Q10, Note 17
Short-Term Investments; Q2; Q6; Q11.1; QSI03
Stockholder Dividends; Q5; Q6
Subsequent Events; Q10, Note 22
Surplus; Q3; Q5; Q6
Surplus Notes; Q3; Q5; Q6
Swaps; QE07; QSI04
Synthetic Assets; QSI04; QSI05
Third Party Administrator; Q10, Note 19
Treasury Stock; Q3; Q5
Uninsured Accident and Health; Q2; Q3; Q10, Note 18
Valuation Allowance; QSI01
Wash Sales; Q10, Note 17
Withholds; Q4; Q8

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

Name of Insurer AMERIGROUP Tennessee, Inc.

Date 08/14/2012 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) .....	..... N/A .....	..... Yes .....	..... 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: 2012.Q.2

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 2012 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): 8.8.0.849

(Signed) Margaret M Roomsburg

Type Name and Title: Margaret Mary Roomsburg, Vice President/Asst. Secretary

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 -90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199999 Total individuals						
0299998 Premium due and unpaid not individually listed						
0299999 Total group						
0399999 Premium due and unpaid from Medicare entities.....				547,286		547,286
0499999 Premium due and unpaid from Medicaid entities.....	10,500,202					10,500,202
0599999 Accident and health premiums due and unpaid (Page 2, Line 13) .	10,500,202	-	-	547,286		11,047,488

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
Pharmaceutical Rebate Receivables						
Caremark	141,120	92,014	82,249	423,345	738,728	.....
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed .....	.....	.....	.....	.....	.....	.....
0199999 Subtotal - Pharmaceutical Rebate Receivables	141,120	92,014	82,249	423,345	738,728	.....
0299998 Claim Overpayment Receivables - Not Individually Listed	407,628	27,134	13,903	210,550	659,215	.....
0299999 Subtotal - Claim Overpayment Receivables	407,628	27,134	13,903	210,550	659,215	.....
Loans and Advances to Providers						
0399998 Loans and Advances to Providers - Not Individually Listed .....	.....	.....	.....	134,000	134,000	.....
0399999 Subtotal - Loans and Advances to Providers .....	.....	.....	.....	134,000	134,000	.....
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	701,904	.....	738	517,579	.....	1,220,221
0699999 Subtotal - Other Receivables	701,904	.....	738	517,579	.....	1,220,221
0799999 Gross health care receivables	1,250,652	119,148	96,890	1,285,474	1,531,943	1,220,221

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 -90 Days	5 Over 90 Days	6 Nonadmitted	Admitted	
						7 Current	8 Non-Current
Individually listed receivables							
AMERIGROUP Corporation	961,576					961,576	
0199999 Total - Individually listed receivables	961,576					961,576	
0299999 Receivables not individually listed							
0399999 Total gross amounts receivable	961,576					961,576	

AMERIGROUP Tennessee, Inc.
MLR Reconciliation to NAIC Filing
June 30, 2012

TOTAL REVENUES

	Middle Tennessee	AMERIVANTAGE	West Tennessee	NAIC Filing	Page, Col, Line
Net premium income 2012	431,230,447	18,982,960		450,213,407	4, C2, L2
Net premium income 2011	896,910,241	23,222,262		920,132,503	4, C2, L2
Net premium income 2010	871,851,131	16,750,528		888,601,659	4, C2, L2
Net premium income 2009	612,724,592	13,401,387		626,125,979	4, C2, L3
Net premium income 2008	598,983,073	8,112,101		607,095,174	4, C3, L2-2008
Net premium income 2007	382,864,891			382,864,891	4, C3, L2-2009
TOTAL	3,794,564,375	80,469,238			
MLR Report	<u>3,794,564,376</u>				
Difference	(1)				
Rounding	<u>1</u>				
Unreconciled difference	(0)				

UNPAID CLAIMS

	Middle Tennessee	AMERIVANTAGE	West Tennessee	NAIC Filing	Page, Col, Line
Claims unpaid (less reinsurance ceded)	67,427,192	3,423,838		70,851,030	3, C3, L1
Accrued medical incentive pool and bonus amount	47,246	-		47,246	3, C3, L2
Unpaid claims adjustment expenses	<u>1,243,385</u>	<u>59,164</u>		<u>1,302,549</u>	3, C3, L3
TOTAL	68,717,823	3,483,002		72,200,825	
Middle Tennessee Unpaid Claims Total				68,717,823	
IBNR on MLR report				<u>62,839,818</u>	
Difference				5,878,004	
Unapplied Cash Reserve - These amounts are basically for recoveries that have not been attached to a specific claim. The actuaries include all recoveries in the reserves, but they are not yet posted and applied within the MLR Report. Thus this is an offset to a received payment carried elsewhere on the books.				458,483	
Checks issued, but not released - After the check is issued, the amount is included in the underlying paid data in the MLR Report. Thus, these amounts were excluded from the reserve in the MLR Report but included in the reserve for financial reporting because not yet released.				4,952,279	
Medical - Unapplied Cash				467,190	
Vision IBNR				<u>52</u>	
Unreconciled difference				(0)	

HOSPITAL AND MEDICAL

Total expenses on MLR report			<u>3,063,068,813</u>		
Total hospital and medical 07 Dec 31			360,775,300	4, C4, L18-2007	
Total hospital and medical 08 Dec 31			535,851,712	4, C4, L18-2008	
Total hospital and medical 09 Dec 31			516,193,087	4, C3, L18	
Total hospital and medical 10 Dec 31			653,302,266	4, C2, L18	
Total hospital and medical 11 Dec 31			695,948,802	4, C2, L18	
Total hospital and medical Cur YTD			<u>364,703,543</u>	4, C2, L18	
Total from NAIC filing			3,126,774,710		
Less Medicare expenses			<u>63,705,897</u>		
NAIC net of Medicare expenses			3,063,068,813		
Unreconciled difference			0		

Medical Loss Ratio Report - Total Grand Region

Reporting Month		2007																		For the Year Ended 6/30/2007		2008																		For the Year Ended 6/30/2008	
		Incurred Month						Incurred Month												Incurred Month																					
		Pr. To 1/07	January	February	March	April	May	June	July	August	September	October	November	December	January	February	March	April	May	June																					
			201,917	201,378	197,659	201,917	201,378	197,659	600,954	197,758	198,825	199,824	200,545	200,669	200,505	200,048	200,395	200,968	200,675	199,944	199,526	2,399,682																			
Enrollment							600,954	197,758	198,825	199,824	200,545	200,669	200,505	200,048	200,395	200,968	200,675	199,944	199,526	2,399,682																					
Capitation Revenue					\$48,938,744	\$48,838,217	\$47,895,955	\$145,672,916	\$47,982,464	\$48,228,287	\$48,453,013	\$48,658,579	\$48,516,420	\$48,587,405	\$48,523,522	\$48,550,055	\$48,602,959	\$46,707,144	\$46,509,019	\$46,388,877	\$575,707,744																				
Premium Tax					\$978,775	\$976,764	\$957,919	\$2,913,458	\$959,649	\$964,566	\$969,060	\$973,172	\$970,328	\$971,748	\$970,470	\$971,001	\$972,059	\$934,143	\$930,180	\$927,778	\$11,514,155																				
Capitation Revenue Net of Premium Tax					\$47,959,969	\$47,861,452	\$46,938,036	\$142,759,457	\$47,022,815	\$47,263,721	\$47,483,953	\$47,685,407	\$47,546,092	\$47,615,656	\$47,553,052	\$47,579,054	\$47,630,899	\$45,773,001	\$45,578,839	\$45,461,099	\$564,193,589																				
Payments for Covered Services for the Month																																									
Medical Services																																									
CMS 1450/UB 92 Payments by the Claims Processing System																																									
Inpatient - Maternity	\$0	\$0	\$0	\$1,234,280	\$1,264,059	\$1,346,616	\$3,844,955	\$1,329,749	\$1,768,059	\$1,285,365	\$1,494,175	\$1,313,913	\$34,542	\$33,080	\$11,881	\$15,969	\$17,036	\$0	\$13,900	\$7,317,668																					
Inpatient - Newborn	\$0	\$0	\$0	\$1,906,153	\$2,025,548	\$2,740,639	\$6,672,340	\$2,694,114	\$1,833,918	\$1,821,416	\$2,791,972	\$1,611,608	\$32,793	\$67,324	\$64,235	\$8,248	\$745	\$1,005	\$29,275	\$10,956,654																					
Inpatient - Medical	\$0	\$0	\$0	\$4,341,944	\$3,733,646	\$3,121,476	\$11,197,066	\$3,468,247	\$3,403,495	\$4,735,775	\$3,400,705	\$3,296,783	\$234,156	\$98,138	\$107,278	\$122,719	\$182,207	\$151,317	\$136,981	\$19,337,802																					
Inpatient - Surgery	\$0	\$0	\$0	\$2,078,454	\$2,210,830	\$1,965,478	\$6,254,761	\$2,305,054	\$2,529,461	\$2,391,373	\$2,622,784	\$2,162,868	\$79,059	\$74,352	\$248,451	\$69,598	\$79,941	\$231,609	\$52,232	\$12,846,782																					
Inpatient Other	\$0	\$0	\$0	\$114,290	\$124,344	\$145,477	\$384,110	\$85,703	\$81,708	\$153,499	\$118,105	\$58,357	\$9,643,164	\$10,943,073	\$10,183,287	\$9,763,902	\$9,425,872	\$9,172,121	\$9,541,678	\$69,170,469																					
Outpatient - Emergency Room	\$0	\$0	\$0	\$1,099,624	\$1,181,812	\$1,761,379	\$4,042,815	\$1,893,582	\$2,027,489	\$2,076,861	\$2,092,501	\$2,150,701	\$2,131,061	\$2,396,559	\$2,494,230	\$2,293,116	\$2,174,747	\$2,329,524	\$2,160,404	\$26,400,774																					
Outpatient - Laboratory	\$0	\$0	\$0	\$466,283	\$534,915	\$373,055	\$1,374,253	\$361,844	\$399,569	\$358,329	\$409,284	\$391,454	\$370,956	\$473,473	\$476,877	\$441,424	\$423,384	\$400,993	\$413,724	\$4,921,291																					
Outpatient - Radiology	\$0	\$0	\$0	\$1,056,647	\$1,177,021	\$1,008,514	\$3,242,183	\$946,854	\$1,132,671	\$972,305	\$1,081,130	\$1,014,700	\$900,967	\$1,078,927	\$994,262	\$1,143,516	\$1,154,490	\$1,025,393	\$1,071,856	\$12,517,071																					
Outpatient - Surgery	\$0	\$0	\$0	\$1,000,562	\$1,133,261	\$1,133,700	\$3,267,522	\$1,142,845	\$1,240,715	\$1,131,936	\$1,353,292	\$1,295,066	\$1,091,804	\$1,424,210	\$1,275,489	\$1,320,408	\$1,421,422	\$1,444,965	\$1,376,716	\$15,518,868																					
Outpatient - Other	\$0	\$0	\$0	\$181,428	\$202,304	\$218,631	\$602,363	\$210,618	\$236,516	\$251,758	\$254,841	\$233,238	\$248,124	\$238,474	\$237,582	\$235,579	\$252,001	\$268,953	\$268,444	\$2,936,127																					
Hospice	\$0	\$0	\$0	\$839,516	\$834,935	\$838,054	\$2,512,505	\$867,447	\$822,425	\$739,977	\$746,862	\$682,377	\$660,777	\$669,391	\$602,113	\$715,350	\$680,515	\$757,471	\$708,156	\$8,652,861																					
Long-Term Care Payments	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$150																					
Level I Facility	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$150																					
Level II Facility	\$0	\$0	\$0	\$57,825	\$70,795	\$47,397	\$176,017	\$26,819	\$24,506	\$49,452	\$59,814	\$18,000	\$34,933	\$47,100	\$25,025	\$11,500	\$9,250	\$73,175	\$73,850	\$453,425																					
Home and Community Based Services	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0																					
CMS 1500 Payments by the Claims Processing System																																									
Prof - E&M	\$0	\$0	\$0	\$6,268,036	\$6,671,134	\$6,292,582	\$19,231,752	\$6,021,226	\$7,178,553	\$6,248,761	\$7,164,489	\$6,754,667	\$6,192,601	\$7,436,507	\$7,198,684	\$6,778,109	\$7,146,139	\$6,671,589	\$6,529,074	\$81,320,398																					
Prof - Home Health	\$0	\$0	\$0	\$5,645,482	\$6,489,583	\$6,267,861	\$18,402,926	\$6,417,419	\$6,567,799	\$6,133,978	\$6,710,827	\$6,551,452	\$6,567,541	\$6,709,338	\$6,122,998	\$6,646,802	\$6,599,495	\$6,785,700	\$6,566,463	\$78,379,813																					
Prof - Maternity	\$0	\$0	\$0	\$835,158	\$887,441	\$979,441	\$2,702,040	\$968,965	\$1,087,103	\$932,260	\$1,025,098	\$911,270	\$924,140	\$1,140,601	\$1,134,556	\$1,069,132	\$1,073,048	\$1,065,077	\$1,003,966	\$12,335,016																					
Prof - Surgery	\$0	\$0	\$0	\$448,033	\$560,913	\$552,607	\$1,561,553	\$527,694	\$578,314	\$499,538	\$640,511	\$515,561	\$457,235	\$620,681	\$517,600	\$606,037	\$638,048	\$622,357	\$639,274	\$6,862,849																					
Prof - DME	\$0	\$0	\$0	\$274,827	\$333,026	\$329,513	\$937,366	\$257,701	\$303,386	\$329,878	\$329,695	\$350,013	\$381,254	\$399,090	\$376,514	\$359,714	\$398,015	\$421,972	\$384,986	\$4,292,217																					
Prof - Lab	\$0	\$0	\$0	\$600,257	\$626,563	\$610,780	\$1,837,601	\$508,356	\$593,718	\$513,314	\$573,889	\$529,528	\$454,122	\$628,567	\$640,501	\$584,167	\$716,109	\$652,950	\$673,807	\$7,068,607																					
Prof - Radiology	\$0	\$0	\$0	\$877,619	\$996,389	\$890,680	\$2,764,688	\$762,579	\$874,600	\$762,285	\$922,452	\$765,817	\$705,018	\$881,840	\$783,868	\$819,211	\$877,162	\$832,739	\$852,338	\$9,840,609																					
Prof - Transportation	\$0	\$0	\$0	\$1,049,437	\$1,298,323	\$1,241,106	\$3,588,867	\$1,237,205	\$1,341,871	\$1,211,787	\$1,426,220	\$1,343,809	\$1,239,931	\$1,485,018	\$1,381,605	\$1,430,771	\$1,469,577	\$1,479,384	\$1,466,283	\$16,513,461																					
Prof - Other	\$0	\$0	\$0	\$1,627,254	\$1,737,998	\$1,571,731	\$4,936,983	\$1,578,558	\$1,733,672	\$1,530,374	\$1,812,304	\$1,758,783	\$1,581,702	\$1,893,730	\$1,796,628	\$1,702,852	\$1,823,338	\$1,778,802	\$1,733,141	\$20,723,882																					
Capitation Payments	\$0	\$0	\$0	\$514,984	\$505,622	\$514,842	\$1,535,448	\$299,281	\$298,204	\$296,808	\$286,085	\$276,664	\$283,788	\$280,964	\$299,543	\$257,339	\$258,797	\$255,234	\$255,480	\$3,348,187																					
Subcontractor Payments for Medical Services	\$0	\$0	\$0	\$96,057	\$97,717	\$97,222	\$290,996	\$130,108	\$164,740	\$128,455	\$142,227	\$115,935	\$96,741	\$126,734	\$117,941	\$125,893	\$116,922	\$97,793	\$94,110	\$1,457,579																					
Other Medical (provide description)	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0																					
Behavioral Health																																									
Inpatient Payments by the Claims Processing System	\$0	\$0	\$0	\$1,480,962	\$1,600,896	\$1,651,696	\$4,733,555	\$1,752,872	\$1,965,410	\$1,902,295	\$1,820,930	\$1,717,669	\$1,941,669	\$1,896,340	\$1,961,315	\$1,806,032	\$1,932,136	\$1,986,966	\$1,718,044	\$22,401,678																					
Outpatient Payments by the Claims Processing System	\$0	\$0	\$0	\$1,225,491	\$1,161,957	\$1,298,915	\$3,686,363	\$1,016,127	\$1,153,230	\$940,606	\$613,582	\$527,286	\$450,973	\$580,923	\$553,353	\$507,809	\$577,837	\$525,900	\$555,765	\$7,983,391																					
Supported Housing Payments by the Claims Processing System	\$0	\$0	\$0	\$165,315	\$167,020	\$181,770	\$514,105	\$176,740	\$181,390	\$200,085	\$225,532	\$228,568	\$240,571	\$241,591	\$228,500	\$244,835	\$240,408	\$255,396	\$244,684	\$2,702,298																					
Intensive Outpatient Payments by the Claims Processing System	\$0	\$0	\$0	\$53,173	\$81,920	\$79,343	\$214,436	\$80,143	\$89,261	\$73,179	\$81,404	\$70,613	\$61,424	\$79,677	\$59,116	\$79,819	\$100,519	\$92,149	\$97,764	\$947,067																					
Partial Hospitalization Payments by the Claims Processing System	\$0	\$0	\$0	\$2,750	\$6,122	\$4,106	\$12,978	\$2,576	\$5,152	\$3,722	\$184	\$2,101	\$6,760	\$13,790	\$15,098	\$57,032	\$63,977	\$63,963	\$77,479	\$311,834																					
In Home Payments by the Claims Processing System	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0																					
Transportation Payments by the Claims Processing System	\$0	\$0	\$0	\$12,684	\$15,710	\$9,374	\$37,768	\$13,523	\$14,330	\$13,783	\$11,732	\$13,308	\$11,441	\$13,916	\$14,594	\$15,482	\$11,339	\$15,357	\$16,955	\$165,761																					
Twenty-Three Hour Payments by the Claims Processing System	\$0	\$0	\$0	\$0	\$1,732	\$12,228	\$13,960	\$3,558	\$6,274	\$8,479	\$616	\$828	\$3,600	\$3,771	\$1,351	\$4,829	\$3,200	\$8,574	\$299	\$41,979																					
CMHA Capitation Payments	\$0	\$0	\$0	\$313,648	\$331,291	\$302,878	\$947,818	\$316,784	\$317,085	\$320,147	\$319,690	\$320,946	\$322,020	\$319,958	\$326,766	\$315,958	\$328,663	\$315,196	\$332,627	\$3,855,841																					
Other Capitation Payments	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0																					
Grant Payments	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0																					
Non-FFS Inpatient	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0																					
Subcontractor Payments for Mental Health and Substance Abuse Service	\$0	\$0	\$0	\$2,400,055	\$2,465,445	\$2,523,534	\$7,389,034	\$2,403,671	\$2,370,881	\$2,474,297	\$3,104,597	\$3,205,906	\$3,183,674	\$3,235,072	\$3,189,338	\$3,297,381	\$3,434,440	\$3,437,453	\$3,318,377	\$36,655,087																					
Crisis Services Team Pass Through	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0																					
Less:																																									
Recoveries not Reflected in Claims Payments	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0																					
Total Payments	\$0	\$0	\$0	\$38,268,229	\$40,530,271	\$40,112,625	\$118,911,125	\$39,807,962	\$42,325,506	\$40,492,756	\$43,637,527	\$40,183,788	\$40,748,521	\$45,528,808	\$43,420,378	\$42,850,534	\$43,630,779	\$43,221,073	\$42,389,863	\$508,237,495																					
UB92 IBNR	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0																					
Professional IBNR	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0																					
LTC IBNR	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0																					
Total IBNR	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0																					
Payments and Remaining IBNR	\$0	\$0	\$0	\$38,268,229	\$40,530,271	\$40,112,625	\$118,911,125	\$39,807,962	\$42,325,506	\$40,492,756	\$43,637,527	\$40,183,788	\$40,748,521																												

Medical Loss Ratio Report - Total

Grand Region

MCO

AMERIGROUP, Tenessee, Inc.

Reporting Month

Table with columns for Reporting Month, Incurred Month (2008-2010), For the Year Ended (6/30/2009, 6/30/2010), and rows for Enrollment, Capitation Revenue, Premium Tax, Capitation Revenue Net of Premium Tax, Payments for Covered Services, Behavioral Health, and Total Payments.

Premium Tax Paid (Quarterly)

Summary row for Premium Tax Paid (Quarterly) with values: 2,864,035, 3,794,315, 2,845,665, 2,573,881, 12,077,896, 2,926,433, 8,850,835, 8,257,072, 9,074,913, 29,109,253

Medical Loss Ratio Report - Total
Grand Region

MCO AMERIGROUP, Tennessee, Inc.																											
Reporting Month																											
Enrollment	2010						2011						For the Year Ended 6/30/2011	2011						2012						For the Year Ended 6/30/2012	
	Incurred Month						Incurred Month							For the Year Ended 6/30/2011	Incurred Month						Incurred Month						
	July	August	September	October	November	December	January	February	March	April	May	June			July	August	September	October	November	December	January	February	March	April	May		June
Enrollment	209,744	211,484	213,123	214,218	214,513	214,476	202,354	202,349	202,604	202,721	203,164	202,971	2,493,721	201,241	201,785	202,461	202,899	202,155	201,605	201,111	200,848	200,278	200,163	199,397	197,486	2,411,429	
Capitation Revenue	\$72,999,675	\$73,531,537	\$73,867,382	\$74,314,550	\$74,571,774	\$74,627,513	\$75,169,547	\$75,122,092	\$75,395,925	\$75,735,162	\$75,890,067	\$76,139,130	\$897,364,354	\$70,097,134	\$70,409,862	\$70,607,285	\$70,860,593	\$70,720,932	\$70,622,257	\$70,232,642	\$70,247,505	\$70,238,501	\$70,208,661	\$69,825,075	\$69,133,638	\$843,204,085	
Premium Tax	\$4,014,982	\$4,044,235	\$4,062,706	\$4,087,300	\$4,101,448	\$4,104,513	\$4,134,325	\$4,131,715	\$4,146,776	\$4,165,434	\$4,173,554	\$4,187,652	\$49,355,039	\$3,855,342	\$3,872,542	\$3,883,401	\$3,897,333	\$3,884,224	\$3,862,795	\$3,863,613	\$3,861,476	\$3,853,118	\$3,861,476	\$3,840,379	\$3,802,350	\$46,376,225	
Capitation Revenue Net of Premium Tax	\$68,984,692	\$69,487,302	\$69,804,676	\$70,227,250	\$70,470,326	\$70,523,000	\$71,035,222	\$70,990,377	\$71,249,149	\$71,569,728	\$71,716,113	\$71,951,477	\$848,009,315	\$66,241,792	\$66,537,319	\$66,723,884	\$66,963,260	\$66,831,281	\$66,738,033	\$66,369,847	\$66,383,893	\$66,375,384	\$66,347,185	\$65,984,696	\$65,331,288	\$796,827,861	
Payments for Covered Services for the Month																											
Medical Services																											
CMS 1450/UB 92 Payments by the Claims Processing System																											
Inpatient - Maternity	\$1,555,032	\$1,603,798	\$1,680,268	\$1,806,653	\$1,549,646	\$1,716,764	\$1,622,214	\$1,654,374	\$1,619,991	\$1,337,584	\$1,432,140	\$1,539,526	\$19,117,991	\$1,625,319	\$1,752,548	\$1,642,454	\$1,485,729	\$1,566,082	\$1,670,798	\$1,594,659	\$1,602,864	\$1,581,018	\$1,591,729	\$1,498,384	\$779,200	\$18,390,784	
Inpatient - Newborn	\$5,426,488	\$5,238,560	\$5,217,943	\$3,401,287	\$2,612,236	\$2,733,070	\$3,399,747	\$2,198,576	\$3,728,376	\$3,450,676	\$3,343,730	\$2,238,721	\$36,289,411	\$2,557,694	\$3,154,115	\$2,618,099	\$3,030,360	\$3,192,381	\$2,542,069	\$2,977,560	\$2,440,495	\$2,608,437	\$1,693,350	\$1,452,579	\$578,737	\$28,845,876	
Inpatient - Medical	\$3,044,121	\$3,070,211	\$2,868,372	\$2,714,332	\$2,842,863	\$3,824,249	\$3,965,954	\$3,036,059	\$3,194,759	\$3,743,921	\$3,180,664	\$3,278,857	\$38,764,361	\$2,707,549	\$3,213,889	\$3,138,189	\$2,990,637	\$3,059,834	\$3,287,412	\$3,422,948	\$3,413,566	\$2,896,310	\$2,793,084	\$2,550,435	\$1,103,753	\$34,577,606	
Inpatient - Surgery	\$4,143,143	\$5,531,726	\$3,820,263	\$3,357,165	\$2,918,444	\$3,166,898	\$4,395,141	\$3,242,356	\$4,452,671	\$3,474,823	\$4,152,289	\$4,524,615	\$47,179,514	\$3,303,508	\$3,332,646	\$3,847,490	\$3,473,143	\$3,497,425	\$4,211,921	\$3,290,715	\$4,033,546	\$3,983,710	\$4,125,756	\$2,951,327	\$1,115,023	\$41,166,210	
Inpatient Other	\$1,345,897	\$499,669	\$247,394	\$436,742	\$246,825	\$195,070	\$231,267	\$454,279	\$310,124	\$416,397	\$152,997	\$215,980	\$4,752,642	\$225,501	\$184,368	\$212,369	\$374,417	\$155,030	\$263,704	\$212,621	\$138,711	\$148,438	\$117,235	\$74,964	\$9,768	\$2,117,126	
Outpatient - Emergency Room	\$2,063,079	\$2,100,580	\$2,043,789	\$2,066,561	\$2,124,193	\$2,051,356	\$2,325,213	\$2,123,136	\$2,175,669	\$2,160,791	\$2,276,773	\$2,098,663	\$25,609,801	\$2,158,350	\$2,235,706	\$2,161,678	\$2,126,932	\$2,015,183	\$1,986,742	\$2,166,830	\$2,482,208	\$2,738,149	\$2,166,286	\$2,639,542	\$1,618,354	\$26,945,376	
Outpatient - Laboratory	\$427,591	\$496,137	\$469,022	\$457,577	\$481,640	\$484,415	\$537,504	\$515,350	\$560,056	\$496,755	\$500,334	\$479,873	\$5,906,164	\$435,448	\$524,420	\$481,015	\$484,534	\$480,693	\$414,581	\$491,452	\$333,840	\$373,763	\$351,645	\$344,965	\$197,263	\$4,913,622	
Outpatient - Radiology	\$1,082,905	\$1,177,415	\$1,196,184	\$1,198,862	\$1,129,643	\$1,051,912	\$994,503	\$1,003,290	\$1,213,919	\$1,117,648	\$1,153,151	\$1,108,477	\$13,537,911	\$973,080	\$1,152,713	\$1,145,977	\$1,093,321	\$1,036,045	\$932,720	\$991,199	\$1,007,100	\$981,416	\$1,021,083	\$996,097	\$522,347	\$11,851,870	
Outpatient - Surgery	\$1,969,483	\$2,102,431	\$1,941,270	\$1,897,855	\$1,807,726	\$1,751,355	\$1,624,916	\$1,826,502	\$2,112,473	\$2,105,256	\$1,930,162	\$2,153,581	\$23,223,011	\$1,834,475	\$2,249,068	\$1,976,218	\$1,902,554	\$1,994,184	\$1,771,052	\$2,255,224	\$2,294,483	\$2,267,265	\$2,288,031	\$2,156,305	\$1,318,304	\$24,307,161	
Outpatient - Other	\$185,634	\$194,725	\$205,671	\$231,638	\$214,532	\$182,989	\$171,441	\$185,382	\$211,426	\$249,246	\$194,024	\$201,705	\$2,428,414	\$210,763	\$241,981	\$210,622	\$221,328	\$221,364	\$252,874	\$260,924	\$246,614	\$240,164	\$216,879	\$230,690	\$83,373	\$2,637,574	
Hospice	\$772,052	\$786,702	\$788,556	\$782,891	\$697,519	\$808,629	\$797,755	\$745,028	\$829,907	\$808,053	\$882,599	\$854,666	\$9,554,156	\$899,899	\$863,958	\$826,785	\$818,433	\$769,124	\$783,220	\$700,436	\$672,489	\$830,715	\$710,598	\$643,861	\$4,414	\$8,613,932	
Long-Term Care Payments																											
Level I Facility	\$11,553,962	\$11,697,259	\$11,403,907	\$11,918,230	\$11,493,837	\$11,825,237	\$11,683,285	\$10,228,833	\$11,472,363	\$11,108,872	\$11,556,928	\$11,228,834	\$137,171,548	\$11,680,483	\$12,001,145	\$11,410,939	\$11,655,732	\$11,125,728	\$11,629,648	\$11,248,272	\$10,319,448	\$11,192,181	\$10,574,961	\$11,031,602	\$1,712,370	\$125,582,590	
Level II Facility	\$1,546,585	\$1,561,454	\$1,410,677	\$1,397,033	\$1,400,373	\$1,396,318	\$1,348,192	\$1,232,878	\$1,390,044	\$1,379,270	\$1,423,805	\$1,331,000	\$16,817,629	\$1,375,762	\$1,315,992	\$1,242,062	\$1,373,591	\$1,432,155	\$1,406,979	\$1,374,053	\$1,265,819	\$1,417,389	\$1,365,833	\$1,298,558	\$1,177,066	\$14,985,259	
Home and Community Based Services	\$1,169,599	\$1,266,510	\$1,282,686	\$1,318,984	\$1,476,957	\$1,621,194	\$1,554,557	\$1,573,484	\$1,830,368	\$1,816,353	\$1,933,940	\$1,964,920	\$18,809,551	\$2,006,151	\$2,294,229	\$2,274,672	\$2,440,664	\$2,513,757	\$2,622,913	\$2,633,053	\$2,655,887	\$2,858,209	\$2,755,796	\$2,858,209	\$1,346,449	\$29,265,218	
CMS 1500 Payments by the Claims Processing System																											
Prof - E&M	\$7,527,372	\$8,146,777	\$8,232,840	\$7,882,967	\$8,015,233	\$7,347,936	\$7,606,767	\$8,128,085	\$8,634,634	\$7,848,667	\$7,988,964	\$7,696,210	\$95,056,453	\$7,073,613	\$8,675,974	\$7,881,984	\$7,777,882	\$7,739,663	\$7,261,636	\$8,311,995	\$8,231,152	\$8,390,699	\$7,718,580	\$7,538,523	\$4,040,483	\$90,642,184	
Prof - Home Health	\$2,608,364	\$2,584,701	\$2,458,403	\$2,448,840	\$2,423,323	\$2,466,812	\$2,341,074	\$2,129,466	\$2,373,730	\$2,242,751	\$2,276,827	\$2,157,625	\$28,511,917	\$2,041,422	\$2,042,953	\$1,927,921	\$1,943,616	\$1,956,200	\$1,934,171	\$1,785,471	\$1,697,716	\$1,788,755	\$1,670,454	\$1,539,423	\$355,284	\$20,673,384	
Prof - Maternity	\$1,243,423	\$1,276,955	\$1,235,065	\$1,171,047	\$1,187,402	\$1,199,331	\$1,151,476	\$1,119,295	\$1,192,231	\$1,146,077	\$1,145,595	\$1,267,437	\$14,335,333	\$1,193,003	\$1,369,368	\$1,278,785	\$1,164,231	\$1,217,258	\$1,288,899	\$1,280,406	\$1,354,038	\$1,387,341	\$1,291,824	\$1,226,733	\$609,784	\$1,466,669	
Prof - Surgery	\$679,863	\$732,165	\$718,631	\$721,412	\$661,009	\$654,398	\$750,112	\$655,214	\$723,929	\$786,569	\$816,757	\$855,317	\$8,755,376	\$718,407	\$837,032	\$801,793	\$719,636	\$683,829	\$642,071	\$765,671	\$723,178	\$740,001	\$834,834	\$763,981	\$70,211	\$8,600,645	
Prof - DME	\$375,803	\$448,911	\$384,926	\$466,358	\$428,801	\$482,396	\$430,668	\$343,837	\$433,394	\$432,052	\$442,846	\$462,205	\$5,132,797	\$449,448	\$429,514	\$423,553	\$483,860	\$481,015	\$536,686	\$505,144	\$526,580	\$487,960	\$528,709	\$429,756	\$220,798	\$5,502,424	
Prof - Lab	\$718,574	\$815,518	\$817,453	\$738,185	\$714,280	\$676,580	\$765,887	\$812,474	\$863,255	\$736,594	\$756,343	\$768,143	\$9,183,485	\$657,645	\$818,173	\$730,002	\$664,465	\$718,119	\$684,915	\$783,136	\$795,145	\$800,249	\$763,534	\$185,561	\$50,828	\$8,734,770	
Prof - Radiology	\$944,852	\$1,013,667	\$986,346	\$927,894	\$923,817	\$844,674	\$871,611	\$846,867	\$1,019,225	\$930,620	\$943,434	\$922,921	\$11,175,928	\$788,975	\$945,971	\$929,762	\$919,176	\$896,202	\$853,587	\$899,662	\$993,993	\$912,164	\$904,374	\$870,822	\$516,288	\$10,371,516	
Prof - Transportation	\$294,469	\$308,937	\$292,387	\$300,168	\$266,201	\$294,988	\$323,898	\$275,956	\$320,108	\$316,152	\$311,427	\$294,272	\$3,598,961	\$306,000	\$279,998	\$298,966	\$280,770	\$260,228	\$249,671	\$288,541	\$265,322	\$278,818	\$276,157	\$272,375	\$97,519	\$3,154,364	
Prof - Other	\$1,957,990	\$2,187,718	\$2,106,503	\$2,181,677	\$2,069,920	\$1,918,260	\$2,029,255	\$1,979,716	\$2,202,125	\$2,027,640	\$2,054,307	\$2,006,451	\$24,721,561	\$1,941,705	\$2,285,899	\$2,156,427	\$2,142,433	\$2,043,120	\$1,951,353	\$2,114,224	\$2,066,569	\$2,140,467	\$2,026,048	\$2,005,249	\$899,508	\$23,773,002	
Capitation Payments	\$1,373,967	\$1,007,262	\$1,365,458	\$1,406,450	\$1,414,872	\$1,415,157	\$1,323,777	\$1,390,239	\$1,272,588	\$1,430,818	\$1,427,741	\$1,411,560	\$18,203,890	\$1,405,184	\$1,428,534	\$1,403,625	\$1,391,077	\$1,401,817	\$1,370,833	\$1,253,747	\$1,257,774	\$1,269,530	\$1,295,991	\$1,297,568	\$1,315,268	\$16,009,769	
Subcontractor Payments for Medical Services	\$193,525	\$232,637	\$184,060	\$185,719	\$169,172	\$145,165	\$171,898	\$157,781	\$214,820	\$176,223	\$150,339	\$155,909	\$2,137,249	\$207,076	\$255,891	\$186,157	\$207,223	\$209,268	\$189,384	\$211,576	\$231,909	\$229,019	\$185,900	\$157,360	\$93,950	\$2,364,714	
Other Medical (provide description)	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	
Behavioral Health																											
Inpatient Payments by the Claims Processing System	\$1,159,396	\$1,054,266	\$1,054,898	\$1,154,693	\$1,042,191	\$972,127	\$1,120,446	\$1,110,085	\$1,273,786	\$1,350,624																	

AMERIGROUP Tennessee, Inc.
Report 2A
For the Period Ending 06/30/12

	Current Period	Year-To-Date Total	Previous Year Total
Member Months	604,031	1,210,091	2,444,669
Revenues:			
TennCare Capitation	218,331,442	431,230,447	896,910,241
Investment	755,967	1,521,153	2,552,148
Other Revenues	0	-	-
Total Revenues	219,087,409	432,751,600	899,462,389
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	-	-	-
Fee-for Service Physician Services	41,541,111	77,347,606	143,533,978
Inpatient Hospital Services	35,411,739	69,135,218	136,053,770
Outpatient Hospital Services	8,334,167	18,287,191	47,033,009
Emergency Room Services	7,616,497	14,507,824	28,151,346
Dental Services	-	-	-
Vision Services	763,070	1,405,314	2,391,743
Pharmacy Services	-	-	-
Home Health Services	6,148,487	13,533,250	27,840,770
Chiropractic Services	-	-	-
Radiology Services	5,904,080	11,362,616	17,898,403
Laboratory Services	3,690,702	6,998,147	10,301,100
Durable Medical Equipment Services	1,566,858	2,907,036	5,294,817
Transportation Services	4,180,780	8,418,691	17,007,828
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Medical and Hospital Services - Write-Ins	-	-	-
Subtotal Medical and Hospital	115,157,491	223,902,893	435,506,764
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	2,692,992	4,868,502	11,509,221
Inpatient Substance Abuse Treatment and Detox	1,735,920	3,116,315	4,505,626
Outpatient Mental Health Services	1,805,533	3,684,389	7,503,980
Outpatient Substance Abuse Treatment and Detox	1,465,310	3,085,244	6,474,527
Housing/Residential Treatment	1,378,144	2,387,860	4,740,336
Specialized Crisis Services	1,025,045	2,106,706	4,390,610
Psychiatric Rehab and Support Services	986,581	1,722,583	3,558,194
Case Management	5,612,059	10,956,097	23,779,936
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	-	-	-
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	-	-	-
Subtotal MH&SAS	16,701,584	31,927,696	66,462,430
CHOICES			
Nursing Facility Care	38,851,150	78,497,612	154,244,185
HCBS Services	7,514,318	13,641,642	22,469,749
Subtotal CHOICES	46,365,468	92,139,254	176,713,934
Subtotal Hospital, Medical, MH&SAS, CHOICES	178,224,543	347,969,843	678,683,128
LESS:			
Net Reinsurance Recoveries Incurred	(64,957)	(130,154)	(28,169)
Copayments	-	-	-
Subrogation and Coordination of Benefits	-	-	-
Subtotal Reinsurance, Copay, Subrogation	(64,957)	(130,154)	(28,169)
Total Hospital, Medical, MH&SAS	178,289,500	348,099,997	678,711,297
Administration:			
Compensation	5,515,594	10,907,786	19,977,065
Direct and Allocated Admin expenses	10,230,404	22,523,993	50,715,996
Marketing	31,068	67,492	204,801
Interest Expense	-	-	-
Premium Tax Expense	11,982,726	23,692,171	49,452,316
Occupancy, Depreciation, and Amortization	334,780	606,447	1,183,006
Other Administration - Write-Ins	1,915,520	3,553,593	5,313,790
Total Administration Expenses	30,010,092	61,351,482	126,846,974
Total Expenses	208,299,592	409,451,479	805,558,271
Extraordinary Item	-	-	-
Provision for Income Tax	3,708,456	8,042,284	28,281,396
Net Income (Loss)	7,079,361	15,257,837	65,622,722
Write-Ins for Other Revenues			
Total Other Revenues	-	-	-
Write-Ins for Other Medical and Hospital			
Total Other Medical and Hospital	-	-	-
Write-Ins for Other MH & SS			
Total Other MH & SS	-	-	-
Write-Ins for Other Administration			
Purchased Services	182,831	465,998	813,389
Telephone	150,085	290,918	437,310
State Franchise & Excise Taxes	119,070	253,122	2,028,635
Contributions	23,750	37,500	29,650
Fines & Penalties	17,100	30,684	295,157
Bank Service Charges	13,373	27,449	65,922
Uncollected Provider Claim Recoveries	592,729	833,883	(1,004,231)
Postage and Delivery	253,450	384,482	623,174
Printing and Reproduction	178,546	539,298	895,633
Supplies	57,896	97,133	191,590
Temporary Labor	58,978	125,743	126,190
Travel and Entertainment	179,940	337,648	579,520
Recruitment	44,110	44,110	29,300
Other Administration < \$20,000 YTD	43,662	85,625	202,551
Total Other Administration	1,915,520	3,553,593	5,313,790

Month Received	Cash	Recorded	Rate cell before accrual	Withhold 2.5%	97.5% collected	Collected Withhold 2.5%	Quality Performance Incentive	Money Follows the Person (MFP) Incentive	Long-Term Care Overpayment Recoupment	OCCP Rescission Letter	Liquidated Damages	Premium Taxes	Premium Tax Differential	ASO Claims	ASO Premium Taxes	Cash difference	Premium receivable		
	Cash P2, C3, L5 IA	Premium P4, C2, L2					Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported		Prem Rec P2, C3, L13.1		
Beginning Balance (Prem. Rec)																	\$ 8,384,341.64	Balance @ 12/31/11	
January	74,544,359.95	70,927,179.18	74,586,272.57	1,864,856.81	72,721,615.76	1,831,100.66		22,000.00			(8,356.47)					0.00	33,556.15		
February	8,700.00	22,000.00									(13,300.00)						-	-	
February	57,857,520.76	69,943,718.66	57,355,030.88	1,433,875.77	55,921,155.11	1,864,856.81	72,636.54				(927.70)					72,636.54	(503,417.58)		
February		72,636.54				72,636.54										(145,273.08)	72,636.54		
March	72,095,080.21	71,918,470.42	72,457,645.58	1,811,441.14	70,646,204.44	1,433,875.77		15,000.00			-					15,000.00	362,566.37		
March		15,000.00				15,000.00										(30,000.00)	15,000.00		
April	74,174,759.47	71,461,108.54	73,654,855.92	1,841,371.40	71,813,484.52	2,361,274.95						109,369.81	6,738.14	1,022.59		(116,107.95)	(403,795.60)		
April		1,022.59														-	-		
April		12,395.80														-	-		
April		8,700.00						9,000.00			(300.00)	10,197.59			2,198.21	-	-		
May	69,244,537.21	71,139,495.39	71,668,922.93	1,791,723.07	69,877,199.86	1,846,771.40			(2,460,634.05)	5,700.00	(18,900.00)					(5,599.99)	(49,448.33)		
May		200.00									200.00					-	-		
June	71,930,079.39	75,708,520.24	71,936,775.71	1,798,419.39	70,138,356.32	1,791,723.07										(0.00)	6,696.32		
June																-	-		
Total	\$ 419,877,355.38	\$ 431,230,447.36	\$ 421,659,503.59	\$ 10,541,487.59	\$ 411,118,016.00	\$ 11,217,039.21	\$ 72,636.54	\$ 46,000.00	\$ (2,460,634.05)	\$ 5,700.00	\$ (41,584.17)	\$ 119,567.40	\$ 6,738.14	\$ 1,022.59	\$ 2,198.21	\$ (209,344.49)	\$ 7,918,134.51		

Reconciliation																		\$ 7,918,134.51	
Cash collected		\$ 419,877,355.38																	
Premium earned		431,230,447.36																	Changes in Premium Receivable:
Difference		(11,353,091.98)																	3,049,895.00 1.75% Rate Increase
Premium Receivable		\$ 10,500,401.81																	(467,627.70) Retro Receivable
Less:																			10,500,401.81 Subtotal @ 06/30/12
Beginning Balance	\$ 8,384,341.64																		10,500,201.80 Trial Balance @ 06/30/12
Liquidated Damages	(41,584.17)																		Will be adjusted 3Q12
OCCP Rescission Letter	5,700.00																		200.01 Checkpoint
ASO Claims	1,022.59																		
ASO Premium Taxes	2,198.21																		
HMS Refund-Premium Tax	10,197.59																		
Change in Payment Adjustments @ 06-2012	(9,214,566.04)	\$ (852,690.18)																	
Difference		(11,353,091.99)																	0.01

Cash that should be included on premium tax return	
Medicaid Premiums	431,230,447.36
Change in Premium Receivable	(2,116,060.17)
OCCP Rescission Letter	1,022.59
ASO Claims	2,198.21
ASO Premium Taxes	10,197.59
HMS Refund-Premium Tax	(9,214,566.04)
Change in Payment Adjustments @ 06-2012	419,913,239.54
	(204,528,245.09)
1Q11 Cash Included	215,384,994.45
	419,877,355.38
Total Cash collected	(204,528,245.09)
1Q11 Cash collected	35,884.17
add back liquidated damages	215,384,994.46
	(0.01)

11,846,174.70