

**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, 2013**

**2013**



QUARTERLY STATEMENT
AS OF June 30, 2013
OF THE CONDITION AND AFFAIRS OF THE
AMERIGROUP Tennessee, Inc.

NAIC Group Code 0671, 1156; NAIC Company Code 12941; Employer's ID Number 20-4776597; Organized under the Laws of Tennessee; State of Domicile or Port of Entry Tennessee; Country of Domicile United States of America; Licensed as business type: Life, Accident & Health; Property/Casualty; Hospital, Medical & Dental Service or Indemnity; Dental Service Corporation; Vision Service Corporation; Health Maintenance Organization; Other; Is HMO Federally Qualified? Yes; No; N/A; Incorporated/Organized 04/26/2006; Commenced Business 04/01/2007; Statutory Home Office 22 Century Boulevard, Suite 310, Nashville, TN, US 37214; Main Administrative Office 4425 Corporation Lane, Virginia Beach, VA, 23462; Mail Address 4425 Corporation Lane, Virginia Beach, VA, 23462; Primary Location of Books and Records 4425 Corporation Lane, Virginia Beach, VA, 23462; Internet Web Site Address www.amerigroup.com; Statutory Statement Contact Bette Lou Gronseth, Bette.Gronseth@amerigroup.com

OFFICERS

Table with 3 columns: Name, Title, #. Officers include Charles Brian Shipp (Chairperson), Alvin Brock King (President/CEO), Edna Laverne Willingham (Vice President/COO), Kathleen Susan Kiefer (Secretary), Jack Louis Young (Vice President/Asst. Secretary), Robert David Kretschmer (Treasurer), Karen Lint Shields (Vice President/Asst. Treasurer), Kendall Benjamin Edwards (Vice President, Finance), and Eric (Rick) Kenneth Noble (Asst. Treasurer).

OTHERS

DIRECTORS OR TRUSTEES

Charles Brian Shipp, Wayne Scott DeVeydt, Alvin Brock King, Carter Allen Beck, Catherine Irene Kelaghan

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.

Signature of Alvin Brock King, President/CEO

Signature of Kathleen Susan Kiefer, Secretary

Signature of Robert David Kretschmer, Treasurer

Subscribed and sworn to before me this 12th day of August, 2013

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

Notary Public Signature: Barbara C. McLean





## 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, 2013, 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, 2013, 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, 2013.

Signed 

Name Mark Blessinger

Title AVP, Corporate Actuarial

Date 8/7/13

Address 4425 Corporation Lane, VA 23462

Phone Number 757-962-6490

Signed 

Name James Manger

Title VP, Finance

Date 8/7/13

Address 4425 Corporation Lane, VA 23462

Phone Number 757-955-8910

4425 Corporation Lane  
Virginia Beach, Virginia 23462  
757.490.6900

[www.amerigroupcorp.com](http://www.amerigroupcorp.com)

**Statement of Actuarial Opinion**  
**AMERIGROUP Tennessee, Inc.**  
**June 30, 2013**

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, 2013

A. Claims unpaid (Page 3, Line 1)	\$73,227,669
B. Accrued medical incentive pool and bonus payments (Page 3, Line 2)	\$38,050
C. Unpaid claims adjustment expenses (Page 3, Line 3)	\$2,109,152
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	\$0
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, 2013**


In forming my opinion on items A through I above I relied upon data prepared by Mark Blessinger, AVP – Corporate Actuarial and James Manger, VP – Finance 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.

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

August 13, 2013

## 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 .....	180,764,860		180,764,860	128,313,116
2. Stocks:				
2.1 Preferred stocks .....				
2.2 Common stocks .....	17,396,748		17,396,748	15,862,262
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 (\$....(24,079,941)), cash equivalents (\$.....0) and short-term investments (\$.....7,132,202) .....	(16,947,739)		(16,947,739)	54,711,065
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) .....	181,213,869		181,213,869	198,886,443
13. Title plants less \$.....0 charged off (for Title insurers only) .....				
14. Investment income due and accrued .....	1,319,925		1,319,925	1,302,906
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	8,450,526		8,450,526	7,927,310
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 .....	10,300		10,300	
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 .....	168		168	4,226
18.1 Current federal and foreign income tax recoverable and interest thereon ...				
18.2 Net deferred tax asset .....	1,645,047		1,645,047	1,860,865
19. Guaranty funds receivable or on deposit .....				
20. Electronic data processing equipment and software .....	2,203		2,203	2,772
21. Furniture and equipment, including health care delivery assets (\$.....0) .....	596,199	596,199		
22. Net adjustments in assets and liabilities due to foreign exchange rates .....				
23. Receivables from parent, subsidiaries and affiliates .....	672,910		672,910	
24. Health care (\$.....1,723,017) and other amounts receivable .....	4,690,849	2,967,832	1,723,017	2,199,708
25. Aggregate write-ins for other than invested assets .....				
26. TOTAL assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	198,601,996	3,564,031	195,037,965	212,184,230
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....				
28. TOTAL (Lines 26 and 27) .....	198,601,996	3,564,031	195,037,965	212,184,230
<b>DETAILS OF WRITE-INS</b>				
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. ....				
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) .....				

## LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded) .....	73,227,669		73,227,669	72,842,721
2. Accrued medical incentive pool and bonus amounts .....	38,050		38,050	127,952
3. Unpaid claims adjustment expenses .....	2,109,152		2,109,152	1,472,203
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act .....				476,970
5. Aggregate life policy reserves .....				
6. Property/casualty unearned premium reserve .....				
7. Aggregate health claim reserves .....				
8. Premiums received in advance .....				
9. General expenses due or accrued .....	120,005		120,005	217,694
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)) .....	2,007,254		2,007,254	2,581,534
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 .....	9,301,344		9,301,344	14,903,158
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current) .....				1,391,661
15. Amounts due to parent, subsidiaries and affiliates .....				
16. Derivatives .....				
17. Payable for securities .....				
18. Payable for securities lending .....				
19. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers, \$.....0 unauthorized reinsurers and \$.....0 certified reinsurers) .....				
20. Reinsurance in unauthorized and certified (\$.....0) companies .....				
21. Net adjustments in assets and liabilities due to foreign exchange rates .....				
22. Liability for amounts held under uninsured plans .....	979,907		979,907	431,211
23. Aggregate write-ins for other liabilities (including \$.....0 current) .....	12,084,145		12,084,145	11,659,281
24. Total liabilities (Lines 1 to 23) .....	99,867,526		99,867,526	106,104,385
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	95,809,432	95,809,432
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	(639,993)	10,269,413
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	95,170,439	106,079,845
34. Total Liabilities, capital and surplus (Lines 24 and 33) .....	X X X	X X X	195,037,965	212,184,230
<b>DETAILS OF WRITE-INS</b>				
2301. Accrued Premium Tax .....	12,041,176		12,041,176	11,659,281
2302. Unclaimed Property - Wells Fargo .....	42,969		42,969	
2303. ....				
2398. Summary of remaining write-ins for Line 23 from overflow page .....				
2399. TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above) .....	12,084,145		12,084,145	11,659,281
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	1,218,670	1,228,379	2,459,155
2. Net premium income (including \$.....0 non-health premium income) .....	X X X	451,413,597	450,213,407	904,880,116
3. Change in unearned premium reserves and reserves for rate credits .....	X X X	476,970		
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	451,890,567	450,213,407	904,880,116
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits .....		286,084,683	286,585,637	583,235,023
10. Other professional services .....		12,678,360	11,418,429	24,028,749
11. Outside referrals .....				
12. Emergency room and out-of-area .....		24,616,579	29,524,102	56,100,967
13. Prescription drugs .....		3,955,578	2,502,513	4,592,478
14. Aggregate write-ins for other hospital and medical .....		44,689,740	34,511,542	72,692,363
15. Incentive pool, withhold adjustments and bonus amounts .....		(215)	29,441	140,142
16. Subtotal (Lines 9 to 15) .....		372,024,725	364,571,664	740,789,722
<b>Less:</b>				
17. Net reinsurance recoveries .....		(141,788)	(131,879)	(279,574)
18. Total hospital and medical (Lines 16 minus 17) .....		372,166,513	364,703,543	741,069,296
19. Non-health claims (net) .....				
20. Claims adjustment expenses, including \$.....10,167,361 cost containment expenses .....		12,865,586	12,950,242	25,706,479
21. General administrative expenses .....		50,064,136	50,417,471	102,262,359
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) .....		435,096,235	428,071,256	869,038,134
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	X X X	16,794,332	22,142,151	35,841,982
25. Net investment income earned .....		1,611,017	1,557,638	3,092,201
26. Net realized capital gains (losses) less capital gains tax of \$.....33,761 .....		62,700	21,553	103,767
27. Net investment gains or (losses) (Lines 25 plus 26) .....		1,673,717	1,579,191	3,195,968
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	18,468,049	23,721,342	39,037,950
31. Federal and foreign income taxes incurred .....	X X X	6,046,540	8,187,811	13,193,450
32. Net income (loss) (Lines 30 minus 31) .....	X X X	12,421,509	15,533,531	25,844,500
<b>DETAILS OF WRITE-INS</b>				
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, Other LTSS .....		44,689,740	34,511,542	72,692,363
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) .....		44,689,740	34,511,542	72,692,363
2901. ....				
2902. ....				
2903. ....				
2998. Summary of remaining write-ins for Line 29 from overflow page .....				
2999. TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above) .....				



## STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
<b>CAPITAL &amp; SURPLUS ACCOUNT</b>			
33. Capital and surplus prior reporting year .....	106,079,845	144,193,492	144,193,492
34. Net income or (loss) from Line 32 .....	12,421,509	15,533,531	25,844,500
35. Change in valuation basis of aggregate policy and claim reserves .....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....(537,070) ...	997,416	348,871	1,306,474
37. Change in net unrealized foreign exchange capital gain or (loss) .....			
38. Change in net deferred income tax .....	321,252	171,213	314,069
39. Change in nonadmitted assets .....	(649,583)	(916,044)	(1,050,133)
40. Change in unauthorized and certified 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	471,443
45.2 Transferred to capital (Stock Dividend) .....			
45.3 Transferred from capital .....			
46. Dividends to stockholders .....	(24,000,000)	(65,000,000)	(65,000,000)
47. Aggregate write-ins for gains or (losses) in surplus .....			
48. Net change in capital and surplus (Lines 34 to 47) .....	(10,909,406)	(49,622,551)	(38,113,647)
49. Capital and surplus end of reporting period (Line 33 plus 48) .....	95,170,439	94,570,941	106,079,845
<b>DETAILS OF WRITE-INS</b>			
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
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance .....	450,880,081	451,514,307	906,257,291
2. Net investment income .....	2,695,646	2,593,293	5,132,590
3. Miscellaneous income .....			
4. TOTAL (Lines 1 to 3) .....	453,575,727	454,107,600	911,389,881
5. Benefit and loss related payments .....	372,412,069	375,312,179	751,119,618
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			
7. Commissions, expenses paid and aggregate write-ins for deductions .....	61,519,428	62,048,110	127,802,800
8. Dividends paid to policyholders .....			
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses) .....	6,654,581	3,469,323	8,362,229
10. TOTAL (Lines 5 through 9) .....	440,586,078	440,829,612	887,284,647
11. Net cash from operations (Line 4 minus Line 10) .....	12,989,649	13,277,988	24,105,234
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	29,819,642	34,336,002	68,214,075
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 .....	(1,053)	(225)	812
12.7 Miscellaneous proceeds .....			
12.8 TOTAL investment proceeds (Lines 12.1 to 12.7) .....	29,818,589	34,335,777	68,214,887
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	83,275,520	24,434,802	44,323,637
13.2 Stocks .....		6,176,658	6,176,658
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) .....	83,275,520	30,611,460	50,500,295
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) .....	(53,456,931)	3,724,317	17,714,592
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes .....			
16.2 Capital and paid in surplus, less treasury stock .....			
16.3 Borrowed funds .....			
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....			
16.5 Dividends to stockholders .....	24,000,000	65,000,000	65,000,000
16.6 Other cash provided (applied) .....	(7,191,522)	(12,127,330)	(3,468,033)
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6) .....	(31,191,522)	(77,127,330)	(68,468,033)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	(71,658,804)	(60,125,025)	(26,648,207)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year .....	54,711,065	81,359,272	81,359,272
19.2 End of period (Line 18 plus Line 19.1) .....	(16,947,739)	21,234,247	54,711,065

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

20.0001	Depreciation .....	318,280	275,728	597,000
20.0002	Non-cash Capital Contributions .....		239,878	471,443

## 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 .....	205,980							3,744	202,236	
2. First Quarter .....	203,203							4,030	199,173	
3. Second Quarter .....	203,841							4,254	199,587	
4. Third Quarter .....										
5. Current Year .....										
6. Current Year Member Months .....	1,218,670							24,333	1,194,337	
Total Member Ambulatory Encounters for Period:										
7. Physician .....	645,393							30,629	614,764	
8. Non-Physician .....	812,700							20,048	792,652	
9. Total .....	1,458,093							50,677	1,407,416	
10. Hospital Patient Days Incurred .....	71,047							6,820	64,227	
11. Number of Inpatient Admissions .....	10,672							800	9,872	
12. Health Premiums Written (a) .....	451,413,597							24,598,265	426,815,332	
13. Life Premiums Direct .....										
14. Property/Casualty Premiums Written .....										
15. Health Premiums Earned .....	451,890,567							25,075,235	426,815,332	
16. Property/Casualty Premiums Earned .....										
17. Amount Paid for Provision of Health Care Services .....	372,270,281							22,318,995	349,951,286	
18. Amount Incurred for Provision of Health Care Services .....	372,024,725							22,902,641	349,122,084	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....24,598,265.

**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 .....						
0399999 Aggregate Accounts Not Individually Listed - Covered .....	3,695,934	(75,198)	574	(3,744)	(61,814)	3,555,752
0499999 Subtotals .....	3,695,934	(75,198)	574	(3,744)	(61,814)	3,555,752
0599999 Unreported claims and other claim reserves .....						69,671,917
0799999 Total Claims Unpaid .....						73,227,669
0899999 Accrued Medical Incentive Pool And Bonus Amounts .....						38,050

**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 .....	2,862,159	19,458,734	33,045	4,731,664	2,895,204	3,933,569
7. Title XIX - Medicaid .....	56,834,908	293,166,581	3,736,336	64,726,624	60,571,244	68,909,152
8. Other health .....						
9. Health subtotal (Lines 1 to 8) .....	59,697,067	312,625,315	3,769,381	69,458,288	63,466,448	72,842,721
10. Healthcare receivables (a) .....	3,728,884	943,965			3,728,884	4,132,247
11. Other non-health .....						
12. Medical incentive pools and bonus amounts .....	89,687		(10,990)	49,040	78,697	127,952
13. Totals (Lines 9 - 10 + 11 + 12) .....	56,057,870	311,681,350	3,758,391	69,507,328	59,816,261	68,838,426

(a) Excludes \$.....18,000 loans or advances to providers not yet expensed.

## Notes to Financial Statement

### 1. Summary of Significant Accounting Policies

#### A. Accounting Practices

The accompanying financial statements of AMERIGROUP Tennessee, Inc. (the "Company") have been prepared in conformity with the National Association of Insurance Commissioners' ("NAIC") *Annual Statement Instructions* and in accordance with accounting practices prescribed by the NAIC *Accounting Practice and Procedures Manual* ("NAIC SAP"), subject to any deviations prescribed or permitted by the Tennessee Department of Commerce and Insurance ("TDCI").

For the six months ended June 30, 2013 and the year ended December 31, 2012, there were no differences between the Company's statutory basis capital and surplus and net income under NAIC SAP and practices prescribed or permitted by the TDCI.

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

Preparation of financial statements requires management to make estimates and assumptions that affect the amount reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

#### C. Accounting Policy

Health premium revenues, based on membership records and premiums rates for each membership category within each county, are recognized as revenue during the period in which the Company is obligated to provide service to members. Premiums are reported net of excess loss reinsurance ceded and experience rating refunds. Premiums paid before the effective service month are recorded on the balance sheet as premiums received in advance and are subsequently credited to income as earned during the coverage period. Premium rates are subject to approval by CMS. Costs, such as premium taxes and other underwriting expenses are charged to operations as incurred.

In addition, the Company uses the following accounting policies.

- (1) Short-term investments with maturities of less than one year at the date of acquisition are reported at amortized cost.
- (2) Bonds are stated at amortized cost, with amortization calculated based on the scientific method, using lower of yield to call or yield to maturity.
- (3) Common stocks of unaffiliated companies are stated at fair value.
- (4) The Company has no preferred stock.
- (5) The Company has no mortgage loans.
- (6) Loan-backed securities are stated at amortized cost. Pre-payment assumptions for loan-backed securities and structured securities are obtained from broker-dealer survey values or internal estimates. These assumptions are consistent with the current interest rate and economic environment. The retrospective adjustment method is used to value all loan-backed securities.
- (7) The Company has no investment in subsidiaries, controlled and affiliated companies.
- (8) The Company has no investment in joint ventures, partnerships and limited liability companies.
- (9) The Company has no investment in derivatives.
- (10) The Company does not utilize anticipated investment income as a factor in the premium deficiency calculation.
- (11) Unpaid Claims and loss adjustment expenses include management's best estimate of amounts based on historical claim development patterns and certain individual case estimates. The established liability considers health benefit provisions, business frequency, and severity of claims. Reserves for unpaid claims and claim adjustment expenses are based on assumptions and estimates, and while management believes such estimates are reasonable, 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 changes in estimates are incorporated into current period estimates.
- (12) The Company has not modified its capitalization policy from the prior period.
- (13) Pharmacy rebates receivable are recorded when earned based upon actual rebate receivables billed and an estimate of receivables based upon current utilization of specific pharmaceuticals and provider contract terms or as contract terms allow. All pharmaceutical rebate receivables are considered non-admitted due to their collectability beyond 90 days.

### 2. Accounting Changes and Corrections of Errors

No significant change.

### 3. Business Combinations and Goodwill

No significant change.

### 4. Discontinued Operations

No significant change.

## Notes to Financial Statement

### 5. Investments

#### A. Mortgage loans including Mezzanine Real Estate Loans

No significant change.

#### B. Debt Restructuring

No significant change.

#### C. Reverse Mortgages

No significant change.

#### D. Loan-Backed Securities

(1) Prepayment assumptions for mortgage-backed and structured securities were obtained from broker-dealer survey values or internal estimates. The Company used various third-party pricing sources in determining the market value of its loan-backed securities.

(2) The Company did not recognize other-than-temporary impairments on its loan-backed securities for the six month period ended June 30, 2013.

(3) The Company did not hold other-than-temporarily impaired loan-backed securities at June 30, 2013.

(4) The Company had no impaired securities for which an other-than-temporary impairment had not been recognized in earnings as a realized loss at June 30, 2013.

(5) The Company had no impaired loan-backed securities at June 30, 2013.

#### E. Repurchase Agreements

No significant change.

#### F. Real Estate

No significant change.

#### G. Investments in low-income housing tax credits

No significant change.

### 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. Nature of the relationship

The Company is a Tennessee domiciled stock insurance company and is a wholly-owned subsidiary of AMERIGROUP Corporation (“AGP”), which is an indirect wholly-owned subsidiary of WellPoint, Inc. (“WellPoint”), a publicly traded company.

#### B. Significant transactions for each period

No significant change.

#### C. Administrative Services and Tax-Sharing Agreements

AMERIGROUP Corporation provides administrative and financial support services to the Company.

## Notes to Financial Statement

Administrative services fees charged to the Company were \$23,706,943 and \$48,012,116 for the six months ended June 30, 2013 and year ended December 31, 2012, respectively. Management fees are included in general administrative expenses in the accompanying statutory statements of revenue and expenses.

Taxes charged to the Company under a Tax-Sharing Agreement were \$6,080,302 and \$14,707,688 for the six months ended June 30, 2013 and year ended December 31, 2012, respectively.

AMERIGROUP Corporation previously allocated compensation expense related to share-based payments made to employees of the Company. The amount of compensation expense for the year ended December 31, 2012 was \$471,443. There was no compensation expense for the six months ended June 30, 2013. The Company reflects these allocated expenses as capital contributions since AMERIGROUP Corporation does not bill the Company for these amounts, which are included in general administrative expenses in the accompanying statements of revenue and expenses.

The Company paid an ordinary dividend of \$24,000,000 to AMERIGROUP Corporation on June 5, 2013. During 2012, the Company was granted approval from the Tennessee Department of Commerce and Insurance to pay an extraordinary dividend of \$65,000,000 which was disbursed on March 30, 2012.

### **D. Amounts due to or from Related Parties**

AMERIGROUP Corporation owed the Company \$672,910 as of June 30, 2013. For the period ended December 31, 2012, the Company owed AMERIGROUP Corporation \$1,391,661. The amounts were the difference between the estimated charges and the actual expenses incurred in the month. These balances are paid in the following month.

### **E. Guarantees or Contingencies for Related Parties**

The Company did not enter into guarantees or undertakings for the benefit of an affiliate which would result in a material contingent exposure of the Company's or any affiliated insurer's assets or liabilities.

### **F. Management, Service Contracts, Cost Sharing Arrangements**

The Company has entered into administrative services agreements with AMERIGROUP Corporation which includes material management or service contracts, among which are Administrative and Support Services. Pursuant to these agreements, various administrative, management and support services are provided to the Company. The costs and expenses related to these administrative management and support services are charged using statistics such as PMPM rate and percentage of net premium revenue. Direct costs, which are directly attributable to the Company's operations, including expenses such as advertising, consulting services and legal costs, printing and reproduction as well as postage and delivery costs for materials are also charged.

### **G. Nature of Control Relationships that Could Affect Operations or Financial Position**

AMERIGROUP Corporation owns all the outstanding shares of the Company. The Company's ultimate parent is WellPoint, Inc.

### **H. Amount deducted for Investment in Upstream Company**

No significant change.

### **I. Detail of Investments in Affiliates Greater than 10% of Admitted Assets**

No significant change.

### **J. Write-down for Impairments of Investments in Subsidiaries, Controlled or Affiliated Companies**

No significant change.

### **K. Investment in a Foreign Insurance Subsidiary**

No significant change.

### **L. Investment in Downstream Non-insurance Holding Companies**

No significant change.

## **11. Debt**

No significant change.



## Notes to Financial Statement

**12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefits Plans**

The Company does not participate in a defined benefit program.

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

No significant change.

**14. Contingencies**

No significant change.

**15. Leases**

No significant change.

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

No significant change.

**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**

- (1) In the course of the Company's asset management, securities may be sold and reacquired within 30 days of the sale date to enhance the yield on the investments.
- (2) At June 30, 2013 and December 31, 2012, there were no wash sales involving securities with an NAIC designation of 3 or below or unrated.

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

No significant change.

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

No significant change.

**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, uncollected premiums in the course of collection, investment income due and accrued, accrued retrospective premiums, amounts receivable relating to uninsured plans, receivables from parent, subsidiaries and affiliates, receivable from TennCare Oversight, claims unpaid, accrued medical incentive pool and bonus amounts, unpaid claims adjustment expenses, general expenses due or accrued, federal income taxes payable, remittance and items not allocated, liability for amounts held under uninsured plans, accrued premium tax, and unclaimed property – the carrying amounts approximate fair value because of the*

## Notes to Financial Statement

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 were not carried at fair value.

*Short-term investments and bonds* – money market funds included in these financial statement captions' fair values were determined using quoted market prices on one or more securities exchanges. The fair values of corporate bonds, debt securities of government sponsored entities, municipal bonds, mortgage-backed securities, ETF bond funds, and collateralized mortgage obligations were 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, 2013. The estimated fair value of the auction rate security was determined using utilizing an income 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 were 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.

### A. Fair Value Measurements

#### (1) Fair Value Measurements at June 30, 2013

Description for each class of asset or liability	(Level 1)	(Level 2)	(Level 3)	Total
a. Assets at fair value				
Perpetual Preferred Stock				
Industrial and Misc	\$ —	\$ —	\$ —	\$ —
Parents, Subsidiaries and Affiliates	—	—	—	—
Total Preferred Perpetual Stocks	\$ —	\$ —	\$ —	\$ —
Bonds				
U.S. Government	\$ —	\$ —	\$ —	\$ —
Industrial and Misc	—	—	—	—
Hybrid Securities	—	—	—	—
Parents, Subsidiaries and Affiliates	—	—	—	—
Total Bonds	\$ —	\$ —	\$ —	\$ —
Common Stock				
Industrial and Misc	\$ 12,671,097	\$ 4,725,651	\$ —	\$ 17,396,748
Parents, Subsidiaries and Affiliates	—	—	—	—
Total Common Stocks	\$ 12,671,097	\$ 4,725,651	\$ —	\$ 17,396,748
Derivative assets				
Interest rate contracts	\$ —	\$ —	\$ —	\$ —
Foreign exchange contracts	—	—	—	—
Credit contracts	—	—	—	—
Commodity future contracts	—	—	—	—
Commodity forward contracts	—	—	—	—
Total Derivatives	\$ —	\$ —	\$ —	\$ —
Separate account assets	\$ —	\$ —	\$ —	\$ —
Total assets at fair value	\$ 12,671,097	\$ 4,725,651	\$ —	\$ 17,396,748
b. Liabilities at fair value				
Derivative Liabilities	\$ —	\$ —	\$ —	\$ —
Total liabilities at fair value	\$ —	\$ —	\$ —	\$ —

(2) As of June 30, 2013, there were no investments in Level 3 carried at fair value.

(3) The Company's policy is to recognize transfers between Levels, if any, at the beginning of the reporting period. There were no assets measured at fair value that were transferred between levels as of the six months ended June 30, 2013.

(4) Fair values of fixed maturity securities are based on quoted market prices, where available. These fair values are obtained primarily from third party pricing services, which generally use Level 1 or

**Notes to Financial Statement**

Level 2 inputs, for the determination of fair value to facilitate fair value measurements and disclosures. United States Government securities represent Level 1 securities, while Level 2 securities primarily include corporate securities, securities from states, municipalities and political subdivisions and residential mortgage-backed securities. For securities not actively traded, which would be classified as Level 3, the third party pricing services may use quoted market prices of comparable instruments or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include, but are not limited to, broker quotes, benchmark yields, credit spreads, default rates and prepayment speeds. Fair values of equity securities are generally designated as Level 1 and are based on quoted market prices. For certain equity securities, quoted market prices for the identical security are not always available and the fair value is estimated by reference to similar securities for which quoted prices are available. These securities are designated Level 2. There have been no significant changes in the valuation techniques during the current period. The Company's Level 2 securities consist of corporate bonds, debt securities of government sponsored entities, municipal bonds, mortgage-backed securities, ETF bond funds, and collateralized mortgage obligations.

- (5) The Company did not have any derivative assets or liabilities as of the six months ended June 30, 2013.

**B. SSAP No. 100 with Other Accounting Pronouncements**

No significant change.

**C. Aggregate Fair Value**

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	\$ 180,535,986	\$ 180,764,860	\$ —	\$ 177,710,986	\$ 2,825,000	\$ —
Perpetual Preferred Stock	—	—	—	—	—	—
Common Stock	17,396,748	17,396,748	12,671,097	4,725,651	—	—
Derivative	—	—	—	—	—	—
Short Term Inv & MMFs	7,132,202	7,132,202	7,132,202	—	—	—
Cash Equivalents	—	—	—	—	—	—
LIHTC	—	—	—	—	—	—
Totals	\$ <u>205,064,936</u>	\$ <u>205,293,810</u>	\$ <u>19,803,299</u>	\$ <u>182,436,637</u>	\$ <u>2,825,000</u>	\$ <u>—</u>

**D. Not Practicable to Estimate Fair Value**

No significant change.

**21. Other Items**

No significant change.

**22. Events Subsequent**

There were no events occurring subsequent to June 30, 2013 requiring disclosure. Subsequent events have been considered through August 14, 2013 for the statutory statement issued on August 14, 2013.

**23. Reinsurance**

No significant change.

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

No significant change.

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

Reserves as of December 31, 2012 were \$72,970,673. As of June 30, 2013, \$59,786,754 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 \$3,758,391 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$9,425,528 favorable prior-year development since December 31, 2012. 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**

No significant change.

## **Notes to Financial Statement**

**27. Structured Settlements**

No significant change.

**28. Health Care Receivables**

No significant change.

**29. Participating Policies**

No significant change.

**30. Premium Deficiency Reserves**

No significant change.

**31. Anticipated Salvage and Subrogation**

No significant change.

# 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
- 1.2 If yes, has the report been filed with the domiciliary state? Yes  No  N/A
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes  No
- 2.2 If yes, date of change: .....
- 3.1 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes  No
- 3.2 If the response to 3.1 is yes, provide a brief description of those changes:
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes  No
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

- 5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes  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. .....12/31/2012.....
- 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
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes  No  N/A
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes  No
- 7.2 If yes, give full information
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes  No
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes  No
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the 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 <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes  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
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes  No
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

### FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes  No
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$.....672,910

### INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes  No
- 11.2 If yes, give full and complete information relating thereto:
- 12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$.....0
- 13. Amount of real estate and mortgages held in short-term investments: \$.....0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes  No
- 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   
 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes  No  N/A   
 If no, attach a description with this statement.

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:  
 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 \$ ..... 0  
 16.2 Total book/adjusted carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 \$ ..... 0  
 16.3 Total payable for securities lending reported on the liability page \$ ..... 0

17. 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  No

17.1 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
Bank of New York Mellon Corporation .....	One BNY Mellon Center, Room 151-1035, Pittsburgh, PA 15258 .....

17.2 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)

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes  No

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

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
U.S. Bank Corporate Trust .....		04/01/2013 ..	Schedule E Part 3 Special Deposit custodians should not be included, and have been removed. ....

17.5 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
105006 .....	Deutsche Asset Management .....	345 Park Ave, New York, New York 10154 .....
113878 .....	McDonnell Investment Management, LLC .....	1515 West 22nd Street, 11th Floor, Oak Brook, Illinois 60523 .....

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes  No

18.2 If no, list exceptions:

## GENERAL INTERROGATORIES

### PART 2 - HEALTH

1. Operating Percentages:	
1.1 A&H loss percent	84.608%
1.2 A&H cost containment percent	2.250%
1.3 A&H expense percent excluding cost containment expenses	11.676%
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)
			<b>NONE</b>			



# SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

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

		Direct Business Only								
State, Etc.		1	2	3	4	5	6	7	8	9
		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama (AL)	N								
2.	Alaska (AK)	N								
3.	Arizona (AZ)	N								
4.	Arkansas (AR)	N								
5.	California (CA)	N								
6.	Colorado (CO)	N								
7.	Connecticut (CT)	N								
8.	Delaware (DE)	N								
9.	District of Columbia (DC)	N								
10.	Florida (FL)	N								
11.	Georgia (GA)	N								
12.	Hawaii (HI)	N								
13.	Idaho (ID)	N								
14.	Illinois (IL)	N								
15.	Indiana (IN)	N								
16.	Iowa (IA)	N								
17.	Kansas (KS)	N								
18.	Kentucky (KY)	N								
19.	Louisiana (LA)	N								
20.	Maine (ME)	N								
21.	Maryland (MD)	N								
22.	Massachusetts (MA)	N								
23.	Michigan (MI)	N								
24.	Minnesota (MN)	N								
25.	Mississippi (MS)	N								
26.	Missouri (MO)	N								
27.	Montana (MT)	N								
28.	Nebraska (NE)	N								
29.	Nevada (NV)	N								
30.	New Hampshire (NH)	N								
31.	New Jersey (NJ)	N								
32.	New Mexico (NM)	N								
33.	New York (NY)	N								
34.	North Carolina (NC)	N								
35.	North Dakota (ND)	N								
36.	Ohio (OH)	N								
37.	Oklahoma (OK)	N								
38.	Oregon (OR)	N								
39.	Pennsylvania (PA)	N								
40.	Rhode Island (RI)	N								
41.	South Carolina (SC)	N								
42.	South Dakota (SD)	N								
43.	Tennessee (TN)	L		24,598,265	426,815,332				451,413,597	
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 (CAN)	N								
58.	Aggregate other alien (OT)	XXX								
59.	Subtotal	XXX		24,598,265	426,815,332				451,413,597	
60.	Reporting entity contributions for Employee Benefit Plans	XXX								
61.	Total (Direct Business)	(a) 1		24,598,265	426,815,332				451,413,597	

### 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

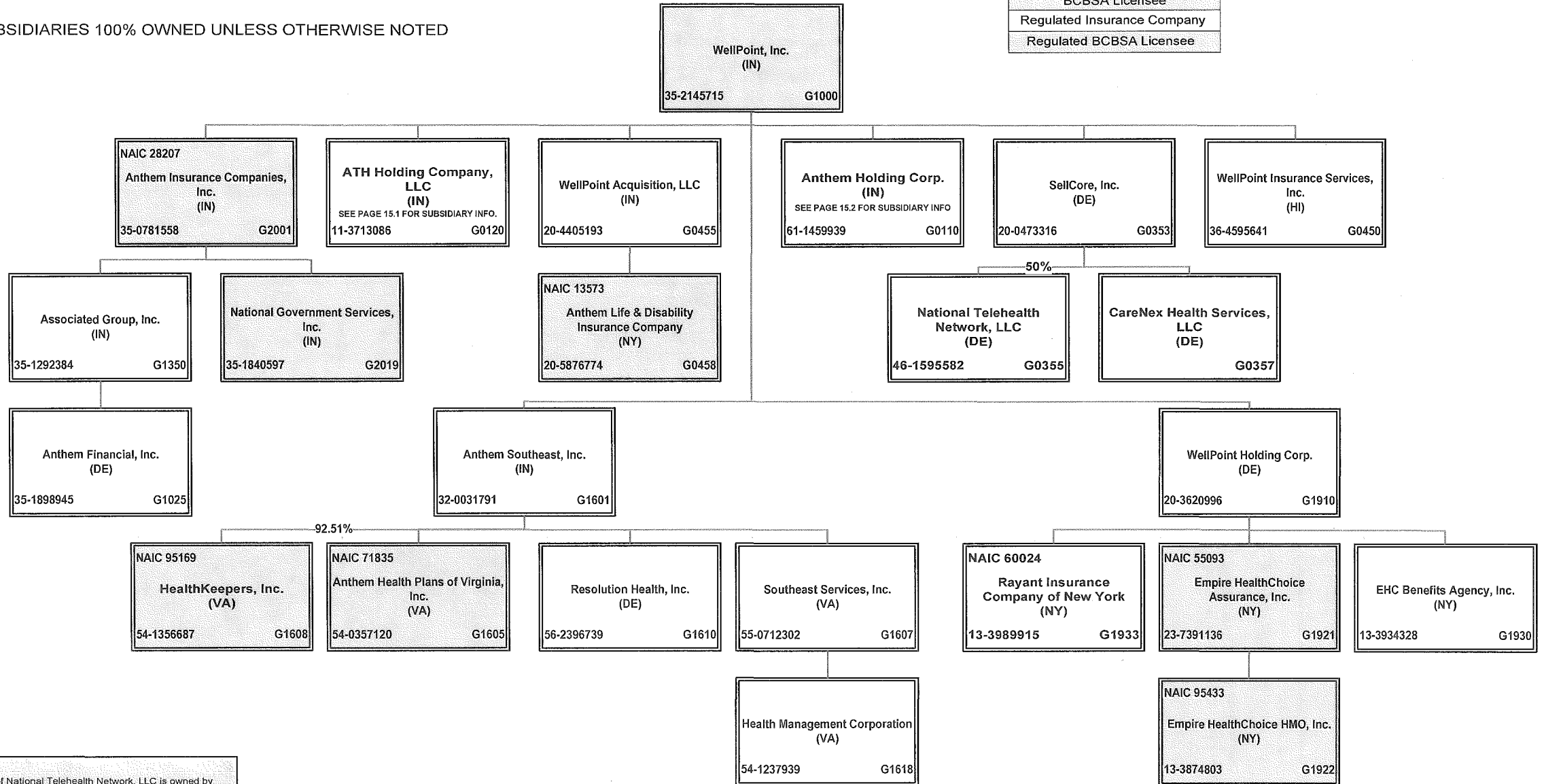
## MEMBERS OF A HOLDING COMPANY GROUP

### PART 1 - ORGANIZATIONAL CHART

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

Q15



50% of National Telehealth Network, LLC is owned by American Well Corporation

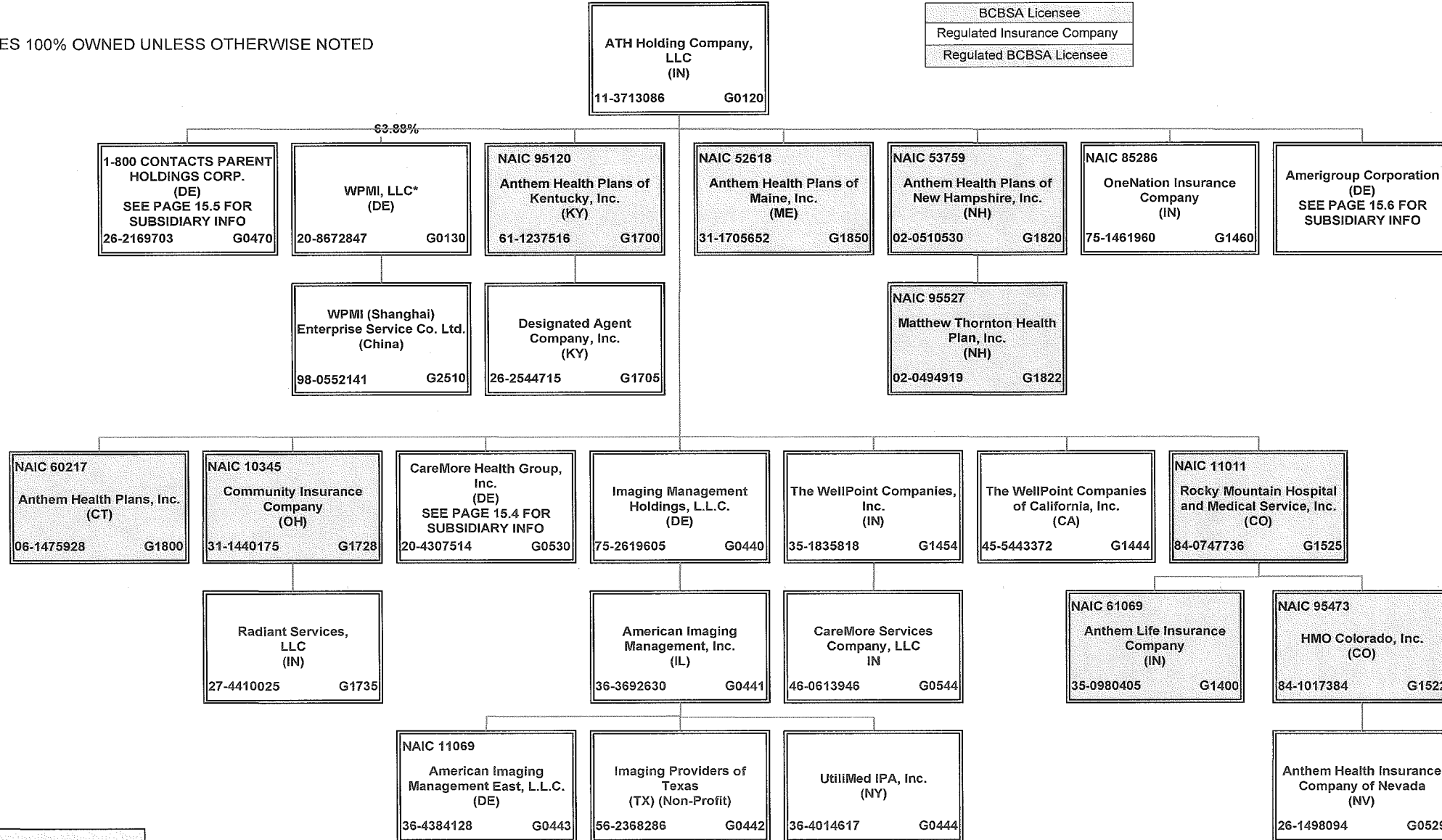
# SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

## MEMBERS OF A HOLDING COMPANY GROUP

### PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee



Q151

\*36.12 of WPMI, LLC is owned by unaffiliated investors

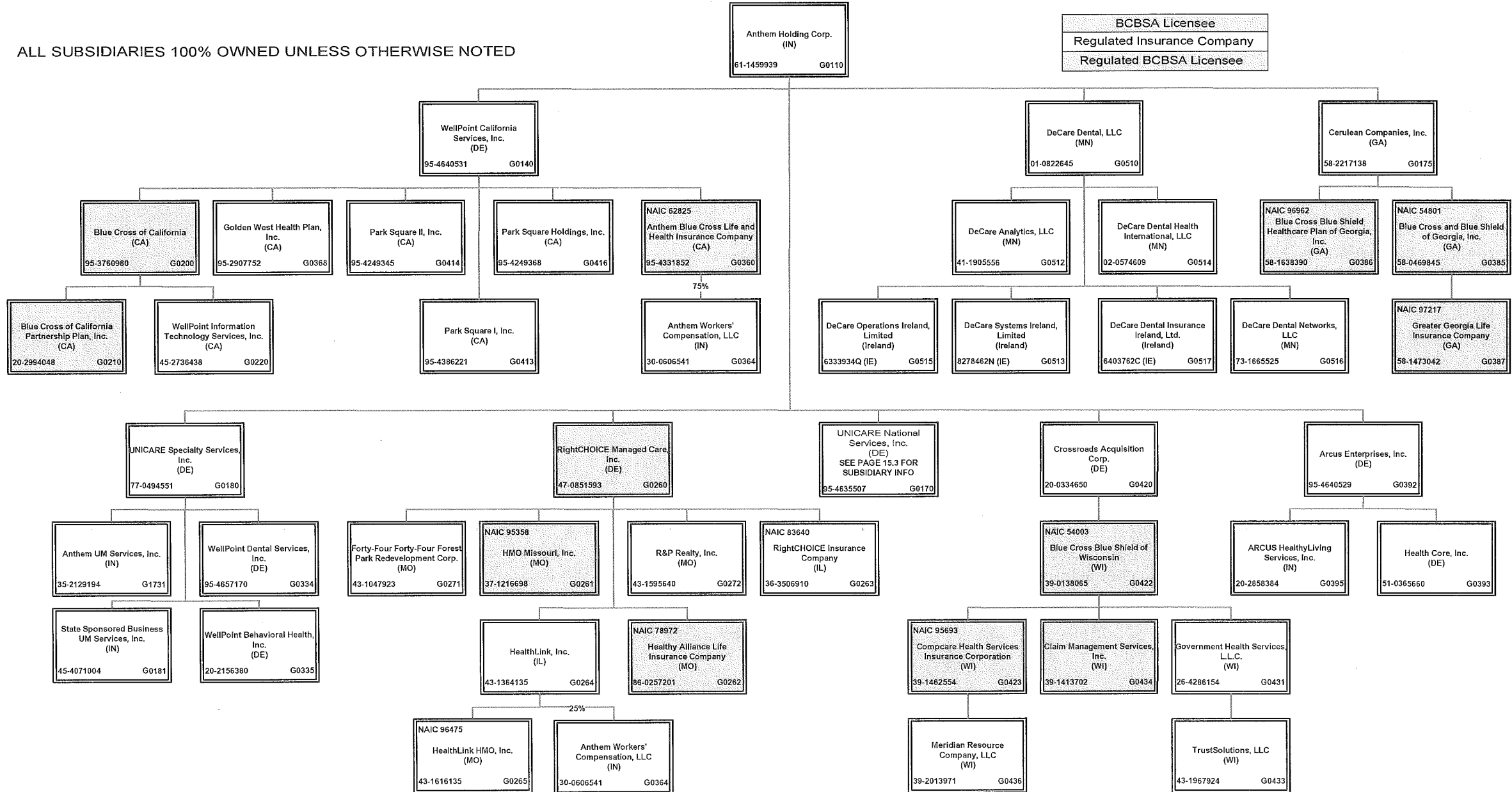
# SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

## MEMBERS OF A HOLDING COMPANY GROUP

### PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

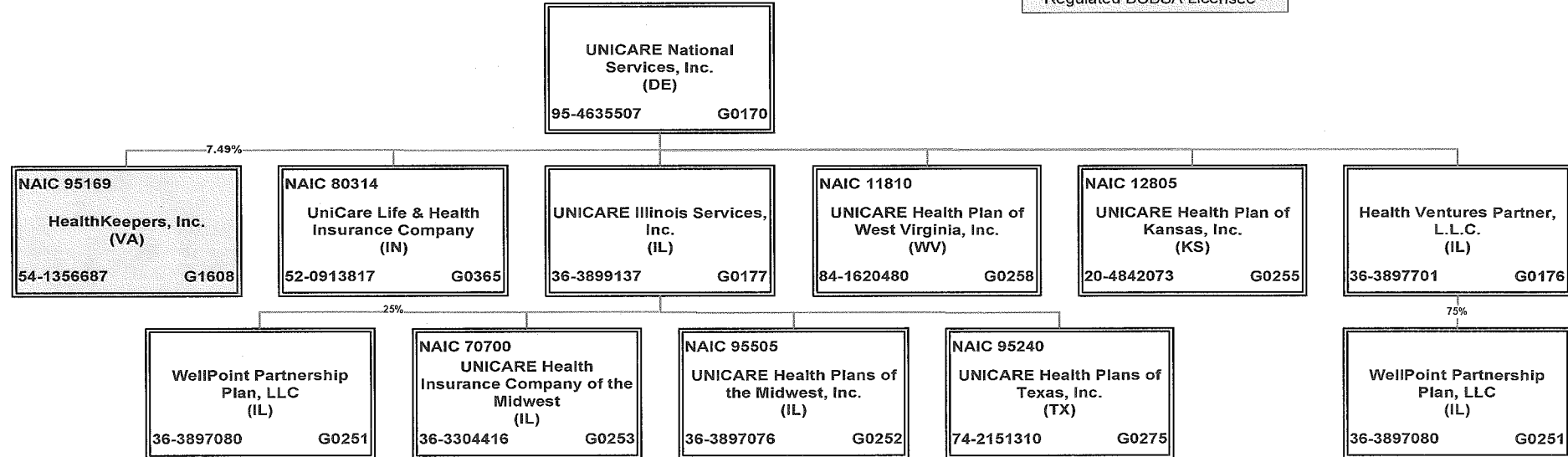
Q15.2



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

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

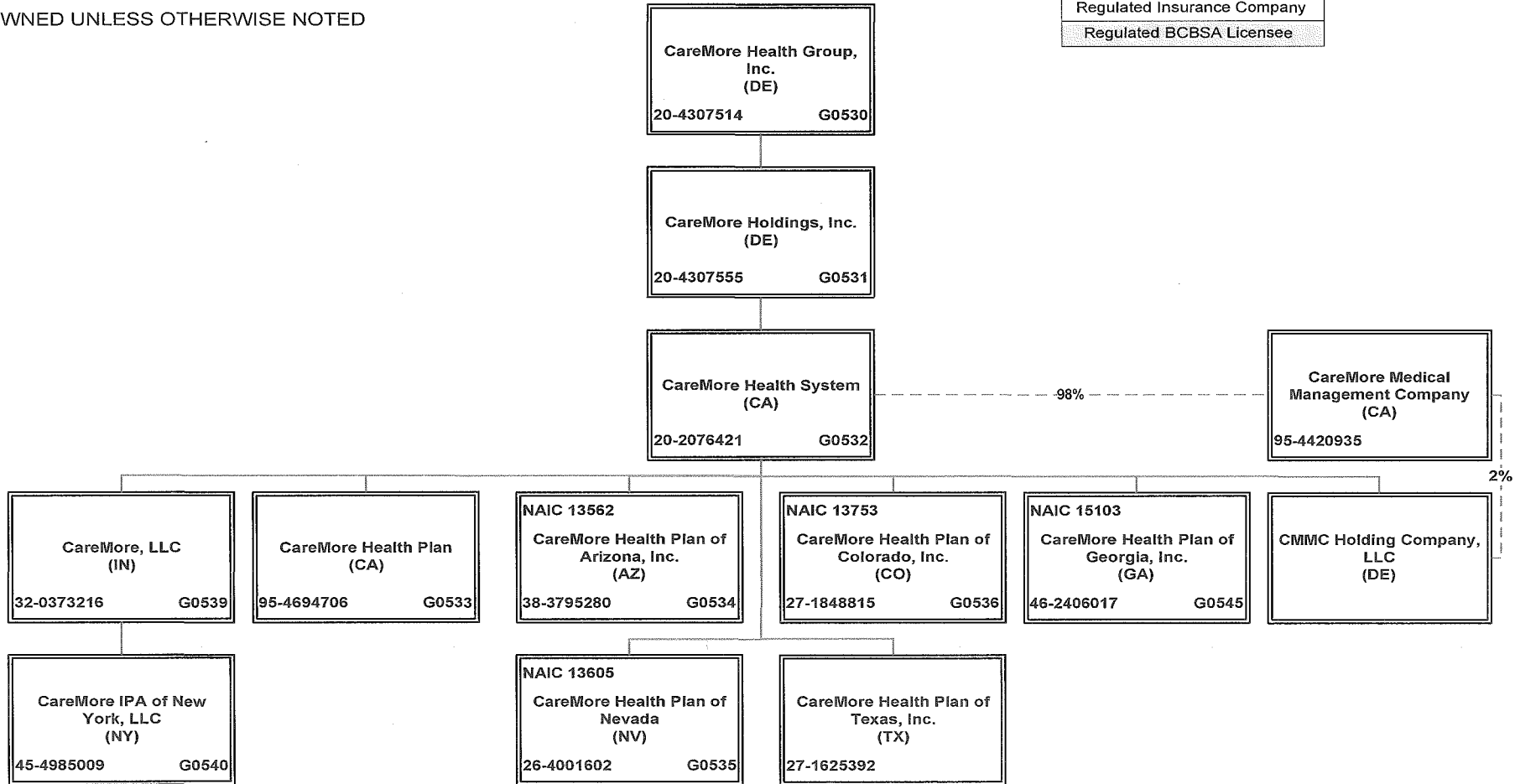


**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER  
MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART**

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

Q154



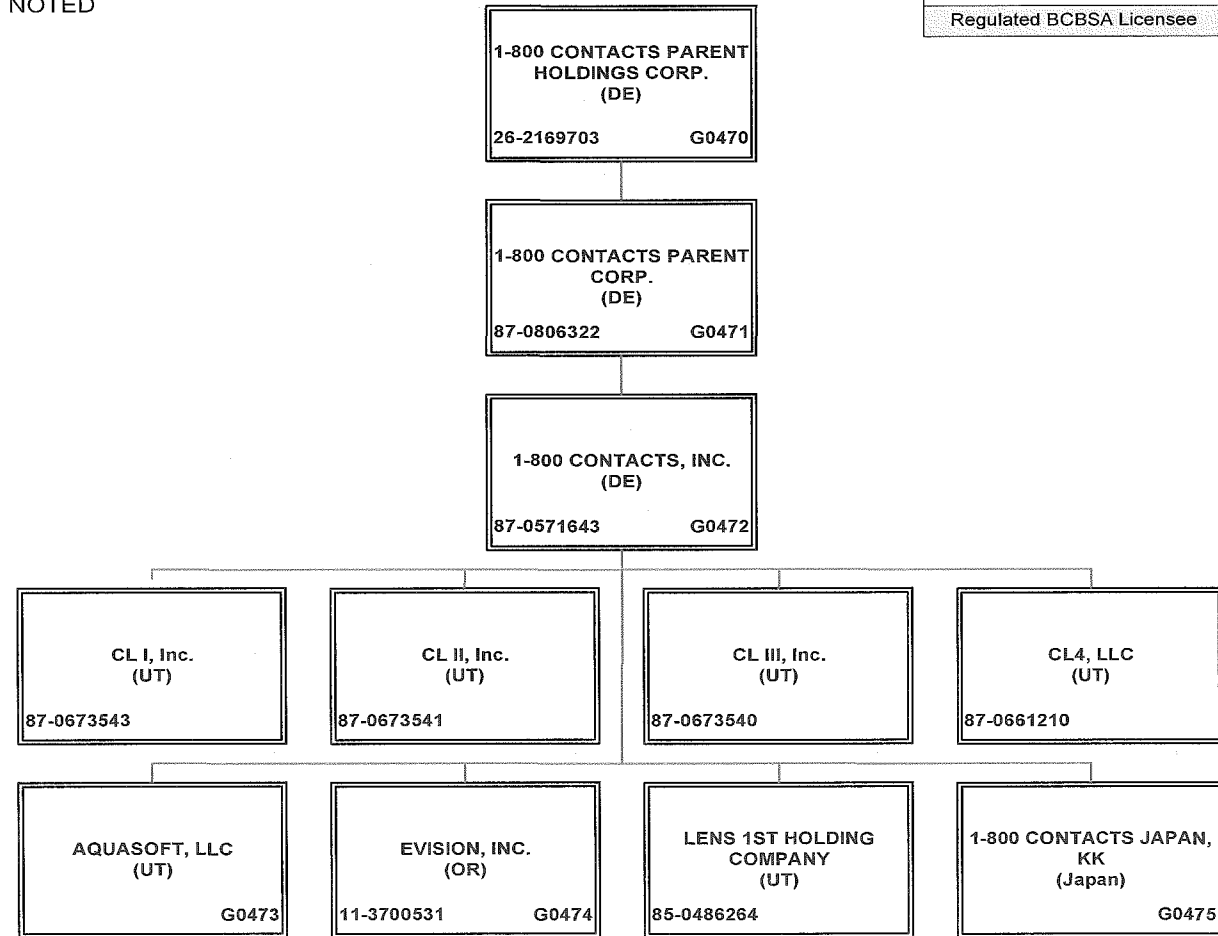
# SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

## MEMBERS OF A HOLDING COMPANY GROUP

### PART 1 - ORGANIZATIONAL CHART

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



Q15.5

# SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

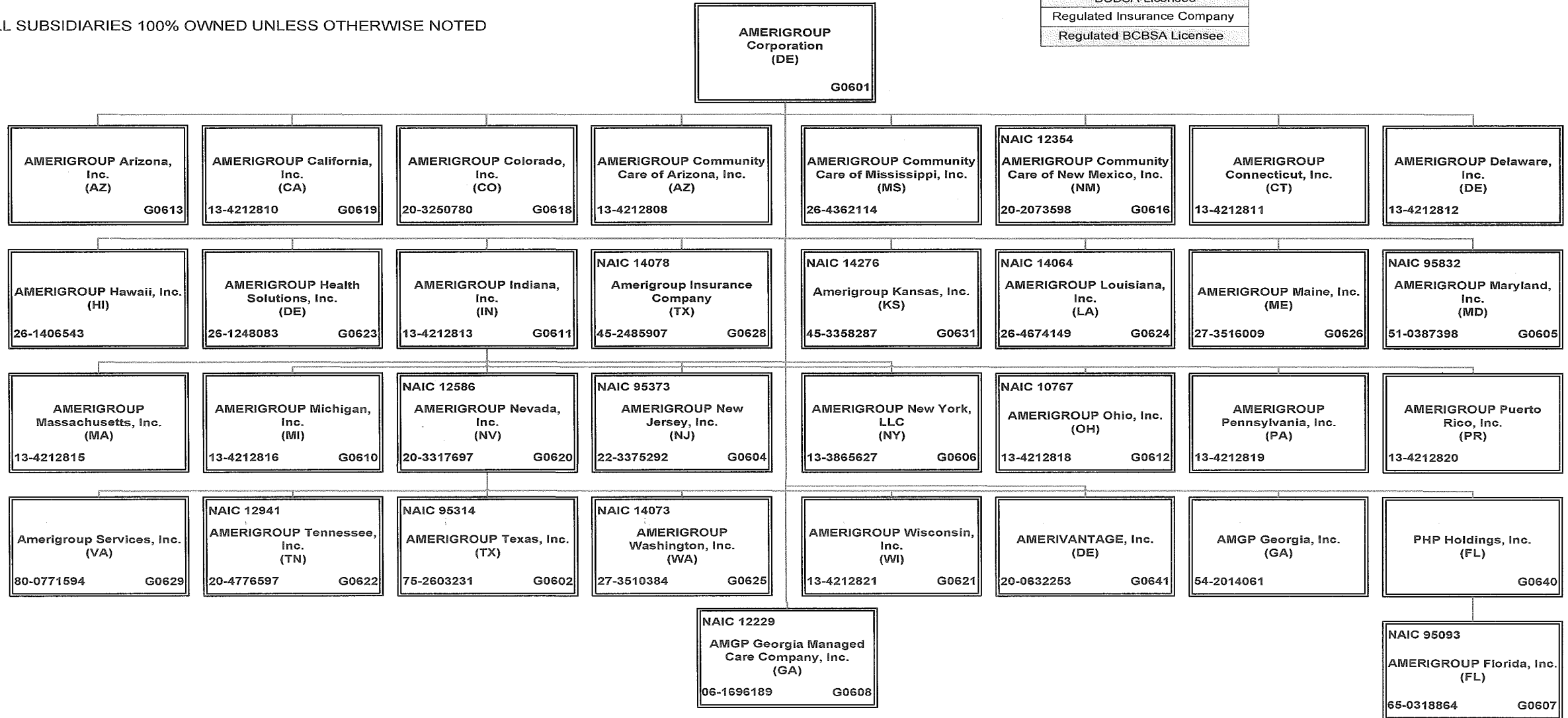
## MEMBERS OF A HOLDING COMPANY GROUP

### PART 1 - ORGANIZATIONAL CHART

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

Q15.6





# 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)	Names 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)	*
0671	WellPoint, Inc.	00000	87-0571643				1-800 CONTACTS, INC.	DE	NIA	1-800 CONTACTS PARENT CORP.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					1-800 CONTACTS JAPAN, KK	JPN	NIA	1-800 CONTACTS, INC.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	87-0806322				1-800 CONTACTS PARENT CORP.	DE	NIA	1-800 CONTACTS PARENT HOLDINGS CORP.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-2169703				1-800 CONTACTS PARENT HOLDINGS CORP.	DE	NIA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	11069	36-4384128				American Imaging Management East, LLC	DE	IA	American Imaging Management, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3692630				American Imaging Management, Inc.	IL	NIA	Imaging Management Holdings, L.L.C.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212810				AMERIGROUP Arizona, Inc.	AZ	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-3250780				AMERIGROUP California, Inc.	CA	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212808				AMERIGROUP Colorado, Inc.	CO	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-4362114				AMERIGROUP Community Care of Arizona, Inc.	AZ	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	12354	20-2073598				AMERIGROUP Community Care of Mississippi, Inc.	MS	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212811				AMERIGROUP Community Care of New Mexico, Inc.	NM	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					AMERIGROUP Connecticut, Inc.	CT	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212812				AMERIGROUP Delaware, Inc.	DE	UDP	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95093	65-0318864				AMERIGROUP Florida, Inc.	FL	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-1406543				AMERIGROUP Hawaii, Inc.	HI	NIA	PHP Holdings, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-1248083				AMERIGROUP Health Solutions, Inc.	DE	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212813				AMERIGROUP Indiana, Inc.	IN	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	14078	45-2485907				Amerigroup Insurance Company	TX	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	14276	45-3358287				Amerigroup Kansas, Inc.	KS	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	14064	26-4674149				AMERIGROUP Louisiana, Inc.	LA	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	27-3516009				AMERIGROUP Maine, Inc.	ME	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95832	51-0387398				AMERIGROUP Maryland, Inc.	MD	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212815				AMERIGROUP Massachusetts, Inc.	MA	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212816				AMERIGROUP Michigan, Inc.	MI	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	12586	20-3317697				AMERIGROUP Nevada, Inc.	NV	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95373	22-3375292				AMERIGROUP New Jersey, Inc.	NJ	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-3865627				AMERIGROUP New York, LLC	NY	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	0000001
0671	WellPoint, Inc.	10767	13-4212818				AMERIGROUP Ohio, Inc.	OH	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212819				AMERIGROUP Pennsylvania, Inc.	PA	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	

Q16

## 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)	Names 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)	*
0671	WellPoint, Inc.	00000	13-4212820				AMERIGROUP Puerto Rico, Inc.	PRI	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	80-0771594				Amerigroup Services, Inc.	VA	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	12941	20-4776597				AMERIGROUP Tennessee, Inc.	TN		AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95314	75-2603231				AMERIGROUP Texas, Inc.	TX	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	14073	27-3510384				AMERIGROUP Washington, Inc.	WA	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212821				AMERIGROUP Wisconsin, Inc.	WI	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-0632253				AMERIVANTAGE, Inc.	DE	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	54-2014061				AMGP Georgia, Inc.	GA	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	12229	06-1696189				AMGP Georgia Managed Care Company, Inc.	GA	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	62825	95-4331852				Anthem Blue Cross Life and Health Insurance Company	CA	IA	WellPoint California Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-1898945				Anthem Financial, Inc.	DE	NIA	Associated Group, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-1498094				Anthem Health Insurance Company of Nevada	NV	NIA	HMO Colorado, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95120	61-1237516				Anthem Health Plans of Kentucky, Inc.	KY	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	52618	31-1705652				Anthem Health Plans of Maine, Inc.	ME	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	53759	02-0510530				Anthem Health Plans of New Hampshire, Inc.	NH	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	71835	54-0357120	40003317			Anthem Health Plans of Virginia, Inc.	VA	IA	Anthem Southeast, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	60217	06-1475928				Anthem Health Plans, Inc.	CT	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	61-1459939				Anthem Holding Corp.	IN	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	28207	35-0781558				Anthem Insurance Companies, Inc.	IN	IA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	13573	20-5876774				Anthem Life & Disability Insurance Company	NY	IA	WellPoint Acquisition, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	61069	35-0980405				Anthem Life Insurance Company	IN	IA	Rocky Mountain Hospital and Medical Service, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	32-0031791				Anthem Southeast, Inc.	IN	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-2129194				Anthem UM Services, Inc.	IN	NIA	UNICARE Specialty Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	30-0606541				Anthem Workers' Compensation, LLC	IN	NIA	Anthem Blue Cross Life and Health Insurance Company	Ownership	75.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	30-0606541				Anthem Workers' Compensation, LLC	IN	NIA	HealthLink, Inc.	Ownership	25.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4640529				AQUASOFT, LLC	UT	NIA	1-800 CONTACTS, INC.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-2858384				Arcus Enterprises, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-2858384				ARCUS HealthLiving Services, Inc.	IN	NIA	Arcus Enterprises, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-1292384				Associated Group, Inc.	IN	NIA	Anthem Insurance Companies, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	11-3713086				ATH Holding Company, LLC	IN	UIP	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	

Q16.1

## 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)	Names 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)	*
0671	WellPoint, Inc.	54801	58-0469845				Blue Cross and Blue Shield of Georgia, Inc.	GA	IA	Cerulean Companies, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	96962	58-1638390				Blue Cross Blue Shield Healthcare Plan of Georgia, Inc.	GA	IA	Cerulean Companies, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	54003	39-0138065				Blue Cross Blue Shield of Wisconsin	WI	IA	Cerulean Companies, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-3760980				Blue Cross of California	CA	IA	Cerulean Companies, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-2994048				Blue Cross of California Partnership Plan, Inc.	CA	IA	Cerulean Companies, Inc.	Ownership	100.0	WellPoint, Inc.	0000002
0671	WellPoint, Inc.	00000	20-4307514				CareMore Health Group, Inc.	DE	NIA	Blue Cross of California	Ownership	100.0	WellPoint, Inc.	0000003
0671	WellPoint, Inc.	00000	95-4694706				CareMore Health Plan	CA	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	13562	38-3795280				CareMore Health Plan of Arizona, Inc.	AZ	IA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	0000004
0671	WellPoint, Inc.	13753	27-1848815				CareMore Health Plan of Colorado, Inc.	CO	IA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	46-2406017				CareMore Health Plan of Georgia, Inc.	GA	NIA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	13605	26-4001602				CareMore Health Plan of Nevada	NV	IA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	27-1625392				CareMore Health Plan of Texas, Inc.	TX	NIA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-4307555				CareMore Holdings, Inc.	DE	NIA	CareMore Health Group, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	45-4985009				CareMore IPA of New York, LLC	NY	NIA	CareMore, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	32-0373216				CareMore, LLC	IN	NIA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-2076421				CareMore Health System	CA	NIA	CareMore Holdings, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4420935				CareMore Medical Management Company	CA	NIA	CareMore Health System	Ownership	98.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4420935				CareMore Medical Management Company	CA	NIA	CareMore Health System	Ownership	98.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					CareNex Health Services, LLC	CA	NIA	CMMC Holding Company, LLC	Ownership	2.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	58-2217138				Cerulean Companies, Inc.	DE	NIA	SellCore, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	87-0673543				CL I, Inc.	GA	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	87-0673541				CL II, Inc.	UT	NIA	1-800 Contacts, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	87-0673540				CL III, Inc.	UT	NIA	1-800 Contacts, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	87-0661210				CL4, Inc.	UT	NIA	1-800 Contacts, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	39-1413702				Claim Management Services, Inc.	WI	NIA	Blue Cross Blue Shield of Wisconsin	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					CMMC Holding Company, LLC	WI	NIA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	10345	31-1440175				Community Insurance Company	DE	NIA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95693	39-1462554				CompCare Health Services Insurance Corporation	OH	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-0334650				Crossroads Acquisition Corp.	WI	IA	Blue Cross Blue Shield of Wisconsin	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	41-1905556				DeCare Analytics, LLC	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					DeCare Analytics, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	

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## 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)	Names 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)	*
0671	WellPoint, Inc.	00000	02-0574609				DeCare Dental Health International, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					DeCare Dental Insurance Ireland, Ltd.	IRL	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	73-1665525				DeCare Dental Networks, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	01-0822645				DeCare Dental, LLC	MN	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					DeCare Operations Ireland, Limited	IRL	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					DeCare Systems Ireland, Limited	IRL	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-2544715				Designated Agent Company, Inc.	KY	NIA	Anthem Health Plans of Kentucky, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-3934328				EHC Benefits Agency, Inc.	NY	NIA	WellPoint Holding Corp	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	55093	23-7391136				Empire HealthChoice Assurance, Inc.	NY	IA	WellPoint Holding Corp	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95433	13-3874803				Empire HealthChoice HMO, Inc.	NY	IA	Empire HealthChoice Assurance, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	11-3700531				EVISION, INC.	OR	NIA	1-800 CONTACTS, INC.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	43-1047923				Forty-Four Forty-Four Forest Park Redevelopment Corp.	MO	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-2907752				Golden West Health Plan, Inc.	CA	IA	WellPoint California Services, Inc.	Ownership	100.0	WellPoint, Inc.	0000005
0671	WellPoint, Inc.	00000	26-4286154				Government Health Services, LLC	WI	NIA	Blue Cross Blue Shield of Wisconsin	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	97217	58-1473042				Greater Georgia Life Insurance Company	GA	IA	Blue Cross and Blue Shield of Georgia, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	51-0365660				Health Core, Inc.	DE	NIA	Arcus Enterprises, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	54-1237939				Health Management Corporation	VA	NIA	Southeast Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3897701				Health Ventures Partner, L.L.C.	IL	NIA	UNICARE National Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95169	54-1356687				HealthKeepers, Inc.	VA	IA	Anthem Southeast, Inc.	Ownership	92.5	WellPoint, Inc.	
0671	WellPoint, Inc.	95169	54-1356687				HealthKeepers, Inc.	VA	IA	UNICARE National Services, Inc.	Ownership	7.5	WellPoint, Inc.	
0671	WellPoint, Inc.	96475	43-1616135				HealthLink HMO, Inc.	MO	IA	HealthLink, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	43-1364135				HealthLink, Inc.	IL	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	78972	86-0257201				Healthy Alliance Life Insurance Company	MO	IA	RightCHOICE Managed Care, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95473	84-1017384				HMO Colorado, Inc.	CO	IA	Rocky Mountain Hospital and Medical Service, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95358	37-1216698				HMO Missouri, Inc.	MO	IA	RightCHOICE Managed Care, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	75-2619605				Imaging Management Holdings, L.L.C.	DE	UIP	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	56-2368286				Imaging Providers of Texas (non-profit)	TX	NIA	American Imaging Management, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	85-0486264				LENS 1ST HOLDING COMPANY	UT	NIA	1-800 CONTACTS, INC.	Ownership	100.0	WellPoint, Inc.	

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## 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)	Names 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)	*
0671	WellPoint, Inc.	95527	02-0494919				Matthew Thornton Health Plan, Inc.	NH	IA	Anthem Health Plans of New Hampshire, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	39-2013971				Meridian Resource Company, LLC	WI	NIA	CompCare Health Services Insurance Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-1840597				National Government Services, Inc.	IN	NIA	Anthem Insurance Companies, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	46-1595582				National Telehealth Network, LLC	DE	NIA	Sellcore, Inc.	Ownership	50.0	WellPoint, Inc.	0000006
0671	WellPoint, Inc.	85286	75-1461960				OneNation Insurance Company	IN	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4249368				Park Square Holdings, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4386221				Park Square I, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4249345				Park Square II, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					PHP Holdings, Inc.	FL	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	43-1595640				R & P Realty, Inc.	MO	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	56-2396739				Resolution Health, Inc.	DE	NIA	Anthem Southeast, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	27-4410025				Radiant Services, LLC	IN	NIA	Community Insurance Company	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	60024	13-3989915				Rayant Insurance Company of New York	NY	IA	WellPoint Holding Corp	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	83640	36-3506910				RightCHOICE Insurance Company	IL	IA	RightCHOICE Managed Care, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	47-0851593				RightCHOICE Managed Care, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	11011	84-0747736				Rocky Mountain Hospital and Medical Service, Inc.	CO	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-0473316				SellCore, Inc.	DE	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	55-0712302				Southeast Services, Inc.	VA	NIA	Anthem Southeast, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	45-4071004				State Sponsored Business UM Services, Inc.	IN	NIA	UNICARE Specialty Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-1835818				The WellPoint Companies, Inc.	IN	NIA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	45-5443372				The WellPoint Companies of California, Inc.	CA	NIA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	43-1967924				TrustSolutions, LLC	WI	NIA	Government Health Services, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	70700	36-3304416				UNICARE Health Insurance Company of the Midwest	IL	IA	UNICARE Illinois Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	12805	20-4842073				UNICARE Health Plan of Kansas, Inc.	KS	IA	UNICARE National Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	11810	84-1620480				UNICARE Health Plan of West Virginia, Inc.	WV	IA	UNICARE National Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95420	74-2151310				UNICARE Health Plans of Texas, Inc.	TX	IA	UNICARE Illinois Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95505	36-3897076				UNICARE Health Plans of the Midwest, Inc.	IL	IA	UNICARE Illinois Services, Inc.	Ownership	100.0	WellPoint, Inc.	

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## 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)	Names 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)	*
0671	WellPoint, Inc.	00000	36-3899137				UNICARE Illinois Services, Inc.	IL	NIA	UNICARE National Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	80314	52-0913817				UNICARE Life & Health Insurance Company	IN	IA	UNICARE National Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4635507				UNICARE National Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	77-0494551				UNICARE Specialty Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-4014617				UtiliMED IPA, Inc.	NY	NIA	American Imaging Management, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-4405193				WellPoint Acquisition, LLC	IN	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-2156380				WellPoint Behavioral Health, Inc.	DE	NIA	UNICARE Specialty Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4640531				WellPoint California Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4657170				WellPoint Dental Services, Inc.	DE	NIA	UNICARE Specialty Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-3620996				WellPoint Holding Corp	DE	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	45-2736438				WellPoint Information Technology Services, Inc.	CA	NIA	Blue Cross of California	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-4595641				WellPoint Insurance Services, Inc.	HI	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3897080				WellPoint Partnership Plan, LLC	IL	NIA	Health Ventures Partner, L.L.C.	Ownership	75.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3897080				WellPoint Partnership Plan, LLC	IL	NIA	UNICARE Illinois Services, Inc.	Ownership	25.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-2145715		6324	New York Stock Exchange (NYSE)	WellPoint, Inc.	IN	UIP				WellPoint, Inc.	
0671	WellPoint, Inc.	00000	98-0552141				WPMI (Shanghai) Enterprise Service Co. Ltd.	CHN	NIA	WPMI, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-8672847				WPMI, LLC	DE	NIA	ATH Holding Company, LLC	Ownership	63.9	WellPoint, Inc.	0000007

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Asterisk	Explanation
0000001	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the New York State Department of Health.
0000002	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0000003	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0000004	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0000005	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0000006	50% owned by American Well Corporation
0000007	36.12% owned by unaffiliated investors

## SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

**RESPONSE**

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

No

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement



12941201336500002

2013

Document Code: 365

**NONE**



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

	1 Year To Date	2 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 .....		
7. Deduct current year's other than temporary impairment recognized .....		
8. Deduct current year's depreciation .....		
9. Book/adjusted carrying value at the end of current period (Lines 1 + 2 + 3 + 4 - 5 + 6 - 7 - 8) .....		
10. Deduct total nonadmitted amounts .....		
11. Statement value at end of current period (Line 9 minus Line 10) .....		

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

	1 Year To Date	2 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 po .....		
9. Total foreign exchange change in book value/recorded inv .....		
10. Deduct current year's other than temporary impairment recognized .....		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10) .....		
12. Total valuation allowance .....		
13. Subtotal (Line 11 plus Line 12) .....		
14. Deduct total nonadmitted amounts .....		
15. Statement value at end of current period (Line 13 minus Line 14) .....		

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

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

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

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	144,175,378	162,429,550
2. Cost of bonds and stocks acquired .....	83,275,520	50,500,295
3. Accrual of discount .....	41,850	39,947
4. Unrealized valuation increase (decrease) .....	1,534,486	1,306,474
5. Total gain (loss) on disposals .....	97,514	158,829
6. Deduct consideration for bonds and stocks disposed of .....	29,819,642	68,214,075
7. Deduct amortization of premium .....	1,143,498	2,045,642
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) .....	198,161,608	144,175,378
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11) .....	198,161,608	144,175,378

## SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 (a) .....	185,704,974	67,825,331	73,821,499	(6,730,049)	185,704,974	172,978,757		166,135,844
2. Class 2 (a) .....	9,236,421	2,443,165	2,922,346	6,161,065	9,236,421	14,918,305		10,600,362
3. Class 3 (a) .....								
4. Class 4 (a) .....								
5. Class 5 (a) .....								
6. Class 6 (a) .....								
7. Total Bonds .....	194,941,395	70,268,496	76,743,845	(568,984)	194,941,395	187,897,062		176,736,206
<b>PREFERRED STOCK</b>								
8. Class 1 .....								
9. Class 2 .....								
10. Class 3 .....								
11. Class 4 .....								
12. Class 5 .....								
13. Class 6 .....								
14. Total Preferred Stock .....								
15. Total Bonds & Preferred Stock .....	194,941,395	70,268,496	76,743,845	(568,984)	194,941,395	187,897,062		176,736,206

(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 \$.....0; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0

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**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 .....	7,132,202	X X X	7,132,202	2,852	

**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 .....	47,760,197	77,816,583
2. Cost of short-term investments acquired .....	212,551,453	1,009,605,284
3. Accrual of discount .....		2,787
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....	(1,053)	574
6. Deduct consideration received on disposals .....	253,139,130	1,039,535,871
7. Deduct amortization of premium .....	39,265	129,160
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) .....	7,132,202	47,760,197
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11) .....	7,132,202	47,760,197

**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 .....	662,893	600,000
2. Cost of cash equivalents acquired .....	14,017,290	20,544,875
3. Accrual of discount .....		4,246
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....		238
6. Deduct consideration received on disposals .....	14,676,866	20,469,821
7. Deduct amortization of premium .....	3,317	16,645
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) .....	0	662,893
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11) .....	0	662,893

**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	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
<b>Bonds - U.S. Governments</b>									
36180JV68	GNMA Pool AD6937		04/08/2013	Brean Murray & Co	X X X	1,849,914	1,709,914	2,826	1
0599999 Subtotal - Bonds - U.S. Governments					X X X	1,849,914	1,709,914	2,826	X X X
<b>Bonds - U.S. States, Territories and Possessions</b>									
880541SN8	Tennessee St		05/23/2013	Goldman Sachs & Co	X X X	2,513,680	2,000,000	32,778	1FE
1799999 Subtotal - Bonds - U.S. States, Territories and Possessions					X X X	2,513,680	2,000,000	32,778	X X X
<b>Bonds - U.S. Special Revenue, Special Assessment</b>									
3136AD3F4	FNMA Series 2013-45 Class CB		04/10/2013	Citigroup	X X X	2,028,025	1,840,000	5,929	1
3137B0XC3	FHLMC Multifamily Structured Series 4182		05/01/2013	Goldman Sachs & Co	X X X	1,908,780	1,763,561	857	1
3138E1HX8	FNMA Pool AJ8345		04/01/2013	Stephens Inc	X X X	(109,897)	(102,737)	(114)	1
3138E1HX8	FNMA Pool AJ8345		04/01/2013	Stephens Inc	X X X	35,344	33,041	37	1
3138EBHW8	FNMA Pool AK6544		04/08/2013	Stephens Inc	X X X	1,801,913	1,696,168	2,120	1
3138EGHT4	FNMA Pool AL0241		04/08/2013	Wachovia Securities	X X X	1,683,962	1,567,616	1,742	1
3138EKNK7	FNMA Pool AL3093		04/01/2013	Goldman Sachs & Co	X X X	(17,565)	(16,581)	(16)	1
3138EKNK7	FNMA Pool AL3093		04/01/2013	Goldman Sachs & Co	X X X	13,475	12,719	12	1
3138EQU94	FNMA Pool AL3307		06/25/2013	Stephens Inc	X X X	2,373,910	2,282,263	6,847	1
31402Q2V2	FNMA Pool 735288		04/01/2013	R.W. Pressprich	X X X	(171,108)	(157,567)	(219)	1
31402Q2V2	FNMA Pool 735288		04/01/2013	R.W. Pressprich	X X X	112,861	103,930	144	1
31403DDX4	FNMA Pool 745418		06/12/2013	Stephens Inc	X X X	1,465,838	1,347,122	3,293	1
31416CD37	FNMA Pool 995722		04/01/2013	BNP Capital Markets	X X X	(277,469)	(255,658)	(355)	1
31416CD37	FNMA Pool 995722		04/01/2013	BNP Capital Markets	X X X	194,034	178,781	248	1
31417GCE4	FNMA Pool AB9068		04/04/2013	PNC Capital Market	X X X	1,719,258	1,618,303	1,573	1
31417GCF1	FNMA Pool AB9069		04/04/2013	Barclays	X X X	1,818,174	1,707,832	1,660	1
31418AJL3	FNMA Pool MA1166		04/01/2013	Nomura Securities	X X X	(84,678)	(79,838)	(78)	1
31418AJL3	FNMA Pool MA1166		04/01/2013	Nomura Securities	X X X	66,593	62,786	61	1
31419D4K4	FNMA Pool AE3525		04/03/2013	Bank of New York	X X X	1,167,240	1,085,489	1,206	1
53945CBH2	Los Angeles CA WSTWTR SYS REV Series B		06/05/2013	National Financial Services	X X X	739,290	640,000		1FE
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					X X X	16,467,980	15,327,230	24,947	X X X
<b>Bonds - Industrial and Miscellaneous (Unaffiliated)</b>									
00846UAJ0	Agilent Technologies Inc		06/18/2013	Bank of America	X X X	1,194,528	1,200,000		2FE
037833AJ9	Apple Computer Inc		04/30/2013	Goldman Sachs & Co	X X X	1,813,284	1,820,000		1FE
05531FAN3	BB&T Corporation		06/14/2013	Goldman Sachs & Co	X X X	459,328	460,000		1FE
06051GEO8	Bank of America Corp		05/22/2013	SG Americas Securities LLC	X X X	1,889,248	1,750,000	12,432	1FE
097023BE4	Boeing Co		04/30/2013	Morgan Stanley	X X X	123,624	125,000		1FE
166764AE0	ChevronTexaco Corp		06/17/2013	Bony/Barclays Capital Inc	X X X	1,030,000	1,030,000		1FE
26441CAK1	Duke Energy Corp		06/10/2013	Goldman Sachs & Co	X X X	1,248,638	1,250,000		2FE
278642AG8	Ebay Inc		06/07/2013	First Tennessee Capital	X X X	1,399,216	1,400,000	7,718	1FE
37331NAD3	Georgia Pacific Series 144A		06/18/2013	J P Morgan	X X X	1,199,964	1,200,000		2FE
38144LAB6	Goldman Sach Group Inc		05/23/2013	Morgan Stanley	X X X	1,523,392	1,300,000	19,861	1FE
464288638	Ishares Intermediate Credit		05/22/2013	Direct	X X X	4,990,402	44,900		5FE
46625HJA9	JP Morgan Chase & Co		05/23/2013	J P Morgan	X X X	1,481,326	1,400,000	17,640	1FE
46625YNE9	JP Morgan Chase Commerical Mtg Series		05/02/2013	Bank of America	X X X	1,279,808	1,190,000	948	1FM
59217GAZ2	Met Life Glob Funding I Series 144A		06/17/2013	US Bancorp	X X X	858,822	860,000		1FE
717081DD2	Pfizer Inc		05/28/2013	Citigroup Global Markets	X X X	1,697,280	1,700,000		1FE
74005PBH6	Praxair Inc		04/29/2013	Chase	X X X	379,840	380,000		1FE
74153WBZ1	Prcoa Global Fund Series 144A		05/21/2013	CS First Boston	X X X	644,503	645,000		1FE
882508AV6	Texas Instruments Inc		05/01/2013	J P Morgan	X X X	1,089,770	1,100,000		1FE
89236TAL9	Toyota Motot Credit Corp		05/14/2013	Citigroup Global Markets	X X X	619,746	620,000		1FE
92206C870	IShares Vanguard Group Intern		05/22/2013	Direct	X X X	5,000,373	56,700		5FE

QE04

**SCHEDULE D - PART 3**

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
976656CF3 .....	Wisconsin Electric Power .....		06/10/2013 .....	J P Morgan .....	X X X .....	1,500,000 .....	1,500,000 .....		1FE .....
884903BL8 .....	Thomson Corporation .....	A .....	05/16/2013 .....	Chase .....	X X X .....	1,027,240 .....	1,030,000 .....		1FE .....
76720AAM8 .....	Rio Tinto Fin USA .....	F .....	06/14/2013 .....	J P Morgan .....	X X X .....	564,790 .....	570,000 .....		1FE .....
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) .....				X X X .....	33,015,122 .....	22,631,600 .....	58,599 .....	X X X .....
8399997	Subtotal - Bonds - Part 3 .....				X X X .....	53,846,696 .....	41,668,744 .....	119,150 .....	X X X .....
8399999	Subtotal - Bonds .....				X X X .....	53,846,696 .....	41,668,744 .....	119,150 .....	X X X .....
9899999	Subtotal - Preferred and Common Stocks .....				X X X .....		X X X .....		X X X .....
9999999	Total - Bonds, Preferred and Common Stocks .....				X X X .....	53,846,696 .....	X X X .....	119,150 .....	X X X .....

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





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

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

**E08 Schedule DB Part D Section 1 ..... NONE**

**E09 Schedule DB Part D Section 2 - Collateral Pledged By Reporting Entity ..... NONE**

**E09 Schedule DB Part D Section 2 - Collateral Pledged To Reporting Entity ..... NONE**

**E10 Schedule DL - Part 1 - Securities Lending Collateral Assets ..... NONE**

**E11 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	
<b>open depositories</b>									
Wells Fargo .....	Cash .....					965,589	(3,079,865)	(4,130,544)	X X X
JP Morgan .....	Cash .....					125,519	18,953	50,603	X X X
Bank of America .....	Cash .....					10,000,000	4,400,000	(20,000,000)	X X X
0199998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - open depositories .....		X X X	X X X						X X X
0199999 Totals - Open Depositories .....		X X X	X X X			11,091,108	1,339,088	(24,079,941)	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - suspended depositories .....		X X X	X X X						X X X
0299999 Totals - Suspended Depositories .....		X X X	X X X						X X X
0399999 Total Cash On Deposit .....		X X X	X X X			11,091,108	1,339,088	(24,079,941)	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			11,091,108	1,339,088	(24,079,941)	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
<div style="border: 1px solid black; padding: 10px; display: inline-block;"> <b>N O N E</b> </div>							
8699999 Total - Cash Equivalents .....							



## MEDICARE PART D COVERAGE SUPPLEMENT

### Net of Reinsurance

NAIC Group Code: 0671

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) .....	<b>NONE</b>		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**

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

Name of Insurer

AMERIGROUP Tennessee, Inc.

Date 08/15/2013  
NAIC Group # 0671

FEIN 20-4776597  
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: Bette Lou Gronseth

Phone:

Address: 4425 Corporation Lane, Virginia Beach, VA

D. Software Vendor: SunGard iWORKS, LLC  
Version: 2013.Q.1

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 2013 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): Symantec EndPoint Protection

(version number): 11.0.7300.1294

(Signed) Bette L. Gronseth

Type Name and Title: Bette Lou Gronseth, Associate Vice President

## 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.....	570,333	76,971	264,402	878,350		1,790,056
0499999 Premium due and unpaid from Medicaid entities.....	6,660,470					6,660,470
0599999 Accident and health premiums due and unpaid (Page 2, Line 15) .	7,230,803	76,971	264,402	878,350		8,450,526

**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
<b>Pharmaceutical Rebate Receivables</b>						
Caremark	293,474	160,506	133,214	667,988	1,255,182	.....
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed .....	.....	.....	.....	.....	.....	.....
0199999 Subtotal - Pharmaceutical Rebate Receivables .....	293,474	160,506	133,214	667,988	1,255,182	.....
0299998 Claim Overpayment Receivables - Not Individually Listed .....	1,563,372	89,895	12,029	29,354	1,694,650	.....
0299999 Subtotal - Claim Overpayment Receivables .....	1,563,372	89,895	12,029	29,354	1,694,650	.....
0399998 Loans and Advances to Providers - Not Individually Listed .....	.....	.....	.....	18,000	18,000	.....
0399999 Subtotal - Loans and Advances to Providers .....	.....	.....	.....	18,000	18,000	.....
0499998 Capitation Arrangements Receivables - Not Individually Listed .....	.....	.....	.....	.....	.....	.....
0499999 Subtotal - Capitation Arrangements Receivables .....	.....	.....	.....	.....	.....	.....
0599998 Risk Sharing Receivables - Not Individually Listed .....	.....	.....	.....	.....	.....	.....
0599999 Subtotal - Risk Sharing Receivables .....	.....	.....	.....	.....	.....	.....
<b>Other Receivables</b>						
TennCare Oversight	815,056	.....	.....	907,961	.....	1,723,017
0699998 Other Receivables - Not Individually Listed .....	.....	.....	.....	.....	.....	.....
0699999 Subtotal - Other Receivables .....	815,056	.....	.....	907,961	.....	1,723,017
0799999 Gross health care receivables .....	2,671,902	250,401	145,243	1,623,303	2,967,832	1,723,017

## 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
<b>Individually listed receivables</b>							
AMERIGROUP Corporation	672,910					672,910	
0199999 Total - Individually listed receivables .....	672,910					672,910	
0299999 Receivables not individually listed .....							
0399999 Total gross amounts receivable .....	672,910					672,910	

AMERIGROUP Tennessee, Inc.  
MLR Reconciliation to NAIC Filing  
June 30, 2013

**TOTAL REVENUES**

	Middle Tennessee	AMERIVANTAGE	West Tennessee	NAIC Filing	Page, Col, Line
Net premium income 2013	426,338,362	25,075,235		451,413,597	4, C2, L2
Net premium income 2012	863,517,958	41,362,158		904,880,116	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
<b>TOTAL</b>	<b>4,653,190,248</b>	<b>127,923,672</b>			
MLR Report	<u>4,653,667,218</u>				
Difference	(476,971)				
Change in unearned premium reserves and reserves for rate credits 2013 - AMERIVANTAGE	476,970				
Rounding	<u>1</u>				
Unreconciled difference	(0)				

**UNPAID CLAIMS**

	Middle Tennessee	AMERIVANTAGE	West Tennessee	NAIC Filing	Page, Col, Line
Claims unpaid (less reinsurance ceded)	68,462,960	4,764,709		73,227,669	3, C3, L1
Accrued medical incentive pool and bonus amounts	38,050			38,050	3, C3, L2
Unpaid claims adjustment expenses	<u>1,980,261</u>	<u>128,891</u>		<u>2,109,152</u>	3, C3, L3
<b>TOTAL</b>	<b>70,481,271</b>	<b>4,893,600</b>		<b>75,374,871</b>	
Middle Tennessee Unpaid Claims Total				70,481,271	
IBNR on MLR report				<u>62,796,649</u>	
Difference				7,684,622	
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.				7,065,777	
Medical - Unapplied Cash - 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.				818,845	
Unreconciled difference				<u>(0)</u>	

**HOSPITAL AND MEDICAL**

Total expenses on MLR report				<u>3,770,712,997</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 12 Dec 31				741,069,296	4, C2, L18
Total hospital and medical 13 Jun 30				<u>372,166,513</u>	4, C2, L18
Total from NAIC filing				3,875,306,977	
Less Medicare expenses				<u>104,593,980</u>	
NAIC net of Medicare expenses				3,770,712,997	
Unreconciled difference				0	

Medical Loss Ratio Report - Total Grand Region

MCO AMERIGROUP, Tennessee, Inc.

Table with columns: Reporting Month, 2007 Incurred Month (April-June), For the Year Ended 6/30/2007, 2007 Incurred Month (July-December), 2008 Incurred Month (January-June), For the Year Ended 6/30/2008, 2008 Incurred Month (July-December), 2009 Incurred Month (January-June), For the Year Ended 6/30/2009. Rows include Enrollment, Capitation Revenue, Premium Tax, Payments for Covered Services, Behavioral Health, Total Payments, and Medical Loss Ratios.

Premium Tax Paid (Quarterly) 2,291,637 2,942,392 2,651,693 2,450,920 9,336,643 2,864,035 3,794,315 2,845,665 2,573,881 12,077,966







AMERIGROUP Tennessee, Inc.  
Report 2A  
For the Period Ending 6/30/13

	Current Period	Year-To-Date Total	Previous Year Total
<b>Member Months</b>	<b>597,089</b>	<b>1,194,337</b>	<b>2,419,282</b>
<b>Revenues:</b>			
TennCare Capitation	214,932,953	426,338,362	863,517,958
Investment	961,157	1,580,843	3,049,879
Other Revenues	0	-	-
<b>Total Revenues</b>	<b>215,894,110</b>	<b>427,919,205</b>	<b>866,567,837</b>
<b>Estimated Expenses:</b>			
<b>Hospital and Medical (w/o Mental Health)</b>			
Capitated Physician Services	-	-	-
Fee-for-Service Physician Services	39,443,026	78,474,412	159,203,445
Inpatient Hospital Services	35,088,103	70,118,336	140,446,415
Outpatient Hospital Services	8,102,002	16,539,667	33,825,842
Emergency Room Services	7,188,739	13,974,509	29,998,796
Dental Services	-	-	-
Vision Services	617,058	1,308,106	2,882,010
Pharmacy Services	-	-	-
Home Health Services	5,229,282	11,666,219	25,575,648
Chiropractic Services	-	-	-
Radiology Services	5,665,825	11,353,637	23,307,609
Laboratory Services	3,615,245	7,134,421	14,323,914
Durable Medical Equipment Services	1,504,889	3,079,825	6,062,745
Transportation Services	4,141,634	8,237,792	16,913,897
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Medical and Hospital Services - Write-Ins	-	-	-
<b>Subtotal Medical and Hospital</b>	<b>110,595,803</b>	<b>221,886,924</b>	<b>452,540,321</b>
<b>Mental Health and Substance Abuse Services</b>			
Inpatient Psychiatric Facility Services	2,198,475	4,359,161	9,431,205
Inpatient Substance Abuse Treatment and Detox	1,465,650	2,906,107	6,158,116
Outpatient Mental Health Services	2,493,419	4,728,189	7,641,538
Outpatient Substance Abuse Treatment and Detox	1,719,767	3,410,790	6,104,985
Housing/Residential Treatment	1,580,148	2,896,904	5,318,328
Specialized Crisis Services	1,006,151	2,014,029	4,230,573
Psychiatric Rehab and Support Services	982,252	1,951,296	3,655,368
Case Management	4,655,211	9,282,160	22,006,621
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	-	-	-
<b>Subtotal MH&amp;SAS</b>	<b>16,101,073</b>	<b>31,548,636</b>	<b>64,546,734</b>
<b>CHOICES</b>			
Nursing Facility Care	38,226,313	76,477,387	157,381,410
HCBS Services	10,512,620	19,209,137	31,737,665
<b>Subtotal CHOICES</b>	<b>48,738,933</b>	<b>95,686,524</b>	<b>189,119,075</b>
<b>Subtotal Hospital, Medical, MH&amp;SAS, CHOICES</b>	<b>175,435,809</b>	<b>349,122,084</b>	<b>706,206,130</b>
<b>LESS:</b>			
Net Reinsurance Recoveries Incurred	(68,246)	(139,890)	(276,078)
Copayments	-	-	-
Subrogation and Coordination of Benefits	-	-	-
<b>Subtotal Reinsurance, Copay, Subrogation</b>	<b>(68,246)</b>	<b>(139,890)</b>	<b>(276,078)</b>
<b>Total Hospital, Medical, MH&amp;SAS</b>	<b>175,504,055</b>	<b>349,261,974</b>	<b>706,482,208</b>
<b>Administration:</b>			
Compensation	6,168,327	12,097,685	22,359,835
Direct and Allocated Admin expenses	11,198,162	22,445,188	45,544,603
Marketing	68,863	91,509	146,368
Interest Expense	-	-	-
Premium Tax Expense	11,844,928	23,474,801	47,467,984
Occupancy, Depreciation, and Amortization	369,355	731,365	1,279,001
Other Administration - Write-Ins	733,139	2,009,767	6,945,149
<b>Total Administration Expenses</b>	<b>30,382,774</b>	<b>60,850,315</b>	<b>123,742,960</b>
<b>Total Expenses</b>	<b>205,886,829</b>	<b>410,112,289</b>	<b>830,225,168</b>
Extraordinary Item	-	-	-
Provision for Income Tax	3,307,160	5,830,528	12,281,677
<b>Net Income (Loss)</b>	<b>6,700,121</b>	<b>11,976,388</b>	<b>24,060,992</b>
<b>Write-Ins for Other Revenues</b>			
Total Other Revenues	-	-	-
<b>Write-Ins for Other Medical and Hospital</b>			
Total Other Medical and Hospital	-	-	-
<b>Write-Ins for Other MH &amp; SS</b>			
Total Other MH & SS	-	-	-
<b>Write-Ins for Other Administration</b>			
Purchased Services	135,609	272,761	687,859
Telephone	168,685	320,788	609,026
Conference/Seminars/Meetings	26,600	33,850	32,512
Uncollected Provider Claim Recoveries	(159,171)	84,006	1,367,174
Postage and Delivery	172,299	331,282	639,649
Printing and Reproduction	187,217	338,895	842,811
Supplies	46,681	75,717	154,724
Temporary Labor	56,304	144,294	192,035
Travel and Entertainment	162,585	300,225	665,185
State Franchise & Excise Taxes	(124,281)	-	1,357,724
Other Administration < \$30,000 YTD	60,611	107,949	396,450
<b>Total Other Administration</b>	<b>733,139</b>	<b>2,009,767</b>	<b>6,945,149</b>

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	Liquidated Damages	Premium Taxes	Premium Tax Differential	Pharmacy Benefit Payment	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)																	\$ 7,288,244.89	Balance @ 12/31/12	
January	71,628,953.60	71,576,508.63	73,177,282.00	1,829,432.05	71,347,849.95	1,838,244.91	72,800.37		(1,629,841.63)	(100.00)							(0.00)	(8,812.86)	
February	71,018,103.88	69,587,856.06	70,967,765.98	1,774,194.15	69,193,571.83	1,829,432.05				(4,900.00)							(0.00)	(55,237.90)	
March	63,020,763.13	70,287,870.67	62,823,147.67	1,570,578.69	61,252,568.98	1,774,194.15				(6,000.00)							0.01	(203,615.46)	
March	75,178.00							75,178.00										-	-
March	1,957,455.03													1,957,455.03				-	-
March	109,601.10														109,601.10			-	-
March	107,660.02														107,660.02			-	-
March	(767.49)														738.01			-	-
April	70,180,250.36	69,822,077.48	70,370,432.48	1,759,260.81	68,611,171.67	1,570,578.69				(1,500.00)							0.00	188,682.12	
May	74,678,596.98	74,266,650.57	74,789,575.56	1,869,739.39	72,919,836.17	1,759,260.81				(500.00)							(0.00)	110,478.56	
May	25,630.00							25,630.00										-	-
June	71,200,416.90	71,274,169.37	71,108,797.45	1,777,719.94	69,331,077.51	1,869,739.39				(400.00)							(0.00)	(92,019.45)	
June	1,542,013.67												1,542,013.67					-	-
June	2,125,431.89												2,125,431.89					-	-
June	1,816,607.92												1,816,607.92					-	-
Total	\$ 429,485,894.99	\$ 426,815,331.78	\$ 423,237,001.14	\$ 10,580,925.03	\$ 412,656,076.11	\$ 10,641,450.04	\$ 72,800.37	\$ 100,808.00	\$ (1,629,841.63)	\$ (13,400.00)	\$ -	\$ -	\$ 5,494,053.48	\$ 1,955,949.53	\$ 217,999.13	\$ (0.00)	\$ 7,227,719.91		

**Reconciliation**

Cash collected	\$ 429,485,894.99
Premium earned	426,815,331.78
Difference	\$ 2,670,563.21

Premium Receivable \$ 6,660,469.91

Less:

Beginning Balance	\$ 7,288,244.89
Liquidated Damages	(13,400.00)
Pharmacy Benefit Payment	5,494,053.48
ASO Claims	1,955,949.53
ASO Premium Taxes	217,999.13
Change In Payment Adjustments @ 06-2013	(5,601,813.90)
	\$ 9,531,033.13

Difference \$ 2,670,563.21 (0.00)

\$ 7,227,719.91	Changes in Premium Receivable:
(567,250.00)	Retro Receivable
6,660,469.91	Subtotal @ 06/30/13
6,660,469.92	Trial Balance @ 06/30/13
(0.01)	Checkpoint

**Cash that should be included on premium tax return**

Medical Premiums	426,815,331.78
Change in Premium Receivable	627,774.88
Pharmacy Benefit Payment	5,494,053.48
ASO Claims	1,955,949.53
ASO Premium Taxes	217,999.13
Change in Payment Adjustments @ 06-2013	(5,601,813.90)
	429,489,294.99
1Q13 Cash Included	(207,927,947.27)
	221,571,347.72
Total Cash collected	429,485,894.99
1Q13 Cash collected	(207,927,947.27)
add back liquidated damages	13,400.00
	221,571,347.72
	0.00

12,186,424.12