

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

**of**  
**Nashville**  
**in the state of**  
**Tennessee**

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

**FOR THE YEAR ENDED**  
**DECEMBER 31, 2014**

**2014**

**HEALTH**

**2014**



**ASSETS**

	Current Year			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Net Admitted Assets
1. Bonds (Schedule D) .....	184,335,142		184,335,142	183,667,162
2. Stocks (Schedule D):				
2.1 Preferred stocks .....			0	0
2.2 Common stocks .....	21,607,550		21,607,550	20,516,142
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens .....			0	0
3.2 Other than first liens .....			0	0
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$ encumbrances) .....			0	0
4.2 Properties held for the production of income (less \$ ..... encumbrances) .....			0	0
4.3 Properties held for sale (less \$ encumbrances) .....			0	0
5. Cash (\$ .....175,624,870 , Schedule E - Part 1), cash equivalents (\$ ..... , Schedule E - Part 2) and short-term investments (\$ .....15,797,950 , Schedule DA) .....	191,422,820		191,422,820	3,590,558
6. Contract loans, (including \$ ..... premium notes) .....			0	0
7. Derivatives (Schedule DB) .....			0	0
8. Other invested assets (Schedule BA) .....			0	0
9. Receivables for securities .....			0	0
10. Securities lending reinvested collateral assets (Schedule DL) .....	8,742,748		8,742,748	7,167,817
11. Aggregate write-ins for invested assets .....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	406,108,260	0	406,108,260	214,941,679
13. Title plants less \$ ..... charged off (for Title insurers only) .....			0	0
14. Investment income due and accrued .....	1,395,835		1,395,835	1,414,583
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	7,525,072		7,525,072	15,997,631
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ ..... earned but unbilled premiums) .....			0	0
15.3 Accrued retrospective premiums .....			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....			0	0
16.2 Funds held by or deposited with reinsured companies .....			0	0
16.3 Other amounts receivable under reinsurance contracts .....			0	0
17. Amounts receivable relating to uninsured plans .....	777,402		777,402	118,307
18.1 Current federal and foreign income tax recoverable and interest thereon .....			0	0
18.2 Net deferred tax asset .....	10,371,834		10,371,834	1,934,053
19. Guaranty funds receivable or on deposit .....			0	0
20. Electronic data processing equipment and software .....	706		706	1,704
21. Furniture and equipment, including health care delivery assets (\$ ..... ) .....	347,974	347,974	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates .....			0	0
23. Receivables from parent, subsidiaries and affiliates .....	103,826		103,826	0
24. Health care (\$ .....2,693,949 ) and other amounts receivable .....	9,107,773	6,413,824	2,693,949	2,312,931
25. Aggregate write-ins for other than invested assets .....	65,391	65,391	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	435,804,073	6,827,189	428,976,884	236,720,888
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			0	0
28. Total (Lines 26 and 27)	435,804,073	6,827,189	428,976,884	236,720,888
<b>DETAILS OF WRITE-INS</b>				
1101. ....				
1102. ....				
1103. ....				
1198. Summary of remaining write-ins for Line 11 from overflow page .....	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. Prepaids .....	65,391	65,391	0	0
2502. ....			0	0
2503. ....				
2598. Summary of remaining write-ins for Line 25 from overflow page .....	0	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598)(Line 25 above)	65,391	65,391	0	0

**LIABILITIES, CAPITAL AND SURPLUS**

	Current Year			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ .....0 reinsurance ceded) .....	79,447,837		79,447,837	74,472,028
2. Accrued medical incentive pool and bonus amounts .....	1,146,930		1,146,930	407,493
3. Unpaid claims adjustment expenses .....	2,611,564		2,611,564	2,511,745
4. Aggregate health policy reserves, including the liability of \$ .....0 for medical loss ratio rebate per the Public Health Service Act .....	15,049,374		15,049,374	11,688,880
5. Aggregate life policy reserves .....			0	0
6. Property/casualty unearned premium reserves .....			0	0
7. Aggregate health claim reserves .....			0	0
8. Premiums received in advance .....	125,193,747		125,193,747	0
9. General expenses due or accrued .....	1,145,046		1,145,046	152,717
10.1 Current federal and foreign income tax payable and interest thereon (including \$ ..... on realized capital gains (losses)) .....	7,780,645		7,780,645	5,462,240
10.2 Net deferred tax liability .....			0	0
11. Ceded reinsurance premiums payable .....			0	0
12. Amounts withheld or retained for the account of others .....			0	0
13. Remittances and items not allocated .....	5,599,485		5,599,485	11,966,120
14. Borrowed money (including \$ ..... current) and interest thereon \$ ..... (including \$ ..... current) .....			0	0
15. Amounts due to parent, subsidiaries and affiliates .....	4,378,757		4,378,757	1,456,086
16. Derivatives .....			0	0
17. Payable for securities .....	2,424,749		2,424,749	0
18. Payable for securities lending .....	8,742,748		8,742,748	7,167,817
19. Funds held under reinsurance treaties (with \$ ..... authorized reinsurers, \$ .....0 unauthorized reinsurers and \$ .....0 certified reinsurers) .....			0	0
20. Reinsurance in unauthorized and certified (\$ ..... ) companies .....			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates .....			0	0
22. Liability for amounts held under uninsured plans .....	2,596,583		2,596,583	0
23. Aggregate write-ins for other liabilities (including \$ ..... current) .....	16,307,060	0	16,307,060	13,360,626
24. Total liabilities (Lines 1 to 23) .....	272,424,525	0	272,424,525	128,645,752
25. Aggregate write-ins for special surplus funds .....	XXX	XXX	29,737,207	0
26. Common capital stock .....	XXX	XXX	1,000	1,000
27. Preferred capital stock .....	XXX	XXX		
28. Gross paid in and contributed surplus .....	XXX	XXX	110,809,432	95,809,432
29. Surplus notes .....	XXX	XXX	0	0
30. Aggregate write-ins for other than special surplus funds .....	XXX	XXX	0	0
31. Unassigned funds (surplus) .....	XXX	XXX	16,004,720	12,264,704
32. Less treasury stock, at cost:				
32.1 ..... shares common (value included in Line 26 \$ ..... ) .....	XXX	XXX		
32.2 ..... shares preferred (value included in Line 27 \$ ..... ) .....	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32) .....	XXX	XXX	156,552,359	108,075,136
34. Total liabilities, capital and surplus (Lines 24 and 33) .....	XXX	XXX	428,976,884	236,720,888
<b>DETAILS OF WRITE-INS</b>				
2301. Accrued Premium Tax .....	16,013,079		16,013,079	13,155,500
2302. Escheat Liability .....	223,981		223,981	205,126
2303. Penalties and Fines .....	70,000		70,000	0
2398. Summary of remaining write-ins for Line 23 from overflow page .....	0	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398)(Line 23 above) .....	16,307,060	0	16,307,060	13,360,626
2501. Estimated 2015 ACA Health Insurer Fee .....	XXX	XXX	29,737,207	
2502. ....	XXX	XXX		
2503. ....	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page .....	XXX	XXX	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598)(Line 25 above) .....	XXX	XXX	29,737,207	0
3001. ....	XXX	XXX		
3002. ....	XXX	XXX		
3003. ....	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page .....	XXX	XXX	0	0
3099. Totals (Lines 3001 thru 3003 plus 3098)(Line 30 above) .....	XXX	XXX	0	0

**STATEMENT OF REVENUE AND EXPENSES**

	Current Year		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member Months.....	XXX	2,613,541	2,434,601
2. Net premium income ( including \$ ..... non-health premium income) .....	XXX	1,009,709,859	917,635,709
3. Change in unearned premium reserves and reserve for rate credits .....	XXX	(3,360,494)	(616,991)
4. Fee-for-service (net of \$ ..... medical expenses) .....	XXX	0	0
5. Risk revenue .....	XXX	0	0
6. Aggregate write-ins for other health care related revenues .....	XXX	0	0
7. Aggregate write-ins for other non-health revenues .....	XXX	0	0
8. Total revenues (Lines 2 to 7) .....	XXX	1,006,349,365	917,018,718
<b>Hospital and Medical:</b>			
9. Hospital/medical benefits .....		607,958,200	588,057,264
10. Other professional services .....		52,824,529	25,110,419
11. Outside referrals .....		0	0
12. Emergency room and out-of-area .....		57,962,858	50,188,010
13. Prescription drugs .....		6,284,843	7,534,807
14. Aggregate write-ins for other hospital and medical.....	0	63,536,543	86,730,076
15. Incentive pool, withhold adjustments and bonus amounts .....		1,444,528	510,827
16. Subtotal (Lines 9 to 15) .....	0	790,011,501	758,131,403
<b>Less:</b>			
17. Net reinsurance recoveries .....		0	(142,524)
18. Total hospital and medical (Lines 16 minus 17) .....	0	790,011,501	758,273,927
19. Non-health claims (net) .....			0
20. Claims adjustment expenses, including \$ .....46,407,232 cost containment expenses .....		58,402,435	48,550,186
21. General administrative expenses .....		104,645,302	76,382,472
22. Increase in reserves for life and accident and health contracts (including \$ ..... increase in reserves for life only) .....		0	0
23. Total underwriting deductions (Lines 18 through 22).....	0	953,059,238	883,206,585
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	53,290,127	33,812,133
25. Net investment income earned (Exhibit of Net Investment Income, Line 17) .....		4,403,240	3,592,353
26. Net realized capital gains (losses) less capital gains tax of \$ .....(37,299) .....		189,025	(282,808)
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	4,592,265	3,309,545
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ ..... ) (amount charged off \$ ..... )] .....			
29. Aggregate write-ins for other income or expenses .....	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29) .....	XXX	57,882,392	37,121,678
31. Federal and foreign income taxes incurred .....	XXX	31,761,438	13,292,908
32. Net income (loss) (Lines 30 minus 31) .....	XXX	26,120,954	23,828,770
<b>DETAILS OF WRITE-INS</b>			
0601. ....	XXX		
0602. ....	XXX		
0603. ....	XXX		
0698. Summary of remaining write-ins for Line 6 from overflow page .....	XXX	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698)(Line 6 above) .....	XXX	0	0
0701. ....	XXX		
0702. ....	XXX		
0703. ....	XXX		
0798. Summary of remaining write-ins for Line 7 from overflow page .....	XXX	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798)(Line 7 above) .....	XXX	0	0
1401. DME, Home Health Care, Ambulance, Other LTSS .....		63,536,543	86,730,076
1402. ....			0
1403. ....			0
1498. Summary of remaining write-ins for Line 14 from overflow page .....	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498)(Line 14 above) .....	0	63,536,543	86,730,076
2901. ....			
2902. ....			
2903. ....			
2998. Summary of remaining write-ins for Line 29 from overflow page .....	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998)(Line 29 above) .....	0	0	0

**STATEMENT OF REVENUE AND EXPENSES (Continued)**

	1 Current Year	2 Prior Year
<b>CAPITAL AND SURPLUS ACCOUNT</b>		
33. Capital and surplus prior reporting year.....	108,075,136	106,079,845
34. Net income or (loss) from Line 32.....	26,120,954	23,828,770
35. Change in valuation basis of aggregate policy and claim reserves.....		
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ .....381,993.....	709,415	2,491,550
37. Change in net unrealized foreign exchange capital gain or (loss).....		
38. Change in net deferred income tax.....	8,819,774	1,414,792
39. Change in nonadmitted assets.....	(2,172,920)	(1,739,821)
40. Change in unauthorized and certified reinsurance.....	0	0
41. Change in treasury stock.....	0	0
42. Change in surplus notes.....	0	0
43. Cumulative effect of changes in accounting principles.....		
44. Capital Changes:		
44.1 Paid in.....	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0
44.3 Transferred to surplus.....		
45. Surplus adjustments:		
45.1 Paid in.....	15,000,000	0
45.2 Transferred to capital (Stock Dividend).....		
45.3 Transferred from capital.....		
46. Dividends to stockholders.....		(24,000,000)
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0
48. Net change in capital and surplus (Lines 34 to 47).....	48,477,223	1,995,291
49. Capital and surplus end of reporting period (Line 33 plus 48)	156,552,359	108,075,136
<b>DETAILS OF WRITE-INS</b>		
4701. ....		
4702. ....		
4703. ....		
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798)(Line 47 above)	0	0

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**CASH FLOW**

	1	2
	Current Year	Prior Year
<b>Cash from Operations</b>		
1. Premiums collected net of reinsurance .....	1,143,376,165	920,160,306
2. Net investment income .....	6,441,343	5,734,707
3. Miscellaneous income .....	0	0
4. Total (Lines 1 through 3) .....	1,149,817,508	925,895,013
5. Benefit and loss related payments .....	786,311,445	757,009,283
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....		
7. Commissions, expenses paid and aggregate write-ins for deductions .....	159,850,536	124,005,700
8. Dividends paid to policyholders .....		
9. Federal and foreign income taxes paid (recovered) net of \$ ..... tax on capital gains (losses) .....	29,405,734	10,425,523
10. Total (Lines 5 through 9) .....	975,567,715	891,440,506
11. Net cash from operations (Line 4 minus Line 10) .....	174,249,793	34,454,507
<b>Cash from Investments</b>		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds .....	62,809,896	39,979,023
12.2 Stocks .....	0	0
12.3 Mortgage loans .....	0	0
12.4 Real estate .....	0	0
12.5 Other invested assets .....	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	0	(1,053)
12.7 Miscellaneous proceeds .....	2,424,749	0
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	65,234,645	39,977,970
13. Cost of investments acquired (long-term only):		
13.1 Bonds .....	65,342,378	97,855,533
13.2 Stocks .....	0	820,726
13.3 Mortgage loans .....	0	0
13.4 Real estate .....	0	0
13.5 Other invested assets .....	0	0
13.6 Miscellaneous applications .....	1,574,931	7,167,817
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	66,917,309	105,844,076
14. Net increase (decrease) in contract loans and premium notes .....	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14) .....	(1,682,664)	(65,866,106)
<b>Cash from Financing and Miscellaneous Sources</b>		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes .....	0	0
16.2 Capital and paid in surplus, less treasury stock .....	15,000,000	0
16.3 Borrowed funds .....	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	0	0
16.5 Dividends to stockholders .....	0	24,000,000
16.6 Other cash provided (applied) .....	265,133	4,291,092
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6) .....	15,265,133	(19,708,908)
<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) .....	187,832,262	(51,120,507)
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year .....	3,590,558	54,711,065
19.2 End of year (Line 18 plus Line 19.1) .....	191,422,820	3,590,558

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001. Depreciation .....	170,691	497,685
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ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.  
**ANALYSIS OF OPERATIONS BY LINES OF BUSINESS**

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Net premium income	1,009,709,859						63,832,777	945,877,082		
2. Change in unearned premium reserves and reserve for rate credit	(3,360,494)						165,042	(3,525,536)		
3. Fee-for-service (net of \$ medical expenses)	0									XXX
4. Risk revenue	0									XXX
5. Aggregate write-ins for other health care related revenues	0	0	0	0	0	0	0	0	0	XXX
6. Aggregate write-ins for other non-health care related revenues	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
7. Total revenues (Lines 1 to 6)	1,006,349,365	0	0	0	0	0	63,997,819	942,351,546	0	0
8. Hospital/medical benefits	607,958,200						39,045,206	568,912,994		XXX
9. Other professional services	52,824,529						3,872,584	48,951,945		XXX
10. Outside referrals	0									XXX
11. Emergency room and out-of-area	57,962,858						4,716,742	53,246,116		XXX
12. Prescription drugs	6,284,843						6,284,951	(108)		XXX
13. Aggregate write-ins for other hospital and medical	63,536,543	0	0	0	0	0	1,657,277	61,879,266	0	XXX
14. Incentive pool, withhold adjustments and bonus amounts	1,444,528						3,269	1,441,259		XXX
15. Subtotal (Lines 8 to 14)	790,011,501	0	0	0	0	0	55,580,029	734,431,472	0	XXX
16. Net reinsurance recoveries	0									XXX
17. Total medical and hospital (Lines 15 minus 16)	790,011,501	0	0	0	0	0	55,580,029	734,431,472	0	XXX
18. Non-health claims (net)	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
19. Claims adjustment expenses including \$ 58,402,435 cost containment expenses	58,402,435						2,794,087	55,608,348		
20. General administrative expenses	104,645,302						5,006,436	99,638,866		
21. Increase in reserves for accident and health contracts	0									XXX
22. Increase in reserves for life contracts	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
23. Total underwriting deductions (Lines 17 to 22)	953,059,238	0	0	0	0	0	63,380,552	889,678,686	0	0
24. Total underwriting gain or (loss) (Line 7 minus Line 23)	53,290,127	0	0	0	0	0	617,267	52,672,860	0	0
DETAILS OF WRITE-INS										
0501.										XXX
0502.										XXX
0503.										XXX
0598. Summary of remaining write-ins for Line 5 from overflow page	0	0	0	0	0	0	0	0	0	XXX
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above)	0	0	0	0	0	0	0	0	0	XXX
0601.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0602.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0603.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0698. Summary of remaining write-ins for Line 6 from overflow page	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
1301. DME, Home Health Care, Ambulance, Other LTSS	63,536,543						1,657,277	61,879,266		XXX
1302.										XXX
1303.										XXX
1398. Summary of remaining write-ins for Line 13 from overflow page	0	0	0	0	0	0	0	0	0	XXX
1399. Totals (Lines 1301 thru 1303 plus 1398) (Line 13 above)	63,536,543	0	0	0	0	0	1,657,277	61,879,266	0	XXX



**UNDERWRITING AND INVESTMENT EXHIBIT**

**PART 1 - PREMIUMS**

Line of Business	1 Direct Business	2 Reinsurance Assumed	3 Reinsurance Ceded	4 Net Premium Income (Cols. 1 + 2 - 3)
1. Comprehensive (hospital and medical) .....				0
2. Medicare Supplement .....				0
3. Dental only .....				0
4. Vision only .....				0
5. Federal Employees Health Benefits Plan .....	0			0
6. Title XVIII - Medicare .....	64,579,305			64,579,305
7. Title XIX - Medicaid .....	945,130,554			945,130,554
8. Other health .....				0
9. Health subtotal (Lines 1 through 8) .....	1,009,709,859	0	0	1,009,709,859
10. Life .....	0			0
11. Property/casualty .....	0			0
12. Totals (Lines 9 to 11)	1,009,709,859	0	0	1,009,709,859

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**UNDERWRITING AND INVESTMENT EXHIBIT**

**PART 2 - CLAIMS INCURRED DURING THE YEAR**

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Payments during the year:										
1.1 Direct	785,606,354						54,699,626	730,906,728		
1.2 Reinsurance assumed	.0									
1.3 Reinsurance ceded	.0									
1.4 Net	785,606,354	.0	.0	.0	.0	.0	54,699,626	730,906,728	.0	.0
2. Paid medical incentive pools and bonuses	705,091						5,987	699,104		
3. Claim liability December 31, current year from Part 2A:										
3.1 Direct	79,447,837	.0	.0	.0	.0	.0	7,519,523	71,928,314	.0	.0
3.2 Reinsurance assumed	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
3.3 Reinsurance ceded	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
3.4 Net	79,447,837	.0	.0	.0	.0	.0	7,519,523	71,928,314	.0	.0
4. Claim reserve December 31, current year from Part 2D:										
4.1 Direct	.0									
4.2 Reinsurance assumed	.0									
4.3 Reinsurance ceded	.0									
4.4 Net	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
5. Accrued medical incentive pools and bonuses, current year	1,146,930						(2,718)	1,149,648		
6. Net healthcare receivables (a)	2,015,190						1,307,050	708,140		
7. Amounts recoverable from reinsurers December 31, current year	.0									
8. Claim liability December 31, prior year from Part 2A:										
8.1 Direct	74,472,028	.0	.0	.0	.0	.0	5,335,339	69,136,689	.0	.0
8.2 Reinsurance assumed	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
8.3 Reinsurance ceded	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
8.4 Net	74,472,028	.0	.0	.0	.0	.0	5,335,339	69,136,689	.0	.0
9. Claim reserve December 31, prior year from Part 2D:										
9.1 Direct	.0									
9.2 Reinsurance assumed	.0									
9.3 Reinsurance ceded	.0									
9.4 Net	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
10. Accrued medical incentive pools and bonuses, prior year	407,493	.0	.0	.0	.0	.0	.0	407,493	.0	.0
11. Amounts recoverable from reinsurers December 31, prior year	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
12. Incurred Benefits:										
12.1 Direct	788,566,973	.0	.0	.0	.0	.0	55,576,760	732,990,213	.0	.0
12.2 Reinsurance assumed	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
12.3 Reinsurance ceded	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
12.4 Net	788,566,973	.0	.0	.0	.0	.0	55,576,760	732,990,213	.0	.0
13. Incurred medical incentive pools and bonuses	1,444,528	.0	.0	.0	.0	.0	3,269	1,441,259	.0	.0

(a) Excludes \$ 605,262 loans or advances to providers not yet expensed.

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**UNDERWRITING AND INVESTMENT EXHIBIT**

**PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR**

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Reported in Process of Adjustment:										
1.1 Direct .....	6,758,462						794,775	5,963,687		
1.2 Reinsurance assumed .....	.0									
1.3 Reinsurance ceded .....	.0									
1.4 Net .....	6,758,462	.0	.0	.0	.0	.0	794,775	5,963,687	.0	.0
2. Incurred but Unreported:										
2.1 Direct .....	72,689,375						6,724,748	65,964,627		
2.2 Reinsurance assumed .....	.0									
2.3 Reinsurance ceded .....	.0									
2.4 Net .....	72,689,375	.0	.0	.0	.0	.0	6,724,748	65,964,627	.0	.0
3. Amounts Withheld from Paid Claims and Capitations:										
3.1 Direct .....	.0									
3.2 Reinsurance assumed .....	.0									
3.3 Reinsurance ceded .....	.0									
3.4 Net .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
4. TOTALS:										
4.1 Direct .....	79,447,837	.0	.0	.0	.0	.0	7,519,523	71,928,314	.0	.0
4.2 Reinsurance assumed .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
4.3 Reinsurance ceded .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
4.4 Net .....	79,447,837	0	0	0	0	0	7,519,523	71,928,314	0	0

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**UNDERWRITING AND INVESTMENT EXHIBIT**

**PART 2B - ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE**

Line of Business	Claims Paid During the Year		Claim Reserve and Claim Liability December 31 of Current Year		5	6
	1	2	3	4	Claims Incurred In Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid December 31 of Prior Year	On Claims Incurred During the Year		
1. Comprehensive (hospital and medical) .....					0	0
2. Medicare Supplement .....					0	0
3. Dental Only .....					0	0
4. Vision Only .....					0	0
5. Federal Employees Health Benefits Plan .....					0	0
6. Title XVIII - Medicare .....	4,191,157	52,320,202	32,890	7,486,633	4,224,047	5,335,339
7. Title XIX - Medicaid .....	66,800,906	667,070,540	352,763	71,575,551	67,153,669	69,136,689
8. Other health .....					0	0
9. Health subtotal (Lines 1 to 8) .....	70,992,063	719,390,742	385,653	79,062,184	71,377,716	74,472,028
10. Healthcare receivables (a) .....	1,556,890	5,234,751			1,556,890	0
11. Other non-health .....					0	0
12. Medical incentive pools and bonus amounts .....	584,876	120,215	146,964	999,966	731,840	407,493
13. Totals (Lines 9 - 10 + 11 + 12)	70,020,049	714,276,206	532,617	80,062,150	70,552,666	74,879,521

(a) Excludes \$ .....2,316,132 loans or advances to providers not yet expensed.

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**UNDERWRITING AND INVESTMENT EXHIBIT**

**PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS**

(000 Omitted)

**Section A - Paid Health Claims - Title XVIII**

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2010	2 2011	3 2012	4 2013	5 2014
1.	Prior .....	2,210	2,155	2,117	2,116	2,116
2.	2010 .....	11,722	12,491	12,422	12,398	12,386
3.	2011 .....	XXX	16,498	17,437	17,379	17,351
4.	2012 .....	XXX	XXX	32,762	35,366	35,239
5.	2013 .....	XXX	XXX	XXX	43,331	47,684
6.	2014 .....	XXX	XXX	XXX	XXX	49,212

**Section B - Incurred Health Claims - Title XVIII**

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
		1 2010	2 2011	3 2012	4 2013	5 2014
1.	Prior .....	2,228	2,154	2,117	2,116	2,116
2.	2010 .....	13,849	12,493	12,422	12,398	12,386
3.	2011 .....	XXX	18,865	17,440	17,368	17,351
4.	2012 .....	XXX	XXX	36,693	35,303	35,239
5.	2013 .....	XXX	XXX	XXX	48,740	47,717
6.	2014 .....	XXX	XXX	XXX	XXX	56,696

**Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio - Title XVIII**

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payment	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2010 .....	16,751	12,386	346	2.8	12,732	76.0			12,732	76.0
2. 2011 .....	23,222	17,351	481	2.8	17,832	76.8			17,832	76.8
3. 2012 .....	41,362	35,239	658	1.9	35,897	86.8			35,897	86.8
4. 2013 .....	51,050	47,684	1,575	3.3	49,259	96.5	33	1	49,293	96.6
5. 2014 .....	63,998	49,212	2,370	4.8	51,582	80.6	7,484	252	59,318	92.7

## UNDERWRITING AND INVESTMENT EXHIBIT

**PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS**  
(000 Omitted)

**Section A - Paid Health Claims - Title XIX**

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2010	2 2011	3 2012	4 2013	5 2014
1.	Prior .....	44,821	45,048	43,074	42,058	42,006
2.	2010 .....	571,402	638,620	638,047	637,279	636,986
3.	2011 .....	XXX	621,914	680,970	680,271	679,732
4.	2012 .....	XXX	XXX	661,016	718,506	720,875
5.	2013 .....	XXX	XXX	XXX	655,506	719,855
6.	2014 .....	XXX	XXX	XXX	XXX	665,064

**Section B - Incurred Health Claims - Title XIX**

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
		1 2010	2 2011	3 2012	4 2013	5 2014
1.	Prior .....	47,158	45,110	43,075	42,058	41,827
2.	2010 .....	656,742	640,272	638,050	637,260	636,990
3.	2011 .....	XXX	697,243	682,739	679,942	679,391
4.	2012 .....	XXX	XXX	728,280	718,243	720,372
5.	2013 .....	XXX	XXX	XXX	725,661	721,374
6.	2014 .....	XXX	XXX	XXX	XXX	737,642

**Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio - Title XIX**

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payment	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2010 .....	871,851	636,986	21,137	3.3	658,123	75.5	4	-	658,127	75.5
2. 2011 .....	896,911	679,732	22,214	3.3	701,946	78.3	(341)	(11)	701,594	78.2
3. 2012 .....	863,518	720,875	28,005	3.9	748,880	86.7	(503)	(16)	748,361	86.7
4. 2013 .....	865,969	719,855	47,619	6.6	767,474	88.6	1,519	45	769,038	88.8
5. 2014 .....	942,351	665,064	47,998	7.2	713,062	75.7	72,578	2,347	787,987	83.6

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**UNDERWRITING AND INVESTMENT EXHIBIT**

**PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS  
(000 Omitted)**

**Section A - Paid Health Claims - Grand Total**

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2010	2 2011	3 2012	4 2013	5 2014
1.	Prior	47,031	47,203	45,191	44,174	44,122
2.	2010	583,124	651,111	650,469	649,677	649,372
3.	2011	XXX	638,412	698,407	697,650	697,083
4.	2012	XXX	XXX	693,778	753,872	756,114
5.	2013	XXX	XXX	XXX	698,837	767,539
6.	2014	XXX	XXX	XXX	XXX	714,276

**Section B - Incurred Health Claims - Grand Total**

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
		1 2010	2 2011	3 2012	4 2013	5 2014
1.	Prior	49,386	47,264	45,192	44,174	43,943
2.	2010	670,591	652,765	650,472	649,658	649,376
3.	2011	XXX	716,108	700,179	697,310	696,742
4.	2012	XXX	XXX	764,973	753,546	755,611
5.	2013	XXX	XXX	XXX	774,401	769,091
6.	2014	XXX	XXX	XXX	XXX	794,338

**Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio - Grand Total**

Years in which Premiums were Earned and Claims were Incurred	1	2	3	4	5	6	7	8	9	10
	Premiums Earned	Claims Payment	Claim Adjustment Expense Payments	(Col. 3/2) Percent	Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	(Col. 5/1) Percent	Claims Unpaid	Unpaid Claims Adjustment Expenses	Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	(Col. 9/1) Percent
1. 2010	888,602	649,372	21,483	3.3	670,855	75.5	4	0	670,859	75.5
2. 2011	920,133	697,083	22,695	3.3	719,778	78.2	(341)	(11)	719,426	78.2
3. 2012	904,880	756,114	28,663	3.8	784,777	86.7	(503)	(16)	784,258	86.7
4. 2013	917,019	767,539	49,194	6.4	816,733	89.1	1,552	46	818,331	89.2
5. 2014	1,006,349	714,276	50,368	7.1	764,644	76.0	80,062	2,599	847,305	84.2

12.GT

**UNDERWRITING AND INVESTMENT EXHIBIT**

**PART 2D - AGGREGATE RESERVE FOR ACCIDENT AND HEALTH CONTRACTS ONLY**

	1	2	3	4	5	6	7	8	9
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
1. Unearned premium reserves .....	.0								
2. Additional policy reserves (a) .....	.0								
3. Reserve for future contingent benefits .....	.0								
4. Reserve for rate credits or experience rating refunds (including \$ ..... ) for investment income .....	15,049,374						440,539	14,608,835	
5. Aggregate write-ins for other policy reserves .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
6. Totals (gross) .....	15,049,374	.0	.0	.0	.0	.0	440,539	14,608,835	.0
7. Reinsurance ceded .....	.0								
8. Totals (Net)(Page 3, Line 4) .....	15,049,374	.0	.0	.0	.0	.0	440,539	14,608,835	.0
9. Present value of amounts not yet due on claims .....	.0								
10. Reserve for future contingent benefits .....	.0								
11. Aggregate write-ins for other claim reserves .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
12. Totals (gross) .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
13. Reinsurance ceded .....	.0								
14. Totals (Net)(Page 3, Line 7) .....	0	0	0	0	0	0	0	0	0
<b>DETAILS OF WRITE-INS</b>									
0501. ....									
0502. ....									
0503. ....									
0598. Summary of remaining write-ins for Line 5 from overflow page.....	.0	.0	.0	.0	.0	.0	.0	.0	.0
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above)	0	0	0	0	0	0	0	0	0
1101. ....									
1102. ....									
1103. ....									
1198. Summary of remaining write-ins for Line 11 from overflow page .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above)	0	0	0	0	0	0	0	0	0

(a) Includes \$ ..... premium deficiency reserve.



**UNDERWRITING AND INVESTMENT EXHIBIT**

**PART 3 - ANALYSIS OF EXPENSES**

	Claim Adjustment Expenses		3 General Administrative Expenses	4 Investment Expenses	5 Total
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses			
1. Rent (\$ ..... for occupancy of own building) .....	1,110,712	350,021	10,037		1,470,770
2. Salary, wages and other benefits .....	35,687,594	6,512,072	15,934,482		58,134,148
3. Commissions (less \$ ..... ceded plus \$ ..... assumed) .....			15,801		15,801
4. Legal fees and expenses .....	316	1,160	419,340		420,816
5. Certifications and accreditation fees .....					0
6. Auditing, actuarial and other consulting services .....	2,254,819	198,823	4,324,662		6,778,304
7. Traveling expenses .....	942,033	34,583	893,967		1,870,583
8. Marketing and advertising .....	753,545	13,664	2,236,618		3,003,827
9. Postage, express and telephone .....	1,008,111	106,779	1,347,707		2,462,597
10. Printing and office supplies .....	113,319	4,462	198,309		316,090
11. Occupancy, depreciation and amortization .....					0
12. Equipment .....	8,698	2,156	608,116		618,970
13. Cost or depreciation of EDP equipment and software .....	216,073	60,606	4,827,967		5,104,646
14. Outsourced services including EDP, claims, and other services .....	1,900,401	4,258,761	1,602,188		7,761,350
15. Boards, bureaus and association fees .....	8,969	4	70,518		79,491
16. Insurance, except on real estate .....			288,727		288,727
17. Collection and bank service charges .....	3	86	72,065		72,154
18. Group service and administration fees .....					0
19. Reimbursements by uninsured plans .....					0
20. Reimbursements from fiscal intermediaries .....					0
21. Real estate expenses .....	3,303	296	922,091		925,690
22. Real estate taxes .....			(9,736)		(9,736)
23. Taxes, licenses and fees:					
23.1 State and local insurance taxes .....	701		(1,210)		(509)
23.2 State premium taxes .....			51,824,086		51,824,086
23.3 Regulatory authority licenses and fees .....	15,617	57	27,373		43,047
23.4 Payroll taxes .....	2,372,074	429,330	1,002,656		3,804,060
23.5 Other (excluding federal income and real estate taxes) .....			11,388,117		11,388,117
24. Investment expenses not included elsewhere .....				209,470	209,470
25. Aggregate write-ins for expenses .....	10,944	22,343	6,641,421	0	6,674,708
26. Total expenses incurred (Lines 1 to 25) .....	46,407,232	11,995,203	104,645,302	209,470	(a) 163,257,207
27. Less expenses unpaid December 31, current year .....	2,611,564		1,145,046		3,756,610
28. Add expenses unpaid December 31, prior year .....	2,511,745	0	152,717	0	2,664,462
29. Amounts receivable relating to uninsured plans, prior year .....	0	0	0	0	0
30. Amounts receivable relating to uninsured plans, current year .....					0
31. Total expenses paid (Lines 26 minus 27 plus 28 minus 29 plus 30) .....	46,307,413	11,995,203	103,652,973	209,470	162,165,059
<b>DETAILS OF WRITE-INS</b>					
2501. Administrative Fees .....			911,420		911,420
2502. TN Caremore Implementation Fee .....			4,956,652		4,956,652
2503. Miscellaneous .....	10,944	22,343	773,349		806,636
2598. Summary of remaining write-ins for Line 25 from overflow page .....	0	0	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598)(Line 25 above) .....	10,944	22,343	6,641,421	0	6,674,708

(a) Includes management fees of \$ 96,785,503 to affiliates and \$ ..... to non-affiliates.

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**EXHIBIT OF NET INVESTMENT INCOME**

	1 Collected During Year	2 Earned During Year
1. U.S. government bonds	(a)	
1.1 Bonds exempt from U.S. tax	(a)	
1.2 Other bonds (unaffiliated)	(a) 3,914,364	3,907,138
1.3 Bonds of affiliates	(a)	
2.1 Preferred stocks (unaffiliated)	(b)	
2.11 Preferred stocks of affiliates	(b)	
2.2 Common stocks (unaffiliated)	654,316	655,929
2.21 Common stocks of affiliates		
3. Mortgage loans	(c)	
4. Real estate	(d)	
5. Contract Loans		
6. Cash, cash equivalents and short-term investments	(e) 4,877	4,981
7. Derivative instruments	(f)	
8. Other invested assets		
9. Aggregate write-ins for investment income	44,522	44,662
10. Total gross investment income	4,618,079	4,612,710
11. Investment expenses		(g) 209,470
12. Investment taxes, licenses and fees, excluding federal income taxes		(g) 0
13. Interest expense		(h) 0
14. Depreciation on real estate and other invested assets		(i) 0
15. Aggregate write-ins for deductions from investment income		0
16. Total deductions (Lines 11 through 15)		209,470
17. Net investment income (Line 10 minus Line 16)		4,403,240
<b>DETAILS OF WRITE-INS</b>		
0901. Miscellaneous Income	0	0
0902. Securities Lending	44,522	44,662
0903.		
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9, above)	44,522	44,662
1501.		
1502.		
1503.		
1598. Summary of remaining write-ins for Line 15 from overflow page		0
1599. Totals (Lines 1501 thru 1503 plus 1598) (Line 15, above)		0

- (a) Includes \$ 21,189 accrual of discount less \$ 2,037,417 amortization of premium and less \$ 177,336 paid for accrued interest on purchases.
- (b) Includes \$ accrual of discount less \$ amortization of premium and less \$ paid for accrued dividends on purchases.
- (c) Includes \$ accrual of discount less \$ amortization of premium and less \$ paid for accrued interest on purchases.
- (d) Includes \$ for company's occupancy of its own buildings; and excludes \$ interest on encumbrances.
- (e) Includes \$ accrual of discount less \$ amortization of premium and less \$ paid for accrued interest on purchases.
- (f) Includes \$ accrual of discount less \$ amortization of premium.
- (g) Includes \$ investment expenses and \$ investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.
- (h) Includes \$ interest on surplus notes and \$ interest on capital notes.
- (i) Includes \$ depreciation on real estate and \$ depreciation on other invested assets.

**EXHIBIT OF CAPITAL GAINS (LOSSES)**

	1	2	3	4	5
	Realized Gain (Loss) On Sales or Maturity	Other Realized Adjustments	Total Realized Capital Gain (Loss) (Columns 1 + 2)	Change in Unrealized Capital Gain (Loss)	Change in Unrealized Foreign Exchange Capital Gain (Loss)
1. U.S. Government bonds	0	0	0	0	0
1.1 Bonds exempt from U.S. tax					
1.2 Other bonds (unaffiliated)	151,726	0	151,726	0	0
1.3 Bonds of affiliates	0	0	0	0	0
2.1 Preferred stocks (unaffiliated)	0	0	0	0	0
2.11 Preferred stocks of affiliates	0	0	0	0	0
2.2 Common stocks (unaffiliated)	0	0	0	1,091,408	0
2.21 Common stocks of affiliates	0	0	0	0	0
3. Mortgage loans	0	0	0	0	0
4. Real estate	0	0	0	0	0
5. Contract loans	0	0	0	0	0
6. Cash, cash equivalents and short-term investments	0	0	0	0	0
7. Derivative instruments	0	0	0	0	0
8. Other invested assets	0	0	0	0	0
9. Aggregate write-ins for capital gains (losses)	0	0	0	0	0
10. Total capital gains (losses)	151,726	0	151,726	1,091,408	0
<b>DETAILS OF WRITE-INS</b>					
0901.					
0902.					
0903.					
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0	0
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9, above)	0	0	0	0	0

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**EXHIBIT OF NON-ADMITTED ASSETS**

	1	2	3
	Current Year Total Nonadmitted Assets	Prior Year Total Nonadmitted Assets	Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D) .....		0	0
2. Stocks (Schedule D):			
2.1 Preferred stocks .....		0	0
2.2 Common stocks .....		0	0
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens .....		0	0
3.2 Other than first liens.....		0	0
4. Real estate (Schedule A):			
4.1 Properties occupied by the company .....		0	0
4.2 Properties held for the production of income.....		0	0
4.3 Properties held for sale .....		0	0
5. Cash (Schedule E - Part 1), cash equivalents (Schedule E - Part 2) and short-term investments (Schedule DA) .....		0	0
6. Contract loans .....		0	0
7. Derivatives (Schedule DB) .....		0	0
8. Other invested assets (Schedule BA) .....		0	0
9. Receivables for securities .....		0	0
10. Securities lending reinvested collateral assets (Schedule DL) .....		0	0
11. Aggregate write-ins for invested assets .....	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	0	0	0
13. Title plants (for Title insurers only) .....		0	0
14. Investment income due and accrued .....		0	0
15. Premiums and considerations:			
15.1 Uncollected premiums and agents' balances in the course of collection .....		0	0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due .....		0	0
15.3 Accrued retrospective premiums .....		0	0
16. Reinsurance:			
16.1 Amounts recoverable from reinsurers .....		0	0
16.2 Funds held by or deposited with reinsured companies .....		0	0
16.3 Other amounts receivable under reinsurance contracts .....		0	0
17. Amounts receivable relating to uninsured plans .....		0	0
18.1 Current federal and foreign income tax recoverable and interest thereon .....		0	0
18.2 Net deferred tax asset .....		0	0
19. Guaranty funds receivable or on deposit .....		0	0
20. Electronic data processing equipment and software .....		0	0
21. Furniture and equipment, including health care delivery assets .....	347,974	417,292	69,318
22. Net adjustment in assets and liabilities due to foreign exchange rates .....		0	0
23. Receivable from parent, subsidiaries and affiliates .....		0	0
24. Health care and other amounts receivable .....	6,413,824	4,174,390	(2,239,434)
25. Aggregate write-ins for other than invested assets .....	65,391	62,587	(2,804)
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	6,827,189	4,654,269	(2,172,920)
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....		0	0
28. Total (Lines 26 and 27) .....	6,827,189	4,654,269	(2,172,920)
<b>DETAILS OF WRITE-INS</b>			
1101. ....			
1102. ....			
1103. ....			
1198. Summary of remaining write-ins for Line 11 from overflow page .....	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198)(Line 11 above) .....	0	0	0
2501. Prepaids .....	65,391	62,587	(2,804)
2502. ....		0	0
2503. ....			
2598. Summary of remaining write-ins for Line 25 from overflow page .....	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598)(Line 25 above) .....	65,391	62,587	(2,804)

**EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY**

Source of Enrollment	Total Members at End of					6 Current Year Member Months
	1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	
1. Health Maintenance Organizations .....	204,169	208,447	217,317	223,187	227,803	2,613,541
2. Provider Service Organizations .....						
3. Preferred Provider Organizations .....						
4. Point of Service .....						
5. Indemnity Only .....						
6. Aggregate write-ins for other lines of business .....	0	0	0	0	0	0
7. Total	204,169	208,447	217,317	223,187	227,803	2,613,541
<b>DETAILS OF WRITE-INS</b>						
0601. ....						
0602. ....						
0603. ....						
0698. Summary of remaining write-ins for Line 6 from overflow page .....	0	0	0	0	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	0	0	0	0	0	0





**EXHIBIT 3A - ANALYSIS OF HEALTH CARE RECEIVABLES COLLECTED AND ACCRUED**

Type of Health Care Receivable	Health Care Receivables Collected During the Year		Health Care Receivables Accrued as of December 31 of Current Year		5 Health Care Receivables in Prior Years (Columns 1 + 3)	6 Estimated Health Care Receivables Accrued as of December 31 of Prior Year
	1 On Amounts Accrued Prior to January 1 of Current Year	2 On Amounts Accrued During the Year	3 On Amounts Accrued December 31 of Prior Year	4 On Amounts Accrued During the Year		
1. Pharmaceutical rebate receivables .....	1,822,278	1,331,147	7,802	2,867,930	1,830,080	1,657,828
2. Claim overpayment receivables .....	924,336	3,320,136	1,549,087	1,671,851	2,473,423	2,498,562
3. Loans and advances to providers .....	4,000		14,000	300,000	18,000	18,000
4. Capitation arrangement receivables .....					0	0
5. Risk sharing receivables .....					0	0
6. Other health care receivables.....		9,341		2,697,103	0	2,312,931
7. Totals (Lines 1 through 6)	2,750,614	4,660,624	1,570,889	7,536,884	4,321,503	6,487,321

Note that the accrued amounts in Columns 3, 4, and 6 are the total health care receivables, not just the admitted portion.







**EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES**

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
Anthem, Inc.	Corporate Services	2,894,843	2,894,843	
AMERIGROUP Corporation	Corporate Services	542,603	542,603	
The Anthem Companies, Inc.	Corporate Services	709,644	709,644	
0199999. Individually listed payables		4,147,090	4,147,090	0
0299999. Payables not individually listed		231,667	231,667	
0399999 Total gross payables		4,378,757	4,378,757	0

**EXHIBIT 7 PART 1- SUMMARY OF TRANSACTIONS WITH PROVIDERS**

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payments	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
<b>Capitation Payments:</b>						
1. Medical groups .....	1,720,645	0.2	227,803	100.0		1,720,645
2. Intermediaries .....	0	0.0		0.0		
3. All other providers .....	18,826,144	2.4	227,803	100.0		18,826,144
4. Total capitation payments .....	20,546,789	2.6	455,606	200.0	0	20,546,789
<b>Other Payments:</b>						
5. Fee-for-service .....	6,401,764	0.8	XXX	XXX		6,401,764
6. Contractual fee payments .....	756,642,611	96.5	XXX	XXX		756,642,611
7. Bonus/withhold arrangements - fee-for-service .....	0	0.0	XXX	XXX		
8. Bonus/withhold arrangements - contractual fee payments .....	705,091	0.1	XXX	XXX		705,091
9. Non-contingent salaries .....	0	0.0	XXX	XXX		
10. Aggregate cost arrangements .....	0	0.0	XXX	XXX		
11. All other payments .....	0	0.0	XXX	XXX		
12. Total other payments .....	763,749,466	97.4	XXX	XXX	0	763,749,466
13. TOTAL (Line 4 plus Line 12)	784,296,255	100%	XXX	XXX	0	784,296,255

**EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES**

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC
<b>NONE</b>					
9999999 Totals			XXX	XXX	XXX

**EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED**

Description	1 Cost	2 Improvements	3 Accumulated Depreciation	4 Book Value Less Encumbrances	5 Assets Not Admitted	6 Net Admitted Assets
1. Administrative furniture and equipment .....	3,631,999		(3,284,250)	347,974	347,974	
2. Medical furniture, equipment and fixtures .....						
3. Pharmaceuticals and surgical supplies .....						
4. Durable medical equipment .....						
5. Other property and equipment						
6. Total	3,631,999	0	(3,284,250)	347,974	347,974	0

## NOTES TO FINANCIAL STATEMENTS

### 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 Practices and Procedures Manual* ("NAIC SAP"), subject to any deviations prescribed or permitted by the Tennessee Department of Commerce and Insurance ("TDCI").

A reconciliation of the Company's net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the TDCI is shown below:

<u>Net Income</u>	<u>State of Domicile</u>	<u>2014</u>	<u>2013</u>
(1) AMERIGROUP Tennessee Inc. (Page 4, Line 32, Columns 2 & 3)	Tennessee	\$ 26,120,954	\$ 23,828,770
(2) States Prescribed Practices that increase(decrease) NAIC SAP:	Tennessee	-	-
(3) State Permitted Practices that increase(decrease) NAIC SAP:	Tennessee	-	-
(4) NAIC SAP (1 - 2 - 3 = 4)	Tennessee	\$ 26,120,954	\$ 23,828,770
 <u>Surplus</u>			
(5) AMERIGROUP Tennessee Inc. (Page 3, Line 33, Columns 3 & 4)	Tennessee	\$ 156,552,359	\$ 108,075,136
(6) States Prescribed Practices that increase(decrease) NAIC SAP:	Tennessee	-	-
(7) State Permitted Practices that increase(decrease) NAIC SAP:	Tennessee	-	-
(8) NAIC SAP (5 - 6 - 7 = 8)	Tennessee	\$ 156,552,359	\$ 108,075,136

#### 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 amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

#### C. Accounting Policies

Health premium revenues, based on membership records and premium 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 subjected to approval by Centers for Medicare, Medicaid Services and 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, which approximates fair value. Non-investment grade short-term investments are stated at the lower of amortized cost or fair value.
2. Investment grade bonds not backed by other loans are stated at amortized cost, with amortization calculated based on the modified scientific method, using lower of yield to call or yield to maturity. Non-investment grade bonds are stated at the lower of amortized cost or fair value as determined by various third-party pricing sources.
3. Common stocks of unaffiliated companies are stated at fair value based upon security ratings prescribed by various third-party pricing sources.
4. The Company has no investments in preferred stocks.
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 were 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. Non-investment grade loan-backed securities are stated at the lower of amortized cost or fair value.
7. The Company has no investments in subsidiaries, controlled and affiliated companies.
8. The Company has no investments in joint ventures, partnerships and limited liability companies.
9. The Company has no investments in derivatives.
10. The Company does not utilize anticipated investment income as a factor in premium deficiency calculations.
11. Unpaid claims and claims 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 practices, economic conditions and other factors that may materially affect the cost, 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 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 rebate receivables 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. All pharmaceutical rebate receivables are considered non-admitted due to their collectability beyond 90 days.

**2. Accounting Changes and Corrections of Errors**

There were no significant changes or corrections of errors during the years ended December 31, 2014 and 2013.

**3. Business Combinations and Goodwill**

<b>A. Statutory Purchase Method</b>	Not applicable.
<b>B. Statutory Merger</b>	Not applicable.
<b>C. Assumption Reinsurance</b>	Not applicable.
<b>D. Impairment Loss</b>	Not applicable.

**4. Discontinued Operations**

The Company had no operations that were discontinued during 2014 or 2013.

**5. Investments**

**A. Mortgage Loans, including Mezzanine Real Estate Loans**

The Company did not have investments in mortgage loans at December 31, 2014 or 2013.

**B. Debt Restructuring**

The Company did not have invested assets that were restructured debt at December 31, 2014 or 2013.

**C. Reverse Mortgages**

The Company did not have investments in reverse mortgages at December 31, 2014 or 2013.

**D. Loan-Backed Securities**

1. Prepayment assumptions for single-class and multi-class mortgage-backed and asset-backed 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-back securities.
2. The Company did not recognize other-than-temporary impairments on its loan-backed securities during the years ended December 31, 2014 and 2013.
3. The Company did not hold other-than-temporarily impaired loan-backed securities at December 31, 2014 and 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 December 31, 2014 and 2013.
5. The Company had no impaired loan-backed securities at December 31, 2014 and 2013.

**E. Repurchase Agreements and/or Securities Lending Transactions**

1. The Company did not enter into repurchase agreements at December 31, 2014 or 2013.
2. The Company participates in a securities lending program whereby marketable securities in its investment portfolio are transferred to independent brokers or dealers based on, among other things, their creditworthiness in exchange for collateral initially equal to at least 102% of the market value of the loaned securities. The Company receives the collateral in cash or securities, and if cash is received, the cash collateral is thereafter invested according to guidelines of the Company's Investment Policy.

3. Collateral Received

a. Aggregate amount collateral received

1. Repurchase agreement – Not applicable.

	<u>Fair Value</u>
2. Securities Lending	
(a) Open	\$ 8,742,494
(b) 30 days or less	-
(c) 31 to 60 days	-
(d) 61 to 90 days	-
(e) Greater than 90 days	-
(f) Subtotal	<u>\$ 8,742,494</u>
(g) Securities received	-
(h) Total collateral received	<u><u>\$ 8,742,494</u></u>

3. Dollar repurchase agreement – Not applicable.

b. The fair value of that collateral and of the portion of that collateral that it has sold or repledged \$8,742,494

c. The Company receives cash collateral in an amount in excess of the fair value of the securities lent. The Company reinvests the cash collateral in short-term investments.

4. Not applicable.

5. Collateral Reinvestment

a. Aggregate amount collateral reinvested

1. Repurchase agreement – Not applicable.

	<u>Amortized Cost</u>	<u>Fair Value</u>
2. Securities Lending		
(a) Open	\$ -	\$ -
(b) 30 days or less	6,941,641	6,941,967
(c) 31 to 60 days	-	-
(d) 61 to 90 days	-	-
(e) 91 to 120 days	150,000	149,989
(f) 121 to 180 days	100,061	100,060
(g) 181 to 365 days	400,473	400,560
(h) 1 to 2 years	500,448	500,247
(i) 2 to 3 years	300,005	299,920
(j) Greater than 3 years	350,120	349,751
(k) Subtotal	<u>\$ 8,742,748</u>	<u>\$ 8,742,494</u>
(l) Securities received	-	-
(m) Total collateral reinvested	<u><u>\$ 8,742,748</u></u>	<u><u>\$ 8,742,494</u></u>

3. Dollar repurchase agreement – Not applicable.

6. Not applicable.

7. Not applicable.

**F. Real Estate**

The Company did not have investments in real estate and did not engage in retail land sales operations during 2014 or 2013.

**G. Investments in Low-Income Housing Tax Credits**

The Company did not invest in properties generating low-income housing tax credits during 2014 and 2013.

**H. Restricted Assets**

1. Restricted assets (including pledged)

Restricted Asset Category	1	2	3	4	5	6
	Total Gross Restricted From Current Year	Total Gross Restricted From Prior Year	Increase/ (Decrease) (Col. 1 minus Col. 2)	Total Current Year Admitted Restricted	Percentage Gross Restricted to Total Assets	Percentage Admitted Restricted to Total Admitted Assets
a. Subject to contractual obligation for which liability is not shown	\$ -	\$ -	\$ -	\$ -	-	-
b. Collateral held under security lending agreements	8,742,748	7,167,817	1,574,931	8,742,748	2.006%	2.038%
c. Subject to repurchase agreements	-	-	-	-	-	-
d. Subject to reverse repurchase agreements	-	-	-	-	-	-
e. Subject to dollar repurchase agreements	-	-	-	-	-	-
f. Subject to dollar reverse repurchase agreements	-	-	-	-	-	-
g. Placed under option contracts	-	-	-	-	-	-
h. Letter stock or securities restricted as to sale - excluding FHLB stock	-	-	-	-	-	-
i. FHLB capital stock	-	-	-	-	-	-
j. On deposit with states	25,454,173	23,309,780	2,144,393	25,454,173	5.841%	5.934%
k. On deposit with other regulatory bodies	-	-	-	-	-	-
l. Pledged collateral to FHLB (including assets backing funding agreements)	-	-	-	-	-	-
m. Pledged as collateral not captured in other categories	-	-	-	-	-	-
n. Other restricted assets	-	-	-	-	-	-
o. Total Restricted Assets	<u>\$ 34,196,921</u>	<u>\$ 30,477,597</u>	<u>\$ 3,719,324</u>	<u>\$ 34,196,921</u>	7.847%	7.972%

2. Not applicable.

3. Not applicable.

**I. Working Capital Finance Investments**

The Company did not have any working capital finance investments as December 31, 2014 and 2013.

**J. Offsetting and Netting of Assets and Liabilities**

The Company did not have any offsetting and netting of assets and liabilities at December 31, 2014.

**K. Structured Notes**

The Company did not have any structured notes at December 31, 2014 and 2013.

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

**A.** The Company has no investments in joint ventures, partnerships, or limited liability companies that exceeded 10% of its admitted assets at December 31, 2014 or 2013.

**B.** The Company did not recognize impairment write downs for its investments in joint ventures, partnerships or limited liability companies during 2014 or 2013.

**7. Investment Income**

**A.** All investment income due and accrued with amounts that are over 90 days past due is non-admitted.

**B.** At December 31, 2014 and 2013, there was no non-admitted accrued investment interest income.

**8. Derivative Instruments**

The Company has no derivative instruments at December 31, 2014 and 2013.



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9. Income Taxes

A. The components of net deferred tax assets (liabilities):

1. The components of net deferred tax asset (liabilities) at December 31 are as follows:

12/31/2014		
(1)	(2)	(3)
Ordinary	Capital	(Col 1+2) Total
(a) Gross deferred tax assets	\$ 12,538,006	\$ - \$ 12,538,006
(b) Statutory valuation allowance adjustments	-	-
(c) Adjusted gross deferred tax assets (1a - 1b)	12,538,006	12,538,006
(d) Deferred tax assets nonadmitted	-	-
(e) Subtotal net admitted deferred tax asset (1c - 1d)	12,538,006	12,538,006
(f) Deferred tax liabilities	4,559	2,161,613 2,166,172
(g) Net admitted deferred tax asset/(net deferred tax liability) (1e - 1f)	\$ 12,533,447	\$ (2,161,613) \$ 10,371,834

12/31/2013		
(4)	(5)	(6)
Ordinary	Capital	(Col 4+5) Total
(a) Gross deferred tax assets	\$ 3,628,164	\$ - \$ 3,628,164
(b) Statutory valuation allowance adjustments	-	-
(c) Adjusted gross deferred tax assets (1a - 1b)	3,628,164	3,628,164
(d) Deferred tax assets nonadmitted	-	-
(e) Subtotal net admitted deferred tax asset (1c - 1d)	3,628,164	3,628,164
(f) Deferred tax liabilities	-	1,694,111 1,694,111
(g) Net admitted deferred tax asset/(net deferred tax liability) (1e - 1f)	\$ 3,628,164	\$ (1,694,111) \$ 1,934,053

Change		
(7)	(8)	(9)
(Col 1-4) Ordinary	(Col 2-5) Capital	(Col 7+8) Total
(a) Gross deferred tax assets	\$ 8,909,842	\$ - \$ 8,909,842
(b) Statutory valuation allowance adjustments	-	-
(c) Adjusted gross deferred tax assets (1a - 1b)	8,909,842	8,909,842
(d) Deferred tax assets nonadmitted	-	-
(e) Subtotal net admitted deferred tax asset (1c - 1d)	8,909,842	8,909,842
(f) Deferred tax liabilities	4,559	467,502 472,061
(g) Net admitted deferred tax asset/(net deferred tax liability) (1e - 1f)	\$ 8,905,283	\$ (467,502) \$ 8,437,781

2. The amount of admitted adjusted gross deferred tax assets under each component of SSAP 101 as of December 31 is as follows:

12/31/2014		
(1)	(2)	(3)
Ordinary	Capital	(Col 1+2) Total
Admission Calculation Components SSAP No. 101		
(a) Federal income taxes paid in prior years recoverable through loss carrybacks	\$ 12,203,700	\$ - \$ 12,203,700
(b) Adjusted gross deferred tax assets expected to be realized (excluding the amount of deferred tax assets from 2(a) above) after application of the threshold limitation (the lesser of 2(b)1 and 2(b)2 below)	19,424	- 19,424
1. Adjusted gross deferred tax assets expected to be realized following the balance sheet date	19,424	- 19,424
2. Adjusted gross deferred tax assets allowed per limitation threshold	XXX	XXX 21,926,973
(c) Adjusted gross deferred tax assets (excluding the amount of deferred tax assets from 2(a) and 2(b) above) offset by gross deferred tax liabilities	314,882	- 314,882
(d) Deferred tax assets admitted	\$ 12,538,006	\$ - \$ 12,538,006

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12/31/2013		
(4)	(5)	(6)
Ordinary	Capital	(Col 4+5) Total

Admission Calculation Components SSAP No. 101

(a) Federal income taxes paid in prior years recoverable through loss carrybacks	\$ 3,292,982	\$ -	\$ 3,292,982
(b) Adjusted gross deferred tax assets expected to be realized (excluding the amount of deferred tax assets from 2(a) above) after application of the threshold limitation (the lesser of 2(b)1 and 2(b)2 below)	34,907	-	34,907
1. Adjusted gross deferred tax assets expected to be realized following the balance sheet date	34,907	-	34,907
2. Adjusted gross deferred tax assets allowed per limitation threshold	XXX	XXX	15,920,907
(c) Adjusted gross deferred tax assets (excluding the amount of deferred tax assets from 2(a) and 2(b) above) offset by gross deferred tax liabilities	300,275	-	300,275
(d) Deferred tax assets admitted	<u>\$ 3,628,164</u>	<u>\$ -</u>	<u>\$ 3,628,164</u>

Change		
(7)	(8)	(9)
(Col 1-4) Ordinary	(Col 2-5) Capital	(Col 7+8) Total

Admission Calculation Components SSAP No. 101

(a) Federal income taxes paid in prior years recoverable through loss carrybacks	\$ 8,910,718	\$ -	\$ 8,910,718
(b) Adjusted gross deferred tax assets expected to be realized (excluding the amount of deferred tax assets from 2(a) above) after application of the threshold limitation (the lesser of 2(b)1 and 2(b)2 below)	(15,483)	-	(15,483)
1. Adjusted gross deferred tax assets expected to be realized following the balance sheet date	(15,483)	-	(15,483)
2. Adjusted gross deferred tax assets allowed per limitation threshold	XXX	XXX	6,006,066
(c) Adjusted gross deferred tax assets (excluding the amount of deferred tax assets from 2(a) and 2(b) above) offset by gross deferred tax liabilities	14,607	-	14,607
(d) Deferred tax assets admitted	<u>\$ 8,909,842</u>	<u>\$ -</u>	<u>\$ 8,909,842</u>

3.	2014	2013
(a) Ratio percentage used to determine recovery period and threshold limitation amount	476.10%	358.00%
(b) Amount of adjusted capital and surplus used to determine recovery period and threshold limitation in 2(b)2 above	\$ 146,179,819	\$ 106,139,379

4. Impact of tax planning strategies

12/31/2014		12/31/2013		Change	
(1)	(2)	(3)	(4)	(5)	(6)
Ordinary	Capital	Ordinary	Capital	(Col 1-3) Ordinary	(Col 2-4) Capital

(a) Determination of adjusted gross deferred tax assets and net admitted deferred tax assets by tax character as a percentage						
1 Adjusted gross DTAs amount from Note 9A1(c)	\$12,538,007	\$ -	\$ 3,628,164	\$ -	\$ 8,909,843	\$ -
2 Percentage of adjusted gross DTAs by tax character attributable to the impact of tax	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
3 Net admitted adjusted gross DTAs amount from Note 9A1(e)	\$12,538,006	\$ -	\$ 3,628,164	\$ -	\$ 8,909,842	\$ -
4 Percentage of net admitted adjusted gross DTAs by tax character admitted because of the impact of tax planning strategies	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
(b) Does the Company's tax-planning strategies include the use of reinsurance?		Yes		No	X	

B. The Company has no unrecognized deferred tax liabilities at December 31, 2014 and 2013.

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

C. Current income taxes incurred consist of the following major components:

	(1)	(2)	(3)
	12/31/2014	12/31/2013	(Col 1-2) Change
1. Current Income Tax			
(a) Federal	\$ 31,761,438	\$ 13,292,908	\$ 18,468,530
(b) Foreign	-	-	-
(c) Subtotal	31,761,438	13,292,908	18,468,530
(d) Federal income tax expense on net capital gains	(37,299)	13,321	(50,620)
(e) Utilization of capital loss carry-forwards	-	-	-
(f) Other	-	-	-
(g) Federal and foreign income taxes incurred	\$ 31,724,139	\$ 13,306,229	\$ 18,417,910
2. Deferred Tax Assets:			
(a) Ordinary			
(1) Discounting of unpaid losses	\$ 254,039	\$ 274,016	\$ (19,977)
(2) Unearned premium reserve	8,763,562	-	8,763,562
(3) Policyholder reserves	875,000	1,435,000	(560,000)
(4) Investments	-	-	-
(5) Deferred acquisition costs	-	-	-
(6) Policyholder dividends accrual	-	-	-
(7) Fixed assets	391,979	395,119	(3,140)
(8) Compensation and benefits accrual	-	-	-
(9) Pension accrual	-	-	-
(10) Receivables - nonadmitted	2,244,838	1,461,037	783,801
(11) Net operating loss carryforward	-	-	-
(12) Tax credit carry-forward	-	-	-
(13) Other (including items <5% of total ordinary tax assets)	-	-	-
(14) Accrued future expenses	-	31,210	(31,210)
(15) Amortization	8,588	9,877	(1,289)
(16) Partnership income	-	-	-
(17) Premium deficiency reserves	-	-	-
(18) Prepaid expenses	-	21,905	(21,905)
(99) Subtotal	12,538,006	3,628,164	8,909,842
(b) Statutory valuation allowance adjustment	-	-	-
(c) Nonadmitted	-	-	-
(d) Admitted ordinary deferred tax assets (2a99 - 2b - 2c)	12,538,006	3,628,164	8,909,842
(e) Capital:			
(1) Investments	-	-	-
(2) Net capital loss carryforward	-	-	-
(3) Real estate	-	-	-
(4) Other (including items <5% of total capital tax assets)	-	-	-
(5) Investment Partnership	-	-	-
(99) Subtotal	-	-	-
(f) Statutory valuation allowance adjustment	-	-	-
(g) Nonadmitted	-	-	-
(h) Admitted capital deferred tax assets (2e99 - 2f - 2g)	-	-	-
(i) Admitted deferred tax assets (2d + 2h)	\$ 12,538,006	\$ 3,628,164	\$ 8,909,842

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

	(1)	(2)	(3)
	12/31/2014	12/31/2013	(Col 1-2) Change
3. Deferred Tax Liabilities:			
(a) Ordinary:			
(1) Investments	\$ -	\$ -	\$ -
(2) Fixed assets	-	-	-
(3) Deferred and uncollected premium	-	-	-
(4) Policyholder reserves	-	-	-
(5) Other (including items <5% of total ordinary tax liabilities)	0	-	0
(6) Amortization	-	-	-
(7) Discount of coordination benefits	4,559	-	4,559
(99) Subtotal	<u>4,559</u>	-	<u>4,559</u>
(b) Capital:			
(1) Investments	2,161,613	1,694,111	467,502
(2) Real estate	-	-	-
(3) Other (including items <5% of total capital tax liabilities)	-	-	-
(99) Subtotal	<u>2,161,613</u>	<u>1,694,111</u>	<u>467,502</u>
(c) Deferred tax liabilities (3a99 + 3b99)	<u>2,166,172</u>	<u>1,694,111</u>	<u>472,061</u>
4. Net deferred tax assets/liabilities (2i - 3C)	<u>\$ 10,371,834</u>	<u>\$ 1,934,053</u>	<u>\$ 8,437,781</u>

**D.** The Company's income tax expense and change in deferred income taxes differs from the amount obtained by applying the federal statutory income tax rate of 35% for the year ended December 31 as follows:

	<u>2014</u>	<u>2013</u>
Tax expense computed using federal statutory rate	\$ 20,245,783	\$ 12,997,250
Change in nonadmitted assets	(760,522)	(608,937)
Tax exempt income and dividend received deduction net of proration	(628,335)	(546,882)
Prior year true-ups and adjustments	185,247	6,675
Revenue agent report settlements and FIN48	(159,802)	
ACA health insurer fee	3,952,615	
Other	69,379	43,331
Total	<u>\$ 22,904,365</u>	<u>\$ 11,891,437</u>
Federal income taxes incurred	\$ 31,724,139	\$ 13,306,229
Change in net deferred income taxes	(8,819,774)	(1,414,792)
Total statutory income taxes	<u>\$ 22,904,365</u>	<u>\$ 11,891,437</u>

**E. Operating loss carryforwards:**

- The Company has no operating loss carryforwards and no tax credit carryforwards as of December 31, 2014.
- The following are income taxes incurred in the current and prior year(s) that will be available for recoupment in the event of future net losses:

	<u>Ordinary</u>	<u>Capital</u>	<u>Total</u>
2014	\$ 32,254,128	\$ -	\$ 32,254,128
2013	12,891,303	38,061	12,929,364
2012	N/A	-	-

- The Company has no protective tax deposits reported as admitted assets under Section 6603 of the Internal Revenue Code as of December 31, 2014 and 2013.

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

- F. The following companies will be included in the consolidated federal income tax return with their parent Anthem, Inc. as of December 31, 2014, and either are current members of the consolidated tax sharing agreement or are in the process of being added to the consolidated tax sharing agreement. Allocation of federal income taxes with affiliates subject to the tax sharing agreement is based upon separate income tax return calculations with credit for net losses that can be used on a consolidated basis. Pursuant to this agreement, the Company has the enforceable right to recoup federal income taxes paid in prior years in the event of future net losses, which it may incur, or to recoup its net losses carried forward as an offset to future net income subject to federal income taxes. Intercompany income tax balances are settled based on the Internal Revenue Service due dates.

1-800 CONTACTS PARENT CORP.	CareMore Health Plan of Texas, Inc.
1-800 CONTACTS PARENT HOLDINGS CORP.	CareMore Health System
1-800 CONTACTS, INC.	CareMore Holdings, Inc.
American Imaging Management, Inc.	Cerulean Companies, Inc.
AMERIGROUP Arizona, Inc.	Claim Management Services, Inc.
AMERIGROUP California, Inc.	Community Insurance Company
AMERIGROUP Colorado, Inc.	Compcare Health Services Insurance Corporation
AMERIGROUP Community Care of Arizona, Inc.	Crossroads Acquisition Corp
AMERIGROUP Community Care of Mississippi, Inc.	DeCare Analytics, LLC
AMERIGROUP Community Care of New Mexico, Inc.	DeCare Dental Health International, LLC
AMERIGROUP Connecticut, Inc.	DeCare Dental Networks, LLC
AMERIGROUP Corporation	DeCare Dental, LLC
AMERIGROUP Delaware, Inc.	Designated Agent Company, Inc.
AMERIGROUP Florida, Inc.	EHC Benefits Agency, Inc.
AMERIGROUP Hawaii, Inc.	Empire HealthChoice Assurance, Inc.
AMERIGROUP Health Solutions, Inc.	Empire HealthChoice HMO, Inc.
AMERIGROUP Indiana, Inc.	EVISION, INC.
Amerigroup Insurance Company	Forty-Four Forty-Four Forest Park Redevelopment Corp
Amerigroup Kansas, Inc.	Golden West Health Plan, Inc.
AMERIGROUP Louisiana, Inc.	Government Health Services, LLC
AMERIGROUP Maine, Inc.	Health Core, Inc.
AMERIGROUP Maryland, Inc.	Health Management Corporation
AMERIGROUP Massachusetts, Inc.	HealthKeepers, Inc.
AMERIGROUP Michigan, Inc.	HealthLink HMO, Inc.
AMERIGROUP Nevada, Inc.	HealthLink, Inc.
AMERIGROUP New Jersey, Inc.	Healthy Alliance Life Insurance Company
AMERIGROUP New York, LLC	HMO Colorado, Inc.
AMERIGROUP Ohio, Inc.	HMO Missouri, Inc.
AMERIGROUP Pennsylvania, Inc.	Imaging Management Holdings, LLC
AMERIGROUP Puerto Rico, Inc.	Imaging Providers of Texas
Amerigroup Services, Inc.	Matthew Thornton Health Plan, Inc.
AMERIGROUP Tennessee, Inc.	National Government Services, Inc.
AMERIGROUP Texas, Inc.	OneNation Insurance Company
AMERIGROUP Washington, Inc.	Park Square Holdings, Inc.
AMERIGROUP Wisconsin, Inc.	Park Square I, Inc.
AMGP Georgia Managed Care Company, Inc.	Park Square II, Inc.
AMGP Georgia, Inc.	PHP Holdings, Inc.
Anthem Blue Cross Life and Health Insurance Company	R&P Realty, Inc.
Anthem Financial, Inc.	Resolution Health, Inc.
Anthem Health Insurance Company of Nevada	RightCHOICE Insurance Company
Anthem Health Plans of Kentucky, Inc.	RightCHOICE Managed Care, Inc.
Anthem Health Plans of Maine, Inc.	Rocky Mountain Hospital and Medical Service, Inc.
Anthem Health Plans of New Hampshire, Inc.	SellCore, Inc.
Anthem Health Plans of Virginia, Inc.	Southeast Services, Inc.
Anthem Health Plans, Inc.	State Sponsored Business UM Services, Inc.
Anthem Holding Corp.	The Anthem Companies of California, Inc.
Anthem Insurance Companies, Inc.	The Anthem Companies, Inc.
Anthem Kentucky Managed Care Plan, Inc.	TrustSolutions, LLC
Anthem Life & Disability Insurance Company	UNICARE Health Insurance Company of the Midwest
Anthem Southeast, Inc.	UNICARE Health Plan of Kansas, Inc.
Anthem UM Services, Inc.	UNICARE Health Plan of West Virginia, Inc.
Anthem, Inc.	UNICARE Health Plans of Texas, Inc.
Arcus Enterprises, Inc.	UNICARE Health Plans of the Midwest, Inc.
ARCUS HealthyLiving Services, Inc.	UNICARE Illinois Services, Inc.
Associated Group, Inc.	UNICARE Life & Health Insurance Company
Blue Cross and Blue Shield of Georgia, Inc.	UNICARE National Services, Inc.
Blue Cross Blue Shield Healthcare Plan of Georgia, Inc.	UNICARE Specialty Services, Inc.
Blue Cross Blue Shield of Wisconsin	UtiliMed IPA, Inc.
Blue Cross of California	WellPoint Behavioral Health, Inc.
Blue Cross of California Partnership Plan, Inc.	WellPoint California Services, Inc.
CareMore Health Group, Inc.	WellPoint Dental Services, Inc.
CareMore Health Plan	WellPoint Holding Corporation
CareMore Health Plan of Arizona, Inc.	WellPoint Information Technology Services, Inc.
CareMore Health Plan of Colorado, Inc.	WellPoint Insurance Services, Inc.
CareMore Health Plan of Georgia, Inc.	WellPoint Military Care Corporation
CareMore Health Plan of Nevada	

- G. Not applicable.

**10. Information Concerning Parent, Subsidiaries, Affiliates, and Other Related Parties**

**A. Nature of the relationship**

The Company is a Tennessee domiciled stock insurance company and is a wholly-owned subsidiary of AMERIGROUP Corporation ("AGP"). AGP is a wholly-own subsidiary of ATH Holding Company, LLC, which is an indirect wholly-owned subsidiary of Anthem, Inc. ("Anthem"), a publicly traded company. The shareholders of Anthem approved a proposal to amend its articles of incorporation to change the name to Anthem, Inc. from WellPoint, Inc. The name change was effective December 2, 2014.

**B. Significant Transactions for Each Period**

The following significant transactions took place between the Company and its affiliates:

The Company received \$15,000,000 of capital contributions from its parent company, AGP, on September 25, 2014. The Company did not receive capital contributions for the year ended December 31, 2013.

The Board of Directors of the Company declared an ordinary dividend in the amount of \$24,000,000 on May 25, 2013, which was granted approval from TDCI. The Company paid the dividend to AGP on June 5, 2013. The Company paid no dividends for the year ended December 31, 2014.

**C. Intercompany Management and Service Arrangements**

See note F below for changes to intercompany management and service arrangements. The amounts of transactions under such agreements are presented in Schedule Y, Part 2.

**D. Amounts Due to or from Related Parties**

At December 31, 2014 and 2013, the Company reported \$103,826 and \$0 due from affiliates and \$4,378,757 and \$1,456,086 due to affiliates, respectively. The receivable and payable balances represent intercompany transactions that will be settled in accordance with the settlement terms of the intercompany agreement.

**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**

Effective January 1, 2014, the Company entered an administrative services agreement with its affiliated companies, which the Department approved on February 20, 2014. Pursuant to these agreements, various administrative, management and support services are provided to or provided by the Company. The costs and expenses related to these administrative management and support services are allocated to or allocated by the Company in an amount equal to the direct and indirect costs and expenses incurred in providing these services. Direct costs include expenses such as salaries, employee benefits, communications, advertising, consulting services, maintenance, rent utilities, and supplies which are directly attributable to the Company's operations. Allocated costs include expenses such as salaries, benefit claims and enrollment processing, billings, accounting, underwriting, product development and budgeting, which support the Company's operations. These costs are allocated based on various utilization statistics.

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

AGP owns all the outstanding shares of the Company. The Company's ultimate parent is Anthem, Inc.

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

The Company does not own shares of upstream intermediate entities or Anthem, Inc.

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

The Company does not have investment in affiliates greater than 10% of admitted assets.

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

The Company did not write-down any investments in subsidiaries, controlled or affiliated companies as of December 31, 2014.

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

The Company does not have investments in foreign insurance subsidiaries.

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

The Company does not have investments in downstream non-insurance holding companies.

**11. Debt**

**A. Capital Notes**

The Company had no capital notes outstanding at December 31, 2014 and 2013.

**B. All Other Debt**

The Company had no other debt outstanding at December 31, 2014 and 2013.

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

**A. Defined Benefit Plan**

Not applicable – See Note 12G.

**B. Not applicable – See Note 12G.**

**C. Not applicable – See Note 12G.**

**D. Not applicable – See Note 12G.**

**E. Defined Contribution Plan**

Not applicable. – See Note 12G.

**F. Multiemployer Plan**

The Company does not participate in a multiemployer plan.

**G. Consolidated/Holding Company Plans**

Beginning on January 1, 2014, the Company participates in a deferred compensation plan sponsored by Anthem which covers certain employees. The deferred amounts are payable according to the terms and subject to the conditions of said deferred compensation agreements. Anthem allocates a share of the total accumulated costs of this plan to the Company based on the number of allocated employees subject to the deferred compensation agreements. During 2014 and 2013 these costs totaled \$15,370 and \$0 respectively. The Company has no legal obligation for benefits under this plan.

Prior to January 1, 2014, the Company participated in a defined contribution plan sponsored by AGP and covering substantially all employees in which a portion of the total accumulated costs of the Plan were allocated to the Company based on the number of allocated employees. During 2013, those costs totaled \$434,978. Starting January 1, 2014, the Company participated in a defined contribution plan sponsored by ATH Holding Company LLC (“ATH Holding”) and covering substantially all employees. Voluntary employee contributions are matched by ATH Holding subject to certain limitations. ATH Holding allocates a share of the total accumulated costs of this plan to the Company based on the number of allocated employees. During 2014 these costs totaled \$1,519,861. The Company has no legal obligation for benefits under these plans.

**H. Post Employment Benefits and Compensated Absences**

Liabilities for earned not yet taken vacation and severance benefits have been accrued as of December 31, 2014 and 2013.

**I. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17)**

Not applicable.

**13. Capital and Surplus, Shareholders’ Dividend Restrictions and Quasi-Reorganizations**

**1. Outstanding Shares**

As of December 31, 2014, the Company has 1,000 shares of \$1 par value common stock authorized. The number of shares issued and outstanding is 1,000.

**2. Preferred Stock**

The Company has no preferred stock outstanding.

**3. Dividend Restrictions**

Under Tennessee Code Annotated 56-11-106, certain limitations exist on the Company's ability to pay dividends to its parent. The Company may not pay an extraordinary dividend or make any other extraordinary distribution to its shareholders until 1) thirty days after the commissioner has received notice of the declaration thereof and has not within such period disapproved such payment; or 2) the commissioner shall have approved such payment within such thirty-day period. An extraordinary dividend or distribution is defined as any dividend or distribution of cash or other property, whose fair market value together with that of other dividends or distributions made within the preceding twelve months, exceeds the greater of 1) ten percent (10%) of net worth, or 2) net income, not including capital gains, for the 12 month period ending December 31 of the prior year. Additionally, the Company may pay funds only from unassigned surplus with the exception of the commissioner's approval.

**4. Dividends Paid**

See Footnote 10B.

**5. Maximum Ordinary Dividend During 2015**

Within the limitations of (3) above, the Company may pay no dividends other than from unassigned surplus during 2015 without prior approval.

**6. Unassigned Surplus Restrictions**

Unassigned surplus funds are not restricted at December 31, 2014.

**7. Mutual Surplus Advances**

Not applicable.

**8. Company Stock Held for Special Purpose**

There are no shares of stock held for special purposes at December 31, 2014.

**9. Changes in Special Surplus Funds**

The changes in balances of special surplus funds from the prior year are due to amounts segregated for the estimated 2015 ACA health insurer fee.

**10. Changes in Unassigned Funds**

The portion of unassigned funds represented by cumulative unrealized losses was \$1,091,408 at December 31, 2014.

**11. Surplus Notes**

The Company has not issued any surplus notes or debentures of similar obligations.

**12. Restatement due to Prior Quasi-reorganizations**

The Company had no restatements due to prior quasi-reorganizations.

**13. Quasi-reorganizations over Prior 10 Years**

The Company has not been involved in a quasi-reorganization during the past 10 years.

**14. Liabilities, Contingencies and Assessments**

**A. Contingent Commitments**

The Company has no contingent commitments at December 31, 2014.

**B. Assessments**

1. The Company is subject to guaranty fund and other assessments by the state(s) in which it writes business. Guaranty fund assessments are accrued at the time of insolvencies. Other assessments are accrued either at the time of the assessment or at the time the losses are incurred.

The State of Tennessee has not issued a guaranty fund assessment, and the Company has not recorded a liability for an assessment as of December 31, 2014.

2. Not applicable.



**C. Gain Contingencies**

The Company has no gain contingencies at December 31, 2014.

**D. Claims-Related Extra Contractual Obligations and Bad Faith Losses Stemming from Lawsuits**

Not applicable.

**E. Joint and Several Liabilities**

Not applicable.

**F. All Other Contingencies**

In February 2015, Anthem reported that it was the target of a sophisticated external cyber-attack. The attackers gained unauthorized access to certain of Anthem's information technology systems and obtained personal information related to many of Anthem's current and former members and employees, such as names, birthdays, health care identification/social security numbers, street addresses, email addresses and employment information, including income data. To date, there is no evidence that credit card or medical information, such as claims, test results or diagnostic codes, were targeted, accessed or obtained, although no assurance can be given that Anthem will not identify additional information that was accessed or obtained.

Currently, Anthem is in the process of determining the extent of this cyber-attack and supporting federal law enforcement efforts to identify the responsible parties. Upon discovery of the cyber-attack, Anthem took immediate action to remediate the security vulnerability and retained a cybersecurity firm to evaluate the systems and identify solutions based on the evolving landscape. Anthem will provide credit monitoring and identity protection services to those who have been affected by this cyber-attack. Anthem has incurred expenses subsequent to the cyber attack to investigate and remediate this matter and expects to continue to incur expenses of this nature in the foreseeable future. Although Anthem is unable to quantify the ultimate magnitude of such expenses at this time, they may be significant. Anthem will recognize these expenses in the periods in which they are incurred.

Actions have been filed in courts in many states and other claims have been or may be asserted against Anthem on behalf of current or former members, current or former employees, shareholders or others seeking damages or other related relief, allegedly arising out of the cyber attack. State and federal agencies, including state insurance regulators, state attorneys general, and the Federal Bureau of Investigations, are investigating events related to the cyber attack, including how it occurred, its consequences and our responses. Although Anthem is cooperating in these investigations, Anthem may be subject to fines or other obligations, which may have an adverse effect on how we operate our business and our results of operations. Anthem has contingency plans and insurance coverage for potential liabilities of this nature, however, the coverage may not be sufficient to cover all claims and liabilities. While a loss from these matters is reasonably possible, the Company cannot reasonably estimate a range of possible losses because our investigation into the matter is ongoing, the proceedings remain in the early stages, alleged damages have not been specified, there is uncertainty as to the likelihood of a class or classes being certified or the ultimate size of any class if certified, and there are significant factual and legal issues to be resolved.

The Company is involved in other pending and threatened litigation of the character incidental to the business transacted, arising out of its operations and is from time to time involved as a party in various governmental and administrative proceedings. These investigations, audits and reviews include routine and special investigations by state insurance departments, state attorneys general, the U.S. Attorney General and Federal Agencies. Such investigations could result in the imposition of civil or criminal fines, penalties and other sanctions. The Company believes that any liability that may result from any one of these actions is unlikely to have a material adverse effect on the Company's financial position or results of operations.

**15. Leases**

**A. Lessee Leasing Arrangements**

1. The Company leases office space and equipment under various noncancelable and cancelable operating leases that expire through December 2022. Rental expense related to these leases for 2014 and 2013 was \$150,362 and \$534,143 respectively.

2. At January 1, 2015, the minimum aggregate rental commitments are as follows:

<u>Year Ending December 31</u>	<u>Operating Leases</u>
2015	\$ 1,711,133
2016	1,961,694
2017	2,009,897
2018	2,058,619
2019	<u>2,086,894</u>
Total	<u>\$ 9,828,237</u>

3. The Company has not entered into any material sales-leaseback transactions.

**B. Lessor Leasing Arrangements**

1. The Company has not entered into any operating leases.
2. The Company has not entered into any leveraged leases.

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

The Company has no significant financial instruments with off-balance sheet risk.

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of investment securities. All investment securities are managed by professional investment managers within policies authorized by the board of directors. Such policies limit the amounts that may be invested in any one issuer and prescribe certain investee company criteria. As of December 31, 2014, there were no significant concentrations.

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

**A. Transfers of Receivables Reported as Sales**

Not applicable at December 31, 2014 and 2013.

**B. Transfer and Servicing of Financial Assets**

1. The Company participates in a securities lending program whereby marketable securities in its investment portfolio are transferred to independent brokers or dealers. At December 31, 2014, the fair value of securities loaned was \$8,532,530 and the carrying value of securities loaned was \$8,455,896.
2. – 7. Not applicable.

**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 December 31, 2014 and 2013, 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 Plans and the Uninsured Portion of Partially Insured Plans**

**A. Administrative Services Only Plans**

Not applicable at December 31, 2014 and 2013.

**B. Administrative Services Contract Plans**

Not applicable at December 31, 2014 and 2013.

**C. Medicare or Other Similarly Structured Cost-Based Reimbursement Contract**

CMS pays a catastrophic reinsurance subsidy, a low-income member cost sharing subsidy, and a coverage gap discount subsidy which represent cost reimbursements under the Part D program. The Company is fully reimbursed for costs incurred for these contract elements, and accordingly, there is no insurance risk to the Company. Amounts received for these subsidies are not reflected as premium revenue, but rather are accounted for as deposits. Receivables from CMS of \$777,402 and \$118,307 at December 31, 2014 and 2013, respectively, are recorded as receivables for amounts held under uninsured plans in the accompanying statutory statements. Liabilities to CMS of \$2,596,583 at December 31, 2014 are recorded as liabilities for amounts held under uninsured plans in the accompanying statutory statements. There were no liabilities to CMS at December 31, 2013.

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

No premiums were written by managing general agents or third party administrators during the years ended December 31, 2014 and 2013.

**20. Fair Value**

**A. Fair Value Measurements**

1. Fair Value Measurements at Reporting Date

Description for each class of asset or liability	(Level 1)	(Level 2)	(Level 3)	Total
a. Assets at fair value				
Common Stock				
Industrial and Misc	\$ 21,607,550	\$ -	\$ -	\$ 21,607,550
Total common stocks	21,607,550	-	-	21,607,550
Total assets at fair value	<u>\$ 21,607,550</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 21,607,550</u>

2. As of December 31, 2014, 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.

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 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, 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.

**B. Fair Value Measurements Under Other Accounting Pronouncements**

Not applicable.

**C. Financial Instruments**

Type of Financial Instrument	Aggregated Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	\$ 187,449,362	\$ 184,335,142	\$ -	\$ 187,449,362	\$ -	\$ -
Common Stock	21,607,550	21,607,550	21,607,550	-	-	-
Short Term Inv & MMFs	15,797,950	15,797,950	15,797,950	-	-	-
	<u>\$ 224,854,862</u>	<u>\$ 221,740,642</u>	<u>\$ 37,405,499</u>	<u>\$ 187,449,362</u>	<u>\$ -</u>	<u>\$ -</u>

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

There are no financial instruments that were no practicable to estimate fair value.

**21. Other Items**

**A. Extraordinary Items**

Not applicable at December 31, 2014 and 2013.

**B. Troubled Debt Restructuring: Debtors**

Not applicable at December 31, 2014 and 2013.

**C. Other Disclosures and Unusual items**

The Affordable Care Act (“ACA”) Health Insurer Fee (“HIF”) Reimbursement as of December 31, 2014 is \$15,510,400. There was no ACA HIF Reimbursement recorded as of December 31, 2013.

**D. Business Interruption Insurance Recoveries**

The Company has reported no recoveries for business interruption for the years ended December 31, 2014 and 2013.

**E. State Transferable Tax Credits**

The Company did not have state transferable tax credits at December 31, 2014 and 2013.

**F. Subprime Mortgage-Related Risk Exposure**

1. The Company’s investment strategy of providing safety and preservation of capital, sufficient liquidity to meet cash flow requirements and the attainment of a competitive after-tax investment return is supported by a well-diversified portfolio consisting of many different types of investments. The portion of the Company’s investment portfolio with subprime mortgage-related risk exposure is relatively small in comparison to overall investment portfolio, and consists of investment grade securities with no exposure to collateralized debt obligations. All mortgage related investments are monitored closely as part of the quarterly investment review performed by the Anthem Investment Review Committee.
2. At December 31, 2014, the Company did not have carry investments in subprime mortgage loans in its portfolio.
3. At December 31, 2014, the Company’s investment portfolio did not contain investments with subprime mortgage-related risk exposure.
4. The Company did not underwrite Mortgage Guaranty or Financial Guaranty insurance coverage at December 31, 2014.

**G. Retained Assets**

The Company did not have any retained assets at December 31, 2014 and 2013.

**22. Events Subsequent**

The Company is subject to an annual fee under section 9010 of the ACA. A health insurance company’s portion of the annual fee becomes payable once the entity provides health insurance for any U.S. health risk for each calendar year beginning on or after January 1 of the year the fee is due. The Company has written health insurance subject to the ACA assessment and expects to conduct health insurance business in 2015. The Company reflected its estimated portion of the fee payable on September 30, 2015 in special surplus.

	<u>Current Year</u>	<u>Prior Year</u>
A. ACA fee assessment payable for the upcoming year	\$ 29,737,207	\$ 10,654,000
B. ACA fee assessment paid	\$ 11,293,187	\$ -
C. Premium written subject to ACA 9010 assessment	\$ 801,225,644	\$ 699,384,896
D. Total Adjusted Capital before surplus adjustment	\$ 156,552,359	
E. Authorized Control Level before surplus adjustment	\$ 30,703,894	
F. Total Adjusted Capital after surplus adjustment	\$ 126,815,152	
G. Authorized Control Level after surplus adjustment	\$ 30,703,894	
H. Would reporting the ACA assessment as of December 31,2014 have triggered an RBC action level (YES/NO)?	NO	

There were no other events occurring subsequent to December 31, 2014 requiring disclosure. Subsequent events have been considered through February 27, 2015 for the statutory statement issued on February 27, 2015.

**23. Reinsurance**

**A. Ceded Reinsurance Report**

**Section 1 – General Interrogatories**

1. Are any of the reinsurers that are listed in Schedule S as non-affiliated owned in excess of 10% or controlled, either directly or indirectly, by the Company or by any representative, officer, trustee, or director of the Company?

Yes ( ) No(X)

If yes, give full details.

2. Have any policies issued by the Company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) that is owned in excess of 10% or controlled, directly or indirectly, by an insured, a beneficiary, a creditor or an insured or any other person not primarily engaged in the insurance business?

Yes ( ) No(X)

If yes, give full details

**Section 2 – Ceded Reinsurance Report – Part A**

1. Does the Company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credits?

Yes ( ) No(X)

2. Does the reporting entity have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same insurer, exceed the total direct premium collected under reinsured policies?

Yes ( ) No(X)

If yes, give full details.

**Section 3 – Ceded Reinsurance Report – Part B**

1. What is the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of premium or other similar credits that are reflected in Section 2 above of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Where necessary, the Company may consider the current or anticipated experience of the business reinsured in making this estimate.

N/A

2. Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement include policies or contract that were in force or which had existing reserves established by the Company as of the effective date of the agreement?

Yes ( ) No(X)

**B. Uncollectible Reinsurance**

The Company has no uncollectible reinsurance at December 31, 2014 and 2013.

**C. Commutation of Ceded Reinsurance**

The Company has not commuted ceded reinsurance during 2014 and 2013.

**D. Certified Reinsurer Rating Downgraded or Status Subject Revocation**

The Company has no downgraded certified reinsurer ratings or status subject revocations during 2014 and 2013.

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

- A. The Company sells accident and health policies for which the premiums vary based on loss experience. The Company estimates retrospective premium adjustments through the review of each retrospectively rate account, comparing the claim development with that anticipated in the policy contracts.

- B. The Company records accrued retrospective premium through written premium.

- C. The amount of net premiums written by the Company at December 31, 2014 and 2013 that are subject to retrospective rating features was \$1,009,709,859, which represents 100% of the total net premiums, and \$51,666,837, which represents 5.6% of the total net premiums written.

- D. The Company participates only in Medicaid and Medicare business and is not currently subject to the medical loss rebates required by the Federal 2010 Patient Protection and Affordable Care and Public Health Service Acts.

- E. Risk-Sharing Provisions of ACA

1. Did the reporting entity write accident and health insurance premium which is subject to the Affordable Care Act risk sharing provisions (YES/NO)? No

2. Not applicable.

3. Not applicable.

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

The estimated cost of claims and claim adjustment expense attributable to insured events of prior years increased by \$1,108,781 during 2014. This is approximately 1.4% of unpaid claims and claim adjustment expenses of \$77,391,266 as of December 31, 2013. The deficiency reflects the increases in estimated claims and claims adjustment expenses as a result of claims payment during the year, and as additional information is received regarding claims incurred prior to 2014. Recent claim development trends are also taken into account in evaluating the overall adequacy of unpaid claims and unpaid claim adjustment expense.

**26. Intercompany Pooling Arrangements**

Not applicable at December 31, 2014 and 2013.

**27. Structured Settlements**

Not applicable at December 31, 2014 and 2013.

**28. Health Care Receivables**

**A. Pharmaceutical Rebate Receivables**

<u>Quarter</u>	<u>Estimated Pharmacy Rebates as Reported on Financial Statements</u>	<u>Pharmacy Rebates as Billed or Otherwise Confirmed</u>	<u>Actual Rebates Received Within 90 Days of Billing</u>	<u>Actual Rebates Received Within 91 to 180 Days of Billing</u>	<u>Actual Rebates Received More Than 180 Days After Billing</u>
4Q14	1,128,843	1,128,843	—	—	—
3Q14	1,045,561	1,194,372	—	—	—
2Q14	959,711	979,766	—	443,637	—
1Q14	753,706	896,095	—	379,640	507,870
4Q13	564,143	752,400	—	345,954	406,446
3Q13	524,699	733,693	—	372,367	360,477
2Q13	443,648	591,336	—	282,458	305,450
1Q13	354,607	498,261	—	205,785	289,396
4Q12	317,878	404,602	—	401,276	3,327
3Q12	283,333	340,873	—	340,788	85
2Q12	257,737	322,177	—	319,005	3,172
1Q12	227,317	281,489	—	279,072	2,417
4Q11	149,533	159,932	—	—	159,932
3Q11	142,628	167,037	—	—	167,037
2Q11	114,324	124,225	—	—	124,190
1Q11	97,973	109,340	—	—	108,928

**B. Risk Sharing Receivables**

Not applicable at December 31, 2013 and 2012.

**29. Participating Policies**

Not applicable at December 31, 2013 and 2012.

**30. Premium Deficiency Reserves**

1. Liability carried for premium deficiency reserves \$ 0
2. Date of the most recent evaluation of this liability December 31, 2014
3. Was anticipated investment income utilized in the calculation? Yes [ ] No [X]

The Company recorded no premium deficiency reserves at December 31, 2014.

**31. Anticipated Subrogation and Other Recoveries**

The Company took into account estimated anticipated subrogation and other recoveries in its determination of the liability for unpaid claims and reduced the liability by \$1,123,000 and \$1,475,000 at December 31, 2014 and 2013, respectively.

**GENERAL INTERROGATORIES**

**PART 1 - COMMON INTERROGATORIES  
GENERAL**

- 1.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? ..... Yes [ X ] No [ ]  
If yes, complete Schedule Y, Parts 1, 1A and 2
- 1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent, or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? ..... Yes [ X ] No [ ] N/A [ ]
- 1.3 State Regulating? ..... Tennessee
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? ..... Yes [ ] No [ X ]
- 2.2 If yes, date of change: .....
- 3.1 State as of what date the latest financial examination of the reporting entity was made or is being made. .... 12/31/2012
- 3.2 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
- 3.3 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
- 3.4 By what department or departments? .....
- 3.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? ..... Yes [ ] No [ ] N/A [ X ]
- 3.6 Have all of the recommendations within the latest financial examination report been complied with? ..... Yes [ X ] No [ ] N/A [ ]
- 4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity), receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:  
4.11 sales of new business? ..... Yes [ ] No [ X ]  
4.12 renewals? ..... Yes [ ] No [ X ]
- 4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:  
4.21 sales of new business? ..... Yes [ ] No [ X ]  
4.22 renewals? ..... Yes [ ] No [ X ]
- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? ..... Yes [ ] No [ X ]
- 5.2 If yes, provide the name of the 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

1 Nationality	2 Type of Entity

## GENERAL INTERROGATORIES

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

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC

9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?  
Ernst & Young LLP, 111 Monument Circle, Suite 2600, Indianapolis, IN 46204
- 10.1 Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation? ..... Yes [ ] No [ X ]
- 10.2 If the response to 10.1 is yes, provide information related to this exemption:  
.....
- 10.3 Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 17A of the Model Regulation, or substantially similar state law or regulation? ..... Yes [ ] No [ X ]
- 10.4 If the response to 10.3 is yes, provide information related to this exemption:  
.....
- 10.5 Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws? ..... Yes [ X ] No [ ] N/A [ ]
- 10.6 If the response to 10.5 is no or n/a, please explain  
.....
11. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?  
Mark Justus, FSA, MAAA, Director and Actuary III (employee); 3350 Peachtree Road, Atlanta, GA 30326 .....
- 12.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? ..... Yes [ ] No [ X ]
- 12.11 Name of real estate holding company .....
- 12.12 Number of parcels involved .....
- 12.13 Total book/adjusted carrying value ..... \$ .....
- 12.2 If, yes provide explanation:  
.....
- 13. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:**
- 13.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?  
.....
- 13.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? ..... Yes [ ] No [ ]
- 13.3 Have there been any changes made to any of the trust indentures during the year? ..... Yes [ ] No [ ]
- 13.4 If answer to (13.3) is yes, has the domiciliary or entry state approved the changes? ..... Yes [ ] No [ ] N/A [ ]
- 14.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? ..... Yes [ X ] No [ ]
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.
- 14.11 If the response to 14.1 is No, please explain:  
.....
- 14.2 Has the code of ethics for senior managers been amended? ..... Yes [ X ] No [ ]
- 14.21 If the response to 14.2 is yes, provide information related to amendment(s).  
Effective January 14, the Company adopted WellPoint's Standards of Ethical Business Conduct as approved by the Board of Directors. ....
- 14.3 Have any provisions of the code of ethics been waived for any of the specified officers? ..... Yes [ ] No [ X ]
- 14.31 If the response to 14.3 is yes, provide the nature of any waiver(s).  
.....



**GENERAL INTERROGATORIES**

- 15.1 Is the reporting entity the beneficiary of a Letter of Credit that is unrelated to reinsurance where the issuing or confirming bank is not on the SVO Bank List? Yes [ ] No [ X ]
- 15.2 If the response to 15.1 is yes, indicate the American Bankers Association (ABA) Routing Number and the name of the issuing or confirming bank of the Letter of Credit and describe the circumstances in which the Letter of Credit is triggered.

1 American Bankers Association (ABA) Routing Number	2 Issuing or Confirming Bank Name	3 Circumstances That Can Trigger the Letter of Credit	4 Amount

**BOARD OF DIRECTORS**

16. Is the purchase or sale of all investments of the reporting entity passed upon either by the board of directors or a subordinate committee thereof? Yes [ X ] No [ ]
17. Does the reporting entity keep a complete permanent record of the proceedings of its board of directors and all subordinate committees thereof? Yes [ X ] No [ ]
18. Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict with the official duties of such person? Yes [ X ] No [ ]

**FINANCIAL**

19. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)? Yes [ ] No [ X ]
- 20.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):
- 20.11 To directors or other officers.....\$
  - 20.12 To stockholders not officers.....\$
  - 20.13 Trustees, supreme or grand (Fraternal Only).....\$
- 20.2 Total amount of loans outstanding at the end of year (inclusive of Separate Accounts, exclusive of policy loans):
- 20.21 To directors or other officers.....\$
  - 20.22 To stockholders not officers.....\$
  - 20.23 Trustees, supreme or grand (Fraternal Only).....\$
- 21.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement? Yes [ ] No [ X ]
- 21.2 If yes, state the amount thereof at December 31 of the current year:
- 21.21 Rented from others.....\$
  - 21.22 Borrowed from others.....\$
  - 21.23 Leased from others.....\$
  - 21.24 Other.....\$
- 22.1 Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty association assessments? Yes [ ] No [ X ]
- 22.2 If answer is yes:
- 22.21 Amount paid as losses or risk adjustment \$
  - 22.22 Amount paid as expenses.....\$
  - 22.23 Other amounts paid.....\$
- 23.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [ X ] No [ ]
- 23.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$

**INVESTMENT**

- 24.01 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date? (other than securities lending programs addressed in 24.03)..... Yes [ X ] No [ ]
- 24.02 If no, give full and complete information relating thereto
- 24.03 For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet. (an alternative is to reference Note 17 where this information is also provided) The company's securities lending program authorizes lending agents to loan securities to approved borrowers for a negotiated fee. These loans are collateralized with 102% cash and the collateral is invested according to guidelines of the company's Investment Policy. For Statutory reporting, the collateral is carried off-balance sheet.  
FMV of invested collateral - \$8,742,494  
FMV of loaned securities - \$8,532,853
- 24.04 Does the Company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions? Yes [ X ] No [ ] N/A [ ]
- 24.05 If answer to 24.04 is yes, report amount of collateral for conforming programs. \$ 8,742,748
- 24.06 If answer to 24.04 is no, report amount of collateral for other programs. \$
- 24.07 Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract? Yes [ X ] No [ ] N/A [ ]
- 24.08 Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%? Yes [ X ] No [ ] N/A [ ]
- 24.09 Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities lending Agreement (MSLA) to conduct securities lending? Yes [ X ] No [ ] N/A [ ]

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**GENERAL INTERROGATORIES**

24.10 For the reporting entity's security lending program state the amount of the following as December 31 of the current year:

24.101 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 .....	\$ .....	8,742,494
24.102 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 .....	\$ .....	8,742,748
24.103 Total payable for securities lending reported on the liability page .....	\$ .....	8,742,748

25.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity, or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 21.1 and 24.03)..... Yes [ X ] No [ ]

25.2 If yes, state the amount thereof at December 31 of the current year:

25.21 Subject to repurchase agreements .....	\$ .....
25.22 Subject to reverse repurchase agreements .....	\$ .....
25.23 Subject to dollar repurchase agreements .....	\$ .....
25.24 Subject to reverse dollar repurchase agreements .....	\$ .....
25.25 Placed under option agreements .....	\$ .....
25.26 Letter stock or securities restricted as to sale - excluding FHLB Capital Stock .....	\$ .....
25.27 FHLB Capital Stock .....	\$ .....
25.28 On deposit with states .....	\$ 25,454,173
25.29 On deposit with other regulatory bodies .....	\$ .....
25.30 Pledged as collateral - excluding collateral pledged to an FHLB .....	\$ .....
25.31 Pledged as collateral to FHLB - including assets backing funding agreements .....	\$ .....
25.32 Other .....	\$ .....

25.3 For category (25.26) provide the following:

1 Nature of Restriction	2 Description	3 Amount

26.1 Does the reporting entity have any hedging transactions reported on Schedule DB? ..... Yes [ ] No [ X ]

26.2 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.

27.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity? ..... Yes [ ] No [ X ]

27.2 If yes, state the amount thereof at December 31 of the current year. .... \$ .....

28. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?..... Yes [ X ] No [ ]

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

1 Name of Custodian(s)	2 Custodian's Address
Bank of New York Mellon Corporation .....	One BNY Mellon Center Room 151-1035 Pittsburgh, PA 15258 .....

28.02 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)

28.03 Have there been any changes, including name changes, in the custodian(s) identified in 28.01 during the current year?..... Yes [ ] No [ X ]

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

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

28.05 Identify all investment advisors, brokers/dealers or individuals acting on behalf of brokers/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 Number(s)	2 Name	3 Address
105006 .....	Deutsche Asset Management .....	New York, NY .....
113878 .....	McDonnell Investment Management, LLC .....	Oak Brook, IL .....

## GENERAL INTERROGATORIES

- 29.1 Does the reporting entity have any diversified mutual funds reported in Schedule D, Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5(b)(1)])? Yes [ ] No [ X ]
- 29.2 If yes, complete the following schedule:

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
29.2999 - Total		0

- 29.3 For each mutual fund listed in the table above, complete the following schedule:

1 Name of Mutual Fund (from above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	4 Date of Valuation

30. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
30.1 Bonds .....	200,133,092	203,247,312	3,114,220
30.2 Preferred stocks .....	0		0
30.3 Totals	200,133,092	203,247,312	3,114,220

- 30.4 Describe the sources or methods utilized in determining the fair values:

Fair values were obtained from third-party pricing sources. If a security was not priced by a third-party pricing source, internal analytical systems or broker quotes were utilized. ....

- 31.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D? ..... Yes [ ] No [ X ]

- 31.2 If the answer to 31.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source? ..... Yes [ ] No [ ]

- 31.3 If the answer to 31.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D: .....

- 32.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? ..... Yes [ X ] No [ ]

- 32.2 If no, list exceptions: .....

**GENERAL INTERROGATORIES**

**OTHER**

33.1 Amount of payments to trade associations, service organizations and statistical or rating bureaus, if any? .....\$ .....

33.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to trade associations, service organizations and statistical or rating bureaus during the period covered by this statement.

1 Name	2 Amount Paid

34.1 Amount of payments for legal expenses, if any? .....\$ .....404,559

34.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
Hogan Lovells .....	125,758

35.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any? .....\$ .....45,000

35.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1 Name	2 Amount Paid
Frost Brown Todd LLC .....	45,000
Lobbying expenses disclosed reflect amounts reported in the Lobbyist Disclosure Reports filed with the Secretary of State as well as the cost of external contractors who provided lobbying services to the Company. The amount may include expenses that may have been paid by an affiliate on behalf of the Company and, as a result, may not be included in the Underwriting Gain reported on page 4 of the 2014 Annual Statement. ....	

**GENERAL INTERROGATORIES**

**PART 2 - HEALTH INTERROGATORIES**

1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force? ..... Yes [ ] No [ X ]  
 1.2 If yes, indicate premium earned on U.S. business only. .... \$ \_\_\_\_\_  
 1.3 What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit? ..... \$ \_\_\_\_\_  
 1.31 Reason for excluding

1.4 Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above ..... \$ \_\_\_\_\_  
 1.5 Indicate total incurred claims on all Medicare Supplement Insurance. .... \$ \_\_\_\_\_ 0

1.6 Individual policies: Most current three years:  
 1.61 Total premium earned ..... \$ \_\_\_\_\_ 0  
 1.62 Total incurred claims ..... \$ \_\_\_\_\_ 0  
 1.63 Number of covered lives ..... 0  
 All years prior to most current three years:  
 1.64 Total premium earned ..... \$ \_\_\_\_\_ 0  
 1.65 Total incurred claims ..... \$ \_\_\_\_\_ 0  
 1.66 Number of covered lives ..... 0

1.7 Group policies: Most current three years:  
 1.71 Total premium earned ..... \$ \_\_\_\_\_ 0  
 1.72 Total incurred claims ..... \$ \_\_\_\_\_ 0  
 1.73 Number of covered lives ..... 0  
 All years prior to most current three years:  
 1.74 Total premium earned ..... \$ \_\_\_\_\_ 0  
 1.75 Total incurred claims ..... \$ \_\_\_\_\_ 0  
 1.76 Number of covered lives ..... 0

2. Health Test:

	1 Current Year	2 Prior Year
2.1 Premium Numerator .....	1,009,709,859	917,635,709
2.2 Premium Denominator .....	1,009,709,859	917,635,709
2.3 Premium Ratio (2.1/2.2) .....	1.000	1.000
2.4 Reserve Numerator .....	95,644,141	74,879,521
2.5 Reserve Denominator .....	95,644,141	86,568,401
2.6 Reserve Ratio (2.4/2.5) .....	1.000	0.865

3.1 Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, as and if the earnings of the reporting entity permits? ..... Yes [ ] No [ X ]

3.2 If yes, give particulars:

4.1 Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency? ..... Yes [ X ] No [ ]

4.2 If not previously filed, furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered? ..... Yes [ ] No [ ]

5.1 Does the reporting entity have stop-loss reinsurance? ..... Yes [ ] No [ X ]

5.2 If no, explain:

The Plan became self insured with regulatory approval eff 7/1/13. The plan did possess stop-loss reinsurance for the periods 7/1/12-6/30/13 with the maximum retained risk of \$1,250,000.

5.3 Maximum retained risk (see instructions) 5.31 Comprehensive Medical ..... \$ \_\_\_\_\_  
 5.32 Medical Only ..... \$ \_\_\_\_\_  
 5.33 Medicare Supplement ..... \$ \_\_\_\_\_  
 5.34 Dental & Vision ..... \$ \_\_\_\_\_  
 5.35 Other Limited Benefit Plan ..... \$ \_\_\_\_\_  
 5.36 Other ..... \$ \_\_\_\_\_

6. Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:  
 Physician and hospital contracts contain provisions, including hold harmless agreements, to protect members and dependents against insolvency. ....

7.1 Does the reporting entity set up its claim liability for provider services on a service date basis? ..... Yes [ X ] No [ ]

7.2 If no, give details

8. Provide the following information regarding participating providers: 8.1 Number of providers at start of reporting year ..... 8,320  
 8.2 Number of providers at end of reporting year ..... 9,163

9.1 Does the reporting entity have business subject to premium rate guarantees? ..... Yes [ ] No [ X ]

9.2 If yes, direct premium earned: 9.21 Business with rate guarantees between 15-36 months.. \$ \_\_\_\_\_  
 9.22 Business with rate guarantees over 36 months ..... \$ \_\_\_\_\_

**GENERAL INTERROGATORIES**

10.1 Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contracts? ..... Yes  No

10.2 If yes:

10.21 Maximum amount payable bonuses.....\$ .....

10.22 Amount actually paid for year bonuses.....\$ .....705,091

10.23 Maximum amount payable withholds.....\$ .....

10.24 Amount actually paid for year withholds.....\$ .....

11.1 Is the reporting entity organized as:

11.12 A Medical Group/Staff Model, ..... Yes  No

11.13 An Individual Practice Association (IPA), or, .. Yes  No

11.14 A Mixed Model (combination of above)? ..... Yes  No

11.2 Is the reporting entity subject to Minimum Net Worth Requirements? ..... Yes  No

11.3 If yes, show the name of the state requiring such net worth. .... Tennessee

11.4 If yes, show the amount required. .... \$ 61,407,788

11.5 Is this amount included as part of a contingency reserve in stockholder's equity? ..... Yes  No

11.6 If the amount is calculated, show the calculation  
See RBC calculation: Required is 200% of ACL

12. List service areas in which reporting entity is licensed to operate:

1 Name of Service Area
Grand Region Middle .....
.....

13.1 Do you act as a custodian for health savings accounts? ..... Yes  No

13.2 If yes, please provide the amount of custodial funds held as of the reporting date. .... \$ .....

13.3 Do you act as an administrator for health savings accounts? ..... Yes  No

13.4 If yes, please provide the balance of funds administered as of the reporting date. .... \$ .....

14.1 Are any of the captive affiliates reported on Schedule S, Part 3, authorized reinsurers? ..... Yes  No  N/A

14.2 If the answer to 14.1 is yes, please provide the following:

1 Company Name	2 NAIC Company Code	3 Domiciliary Jurisdiction	4 Reserve Credit	Assets Supporting Reserve Credit		
				5 Letters of Credit	6 Trust Agreements	7 Other
.....	.....	.....	.....	.....	.....	.....

15. Provide the following for individual ordinary life insurance\* policies (U.S. business only) for the current year (prior to reinsurance assumed or ceded):

15.1 Direct Premium Written .....\$ .....

15.2 Total Incurred Claims .....\$ .....

15.3 Number of Covered Lives .....

*Ordinary Life Insurance Includes
Term(whether full underwriting, limited underwriting, jet issue, "short form app")
Whole Life (whether full underwriting, limited underwriting, jet issue, "short form app")
Variable Life (with or without secondary gurarantee)
Universal Life (with or without secondary gurarantee)
Variable Universal Life (with or without secondary gurarantee)

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**FIVE-YEAR HISTORICAL DATA**

	1 2014	2 2013	3 2012	4 2011	5 2010
<b>Balance Sheet</b> (Pages 2 and 3)					
1. Total admitted assets (Page 2, Line 28)	428,976,884	236,720,888	212,184,230	257,616,618	340,305,606
2. Total liabilities (Page 3, Line 24)	272,424,525	128,645,752	106,104,385	113,423,126	189,703,065
3. Statutory surplus	61,407,788	17,514,536	17,323,202	17,551,988	17,616,707
4. Total capital and surplus (Page 3, Line 33)	156,552,359	108,075,136	106,079,845	144,193,492	150,602,541
<b>Income Statement</b> (Page 4)					
5. Total revenues (Line 8)	1,006,349,365	917,018,718	904,880,116	920,132,503	888,601,659
6. Total medical and hospital expenses (Line 18)	790,011,501	758,273,927	741,069,296	695,948,802	653,302,266
7. Claims adjustment expenses (Line 20)	58,402,435	48,550,186	25,706,479	22,124,382	21,399,865
8. Total administrative expenses (Line 21)	104,645,302	76,382,472	102,262,359	107,852,442	102,885,865
9. Net underwriting gain (loss) (Line 24)	53,290,127	33,812,133	35,841,982	94,206,877	111,013,663
10. Net investment gain (loss) (Line 27)	4,592,265	3,309,545	3,195,968	2,552,149	1,781,959
11. Total other income (Lines 28 plus 29)	0	0	0	0	0
12. Net income or (loss) (Line 32)	26,120,954	23,828,770	25,844,500	67,625,312	71,595,578
<b>Cash Flow</b> (Page 6)					
13. Net cash from operations (Line 11)	174,249,793	34,454,507	24,105,234	(15,469,336)	198,905,015
<b>Risk-Based Capital Analysis</b>					
14. Total adjusted capital	156,552,359	108,075,136	106,079,845	144,193,492	150,602,541
15. Authorized control level risk-based capital	30,703,894	29,633,751	28,849,673	27,192,681	25,560,518
<b>Enrollment</b> (Exhibit 1)					
16. Total members at end of period (Column 5, Line 7)	227,803	204,169	205,980	204,186	203,382
17. Total members months (Column 6, Line 7)	2,613,541	2,434,601	2,459,155	2,465,218	2,430,753
<b>Operating Percentage</b> (Page 4) (Item divided by Page 4, sum of Lines 2, 3 and 5) x 100.0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5)	100.0	100.0	100.0	100.0	100.0
19. Total hospital and medical plus other non-health (Lines 18 plus Line 19)	78.5	82.7	81.9	75.6	73.5
20. Cost containment expenses	4.6	4.3	2.2	1.9	1.8
21. Other claims adjustment expenses	1.2	1.0	0.6	0.5	0.6
22. Total underwriting deductions (Line 23)	94.7	96.3	96.0	89.8	87.5
23. Total underwriting gain (loss) (Line 24)	5.3	3.7	4.0	10.2	12.5
<b>Unpaid Claims Analysis</b> (U&I Exhibit, Part 2B)					
24. Total claims incurred for prior years (Line 13, Col. 5)	70,552,666	56,843,744	55,909,454	69,804,708	49,368,153
25. Estimated liability of unpaid claims-[prior year (Line 13, Col. 6)]	74,879,521	72,970,673	78,888,748	89,510,796	66,363,075
<b>Investments In Parent, Subsidiaries and Affiliates</b>					
26. Affiliated bonds (Sch. D Summary, Line 12, Col. 1)		0	0	0	0
27. Affiliated preferred stocks (Sch. D Summary, Line 18, Col. 1)		0	0	0	0
28. Affiliated common stocks (Sch. D Summary, Line 24, Col. 1)		0	0	0	0
29. Affiliated short-term investments (subtotal included in Schedule DA Verification, Col. 5, Line 10)	0	0	0	0	0
30. Affiliated mortgage loans on real estate					
31. All other affiliated					
32. Total of above Lines 26 to 31	0	0	0	0	0
33. Total investment in parent included in Lines 26 to 31 above.					

NOTE: If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of SSAP No. 3, Accounting Changes and Correction of Errors? Yes [ ] No [ ]  
If no, please explain: \_\_\_\_\_



ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)**

REPORT FOR: 1. CORPORATION

AMERIGROUP Tennessee, Inc.

2. Nashville, TN

NAIC Group Code	0671	BUSINESS IN THE STATE OF		DURING THE YEAR							(LOCATION)	
		Tennessee		2014							NAIC Company Code	
		1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	
	Total	2	3	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other		
<b>Total Members at end of:</b>												
1. Prior Year	204,169	0	0	0	0	0	0	4,404	199,765	0		
2. First Quarter	208,447							4,828	203,619			
3. Second Quarter	217,317							5,077	212,240			
4. Third Quarter	223,187							5,459	217,728			
5. Current Year	227,803							5,669	222,134			
6. Current Year Member Months	2,613,541							62,098	2,551,443			
<b>Total Member Ambulatory Encounters for Year:</b>												
7. Physician	1,429,401							88,363	1,341,038			
8. Non-Physician	1,774,450							55,613	1,718,837			
9. Total	3,203,851	0	0	0	0	0	0	143,976	3,059,875	0		
10. Hospital Patient Days Incurred	164,685							18,783	145,902			
11. Number of Inpatient Admissions	23,442							1,991	21,451			
12. Health Premiums Written (b)	1,009,709,859							64,579,305	945,130,554			
13. Life Premiums Direct	0											
14. Property/Casualty Premiums Written	0											
15. Health Premiums Earned	1,006,349,365							63,997,819	942,351,546			
16. Property/Casualty Premiums Earned	0											
17. Amount Paid for Provision of Health Care Services	784,296,255							53,398,563	730,897,692			
18. Amount Incurred for Provision of Health Care Services	790,011,501							55,580,029	734,431,472			

(a) For health business: number of persons insured under PPO managed care products ..... and number of persons insured under indemnity only products .....

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ .....64,579,305

30.TN





ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)**

REPORT FOR: 1. CORPORATION

AMERIGROUP Tennessee, Inc.

2. Nashville, TN

NAIC Group Code	0671	BUSINESS IN THE STATE OF	(LOCATION)									
			Grand Total		DURING THE YEAR				2014		NAIC Company Code	12941
			1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
Total	2	3	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other			
<b>Total Members at end of:</b>												
1. Prior Year	204,169	0	0	0	0	0	0	4,404	199,765	0		
2. First Quarter	208,447	0	0	0	0	0	0	4,828	203,619	0		
3. Second Quarter	217,317	0	0	0	0	0	0	5,077	212,240	0		
4. Third Quarter	223,187	0	0	0	0	0	0	5,459	217,728	0		
5. Current Year	227,803	0	0	0	0	0	0	5,669	222,134	0		
6. Current Year Member Months	2,613,541	0	0	0	0	0	0	62,098	2,551,443	0		
<b>Total Member Ambulatory Encounters for Year:</b>												
7. Physician	1,429,401	0	0	0	0	0	0	88,363	1,341,038	0		
8. Non-Physician	1,774,450	0	0	0	0	0	0	55,613	1,718,837	0		
9. Total	3,203,851	0	0	0	0	0	0	143,976	3,059,875	0		
10. Hospital Patient Days Incurred	164,685	0	0	0	0	0	0	18,783	145,902	0		
11. Number of Inpatient Admissions	23,442	0	0	0	0	0	0	1,991	21,451	0		
12. Health Premiums Written (b)	1,009,709,859	0	0	0	0	0	0	64,579,305	945,130,554	0		
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0		
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0		
15. Health Premiums Earned	1,006,349,365	0	0	0	0	0	0	63,997,819	942,351,546	0		
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0		
17. Amount Paid for Provision of Health Care Services	784,296,255	0	0	0	0	0	0	53,398,563	730,897,692	0		
18. Amount Incurred for Provision of Health Care Services	790,011,501	0	0	0	0	0	0	55,580,029	734,431,472	0		

(a) For health business: number of persons insured under PPO managed care products .....0 and number of persons insured under indemnity only products .....0 .

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ .....64,579,305

30.GT

Schedule S - Part 1 - Section 2

**N O N E**

Schedule S - Part 2

**N O N E**

Schedule S - Part 3 - Section 2

**N O N E**

Schedule S - Part 4

**N O N E**

Schedule S - Part 4 - Bank Footnote

**N O N E**

Schedule S - Part 5

**N O N E**

Schedule S - Part 5 - Bank Footnote

**N O N E**

Schedule S - Part 6

**N O N E**

**SCHEDULE S - PART 7**

Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1 As Reported (net of ceded)	2 Restatement Adjustments	3 Restated (gross of ceded)
<b>ASSETS (Page 2, Col. 3)</b>			
1. Cash and invested assets (Line 12) .....	406,108,260		406,108,260
2. Accident and health premiums due and unpaid (Line 15) .....	7,525,072		7,525,072
3. Amounts recoverable from reinsurers (Line 16.1) .....	0		0
4. Net credit for ceded reinsurance .....	XXX	0	0
5. All other admitted assets (Balance) .....	15,343,552		15,343,552
6. Total assets (Line 28)	428,976,884	0	428,976,884
<b>LIABILITIES, CAPITAL AND SURPLUS (Page 3)</b>			
7. Claims unpaid (Line 1) .....	79,447,837		79,447,837
8. Accrued medical incentive pool and bonus payments (Line 2) .....	1,146,930		1,146,930
9. Premiums received in advance (Line 8) .....	125,193,747		125,193,747
10. Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19 first inset amount plus second inset amount) .....	0		0
11. Reinsurance in unauthorized companies (Line 20 minus inset amount) .....	0		0
12. Reinsurance with Certified Reinsurers (Line 20 inset amount) .....			0
13. Funds held under reinsurance treaties with Certified Reinsurers (Line 19 third inset amount) .....	0		0
14. All other liabilities (Balance) .....	66,636,011		66,636,011
15. Total liabilities (Line 24) .....	272,424,525	0	272,424,525
16. Total capital and surplus (Line 33) .....	156,552,359	XXX	156,552,359
17. Total liabilities, capital and surplus (Line 34)	428,976,884	0	428,976,884
<b>NET CREDIT FOR CEDED REINSURANCE</b>			
18. Claims unpaid .....	0		
19. Accrued medical incentive pool .....	0		
20. Premiums received in advance .....	0		
21. Reinsurance recoverable on paid losses .....	0		
22. Other ceded reinsurance recoverables .....	0		
23. Total ceded reinsurance recoverables .....	0		
24. Premiums receivable .....	0		
25. Funds held under reinsurance treaties with authorized and unauthorized reinsurers .....	0		
26. Unauthorized reinsurance .....	0		
27. Reinsurance with Certified Reinsurers .....	0		
28. Funds held under reinsurance treaties with Certified Reinsurers .....	0		
29. Other ceded reinsurance payables/offsets .....	0		
30. Total ceded reinsurance payables/offsets .....	0		
31. Total net credit for ceded reinsurance	0		

**SCHEDULE T PREMIUMS AND OTHER CONSIDERATIONS**

**Allocated by States and Territories**

States, etc.	1 Active Status	Direct Business Only								
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Plan Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts	
1. Alabama	AL	N							0	
2. Alaska	AK	N							0	
3. Arizona	AZ	N							0	
4. Arkansas	AR	N							0	
5. California	CA	N							0	
6. Colorado	CO	N							0	
7. Connecticut	CT	N							0	
8. Delaware	DE	N							0	
9. District of Columbia	DC	N							0	
10. Florida	FL	N							0	
11. Georgia	GA	N							0	
12. Hawaii	HI	N							0	
13. Idaho	ID	N							0	
14. Illinois	IL	N							0	
15. Indiana	IN	N							0	
16. Iowa	IA	N							0	
17. Kansas	KS	N							0	
18. Kentucky	KY	N							0	
19. Louisiana	LA	N							0	
20. Maine	ME	N							0	
21. Maryland	MD	N							0	
22. Massachusetts	MA	N							0	
23. Michigan	MI	N							0	
24. Minnesota	MN	N							0	
25. Mississippi	MS	N							0	
26. Missouri	MO	N							0	
27. Montana	MT	N							0	
28. Nebraska	NE	N							0	
29. Nevada	NV	N							0	
30. New Hampshire	NH	N							0	
31. New Jersey	NJ	N							0	
32. New Mexico	NM	N							0	
33. New York	NY	N							0	
34. North Carolina	NC	N							0	
35. North Dakota	ND	N							0	
36. Ohio	OH	N							0	
37. Oklahoma	OK	N							0	
38. Oregon	OR	N							0	
39. Pennsylvania	PA	N							0	
40. Rhode Island	RI	N							0	
41. South Carolina	SC	N							0	
42. South Dakota	SD	N							0	
43. Tennessee	TN	L	64,579,305	945,130,554				1,009,709,859		
44. Texas	TX	N							0	
45. Utah	UT	N							0	
46. Vermont	VT	N							0	
47. Virginia	VA	N							0	
48. Washington	WA	N							0	
49. West Virginia	WV	N							0	
50. Wisconsin	WI	N							0	
51. Wyoming	WY	N							0	
52. American Samoa	AS	N							0	
53. Guam	GU	N							0	
54. Puerto Rico	PR	N							0	
55. U.S. Virgin Islands	VI	N							0	
56. Northern Mariana Islands	MP	N							0	
57. Canada	CAN	N							0	
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	0	64,579,305	945,130,554	0	0	0	1,009,709,859	0	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0		
61. Total (Direct Business)	(a) 1	0	64,579,305	945,130,554	0	0	0	1,009,709,859	0	0
DETAILS OF WRITE-INS										
58001.	XXX									
58002.	XXX									
58003.	XXX									
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0	0
58999. Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX	0	0	0	0	0	0	0	0	0

(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.

Explanation of basis of allocation by states, premiums by state, etc.

No allocation because licensed in the state.

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

**SCHEDULE T - PART 2**  
**INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN**

Allocated by States and Territories

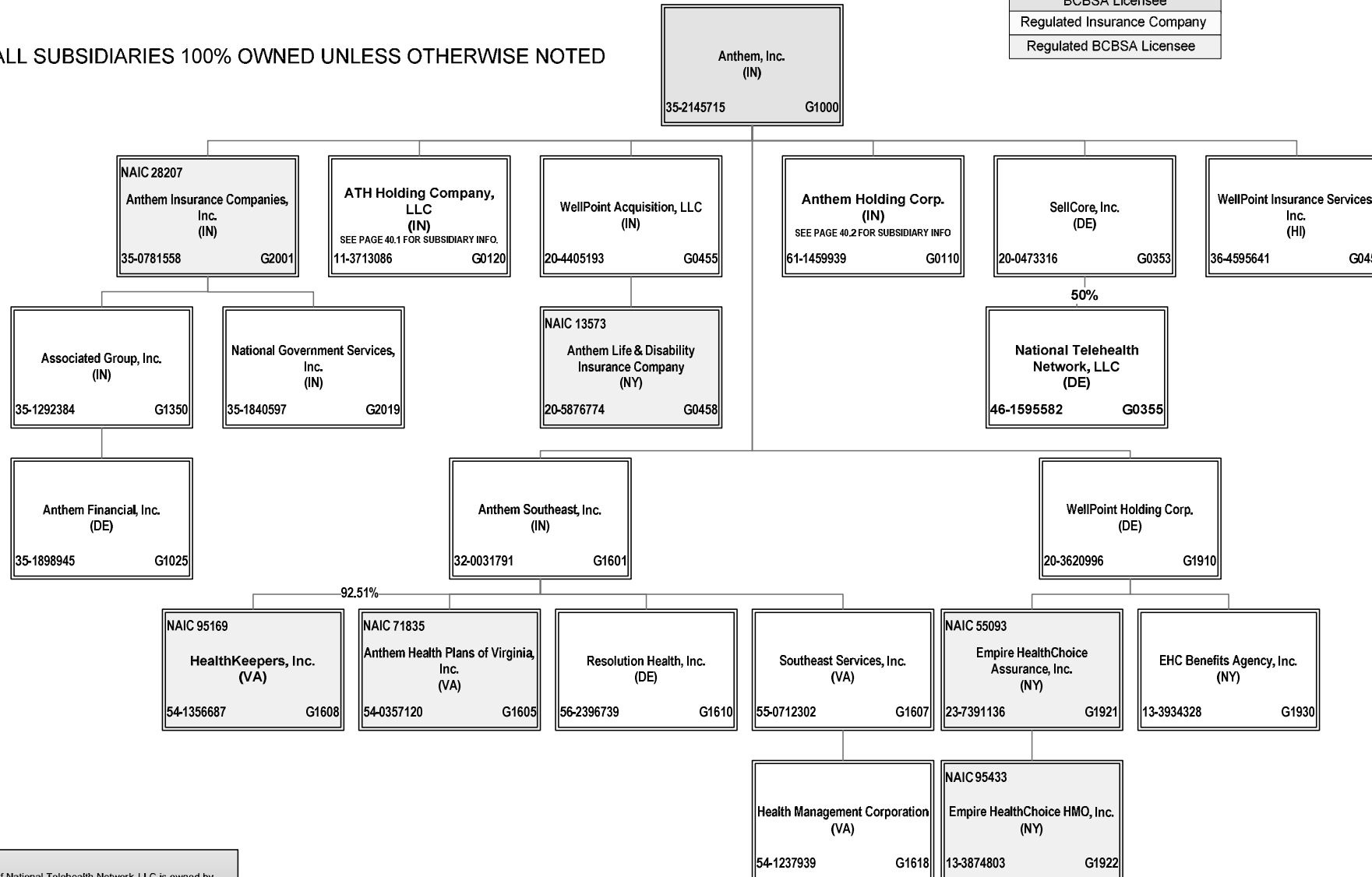
States, Etc.	Direct Business Only					Totals
	1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts	
1. Alabama	AL					
2. Alaska	AK					
3. Arizona	AZ					
4. Arkansas	AR					
5. California	CA					
6. Colorado	CO					
7. Connecticut	CT					
8. Delaware	DE					
9. District of Columbia	DC					
10. Florida	FL					
11. Georgia	GA					
12. Hawaii	HI					
13. Idaho	ID					
14. Illinois	IL					
15. Indiana	IN					
16. Iowa	IA					
17. Kansas	KS					
18. Kentucky	KY					
19. Louisiana	LA					
20. Maine	ME					
21. Maryland	MD					
22. Massachusetts	MA					
23. Michigan	MI					
24. Minnesota	MN					
25. Mississippi	MS					
26. Missouri	MO					
27. Montana	MT					
28. Nebraska	NE					
29. Nevada	NV					
30. New Hampshire	NH					
31. New Jersey	NJ					
32. New Mexico	NM					
33. New York	NY					
34. North Carolina	NC					
35. North Dakota	ND					
36. Ohio	OH					
37. Oklahoma	OK					
38. Oregon	OR					
39. Pennsylvania	PA					
40. Rhode Island	RI					
41. South Carolina	SC					
42. South Dakota	SD					
43. Tennessee	TN					
44. Texas	TX					
45. Utah	UT					
46. Vermont	VT					
47. Virginia	VA					
48. Washington	WA					
49. West Virginia	WV					
50. Wisconsin	WI					
51. Wyoming	WY					
52. American Samoa	AS					
53. Guam	GU					
54. Puerto Rico	PR					
55. U.S. Virgin Islands	VI					
56. Northern Mariana Islands	MP					
57. Canada	CAN					
58. Aggregate Other Alien	OT					
59. Total						

NONE

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

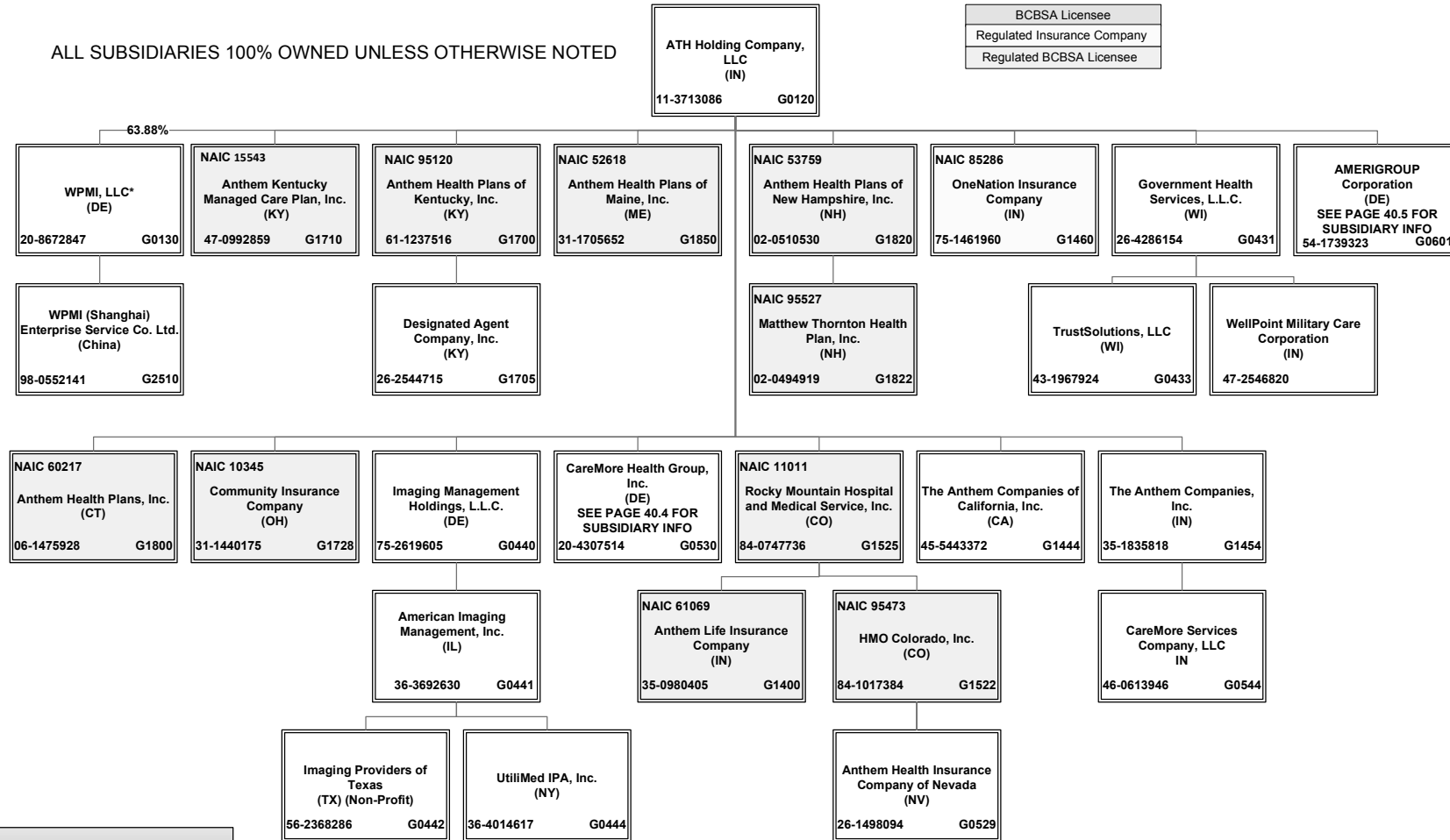
ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee



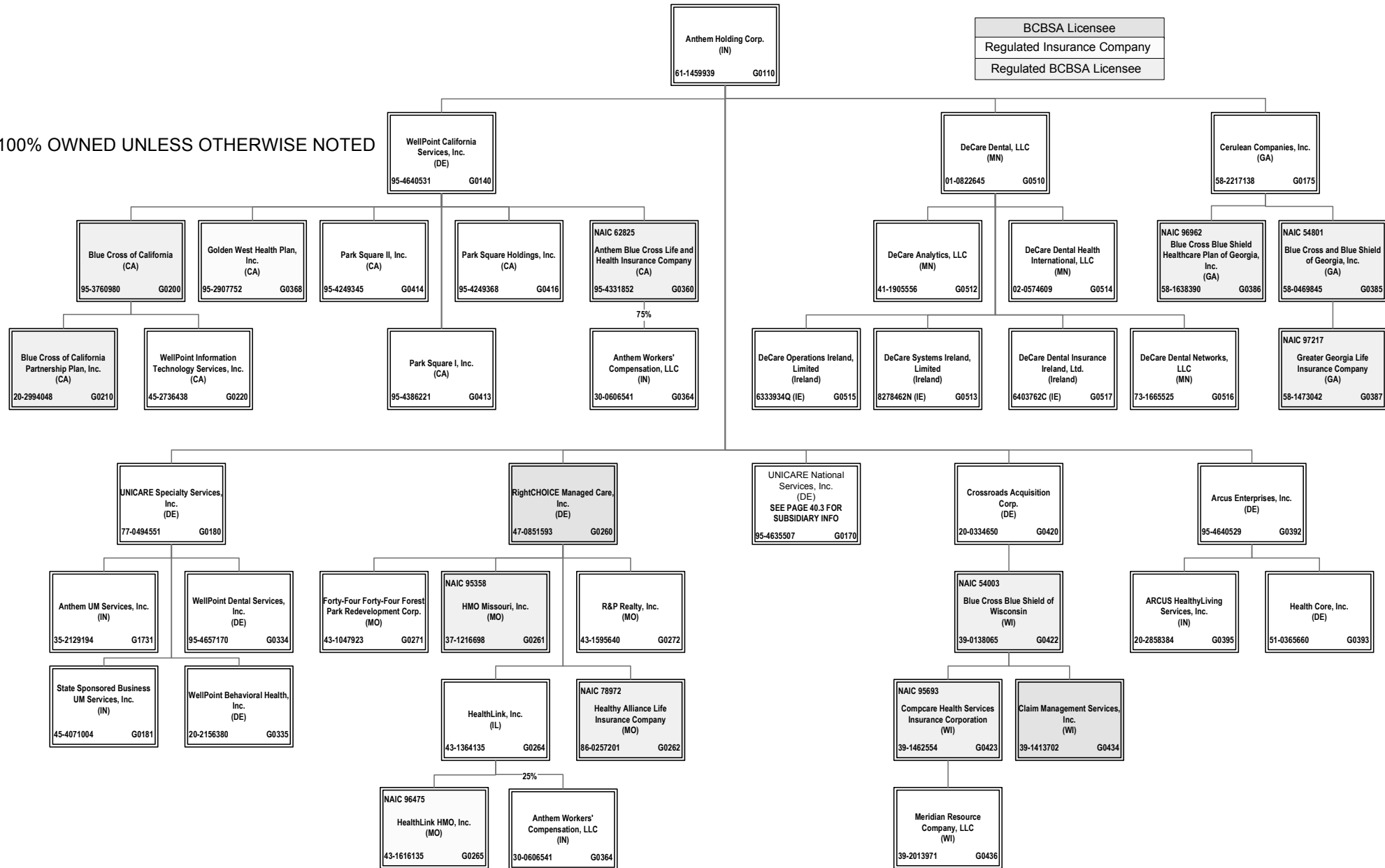
50% of National Telehealth Network, LLC is owned by unaffiliated investors

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



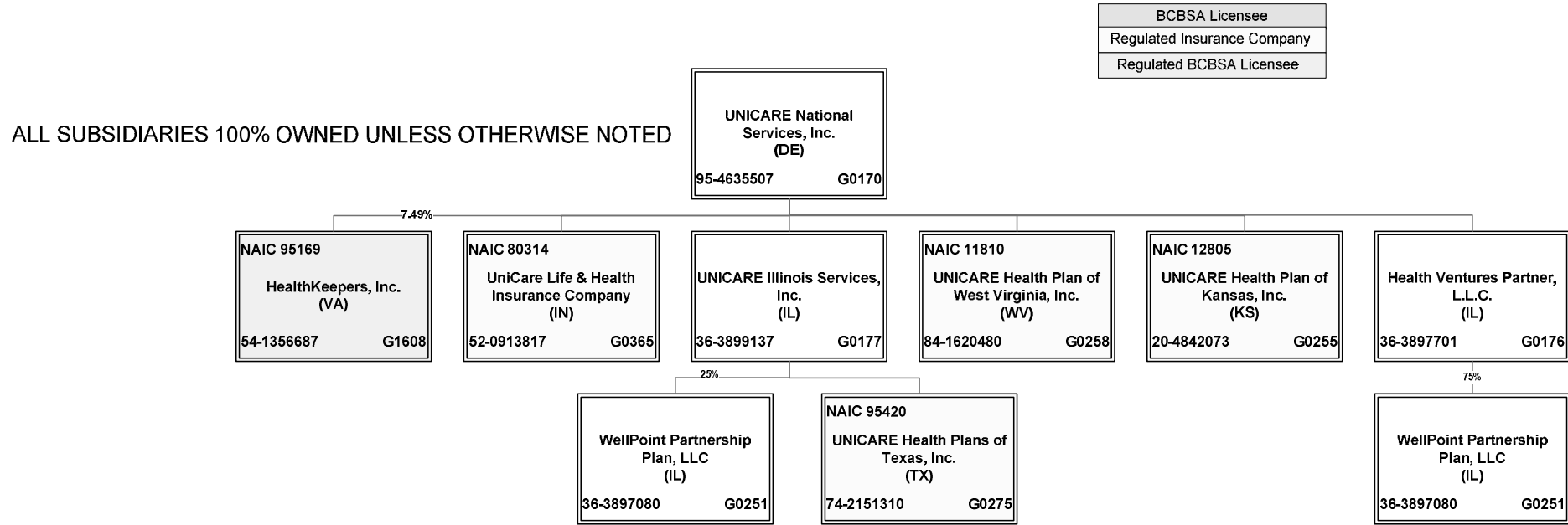
**SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP**  
**PART 1 – ORGANIZATIONAL CHART**

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

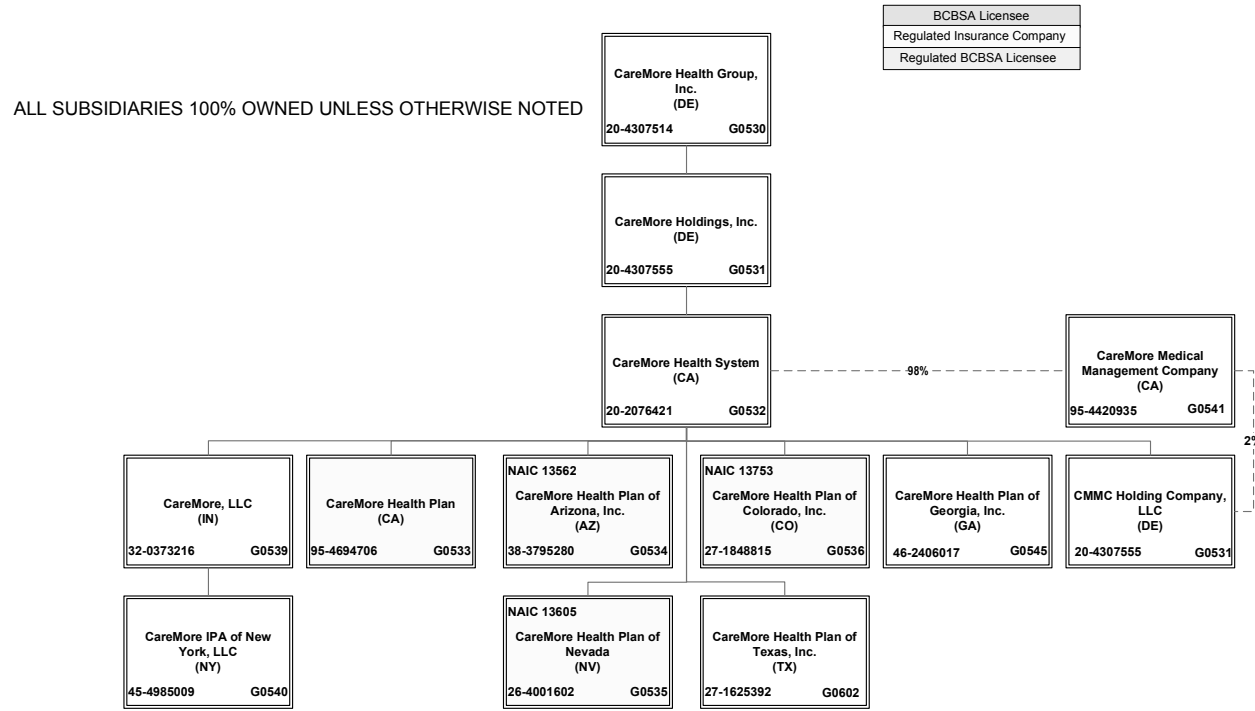




**SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 – ORGANIZATIONAL CHART**



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

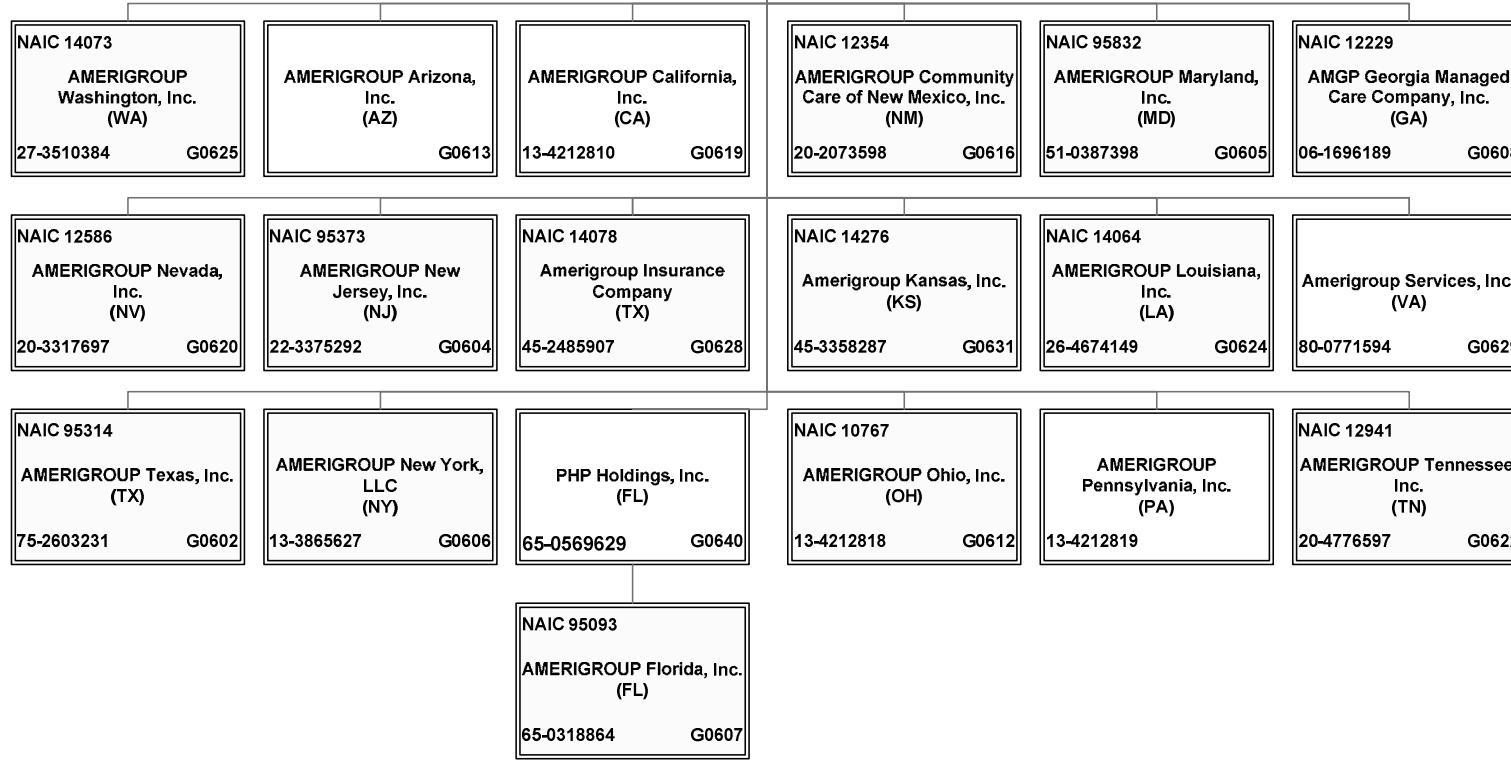


**SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 – ORGANIZATIONAL CHART**

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee

<b>AMERIGROUP Corporation (DE)</b>	
54-1739323	G0601



ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**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	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	Anthem, Inc.		36-3692630				American Imaging Management, Inc.	IL	NIA	Imaging Management Holdings, L.L.C.	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.						AMERIGROUP Arizona, Inc.	AZ	NIA	AMERIGROUP Corporation	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.		13-4212810				AMERIGROUP California, Inc.	CA	NIA	AMERIGROUP Corporation	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.	12354	20-2073598				AMERIGROUP Community Care of New Mexico, Inc.	NM	IA	AMERIGROUP Corporation	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.		54-1739323				AMERIGROUP Corporation	DE	UDP	ATH Holding Company, LLC	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.	95093	65-0318864				AMERIGROUP Florida, Inc.	FL	IA	PHP Holdings, Inc.	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.	14078	45-2485907				Amerigroup Insurance Company	TX	IA	AMERIGROUP Corporation	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.	14276	45-3358287				Amerigroup Kansas, Inc.	KS	IA	AMERIGROUP Corporation	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.	14064	26-4674149				AMERIGROUP Louisiana, Inc.	LA	IA	AMERIGROUP Corporation	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.	95832	51-0387398				AMERIGROUP Maryland, Inc.	MD	IA	AMERIGROUP Corporation	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.	12586	20-3317697				AMERIGROUP Nevada, Inc.	NV	IA	AMERIGROUP Corporation	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.	95373	22-3375292				AMERIGROUP New Jersey, Inc.	NJ	IA	AMERIGROUP Corporation	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.		13-3865627				AMERIGROUP New York, LLC	NY	IA	AMERIGROUP Corporation	Ownership	.100.000	Anthem, Inc.	.0100
..0671	Anthem, Inc.	10767	13-4212818				AMERIGROUP Ohio, Inc.	OH	IA	AMERIGROUP Corporation	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.		13-4212819				AMERIGROUP Pennsylvania, Inc.	PA	NIA	AMERIGROUP Corporation	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.		80-0771594				Amerigroup Services, Inc.	VA	NIA	AMERIGROUP Corporation	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.	12941	20-4776597				AMERIGROUP Tennessee, Inc.	TN	RE	AMERIGROUP Corporation	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.	95314	75-2603231				AMERIGROUP Texas, Inc.	TX	IA	AMERIGROUP Corporation	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.	14073	27-3510384				AMERIGROUP Washington, Inc.	WA	IA	AMERIGROUP Corporation	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.	12229	06-1696189				AMGP Georgia Managed Care Company, Inc.	GA	IA	AMERIGROUP Corporation	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.	62825	95-4331852				Anthem Blue Cross Life and Health Insurance Company	CA	IA	WellPoint California Services, Inc.	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.		35-1898945				Anthem Financial, Inc.	DE	NIA	Associated Group, Inc.	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.		26-1498094				Anthem Health Insurance Company of Nevada	NV	NIA	HMO Colorado, Inc.	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.	95120	61-1237516				Anthem Health Plans of Kentucky, Inc.	KY	IA	ATH Holding Company, LLC	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.	52618	31-1705652				Anthem Health Plans of Maine, Inc.	ME	IA	ATH Holding Company, LLC	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.	53759	02-0510530				Anthem Health Plans of New Hampshire, Inc.	NH	IA	ATH Holding Company, LLC	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.	71835	54-0357120	40003317			Anthem Health Plans of Virginia, Inc.	VA	IA	Anthem Southeast, Inc.	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.	60217	06-1475928				Anthem Health Plans, Inc.	CT	IA	ATH Holding Company, LLC	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.		61-1459939				Anthem Holding Corp.	IN	NIA	Anthem, Inc.	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.		35-2145715		6324	New York Stock Exchange -NYSE)	Anthem, Inc.	IN	UIP				Anthem, Inc.	
..0671	Anthem, Inc.	28207	35-0781558				Anthem Insurance Companies, Inc.	IN	IA	Anthem, Inc.	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.	15543	47-0992859				Anthem Kentucky Managed Care Plan, Inc.	KY	IA	ATH Holding Company, LLC	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.	13573	20-5876774				Anthem Life & Disability Insurance Company	NY	IA	WellPoint Acquisition, LLC	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.	61069	35-0980405				Anthem Life Insurance Company	IN	IA	Rocky Mountain Hospital and Medical Service, Inc.	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.		32-0031791				Anthem Southeast, Inc.	IN	NIA	Anthem, Inc.	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.		35-2129194				Anthem UM Services, Inc.	IN	NIA	UNICARE Specialty Services, Inc.	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.		30-0606541				Anthem Workers' Compensation, LLC	IN	NIA	Anthem Blue Cross Life and Health Insurance Company	Ownership	.75.000	Anthem, Inc.	
..0671	Anthem, Inc.		30-0606541				Anthem Workers' Compensation, LLC	IN	NIA	HealthLink, Inc.	Ownership	.25.000	Anthem, Inc.	
..0671	Anthem, Inc.		95-4640529				Arcus Enterprises, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.		20-2858384				ARCUS HealthLiving Services, Inc.	IN	NIA	Arcus Enterprises, Inc.	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.		35-1292384				Associated Group, Inc.	IN	NIA	Anthem Insurance Companies, Inc.	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.		11-3713086				ATH Holding Company, LLC	IN	UIP	Anthem, Inc.	Ownership	.100.000	Anthem, Inc.	
..0671	Anthem, Inc.	54801	58-0469845				Blue Cross and Blue Shield of Georgia, Inc.	GA	IA	Cerulean Companies, Inc.	Ownership	.100.000	Anthem, Inc.	

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

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0671	Anthem, Inc.	96962	58-1638390				Blue Cross Blue Shield Healthcare Plan of Georgia, Inc.	GA	IA	Cerulean Companies, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	54003	39-0138065				Blue Cross Blue Shield of Wisconsin	WI	IA	Crossroads Acquisition Corp.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		95-3760980				Blue Cross of California	CA	IA	WellPoint California Services, Inc.	Ownership	100.000	Anthem, Inc.	.0101
0671	Anthem, Inc.		20-2994048				Blue Cross of California Partnership Plan, Inc.	CA	IA	Blue Cross of California	Ownership	100.000	Anthem, Inc.	.0102
0671	Anthem, Inc.		20-4307514				CareMore Health Group, Inc.	DE	NIA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		95-4694706				CareMore Health Plan	CA	IA	CareMore Health System	Ownership	100.000	Anthem, Inc.	.0103
0671	Anthem, Inc.	13562	38-3795280				CareMore Health Plan of Arizona, Inc.	AZ	IA	CareMore Health System	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	13753	27-1848815				CareMore Health Plan of Colorado, Inc.	CO	IA	CareMore Health System	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		46-2406017				CareMore Health Plan of Georgia, Inc.	GA	NIA	CareMore Health System	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	13605	26-4001602				CareMore Health Plan of Nevada	NV	IA	CareMore Health System	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		27-1625392				CareMore Health Plan of Texas, Inc.	TX	NIA	CareMore Health System	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		20-4307555				CareMore Holdings, Inc.	DE	NIA	CareMore Health Group, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		45-4985009				CareMore IPA of New York, LLC	NY	NIA	CareMore, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		32-0373216				CareMore, LLC	IN	NIA	CareMore Health System	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		20-2076421				CareMore Health System	CA	NIA	CareMore Holdings, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		95-4420935				CareMore Medical Management Company	CA	NIA	CareMore Health System	Ownership	98.000	Anthem, Inc.	
0671	Anthem, Inc.		95-4420935				CareMore Medical Management Company	CA	NIA	CMMC Holding Company, LLC	Ownership	2.000	Anthem, Inc.	
0671	Anthem, Inc.		58-2217138				Cerulean Companies, Inc.	GA	NIA	Anthem Holding Corp.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		39-1413702				Claim Management Services, Inc.	WI	NIA	Blue Cross Blue Shield of Wisconsin	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		20-4307555				CMMC Holding Company, LLC	DE	NIA	CareMore Health System	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	10345	31-1440175				Community Insurance Company	OH	IA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	95693	39-1462554				Compare Health Services Insurance Corporation	WI	IA	Blue Cross Blue Shield of Wisconsin	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		20-0334650				Crossroads Acquisition Corp.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		41-1905556				DeCare Analytics, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		02-0574609				DeCare Dental Health International, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.						DeCare Dental Insurance Ireland, Ltd.	JRL	NIA	DeCare Dental, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		73-1665525				DeCare Dental Networks, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		01-0822645				DeCare Dental, LLC	MN	NIA	Anthem Holding Corp.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.						DeCare Operations Ireland, Limited	JRL	NIA	DeCare Dental, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.						DeCare Systems Ireland, Limited	JRL	NIA	DeCare Dental, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		26-2544715				Designated Agent Company, Inc.	KY	NIA	Anthem Health Plans of Kentucky, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		13-3934328				EHC Benefits Agency, Inc.	NY	NIA	WellPoint Holding Corp	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	55093	23-7391136				Empire HealthChoice Assurance, Inc.	NY	IA	WellPoint Holding Corp	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	95433	13-3874803				Empire HealthChoice HMO, Inc.	NY	IA	Empire HealthChoice Assurance, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		43-1047923				Forty-Four Forty-Four Forest Park Redevelopment Corp.	MO	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		95-2907752				Golden West Health Plan, Inc.	CA	IA	WellPoint California Services, Inc.	Ownership	100.000	Anthem, Inc.	.0104
0671	Anthem, Inc.		26-4286154				Government Health Services, LLC	WI	NIA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	97217	58-1473042				Greater Georgia Life Insurance Company	GA	IA	Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		51-0365660				Health Core, Inc.	DE	NIA	Arcus Enterprises, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		54-1237939				Health Management Corporation	VA	NIA	Southeast Services, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		36-3897701				Health Ventures Partner, L.L.C.	IL	NIA	UNICARE National Services, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	95169	54-1356687				HealthKeepers, Inc.	VA	IA	Anthem Southeast, Inc.	Ownership	92.510	Anthem, Inc.	
0671	Anthem, Inc.	95169	54-1356687				HealthKeepers, Inc.	VA	IA	UNICARE National Services, Inc.	Ownership	7.490	Anthem, Inc.	
0671	Anthem, Inc.	96475	43-1616135				HealthLink HMO, Inc.	MO	IA	HealthLink, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		43-1364135				HealthLink, Inc.	IL	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	78972	86-0257201				Healthy Alliance Life Insurance Company	MO	IA	RightCHOICE Managed Care, Inc.	Ownership	100.000	Anthem, Inc.	

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ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**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
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...0671	Anthem, Inc.	95473	84-1017384				HMO Colorado, Inc.	CO	IA	Rocky Mountain Hospital and Medical Service, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.	95358	37-1216698				HMO Missouri, Inc.	MO	IA	RightCHOICE Managed Care, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		75-2619605				Imaging Management Holdings, L.L.C.	DE	NIA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		56-2368286				Imaging Providers of Texas -non-profit)	TX	NIA	American Imaging Management, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.	95527	02-0494919				Matthew Thornton Health Plan, Inc.	NH	IA	Anthem Health Plans of New Hampshire, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		39-2013971				Meridian Resource Company, LLC	WI	NIA	CompCare Health Services Insurance Corporation	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		35-1840597				National Government Services, Inc.	IN	NIA	Anthem Insurance Companies, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		46-1595582				National Telehealth Network, LLC	DE	NIA	SellCore, Inc.	Ownership	50.000	Anthem, Inc.	.0105
...0671	Anthem, Inc.	85286	75-1461960				OneNation Insurance Company	IN	IA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		95-4249368				Park Square Holdings, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		95-4386221				Park Square I, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		95-4249345				Park Square II, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		65-0569629				PHP Holdings, Inc.	FL	NIA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		43-1595640				R & P Realty, Inc.	MO	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		56-2396739				Resolution Health, Inc.	DE	NIA	Anthem Southeast, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		47-0851593				RightCHOICE Managed Care, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.	11011	84-0747736				Rocky Mountain Hospital and Medical Service, Inc.	CO	IA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		20-0473316				SellCore, Inc.	DE	NIA	Anthem, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		55-0712302				Southeast Services, Inc.	VA	NIA	Anthem Southeast, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		45-4071004				State Sponsored Business UM Services, Inc.	IN	NIA	UNICARE Specialty Services, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		35-1835818				The Anthem Companies, Inc.	IN	NIA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		45-5443372				The Anthem Companies of California, Inc.	CA	NIA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		43-1967924				TrustSolutions, LLC	WI	NIA	Government Health Services, LLC	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.	12805	20-4842073				UNICARE Health Plan of Kansas, Inc.	KS	IA	UNICARE National Services, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		84-1620480				UNICARE Health Plan of West Virginia, Inc.	WV	IA	UNICARE National Services, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.	95420	74-2151310				UNICARE Health Plans of Texas, Inc.	TX	IA	UNICARE Illinois Services, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		36-3899137				UNICARE Illinois Services, Inc.	IL	NIA	UNICARE National Services, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.	80314	52-0913817				UNICARE Life & Health Insurance Company	IN	IA	UNICARE National Services, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		95-4635507				UNICARE National Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		77-0494551				UNICARE Specialty Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		36-4014617				UtiliMED IPA, Inc.	NY	NIA	American Imaging Management, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		20-4405193				WellPoint Acquisition, LLC	IN	NIA	Anthem, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		20-2156380				WellPoint Behavioral Health, Inc.	DE	NIA	UNICARE Specialty Services, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		95-4640531				WellPoint California Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		95-4657170				WellPoint Dental Services, Inc.	DE	NIA	UNICARE Specialty Services, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		20-3620996				WellPoint Holding Corp	DE	NIA	Anthem, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		45-2736438				WellPoint Information Technology Services, Inc.	CA	NIA	Blue Cross of California	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		36-4595641				WellPoint Insurance Services, Inc.	HI	NIA	Anthem, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		47-2546820				WellPoint Military Care Corporation	IN	NIA	Government Health Services, LLC	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		36-3897080				WellPoint Partnership Plan, LLC	IL	NIA	Health Ventures Partner, L.L.C.	Ownership	75.000	Anthem, Inc.	
...0671	Anthem, Inc.		36-3897080				WellPoint Partnership Plan, LLC	IL	NIA	UNICARE Illinois Services, Inc.	Ownership	25.000	Anthem, Inc.	
...0671	Anthem, Inc.		98-0552141				WPMI -Shanghai) Enterprise Service Co. Ltd.	CHN	NIA	WPMI, LLC	Ownership	100.000	Anthem, Inc.	

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

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0671	Anthem, Inc.		20-8672847				WPMI, LLC	DE	NIA	ATH Holding Company, LLC	Ownership	63.880	Anthem, Inc.	0106

Asterisk	Explanation
0100	Insurer is deemed to be an insurance affiliate in column 10, but does not have an NAIC Company Code in column 3 because it is regulated by the New York State Department of Health.
0101	Insurer is deemed to be an insurance affiliate in column 10, but does not have an NAIC Company Code in column 3 because it is regulated by the California Department of Managed Health Care.
0102	Insurer is deemed to be an insurance affiliate in column 10, but does not have an NAIC Company Code in column 3 because it is regulated by the California Department of Managed Health Care.
0103	Insurer is deemed to be an insurance affiliate in column 10, but does not have an NAIC Company Code in column 3 because it is regulated by the California Department of Managed Health Care.
0104	Insurer is deemed to be an insurance affiliate in column 10, but does not have an NAIC Company Code in column 3 because it is regulated by the California Department of Managed Health Care.
0105	50% owned by American Well Corporation
0106	36.12% owned by unaffiliated investors

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE Y**

**PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES**

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
11069	36-4384128	American Imaging Management East, LLC				(57)					(57)	
	36-3692630	American Imaging Management, Inc.					(32,965,115)				(32,965,115)	
12354	20-2073598	AMERIGROUP Community Care of New Mexico, Inc.	(6,900,000)				(4,726,970)				(11,626,970)	
	54-1739323	AMERIGROUP Corporation					75,831,451				75,831,451	
95093	65-0318864	AMERIGROUP Florida, Inc.	(11,500,000)	35,000,000			(97,912,463)				(74,412,463)	
14078	45-2485907	AMERIGROUP Insurance Company					(38,322,979)				(38,322,979)	
14276	45-3358287	AMERIGROUP Kansas, Inc.		70,000,000			(40,007,538)				29,992,462	
14064	26-4674149	AMERIGROUP Louisiana, Inc.					(47,086,624)				(47,086,624)	
95832	51-0387398	AMERIGROUP Maryland, Inc.	(30,000,000)				(125,481,176)				(155,481,176)	
12586	20-3317697	AMERIGROUP Nevada, Inc.					(51,133,020)				(51,133,020)	
95373	22-3375292	AMERIGROUP New Jersey, Inc.	(12,900,000)				(126,270,441)				(139,170,441)	
	13-3865627	AMERIGROUP New York, LLC					(242,723,580)				(242,723,580)	
10767	13-4212818	AMERIGROUP Ohio Inc	(25,000,000)				(260,846)				(25,260,846)	
12941	20-4776597	AMERIGROUP Tennessee, Inc.		15,000,000			(126,351,038)				(111,351,038)	
95314	75-2603231	AMERIGROUP Texas, Inc.	(69,300,000)				(284,588,752)				(353,888,752)	
14073	27-3510384	AMERIGROUP Washington, Inc.		70,000,000			(48,187,741)				21,812,259	
12229	06-1696189	AMGP Georgia Managed Care Company, Inc.	(10,900,000)				(133,337,540)				(144,237,540)	
62825	95-4331852	Anthem Blue Cross Life and Health Insurance Company, Inc.	(148,600,000)				(1,046,586,041)	(7,006,001)			(1,202,192,042)	5,591,789
60217	06-1475928	Anthem Health Plans, Inc.	(117,200,000)				(326,809,281)				(444,009,281)	
95120	61-1237516	Anthem Health Plans of Kentucky, Inc.	(162,100,000)				(346,884,303)				(508,984,303)	
52618	31-1705652	Anthem Health Plans of Maine, Inc.	(43,000,000)				(103,697,336)				(146,697,336)	
53759	02-0510530	Anthem Health Plans of New Hampshire, Inc.	(15,000,000)				(47,481,323)	39,532			(62,441,791)	
71835	54-0357120	Anthem Health Plans of Virginia, Inc.	(335,000,000)				(595,833,600)	4,612,685			(926,220,915)	(1,187,401)
28207	35-0781558	Anthem Insurance Companies, Inc.	(570,000,000)	(5,000,000)			(1,108,125,855)	985,079			(1,682,140,776)	(2,934,642)
15543	47-0992859	Anthem Kentucky Managed Care Plan, Inc.		18,000,000			(8,098,434)				9,901,566	
13573	20-5876774	Anthem Life and Disability Insurance Company					(1,413,232)				(1,413,232)	
61069	35-0980405	Anthem Life Insurance Company	(48,100,000)				(37,535,543)	19,404,273			(66,231,270)	(23,519,753)
	35-2145715	Anthem, Inc.	3,234,500,000	(308,500,000)			5,509,313,931				8,435,313,931	
	11-3713086	ATH Holding Company, LLC					10,960,079				10,960,079	
54801	58-0469845	Blue Cross and Blue Shield of Georgia, Inc.		95,000,000			(414,865,223)				(319,865,223)	
96962	58-1638390	Blue Cross Blue Shield Healthcare Plan of Georgia, Inc.	(25,200,000)				(326,803,963)				(352,003,963)	
54003	39-0138065	Blue Cross Blue Shield of Wisconsin	(86,716,552)	16,716,552			(122,943,372)	(90,061)			(193,033,433)	
	95-3760980	Blue Cross of California	(150,000,000)	(100,000,000)			(1,178,605,644)	265,269			(1,428,340,375)	
	20-2994048	Blue Cross of California Partnership Plan, Inc.					(203,844,260)				(203,844,260)	
	95-4694706	Caremore Health Plan	(40,000,000)				(120,547,913)				(160,547,913)	
13562	38-3975280	Caremore Health Plan of Arizona, Inc.					(52,977,527)				(52,977,527)	
13753	27-1848815	CareMore Health Plan of Colorado, Inc.					(13,740)				(13,740)	



ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE Y**

**PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES**

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
13605	26-4001602	Caremore Health Plan of Nevada		5,000,000			(15,511,443)				(10,511,443)	
	20-2076421	CareMore Health System					23,656,158				23,656,158	
10345	31-1440175	Community Insurance Company	(250,000,000)				(874,137,775)				(1,124,137,775)	
95693	39-1462554	CompCare Health Services Insurance Corporation	(8,283,448)	(16,716,552)			(87,061,403)				(112,061,403)	
	01-0822645	DeCare Dental, LLC					(39,644,429)				(39,644,429)	
55093	23-7391136	Empire HealthChoice Assurance, Inc.	(555,000,000)				(564,042,093)				(1,119,042,093)	
95433	13-3874803	Empire HealthChoice HMO, Inc.	(165,000,000)				(162,137,659)				(327,137,659)	
	95-2907752	Golden West Health Plan, Inc.					(694,447)				(694,447)	
97217	58-1473042	Greater Georgia Life Insurance Company					(5,280,019)				(5,280,019)	
	51-0365660	Health Core, Inc.					(22,690,893)				(22,690,893)	
95169	54-1356687	HealthKeepers, Inc.	(25,000,000)				(267,589,751)	(4,612,685)			(297,202,436)	1,187,401
96475	43-1616135	HealthLink HMO, Inc.	(12,000,000)				7,412,537	(4,798)			(4,592,261)	
	43-1364135	HealthLink, Inc.					(63,716,858)				(63,716,858)	
78972	86-0257201	Healthy Alliance Life Insurance Company	(100,000,000)				(293,572,691)				(393,572,691)	
95473	84-1017384	HMO Colorado, Inc.	(7,584,931)	(815,069)			(39,046,518)				(47,446,518)	
95358	37-1216698	HMO Missouri, Inc.	(20,000,000)				(16,071,285)				(36,071,285)	
	98-0408753	HTH Re, LTD						7,006,001			7,006,001	(5,591,789)
95527	02-0494919	Matthew Thornton Health Plan, Inc.	(25,000,000)				(95,464,883)				(120,464,883)	
	35-1840597	National Government Services, Inc.		5,000,000			(19,972,264)				(14,972,264)	
85286	75-1461960	OneNation Insurance Company					(81,761)	106,489			24,728	218,560
83640	36-3506910	RightCHOICE Insurance Company		500,000			(41,851)				458,149	
	47-0851593	RightCHOICE Managed Care, Inc.					(19,447,446)				(19,447,446)	
11011	84-0747736	Rocky Mountain Hospital and Medical Service, Inc.	(55,215,069)	815,069			(262,964,956)	(1,078,645)			(318,443,601)	
	35-1835818	The Anthem Companies, Inc.					4,362,969,140				4,362,969,140	
	45-5443372	The Anthem Companies of California, Inc.					173,944,762				173,944,762	
70700	36-3304416	UNICARE Health Insurance Company of the Midwest					(369,181)				(369,181)	
12805	20-4842073	UNICARE Health Plan of Kansas, Inc.					652,394				652,394	
11810	84-1620480	UNICARE Health Plan of West Virginia, Inc.	(4,000,000)				(38,926,296)				(42,926,296)	
95420	74-2151310	UNICARE Health Plans of Texas, Inc.					238,470				238,470	
95505	36-3897076	UNICARE Health Plans of the Midwest, Inc.					7,442				7,442	
80314	52-0913817	UNICARE Life & Health Insurance Company	(100,000,000)				(57,129,445)	(19,627,138)			(176,756,583)	26,235,835
	20-3620996	WellPoint Holding Corp					16,858,680				16,858,680	
	45-2736438	WellPoint Information Technology Services		100,000,000			225,930,818				325,930,818	
	36-3897080	WellPoint Partnership Plan, LLC					(19,758,045)				(19,758,045)	
9999999	Control Totals		0	0	0	0	0	0	XXX	0	0	0

42.1

# SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED 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.

	Responses
<b>MARCH FILING</b>	
1. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1? .....	YES
2. Will an actuarial opinion be filed by March 1? .....	YES
3. Will the confidential Risk-based Capital Report be filed with the NAIC by March 1?.....	YES
4. Will the confidential Risk-based Capital Report be filed with the state of domicile, if required, by March 1?.....	YES
<b>APRIL FILING</b>	
5. Will Management's Discussion and Analysis be filed by April 1? .....	YES
6. Will the Supplemental Investment Risks Interrogatories be filed by April 1? .....	YES
7. Will the Accident and Health Policy Experience Exhibit be filed by April 1? .....	YES
<b>JUNE FILING</b>	
8. Will an audited financial report be filed by June 1? .....	YES
9. Will Accountant's Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1? .....	YES
<b>AUGUST FILING</b>	
10. Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1? .....	YES








The following supplemental reports are required to be filed as part of your annual 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.

<b>MARCH FILING</b>	
11. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1? .....	NO
12. Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC? .....	NO
13. Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?.....	NO
14. Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?.....	NO
15. Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?.....	NO
16. Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?.....	NO
17. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?.....	NO
18. Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partner be filed electronically with the NAIC by March 1? .....	NO
19. Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1? .....	NO
20. Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed electronically with the NAIC by March 1?.....	NO
<b>APRIL FILING</b>	
21. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1? .....	NO
22. Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC? .....	NO
23. Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC? .....	NO
24. Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1? .....	NO
25. Will the regulator only (non-public) Supplemental Health Care Exhibit's Expense Allocation Report be filed with the state of domicile and the NAIC by April 1? .....	NO
<b>AUGUST FILING</b>	
26. Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1? .....	YES

Explanations:

- 11.
- 12.
- 13.
- 14.
- 15.
- 16.
- 17.
- 18.
- 19.
- 20.
- 21.
- 22.
- 23.
- 24.
- 25.

Bar Codes:

11. Medicare Supplement Insurance Experience Exhibit [Document Identifier 360]	
12. Life Supplement [Document Identifier 205]	
13. Property/Casualty Supplement [Document Identifier 207]	
14. SIS Stockholder Information Supplement [Document Identifier 420]	
15. Participating Opinion for Exhibit 5 [Document Identifier 371]	
16. Non-Guaranteed Opinion for Exhibit 5 [Document Identifier 370]	
17. Medicare Part D Coverage Supplement [Document Identifier 365]	
18. Relief from the five-year rotation requirement for lead audit partner [Document Identifier 224]	

## SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

19. Relief from the one-year cooling off period for independent CPA  
[Document Identifier 225]



20. Relief from the Requirements for Audit Committees [Document Identifier 226]



21. Long-Term Care Experience Reporting Forms [Document Identifier 306]



22. Life Supplement [Document Identifier 211]



23. Property/Casualty Supplement Insurance Expense Exhibit  
[Document Identifier 213]



24. Supplemental Health Care Exhibit (Parts 1, 2 and 3) [Document Identifier 216]



25. Supplemental Health Care Exhibit's Expense Allocation Report  
[Document Identifier 217]



**OVERFLOW PAGE FOR WRITE-INS**

**NONE**

**SUMMARY INVESTMENT SCHEDULE**

Investment Categories	Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement			
	1 Amount	2 Percentage	3 Amount	4 Securities Lending Reinvested Collateral Amount	5 Total (Col. 3 + 4) Amount	6 Percentage
1. Bonds:						
1.1 U.S. treasury securities		0.000			0	0.000
1.2 U.S. government agency obligations (excluding mortgage-backed securities):						
1.21 Issued by U.S. government agencies		0.000			0	0.000
1.22 Issued by U.S. government sponsored agencies	9,862,912	2.429	9,862,912	0	9,862,912	2.429
1.3 Non-U.S. government (including Canada, excluding mortgaged-backed securities)		0.000			0	0.000
1.4 Securities issued by states, territories, and possessions and political subdivisions in the U.S. :						
1.41 States, territories and possessions general obligations	25,529,717	6.286	25,529,717	0	25,529,717	6.286
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations	13,805,826	3.400	13,805,826	0	13,805,826	3.400
1.43 Revenue and assessment obligations	29,182,162	7.186	29,182,162	0	29,182,162	7.186
1.44 Industrial development and similar obligations		0.000			0	0.000
1.5 Mortgage-backed securities (includes residential and commercial MBS):						
1.51 Pass-through securities:						
1.511 Issued or guaranteed by GNMA	3,466,858	0.854	3,466,858	0	3,466,858	0.854
1.512 Issued or guaranteed by FNMA and FHLMC	31,808,863	7.833	31,808,863	0	31,808,863	7.833
1.513 All other		0.000		5,399,745	5,399,745	1.330
1.52 CMOs and REMICs:						
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA	3,321,978	0.818	3,321,978	0	3,321,978	0.818
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-backed securities issued or guaranteed by agencies shown in Line 1.521		0.000			0	0.000
1.523 All other	2,676,912	0.659	2,676,912	0	2,676,912	0.659
2. Other debt and other fixed income securities (excluding short-term):						
2.1 Unaffiliated domestic securities (includes credit tenant loans and hybrid securities)	54,759,268	13.484	54,759,268	2,001,025	56,760,293	13.977
2.2 Unaffiliated non-U.S. securities (including Canada)	9,920,646	2.443	9,920,646	0	9,920,646	2.443
2.3 Affiliated securities		0.000			0	0.000
3. Equity interests:						
3.1 Investments in mutual funds		0.000			0	0.000
3.2 Preferred stocks:						
3.21 Affiliated		0.000			0	0.000
3.22 Unaffiliated		0.000			0	0.000
3.3 Publicly traded equity securities (excluding preferred stocks):						
3.31 Affiliated		0.000			0	0.000
3.32 Unaffiliated	21,607,550	5.321	21,607,550	1,341,978	22,949,528	5.651
3.4 Other equity securities:						
3.41 Affiliated		0.000			0	0.000
3.42 Unaffiliated		0.000			0	0.000
3.5 Other equity interests including tangible personal property under lease:						
3.51 Affiliated		0.000			0	0.000
3.52 Unaffiliated		0.000			0	0.000
4. Mortgage loans:						
4.1 Construction and land development		0.000			0	0.000
4.2 Agricultural		0.000			0	0.000
4.3 Single family residential properties		0.000			0	0.000
4.4 Multifamily residential properties		0.000			0	0.000
4.5 Commercial loans		0.000			0	0.000
4.6 Mezzanine real estate loans		0.000			0	0.000
5. Real estate investments:						
5.1 Property occupied by company		0.000	0		0	0.000
5.2 Property held for production of income (including \$ 0 of property acquired in satisfaction of debt)		0.000	0		0	0.000
5.3 Property held for sale (including \$ 0 property acquired in satisfaction of debt)		0.000	0		0	0.000
6. Contract loans		0.000	0		0	0.000
7. Derivatives		0.000	0		0	0.000
8. Receivables for securities		0.000	0		0	0.000
9. Securities Lending (Line 10, Asset Page reinvested collateral)	8,742,748	2.153	8,742,748	XXX	XXX	XXX
10. Cash, cash equivalents and short-term investments	191,422,820	47.136	191,422,820	0	191,422,820	47.136
11. Other invested assets		0.000			0	0.000
12. Total invested assets	406,108,260	100.000	406,108,260	8,742,748	406,108,260	100.000

Schedule A - Verification - Real Estate

**N O N E**

Schedule B - Verification - Mortgage Loans

**N O N E**

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.  
**SCHEDULE BA - VERIFICATION BETWEEN YEARS**  
 Other Long-Term Invested Assets

1.	Book/adjusted carrying value, December 31 of prior year .....	
2.	Cost of acquired:	
2.1	Actual cost at time of acquisition (Part 2, Column 8) .....	
2.2	Additional investment made after acquisition (Part 2, Column 9) .....	
3.	Capitalized deferred interest and other:	
3.1	Totals, Part 1, Column 16 .....	
3.2	Totals, Part 3, Column 12 .....	
4.	Accrual of discount .....	
5.	Unrealized valuation increase (decrease):	
5.1	Totals, Part 1, Column 13 .....	
5.2	Totals, Part 3, Column 9 .....	
6.	Total gain (loss) on disposals, Part 3, Column 19 .....	
7.	Deduct amounts received on disposals, Part 3, Column 10 .....	
8.	Deduct amortization of premium and depreciation .....	
9.	Total foreign exchange change in book/adjusted carrying value:	
9.1	Totals, Part 1, Column 17 .....	
9.2	Totals, Part 3, Column 14 .....	
10.	Deduct current year's other than temporary impairment recognized:	
10.1	Totals, Part 1, Column 15 .....	
10.2	Totals, Part 3, Column 11 .....	
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 BETWEEN YEARS**  
 Bonds and Stocks

1.	Book/adjusted carrying value, December 31 of prior year .....	204,183,304
2.	Cost of bonds and stocks acquired, Part 3, Column 7 .....	65,342,378
3.	Accrual of discount .....	21,189
4.	Unrealized valuation increase (decrease):	
4.1.	Part 1, Column 12 .....	0
4.2.	Part 2, Section 1, Column 15 .....	
4.3.	Part 2, Section 2, Column 13 .....	1,091,408
4.4.	Part 4, Column 11 .....	0
		1,091,408
5.	Total gain (loss) on disposals, Part 4, Column 19 .....	151,726
6.	Deduction consideration for bonds and stocks disposed of, Part 4, Column 7 .....	62,809,896
7.	Deduct amortization of premium .....	2,037,417
8.	Total foreign exchange change in book/adjusted carrying value:	
8.1.	Part 1, Column 15 .....	0
8.2.	Part 2, Section 1, Column 19 .....	
8.3.	Part 2, Section 2, Column 16 .....	0
8.4.	Part 4, Column 15 .....	0
		0
9.	Deduct current year's other than temporary impairment recognized:	
9.1.	Part 1, Column 14 .....	0
9.2.	Part 2, Section 1, Column 17 .....	
9.3.	Part 2, Section 2, Column 14 .....	0
9.4.	Part 4, Column 13 .....	0
		0
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	205,942,692
11.	Deduct total nonadmitted amounts .....	0
12.	Statement value at end of current period (Line 10 minus Line 11) .....	205,942,692

**SCHEDULE D - SUMMARY BY COUNTRY**

Long-Term Bonds and Stocks OWNED December 31 of Current Year

Description		1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
<b>BONDS</b>					
Governments (Including all obligations guaranteed by governments)	1. United States .....	3,466,858	3,416,653	3,475,987	3,208,657
	2. Canada .....				
	3. Other Countries .....				
	4. Totals	3,466,858	3,416,653	3,475,987	3,208,657
U.S. States, Territories and Possessions (Direct and guaranteed)	5. Totals	25,529,717	26,837,490	26,756,952	23,113,000
U.S. Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	6. Totals	13,805,826	14,313,774	14,740,497	12,300,000
U.S. Special revenue and special assessment obligations and all non- guaranteed obligations of agencies and authorities of governments and their political subdivisions	7. Totals	74,175,915	75,521,270	75,093,772	68,886,257
Industrial and Miscellaneous and Hybrid Securities (unaffiliated)	8. United States .....	57,436,180	57,447,727	57,835,775	57,191,000
	9. Canada .....	1,468,614	1,464,898	1,465,608	1,470,000
	10. Other Countries .....	8,452,032	8,447,550	8,448,854	8,485,000
	11. Totals	67,356,826	67,360,175	67,750,237	67,146,000
Parent, Subsidiaries and Affiliates	12. Totals				
	13. Total Bonds	184,335,142	187,449,362	187,817,445	174,653,914
<b>PREFERRED STOCKS</b>					
Industrial and Miscellaneous (unaffiliated)	14. United States .....				
	15. Canada .....				
	16. Other Countries .....				
	17. Totals	0	0	0	
Parent, Subsidiaries and Affiliates	18. Totals				
	19. Total Preferred Stocks	0	0	0	
<b>COMMON STOCKS</b>					
Industrial and Miscellaneous (unaffiliated)	20. United States .....	21,607,550	21,607,550	15,421,424	
	21. Canada .....				
	22. Other Countries .....				
	23. Totals	21,607,550	21,607,550	15,421,424	
Parent, Subsidiaries and Affiliates	24. Totals				
	25. Total Common Stocks	21,607,550	21,607,550	15,421,424	
	26. Total Stocks	21,607,550	21,607,550	15,421,424	
	27. Total Bonds and Stocks	205,942,692	209,056,912	203,238,869	



ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE D - PART 1A - SECTION 1**

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
<b>1. U.S. Governments</b>											
1.1 NAIC 1	9,264,571	912,998	747,906	967,280	528,972	12,421,727	6.2	8,875,497	4.6	12,421,727	0
1.2 NAIC 2						0	0.0	0	0.0		0
1.3 NAIC 3						0	0.0	0	0.0		0
1.4 NAIC 4						0	0.0	0	0.0		0
1.5 NAIC 5						0	0.0	0	0.0		0
1.6 NAIC 6						0	0.0	0	0.0		0
1.7 Totals	9,264,571	912,998	747,906	967,280	528,972	12,421,727	6.2	8,875,497	4.6	12,421,727	0
<b>2. All Other Governments</b>											
2.1 NAIC 1						0	0.0	0	0.0		0
2.2 NAIC 2						0	0.0	0	0.0		0
2.3 NAIC 3						0	0.0	0	0.0		0
2.4 NAIC 4						0	0.0	0	0.0		0
2.5 NAIC 5						0	0.0	0	0.0		0
2.6 NAIC 6						0	0.0	0	0.0		0
2.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>3. U.S. States, Territories and Possessions etc., Guaranteed</b>											
3.1 NAIC 1	0	16,511,226	9,018,491	0	0	25,529,717	12.8	24,089,034	12.6	25,529,717	0
3.2 NAIC 2						0	0.0	0	0.0		0
3.3 NAIC 3						0	0.0	0	0.0		0
3.4 NAIC 4						0	0.0	0	0.0		0
3.5 NAIC 5						0	0.0	0	0.0		0
3.6 NAIC 6						0	0.0	0	0.0		0
3.7 Totals	0	16,511,226	9,018,491	0	0	25,529,717	12.8	24,089,034	12.6	25,529,717	0
<b>4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed</b>											
4.1 NAIC 1	0	7,661,068	6,144,758	0	0	13,805,826	6.9	14,921,428	7.8	13,805,826	0
4.2 NAIC 2						0	0.0	0	0.0		0
4.3 NAIC 3						0	0.0	0	0.0		0
4.4 NAIC 4						0	0.0	0	0.0		0
4.5 NAIC 5						0	0.0	0	0.0		0
4.6 NAIC 6						0	0.0	0	0.0		0
4.7 Totals	0	7,661,068	6,144,758	0	0	13,805,826	6.9	14,921,428	7.8	13,805,826	0
<b>5. U.S. Special Revenue &amp; Special Assessment Obligations, etc., Non-Guaranteed</b>											
5.1 NAIC 1	4,948,884	29,810,952	26,178,626	10,641,568	2,595,885	74,175,915	37.1	69,613,811	36.4	74,175,915	0
5.2 NAIC 2						0	0.0	0	0.0		0
5.3 NAIC 3						0	0.0	0	0.0		0
5.4 NAIC 4						0	0.0	0	0.0		0
5.5 NAIC 5						0	0.0	0	0.0		0
5.6 NAIC 6						0	0.0	0	0.0		0
5.7 Totals	4,948,884	29,810,952	26,178,626	10,641,568	2,595,885	74,175,915	37.1	69,613,811	36.4	74,175,915	0

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE D - PART 1A - SECTION 1 (Continued)**

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
<b>6. Industrial &amp; Miscellaneous (Unaffiliated)</b>											
6.1 NAIC 1 .....	13,619,456	33,545,833	4,612,751	937,606	.0	52,715,646	26.3	57,664,800	30.2	42,968,125	9,747,521
6.2 NAIC 2 .....	699,929	16,406,166	4,378,166	.0	.0	21,484,261	10.7	15,861,588	8.3	20,284,265	1,199,996
6.3 NAIC 3 .....						0	0.0	0	0.0	0	0
6.4 NAIC 4 .....						0	0.0	0	0.0	0	0
6.5 NAIC 5 .....						0	0.0	0	0.0	0	0
6.6 NAIC 6 .....						0	0.0	0	0.0	0	0
6.7 Totals	14,319,385	49,951,999	8,990,917	937,606	0	74,199,907	37.1	73,526,388	38.5	63,252,390	10,947,517
<b>7. Hybrid Securities</b>											
7.1 NAIC 1 .....						0	0.0	0	0.0	0	0
7.2 NAIC 2 .....						0	0.0	0	0.0	0	0
7.3 NAIC 3 .....						0	0.0	0	0.0	0	0
7.4 NAIC 4 .....						0	0.0	0	0.0	0	0
7.5 NAIC 5 .....						0	0.0	0	0.0	0	0
7.6 NAIC 6 .....						0	0.0	0	0.0	0	0
7.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>8. Parent, Subsidiaries and Affiliates</b>											
8.1 NAIC 1 .....						0	0.0	0	0.0	0	0
8.2 NAIC 2 .....						0	0.0	0	0.0	0	0
8.3 NAIC 3 .....						0	0.0	0	0.0	0	0
8.4 NAIC 4 .....						0	0.0	0	0.0	0	0
8.5 NAIC 5 .....						0	0.0	0	0.0	0	0
8.6 NAIC 6 .....						0	0.0	0	0.0	0	0
8.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE D - PART 1A - SECTION 1 (Continued)**

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
<b>9. Total Bonds Current Year</b>											
9.1 NAIC 1	(d) 27,832,911	88,442,077	46,702,532	12,546,454	3,124,857	178,648,831	89.3	XXX	XXX	168,901,310	9,747,521
9.2 NAIC 2	(d) 699,929	16,406,166	4,378,166	0	0	21,484,261	10.7	XXX	XXX	20,284,265	1,199,996
9.3 NAIC 3	(d) 0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.4 NAIC 4	(d) 0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.5 NAIC 5	(d) 0	0	0	0	0	(c) 0	0.0	XXX	XXX	0	0
9.6 NAIC 6	(d) 0	0	0	0	0	(c) 0	0.0	XXX	XXX	0	0
9.7 Totals	28,532,840	104,848,243	51,080,698	12,546,454	3,124,857	(b) 200,133,092	100.0	XXX	XXX	189,185,575	10,947,517
9.8 Line 9.7 as a % of Col. 6	14.3	52.4	25.5	6.3	1.6	100.0	XXX	XXX	XXX	94.5	5.5
<b>10. Total Bonds Prior Year</b>											
10.1 NAIC 1	42,277,358	72,208,678	46,332,294	5,950,522	8,395,718	XXX	XXX	175,164,570	91.7	173,661,072	1,503,498
10.2 NAIC 2	2,937,658	5,538,743	2,394,785	0	4,990,402	XXX	XXX	15,861,588	8.3	14,661,595	1,199,993
10.3 NAIC 3	0	0	0	0	0	XXX	XXX	0	0.0	0	0
10.4 NAIC 4	0	0	0	0	0	XXX	XXX	0	0.0	0	0
10.5 NAIC 5	0	0	0	0	0	XXX	XXX	(c) 0	0.0	0	0
10.6 NAIC 6	0	0	0	0	0	XXX	XXX	(c) 0	0.0	0	0
10.7 Totals	45,215,016	77,747,421	48,727,079	5,950,522	13,386,120	XXX	XXX	(b) 191,026,158	100.0	188,322,667	2,703,491
10.8 Line 10.7 as a % of Col. 8	23.7	40.7	25.5	3.1	7.0	XXX	XXX	100.0	XXX	98.6	1.4
<b>11. Total Publicly Traded Bonds</b>											
11.1 NAIC 1	27,196,422	83,840,086	43,131,097	11,608,848	3,124,857	168,901,310	84.4	173,661,072	90.9	168,901,310	XXX
11.2 NAIC 2	699,929	16,406,166	3,178,170	0	0	20,284,265	10.1	14,661,595	7.7	20,284,265	XXX
11.3 NAIC 3	0	0	0	0	0	0	0.0	0	0.0	0	XXX
11.4 NAIC 4	0	0	0	0	0	0	0.0	0	0.0	0	XXX
11.5 NAIC 5	0	0	0	0	0	0	0.0	0	0.0	0	XXX
11.6 NAIC 6	0	0	0	0	0	0	0.0	0	0.0	0	XXX
11.7 Totals	27,896,351	100,246,252	46,309,267	11,608,848	3,124,857	189,185,575	94.5	188,322,667	98.6	189,185,575	XXX
11.8 Line 11.7 as a % of Col. 6	14.7	53.0	24.5	6.1	1.7	100.0	XXX	XXX	XXX	100.0	XXX
11.9 Line 11.7 as a % of Line 9.7, Col. 6, Section 9	13.9	50.1	23.1	5.8	1.6	94.5	XXX	XXX	XXX	94.5	XXX
<b>12. Total Privately Placed Bonds</b>											
12.1 NAIC 1	636,489	4,601,991	3,571,435	937,606	0	9,747,521	4.9	1,503,498	0.8	XXX	9,747,521
12.2 NAIC 2	0	0	1,199,996	0	0	1,199,996	0.6	1,199,993	0.6	XXX	1,199,996
12.3 NAIC 3	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.4 NAIC 4	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.5 NAIC 5	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.6 NAIC 6	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.7 Totals	636,489	4,601,991	4,771,431	937,606	0	10,947,517	5.5	2,703,491	1.4	XXX	10,947,517
12.8 Line 12.7 as a % of Col. 6	5.8	42.0	43.6	8.6	0.0	100.0	XXX	XXX	XXX	XXX	100.0
12.9 Line 12.7 as a % of Line 9.7, Col. 6, Section 9	0.3	2.3	2.4	0.5	0.0	5.5	XXX	XXX	XXX	XXX	5.5

(a) Includes \$ 10,947,517 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.

(b) Includes \$ current year, \$ prior year of bonds with Z designations and \$ , current year \$ prior year of bonds with Z\* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z\*" means the SVO could not evaluate the obligation because valuation procedures for the security class are under regulatory review.

(c) Includes \$ current year, \$ prior year of bonds with 5\* designations and \$ , current year \$ prior year of bonds with 6\* designations. "5\*" means the NAIC designation was assigned by the (SVO) in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6\*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

(d) Includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ ; NAIC 2 \$ ; NAIC 3 \$ ; NAIC 4 \$ ; NAIC 5 \$ ; NAIC 6 \$

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE D - PART 1A - SECTION 2**

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.5	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
<b>1. U.S. Governments</b>											
1.1 Issuer Obligations .....	8,954,869	0	0	0	0	8,954,869	4.5	5,049,492	2.6	8,954,869	0
1.2 Residential Mortgage-Backed Securities .....	309,702	912,998	747,906	967,280	528,972	3,466,858	1.7	3,826,005	2.0	3,466,858	0
1.3 Commercial Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
1.4 Other Loan-Backed and Structured Securities .....						0	0.0	0	0.0	0	0
1.5 Totals	9,264,571	912,998	747,906	967,280	528,972	12,421,727	6.2	8,875,497	4.6	12,421,727	0
<b>2. All Other Governments</b>											
2.1 Issuer Obligations .....						0	0.0	0	0.0	0	0
2.2 Residential Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
2.3 Commercial Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
2.4 Other Loan-Backed and Structured Securities .....						0	0.0	0	0.0	0	0
2.5 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>3. U.S. States, Territories and Possessions, Guaranteed</b>											
3.1 Issuer Obligations .....	0	16,511,226	9,018,491	0	0	25,529,717	12.8	24,089,034	12.6	25,529,717	0
3.2 Residential Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
3.3 Commercial Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
3.4 Other Loan-Backed and Structured Securities .....						0	0.0	0	0.0	0	0
3.5 Totals	0	16,511,226	9,018,491	0	0	25,529,717	12.8	24,089,034	12.6	25,529,717	0
<b>4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed</b>											
4.1 Issuer Obligations .....	0	7,661,068	6,144,758	0	0	13,805,826	6.9	14,921,428	7.8	13,805,826	0
4.2 Residential Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
4.3 Commercial Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
4.4 Other Loan-Backed and Structured Securities .....						0	0.0	0	0.0	0	0
4.5 Totals	0	7,661,068	6,144,758	0	0	13,805,826	6.9	14,921,428	7.8	13,805,826	0
<b>5. U.S. Special Revenue &amp; Special Assessment Obligations etc., Non-Guaranteed</b>											
5.1 Issuer Obligations .....	0	16,741,021	17,964,637	4,339,416	0	39,045,074	19.5	38,791,180	20.3	39,045,074	0
5.2 Residential Mortgage-Backed Securities .....	4,948,884	13,069,931	8,213,989	6,302,152	2,595,885	35,130,841	17.6	30,822,631	16.1	35,130,841	0
5.3 Commercial Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
5.4 Other Loan-Backed and Structured Securities .....						0	0.0	0	0.0	0	0
5.5 Totals	4,948,884	29,810,952	26,178,626	10,641,568	2,595,885	74,175,915	37.1	69,613,811	36.4	74,175,915	0
<b>6. Industrial and Miscellaneous</b>											
6.1 Issuer Obligations .....	12,475,024	45,829,791	5,419,483	0	0	63,724,298	31.8	72,274,769	37.8	60,575,478	3,148,820
6.2 Residential Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
6.3 Commercial Mortgage-Backed Securities .....	1,207,872	1,469,040	0	0	0	2,676,912	1.3	1,251,619	0.7	2,676,912	0
6.4 Other Loan-Backed and Structured Securities .....	636,489	2,653,168	3,571,434	937,606	0	7,798,697	3.9	0	0.0	0	7,798,697
6.5 Totals	14,319,385	49,951,999	8,990,917	937,606	0	74,199,907	37.1	73,526,388	38.5	63,252,390	10,947,517
<b>7. Hybrid Securities</b>											
7.1 Issuer Obligations .....						0	0.0	0	0.0	0	0
7.2 Residential Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
7.3 Commercial Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
7.4 Other Loan-Backed and Structured Securities .....						0	0.0	0	0.0	0	0
7.5 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>8. Parent, Subsidiaries and Affiliates</b>											
8.1 Issuer Obligations .....						0	0.0	0	0.0	0	0
8.2 Residential Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
8.3 Commercial Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
8.4 Other Loan-Backed and Structured Securities .....						0	0.0	0	0.0	0	0
8.5 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE D - PART 1A - SECTION 2 (Continued)**

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.5	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
<b>9. Total Bonds Current Year</b>											
9.1 Issuer Obligations	21,429,893	86,743,106	38,547,369	4,339,416	0	151,059,784	75.5	XXX	XXX	147,910,964	3,148,820
9.2 Residential Mortgage-Backed Securities	5,258,586	13,982,929	8,961,895	7,269,432	3,124,857	38,597,699	19.3	XXX	XXX	38,597,699	0
9.3 Commercial Mortgage-Backed Securities	1,207,872	1,469,040	0	0	0	2,676,912	1.3	XXX	XXX	2,676,912	0
9.4 Other Loan-Backed and Structured Securities	636,489	2,653,168	3,571,434	937,606	0	7,798,697	3.9	XXX	XXX	0	7,798,697
9.5 Totals	28,532,840	104,848,243	51,080,698	12,546,454	3,124,857	200,133,092	100.0	XXX	XXX	189,185,575	10,947,517
9.6 Line 9.5 as a % of Col. 6	14.3	52.4	25.5	6.3	1.6	100.0	XXX	XXX	XXX	94.5	5.5
<b>10. Total Bonds Prior Year</b>											
10.1 Issuer Obligations	39,682,199	63,875,348	41,848,040	0	9,720,316	XXX	XXX	155,125,903	81.2	152,422,410	2,703,493
10.2 Residential Mortgage-Backed Securities	5,532,817	12,620,454	6,879,039	5,950,522	3,665,804	XXX	XXX	34,648,636	18.1	34,648,638	(2)
10.3 Commercial Mortgage-Backed Securities	0	1,251,619	0	0	0	XXX	XXX	1,251,619	0.7	1,251,619	0
10.4 Other Loan-Backed and Structured Securities	0	0	0	0	0	XXX	XXX	0	0.0	0	0
10.5 Totals	45,215,016	77,747,421	48,727,079	5,950,522	13,386,120	XXX	XXX	191,026,158	100.0	188,322,667	2,703,491
10.6 Line 10.5 as a % of Col. 8	23.7	40.7	25.5	3.1	7.0	XXX	XXX	100.0	XXX	98.6	1.4
<b>11. Total Publicly Traded Bonds</b>											
11.1 Issuer Obligations	21,429,893	84,794,283	37,347,372	4,339,416	0	147,910,964	73.9	152,422,410	79.8	147,910,964	XXX
11.2 Residential Mortgage-Backed Securities	5,258,586	13,982,929	8,961,895	7,269,432	3,124,857	38,597,699	19.3	34,648,638	18.1	38,597,699	XXX
11.3 Commercial Mortgage-Backed Securities	1,207,872	1,469,040	0	0	0	2,676,912	1.3	1,251,619	0.7	2,676,912	XXX
11.4 Other Loan-Backed and Structured Securities	0	0	0	0	0	0	0.0	0	0.0	0	XXX
11.5 Totals	27,896,351	100,246,252	46,309,267	11,608,848	3,124,857	189,185,575	94.5	188,322,667	98.6	189,185,575	XXX
11.6 Line 11.5 as a % of Col. 6	14.7	53.0	24.5	6.1	1.7	100.0	XXX	XXX	XXX	100.0	XXX
11.7 Line 11.5 as a % of Line 9.5, Col. 6, Section 9	13.9	50.1	23.1	5.8	1.6	94.5	XXX	XXX	XXX	94.5	XXX
<b>12. Total Privately Placed Bonds</b>											
12.1 Issuer Obligations	0	1,948,823	1,199,997	0	0	3,148,820	1.6	2,703,493	1.4	XXX	3,148,820
12.2 Residential Mortgage-Backed Securities	0	0	0	0	0	0	0.0	(2)	0.0	XXX	0
12.3 Commercial Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.4 Other Loan-Backed and Structured Securities	636,489	2,653,168	3,571,434	937,606	0	7,798,697	3.9	0	0.0	XXX	7,798,697
12.5 Totals	636,489	4,601,991	4,771,431	937,606	0	10,947,517	5.5	2,703,491	1.4	XXX	10,947,517
12.6 Line 12.5 as a % of Col. 6	5.8	42.0	43.6	8.6	0.0	100.0	XXX	XXX	XXX	XXX	100.0
12.7 Line 12.5 as a % of Line 9.5, Col. 6, Section 9	0.3	2.3	2.4	0.5	0.0	5.5	XXX	XXX	XXX	XXX	5.5

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE DA - VERIFICATION BETWEEN YEARS**

Short-Term Investments

	1	2	3	4	5
	Total	Bonds	Mortgage Loans	Other Short-term Investment Assets (a)	Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value, December 31 of prior year .....	7,358,995	7,358,995	0	0	0
2. Cost of short-term investments acquired .....	69,336,089	69,336,089	0	0	0
3. Accrual of discount .....	0				
4. Unrealized valuation increase (decrease) .....	0				
5. Total gain (loss) on disposals .....	0				
6. Deduct consideration received on disposals .....	60,894,926	60,894,926	0	0	0
7. Deduct amortization of premium .....	2,208	2,208	0	0	0
8. Total foreign exchange change in book/adjusted carrying value .....	0				
9. Deduct current year's other than temporary impairment recognized .....	0				
10. Book adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	15,797,950	15,797,950	0	0	0
11. Deduct total nonadmitted amounts .....	0				
12. Statement value at end of current period (Line 10 minus Line 11)	15,797,950	15,797,950	0	0	0

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards

**N O N E**

Schedule DB - Part B - Verification - Futures Contracts

**N O N E**

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open

**N O N E**

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open

**N O N E**

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of  
Derivatives

**N O N E**

Schedule E - Verification - Cash Equivalents

**N O N E**

Schedule A - Part 1 - Real Estate Owned

**N O N E**

Schedule A - Part 2 - Real Estate Acquired and Additions Made

**N O N E**

Schedule A - Part 3 - Real Estate Disposed

**N O N E**

Schedule B - Part 1 - Mortgage Loans Owned

**N O N E**

Schedule B - Part 2 - Mortgage Loans Acquired and Additions Made

**N O N E**

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid

**N O N E**

Schedule BA - Part 1 - Other Long-Term Invested Assets Owned

**N O N E**

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired and Additions Made

**N O N E**

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid

**N O N E**



ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE D - PART 1**

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest				Dates		
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	C o d e	F o r e i g n	B o n d C h a r	NAIC Des.	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization) Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	When Paid	Admitted Amount Due and Accrued	Amount Received During Year	Acquired	Stated Contractual Maturity Date
36180J-V6-8	GNMA POOL AD6937			2	1	1,661,424	105.6090	1,621,826	1,535,689	1,656,687	0	(2,958)	0	0	3.500	2.656	MON	4,479	53,749	04/08/2013	03/20/2043
36180K-B2-6	GNMA POOL AD7257			2	1	1,196,893	105.5830	1,173,502	1,111,450	1,193,659	0	(1,247)	0	0	3.500	2.692	MON	3,242	38,901	03/15/2013	03/15/2043
3620AC-Z3-1	GNMA POOL 726262			2	1	617,670	110.6510	621,325	561,518	616,512	0	(391)	0	0	5.000	2.084	MON	2,340	28,076	03/15/2013	09/15/2039
<b>0299999. Subtotal - Bonds - U.S. Governments - Residential Mortgage-Backed Securities</b>						3,475,987	XXX	3,416,653	3,208,657	3,466,858	0	(4,596)	0	0	XXX	XXX	XXX	10,061	120,726	XXX	XXX
<b>0599999. Total - U.S. Government Bonds</b>						3,475,987	XXX	3,416,653	3,208,657	3,466,858	0	(4,596)	0	0	XXX	XXX	XXX	10,061	120,726	XXX	XXX
<b>1099999. Total - All Other Government Bonds</b>						0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX
207726-7D-4	CONNECTICUT ST				1FE	3,942,855	116.5620	4,079,670	3,500,000	3,763,036	0	(48,474)	0	0	5.000	3.330	JD	14,583	175,000	02/10/2011	12/01/2019
574192-7Z-7	MARYLAND ST	1			1FE	4,659,400	115.7850	4,631,400	4,000,000	4,365,001	0	(80,935)	0	0	5.000	2.690	MS	58,889	200,000	03/23/2011	03/15/2020
677520-T9-9	OHIO ST HWY CAP IMPT				1FE	556,397	110.8880	507,867	458,000	505,070	0	(17,911)	0	0	5.000	0.962	FA	9,542	22,900	02/10/2012	08/01/2017
677521-BN-5	OHIO STATE				1FE	2,511,297	118.7160	2,617,688	2,205,000	2,400,847	0	(30,741)	0	0	5.000	3.280	MS	32,463	110,250	03/29/2011	09/15/2020
70914P-DB-5	PENNSYLVANIA ST			1	1FE	2,128,260	110.2840	2,205,680	2,000,000	2,055,034	0	(19,888)	0	0	5.000	3.870	FA	41,667	100,000	02/11/2011	08/01/2022
880541-SM-0	TENNESSEE ST		SD		1FE	2,395,820	119.0260	2,380,520	2,000,000	2,322,705	0	(56,054)	0	0	5.000	1.850	FA	41,667	100,000	11/12/2011	08/01/2020
880541-SN-8	TENNESSEE ST		SD		1FE	2,513,680	120.7820	2,415,640	2,000,000	2,419,092	0	(59,834)	0	0	5.000	1.630	FA	41,667	100,000	05/23/2013	08/01/2021
880541-UJ-4	TENNESSEE ST SERIES A		SD		1FE	1,868,205	124.2390	1,863,585	1,500,000	1,865,846	0	(2,359)	0	0	5.000	1.930	MS	27,500	0	12/04/2014	09/01/2023
93974B-NB-1	WASHINGTON ST	1			1FE	1,673,698	110.5590	1,658,385	1,500,000	1,573,123	0	(27,777)	0	0	5.000	2.963	JJ	37,500	75,000	03/23/2011	07/01/2021
97705L-LB-8	WISCONSIN ST				1FE	549,837	114.6510	515,930	450,000	505,716	0	(13,967)	0	0	5.000	1.653	MN	3,750	22,500	10/13/2011	11/01/2018
97705L-RL-3	WISCONSIN ST			1	1FE	3,957,503	113.1750	3,961,125	3,500,000	3,744,247	0	(69,581)	0	0	5.000	2.782	MN	29,167	175,000	02/13/2012	05/01/2021
<b>1199999. Subtotal - Bonds - U.S. States, Territories and Possessions - Issuer Obligations</b>						26,756,952	XXX	26,837,490	23,113,000	25,529,717	0	(427,521)	0	0	XXX	XXX	XXX	338,395	1,080,650	XXX	XXX
<b>1799999. Total - U.S. States, Territories and Possessions Bonds</b>						26,756,952	XXX	26,837,490	23,113,000	25,529,717	0	(427,521)	0	0	XXX	XXX	XXX	338,395	1,080,650	XXX	XXX
100853-MV-9	BOSTON MASS				1FE	4,685,125	118.2850	4,713,657	3,985,000	4,414,310	0	(74,964)	0	0	5.000	2.780	AO	49,813	199,250	04/01/2011	04/01/2020
199491-3C-3	COLUMBUS OHIO				1FE	977,848	116.4070	960,358	825,000	917,447	0	(19,251)	0	0	5.000	2.361	JJ	20,625	41,250	10/12/2011	07/01/2019
235219-GC-0	DALLAS TEXAS			1		5,495	109.3590	5,468	5,000	5,300	0	(137)	0	0	5.000	2.098	FA	94	250	07/25/2013	02/15/2017
235219-GG-9	DALLAS TEXAS				1FE	802,857	109.2250	802,804	735,000	776,155	0	(18,721)	0	0	5.000	2.281	FA	13,883	36,750	07/25/2013	02/15/2017
34153P-Q3-5	FLORIDA ST BRD ED SERIES C				1FE	767,728	119.9200	779,480	650,000	747,856	0	(13,921)	0	0	5.000	2.450	JD	2,708	32,500	07/19/2013	06/01/2021
442331-TN-4	HOUSTON TEX				1FE	1,146,010	109.3520	1,093,520	1,000,000	1,053,692	0	(23,853)	0	0	5.000	2.440	MS	16,667	50,000	12/27/2010	03/01/2017
49474E-7E-7	KING CNTY WASH				1FE	1,032,801	120.0590	1,020,502	850,000	982,591	0	(18,639)	0	0	5.000	2.394	JJ	21,250	42,500	03/29/2012	07/01/2021
582112-JP-2	METROPOLITAN GOVT NASHVILLE				1FE	1,855,185	116.0740	1,741,110	1,500,000	1,720,557	0	(46,901)	0	0	5.000	1.600	JJ	37,500	75,000	02/02/2012	07/01/2019
940157-TH-3	WASHINGTON SUBN SAN DIST MD				1FE	3,467,448	116.2500	3,196,875	2,750,000	3,187,918	0	(95,777)	0	0	5.000	1.280	JD	11,458	137,500	01/17/2012	06/01/2019
<b>1899999. Subtotal - Bonds - U.S. Political Subdivisions - Issuer Obligations</b>						14,740,497	XXX	14,313,774	12,300,000	13,805,826	0	(312,164)	0	0	XXX	XXX	XXX	173,998	615,000	XXX	XXX
<b>2499999. Total - U.S. Political Subdivisions Bonds</b>						14,740,497	XXX	14,313,774	12,300,000	13,805,826	0	(312,164)	0	0	XXX	XXX	XXX	173,998	615,000	XXX	XXX
02765U-GC-2	AMERICAN MUN PWR-OHIO INC SERIES A			1	1FE	2,424,749	114.9930	2,449,351	2,130,000	2,424,749	0	0	0	0	5.000	3.230	FA	0	0	12/19/2014	02/15/2029
13077C-A5-3	CALIFORNIA ST UNIV SERIES A	1			1FE	957,270	122.5130	1,041,361	850,000	944,707	0	(8,997)	0	0	5.000	3.521	MN	7,083	42,500	07/23/2013	11/01/2025
246428-XN-1	DELAWARE TRANSN AUTH TRANSN				1FE	422,933	110.7430	393,138	355,000	380,754	0	(9,946)	0	0	5.000	2.010	JJ	8,875	17,750	08/12/2010	07/01/2017
28270C-WX-9	ENERGY NORTHWEST WASH ELEC REV			1	1FE	3,267,900	118.4040	3,552,120	3,000,000	3,182,326	0	(24,177)	0	0	5.000	3.931	JJ	75,000	150,000	04/11/2011	07/01/2023
313661-AZ-2	FINMA		SD		1	5,365,463	98.7840	5,300,749	5,366,000	5,365,667	0	106	0	0	1.000	1.002	JJ	22,507	53,660	02/28/2013	01/30/2018
313661-BU-2	FINMA		SD		1	4,495,500	98.9050	4,450,725	4,500,000	4,497,245	0	957	0	0	0.850	0.872	AO	5,481	38,250	02/28/2013	10/30/2017
442435-4Q-3	HOUSTON TEX UTIL SYS REV SER C	1			1FE	460,655	119.8700	485,474	405,000	457,328	0	(3,327)	0	0	5.000	3.380	MN	2,588	11,813	03/13/2014	05/15/2028
442435-YM-9	HOUSTON TEX UTIL SYS REV				1FE	1,142,160	114.6520	1,146,520	1,000,000	1,074,009	0	(17,786)	0	0	5.000	2.963	MN	6,389	50,000	12/27/2010	11/15/2018
53945C-BH-2	LOS ANGELES CA WSTWTR SYS REV SERIES B	1			1FE	739,290	119.2860	763,430	640,000	725,905	0	(8,777)	0	0	5.000	3.170	JD	2,667	32,000	06/05/2013	06/01/2029
574204-WN-9	MARYLAND ST DEPT TRANS CONS				1FE	1,063,611	110.1150	991,035	900,000	971,092	0	(29,703)	0	0	5.000	1.540	MN	7,500	45,000	10/31/2011	05/01/2017
58259Y-PM-5	METROPOLITAN TRANSN AUTH NY				1FE	1,827,180	119.5120	1,792,680	1,500,000	1,757,099	0	(29,275)	0	0	5.000	2.570	MN	12,500	75,000	07/23/2012	11/01/2022
592646-6S-7	METROPOLITAN WASHINGTON D C AR SERIES A				1FE	343,728	117.1630	351,489	300,000	341,920	0	(1,808)	0	0	5.000	3.311	AO	3,750	3,667	05/30/2014	10/01/2028
604146-AR-1	MINNESOTA ST GEN FUND REV				1FE	1,740,927	117.9360	1,892,873	1,605,000	1,721,704	0	(13,908)	0	0	5.000	3.830	MS	26,750	80,250	08/06/2013	03/01/2028
646139-AZ-5	NEW JERSEY ST TURNPIKE AUTH SERIES A				1FE	1,869,648	116.9670	1,929,956	1,650,000	1,858,542	0	(11,106)	0	0	5.000	3.430	JJ	50,188	0	05/14/2014	01/01/2030
650009-G3-1	NEW YORK ST THRUWAY AUTH				1FE	1,915,568	118.1160	1,948,914	1,650,000	1,914,667	0	(901)	0	0	5.000	3.120	JJ	3,208	0	12/04/2014	01/01/2030
679111-US-1	OKLAHOMA ST TURNPIKE AUTH				1FE	994,633	112.1090	947,321	845,000	919,463	0	(23,868)	0	0	5.000	1.961	JJ	21,125	42,250	10/13/2011	01/01/2018
684517-OB-4	ORANGE CNTY FL SCH BRD COPS SERIES A	1			1FE	2,308,173	117.0020	2,457,042	2,100,000	2,297,041	0	(11,132)	0	0	5.000	3.821	FA	43,750	24,750	03/19/2014	08/01/2029
709224-CJ-6	PENNSYLVANIA ST TURNPIKE COMM SERIES A				1FE	1,752,420	118.5750	1,778,625	1,500,000	1,740,446	0	(11,974)	0	0	5.000	3.109	JD	6,250	50,000	05/22/2014	12/01/2027
709224-EV-7	PENNSYLVANIA ST TURNPIKE COMM				1FE	1,409,434	116.2050	1,440,942	1,240,000	1,408,034	0	(1,400)	0</								

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE D - PART 1**

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest					Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	C o d e	F o r e i g n	B o n d C h a r	NAIC Des.	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization) Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	When Paid	Admitted Amount Due and Accrued	Amount Received During Year	Acquired	Stated Contractual Maturity Date
882806-BH-4	TEXAS ST TECH UNIV REVENUE				1FE	2,480,540		116,1690	2,000,000	2,302,743	0	(62,637)	0	0	5.000	1.590	FA	37,778	100,000	02/14/2012	08/15/2019
88283L-EP-7	TEXAS ST TRANS COMM			1	1FE	530,717		109,6090	455,000	498,952	0	(14,705)	0	0	5.000	1.609	AO	5,688	22,750	02/13/2012	04/01/2024
<b>2599999. Subtotal - Bonds - U.S. Special Revenues - Issuer Obligations</b>						<b>39,873,045</b>	<b>XXX</b>	<b>40,299,059</b>	<b>35,991,000</b>	<b>39,045,074</b>	<b>0</b>	<b>(324,535)</b>	<b>0</b>	<b>0</b>	<b>XXX</b>	<b>XXX</b>	<b>XXX</b>	<b>392,355</b>	<b>915,577</b>	<b>XXX</b>	<b>XXX</b>
3128M9-K2-7	FHLMC GOLD POOL G07213			2	1	1,512,631		104,3580	1,487,117	1,510,067	0	(1,368)	0	0	3.500	2.709	MON	4,156	49,876	03/27/2013	11/01/2042
3128MJ-TW-0	FHLMC GOLD POOL G08564			2	1	2,792,514		108,4020	2,860,432	2,791,998	0	(829)	0	0	4.500	2.768	MON	9,895	118,743	12/26/2013	12/01/2043
3136AD-3F-4	FNMA SERIES 2013-45 CLASS CB			2	1	1,725,686		105,4550	1,651,100	1,700,665	0	(8,674)	0	0	4.000	1.749	MON	5,219	62,628	04/10/2013	12/25/2042
3137B0-XC-3	FHLMC MULTIFAMILY STRUCTURED SERIES 4182 CLASS KT			2	1	1,634,258		104,2600	1,574,248	1,621,313	0	(4,168)	0	0	3.500	1.269	MON	4,404	52,847	05/01/2013	05/15/2041
3138AX-YV-8	FNMA POOL AJ6091			2	1	1,396,206		106,8520	1,393,766	1,393,997	0	(1,604)	0	0	4.000	2.856	MON	4,348	52,176	03/27/2013	12/01/2041
3138E1-HX-8	FNMA POOL AJ8345			2	1	1,780,447		106,8520	1,778,504	1,684,455	0	(1,292)	0	0	4.000	2.858	MON	5,548	66,578	03/15/2013	12/01/2041
3138EB-HH-8	FNMA POOL AK6544			2	1	1,460,281		104,2190	1,432,578	1,374,585	0	(4,825)	0	0	3.000	1.802	MON	3,436	41,237	04/08/2013	04/01/2027
3138EG-HT-4	FNMA POOL AL0241			2	1	1,326,720		106,8520	1,319,682	1,235,056	0	(1,256)	0	0	4.000	2.900	MON	4,117	49,402	04/08/2013	04/01/2041
3138EK-NK-7	FNMA POOL AL3093			2	1	2,015,387		104,7250	1,992,320	1,902,430	0	(1,424)	0	0	3.500	2.658	MON	5,549	66,585	03/15/2013	02/01/2043
3138EK-RG-2	FNMA POOL AL3186			2	1	307,059		112,8780	312,430	276,785	0	(271)	0	0	5.500	1.682	MON	1,269	11,417	03/21/2014	03/01/2039
3138EK-US-4	FNMA POOL AL3307			2	1	1,968,505		107,4580	2,033,652	1,892,509	0	(981)	0	0	4.000	3.320	MON	6,308	75,700	06/25/2013	11/01/2042
3138EK-WI-1	FNMA POOL AL3344			2	1	872,353		110,7180	901,349	814,095	0	(880)	0	0	4.500	3.481	MON	3,053	36,634	09/20/2013	10/01/2042
3138EL-BR-3	FNMA POOL AL3647			2	1	1,474,512		106,8520	1,476,353	1,381,681	0	(155)	0	0	4.000	3.453	MON	4,606	5,030	12/18/2014	12/01/2042
3138Y3-MT-5	FNMA POOL AX2169			2	1	1,723,662		108,1180	1,749,079	1,617,750	0	(489)	0	0	4.000	3.501	MON	5,393	5,393	11/04/2014	11/01/2044
31402Q-2V-2	FNMA POOL 735288			2	1	709,504		110,7680	723,710	653,357	0	(99)	0	0	5.000	2.536	MON	2,722	32,668	03/26/2013	03/01/2035
31403D-DX-4	FNMA POOL 745418			2	1	829,605		111,8000	852,383	762,417	0	(6)	0	0	5.500	2.378	MON	3,494	41,933	06/12/2013	04/01/2036
31416B-TA-6	FNMA POOL 995245			2	1	1,530,486		110,4030	1,544,871	1,399,302	0	(2,824)	0	0	5.000	1.605	MON	5,830	40,813	04/16/2014	01/01/2039
31416C-D3-7	FNMA POOL 995722			2	1	1,123,939		110,7810	1,147,237	1,035,590	0	240	0	0	5.000	2.441	MON	4,315	51,779	03/15/2013	05/01/2038
31416V-XY-9	FNMA POOL AB3394			2	1	1,835,296		108,8320	1,838,001	1,688,842	0	(1,555)	0	0	4.500	2.582	MON	6,333	6,333	11/04/2014	08/01/2041
31417G-CE-4	FNMA POOL AB9068			2	1	1,428,530		104,3590	1,403,260	1,344,647	0	(1,132)	0	0	3.500	2.568	MON	3,922	47,063	04/04/2013	04/01/2043
31417G-CF-1	FNMA POOL AB9069			2	1	1,509,167		104,3590	1,479,370	1,417,578	0	(873)	0	0	3.500	2.390	MON	4,135	49,615	04/04/2013	04/01/2043
31418A-6S-8	FNMA POOL MA1770			2	1	1,598,704		108,7810	1,620,345	1,489,548	0	(1,790)	0	0	4.500	3.422	MON	5,586	55,858	01/30/2014	02/01/2044
31418A-JL-3	FNMA POOL MA1166			2	1	1,730,024		105,5100	1,721,012	1,631,136	0	(3,064)	0	0	3.500	2.411	MON	4,757	57,090	03/15/2013	09/01/2032
31419D-4K-4	FNMA POOL AE3525			2	1	935,251		106,8600	929,412	869,748	0	(963)	0	0	4.000	2.840	MON	2,899	34,790	04/03/2013	03/01/2041
<b>2699999. Subtotal - Bonds - U.S. Special Revenues - Residential Mortgage-Backed Securities</b>						<b>35,220,727</b>	<b>XXX</b>	<b>35,222,211</b>	<b>32,895,257</b>	<b>35,130,841</b>	<b>0</b>	<b>(40,282)</b>	<b>0</b>	<b>0</b>	<b>XXX</b>	<b>XXX</b>	<b>XXX</b>	<b>111,294</b>	<b>1,107,158</b>	<b>XXX</b>	<b>XXX</b>
<b>3199999. Total - U.S. Special Revenues Bonds</b>						<b>75,093,772</b>	<b>XXX</b>	<b>75,521,270</b>	<b>68,886,257</b>	<b>74,175,915</b>	<b>0</b>	<b>(364,817)</b>	<b>0</b>	<b>0</b>	<b>XXX</b>	<b>XXX</b>	<b>XXX</b>	<b>503,649</b>	<b>2,022,735</b>	<b>XXX</b>	<b>XXX</b>
00206R-AV-4	AT&T INC				1FE	416,188		101,0800	404,320	400,000	0	(4,824)	0	0	2.500	1.273	FA	3,778	10,000	03/28/2012	08/15/2015
00846U-AJ-0	AGILENT TECHNOLOGIES INC			1	2FE	1,194,528		99,3620	1,192,344	1,200,000	0	464	0	0	3.875	3.930	JJ	21,442	49,600	06/18/2013	07/15/2023
023135-AH-9	AMAZON.COM INC				2FE	417,955		98,9390	415,544	420,000	0	404	0	0	1.200	1.301	MM	448	5,040	11/29/2012	11/29/2017
026874-CZ-8	AMERICAN INTERNATIONAL GROUP			1	2FE	533,919		100,1020	535,546	535,000	0	534,013	0	0	2.300	2.343	JJ	5,640	0	07/09/2014	07/16/2019
031162-BR-0	AMGEN INC				2FE	849,074		99,2110	843,294	849,259	0	185	0	0	1.250	1.287	MM	1,151	5,313	05/19/2014	05/22/2017
032095-AD-3	AMPHENOL CORP				2FE	724,261		99,7220	722,985	725,000	0	73	0	0	1.550	1.585	MS	3,402	0	09/09/2014	09/15/2017
037833-AJ-9	APPLE COMPUTER INC				1FE	1,813,284		98,5160	1,792,991	1,820,000	0	1,324	0	0	1.000	1.076	MM	2,932	18,200	04/30/2013	05/03/2018
05531F-AN-3	BB&T CORPORATION			1	1FE	459,328		100,6590	463,031	460,000	0	130	0	0	2.050	2.081	JD	314	9,430	06/14/2013	06/19/2018
06050T-LR-1	BANK OF AMERICA NA SERIES FXD				1FE	469,652		99,6390	468,303	470,000	0	115	0	0	1.125	1.150	MM	690	5,288	11/06/2013	11/14/2016
06051G-EX-3	BANK OF AMERICA CORP				1FE	1,929,564		100,7780	1,914,782	1,925,905	0	(3,660)	0	0	2.600	2.245	JJ	22,779	24,700	05/20/2014	01/15/2019
06406H-CC-1	BANK OF NEW YORK MELLON SERIES MTN			1	1FE	226,793		100,0330	227,075	227,000	0	70	0	0	1.200	1.231	FA	991	2,724	02/21/2012	02/20/2015
075887-BD-0	BECTON DICKINSON AND CO				2FE	595,000		100,3690	597,196	595,000	0	0	0	0	1.800	1.800	JD	476	0	12/04/2014	12/15/2017
075896-AA-8	BED BATH AND BEYOND INC			1	2FE	704,993		101,3790	714,722	705,000	0	8	0	0	3.749	3.749	FA	12,041	0	07/14/2014	08/01/2024
09247X-AK-7	BLACKROCK INC				1FE	100,142		100,4590	100,459	100,000	0	(48)	0	0	1.375	1.327	JD	115	1,375	05/29/2012	06/01/2015
097023-BE-4	BOEING CO				1FE	123,624		97,7810	122,226	125,000	0	269	0	0	0.950	1.176	MM	152	1,188	04/30/2013	05/15/2018
13342B-AN-5	CAMERON INTERNATIONAL CORP				2FE	569,721		98,4920	561,404	570,000	0	48	0	0	1.400	1.417	JD	355	3,879	06/17/2014	06/15/2017
140420-NG-1	CAPITAL ONE BANK USA SERIES BKNT				1FE	739,697		99,1330	733,584	740,000	0	88	0	0	1.200	1.214	FA	3,404	4,440	02/10/2014	02/13/2017
140420-NL-0	CAPITAL ONE BANK USA			1	1FE	249,970		99,1400	247,850	250,000	0	5	0	0	1.300	1.304	JD	235	1,625	06/03/2014	06/05/2017
14912L-AM-0	CATERPILLAR FINANCE SE MTN				1FE	558,818		101,1470	538,102	532,000	0	(7,773)	0	0	2.750	1.266	JD	284	14,630	12/30/2011	06/24/2015
14912L-SB-3	CATERPILLAR FINANCE SE				1FE	99,915		100,1680	100,168	100,000	0	29	0	0	1.050	1.079	MS	277	1,050	03/26/2012	03/26/2015
14912L-6D-8	CATERPILLAR FINANCE SE SERIES MTN																				

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE D - PART 1**

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest				Dates		
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	C o d e	F o r e i g n	B o n d C h a r	NAIC Des.	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization) Accretion	Current Year's Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	When Paid	Admitted Amount Due and Accrued	Amount Received During Year	Acquired	Stated Contractual Maturity Date
22160K-AE-5	HEALTH CARE REIT				1FE	1,249,750	99.3500	1,241,875	1,250,000	1,249,852	0	49	0	0	1.125	1.129	JD	625	14,063	12/07/2012	12/15/2017
25468P-CV-6	WALT DISNEY COMPANY				1FE	258,151	99.4010	258,443	260,000	258,908	0	365	238	0	1.100	1.247	JD	238	2,860	11/30/2012	12/01/2017
263534-BY-4	E I DU PONT DE NEMOURS				1FE	214,114	100.0660	200,132	200,000	200,205	0	(5,259)	0	0	3.250	0.608	JJ	2,997	6,500	05/04/2012	01/15/2015
26441C-AK-1	DUKE ENERGY CORP			1	2FE	1,248,638	100.9130	1,261,413	1,250,000	1,249,045	0	284	0	0	2.100	2.123	JD	2,977	26,250	06/10/2013	06/15/2018
278642-AG-8	EBAY INC				1FE	1,399,216	99.2340	1,399,276	1,400,000	1,399,511	0	188	0	0	1.350	1.364	JJ	8,715	18,900	06/07/2013	07/15/2017
30219G-AB-4	EXPRESS SCRIPTS HOLDING				2FE	348,799	100.1230	350,431	350,000	349,933	0	582	0	0	2.100	2.270	FA	2,898	7,350	01/14/2013	02/12/2015
30219G-AJ-7	EXPRESS SCRIPTS HOLDING				2FE	799,696	98.9630	791,704	800,000	799,753	0	57	0	0	1.250	1.263	JD	806	4,917	06/02/2014	06/02/2017
345397-ND-1	FORD MOTOR CREDIT CO				2FE	751,478	102.6010	738,727	720,000	741,727	0	(8,618)	0	0	3.000	1.735	JD	1,140	21,600	11/07/2013	06/12/2017
345397-NL-3	FORD MOTOR CREDIT CO				2FE	479,822	101.7550	488,424	480,000	479,864	0	34	0	0	2.875	2.883	AO	3,450	13,800	09/26/2013	10/01/2018
345397-NN-9	FORD MOTOR CREDIT CO				2FE	434,591	99.4620	432,660	435,000	434,739	0	133	0	0	1.500	1.530	JJ	2,973	4,441	11/06/2013	01/17/2017
369550-AS-7	GENERAL DYNAMICS CORP				1FE	711,904	100.0230	705,162	705,000	705,089	0	(2,279)	0	0	1.375	1.049	JJ	4,470	9,694	12/20/2011	01/15/2015
36962G-WI-9	GENERAL ELECTRIC CAP CORP				1FE	438,720	100.1530	440,673	440,000	439,155	0	251	0	0	1.625	1.686	AO	1,768	7,150	03/25/2013	04/02/2018
37331N-AD-3	GEORGIA PACIFIC SERIES 144A				2FE	1,199,964	102.2760	1,227,312	1,200,000	1,199,956	0	3	0	0	3.734	3.734	JJ	20,661	47,795	06/18/2013	07/15/2023
38144L-AB-6	GOLDMAN SACH GROUP INC				1FE	1,523,392	111.2650	1,446,445	1,300,000	1,442,209	0	(51,410)	0	0	6.250	2.015	MS	27,083	81,250	05/23/2013	09/01/2017
384780-AA-0	GRAIN SPECTRUM FUNDING II SERIES 144A				1FE	445,000	100.5200	447,314	445,000	445,000	0	0	0	0	3.290	3.290	AO	3,701	0	09/16/2014	10/10/2019
42809H-AE-7	HESS CORP				2FE	359,572	98.5250	354,690	360,000	359,645	0	73	0	0	1.300	1.341	JD	208	2,223	06/19/2014	06/15/2017
428236-BY-8	HEWLETT-PACKARD CO				2FE	494,772	100.1280	495,634	495,000	494,814	0	42	0	0	2.750	2.760	JJ	6,315	6,806	01/09/2014	01/14/2019
446438-RG-0	HUNTINGTON NATIONAL BANK				1FE	808,720	99.3920	805,075	810,000	808,925	0	205	0	0	2.200	2.233	AO	4,455	10,197	02/26/2014	04/01/2019
458140-AL-4	INTEL CORP				1FE	559,406	99.8540	559,182	560,000	559,645	0	117	0	0	1.350	1.372	JD	336	7,560	12/11/2012	12/15/2017
46625H-JA-9	JP MORGAN CHASE & CO				1FE	1,481,326	102.7940	1,439,112	1,400,000	1,440,035	0	(26,088)	0	0	3.150	1.234	JJ	21,560	44,100	05/23/2013	07/05/2016
482480-AB-6	KLA-TENCOR CORPORATION				2FE	669,598	100.5270	673,531	670,000	669,618	0	20	0	0	2.375	2.396	MN	2,431	0	10/30/2014	11/01/2017
487836-BG-2	KELLOGG CO				2FE	199,982	100.2680	200,536	200,000	199,998	0	6	0	0	1.125	1.128	MN	288	2,250	05/18/2012	05/15/2015
50076Q-AK-2	KRAFT FOODS INC				2FE	149,990	100.4260	150,639	150,000	149,998	0	4	0	0	1.625	1.628	JD	183	2,438	01/18/2013	06/04/2015
585055-AR-7	MEDTRONIC INC				1FE	581,704	100.4430	552,437	550,000	552,047	0	(9,904)	0	0	3.000	1.179	MS	4,858	16,500	12/20/2011	03/15/2015
589331-AK-3	MERCK AND CO INC				1FE	279,460	100.6720	251,680	250,000	251,557	0	(9,301)	0	0	4.750	0.996	MS	3,958	11,875	12/20/2011	03/01/2015
59217G-AZ-2	MET LIFE GLOB FUNDING I SERIES 144A				1FE	858,822	99.5550	856,173	860,000	859,168	0	229	0	0	1.875	1.904	JD	403	16,125	06/17/2013	06/22/2018
61166W-AS-0	MONSANTO CO				1FE	1,493,717	99.6300	1,489,469	1,495,000	1,493,842	0	125	0	0	2.125	2.143	JJ	15,884	0	07/02/2014	07/15/2019
615369-AD-7	MOODY'S CORPORATION			1	2FE	334,457	100.8230	337,757	335,000	334,498	0	40	0	0	2.750	2.771	JJ	4,222	0	07/07/2014	07/15/2019
61746B-DQ-6	MORGAN STANLEY SERIES F				1FE	1,040,802	102.6040	1,077,342	1,050,000	1,041,317	0	515	0	0	3.875	3.982	AO	7,007	20,457	04/23/2014	04/29/2024
61761J-VM-8	MORGAN STANLEY				1FE	114,876	99.6340	114,579	115,000	114,878	0	2	0	0	1.625	1.911	JJ	156	0	12/02/2014	01/05/2018
681936-BB-5	OMEGA HEALTHCARE INVESTORS			1	2FE	898,827	104.0640	946,982	910,000	899,031	0	204	0	0	4.950	5.115	AO	11,261	0	10/16/2014	04/01/2024
68389X-AN-5	ORACLE CORPORATION				1FE	499,135	99.6440	498,220	500,000	499,508	0	172	0	0	1.200	1.236	AO	1,267	6,000	10/25/2012	10/15/2017
69353R-DY-1	PNC BANK NA			1	1FE	1,659,685	99.8880	1,658,141	1,660,000	1,659,712	0	28	0	0	1.500	1.506	AO	7,124	0	09/15/2014	10/18/2017
717081-DD-2	PFIZER INC				1FE	1,697,280	99.6030	1,693,251	1,700,000	1,698,458	0	746	0	0	0.900	0.945	JJ	7,055	17,085	05/28/2013	01/15/2017
74005P-AV-6	PRAXAIR INC				1FE	80,966	101.8960	76,422	75,000	76,241	0	(1,746)	0	0	3.250	0.892	MS	718	2,438	04/09/2012	09/15/2015
74005P-BH-6	PRAXAIR INC				1FE	379,840	97.6910	371,226	380,000	379,887	0	28	0	0	1.250	1.258	MN	713	4,750	04/29/2013	11/07/2018
74153W-BZ-1	PRICOR GLOBAL FUND SERIES 144A				1FE	644,503	98.6270	636,144	645,000	644,657	0	97	0	0	1.600	1.616	MN	917	10,320	05/21/2013	05/29/2018
842587-CK-1	SOUTHERN CO				1FE	244,922	99.5890	243,993	245,000	244,931	0	9	0	0	1.300	1.311	FA	1,141	0	08/19/2014	08/15/2017
863667-AD-3	STRYKER CORP				1FE	716,868	98.5440	709,517	720,000	717,947	0	613	0	0	1.300	1.390	AO	2,340	9,360	03/20/2013	04/01/2018
867914-BG-7	SUNTRUST BANKS INC			1	2FE	919,181	100.6570	926,044	920,000	919,285	0	103	0	0	2.500	2.519	MN	3,833	11,500	04/24/2014	05/01/2019
87165B-AA-1	SYNCHRONY FINANCIAL			1	2FE	155,864	100.1940	156,303	156,000	155,881	0	17	0	0	1.875	1.905	FA	1,138	0	08/06/2014	08/15/2017
871829-AR-8	SYSCO CORP				1FE	804,694	99.8900	804,115	805,000	804,719	0	25	0	0	1.450	1.463	AO	2,866	0	09/23/2014	10/02/2017
88250B-AV-6	TEXAS INSTRUMENTS INC				1FE	1,089,770	98.2540	1,080,794	1,100,000	1,083,087	0	2,021	0	0	1.000	1.193	MN	1,833	11,000	05/01/2013	05/01/2018
89233P-SZ-5	TOYOTA MOTOR CREDIT CORP				1FE	349,475	100.0750	350,263	350,000	349,977	0	177	0	0	1.000	1.051	FA	1,303	3,500	02/17/2012	02/17/2015
89236T-AL-9	TOYOTA MOTOR CREDIT CORP				1FE	619,746	100.1580	620,980	620,000	619,883	0	84	0	0	0.800	0.814	MN	606	4,960	05/14/2013	05/17/2016
902494-AW-3	TYSON FOODS INC			1	2FE	249,835	100.9110	252,278	250,000	249,848	0	13	0	0	2.650	2.664	FA	2,632	0	08/05/2014	08/15/2019
913017-BH-1	UNITED TECHNOLOGIES CORP				1FE	1,078,567	101.4000	991,692	978,000	991,187	0	(39,376)	0	0	4.875	0.813	MN	7,946	47,678	12/14/2012	05/01/2015
92277G-AC-1	VENTAS REALTY LP/CAP CPP				2FE	164,695	99.0690	163,464	165,000	164,766	0	71	0	0	1.250	1.313	AO	424	1,031	04/10/2014	04/17/2017
92343V-BN-3	VERIZON COMMUNICATIONS				2FE	327,747	102.2170	335,272	328,000	327,854	0	83	0	0	2.500	2.527	MS	2,414	8,132	09/11/2013	09/15/2016
92343V-CE-2	VERIZON COMMUNICATIONS	</																			

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE D - PART 1**

Showing All Long-Term BONDS Owned December 31 of Current Year

1 CUSIP Identification	2 Description	Codes			6 NAIC Des.	7 Actual Cost	Fair Value		10 Par Value	11 Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value				Interest					Dates	
		3 C o d e	4 F o r e i g n	5 B o n d C h a r			8 R a t e U s e d t o O b t a i n F a i r V a l u e	9 F a i r V a l u e			12 U n r e a l i z e d V a l u e I n c r e a s e/ (D e c r e a s e)	13 C u r r e n t Y e a r s (A m o r t i z a t i o n) A c c r e t i o n	14 C u r r e n t Y e a r s O t h e r - T h a n - T e m p o r a r y I m p a i r m e n t R e c o g n i z e d	15 T o t a l F o r e i g n E x c h a n g e i n B o o k/ A d j u s t e d C a r r y i n g V a l u e	16 R a t e o f	17 E f f e c t i v e R a t e o f	18 W h e n P a i d	19 A d m i t t e d A m o u n t D u e a n d A c c r u e d	20 A m o u n t R e c e i v e d D u r i n g Y e a r	21 A c q u i r e d	22 S t a t e d C o n t r a c t u a l M a t u r i t y D a t e
893526-DL-4	TRANS-CANADA PIPELINES	A			1FE	438,368	100.0530	440,233	440,000	439,907	0	549	0	0	0.875	1.001	MS	1,273	3,850	03/02/2012	03/02/2015
00507U-AD-3	ACTAVIS FUNDING SCS SERIES W1	F			2FE	653,279	98.2950	643,832	653,000	653,335	0	54	0	0	2.450	2.511	JD	713	7,845	11/12/2014	06/15/2019
3299999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations						57,201,957	XXX	56,886,103	56,696,000	56,881,217	0	(156,578)	0	0	XXX	XXX	XXX	320,911	788,595	XXX	XXX
46625Y-NE-9	JP MORGAN CHASE COMMERCIAL MTG SERIES 2005-LDP2 CLASS AM		2		1FM	1,279,808	100.7790	1,199,270	1,190,000	1,207,872	0	(43,748)	0	0	4.780	1.067	MON	4,740	56,882	05/02/2013	07/15/2042
46642E-AV-8	JPMBB COMMERCIAL MORTGAGE SECU SERIES 2014-C21 CLASS A2		2		1FM	1,472,897	102.8730	1,471,084	1,430,000	1,469,040	0	(3,857)	0	0	2.892	2.225	MON	3,446	17,230	07/01/2014	08/15/2047
3499999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Commercial Mortgage-Backed Securities						2,752,705	XXX	2,670,354	2,620,000	2,676,912	0	(47,605)	0	0	XXX	XXX	XXX	8,186	74,112	XXX	XXX
55818P-AA-8	MADISON PARK FUNDING LTD SERIES 2014-12A CLASS A 144A	F	2		1FE	2,980,000	100.0340	2,981,013	2,980,000	2,980,000	0	0	0	0	1.731	1.734	JAJO	10,459	20,376	05/08/2014	07/20/2026
65531W-AA-8	NOMAD CLO LTD SERIES 2013-1A CLASS A1 144A	F	2		1FE	1,980,000	98.4670	1,969,342	2,000,000	1,981,650	0	1,650	0	0	1.431	1.619	JAJO	6,199	21,733	02/21/2014	01/15/2025
92329X-AA-6	VENTURE CDO LTD SERIES 2014-16A CLASS A1L 144A	F	2		1FE	2,835,575	100.1180	2,853,363	2,850,000	2,837,047	0	1,471	0	0	1.731	1.814	JAJO	10,684	31,787	02/14/2014	04/15/2026
3599999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Other Loan-Backed and Structured Securities						7,795,575	XXX	7,803,718	7,830,000	7,798,697	0	3,121	0	0	XXX	XXX	XXX	27,342	73,896	XXX	XXX
3899999. Total - Industrial and Miscellaneous (Unaffiliated) Bonds						67,750,237	XXX	67,360,175	67,146,000	67,356,826	0	(201,062)	0	0	XXX	XXX	XXX	356,439	936,603	XXX	XXX
4899999. Total - Hybrid Securities						0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX
5599999. Total - Parent, Subsidiaries and Affiliates Bonds						0	XXX	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX	
7799999. Total - Issuer Obligations						138,572,451	XXX	138,336,426	128,100,000	135,261,834	0	(1,220,798)	0	0	XXX	XXX	XXX	1,225,659	3,399,822	XXX	XXX
7899999. Total - Residential Mortgage-Backed Securities						38,696,714	XXX	38,638,864	36,103,914	38,597,699	0	(44,878)	0	0	XXX	XXX	XXX	121,355	1,227,884	XXX	XXX
7999999. Total - Commercial Mortgage-Backed Securities						2,752,705	XXX	2,670,354	2,620,000	2,676,912	0	(47,605)	0	0	XXX	XXX	XXX	8,186	74,112	XXX	XXX
8099999. Total - Other Loan-Backed and Structured Securities						7,795,575	XXX	7,803,718	7,830,000	7,798,697	0	3,121	0	0	XXX	XXX	XXX	27,342	73,896	XXX	XXX
8399999. Total Bonds						187,817,445	XXX	187,449,362	174,653,914	184,335,142	0	(1,310,160)	0	0	XXX	XXX	XXX	1,382,542	4,775,714	XXX	XXX

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ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE D - PART 2 - SECTION 1**

Showing All PREFERRED STOCKS Owned December 31 of Current Year

1 CUSIP Identification	2 Description	Codes		5 Number of Shares	6 Par Value Per Share	7 Rate Per Share	8 Book/ Adjusted Carrying Value	Fair Value		11 Actual Cost	Dividends			Change in Book/Adjusted Carrying Value				20 NAIC Designation	21 Date Acquired	
		3 Code	4 Foreign					9 Rate Per Share Used to Obtain Fair Value	10 Fair Value		12 Declared but Unpaid	13 Amount Received During Year	14 Nonadmitted Declared But Unpaid	15 Unrealized Valuation Increase/ (Decrease)	16 Current Year's (Amortization) Accretion	17 Current Year's Other-Than-Temporary Impairment Recognized	18 Total Change in Book/Adjusted Carrying Value (15 + 16 - 17)			19 Total Foreign Exchange Change in Book/ Adjusted Carrying Value
<b>NONE</b>																				
8999999	Total Preferred Stocks							XXX											XXX	XXX

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE D - PART 2 - SECTION 2**

Showing All COMMON STOCKS Owned December 31 of Current Year

1	2	Codes		5	6	Fair Value		9	Dividends			Change in Book/Adjusted Carrying Value				17	18
		3	4			7	8		10	11	12	13	14	15	16		
CUSIP Identification	Description	Code	Foreign	Number of Shares	Book/Adjusted Carrying Value	Rate Per Share Used to Obtain Fair Value	Fair Value	Actual Cost	Declared but Unpaid	Amount Received During Year	Nonadmitted Declared But Unpaid	Unrealized Valuation Increase/ (Decrease)	Current Year's Other-Than-Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (13 - 14)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	NAIC Market Indicator (a)	Date Acquired
464287-16-8	1SHARES MSCI EAFE INDEX FUND MULTI-CAP			20,880,000	1,657,872	79.400	1,657,872	1,118,030	0	50,237	0	168,084	0	168,084	0	XXX	10/11/2013
464287-40-8	1SHARES MSCI EAFE INDEX FUND LARGE-CAP			37,680,000	3,533,254	93.770	3,533,254	2,355,014	0	75,465	0	313,121	0	313,121	0	XXX	10/11/2013
78462F-10-3	SPDR TRUST SERIES 1			10,430,000	2,143,782	205.540	2,143,782	1,387,351	11,837	38,390	0	217,466	0	217,466	0	XXX	10/11/2013
78464A-76-3	SPDR BARCLAYS INTERMEDIATE ETF			47,700,000	3,758,760	78.800	3,758,760	2,523,025	0	178,236	0	294,786	0	294,786	0	XXX	10/11/2013
921943-85-8	VANGUARD ETF			62,810,000	2,379,243	37.880	2,379,243	2,078,837	0	87,557	0	(238,678)	0	(238,678)	0	XXX	10/11/2013
921946-40-6	VANGUARD HIGH DIV YIELD ETF			31,310,000	2,152,563	68.750	2,152,563	1,425,136	0	59,739	0	201,323	0	201,323	0	XXX	10/11/2013
922042-77-5	VANGUARD INTERNATIONAL EQUITY			52,400,000	2,455,464	46.860	2,455,464	2,227,214	0	86,512	0	(202,788)	0	(202,788)	0	XXX	10/11/2013
922908-74-4	VANGUARD LARGE-CAP			41,740,000	3,526,612	84.490	3,526,612	2,306,817	0	78,178	0	338,094	0	338,094	0	XXX	10/11/2013
9099999	Subtotal - Common Stock - Industrial and Miscellaneous (Unaffiliated)				21,607,550	XXX	21,607,550	15,421,424	11,837	654,314	0	1,091,408	0	1,091,408	0	XXX	XXX
9799999	Total Common Stocks				21,607,550	XXX	21,607,550	15,421,424	11,837	654,314	0	1,091,408	0	1,091,408	0	XXX	XXX
9899999	Total Preferred and Common Stocks				21,607,550	XXX	21,607,550	15,421,424	11,837	654,314	0	1,091,408	0	1,091,408	0	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues \_\_\_\_\_, the total \$ value (included in Column 8) of all such issues \$ \_\_\_\_\_

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE D - PART 3**

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

1	2	3	4	5	6	7	8	9
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends
880541-UJ-4	TENNESSEE ST SERIES A 5.000% 09/01/23		12/04/2014	Fidelity Capital Markets		1,868,205	1,500,000	22,917
<b>1799999</b>	<b>Subtotal - Bonds - U.S. States, Territories and Possessions</b>					<b>1,868,205</b>	<b>1,500,000</b>	<b>22,917</b>
02765U-GC-2	AMERICAN MUN PWIR-OHIO INC SERIES A 5.000% 02/15/29		12/19/2014	RBC Dominion		2,424,749	2,130,000	.0
3138EK-RG-2	FNMA POOL AL3186 5.500% 03/01/39		03/21/2014	Pershing		307,059	276,785	1,057
3138EL-BR-3	FNMA POOL AL3647 4.000% 12/01/42		12/18/2014	DBTC AMERICA/PNC BANK		1,474,512	1,381,681	2,763
3138Y3-MT-5	FNMA POOL AX2169 4.000% 11/01/44		11/04/2014	DBTC AMERICA/PNC BANK		1,723,662	1,617,750	2,157
31416B-TA-6	FNMA POOL 995245 5.000% 01/01/39		04/16/2014	Cantor Fitzgerald & Co		1,530,486	1,399,302	2,138
31416Y-XY-9	FNMA POOL AB3394 4.500% 08/01/41		11/04/2014	FIDELITY FSP INDUSTRIAL I		1,835,296	1,688,842	2,533
31418A-6G-8	FNMA POOL MA1770 4.500% 02/01/44		01/30/2014	Nomura Securities		1,598,704	1,489,548	2,234
442435-4Q-3	HOUSTON TEX UTIL SYS REV SER C 5.000% 05/15/28		03/13/2014	National Financial Services		460,655	405,000	.0
582646-6S-7	METROPOLITAN WASHINGTON D C AR SERIES A 5.000% 10/01/28		05/30/2014	Merrill Lynch		343,728	300,000	.0
646139-4Z-5	NEW JERSEY ST TURNPIKE AUTH SERIES A 5.000% 01/01/30		05/14/2014	Goldman Sachs & Co		1,869,648	1,650,000	.0
650009-G3-1	NEW YORK ST THRUWAY AUTH 5.000% 01/01/30		12/04/2014	Goldman Sachs & Co		1,915,568	1,650,000	.0
684517-QB-4	ORANGE CNTY FL SCH BRD COPS SERIES A 5.000% 08/01/29		03/19/2014	Chase		2,308,173	2,100,000	.0
709224-CJ-6	PENNSYLVANIA ST TURNPIKE COMMI SERIES A 5.000% 12/01/27		05/22/2014	National Financial Services		1,752,420	1,500,000	11,875
709224-EV-7	PENNSYLVANIA ST TURNPIKE COMMI 5.000% 12/01/31		11/06/2014	RBC Dominion		1,409,434	1,240,000	.0
71883P-JJ-2	PHOENIX ARIZ CIVIC IMPT CORP 5.000% 07/01/29		03/19/2014	Goldman Sachs & Co		675,768	590,000	.0
<b>3199999</b>	<b>Subtotal - Bonds - U.S. Special Revenues</b>					<b>21,629,862</b>	<b>19,418,908</b>	<b>24,757</b>
026874-CZ-8	AMERICAN INTERNATIONAL GROUP 2.300% 07/16/19		07/09/2014	Goldman Sachs & Co		533,919	535,000	.0
031162-BR-0	AMGEN INC 1.250% 05/22/17		05/19/2014	Bony/Barclays Capital Inc		849,074	850,000	.0
032095-AD-3	AMPHENOL CORP 1.550% 09/15/17		09/09/2014	Chase		724,261	725,000	.0
06051G-EX-3	BANK OF AMERICA CORP 2.600% 01/15/19		05/20/2014	RBC Dominion		1,929,564	1,900,000	17,564
075887-BD-0	BECTON DICKINSON AND CO 1.800% 12/15/17		12/04/2014	Goldman Sachs & Co		595,000	595,000	.0
075896-AA-8	BED BATH AND BEYOND INC 3.749% 08/01/24		07/14/2014	J P Morgan		704,993	705,000	.0
13342B-AN-5	CAMERON INTERNATIONAL CORP 1.400% 06/15/17		06/17/2014	CS First Boston		569,721	570,000	.0
140420-NG-1	CAPITAL ONE BANK USA SERIES BKNT 1.200% 02/13/17		02/10/2014	Bony/Barclays Capital Inc		739,697	740,000	.0
140420-NL-0	CAPITAL ONE BANK USA 1.300% 06/05/17		06/03/2014	Chase		259,970	250,000	.0
14912L-6D-8	CATERPILLAR FINANCE SE SERIES MTN 1.250% 08/18/17		08/13/2014	Citigroup Global Markets		259,870	260,000	.0
151020-AN-4	CELGENE CORP 2.250% 05/15/19		05/06/2014	CS First Boston		403,992	405,000	.0
172967-HY-0	CITIGROUP INC 1.550% 08/14/17		08/07/2014	Citigroup Global Markets		868,782	870,000	.0
30219G-AJ-7	EXPRESS SCRIPTS HOLDING 1.250% 06/02/17		06/02/2014	Chase		799,696	800,000	.0
384780-AA-0	GRAIN SPECTRUM FUNDING II SERIES 144A 3.290% 10/10/19		09/16/2014	Morgan Stanley		445,000	445,000	.0
42809H-AE-7	HESS CORP 1.300% 06/15/17		06/19/2014	Morgan Stanley		359,572	360,000	.0
428236-BY-8	HEWLETT-PACKARD CO 2.750% 01/14/19		01/09/2014	Bank of America		494,772	495,000	.0
446438-RG-0	HUNTINGTON NATIONAL BANK 2.200% 04/01/19		02/26/2014	CS First Boston		808,720	810,000	.0
46642E-AV-8	JPMBB COMMERCIAL MORTGAGE SECU SERIES 2014-C21 CLASS A2 2.892% 08/15/47		07/01/2014	Chase		1,472,897	1,430,000	2,412
482480-AB-6	KLA-TENCOR CORPORATION 2.375% 11/01/17		10/30/2014	J P Morgan		669,598	670,000	.0
61166W-AS-0	MONSANTO CO 2.125% 07/15/19		07/02/2014	Various		1,493,717	1,495,000	430
615369-AD-7	MOODY'S CORPORATION 2.750% 07/15/19		07/07/2014	J P Morgan		334,457	335,000	.0
61746B-DQ-6	MORGAN STANLEY SERIES F 3.875% 04/29/24		04/23/2014	Morgan Stanley		1,040,802	1,050,000	.0
61761J-VM-8	MORGAN STANLEY 1.875% 01/05/18		12/02/2014	Morgan Stanley		114,876	115,000	.0
681936-BB-5	OMEGA HEALTHCARE INVESTORS 4.950% 04/01/24		10/16/2014	Tax Free Exchange		898,827	910,000	1,877
69353R-DY-1	PNC BANK NA 1.500% 10/18/17		09/15/2014	Citigroup Global Markets		1,659,685	1,660,000	.0
842587-CK-1	SOUTHERN CO 1.300% 08/15/17		08/19/2014	Chase		244,922	245,000	.0
867914-BG-7	SUNTRUST BANKS INC 2.500% 05/01/19		04/24/2014	Suntrust Bank		919,181	920,000	.0
87165B-AA-1	SYNCHRONY FINANCIAL 1.875% 08/15/17		08/06/2014	J P Morgan		155,864	156,000	.0
871829-AR-8	SYSCO CORP 1.450% 10/02/17		09/23/2014	Goldman Sachs & Co		804,694	805,000	.0
902494-AW-3	TYSON FOODS INC 2.650% 08/15/19		08/05/2014	Morgan Stanley		249,835	250,000	.0
92277G-AC-1	VENTAS REALTY LP/CAP CRP 1.250% 04/17/17		04/10/2014	Citigroup Global Markets		164,695	165,000	.0
92343V-CE-2	VERIZON COMMUNICATIONS 1.350% 06/09/17		06/04/2014	J P Morgan		709,645	710,000	.0
92343V-CN-2	VERIZON COMMUNICATIONS 3.000% 11/01/21		10/22/2014	Wachovia Securities		378,856	380,000	.0
931427-AA-6	WALGREENS BOOTS ALLIANCE 2.700% 11/18/19		11/06/2014	Morgan Stanley		1,822,792	1,825,000	.0
963320-AS-5	WHIRLPOOL CORP SERIES 3YR 1.650% 11/01/17		10/30/2014	J P Morgan		714,957	715,000	.0
963919-AG-6	XILINX CORP 2.125% 03/15/19		03/05/2014	J P Morgan		815,711	820,000	.0
00507U-AD-3	ACTAVIS FUNDING SCS SERIES W1 2.450% 06/15/19	F.	11/12/2014	Tax Free Exchange		653,279	655,000	6,374
55818P-AA-8	MADISON PARK FUNDING LTD SERIES 2014-12A CLASS A 144A 1.731% 07/20/26	F.	05/08/2014	First Union Capital Markets		2,980,000	2,980,000	.0
65531W-AA-8	NOMAD CLO LTD SERIES 2013-1A CLASS A1 144A 1.431% 01/15/25	F.	02/21/2014	Morgan Stanley		1,980,000	2,000,000	3,358
92329X-AA-6	VENTURE CDO LTD SERIES 2014-16A CLASS A1L 144A 1.731% 04/15/26	F.	02/14/2014	Chase		2,835,573	2,850,000	.0
<b>3899999</b>	<b>Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)</b>					<b>34,451,466</b>	<b>34,456,000</b>	<b>32,015</b>
<b>8399997</b>	<b>Total - Bonds - Part 3</b>					<b>57,949,533</b>	<b>55,374,908</b>	<b>79,689</b>
<b>8399998</b>	<b>Total - Bonds - Part 5</b>					<b>7,392,845</b>	<b>7,346,352</b>	<b>97,647</b>
<b>8399999</b>	<b>Total - Bonds</b>					<b>65,342,378</b>	<b>62,721,260</b>	<b>177,336</b>
<b>8999997</b>	<b>Total - Preferred Stocks - Part 3</b>					<b>0</b>	<b>XXX</b>	<b>0</b>

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ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE D - PART 3**

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends
8999998. Total - Preferred Stocks - Part 5								
8999999. Total - Preferred Stocks								
						0	XXX	0
9799997. Total - Common Stocks - Part 3								
9799998. Total - Common Stocks - Part 5								
						0	XXX	0
9799999. Total - Common Stocks								
						0	XXX	0
9899999. Total - Preferred and Common Stocks								
						0	XXX	0
9999999 - Totals						65,342,378	XXX	177,336



ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE D - PART 4**

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21
										11	12	13	14	15						
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ Decrease	Current Year's (Amortization)/ Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Change in Book/ Adjusted Carrying Value (11+12-13)	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date
36180J-V6-8	GNMA POOL AD6937 3.500% 03/20/43		12/01/2014	Paydown		93,130	93,130	100,755	100,647	0	(7,517)	0	(7,517)	0	93,130	0	0	0	1,917	03/20/2043
36180K-B2-6	GNMA POOL AD7257 3.500% 03/15/43		12/01/2014	Paydown		70,017	70,017	75,400	75,275	0	(5,257)	0	(5,257)	0	70,017	0	0	0	1,530	03/15/2043
3620AC-Z3-1	GNMA POOL 726262 5.000% 09/15/39		12/01/2014	Paydown		162,592	162,592	178,852	178,629	0	(16,037)	0	(16,037)	0	162,592	0	0	0	4,168	09/15/2039
<b>0599999. Subtotal - Bonds - U.S. Governments</b>						<b>325,739</b>	<b>325,739</b>	<b>355,007</b>	<b>354,551</b>	<b>0</b>	<b>(28,811)</b>	<b>0</b>	<b>(28,811)</b>	<b>0</b>	<b>325,739</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>7,615</b>	<b>XXX</b>
167560-LM-1	CHICAGO IL MET WTR RECLAMATION 5.000% 12/01/18		03/19/2014	Stifel Nicolaus & Co		802,981	725,000	852,847	803,438	0	(6,104)	0	(6,104)	0	797,333	0	5,648	5,648	11,378	12/01/2018
<b>2499999. Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions</b>						<b>802,981</b>	<b>725,000</b>	<b>852,847</b>	<b>803,438</b>	<b>0</b>	<b>(6,104)</b>	<b>0</b>	<b>(6,104)</b>	<b>0</b>	<b>797,333</b>	<b>0</b>	<b>5,648</b>	<b>5,648</b>	<b>11,378</b>	<b>XXX</b>
101029-PY-6	BOSTON MA WTR & SWR COMMISSION 5.000% 11/01/17		12/04/2014	BC Zeigler		494,349	440,000	542,225	508,986	0	(16,693)	0	(16,693)	0	492,292	0	2,056	2,056	24,322	11/01/2017
207758-KV-4	CONNECTICUT ST SPL TAX OBLIG 5.000% 11/01/17		03/13/2014	Paine Webber		748,833	650,000	753,352	709,582	0	(3,177)	0	(3,177)	0	706,405	0	42,428	42,428	12,368	11/01/2017
235416-2D-5	DALLAS TEX WTRWKS & SWR SYS 5.000% 10/01/15		12/04/2014	Stifel Nicolaus & Co		363,209	350,000	394,111	377,742	0	(14,858)	0	(14,858)	0	362,884	0	325	325	20,806	10/01/2015
3128M9-K2-7	FHLMC GOLD POOL G07213 3.500% 11/01/42		12/01/2014	Paydown		122,974	122,974	130,535	130,432	0	(7,458)	0	(7,458)	0	122,974	0	0	0	2,493	11/01/2042
3128MJ-TW-0	FHLMC GOLD POOL G08564 4.500% 12/01/43		12/01/2014	Paydown		611,274	611,274	646,900	646,972	0	(35,698)	0	(35,698)	0	611,274	0	0	0	17,684	12/01/2043
3133XV-NU-1	FEDERAL HOME LOAN BANK FNMA SERIES 2013-45 CLASS CB 4.000% 12/25/42		12/12/2014	Maturity		3,500,000	3,500,000	3,619,910	3,530,756	0	(30,756)	0	(30,756)	0	3,500,000	0	0	0	96,250	12/12/2014
3136AD-3F-4	FHLMC MULTIFAMILY STRUCTURED SERIES 4182 CLASS KT 3.500% 05/15/41		12/01/2014	Paydown		186,146	186,146	201,474	200,392	0	(14,246)	0	(14,246)	0	186,146	0	0	0	3,632	05/15/2041
3138AX-XV-8	FNMA POOL AJ6091 4.000% 12/01/41		12/01/2014	Paydown		188,279	188,279	201,532	201,445	0	(13,166)	0	(13,166)	0	188,279	0	0	0	3,864	12/01/2041
3138E1-HX-8	FNMA POOL AJ8345 4.000% 12/01/41		12/01/2014	Paydown		218,493	218,493	233,719	233,447	0	(14,954)	0	(14,954)	0	218,493	0	0	0	4,840	12/01/2041
3138EB-HI-8	FNMA POOL AK6544 3.000% 04/01/27		12/01/2014	Paydown		184,415	184,415	195,912	195,412	0	(10,998)	0	(10,998)	0	184,415	0	0	0	3,175	04/01/2027
3138EG-HT-4	FNMA POOL AL0241 4.000% 04/01/41		12/01/2014	Paydown		173,207	173,207	186,063	185,820	0	(12,612)	0	(12,612)	0	173,207	0	0	0	4,377	04/01/2041
3138EK-NK-7	FNMA POOL AL3093 3.500% 02/01/43		12/01/2014	Paydown		213,720	213,720	226,410	226,184	0	(12,464)	0	(12,464)	0	213,720	0	0	0	4,257	02/01/2043
3138EL-UR-4	FNMA POOL AL3307 4.000% 11/01/42		12/01/2014	Paydown		237,542	237,542	247,081	247,021	0	(9,479)	0	(9,479)	0	237,542	0	0	0	5,238	11/01/2042
3138EK-WE-1	FNMA POOL AL3344 4.500% 10/01/42		12/01/2014	Paydown		81,643	81,643	87,485	87,455	0	(5,812)	0	(5,812)	0	81,643	0	0	0	1,978	10/01/2042
314020-2V-2	FNMA POOL 735288 5.000% 03/01/35		12/01/2014	Paydown		180,260	180,260	195,752	195,261	0	(15,001)	0	(15,001)	0	180,260	0	0	0	4,582	03/01/2035
31403D-DX-4	FNMA POOL 745418 5.500% 04/01/36		12/01/2014	Paydown		279,888	279,888	304,553	303,963	0	(24,075)	0	(24,075)	0	279,888	0	0	0	7,749	04/01/2036
31416C-D3-7	FNMA POOL 995722 5.000% 05/01/38		12/01/2014	Paydown		317,559	317,559	344,651	343,827	0	(26,269)	0	(26,269)	0	317,559	0	0	0	8,405	05/01/2038
31417G-CE-4	FNMA POOL AB9068 3.500% 04/01/43		12/01/2014	Paydown		154,597	154,597	164,241	164,093	0	(9,496)	0	(9,496)	0	154,597	0	0	0	3,290	04/01/2043
31417G-OF-1	FNMA POOL AB9069 3.500% 04/01/43		12/01/2014	Paydown		204,223	204,223	217,417	217,196	0	(12,973)	0	(12,973)	0	204,223	0	0	0	4,627	04/01/2043
31418A-JL-3	FNMA POOL MA1166 3.500% 09/01/32		12/01/2014	Paydown		223,804	223,804	237,372	237,009	0	(13,205)	0	(13,205)	0	223,804	0	0	0	4,413	09/01/2032
31419D-4K-4	FNMA POOL AE3525 4.000% 03/01/41		12/01/2014	Paydown		85,519	85,519	91,960	91,849	0	(6,330)	0	(6,330)	0	85,519	0	0	0	1,589	03/01/2041
455057-CM-9	INDIANA ST FIN AUTH REV ST REVOLVING FD PG-SERIES A 5.000% 02/01/14		02/01/2014	Maturity		490,000	490,000	515,838	491,920	0	(1,920)	0	(1,920)	0	490,000	0	0	0	12,250	02/01/2014
647310-M2-4	NEW MEXICO ST SEVERANCE TAX 5.000% 07/01/15		12/04/2014	Jeffries & Co		718,830	700,000	780,668	747,767	0	(29,864)	0	(29,864)	0	717,903	0	927	927	50,361	07/01/2015
708840-HU-0	PENNSYLVANIA INTERGOVTAL COOP 5.000% 06/15/17		12/04/2014	Janney Montgomery Scott		509,827	460,000	555,514	522,400	0	(16,742)	0	(16,742)	0	505,658	0	4,169	4,169	22,617	06/15/2017
882756-S7-5	TEXAS ST PUB FIN AUTH REV 5.000% 07/01/19		05/23/2014	Tax Free Exchange		4,914,359	4,900,000	5,304,551	4,968,014	0	(53,656)	0	(53,656)	0	4,914,359	0	0	0	219,139	07/01/2019
92817L-FH-8	VIRGINIA ST RES AUTH CLEAN WTR SUB-CLEAN WTR ST REVOLVING FD 5.000% 10/01/14		10/01/2014	Maturity		700,000	700,000	758,457	724,547	0	(24,547)	0	(24,547)	0	700,000	0	0	0	35,000	10/01/2014
<b>3199999. Subtotal - Bonds - U.S. Special Revenues</b>						<b>16,298,463</b>	<b>16,049,056</b>	<b>17,353,175</b>	<b>16,702,943</b>	<b>0</b>	<b>(454,387)</b>	<b>0</b>	<b>(454,387)</b>	<b>0</b>	<b>16,248,557</b>	<b>0</b>	<b>49,905</b>	<b>49,905</b>	<b>583,391</b>	<b>XXX</b>
00206R-AV-4	AT&T INC 2.500% 08/15/15		07/15/2014	Call	102.3756	153,563	150,000	156,071	152,946	0	(972)	0	(972)	0	151,974	0	1,590	1,590	3,438	08/15/2015
031162-AJ-9	AMGEN INC 4.850% 11/18/14		11/18/2014	Maturity		800,000	800,000	892,537	826,072	0	(26,072)	0	(26,072)	0	800,000	0	0	0	38,800	11/18/2014
06051G-E0-8	BANK OF AMERICA CORP 3.875% 03/22/17		05/20/2014	RBC Dominion		1,872,745	1,750,000	1,889,248	1,868,260	0	(14,118)	0	(14,118)	0	1,854,141	0	18,604	18,604	45,397	03/22/2017
06406H-BT-5	BANK OF NEW YORK MELLON 1.500% 01/31/14		01/31/2014	Maturity		260,000	260,000	263,138	260,232	0	(232)	0	(232)	0	260,000	0	0	0	1,950	01/31/2014
06406H-BZ-1	BANK OF NEW YORK MELLON 1.700% 11/24/14		11/24/2014	Maturity		640,000	640,000	653,786	646,046	0	(6,046)	0	(6,046)	0	640,000	0	0	0	10,880	11/24/2014
097023-AV-7	BOEING CO 5.000% 03/15/14		03/15/2014	Maturity		1,400,000	1,400,000	1,546,412	1,409,417	0	(9,417)	0	(9,417)	0	1,400,000	0	0	0	35,000	03/15/2014
14040H-AV-7	CAPITAL ONE FINANCIAL CORP 2.125% 07/15/14		07/15/2014	Maturity		45,000	45,000	44,975	44,995	0	5	0	5	0	45,000	0	0	0	956	07/15/2014
14912L-4T-5	CATERPILLAR FINANCE SE 1.650% 04/01/14		04/01/2014	Maturity		200,000	200,000	199,976	199,998	0	2	0	2	0	200,000	0	0	0	1,650	04/01/2014
14912L-4Y-4	CATERPILLAR FINANCE SE 1.125% 12/15/14		12/15/2014	Maturity		100,000	100,000	99,794	99,934	0	66	0	66	0	100,000	0	0	0	1,125	12/15/2014
17275R-AJ-1	CISCO SYSTEMS INC 1.625% 03/14/14		03/05/2014	Various		1,500,855	1,500,000	1,498,215	1,499,877	0	100	0	100	0	1,499,976	0	879	879	11,240	03/14/2014
19416Q-DT-4	COLGATE-PALMOLIVE CO 1.250% 05/01/14		04/24/2014	Goldman Sachs & Co		320,016	320,000	323,312	320,802	0	(788)	0	(788)	0	320,013	0	3	3	1,978	05/01/2014

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ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE D - PART 4**

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ Decrease	Current Year's (Amortization)/ Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Change in Book/ Adjusted Carrying Value (11+12-13)	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	
194160-DH-7	COLGATE-PALMOLIVE CO 0.600% 11/15/14		11/15/2014	Maturity		380,000	380,000	381,505	380,685	0	(685)	0	(685)	0	380,000	0	0	0	2,280	11/15/2014	
24422E-RA-9	JOHN DEERE CAPITAL CORP SERIES MTN 1.600%		03/03/14	Goldman Sachs & Co		900,450	900,000	906,809	900,529	0	(418)	0	(418)	0	900,111	0	339	339	6,680	03/03/2014	
24422E-RK-7	JOHN DEERE CAPITAL CORP 1.250% 12/02/14		12/02/2014	Maturity		625,000	625,000	632,500	627,393	0	(2,393)	0	(2,393)	0	625,000	0	0	0	7,813	12/02/2014	
25459H-AL-9	DIRECTV HOLDINGS/FINANCE 4.750% 10/01/14		04/24/2014	Call 101.8710		132,432	130,000	138,735	133,663	0	(1,530)	0	(1,530)	0	132,133	0	299	299	3,482	10/01/2014	
25468P-CQ-7	WALT DISNEY COMPANY 0.875% 12/01/14		12/01/2014	Maturity		100,000	100,000	99,673	99,899	0	101	0	101	0	100,000	0	0	0	0	12/01/2014	
25746U-BK-4	DOMINION RESOURCES INC 1.800% 03/15/14		03/06/2014	Southwest Securities		400,036	400,000	399,554	399,969	0	29	0	29	0	399,998	0	38	38	3,520	03/15/2014	
25746U-BK-4	DOMINION RESOURCES INC 1.800% 03/15/14		03/15/2014	Maturity		500,000	500,000	499,165	499,942	0	58	0	58	0	500,000	0	0	0	4,500	03/15/2014	
263534-CG-2	E I DU PONT DE NEMOURS 1.750% 03/25/14		03/25/2014	Maturity		100,000	100,000	101,636	100,143	0	(143)	0	(143)	0	100,000	0	0	0	875	03/25/2014	
293791-AN-9	ENTERPRISE PRODUCTS SERIES B 5.600%		10/15/2014	Maturity		396,000	396,000	437,378	406,833	0	(10,833)	0	(10,833)	0	396,000	0	0	0	22,176	10/15/2014	
38259P-AA-0	GOOGLE INC 1.250% 05/19/14		04/24/2014	JP Morgan		230,129	230,000	232,797	230,751	0	(642)	0	(642)	0	230,109	0	20	20	1,278	05/19/2014	
438516-AY-2	HONEYWELL INTERNATIONAL INC 3.875%		02/15/2014	Maturity		210,000	210,000	218,339	210,873	0	(873)	0	(873)	0	210,000	0	0	0	4,069	02/15/2014	
459200-GZ-8	IBM CORP 0.875% 10/31/14		10/31/2014	Maturity		150,000	150,000	149,832	149,953	0	47	0	47	0	150,000	0	0	0	1,313	10/31/2014	
464288-63-8	ISHARES INTERMEDIATE CREDIT 0.000%		05/07/2014	Perpet		4,916,446	44,900	4,990,402	4,990,402	0	0	0	0	0	4,990,402	0	(73,956)	(73,956)	51,986	01/01/9999	
501044-CL-3	KROGER CO 7.500% 01/15/14		01/15/2014	Maturity		140,000	140,000	150,136	140,364	0	(364)	0	(364)	0	140,000	0	0	0	5,250	01/15/2014	
693476-BK-8	PNC FUNDING CORP 3.000% 05/19/14		04/24/2014	JP Morgan		550,820	550,000	572,254	553,578	0	(3,060)	0	(3,060)	0	550,519	0	301	301	7,333	05/19/2014	
69371R-K3-9	PACCAR FINANCIAL CORP SERIES MTN 1.550%		09/29/2014	Maturity		250,000	250,000	249,799	249,949	0	51	0	51	0	250,000	0	0	0	3,875	09/29/2014	
695114-BY-3	PACIFICORP 4.950% 08/15/14		08/15/2014	Maturity		1,000,000	1,000,000	1,100,920	1,024,312	0	(24,312)	0	(24,312)	0	1,000,000	0	0	0	49,500	08/15/2014	
71343P-AF-8	PEPSIAMERICAS INC 4.375% 02/15/14		02/15/2014	Maturity		500,000	500,000	542,265	501,660	0	(1,660)	0	(1,660)	0	500,000	0	0	0	10,938	02/15/2014	
742718-DU-0	PROCTER AND GAMBLE CO 0.700% 08/15/14		08/15/2014	Maturity		695,000	695,000	692,144	694,404	0	596	0	596	0	695,000	0	0	0	4,865	08/15/2014	
744448-BX-8	PUBLIC SERVICE COLORADO 5.500% 04/01/14		04/01/2014	Maturity		950,000	950,000	1,009,774	961,550	0	(11,550)	0	(11,550)	0	950,000	0	0	0	26,125	04/01/2014	
744560-AY-2	PUBLIC SERVICE ELECTRIC & GAS 0.850%		08/15/2014	Maturity		1,500,000	1,500,000	1,504,495	1,501,708	0	(1,708)	0	(1,708)	0	1,500,000	0	0	0	12,750	08/15/2014	
816851-AQ-2	SEMPRA ENERGY 2.000% 03/15/14		03/07/2014	JP Morgan		310,025	310,000	314,053	310,490	0	(471)	0	(471)	0	310,020	0	5	5	3,048	03/15/2014	
857477-AE-3	STATE STREET CORP 4.300% 05/30/14		04/24/2014	Goldman Sachs & Co		752,610	750,000	791,280	761,789	0	(9,336)	0	(9,336)	0	752,453	0	157	157	13,348	05/30/2014	
857477-AE-3	STATE STREET CORP 4.300% 05/30/14		05/30/2014	Maturity		1,190,000	1,190,000	1,255,498	1,208,704	0	(18,704)	0	(18,704)	0	1,190,000	0	0	0	25,585	05/30/2014	
87612E-AW-6	TARGET CORPORATION 1.125% 07/18/14		07/18/2014	Maturity		700,000	700,000	704,583	700,978	0	(978)	0	(978)	0	700,000	0	0	0	7,875	07/18/2014	
92206C-B7-0	ISHARES VANGUARD GROUP INTERM 0.000%		05/07/2014	Direct		4,853,571	56,700	4,729,914	4,729,914	0	0	0	0	0	4,729,914	0	123,657	123,657	51,200	01/01/9999	
92343V-BB-9	VERIZON COMMUNICATIONS 1.250% 11/03/14		09/29/2014	Call 100.1030		175,180	175,000	176,104	175,329	0	(292)	0	(292)	0	175,037	0	143	143	1,981	11/03/2014	
92343V-BN-3	VERIZON COMMUNICATIONS 2.500% 09/15/16		11/24/2014	Call 102.9720		156,517	152,000	151,883	151,894	0	34	0	34	0	151,928	0	4,589	4,589	4,497	09/15/2016	
931142-DA-8	WAL-MART STORES INC 1.625% 04/15/14		04/15/2014	Maturity		850,000	850,000	861,471	851,459	0	(1,459)	0	(1,459)	0	850,000	0	0	0	6,906	04/15/2014	
78008T-XA-7	ROYAL BANK OF CANADA 1.450% 10/30/14	A	10/30/2014	Maturity		1,280,000	1,280,000	1,288,025	1,288,043	0	(8,043)	0	(8,043)	0	1,280,000	0	0	0	18,560	10/30/2014	
891140-AA-6	TORONTO DOMINION BANK 1.375% 07/14/14	A	07/14/2014	Maturity		980,000	980,000	984,853	981,014	0	(1,014)	0	(1,014)	0	980,000	0	0	0	13,475	07/14/2014	
377373-AB-1	GLAXOSMITHKLINE CAP PLC 0.750% 05/08/15	F	02/21/2014	US Bancorp		1,255,975	1,250,000	1,247,997	1,248,856	0	80	0	80	0	1,248,936	0	7,039	7,039	2,813	05/08/2015	
76720A-AM-8	RIO TINTO FIN USA 2.250% 12/14/18	F	05/09/2014	RBC Dominion		574,828	570,000	564,790	565,266	0	334	0	334	0	565,600	0	9,228	9,228	5,344	12/14/2018	
80105N-AB-1	SANOFI-AVENTIS 1.625% 03/28/14	F	03/28/2014	Maturity		105,000	105,000	104,856	104,988	0	12	0	12	0	105,000	0	0	0	853	03/28/2014	
801060-AA-2	SANOFI 1.200% 09/30/14	F	02/21/2014	Goldman Sachs & Co		1,156,245	1,150,000	1,148,586	1,149,643	0	73	0	73	0	1,149,716	0	6,529	6,529	5,597	09/30/2014	
86960B-AC-6	SVENSKA HANDELSBANKEN AB 1.625% 03/21/18	F	05/09/2014	Morgan Stanley		1,793,035	1,800,000	1,794,078	1,794,967	0	435	0	435	0	1,795,393	0	(2,360)	(2,360)	18,921	03/21/2018	
<b>3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)</b>						<b>38,051,478</b>	<b>28,234,600</b>	<b>38,705,547</b>	<b>38,110,473</b>	<b>0</b>	<b>(156,090)</b>	<b>0</b>	<b>(156,090)</b>	<b>0</b>	<b>37,954,373</b>	<b>0</b>	<b>97,104</b>	<b>97,104</b>	<b>563,900</b>	<b>XXX</b>	
<b>8399997. Total - Bonds - Part 4</b>						<b>55,478,661</b>	<b>45,334,395</b>	<b>57,266,576</b>	<b>55,971,405</b>	<b>0</b>	<b>(645,392)</b>	<b>0</b>	<b>(645,392)</b>	<b>0</b>	<b>55,326,002</b>	<b>0</b>	<b>152,657</b>	<b>152,657</b>	<b>1,166,284</b>	<b>XXX</b>	
<b>8399998. Total - Bonds - Part 5</b>						<b>7,331,235</b>	<b>7,346,352</b>	<b>7,392,845</b>	<b>7,392,845</b>	<b>0</b>	<b>(60,676)</b>	<b>0</b>	<b>(60,676)</b>	<b>0</b>	<b>7,332,166</b>	<b>0</b>	<b>(931)</b>	<b>(931)</b>	<b>165,928</b>	<b>XXX</b>	
<b>8399999. Total - Bonds</b>						<b>62,809,896</b>	<b>52,680,747</b>	<b>64,659,421</b>	<b>55,971,405</b>	<b>0</b>	<b>(706,068)</b>	<b>0</b>	<b>(706,068)</b>	<b>0</b>	<b>62,658,168</b>	<b>0</b>	<b>151,726</b>	<b>151,726</b>	<b>1,332,212</b>	<b>XXX</b>	
<b>8999997. Total - Preferred Stocks - Part 4</b>						<b>0</b>	<b>XXX</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>XXX</b>
<b>8999998. Total - Preferred Stocks - Part 5</b>						<b>0</b>	<b>XXX</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>XXX</b>
<b>8999999. Total - Preferred Stocks</b>						<b>0</b>	<b>XXX</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>XXX</b>
<b>9799997. Total - Common Stocks - Part 4</b>						<b>0</b>	<b>XXX</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>XXX</b>
<b>9799998. Total - Common Stocks - Part 5</b>						<b>0</b>	<b>XXX</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>XXX</b>

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ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE D - PART 4**

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1 CUSIP Identi- fication	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Con- sideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change In Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Con- tractual Maturity Date
										11 Unrealized Valuation Increase/ Decrease	12 Current Year's (Amor- tization)/ Accretion	13 Current Year's Other- Than- Temporary Impairment Recognized	14 Total Change in Book/ Adjusted Carrying Value (11+12-13)	15 Total Foreign Exchange Change in Book/ Adjusted Carrying Value						
9799999. Total - Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX
9999999 - Totals						62,809,896	XXX	64,659,421	55,971,405	0	(706,068)	0	(706,068)	0	62,658,168	0	151,726	151,726	1,332,212	XXX

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE D - PART 5**

Showing All Long-Term Bonds and Stocks ACQUIRED During Year and Fully DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	11	Change in Book/Adjusted Carrying Value					17	18	19	20	21	
											12	13	14	15	16						
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Disposal Date	Name of Purchaser	Par Value (Bonds) or Number of Shares (Stock)	Actual Cost	Consideration	Book/ Adjusted Carrying Value at Disposal	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Change in Book/ Adjusted Carrying Value (12 + 13 - 14)	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Interest and Dividends Received During Year	Paid for Accrued Interest and Dividends	
3138EK-RG-2	FNMA POOL AL3186 5.500% 03/01/39		03/21/2014	Pershing	12/01/2014	Paydown	75,019	83,224	75,019	75,019	0	(8,205)	0	(8,205)	0	0	0	0	1,442	287	
3138Y3-MT-5	FNMA POOL AX2169 4.000% 11/01/44		11/04/2014	DBTC AMERICA/PNC BANK	12/01/2014	Paydown	2,250	2,398	2,250	2,250	0	(147)	0	(147)	0	0	0	0	8	3	
31416B-TA-6	FNMA POOL 995245 5.000% 01/01/39		04/16/2014	Cantor Fitzgerald & Co	12/01/2014	Paydown	299,388	327,456	299,388	299,388	0	(28,068)	0	(28,068)	0	0	0	0	4,596	457	
31416Y-XY-9	FNMA POOL AB3394 4.500% 08/01/41		11/04/2014	FIDELITY FSP INDUSTRIAL I	12/01/2014	Paydown	31,353	34,072	31,353	31,353	0	(2,719)	0	(2,719)	0	0	0	0	118	47	
31418A-66-8	FNMA POOL MA1770 4.500% 02/01/44		01/30/2014	Nomura Securities	12/01/2014	Paydown	108,342	116,282	108,342	108,342	0	(7,939)	0	(7,939)	0	0	0	0	2,551	163	
882756-2N-8	TEXAS ST PUB FIN AUTH REV 5.000% 07/01/19		05/23/2014	Tax Free Exchange	07/01/2014	Call 100.0000	2,690,000	2,698,006	2,690,000	2,690,000	0	(8,006)	0	(8,006)	0	0	0	0	67,250	53,053	
882756-2P-3	TEXAS ST PUB FIN AUTH REV 5.000% 07/01/19		05/23/2014	Tax Free Exchange	07/01/2014	Call 100.0000	2,210,000	2,216,352	2,210,000	2,210,000	0	(6,352)	0	(6,352)	0	0	0	0	55,250	43,586	
31999999	Subtotal - Bonds - U.S. Special Revenues							5,416,352	5,477,790	5,416,352	5,416,352	0	(61,436)	0	(61,436)	0	0	0	0	131,215	97,596
681936-BA-7	OMEGA HEALTHCARE INVESTORS SERIES 144A 4.950% 04/01/24		03/07/2014	Various	10/16/2014	Tax Free Exchange	910,000	898,251	898,827	898,827	0	577	0	577	0	0	0	0	26,902	51	
00131L-2A-2	AIA GROUP LTD SERIES 144A 2.250% 03/11/19	F	03/04/2014	Citigroup Global Markets	05/09/2014	Southwest Securities	365,000	363,664	362,777	363,708	0	44	0	44	0	0	(931)	(931)	1,437	0	
00507U-AC-5	ACTAVIS FUNDING SCS SERIES 144A 2.450% 06/15/19	F	06/10/2014	Bank of America	11/12/2014	Tax Free Exchange	655,000	653,140	653,279	653,279	0	139	0	139	0	0	0	0	6,374	0	
38999999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)							1,930,000	1,915,055	1,914,883	1,915,814	0	760	0	760	0	0	(931)	(931)	34,713	51
83999998	Total - Bonds							7,346,352	7,392,845	7,331,235	7,332,166	0	(60,676)	0	(60,676)	0	0	(931)	(931)	165,928	97,647
89999998	Total - Preferred Stocks							0	0	0	0	0	0	0	0	0	0	0	0	0	0
97999998	Total - Common Stocks							0	0	0	0	0	0	0	0	0	0	0	0	0	0
98999999	Total - Preferred and Common Stocks							0	0	0	0	0	0	0	0	0	0	0	0	0	0
99999999	Totals							7,392,845	7,331,235	7,332,166	7,332,166	0	(60,676)	0	(60,676)	0	0	(931)	(931)	165,928	97,647

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Schedule D-Part 6-Section 1-Valuation of Shares of Subsidiary, Controlled or Affiliated Companies

**N O N E**

Schedule D - Part 6 - Section 2

**N O N E**

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE DA - PART 1**

Showing All SHORT-TERM INVESTMENTS Owned December 31 of Current Year

1	2	Codes		5	6	7	8	Change in Book/Adjusted Carrying Value				13	14	Interest					21		
		3	4					9	10	11	12			15	16	17	18	19		20	
CUSIP Identification	Description	Code	Foreign	Date Acquired	Name of Vendor	Maturity Date	Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Par Value	Actual Cost	Amount Due and Accrued Dec. 31 of Current Year on Bonds not in Default	Non-Admitted Due and Accrued	Rate of	Effective Rate of	When Paid	Amount Received During Year	Paid for Accrued Interest	
	US TREASURY N/B	SD		12/05/2014	Barclays	06/30/2015	2,017,558	0	(2,208)	0	0	2,000,000	2,019,766	104	0	1.875	0.108	JD	18,750	16,508	
0199999	Subtotal - Bonds - U.S. Governments - Issuer Obligations							2,017,558	0	(2,208)	0	0	2,000,000	2,019,766	104	0	XXX	XXX	XXX	18,750	16,508
0599999	Total - U.S. Government Bonds							2,017,558	0	(2,208)	0	0	2,000,000	2,019,766	104	0	XXX	XXX	XXX	18,750	16,508
1099999	Total - All Other Government Bonds							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
1799999	Total - U.S. States, Territories and Possessions Bonds							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
2499999	Total - U.S. Political Subdivisions Bonds							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
3199999	Total - U.S. Special Revenues Bonds							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
3899999	Total - Industrial and Miscellaneous (Unaffiliated) Bonds							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
4899999	Total - Hybrid Securities							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
5599999	Total - Parent, Subsidiaries and Affiliates Bonds							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
7799999	Total - Issuer Obligations							2,017,558	0	(2,208)	0	0	2,000,000	2,019,766	104	0	XXX	XXX	XXX	18,750	16,508
7899999	Total - Residential Mortgage-Backed Securities							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
7999999	Total - Commercial Mortgage-Backed Securities							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
8099999	Total - Other Loan-Backed and Structured Securities							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
8399999	Total Bonds							2,017,558	0	(2,208)	0	0	2,000,000	2,019,766	104	0	XXX	XXX	XXX	18,750	16,508
8699999	Total - Parent, Subsidiaries and Affiliates							0	0	0	0	0	XXX	0	0	0	XXX	XXX	XXX	0	0
38141W-32-3	GOLDMAN SACHS FIN SQ TREASURY	SD		12/12/2014	Direct	XXX	6,937,311	0	0	0	0	0	6,937,311	0	0	0.000	0.000		182	0	
38141W-32-3	GOLDMAN SACHS FIN SQ TREASURY			12/12/2014	Direct	XXX	0	0	0	0	0	0	0	0	0	0.000	0.000		0	0	
8899999	Subtotal - Exempt Money Market Mutual Funds							6,937,311	0	0	0	0	XXX	6,937,311	0	0	XXX	XXX	XXX	182	0
26188J-20-6	DREYFUS CASH MANAGEMENT ADMIN			12/02/2014	Direct	XXX	213,332	0	0	0	0	0	213,332	0	0	0.000	0.000		0	0	
26200V-10-4	DREYFUS INSTL CASH ADVANTAGE			12/31/2014	Direct	XXX	6,629,749	0	0	0	0	0	6,629,750	0	0	0.000	0.000		32	0	
8999999	Subtotal - Class One Money Market Mutual Funds							6,843,081	0	0	0	0	XXX	6,843,082	0	0	XXX	XXX	XXX	32	0
9199999	- Totals							15,797,950	0	(2,208)	0	0	XXX	15,800,159	104	0	XXX	XXX	XXX	18,964	16,508

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Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open

**N O N E**

Schedule DB - Part A - Section 2 - Options, Caps, Floors, Collars, Swaps and Forwards Terminated

**N O N E**

Schedule DB - Part B - Section 1 - Futures Contracts Open

**N O N E**

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made

**N O N E**

Schedule DB - Part B - Section 2 - Futures Contracts Terminated

**N O N E**

Schedule DB - Part D - Section 1 - Counterparty Exposure for Derivative Instruments Open

**N O N E**

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged By

**N O N E**

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged To

**N O N E**

**SCHEDULE DL - PART 1**  
**SECURITIES LENDING COLLATERAL ASSETS**

Reinvested Collateral Assets Owned December 31 Current Year

1 CUSIP Identification	2 Description	3 Code	4 NAIC Designation/ Market Indicator	5 Fair Value	6 Book/Adjusted Carrying Value	7 Maturity Date
0599999. Total - U.S. Government Bonds				0	0	XXX
1099999. Total - All Other Government Bonds				0	0	XXX
1799999. Total - U.S. States, Territories and Possessions Bonds				0	0	XXX
2499999. Total - U.S. Political Subdivisions Bonds				0	0	XXX
3199999. Total - U.S. Special Revenues Bonds				0	0	XXX
000000-00-0	PAYABLE/RECEIVABLE		1	234	(100)	01/02/2015
06366B-FV-7	BANK OF MONTREAL (CHICAGO)		1	99,997	100,004	08/20/2015
06366B-HB-4	BANK OF MONTREAL		1	100,279	100,249	09/11/2015
06417F-BG-4	BANK OF NOVA SCOTIA (HOUSTON)		1	100,269	100,221	09/11/2015
14912L-SM-9	CATERPILLAR FINANCIAL SE		1	100,108	100,142	02/26/2016
161453-AD-7	CHASE BANK USA NA		1	149,989	150,000	04/24/2015
166764-AJ-9	CHEVRON CORP		1	100,015	100,000	11/09/2016
24422E-SM-2	JOHN DEERE CAPITAL CORP		1	99,932	100,000	04/12/2016
36962G-6T-6	GENERAL ELEC CAP CORP		1	100,005	100,009	01/09/2015
36962G-6T-6	GENERAL ELEC CAP CORP		1	100,005	100,009	01/09/2015
69371R-L3-8	PACCAR FINANCIAL CORP		1	100,112	100,204	02/08/2016
89114Q-AJ-7	TORONTO-DOMINION BANK		1	100,080	100,061	05/01/2015
89236T-BA-2	TOYOTA MOTOR CREDIT CORP		1	100,080	100,102	01/07/2016
90331H-IE-0	US BANK NA CINCINNATI		1	100,016	100,000	10/01/2015
3299999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations				1,351,100	1,350,901	XXX
000000-00-0	MORGAN, STANLEY & CO. LLC REPO		1	283,169	283,169	01/02/2015
000000-00-0	CREDIT AGRICOLE CIB REPO		1	1,000,000	1,000,000	01/02/2015
000000-00-0	CITIGROUP GLOBAL MARKETS INC REPO		1	2,058,288	2,058,288	01/02/2015
000000-00-0	MIZUHO SECURITIES USA, INC. REPO		1	2,058,288	2,058,288	01/02/2015
3399999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Residential Mortgage-Backed Securities				5,399,745	5,399,745	XXX
02587A-AC-8	AMXCA2012-3		1	149,924	150,046	03/15/2018
161571-FV-1	CHAIT2013-A2		1	199,987	200,005	02/15/2017
17305E-EX-9	CCCIT 2013-A1		1	99,934	100,000	04/24/2017
17305E-FL-4	CCCIT2013-A12		1	99,892	100,073	11/07/2018
254683-BC-8	DCENT 2013-A3		1	99,935	100,000	10/15/2018
3599999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Other Loan-Backed and Structured Securities				649,671	650,124	XXX
3899999. Total - Industrial and Miscellaneous (Unaffiliated) Bonds				7,400,516	7,400,770	XXX
4899999. Total - Hybrid Securities				0	0	XXX
5599999. Total - Parent, Subsidiaries and Affiliates Bonds				0	0	XXX
6199999. Total - Issuer Obligations				1,351,100	1,350,901	XXX
6299999. Total - Residential Mortgage-Backed Securities				5,399,745	5,399,745	XXX
6399999. Total - Commercial Mortgage-Backed Securities				0	0	XXX
6499999. Total - Other Loan-Backed and Structured Securities				649,671	650,124	XXX
6599999. Total Bonds				7,400,516	7,400,770	XXX
7099999. Total - Preferred Stocks				0	0	XXX
000000-00-0	MERRILL LYNCH PIERCE FENNER & SMITH INC REPO		1	1,341,978	1,341,978	01/02/2015
7199999. Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)				1,341,978	1,341,978	XXX
7599999. Total - Common Stocks				1,341,978	1,341,978	XXX
7699999. Total - Preferred and Common Stocks				1,341,978	1,341,978	XXX
9999999 - Totals				8,742,494	8,742,748	XXX

General Interrogatories:

- Total activity for the year Fair Value \$ 1,574,677 Book/Adjusted Carrying Value \$ 1,574,931
- Average balance for the year Fair Value \$ 10,679,221 Book/Adjusted Carrying Value \$ 10,679,288
- Reinvested securities lending collateral assets book/adjusted carrying value included in this schedule by NAIC designation:  
 NAIC 1 \$ 7,400,770 NAIC 2 \$ NAIC 3 \$ NAIC 4 \$ NAIC 5 \$ NAIC 6 \$



**SCHEDULE DL - PART 2  
SECURITIES LENDING COLLATERAL ASSETS**

Reinvested Collateral Assets Owned December 31 Current Year

1 CUSIP Identification	2 Description	3 Code	4 NAIC Designation/ Market Indicator	5 Fair Value	6 Book/Adjusted Carrying Value	7 Maturity Date
NONE						
9999999 - Totals						XXX

General Interrogatories:

1. Total activity for the year
2. Average balance for the year

Fair Value \$ ..... Book/Adjusted Carrying Value \$ .....  
 Fair Value \$ ..... Book/Adjusted Carrying Value \$ .....



**SCHEDULE E - PART 2 - CASH EQUIVALENTS**

Show Investments Owned December 31 of Current Year

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

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE E - PART 3 - SPECIAL DEPOSITS**

States, Etc.	1 Type of Deposit	2 Purpose of Deposit	Deposits For the Benefit of All Policyholders		All Other Special Deposits	
			3 Book/Adjusted Carrying Value	4 Fair Value	5 Book/Adjusted Carrying Value	6 Fair Value
1. Alabama	AL					
2. Alaska	AK					
3. Arizona	AZ					
4. Arkansas	AR					
5. California	CA					
6. Colorado	CO					
7. Connecticut	CT					
8. Delaware	DE					
9. District of Columbia	DC					
10. Florida	FL					
11. Georgia	GA					
12. Hawaii	HI					
13. Idaho	ID					
14. Illinois	IL					
15. Indiana	IN					
16. Iowa	IA					
17. Kansas	KS					
18. Kentucky	KY					
19. Louisiana	LA					
20. Maine	ME					
21. Maryland	MD					
22. Massachusetts	MA					
23. Michigan	MI					
24. Minnesota	MN					
25. Mississippi	MS					
26. Missouri	MO					
27. Montana	MT					
28. Nebraska	NE					
29. Nevada	NV					
30. New Hampshire	NH					
31. New Jersey	NJ					
32. New Mexico	NM					
33. New York	NY					
34. North Carolina	NC					
35. North Dakota	ND					
36. Ohio	OH					
37. Oklahoma	OK					
38. Oregon	OR					
39. Pennsylvania	PA					
40. Rhode Island	RI					
41. South Carolina	SC					
42. South Dakota	SD					
43. Tennessee	TN	0 Statutory Deposit	25,454,173	25,384,460		
44. Texas	TX					
45. Utah	UT					
46. Vermont	VT					
47. Virginia	VA					
48. Washington	WA					
49. West Virginia	WV					
50. Wisconsin	WI					
51. Wyoming	WY					
52. American Samoa	AS					
53. Guam	GU					
54. Puerto Rico	PR					
55. U.S. Virgin Islands	VI					
56. Northern Mariana Islands	MP					
57. Canada	CAN					
58. Aggregate Alien and Other	OT	XXX	0	0	0	0
59. Subtotal	XXX	XXX	25,454,173	25,384,460	0	0
DETAILS OF WRITE-INS						
5801.						
5802.						
5803.						
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	XXX	0	0	0	0
5899. Totals (Lines 5801 thru 5803 plus 5898)(Line 58 above)	XXX	XXX	0	0	0	0



**Relief from the five-year rotation requirement for lead audit partner**

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**Relief from the one-year cooling off period for independent CPA**

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## Relief from the Requirements for Audit Committees

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SUPPLEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.  
**MEDICARE SUPPLEMENT INSURANCE EXPERIENCE EXHIBIT**

For The Year Ended December 31, 2014  
 (To Be Filed by March 1)

FOR THE STATE OF .....  
 NAIC Group Code 0671 ..... NAIC Company Code 12941 .....  
 ADDRESS (City, State and Zip Code) Nashville , TN 37214 .....  
 Person Completing This Exhibit .....  
 Title ..... Telephone Number .....

1 Compliance with OBRA	2 Policy Form Number	3 Standardized Medicare Supplement Benefit Plan	4 Medicare Select	5 Plan Character- istics	6 Date Approved	7 Date Approval Withdrawn	8 Date Last Amended	9 Date Closed	10 Policy Marketing Trade Name	Policies Issued Through 2011			Policies Issued in 2012; 2013; 2014					
										11 Premiums Earned	12 Incurred Claims		14 Number of Covered Lives	15 Premiums Earned	16 Incurred Claims		18 Number of Covered Lives	
											12 Amount	13 Percent of Premiums Earned			16 Amount	17 Percent of Premiums Earned		

GENERAL INTERROGATORIES

1. If response in Column 1 is no, give full and complete details  
 .....
2. Claims address and contact person provided to the Secretary of Health and Human Services as required by 42 U.S.C. 1395ss(c)(3)(E) for this state.  
 2.1 Address: , .....  
 2.2 Contact Person and Phone Number: .....
3. Billing address and contact person for user fees established under 41 U.S.C. 1395u(h)(3)(B).  
 3.1 Address: , .....  
 3.2 Contact Person and Phone Number: .....
4. Explain any policies identified above as policy type "O". .....





SUPPLEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.  
**MEDICARE PART D COVERAGE SUPPLEMENT**  
 (Net of Reinsurance)

NAIC Group Code 0671

(To Be Filed by March 1)

NAIC Company Code 12941

	Individual Coverage		Group Coverage		5 Total Cash
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	
1. Premiums Collected					
1.1 Standard Coverage					
1.11 With Reinsurance Coverage .....		XXX		XXX	0
1.12 Without Reinsurance Coverage .....		XXX		XXX	0
1.13 Risk-Corridor Payment Adjustments .....		XXX		XXX	0
1.2 Supplemental Benefits .....		XXX		XXX	0
2. Premiums Due and Uncollected-change					
2.1 Standard Coverage					
2.11 With Reinsurance Coverage .....		XXX		XXX	XXX
2.12 Without Reinsurance Coverage .....		XXX		XXX	XXX
2.2 Supplemental Benefits .....		XXX		XXX	XXX
3. Unearned Premium and Advance Premium-change					
3.1 Standard Coverage					
3.11 With Reinsurance Coverage .....		XXX		XXX	XXX
3.12 Without Reinsurance Coverage .....		XXX		XXX	XXX
3.2 Supplemental Benefits .....		XXX		XXX	XXX
4. Risk-Corridor Payment Adjustments-change					
4.1 Receivable .....		XXX		XXX	XXX
4.2 Payable .....		XXX		XXX	XXX
5. Earned Premiums					
5.1 Standard Coverage					
5.11 With Reinsurance Coverage .....	0	XXX	0	XXX	XXX
5.12 Without Reinsurance Coverage .....	0	XXX	0	XXX	XXX
5.13 Risk-Corridor Payment Adjustments .....	0	XXX	0	XXX	XXX
5.2 Supplemental Benefits .....	0	XXX	0	XXX	XXX
6. Total Premiums .....	0	XXX	0	XXX	0
7. Claims Paid					
7.1 Standard Coverage					
7.11 With Reinsurance Coverage .....		XXX		XXX	0
7.12 Without Reinsurance Coverage .....		XXX		XXX	0
7.2 Supplemental Benefits .....		XXX		XXX	0
8. Claim Reserves and Liabilities-change					
8.1 Standard Coverage					
8.11 With Reinsurance Coverage .....		XXX		XXX	XXX
8.12 Without Reinsurance Coverage .....		XXX		XXX	XXX
8.2 Supplemental Benefits .....		XXX		XXX	XXX
9. Health Care Receivables-change					
9.1 Standard Coverage					
9.11 With Reinsurance Coverage .....		XXX		XXX	XXX
9.12 Without Reinsurance Coverage .....		XXX		XXX	XXX
9.2 Supplemental Benefits .....		XXX		XXX	XXX
10. Claims Incurred					
10.1 Standard Coverage					
10.11 With Reinsurance Coverage .....	0	XXX	0	XXX	XXX
10.12 Without Reinsurance Coverage .....	0	XXX	0	XXX	XXX
10.2 Supplemental Benefits .....	0	XXX	0	XXX	XXX
11. Total Claims .....	0	XXX	0	XXX	0
12. Reinsurance Coverage and Low Income Cost Sharing					
12.1 Claims Paid - Net of Reimbursements Applied .....	XXX		XXX		0
12.2 Reimbursements Received but Not Applied-change .....	XXX		XXX		0
12.3 Reimbursements Receivable-change .....	XXX		XXX		XXX
12.4 Health Care Receivables-change .....	XXX		XXX		XXX
13. Aggregate Policy Reserves-change					XXX
14. Expenses Paid .....		XXX		XXX	0
15. Expenses Incurred .....		XXX		XXX	XXX
16. Underwriting Gain/Loss .....	0	XXX	0	XXX	XXX
17. Cash Flow Results	XXX	XXX	XXX	XXX	0



## Non-Guaranteed Opinion for Exhibit 5

---



## Participating Opinion for Exhibit 5

---

Schedule SIS  
**N O N E**

Schedule SIS II  
**N O N E**

Schedule SIS III  
**N O N E**

Schedule SIS IV  
**N O N E**

Life Supplement Cover

**N O N E**

Life Supplement - Exhibit 5 - Aggregate Reserve for Life Contracts

**N O N E**

Life Supplement - Exhibit 5 - Interrogatories

**N O N E**

Life Supplement - Exhibit 7 - Deposit-Type Contracts

**N O N E**

Life Supplement - Schedule S - Part 1 - Section 1

**N O N E**

Life Supplement - Schedule S - Part 3 - Section 1

**N O N E**



SUPPLEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

DIRECT BUSINESS IN THE STATE OF

DURING THE YEAR 2014

NAIC Group Code 0671

LIFE INSURANCE

NAIC Company Code 12941

Table with 5 columns: 1 Ordinary, 2 Credit Life (Group and Individual), 3 Group, 4 Industrial, 5 Total. Rows include: DIRECT PREMIUMS AND ANNUITY CONSIDERATIONS, DIRECT DIVIDENDS TO POLICYHOLDERS, DIRECT CLAIMS AND BENEFITS PAID, and DETAILS OF WRITE-INS. A large 'NONE' watermark is overlaid on the table.

Table with 10 columns: 1 No., 2 Amount, 3 No. of Ind.Pols. & Gr. Certifs., 4 Amount, 5 No. of Certifs., 6 Amount, 7 No., 8 Amount, 9 No., 10 Amount. Rows include: DIRECT DEATH BENEFITS AND MATURED ENDOWMENTS INCURRED and POLICY EXHIBIT.

(a) Includes Individual Credit Life Insurance prior year \$ , current year \$ Includes Group Credit Life Insurance Loans less than or equal to 60 months at issue, prior year \$ , current year \$ Loans greater than 60 months at issue BUT NOT GREATER THAN 120 MONTHS, prior year \$ , current year \$

ACCIDENT AND HEALTH INSURANCE

Table with 5 columns: 1 Direct Premiums, 2 Direct Premiums Earned, 3 Dividends Paid Or Credited On Direct Business, 4 Direct Losses Paid, 5 Direct Losses Incurred. Rows include: 24. Group Policies (b), 24.1 Federal Employees Health Benefits Plan premium (b), 24.2 Credit (Group and Individual), 24.3 Collectively renewable policies (b), 24.4 Medicare Title XVIII exempt from state taxes or fees Other Individual Policies: 25.1 Non-cancelable (b), 25.2 Guaranteed renewable (b), 25.3 Non-renewable for stated reasons only (b), 25.4 Other accident only, 25.5 All other (b), 25.6 Totals (sum of Lines 25.1 to 25.5), 26. Totals (Lines 24 + 24.1 + 24.2 + 24.3 + 24.4 + 25.6)

(b) For health business on indicated lines report: Number of persons insured under PPO managed care products 0 and number of persons insured under indemnity only products 0

P&C Supplement Cover

**N O N E**

P&C Supplement - Schedule F - Part 1

**N O N E**

P&C Supplement - Schedule F - Part 3

**N O N E**

P&C Supplement - Schedule P - Part 1 - Summary

**N O N E**

P&C Supplement - Schedule P - Part 1A - Homeowners/Farmowners

**N O N E**

P&C Supplement - Schedule P - Part 1B - Private Passenger Auto Liability/Medical

**N O N E**

P&C Supplement - Schedule P - Part 1C - Commercial Auto/Truck Liability/Medical

**N O N E**

P&C Supplement - Schedule P - Part 1D - Workers 'Compensation (Excluding Excess Workers ' Compensation)

**N O N E**

P&C Supplement - Schedule P - Part 1E - Commercial Multiple Peril

**N O N E**

P&C Supplement - Schedule P - Part 1F - Section 1 - Medical Professional Liability - Occurrence

**N O N E**

P&C Supplement - Schedule P - Part 1F - Section 2 - Medical Professional Liability - Claims-Made

**N O N E**

P&C Supplement - Schedule P - Part 1G - Special Liability (Ocean Marine, Aircraft (all perils), Boiler and Machinery)

**N O N E**

P&C Supplement - Schedule P - Part 1H - Section 1 - Other Liability - Occurrence

**N O N E**

P&C Supplement - Schedule P - Part 1H - Section 2 - Other Liability - Claims-Made

**N O N E**

P&C Supplement - Schedule P - Part 1I - Special Property (Fire, Allied Lines...)

**N O N E**

P&C Supplement - Schedule P - Part 1J - Auto Physical Damage

**N O N E**

P&C Supplement - Schedule P - Part 1K - Fidelity/Surety

**N O N E**

P&C Supplement - Schedule P - Part 1L - Other (Including Credit, Accident and Health)

**N O N E**

P&C Supplement - Schedule P - Part 1M - International

**N O N E**

P&C Supplement - Schedule P - Part 1N - Reinsurance - Nonproportional Assumed Property

**N O N E**

P&C Supplement - Schedule P - Part 1O - Reinsurance - Nonproportional Assumed Liability

**N O N E**

P&C Supplement - Schedule P - Part 1P - Reinsurance - Nonproportional Assumed Financial Lines

**N O N E**

P&C Supplement - Schedule P - Part 1R - Section 1 - Products Liability - Occurrence

**N O N E**

P&C Supplement - Schedule P - Part 1R - Section 2 - Products Liability - Claims-Made

**N O N E**

P&C Supplement - Schedule P - Part 1S - Financial Guaranty/Mortgage Guaranty

**N O N E**

P&C Supplement - Schedule P - Part 1T - Warranty

**N O N E**

P&C Supplement - Schedule P - Part 2 - Summary

**N O N E**

P&C Supplement - Schedule P - Part 2A - Homeowners/Farmowners

**N O N E**



P&C Supplement - Schedule P - Part 2B - Private Passenger Auto Liability/Medical

**N O N E**

P&C Supplement - Schedule P - Part 2C - Commercial Auto/Truck Liability/Medical

**N O N E**

P&C Supplement - Schedule P - Part 2D - Workers 'Compensation (Excluding Excess Workers ' Compensation)

**N O N E**

P&C Supplement - Schedule P - Part 2E - Commercial Multiple Peril

**N O N E**

P&C Supplement - Schedule P - Part 2F - Section 1 - Medical Professional Liability - Occurrence

**N O N E**

P&C Supplement - Schedule P - Part 2F - Section 2 - Medical Professional Liability - Claims-Made

**N O N E**

P&C Supplement - Schedule P - Part 2G - Special Liability (Ocean Marine, Aircraft (all perils), Boiler and Machinery)

**N O N E**

P&C Supplement - Schedule P - Part 2H - Section 1 - Other Liability - Occurrence

**N O N E**

P&C Supplement - Schedule P - Part 2H - Section 2- Other Liability - Claims-Made

**N O N E**

P&C Supplement - Schedule P - Part 2I - Special Property

**N O N E**

P&C Supplement - Schedule P - Part 2J - Auto Physical Damage

**N O N E**

P&C Supplement - Schedule P - Part 2K - Fidelity/Surety

**N O N E**

P&C Supplement - Schedule P - Part 2L - Other (Including Credit, Accident and Health)

**N O N E**

P&C Supplement - Schedule P - Part 2M - International

**N O N E**

P&C Supplement - Schedule P - Part 2N - Reinsurance - Nonproportional Assumed Property

**N O N E**

P&C Supplement - Schedule P - Part 2O - Reinsurance - Nonproportional Assumed Liability

**N O N E**

P&C Supplement - Schedule P - Part 2P - Reinsurance - Nonproportional Assumed Financial Lines

**N O N E**

P&C Supplement - Schedule P - Part 2R - Section 1 - Products Liability - Occurrence

**N O N E**

P&C Supplement - Schedule P - Part 2R - Section 2 - Products Liability - Claims-Made

**N O N E**

P&C Supplement - Schedule P - Part 2S - Financial Guaranty/Mortgage Guaranty

**N O N E**

P&C Supplement - Schedule P - Part 2T - Warranty

**N O N E**



SUPPLEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.

EXHIBIT OF PREMIUMS AND LOSSES (Statutory Page 14)

NAIC Group Code 0671

BUSINESS IN THE STATE OF

DURING THE YEAR 2014

NAIC Company Code 12941

Line of Business	Gross Premiums, Including Policy and Membership Fees, Less Return Premiums and Premiums on Policies not Taken		3 Dividends Paid or Credited to Policyholders on Direct Business	4 Direct Unearned Premium Reserves	5 Direct Losses Paid (deducting salvage)	6 Direct Losses Incurred	7 Direct Losses Unpaid	8 Direct Defense and Cost Containment Expense Paid	9 Direct Defense and Cost Containment Expense Incurred	10 Direct Defense and Cost Containment Expense Unpaid	11 Commissions and Brokerage Expenses	12 Taxes, Licenses and Fees
	1 Direct Premiums Written	2 Direct Premiums Earned										
1. Fire												
2.1 Allied lines												
2.2 Multiple peril crop												
2.3 Federal flood												
2.4 Private crop												
3. Farmowners multiple peril												
4. Homeowners multiple peril												
5.1 Commercial multiple peril (non-liability portion)												
5.2 Commercial multiple peril (liability portion)												
6. Mortgage guaranty												
8. Ocean marine												
9. Inland marine												
10. Financial guaranty												
11. Medical professional liability												
12. Earthquake												
13. Group accident and health (b)												
14. Credit accident and health (group and individual)												
15.1 Collectively renewable accident and health (b)												
15.2 Non-cancelable accident and health(b)												
15.3 Guaranteed renewable accident and health(b)												
15.4 Non-renewable for stated reasons only (b)												
15.5 Other accident only												
15.6 Medicare Title XVIII exempt from state taxes or fees												
15.7 All other accident and health (b)												
15.8 Federal employees health benefits plan premium (b)												
16. Workers' compensation												
17.1 Other Liability - occurrence												
17.2 Other Liability - claims made												
17.3 Excess workers' compensation												
18. Products liability												
19.1 Private passenger auto no-fault (personal injury protection)												
19.2 Other private passenger auto liability												
19.3 Commercial auto no-fault (personal injury protection)												
19.4 Other commercial auto liability												
21.1 Private passenger auto physical damage												
21.2 Commercial auto physical damage												
22. Aircraft (all perils)												
23. Fidelity												
24. Surety												
26. Burglary and theft												
27. Boiler and machinery												
28. Credit												
30. Warranty												
34. Aggregate write-ins for other lines of business												
35. TOTALS (a)												
<b>DETAILS OF WRITE-INS</b>												
3401.												
3402.												
3403.												
3498. Summary of remaining write-ins for Line 34 from overflow page												
3499. Totals (Lines 3401 thru 3403 plus 3498)(Line 34 above)												

NONE

(a) Finance and service charges not included in Lines 1 to 35 \$

(b) For health business on indicated lines report: Number of persons insured under PPO managed care products and number of persons insured under indemnity only products

PS208

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ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Amerigroup Tennessee, Inc.  
**ANNUAL DISKETTE TRANSMITTAL FORM AND CERTIFICATION (HEALTH)**

Name of Insurer AMERIGROUP Tennessee, Inc.  
 Date 02/27/2015 FEIN 20-4776597  
 NAIC Group # 0671 NAIC Company # 12941

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

A.	MARCH	APRIL	JUNE
1. Is this the first time you've submitted this filing? (Y/N)	YES		
2. Is this being re-filed at the request of the NAIC or a state insurance department? (Y/N)	NO		
3. Is this being re-filed due to changes to the data originally filed? (Y/N) (IF "YES", ENCLOSE HARD COPY PAGES FOR THE CHANGES.)	NO		
4. Other? (Y/N) (If "yes", attach an explanation.)	NO		

B. Additional comments if necessary for clarification:

---

C. Diskette Contact Person:

Bette Lou Gronseth

Phone: 757-518-3638

Address: 4425 Corporation Lane Virginia Beach VA 23462

D. Software Vendor: Eagle Technology Management

Version: 2014

E. Have material validation failures been addressed in the explanation file?

Yes  No

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 annual statement information required to be contained on diskette is identical to the information in the 2014 Annual Statement blank filed with the insurer's domiciliary state insurance department. In addition, the diskettes submitted 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 L. Gronseth, Director II Regulatory Reporting

**AMERIGROUP Tennessee, Inc.**  
**Report 2A**  
**For the Period Ending 12/31/14**

	Current Period	Year-To-Date Total	Previous Year Total
<b>Member Months</b>	<b>674,285</b>	<b>2,551,443</b>	<b>2,383,779</b>
<b>Revenues:</b>			
TennCare Capitation	253,143,653	926,833,048	865,968,872
Investment	1,073,567	4,228,652	3,125,501
Other Revenues	3,870,421	15,510,400	-
<b>Total Revenues</b>	<b>258,087,641</b>	<b>946,572,100</b>	<b>869,094,373</b>
<b>Estimated Expenses:</b>			
<b>Hospital and Medical (w/o Mental Health)</b>			
Capitated Physician Services	-	-	-
Fee-for Service Physician Services	46,427,231	169,892,403	168,556,169
Inpatient Hospital Services	39,048,015	144,090,694	139,823,655
Outpatient Hospital Services	9,784,528	34,778,247	33,134,183
Emergency Room Services	9,964,977	34,131,069	28,219,164
Dental Services	-	-	-
Vision Services	708,767	2,680,736	2,661,437
Pharmacy Services	-	-	-
Home Health Services	5,808,503	21,865,761	22,330,487
Chiropractic Services	-	-	-
Radiology Services	5,993,756	22,918,704	22,803,983
Laboratory Services	4,156,247	15,396,186	14,324,627
Durable Medical Equipment Services	1,980,218	7,548,376	6,119,199
Transportation Services	4,905,869	17,845,830	16,307,935
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>128,778,111</b>	<b>471,148,006</b>	<b>454,280,839</b>
<b>Mental Health and Substance Abuse Services</b>			
Inpatient Psychiatric Facility Services	2,906,120	10,324,269	8,953,497
Inpatient Substance Abuse Treatment and Detox	1,937,414	6,261,900	5,735,817
Outpatient Mental Health Services	3,205,199	10,746,227	9,315,023
Outpatient Substance Abuse Treatment and Detox	2,113,034	7,586,295	7,130,523
Housing/Residential Treatment	2,093,587	7,632,540	6,274,193
Specialized Crisis Services	1,157,431	4,343,854	4,125,115
Psychiatric Rehab and Support Services	1,392,476	4,906,915	3,826,793
Case Management	4,940,684	17,031,860	17,750,205
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>19,745,945</b>	<b>68,833,860</b>	<b>63,111,166</b>
<b>CHOICES</b>			
Nursing Facility Care	40,447,455	148,633,344	154,208,746
HCBS Services	12,400,604	45,816,260	39,278,497
<b>Subtotal CHOICES</b>	<b>52,848,059</b>	<b>194,449,604</b>	<b>193,487,243</b>
<b>Subtotal Hospital, Medical, MH&amp;SAS, CHOICES</b>	<b>201,372,115</b>	<b>734,431,470</b>	<b>710,879,248</b>
<b>LESS:</b>			
Net Reinsurance Recoveries Incurred	-	-	(140,625)
Copayments	-	-	-
Subrogation and Coordination of Benefits	-	-	-
<b>Subtotal Reinsurance, Copay, Subrogation</b>	<b>-</b>	<b>-</b>	<b>(140,625)</b>
<b>Total Hospital, Medical, MH&amp;SAS</b>	<b>201,372,115</b>	<b>734,431,470</b>	<b>711,019,873</b>
<b>Administration:</b>			
Compensation	10,538,937	31,151,992	26,580,171
Direct and Allocated Admin expenses	(57,023)	32,527,727	40,773,511
Marketing	100,015	251,567	299,668
Interest Expense	-	-	-
Premium Tax Expense	14,134,751	51,824,086	47,677,689
Occupancy, Depreciation, and Amortization	231,719	889,851	1,070,303
Other Administration - Write-Ins	9,157,877	24,659,389	4,680,448
<b>Total Administration Expenses</b>	<b>34,106,276</b>	<b>141,304,613</b>	<b>121,081,789</b>
<b>Total Expenses</b>	<b>235,478,391</b>	<b>875,736,083</b>	<b>832,101,663</b>
Extraordinary Item	-	-	-
Provision for Income Tax	7,365,069	28,363,767	13,247,077
<b>Net Income (Loss)</b>	<b>15,244,181</b>	<b>42,472,250</b>	<b>23,745,633</b>
<b>Write-Ins for Other Revenues</b>	<b>-</b>	<b>-</b>	<b>-</b>
Total Other Revenues	-	-	-
<b>Write-Ins for Other Medical and Hospital</b>	<b>-</b>	<b>-</b>	<b>-</b>
Total Other Medical and Hospital	-	-	-
<b>Write-Ins for Other MH &amp; SS</b>	<b>-</b>	<b>-</b>	<b>-</b>
Total Other MH & SS	-	-	-
<b>Write-Ins for Other Administration</b>			
ACA Health Insurer Fee	484,286	10,376,529	-
External Labor Services	617,465	1,481,228	3,221,403
Printing	236,032	789,095	896,071
Travel	336,536	869,491	314,099
DME/Vision Network Admin Fees	371,397	791,815	-
Claims Adjustment Expense	1,557,658	3,161,434	932,197
Implementation Fee	5,000,000	5,000,000	-
Other Administration < \$725,000 YTD	554,504	2,189,798	(683,322)
<b>Total Other Administration</b>	<b>9,157,877</b>	<b>24,659,389</b>	<b>562,974</b>

Month Received	Cash	Recorded	Rate cell before accrual	Withhold 2.5%	97.5% collected	Collected Withhold 2.5%	HIF Reimbursement	Capitation Pre-payments	Quality Performance Incentive	Long-Term Care Overpayment Recoupment	Long Term Care Incentive Payment	Liquidated Damages	Pharmacy Benefit Payment	Cash difference	Premium receivable
	Cash P2, C3, L5 IA	Premium P4, C2, L2							Not Reported	Not Reported	Not Reported	Not Reported	Not Reported		Prem Rec P2, C3, L13.1
Beginning Balance (Prem. Rec)															\$ 17,694,194.22
October	93,187,777.96	86,134,953.40	77,839,141.42	1,945,978.54	75,893,162.88	1,854,215.08	15,510,400.00					(70,000.00)		(0.00)	91,763.46
October	2,667,327.25												2,667,327.25		-
October	2,494,497.86												2,494,497.86		-
October	2,295,442.77												2,295,442.77		-
October	2,216,408.62												2,216,408.62		-
November	89,399,080.54	88,578,780.04	90,947,030.31	2,273,675.76	88,673,354.55	1,945,978.54				(1,219,152.55)		(1,100.00)		0.00	327,697.22
November	2,106,833.20												2,106,833.20		-
November	2,821,845.67												2,821,845.67		-
November	2,617,217.77												2,617,217.77		-
November	2,294,987.78												2,294,987.78		-
December	86,640,129.74	82,281,727.35	86,391,514.12	2,159,787.85	84,231,726.27	2,273,675.76					142,727.71	(8,000.00)		0.01	(113,887.91)
December	32,905,281.23							32,905,281.23							-
December	63,527,938.78							63,527,938.78							-
December	28,760,526.81							28,760,526.81							-
December	2,484,090.07												2,484,090.07		-
December	2,425,272.14												2,425,272.14		-
December	2,699,698.54												2,699,698.54		-
December	2,738,677.05												2,738,677.05		-
December	4,353,603.01												4,353,603.01		-
<b>Total</b>	<b>\$ 428,636,636.79</b>	<b>\$ 256,995,460.79</b>	<b>\$ 255,177,685.85</b>	<b>\$ 6,379,442.15</b>	<b>\$ 248,798,243.70</b>	<b>\$ 6,073,869.37</b>	<b>\$ 15,510,400.00</b>	<b>\$ 125,193,746.82</b>	<b>\$ -</b>	<b>\$ (1,219,152.55)</b>	<b>\$ 142,727.71</b>	<b>\$ (79,100.00)</b>	<b>\$ 34,215,901.73</b>	<b>\$ 0.01</b>	<b>\$ 17,999,766.99</b>

Balance @ 09/30/14

Reconciliation

Cash collected	\$ 428,636,636.79
Premium earned	256,995,460.79
Difference	<b>\$ 171,641,176.00</b>
Premium Receivable	\$ 5,404,788.59
Less:	
Beginning Balance	\$ 17,694,194.22
Liquidated Damages	(79,100.00)
Pharmacy Benefit Payment	34,215,901.73
Capitation Pre-payments	125,193,746.82
Giftcards reclass to admin	10,514.33
Change in Payment Adjustments	10,707.49
	<b>\$ 177,045,964.59</b>
Difference	<b>\$ 171,641,176.00</b>

0.00

\$ 17,999,766.99
(11,639,979.14) Health Insurance Fee Reimbursement Affordable Care Act
(955,000.00) Retro Accrual
5,404,787.86 Subtotal @ 12/31/14
5,404,788.59 Trial Balance @ 12/31/14
<b>(0.73) Checkpoint</b>

Cash that should be included on premium tax return	
Medicaid Premiums	256,995,460.79
Change in Premium Receivable	12,289,405.64
Pharmacy Benefit Payment	34,215,901.73
Capitation Pre-payments	125,193,746.82
Giftcards reclass to admin	10,514.33
Change in Payment Adjustments	10,707.49
	<b>428,715,736.78</b>
Total Cash collected	428,636,636.79
add back liquidated damages	79,100.00
	<b>428,715,736.79</b>
	(0.00)

23,579,365.52



AMERIGROUP Tennessee, Inc.  
MLR Reconciliation to NAIC Filing  
December 31, 2014

**TOTAL REVENUES**

	Middle Tennessee	AMERIVANTAGE	NAIC Filing	Page, Col, Line
Net premium income 2014	942,351,546	63,997,819	1,006,349,365	4, C2, L2
Net premium income 2013	865,968,872	51,049,846	917,018,718	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
TOTAL	6,035,172,304	217,896,101		
MLR Report	<u>6,020,604,715</u>			
Difference	14,567,590			
ASO PCP administrative fee reclassified to SG&A	942,810			
Affordable Care Act (ACA) Health Insurer Fee (HIF) Reimbursement	<u>(15,510,400)</u>			
Unreconciled difference	0			

**UNPAID CLAIMS**

	Middle Tennessee	AMERIVANTAGE	NAIC Filing	Page, Col, Line
Claims unpaid (less reinsurance ceded)	71,928,315	7,519,523	79,447,837	3, C3, L1
Accrued medical incentive pool and bonus amounts	1,149,649	(2,719)	1,146,930	3, C3, L2
Unpaid claims adjustment expenses	<u>2,358,958</u>	<u>252,606</u>	<u>2,611,564</u>	3, C3, L3
TOTAL	75,436,922	7,769,410	83,206,332	

Middle Tennessee Unpaid Claims Total			75,436,922	
IBNR on MLR report			<u>75,436,922</u>	
Difference			(0)	
Unreconciled difference			<u>(0)</u>	

**HOSPITAL AND MEDICAL**

Total expenses on MLR report		<u>4,867,862,097</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 Dec 31			758,273,927	4, C2, L18
Total hospital and medical 13 Dec 31			<u>790,011,501</u>	4, C2, L18
Total from NAIC filing			5,051,425,891	
Less Medicare expenses			<u>184,523,524</u>	
NAIC net of Medicare expenses		4,866,902,368		
LAE Change-A&H		960,465		
Jul-Sep 2013 reinsurance expense		(735)		
Rounding		<u>(1)</u>		
Unreconciled difference		0		

**Medical Loss Ratio Report - Total Grand Region**

MCO  
AMERIGROUP, Tennessee, Inc.

Reporting Month	2007												For the Year Ended 6/30/2008	2008											
	Incurred Month			For the Year Ended 6/30/2007	Incurred Month						Incurred Month						For the Year Ended 6/30/2008	Incurred Month							
	April	May	June		July	August	September	October	November	December	January	February		March	April	May		June	July	August	September	October	November	December	January
<b>Enrollment</b>	186,416	186,037	182,879	555,332	183,226	184,352	185,408	186,126	186,331	186,318	186,042	186,584	187,293	187,102	186,165	185,840	2,230,786	185,087	184,940	185,047	186,028	187,076	187,358	186,756	
<b>Capitation Revenue</b>	\$48,938,744	\$48,838,217	\$47,895,955	\$145,672,916	\$47,982,464	\$48,228,287	\$48,453,013	\$48,658,579	\$48,516,420	\$48,587,405	\$48,523,522	\$48,550,055	\$48,602,959	\$46,707,144	\$46,509,019	\$46,388,877	\$575,707,744	\$48,887,130	\$48,964,758	\$49,021,001	\$49,382,058	\$49,781,265	\$49,836,263	\$49,364,498	
<b>Premium Tax</b>	\$978,775	\$976,764	\$957,919	\$2,913,458	\$959,649	\$964,566	\$969,060	\$973,172	\$970,328	\$971,748	\$970,470	\$971,001	\$972,059	\$934,143	\$930,180	\$927,778	\$11,514,155	\$977,743	\$979,295	\$980,420	\$987,641	\$995,625	\$996,725	\$987,290	
<b>Capitation Revenue Net of Premium Tax</b>	\$47,959,969	\$47,861,452	\$46,938,036	\$142,759,458	\$47,022,819	\$47,263,721	\$47,483,953	\$47,685,407	\$47,546,092	\$47,615,656	\$47,553,052	\$47,579,054	\$47,630,899	\$45,773,001	\$45,578,839	\$45,461,099	\$564,193,589	\$47,909,387	\$47,985,463	\$48,040,581	\$48,394,417	\$48,785,639	\$48,839,538	\$48,377,208	
<b>Payments for Covered Services for the Month</b>																									
<b>Medical Services</b>																									
CMS 1450/UB 92 Payments by the Claims Processing System																									
Inpatient - Maternity	\$1,235,027	\$1,264,823	\$1,347,430	\$3,847,280	\$1,330,553	\$1,769,128	\$1,286,142	\$1,495,079	\$1,314,707	\$1,433,153	\$1,637,648	\$1,677,317	\$1,364,069	\$1,335,034	\$1,532,229	\$1,491,487	\$17,666,545	\$1,511,746	\$1,602,018	\$1,451,264	\$1,540,657	\$1,303,190	\$1,390,930	\$1,471,298	
Inpatient - Newborn	\$1,907,306	\$2,026,773	\$2,742,296	\$6,676,374	\$2,695,743	\$1,835,027	\$1,822,518	\$2,793,660	\$1,612,582	\$2,299,760	\$2,392,194	\$2,285,286	\$2,046,793	\$1,683,397	\$1,916,674	\$2,131,724	\$25,515,357	\$3,255,233	\$1,913,374	\$2,150,109	\$1,828,678	\$3,464,797	\$2,446,884	\$2,236,955	
Inpatient - Medical	\$4,344,569	\$3,735,903	\$3,123,363	\$11,203,836	\$3,470,344	\$3,405,553	\$4,738,638	\$3,402,761	\$3,298,777	\$4,043,720	\$4,462,663	\$4,054,930	\$3,999,478	\$3,760,345	\$3,707,389	\$3,571,563	\$45,916,161	\$4,138,763	\$4,186,733	\$3,939,385	\$3,274,010	\$4,098,911	\$4,657,900	\$3,635,595	
Inpatient - Surgery	\$2,079,710	\$2,212,167	\$1,966,666	\$6,258,542	\$2,306,448	\$2,530,991	\$2,392,819	\$2,624,370	\$2,164,175	\$2,166,678	\$2,623,512	\$2,571,783	\$2,498,807	\$2,575,533	\$2,328,208	\$2,455,557	\$29,238,881	\$2,361,485	\$2,578,394	\$2,753,388	\$2,548,681	\$2,828,566	\$2,561,851	\$2,766,476	
Inpatient Other	\$114,359	\$124,419	\$145,565	\$384,342	\$88,412	\$81,757	\$153,591	\$118,176	\$58,393	\$86,462	\$106,732	\$32,234	\$77,323	\$357,360	\$77,329	\$136,013	\$90,967	\$130,969	\$67,974	\$76,551	\$48,091	\$37,130	\$62,801		
Outpatient - Emergency Room	\$1,100,289	\$1,182,526	\$1,762,444	\$4,045,259	\$1,894,726	\$2,028,715	\$2,078,116	\$2,093,766	\$2,152,001	\$2,312,458	\$2,398,008	\$2,495,738	\$2,294,502	\$2,176,332	\$2,331,025	\$2,162,748	\$26,418,136	\$2,197,859	\$2,370,301	\$2,354,940	\$2,302,374	\$2,355,101	\$2,396,266	\$2,404,544	
Outpatient - Laboratory	\$466,565	\$535,238	\$373,281	\$1,375,084	\$362,063	\$399,811	\$358,545	\$409,531	\$391,691	\$371,160	\$473,759	\$477,165	\$441,691	\$423,710	\$401,292	\$413,974	\$4,924,393	\$436,377	\$434,565	\$447,891	\$477,278	\$422,355	\$432,128	\$527,082	
Outpatient - Radiology	\$1,057,286	\$1,177,733	\$1,009,124	\$3,244,143	\$947,427	\$1,133,356	\$972,893	\$1,081,784	\$1,015,313	\$901,511	\$1,079,579	\$994,863	\$1,144,207	\$1,156,041	\$1,026,013	\$1,072,504	\$12,525,492	\$1,128,718	\$1,138,244	\$1,212,878	\$1,250,015	\$1,131,755	\$1,098,275	\$1,275,888	
Outpatient - Surgery	\$1,001,167	\$1,133,946	\$1,134,385	\$3,269,498	\$1,143,536	\$1,241,465	\$1,132,620	\$1,354,110	\$1,295,849	\$1,092,464	\$1,425,071	\$1,276,260	\$1,321,207	\$1,422,281	\$1,445,838	\$1,377,548	\$15,528,250	\$1,488,084	\$1,403,085	\$1,331,942	\$1,552,396	\$1,393,421	\$1,429,239	\$1,119,951	
Outpatient - Other	\$181,538	\$202,426	\$218,764	\$602,727	\$210,745	\$236,659	\$251,910	\$254,995	\$233,379	\$248,274	\$238,618	\$237,726	\$235,722	\$252,153	\$229,115	\$268,606	\$2,937,902	\$291,337	\$261,921	\$120,725	\$388,687	\$101,053	\$151,898	\$177,295	
Hospice	\$840,024	\$835,440	\$838,560	\$2,514,024	\$867,971	\$822,923	\$740,424	\$747,313	\$682,790	\$661,177	\$669,796	\$602,477	\$715,782	\$680,926	\$757,929	\$708,584	\$8,658,092	\$679,633	\$728,561	\$666,549	\$697,374	\$617,517	\$638,649	\$652,997	
Long-Term Care Payments																									
Level I Facility	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$150	\$150	\$1,501	\$2,852	\$0	\$0	\$0	\$0		
Level II Facility	\$57,860	\$70,837	\$47,426	\$176,123	\$26,836	\$24,520	\$49,482	\$59,851	\$18,011	\$34,954	\$47,128	\$25,040	\$11,507	\$9,256	\$73,219	\$73,895	\$453,699	\$54,659	\$12,257	\$30,018	\$47,194	\$15,259	\$24,865	\$23,750	
Home and Community Based Services	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	
CMS 1500 Payments by the Claims Processing System																									
Prof - E&M	\$6,271,826	\$6,675,167	\$6,296,387	\$19,243,380	\$6,024,866	\$7,182,893	\$6,252,539	\$7,168,820	\$6,758,751	\$6,196,345	\$7,441,003	\$7,203,037	\$6,782,346	\$7,150,756	\$6,671,918	\$6,518,345	\$81,351,619	\$7,016,869	\$6,868,199	\$7,151,994	\$8,076,396	\$6,759,166	\$6,963,922	\$7,765,786	
Prof - Home Health	\$5,648,895	\$6,493,507	\$6,271,650	\$18,414,052	\$6,421,299	\$6,571,770	\$6,137,687	\$6,714,885	\$6,555,413	\$6,571,512	\$6,713,394	\$6,126,700	\$6,650,821	\$6,603,485	\$6,789,803	\$6,549,748	\$78,406,516	\$6,646,026	\$6,033,832	\$4,701,656	\$3,568,899	\$3,022,889	\$2,848,529	\$2,701,255	
Prof - Maternity	\$835,665	\$887,977	\$980,033	\$2,703,673	\$969,549	\$1,087,761	\$923,824	\$1,025,718	\$911,821	\$924,701	\$1,141,290	\$1,135,042	\$1,069,778	\$1,073,697	\$1,065,721	\$1,008,525	\$12,346,426	\$1,104,974	\$1,045,509	\$1,056,045	\$1,114,603	\$932,577	\$999,298	\$1,081,387	
Prof - Surgery	\$448,304	\$561,253	\$552,941	\$1,562,497	\$528,013	\$578,664	\$499,840	\$640,898	\$515,873	\$457,511	\$621,056	\$517,913	\$606,404	\$638,433	\$605,269	\$641,847	\$6,869,713	\$598,803	\$657,949	\$660,798	\$700,891	\$595,843	\$517,906	\$681,264	
Prof - DME	\$274,993	\$333,228	\$329,712	\$937,932	\$257,856	\$303,569	\$330,077	\$329,894	\$350,225	\$381,484	\$399,331	\$376,742	\$359,932	\$398,256	\$422,227	\$385,219	\$4,294,812	\$361,566	\$386,463	\$367,036	\$430,917	\$333,272	\$415,581	\$396,628	
Prof - Lab	\$600,620	\$626,942	\$611,150	\$1,838,712	\$508,663	\$594,077	\$513,624	\$574,236	\$529,848	\$454,397	\$628,947	\$640,888	\$584,531	\$716,549	\$653,309	\$673,794	\$7,072,862	\$699,720	\$711,374	\$723,944	\$818,289	\$668,101	\$675,758	\$818,725	
Prof - Radiology	\$878,150	\$996,991	\$891,218	\$2,766,359	\$763,040	\$875,129	\$763,447	\$923,009	\$766,280	\$705,444	\$882,374	\$784,341	\$819,706	\$877,816	\$833,197	\$852,861	\$9,846,644	\$914,752	\$893,615	\$890,071	\$909,935	\$795,545	\$829,100	\$915,655	
Prof - Transportation	\$1,050,072	\$1,299,108	\$1,241,857	\$3,591,036	\$1,237,953	\$1,342,682	\$1,212,520	\$1,427,082	\$1,344,621	\$1,240,681	\$1,485,916	\$1,382,440	\$1,431,636	\$1,470,466	\$1,480,278	\$1,467,170	\$16,523,445	\$1,516,911	\$1,330,670	\$338,139	\$253,998	\$226,754	\$195,713	\$230,532	
Prof - Other	\$1,628,238	\$1,739,095	\$1,572,681	\$4,940,014	\$1,579,512	\$1,734,720	\$1,531,299	\$1,813,399	\$1,759,846	\$1,582,658	\$1,894,920	\$1,797,714	\$1,703,926	\$1,824,792	\$1,782,976	\$1,735,258	\$20,741,021	\$1,803,744	\$1,867,536	\$1,813,744	\$2,040,997	\$1,798,018	\$1,866,188	\$1,823,232	
Capitation Payments	\$404,152	\$392,224	\$410,227	\$1,206,603	\$194,666	\$193,589	\$192,194	\$181,470	\$172,395	\$179,173	\$176,349	\$194,928	\$153,098	\$156,620	\$151,014	\$153,381	\$2,098,876	\$153,565	\$153,572	\$760,486	\$778,684	\$795,718	\$778,959	\$772,816	
Subcontractor Payments for Medical Services	\$96,057	\$97,717	\$97,222	\$290,996	\$130,108	\$164,740	\$128,435	\$142,227	\$115,935	\$96,741	\$126,734	\$117,941	\$125,893	\$116,922	\$97,793	\$94,110	\$1,457,579	\$148,835	\$168,971	\$149,303	\$168,301	\$142,635	\$134,561	\$151,691	
Other Medical (provide description)	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	
<b>Behavioral Health</b>																									
Inpatient Payments by the Claims Processing System	\$1,481,858	\$1,601,864	\$1,652,695	\$4,736,417	\$1,753,932	\$1,966,599	\$1,903,445	\$1,822,031	\$1,718,707	\$1,942,843	\$1,897,487	\$1,962,501	\$1,807,123	\$1,933,304	\$1,986,693	\$1,713,268	\$22,407,933	\$1,755,553	\$1,784,929	\$1,640,791	\$1,267,952	\$1,520,521	\$1,544,438	\$1,197,829	
Outpatient Payments by the Claims Processing System	\$1,226,232	\$1,162,660	\$1,299,700	\$3,688,592	\$1,016,742	\$1,153,927	\$941,175	\$613,953	\$527,605	\$451,246	\$581,274	\$533,676	\$508,116	\$578,187	\$526,218	\$556,101	\$7,988,218	\$606,141	\$754,710	\$752,151	\$355,097	\$832,632	\$936,736	\$1,013,294	
Supported Housing Payments by the Claims Processing System	\$165,415	\$167,121	\$181,880	\$514,416	\$176,847	\$181,499	\$200,206	\$225,668	\$222,703	\$240,717	\$241,737	\$228,638	\$244,983	\$2											

Medical Loss Ratio Report - Total  
Grand Region

MCO

AMERIGROUP, Tennessee, Inc.

Reporting Month	2009					For the Year Ended 6/30/2009	2009					2010					For the Year Ended 6/30/2010	2010					
	Incurred Month						Incurred Month					Incurred Month						Incurred Month					
	February	March	April	May	June		July	August	September	October	November	December	January	February	March	April		May	June	July	August	September	October
<b>Enrollment</b>	188,192	190,142	191,838	192,882	194,486	2,259,833	193,482	192,406	190,840	191,203	191,550	192,027	195,125	195,762	196,847	197,539	197,961	199,076	2,333,818	198,527	200,555	201,773	202,366
<b>Capitation Revenue</b>	\$49,976,829	\$50,392,708	\$50,663,366	\$50,711,245	\$50,962,365	\$597,943,485	\$56,699,901	\$55,549,745	\$54,620,650	\$54,560,133	\$54,479,940	\$54,529,104	\$55,746,440	\$55,628,096	\$72,851,170	\$72,953,405	\$73,229,500	\$73,823,709	\$734,671,792	\$72,999,675	\$73,531,537	\$73,867,382	\$74,314,550
<b>Premium Tax</b>	\$999,537	\$1,007,854	\$1,013,267	\$1,014,225	\$1,019,247	\$11,958,870	\$3,118,495	\$3,055,236	\$3,004,136	\$3,000,807	\$2,996,397	\$2,999,101	\$3,066,054	\$3,059,545	\$4,006,814	\$4,012,437	\$4,027,622	\$4,060,304	\$40,406,949	\$4,014,982	\$4,044,235	\$4,062,706	\$4,087,300
<b>Capitation Revenue Net of Premium Tax</b>	\$48,977,292	\$49,384,854	\$49,650,098	\$49,697,020	\$49,943,118	\$585,984,615	\$53,581,407	\$52,494,509	\$51,616,514	\$51,559,325	\$51,483,543	\$51,530,003	\$52,680,386	\$52,568,551	\$68,844,356	\$68,940,968	\$69,201,877	\$69,763,405	\$694,264,843	\$68,984,692	\$69,487,303	\$69,804,676	\$70,227,500
<b>Payments for Covered Services for the Month</b>																							
<b>Medical Services</b>																							
CMS 1450/UB 92 Payments by the Claims Processing System																							
Inpatient - Maternity	\$1,370,660	\$1,498,570	\$1,403,272	\$1,565,365	\$1,427,910	\$17,536,880	\$1,511,753	\$1,464,999	\$1,605,172	\$1,689,624	\$1,535,149	\$2,041,052	\$1,451,632	\$1,431,696	\$1,461,528	\$1,398,459	\$1,473,809	\$1,420,122	\$18,484,995	\$1,511,786	\$1,607,428	\$1,667,253	\$1,785,117
Inpatient - Newborn	\$1,656,984	\$2,324,926	\$2,091,546	\$2,453,226	\$2,550,192	\$28,372,905	\$3,203,995	\$2,381,706	\$2,454,640	\$2,876,122	\$2,567,490	\$2,876,905	\$2,260,810	\$2,020,148	\$2,601,484	\$2,298,834	\$2,244,413	\$2,774,998	\$30,561,547	\$3,336,478	\$3,547,573	\$2,454,344	\$3,244,761
Inpatient - Medical	\$5,164,609	\$4,579,919	\$4,442,230	\$4,259,336	\$4,751,859	\$51,129,249	\$5,300,610	\$3,598,922	\$4,532,785	\$5,486,589	\$4,942,968	\$4,094,078	\$2,825,944	\$2,814,093	\$4,294,933	\$2,476,087	\$3,244,007	\$45,629,968	\$2,997,140	\$2,956,486	\$2,902,573	\$2,699,198	
Inpatient - Surgery	\$2,389,916	\$3,021,881	\$2,606,965	\$3,134,424	\$3,075,637	\$32,627,665	\$3,077,243	\$3,110,694	\$2,842,373	\$2,993,746	\$2,373,740	\$2,654,115	\$3,628,178	\$4,054,765	\$3,715,429	\$3,515,938	\$2,810,257	\$3,898,727	\$38,675,206	\$4,014,277	\$5,476,784	\$3,820,593	\$3,341,581
Inpatient Other	\$52,273	\$91,817	\$58,188	\$42,464	\$76,998	\$836,224	\$132,140	\$96,938	\$70,136	\$80,399	\$72,138	\$170,357	\$1,687,756	\$1,400,795	\$2,210,586	\$995,452	\$919,853	\$1,034,686	\$8,871,236	\$1,283,293	\$461,159	\$229,387	\$431,181
Outpatient - Emergency Room	\$2,471,380	\$2,811,085	\$2,606,824	\$2,710,551	\$2,471,759	\$29,452,983	\$2,474,012	\$2,895,707	\$3,386,255	\$2,843,637	\$1,917,203	\$1,897,824	\$1,919,127	\$1,740,598	\$2,141,782	\$2,060,980	\$2,191,643	\$2,072,980	\$27,541,748	\$2,052,268	\$2,094,472	\$2,041,924	\$2,057,734
Outpatient - Laboratory	\$507,138	\$576,808	\$514,800	\$501,857	\$499,364	\$5,777,644	\$457,510	\$485,473	\$523,852	\$426,888	\$442,312	\$457,827	\$449,740	\$432,238	\$507,488	\$457,352	\$410,512	\$454,896	\$5,506,088	\$425,147	\$494,436	\$466,908	\$455,521
Outpatient - Radiology	\$1,217,018	\$1,344,397	\$1,379,856	\$1,219,995	\$1,265,026	\$14,662,065	\$1,306,601	\$1,272,046	\$1,181,397	\$1,091,317	\$957,897	\$1,020,379	\$985,403	\$926,122	\$1,190,052	\$1,194,838	\$1,046,930	\$1,051,295	\$13,223,639	\$1,077,792	\$1,170,827	\$1,190,016	\$1,192,215
Outpatient - Surgery	\$1,616,384	\$1,764,197	\$1,834,380	\$1,710,540	\$1,909,467	\$18,945,087	\$1,800,626	\$1,876,338	\$1,764,976	\$1,916,333	\$1,536,608	\$1,652,829	\$1,679,008	\$1,665,746	\$2,194,640	\$2,036,503	\$1,819,888	\$2,013,327	\$21,956,823	\$1,977,396	\$2,108,249	\$1,955,927	\$1,860,307
Outpatient - Other	\$170,749	\$188,712	\$193,879	\$205,745	\$201,792	\$2,453,792	\$203,788	\$215,187	\$239,408	\$226,110	\$232,566	\$245,228	\$221,670	\$219,351	\$238,042	\$220,119	\$210,934	\$230,293	\$2,722,697	\$231,590	\$239,521	\$252,972	\$271,164
Hospice	\$607,478	\$679,452	\$715,881	\$811,176	\$779,126	\$8,274,393	\$789,864	\$757,969	\$720,026	\$751,273	\$685,954	\$707,040	\$652,379	\$590,242	\$669,280	\$645,055	\$722,155	\$792,264	\$8,483,502	\$772,052	\$784,585	\$791,336	\$796,108
Long-Term Care Payments																							
Level I Facility	\$1,950	\$0	\$0	\$0	\$0	\$6,303	\$0	\$600	\$0	\$0	\$0	\$0	\$1,050	\$1,050	\$10,544,014	\$10,232,555	\$10,715,134	\$10,288,779	\$41,783,181	\$11,549,823	\$11,668,250	\$11,386,294	\$11,879,807
Level II Facility	\$54,625	\$23,135	\$18,750	\$18,500	\$41,500	\$364,512	\$48,800	\$70,500	\$60,125	\$70,625	\$78,250	\$29,075	\$38,875	\$47,125	\$1,348,014	\$1,431,226	\$1,510,214	\$1,404,725	\$6,137,553	\$1,543,033	\$1,553,519	\$1,412,665	\$1,395,431
Home and Community Based Services	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$875,192	\$936,062	\$1,016,815	\$1,136,481	\$3,964,549	\$1,260,485	\$1,358,300	\$1,379,527	\$1,433,042
CMS 1500 Payments by the Claims Processing System																							
Prof - E&M	\$7,931,459	\$8,427,231	\$8,262,122	\$7,756,868	\$7,988,235	\$90,968,248	\$8,258,605	\$8,164,792	\$8,233,169	\$8,011,740	\$7,393,707	\$7,388,480	\$7,164,957	\$7,227,071	\$8,642,836	\$8,070,749	\$7,018,160	\$7,543,990	\$93,118,257	\$7,477,002	\$8,068,083	\$8,179,376	\$7,802,754
Prof - Home Health	\$2,596,453	\$2,760,406	\$2,610,461	\$2,532,648	\$2,468,080	\$42,491,136	\$2,595,493	\$2,589,941	\$2,514,175	\$2,507,538	\$2,381,496	\$2,417,699	\$2,494,783	\$2,358,766	\$2,791,810	\$2,712,863	\$2,677,047	\$2,652,079	\$30,693,689	\$2,610,956	\$2,584,367	\$2,458,126	\$2,448,534
Prof - Maternity	\$957,930	\$1,079,949	\$1,039,770	\$1,016,264	\$1,082,837	\$12,511,143	\$1,227,422	\$1,151,822	\$1,210,564	\$1,195,345	\$1,075,951	\$1,020,946	\$1,164,944	\$1,149,599	\$1,292,015	\$1,126,127	\$1,115,272	\$1,056,320	\$13,968,325	\$1,241,383	\$1,274,902	\$1,231,445	\$1,174,839
Prof - Surgery	\$697,531	\$716,239	\$696,684	\$639,981	\$763,233	\$7,927,111	\$888,618	\$754,078	\$702,502	\$636,110	\$577,413	\$527,413	\$628,325	\$592,112	\$776,258	\$675,931	\$613,413	\$695,793	\$8,302,856	\$676,591	\$728,798	\$715,137	\$718,638
Prof - DME	\$498,637	\$443,774	\$466,169	\$406,059	\$379,581	\$4,885,684	\$394,632	\$470,381	\$378,690	\$364,822	\$396,261	\$403,756	\$371,455	\$354,029	\$438,535	\$413,368	\$385,937	\$421,490	\$4,793,406	\$375,121	\$448,212	\$389,649	\$466,543
Prof - Lab	\$826,003	\$930,866	\$908,485	\$814,124	\$879,903	\$9,475,292	\$879,735	\$917,151	\$959,034	\$933,127	\$794,790	\$794,404	\$787,340	\$800,306	\$959,981	\$844,414	\$706,556	\$759,463	\$10,136,302	\$717,187	\$814,324	\$816,459	\$736,075
Prof - Radiology	\$908,608	\$1,044,726	\$1,060,118	\$976,803	\$1,021,162	\$11,160,089	\$1,008,752	\$956,782	\$990,110	\$970,834	\$926,829	\$940,790	\$912,746	\$895,119	\$1,074,019	\$1,004,996	\$890,251	\$966,503	\$11,537,731	\$942,258	\$1,012,499	\$985,063	\$925,380
Prof - Transportation	\$217,433	\$255,708	\$262,583	\$239,926	\$251,344	\$5,319,712	\$248,179	\$272,844	\$288,701	\$277,230	\$248,184	\$260,580	\$276,305	\$240,988	\$277,911	\$277,831	\$276,160	\$294,112	\$3,239,023	\$293,529	\$308,497	\$292,387	\$299,012
Prof - Other	\$1,774,283	\$1,916,761	\$1,870,775	\$1,823,588	\$1,788,250	\$22,187,114	\$1,896,895	\$2,016,148	\$2,191,924	\$2,147,169	\$1,937,057	\$1,840,939	\$1,833,625	\$1,753,696	\$2,069,291	\$1,923,083	\$1,833,610	\$1,918,082	\$23,361,519	\$1,929,341	\$2,146,697	\$2,081,737	\$2,161,602
Capitation Payments	\$2,217,867	\$1,098,405	\$1,024,996	\$1,035,265	\$1,022,917	\$10,593,250	\$915,387	\$915,158	\$836,193	\$1,092,679	\$1,020,184	\$1,020,681	\$1,189,150	\$1,236,598	\$1,236,670	\$1,280,673	\$1,315,958	\$1,310,230	\$13,369,561	\$2,501,322	\$1,013,252	\$1,406,842	\$1,328,129
Subcontractor Payments for Medical Services	\$153,469	\$176,019	\$151,136	\$129,014	\$138,851	\$1,812,787	\$174,750	\$218,399	\$173,904	\$184,777	\$150,464	\$146,422	\$155,032	\$151,097	\$198,262	\$173,387	\$119,270	\$143,999	\$1,989,763	\$193,525	\$232,637	\$184,060	\$185,734
Other Medical (provide description)	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
<b>Behavioral Health</b>																							
Inpatient Payments by the Claims Processing System	\$1,252,343	\$1,323,229	\$1,199,519	\$1,198,150	\$969,507	\$16,654,761	\$915,397	\$913,245	\$822,985	\$767,323	\$917,123	\$852,768	\$967,211	\$960,121	\$946,047	\$805,749	\$897,495	\$864,760	\$10,630,225	\$1,103,616	\$1,066,445	\$1,069,623	\$1,170,875
Outpatient Payments by the Claims Processing System	\$1,045,883	\$1,159,124	\$1,165,334	\$1,158,269	\$1,184,473	\$10,963,844	\$1,902,041	\$1,961,110	\$2,054,436	\$2,085,206	\$1,890,404	\$1,933,027	\$1,897,708	\$1,869,515	\$1,970,134	\$1,989,286	\$1,806,333	\$1,837,831	\$23,197,031	\$1,651,797	\$1,956,219	\$2,016,221	\$2,006,569
Supported Housing Payments by the Claims Processing System	\$288,523	\$316,935	\$250,684	\$242,138	\$239,062	\$2,926,686	\$331,257	\$333,629	\$331,320	\$350,659	\$347,827	\$372,990	\$390,982	\$303,865	\$318,810	\$335,818	\$353,965	\$356,450	\$4,127,572	\$331,591	\$364,749	\$357,533	



Medical Loss Ratio Report - Total Grand Region

MCO		2013																							
		2012						2013						For the Year Ended 6/30/2013	2013						2013				
		Incurred Month						Incurred Month							Incurred Month							Incure			
Reporting Month		July	August	September	October	November	December	January	February	March	April	May	June	July	August	September	October	November	December	January	February	March			
AMERIGROUP, Tennessee, Inc.		199,950	201,170	202,514	202,047	201,361	200,363	199,651	199,236	198,151	198,318	198,430	198,799	196,583	197,963	198,838	198,718	198,158	196,318	197,792	201,001	204,130			
<b>Enrollment</b>																									
<b>Capitation Revenue</b>		\$71,818,291	\$72,012,969	\$72,213,612	\$72,135,377	\$71,987,243	\$71,596,468	\$72,420,686	\$71,946,411	\$71,621,491	\$71,565,655	\$71,373,566	\$71,225,003	\$861,916,773	\$72,327,911	\$72,705,635	\$72,628,406	\$72,616,205	\$72,291,336	\$71,746,300	\$72,124,835	\$72,659,668	\$73,202,381		
<b>Premium Tax</b>		\$3,950,006	\$3,960,713	\$3,971,749	\$3,967,446	\$3,959,298	\$3,937,806	\$3,983,138	\$3,957,053	\$3,939,182	\$3,936,111	\$3,925,546	\$3,917,375	\$47,405,423	\$3,978,035	\$3,998,810	\$3,994,562	\$3,993,891	\$3,976,023	\$3,946,046	\$3,966,866	\$3,996,282	\$4,026,131		
<b>Capitation Revenue Net of Premium Tax</b>		\$67,868,285	\$68,052,256	\$68,241,863	\$68,167,931	\$68,027,945	\$67,658,663	\$68,437,548	\$67,989,359	\$67,682,309	\$67,629,544	\$67,448,020	\$67,307,628	\$814,511,351	\$68,349,876	\$68,706,825	\$68,633,844	\$68,622,313	\$68,315,312	\$67,800,253	\$68,157,969	\$68,663,386	\$69,176,250		
<b>Payments for Covered Services for the Month</b>																									
<b>Medical Services</b>																									
CMS 1450/UB 92 Payments by the Claims Processing System																									
Inpatient - Maternity		\$1,832,760	\$1,572,521	\$1,560,307	\$1,762,752	\$1,679,208	\$1,510,246	\$1,683,929	\$1,509,523	\$1,730,912	\$1,528,976	\$1,629,996	\$1,633,299	\$19,634,428	\$1,830,912	\$1,568,833	\$1,541,786	\$1,462,108	\$1,605,892	\$1,738,633	\$1,607,455	\$1,548,735	\$1,553,361		
Inpatient - Newborn		\$3,207,528	\$2,742,192	\$2,554,079	\$5,513,479	\$3,053,219	\$3,624,082	\$2,819,946	\$3,207,726	\$3,055,042	\$2,478,191	\$3,820,599	\$3,551,906	\$39,627,989	\$4,427,839	\$3,265,311	\$2,520,376	\$3,843,457	\$2,625,636	\$3,664,995	\$3,548,529	\$2,372,900	\$3,181,984		
Inpatient - Medical		\$2,996,705	\$3,180,108	\$2,706,928	\$2,939,059	\$3,071,848	\$2,993,372	\$2,583,127	\$3,186,281	\$2,894,689	\$3,748,546	\$2,826,372	\$3,610,463	\$3,299,554	\$2,682,049	\$2,426,111	\$3,349,231	\$3,698,155	\$3,576,467	\$3,319,315	\$3,724,621	\$3,110,333	\$3,110,333		
Inpatient - Surgery		\$3,680,955	\$3,850,881	\$3,139,063	\$5,026,664	\$3,734,176	\$3,821,535	\$4,530,756	\$3,649,991	\$4,117,607	\$4,391,270	\$4,140,498	\$4,370,661	\$48,454,057	\$5,000,333	\$3,759,720	\$4,762,259	\$4,044,231	\$3,768,593	\$4,981,030	\$3,975,431	\$3,464,736	\$3,528,794		
Inpatient - Other		\$215,833	\$182,818	\$175,804	\$224,826	\$188,479	\$206,633	\$183,925	\$117,119	\$81,408	\$108,479	\$109,208	\$202,800	\$2,276,864	\$191,718	\$102,093	\$150,207	\$148,847	\$125,534	\$202,181	\$256,647	\$214,967	\$206,329		
Outpatient - Emergency Room		\$2,675,706	\$2,892,379	\$2,846,023	\$2,836,861	\$2,456,348	\$2,695,125	\$2,661,486	\$2,304,891	\$2,497,854	\$2,483,143	\$2,589,485	\$2,428,620	\$31,367,922	\$2,532,853	\$2,728,407	\$2,724,734	\$2,595,709	\$2,511,475	\$2,754,977	\$2,625,580	\$2,393,686	\$2,897,895		
Outpatient - Laboratory		\$339,702	\$379,507	\$323,310	\$377,948	\$355,173	\$370,197	\$417,478	\$347,864	\$338,834	\$368,515	\$342,598	\$306,528	\$4,267,655	\$349,384	\$339,388	\$344,128	\$372,439	\$348,706	\$380,077	\$382,285	\$164,427	\$226,318		
Outpatient - Radiology		\$1,001,673	\$1,102,718	\$1,014,580	\$1,123,428	\$971,149	\$931,101	\$1,038,703	\$979,499	\$1,000,962	\$1,071,441	\$1,058,741	\$972,813	\$12,266,809	\$1,088,757	\$1,034,660	\$993,068	\$1,051,608	\$870,736	\$785,965	\$964,543	\$952,782	\$995,639		
Outpatient - Surgery		\$2,423,400	\$2,652,818	\$2,057,800	\$2,569,633	\$2,440,438	\$1,868,849	\$2,552,630	\$2,422,215	\$2,361,983	\$2,561,066	\$2,506,816	\$2,122,577	\$28,540,225	\$2,302,952	\$2,284,220	\$2,185,455	\$2,188,283	\$1,911,982	\$1,823,048	\$2,125,385	\$2,111,047	\$2,313,137		
Outpatient - Other		\$291,280	\$335,343	\$316,479	\$372,086	\$372,086	\$372,797	\$464,107	\$518,901	\$482,808	\$481,913	\$504,236	\$497,767	\$431,909	\$5,071,763	\$483,232	\$585,285	\$569,465	\$640,139	\$661,070	\$620,850	\$619,386	\$591,413		
Hospice		\$862,116	\$867,253	\$855,457	\$907,539	\$831,840	\$834,165	\$858,118	\$719,802	\$876,035	\$806,583	\$855,041	\$821,819	\$10,095,768	\$870,136	\$862,923	\$865,820	\$852,089	\$857,029	\$875,492	\$845,446	\$725,921	\$842,341		
Long-Term Care Payments																									
Level I Facility		\$12,563,786	\$12,586,979	\$12,229,698	\$12,687,788	\$12,177,439	\$12,491,733	\$12,300,711	\$10,649,314	\$11,917,168	\$11,369,031	\$11,728,910	\$11,369,510	\$144,072,066	\$11,868,715	\$11,764,568	\$11,237,115	\$11,654,267	\$11,059,540	\$11,462,874	\$11,141,181	\$9,785,916	\$10,983,615		
Level II Facility		\$1,232,488	\$1,014,339	\$826,185	\$803,931	\$728,948	\$724,514	\$686,614	\$624,102	\$705,261	\$695,248	\$747,821	\$706,225	\$9,495,316	\$750,467	\$799,332	\$709,950	\$764,616	\$710,055	\$760,732	\$796,771	\$747,001	\$863,817		
Home and Community Based Services		\$3,257,138	\$3,470,023	\$3,238,411	\$3,584,511	\$3,444,361	\$3,354,807	\$3,557,562	\$3,233,932	\$3,445,211	\$3,519,871	\$3,648,933	\$3,376,971	\$41,131,424	\$3,590,759	\$3,604,142	\$3,464,957	\$3,740,584	\$3,490,373	\$3,672,201	\$3,713,080	\$3,428,788	\$3,561,682		
CMS 1500 Payments by the Claims Processing System																									
Prof - E&M		\$7,217,914	\$8,149,155	\$7,190,217	\$8,159,234	\$7,835,512	\$7,311,464	\$9,515,261	\$8,464,104	\$8,273,484	\$8,623,729	\$8,352,610	\$7,423,310	\$96,515,993	\$7,994,511	\$8,516,387	\$8,091,519	\$8,478,417	\$7,697,577	\$7,529,692	\$8,454,142	\$7,751,063	\$8,172,765		
Prof - Home Health		\$1,807,720	\$1,850,607	\$1,707,046	\$1,842,208	\$1,731,339	\$1,769,220	\$1,796,735	\$1,613,504	\$1,749,562	\$1,744,190	\$1,788,794	\$1,644,500	\$21,045,424	\$1,725,292	\$1,723,487	\$1,691,129	\$1,803,070	\$1,759,246	\$1,721,437	\$1,811,113	\$1,549,559	\$1,694,664		
Prof - Maternity		\$1,436,740	\$1,410,110	\$1,301,915	\$1,400,505	\$1,383,203	\$1,271,996	\$1,361,193	\$1,279,412	\$1,412,420	\$1,295,302	\$1,338,512	\$1,318,186	\$16,209,496	\$1,500,179	\$1,448,375	\$1,353,264	\$1,365,039	\$1,287,059	\$1,349,665	\$1,352,091	\$1,312,257	\$1,321,365		
Prof - Surgery		\$814,757	\$803,006	\$719,903	\$802,237	\$769,682	\$603,274	\$766,384	\$720,576	\$653,786	\$795,794	\$690,542	\$676,134	\$8,950,586	\$750,516	\$664,453	\$696,800	\$721,573	\$690,044	\$632,821	\$723,690	\$713,117	\$676,379		
Prof - DME		\$483,873	\$522,826	\$468,542	\$567,417	\$596,384	\$652,923	\$529,495	\$251,589	\$202,046	\$123,279	\$159,444	\$132,068	\$4,689,888	\$85,303	\$176,691	\$166,397	\$180,262	\$143,667	\$130,068	\$109,485	\$125,218	\$130,436		
Prof - Lab		\$815,925	\$948,356	\$766,988	\$877,769	\$834,876	\$769,850	\$1,004,413	\$926,764	\$894,638	\$917,186	\$906,676	\$862,431	\$10,525,874	\$954,554	\$1,001,779	\$999,073	\$1,047,249	\$871,879	\$874,635	\$966,688	\$867,880	\$867,433		
Prof - Radiology		\$864,242	\$953,534	\$844,468	\$964,992	\$851,900	\$759,925	\$933,932	\$814,184	\$825,798	\$882,783	\$854,564	\$795,964	\$10,346,284	\$863,494	\$834,739	\$822,936	\$862,815	\$745,282	\$748,053	\$850,674	\$821,615	\$828,942		
Prof - Transportation		\$277,356	\$289,964	\$255,913	\$280,813	\$245,840	\$286,162	\$260,275	\$242,660	\$253,803	\$278,604	\$276,445	\$292,235	\$3,239,710	\$289,313	\$282,272	\$285,867	\$288,976	\$267,220	\$275,734	\$290,420	\$234,995	\$267,325		
Prof - Other		\$2,070,516	\$2,331,945	\$2,107,165	\$2,397,340	\$2,198,432	\$2,076,806	\$2,490,445	\$2,146,924	\$2,180,846	\$2,258,677	\$2,205,356	\$2,015,532	\$26,479,983	\$2,286,966	\$2,371,361	\$2,298,066	\$2,508,043	\$2,183,907	\$2,158,378	\$2,400,006	\$2,025,486	\$2,184,434		
Capitation Payments		\$1,433,956	\$1,341,842	\$1,328,256	\$1,366,022	\$1,370,770	\$1,366,459	\$1,379,630	\$1,828,886	\$1,808,784	\$1,883,172	\$1,887,466	\$1,909,155	\$1,890,397	\$1,765,667	\$1,853,669	\$1,840,334	\$1,826,702	\$1,867,847	\$1,814,397	\$1,778,296	\$1,688,536	\$1,750,464		
Subcontractor Payments for Medical Services		\$257,449	\$262,803	\$216,501	\$235,550	\$206,253	\$189,444	\$226,293	\$234,718	\$233,585	\$210,374	\$179,835	\$182,994	\$2,635,800	\$266,179	\$280,714	\$233,579	\$254,510	\$206,001	\$179,868	\$237,810	\$240,119	\$233,504		
Other Medical (provide description)		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		
<b>Behavioral Health</b>																									
Inpatient Payments by the Claims Processing System		\$1,258,159	\$1,334,328	\$1,153,829	\$1,243,084	\$1,220,626	\$1,156,993	\$1,344,516	\$1,261,553	\$1,329,926	\$1,420,663	\$1,468,680	\$1,477,720	\$15,670,078	\$1,628,874	\$1,587,272	\$1,312,708	\$1,485,120	\$1,288,235	\$1,312,606	\$1,478,471	\$1,225,783	\$1,334,431		
Outpatient Payments by the Claims Processing System		\$2,255,374	\$2,497,988	\$2,261,891	\$3,296,557	\$3,027,809	\$2,813,453	\$3,330,823	\$3,105,253	\$3,079,117	\$3,353,692	\$3,180,782	\$2,838,550	\$35,041,289	\$2,915,409	\$3,102,568	\$2,979,810	\$3,212,183	\$2,878,917	\$2,920,187	\$3,311,599	\$3,222,549	\$3,266,137		
Supported Housing Payments by the Claims Processing System		\$515,306	\$552,330	\$529,096	\$557,067	\$551,611	\$571,773	\$558,927	\$502,130	\$569,218	\$542,368	\$567,587	\$552,916	\$6,570,329	\$578,556	\$621,061	\$605,532	\$612,287	\$569,859	\$593,911	\$605,653	\$542,047	\$608,780		
Intensive Outpatient Payments by the Claims Processing System		\$58,658	\$59,618	\$48,476	\$69,718	\$58,823	\$55,485	\$63,921	\$61,097	\$84,702	\$86,760	\$67,961	\$62,618	\$777,837	\$70,260	\$85,124	\$81,734	\$78,243	\$60,711	\$60,898	\$82,535	\$106,589	\$83,108		
Partial Hospitalization Payments by the Claims Processing System		\$9,503	\$20,552	\$20,750	\$20,889	\$13,134	\$5,020	\$15,407	\$21,137	\$26,368	\$19,038	\$37,036	\$15,301	\$224,135	\$22,609	\$32,726	\$19,016	\$27,797	\$30,782	\$26,168	\$6,735	\$9,620	\$9,617		
In Home Payments by the Claims Processing System		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		
Transportation Payments by the Claims Processing System		\$17,534	\$13,090	\$15,041	\$11,493	\$12,541	\$14,740	\$20,187	\$12,316	\$13,373	\$13,527	\$13,7													

**Medical Loss Ratio Report - Total Grand Region**

MCO																	
AMERIGROUP, Tennessee, Inc.																	
Reporting Month	2014			For the Year Ended 6/30/2014	2014						2015						For the Year Ended 6/30/2015
	Incurred Month				Incurred Month						Incurred Month						
	April	May	June		July	August	September	October	November	December	January	February	March	April	May	June	
<b>Enrollment</b>	207,777	209,907	211,996	2,419,179	213,361	216,176	218,327	219,895	221,330	222,708						1,311,798	
<b>Capitation Revenue</b>	\$74,152,972	\$74,532,997	\$74,863,806	\$875,852,451	\$77,710,189	\$78,334,941	\$78,749,357	\$78,898,224	\$79,108,842	\$79,132,702						\$471,934,254	
<b>Premium Tax</b>	\$4,078,413	\$4,099,315	\$4,117,509	\$48,171,885	\$4,274,060	\$4,308,422	\$4,331,215	\$4,339,402	\$4,350,986	\$4,352,299						\$25,956,384	
<b>Capitation Revenue Net of Premium Tax</b>	\$70,074,559	\$70,433,682	\$70,746,296	\$827,680,566	\$73,436,128	\$74,026,519	\$74,418,142	\$74,558,822	\$74,757,856	\$74,780,403						\$445,977,870	
<b>Payments for Covered Services for the Month</b>																	
<b>Medical Services</b>																	
CMS 1450/UB 92 Payments by the Claims Processing System																	
Inpatient - Maternity	\$1,417,117	\$1,325,277	\$1,498,152	\$18,698,261	\$1,663,300	\$1,586,290	\$1,540,368	\$1,664,521	\$1,541,451	\$857,623						\$8,853,554	
Inpatient - Newborn	\$2,425,565	\$2,538,587	\$2,750,664	\$37,165,842	\$2,352,177	\$2,374,595	\$2,091,339	\$1,892,850	\$1,672,798	\$604,003						\$10,987,763	
Inpatient - Medical	\$3,090,322	\$2,264,973	\$2,403,622	\$36,944,753	\$3,055,533	\$2,961,653	\$2,708,185	\$2,676,752	\$2,488,015	\$1,213,953						\$15,104,091	
Inpatient - Surgery	\$3,700,144	\$3,793,814	\$3,247,967	\$48,027,053	\$4,263,571	\$4,281,107	\$3,241,917	\$3,338,237	\$2,531,876	\$1,113,273						\$18,769,983	
Inpatient Other	\$139,601	\$307,600	\$135,277	\$2,181,001	\$240,845	\$183,581	\$189,129	\$133,390	\$130,020	\$9,084						\$886,050	
Outpatient - Emergency Room	\$2,966,870	\$3,135,399	\$2,920,649	\$32,788,235	\$2,905,165	\$3,188,733	\$3,156,385	\$3,010,739	\$2,879,505	\$1,759,503						\$16,900,030	
Outpatient - Laboratory	\$208,494	\$160,657	\$173,426	\$3,448,728	\$179,737	\$209,012	\$200,858	\$148,641	\$124,921	\$98,682						\$961,850	
Outpatient - Radiology	\$1,050,770	\$1,061,267	\$1,032,410	\$11,883,205	\$1,022,865	\$1,071,726	\$1,037,938	\$1,122,605	\$946,472	\$533,239						\$5,734,909	
Outpatient - Surgery	\$2,568,323	\$2,339,636	\$2,341,401	\$26,494,869	\$2,629,089	\$2,372,414	\$2,297,823	\$2,263,176	\$1,830,628	\$1,161,463						\$12,554,593	
Outpatient - Other	\$594,675	\$556,271	\$546,359	\$7,051,558	\$653,552	\$760,741	\$785,645	\$746,270	\$689,982	\$431,249						\$4,067,439	
Hospice	\$853,315	\$856,056	\$789,665	\$10,096,232	\$853,233	\$897,946	\$829,857	\$772,480	\$684,813	\$756						\$4,039,085	
Long-Term Care Payments																	
Level I Facility	\$10,482,469	\$10,827,388	\$10,341,313	\$132,608,961	\$11,989,595	\$12,084,537	\$11,338,379	\$11,617,196	\$10,583,858	\$1,822,417						\$59,435,982	
Level II Facility	\$852,329	\$917,689	\$890,145	\$9,562,904	\$937,301	\$954,955	\$828,624	\$877,695	\$711,395	\$38,892						\$4,348,863	
Home and Community Based Services	\$3,700,872	\$3,731,527	\$3,589,949	\$43,268,913	\$3,879,093	\$3,791,199	\$3,616,067	\$3,636,058	\$3,138,653	\$1,539,160						\$19,600,230	
CMS 1500 Payments by the Claims Processing System																	
Prof - E&M	\$9,052,430	\$8,500,384	\$8,118,364	\$98,357,251	\$9,227,518	\$9,656,903	\$9,476,562	\$9,636,510	\$8,202,944	\$5,617,509						\$51,817,945	
Prof - Home Health	\$1,745,342	\$1,773,354	\$1,701,365	\$20,699,057	\$1,718,836	\$1,641,074	\$1,641,765	\$1,720,433	\$1,326,311	\$625,390						\$8,673,809	
Prof - Maternity	\$1,259,999	\$1,306,148	\$1,274,988	\$16,130,428	\$1,417,769	\$1,370,626	\$1,332,074	\$1,384,427	\$1,221,834	\$756,292						\$7,483,023	
Prof - Surgery	\$859,628	\$807,224	\$684,402	\$8,650,676	\$776,398	\$874,636	\$837,967	\$775,367	\$587,463	\$390,345						\$4,242,175	
Prof - DME	\$190,308	\$144,326	\$179,639	\$1,761,802	\$87,435	\$28,011	\$31,802	\$22,495	\$18,169	\$16,265						\$204,177	
Prof - Lab	\$1,050,408	\$1,074,406	\$1,038,632	\$11,614,615	\$1,084,770	\$989,414	\$972,725	\$993,795	\$800,966	\$631,790						\$5,473,459	
Prof - Radiology	\$898,598	\$866,287	\$797,705	\$9,941,140	\$573,620	\$424,946	\$428,451	\$431,191	\$353,075	\$281,279						\$2,492,562	
Prof - Transportation	\$285,303	\$292,054	\$303,172	\$3,362,653	\$296,374	\$286,772	\$268,940	\$233,001	\$185,526	\$95,635						\$1,366,247	
Prof - Other	\$2,317,577	\$2,253,680	\$2,102,531	\$27,090,433	\$2,254,701	\$2,380,280	\$2,337,251	\$2,464,603	\$2,004,187	\$1,178,430						\$12,619,451	
Capitation Payments	\$1,805,147	\$1,837,179	\$1,842,913	\$21,671,150	\$1,813,572	\$1,307,056	\$1,292,173	\$1,272,502	\$1,424,201	\$1,424,837						\$8,534,341	
Subcontractor Payments for Medical Services	\$230,314	\$187,662	\$199,420	\$2,749,678	\$301,080	\$301,165	\$256,981	\$271,200	\$205,965	\$115,584						\$1,451,976	
Other Medical (provide description)	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0						\$0	
<b>Behavioral Health</b>																	
Inpatient Payments by the Claims Processing System	\$1,552,408	\$1,490,641	\$1,323,788	\$17,020,335	\$1,571,995	\$1,580,695	\$1,500,877	\$1,299,747	\$1,249,832	\$294,867						\$7,498,013	
Outpatient Payments by the Claims Processing System	\$3,745,965	\$3,656,917	\$3,364,449	\$38,576,690	\$3,481,739	\$3,687,039	\$3,901,440	\$3,173,581	\$2,703,918	\$1,618,998						\$18,566,715	
Supported Housing Payments by the Claims Processing System	\$588,822	\$627,788	\$597,972	\$7,152,268	\$500,134	\$432,332	\$418,439	\$417,794	\$361,503	\$174,126						\$2,304,328	
Intensive Outpatient Payments by the Claims Processing System	\$83,235	\$115,298	\$72,074	\$979,808	\$76,559	\$96,916	\$94,311	\$76,197	\$41,636	\$13,827						\$399,446	
Partial Hospitalization Payments by the Claims Processing System	\$13,222	\$22,245	\$39,662	\$260,199	\$29,769	\$21,125	\$23,302	\$24,040	\$22,793	\$16,100						\$137,128	
In Home Payments by the Claims Processing System	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0						\$0	
Transportation Payments by the Claims Processing System	\$13,707	\$13,561	\$11,634	\$163,545	\$4,131	\$0	\$0	\$0	\$0	\$0						\$4,131	
Twenty-Three Hour Payments by the Claims Processing System	\$130	\$1,189	\$791	\$7,374	\$833	\$82	\$130	\$485	\$114	\$0						\$1,644	
CMHA Capitation Payments	\$342,610	\$352,667	\$350,958	\$4,021,166	\$348,853	\$355,748	\$356,826	\$362,918	\$378,094	\$378,094						\$2,180,533	
Other Capitation Payments	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0						\$0	
Grant Payments	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0						\$0	
Non-FFS Inpatient	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0						\$0	
Subcontractor Payments for Mental Health and Substance Abuse Services	\$10,120	\$6,620	\$8,800	\$741,970	\$12,140	\$12,360	\$15,780	\$10,720	\$7,340	\$0						\$58,340	
Crisis Services Team Pass Through	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0						\$0	
Less:																	
Recoveries not Reflected in Claims Payments	-\$14,717	-\$14,717	-\$14,717	-\$176,607	\$0	\$0	\$0	\$0	\$0	\$0						\$0	
<b>Total Payments</b>	\$60,081,421	\$59,131,054	\$56,659,539	\$710,996,149	\$62,203,280	\$62,165,671	\$59,050,310	\$58,471,680	\$51,050,260	\$24,812,666						\$317,753,867	
UB92 IBNR	\$215,714	\$169,374	\$825,537	\$2,418,491	\$1,248,479	\$998,305	\$3,683,967	\$2,894,272	\$4,667,532	\$17,785,576						\$31,278,131	
Professional IBNR	\$217,084	\$171,327	\$826,405	\$1,801,093	\$123,715	\$332,281	\$892,446	\$2,110,749	\$5,128,308	\$14,737,655						\$23,325,154	
LTC IBNR	-\$1,424	-\$136	-\$10,851	\$69,778	\$54,121	\$132,139	\$663,530	\$688,240	\$1,240,778	\$13,805,915						\$16,584,542	
<b>Total IBNR</b>	\$431,374	\$340,565	\$1,641,091	\$4,289,363	\$1,426,316	\$1,462,724	\$5,239,763	\$5,693,261	\$11,036,618	\$46,329,146						\$71,187,827	
<b>Payments and Remaining IBNR</b>	\$60,512,795	\$59,471,619	\$58,300,630	\$715,285,511	\$63,629,596	\$63,628,395	\$64,290,073	\$64,164,941	\$62,086,877	\$71,141,812						\$388,941,694	
<b>Medical Loss Ratio, Gross Premium</b>	81.61%	79.79%	77.88%	81.88%	81.88%	81.23%	81.64%	81.33%	78.48%	89.90%						82.41%	
<b>Medical Loss Ratio, Net Premium</b>	86.35%	84.44%	82.41%	86.42%	86.65%	85.95%	86.39%	86.06%	83.05%	95.13%						87.21%	
<b>Per Member Expense</b>	\$291.24	\$283.32	\$275.01	\$295.67	\$298.22	\$294.34	\$294.47	\$291.80	\$280.52	\$319.44						\$296.50	

Premium Tax Paid (Quarterly) 4,225 14,387,754 - 54,180,027 - - - 14,151,659 - - - - - 14,151,659